Dalmia
Bharat Limited

newthink! cement! sugar! refractories! power!

ND/SY/7505 **August 28, 2017**

Bombay Stock Exchange Limited
New Trading Ring,
Rotunda Building, P J Towers,
Dalal Street, Fort Mumbai-400001
Scrip Code: DALMIABHA

National Stock Exchange of India Limited
"Exchange Plaza", Plot No. C-1, Block G
Bandra – Kurla Complex, Bandra (East),
Mumbai – 400 051
Symbol: 533309

Dear Sir,

Re: Notice of Postal Ballot

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, Notice of Postal Ballot dated May 10, 2017, as dispatched to the shareholders on Saturday, August 26, 2017 is attached.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For **Dalmia Bharat Limited**

Nidhi B

(Nidhi Bisaria)
Company Secretary

Encl: As stated above

DALMIA BHARAT LIMITED

(Registered Office: Dalmiapuram – 621 651, Distt. Tiruchirapalli, Tamil Nadu)
Phone No. 04329-235132 Fax No. 04329-235111
CIN L40109TN2006PLC058818 Website: www.dalmiabharat.com, Email: invhelp1@dalmiabharat.com

POSTAL BALLOT NOTICE

Dear Member,

Notice of Postal Ballot pursuant to Section 110 of the Companies Act, 2013

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, that the resolutions appended below are proposed to be passed as Special Resolutions through Postal Ballot/Electronic Voting (e-voting). The Explanatory Statement pertaining to the resolutions setting out the material facts and the reasons thereof are annexed hereto along with a Postal Ballot form (the **"Form"**) for your consideration.

The Board of Directors of the Company (the **"Board**") has appointed Mr. R. Venkatasubramanian, Practicing Company Secretary, as the Scrutiniser for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

Members desiring to vote through Postal Ballot Form are requested to carefully read the instructions printed on the reverse of the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original, duly completed, in the enclosed self-addressed, postage pre-paid business reply envelope (if posted in India) so as to reach the Scrutiniser not later than the close of working hours i.e. 5.00 p.m. on Monday, September 25, 2017.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the Notice under the section "Voting through Electronic means".

Upon completion of the scrutiny of the Forms, the Scrutiniser will submit his report to the Director. The result of the Postal Ballot would be announced by a Director or the Company Secretary of the Company or their duly authorised representative on Thursday, September 28, 2017 at the Registered Office of the Company. The aforesaid result would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed and displayed along with the Scrutiniser's report on the Company's website, www.dalmiabharat.com.

SPECIAL RESOLUTIONS TO BE PASSED THROUGH POSTAL BALLOT:

Item No. 1

To consider and if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

" **RESOLVED THAT** pursuant to provisions 41, 42, 62, 71 and all other applicable provisions and rules, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time (the "**Act**"), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**ICDR Regulations**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SEBI Takeover Regulations**") and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, and in accordance with the regulations/guidelines/circulars/press notes/clarifications issued by the Government of India ("**GOI**"), the Securities and Exchange Board of India ("**SEBI**"), Reserve Bank of India ("**RBI**"), the Foreign Investment Promotion Board ("**FIPB**"), the Stock Exchanges where the shares of the Company are listed ("**Stock Exchanges**") and/or any other competent authorities and clarifications thereof, issued from time to time, the applicable provisions of the Foreign Exchange Management Act, 1999 ("**FEMA**") as amended, the Foreign Exchange management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, as amended up to date and subject to such approvals, consents, permissions and sanctions of the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce & Industry (FIPB/Secretariat for Industrial Assistance), GOI, SEBI, RBI, Stock Exchanges and all other appropriate authorities, institutions or bodies and subject to such conditions and modification(s) as may be prescribed by them while granting such approvals, consents, permissions and sanctions, to the extent applicable, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which expression shall be deemed to include any Committee(s), constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution), consent of the members be and is hereby accorded to the Board to create, issue, offer and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons, as may be permitted) either in India or in the course of international offering(s) in one or more foreign markets, Equity Shares of the Company with a face value of ₹ 2/- (Rupees Two) each (the "**Equity Shares**"), Global Depository Receipts ("**GDRs**"), American Depository Receipts ("**ADRs**"), Foreign Currency Convertible Bonds ("**FCCBs**") and/or other

financial instruments convertible into Equity Shares (including warrants, or otherwise), Fully Convertible Debentures, Partly Convertible Debentures, Non-Convertible Debentures with warrants and/or Convertible Preference Shares or any security convertible into Equity Shares (all of which are hereinafter collectively referred to as the "**Securities**") or any combination of Securities, in one or more tranches, through public and/or private offerings and/or on preferential allotment basis or any combination thereof or by issue of prospectus and/or placement document/or other permissible/requisite offer document to any eligible person(s), including but not limited to Foreign Institutional Investors ("**FIIs**"), Foreign Portfolio Investors ("**FPIs**"), Qualified Institutional Buyers ("**QIBs**") in accordance with Chapter VIII of the ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), foreign institutional investors, Indian and/or multilateral financial institutions, mutual funds, pension funds, and/or any other categories of investors (collectively called the "**Investors**") whether or not such Investors are members of the Company, as may be decided by the Board at its discretion and permitted under applicable laws and regulations for an aggregate amount not exceeding ₹ 3000 crore (Rupees Three Thousand crore) or its equivalent of any other foreign currencies, which upon conversion of all securities so issued or allotted, could give rise to the issue of Equity Capital of an aggregate face value upto ₹ 2.20 crore divided into 1,10,00,000 Equity Shares of ₹ 2/- each of the Company, exclusive of such premium as may be fixed on such Securities by offering the Securities through public issue(s), private placement(s), or a combination thereof at such a time or times, at a discount (including but not limited to any discount as may be permitted under Chapter VIII of the SEBI ICDR Regulations) or a premium permitted under applicable laws, as may be deemed appropriate by the Board at its absolute discretion at the time of issue and allotment of the Securities considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the book running lead managers/underwriters/ advisors for such issue.

RESOLVED FURTHER THAT if any issue of Securities is made by way of a Qualified Institutional Placement ("**QIP**") in terms of Chapter VIII of the SEBI ICDR Regulations, the allotment of Securities, or any combination of Securities as may be decided by the Board shall be completed within 12 (twelve) months from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations as may be amended from time to time and the Securities shall not be eligible to be sold for a period of 12 (twelve) months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations. The Company may, in accordance with applicable law, offer a discount of not more than 5% (five per cent) or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations as may be amended from time to time.

RESOLVED FURTHER THAT in the event of issue of Securities by way of QIP the Relevant Date on the basis of which the price of the Securities shall be determined as specified under ICDR Regulations, shall be the date of the meeting in which the Board or the Committee of Directors duly authorized by the Board ("**Committee**") decides to open the proposed issue for Securities or such other time as may be decided by the Board and as permitted by the ICDR Regulations, subject to any relevant provisions of applicable laws, rules and regulations as amended from time to time, in relation to the proposed issue of the Securities.

RESOLVED FURTHER THAT the Securities to be, created, issued, offered and allotted shall be subject to the following terms and conditions:

a) The Securities shall be subject to the provisions of Memorandum and Articles of Association of the Company and in accordance with the terms of this resolution;

b) The Equity Shares so issued or the convertible Securities upon conversion to Equity Shares, shall rank *pari passu* in all respects with the existing Equity Shares of the Company in all respects including the entitlement of dividend; and

c) The number and/or price of the Securities or the underlying Equity Shares issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize and approve the offering circular/ placement document for the proposed issue of the Securities and to authorize any director or directors of the Company or any other officer or officers of the Company to sign the above documents for and on behalf of the Company together with the authority to amend, vary or modify the same as such authorized persons may consider necessary, desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, certificates, consents and/ or authorities as may, in the opinion of such authorized person, be required from time to time, and to arrange for the submission of the offering circular/placement document, and any amendments and supplements thereto with any applicable stock exchanges (whether in India or abroad), government and regulatory authorities, institutions or bodies, as may be required.

RESOLVED FURTHER THAT subject to te applicable laws, for the purpose of giving effect to the issuance of Securities, the Board or any Committee is hereby authorised on behalf of the Company to do all such acts, deeds and things thereof in its absolute discretion as it deems necessary or desirable in connection with the issue of the Securities, including, without limitation to the following:

a) decide the date for the opening and closing of the issue of Securities, including determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, execution of various transaction documents;

b) finalisation of the allotment of the Securities on the basis of the subscriptions received;

c) finalisation of, and arrangement for the submission of the preliminary and final offering circulars/ prospectus(es)/ offer document(s), and any amendments and supplements thereto, with any applicable government and regulatory authorities, institutions or bodies, as may be required;

d) approval of the preliminary and final offering circulars/placement document/prospectus/offer document (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalised in consultation with the book running lead managers/underwriters/ advisors, in accordance with all applicable rules, regulations and guidelines;

e) entering into any arrangement for managing, underwriting and marketing the proposed offering of Securities and to appoint, in its absolute discretion, managers (including lead managers), investment bankers, merchant bankers, underwriters, guarantors, financial and/or legal advisors, depositories, custodians, paying and conversion agents, listing agents, escrow banks/agents and sign all applications, filings, deeds, documents, memorandum of understanding and agreements with any such entities and to pay any fees, commissions, remunerations, and expenses in connection with the proposed offering of the Securities;

f) approval of the deposit agreement(s), the purchase/underwriting agreement(s), the trust deed(s), the indenture(s), the master/global GDRs/ADRs/FCCBs/other certificate representing the Securities, letters of allotment, listing application, engagement letter(s), memorandam of understanding and any other agreements or documents, as may be necessary in connection with the issue/offering (including amending, varying or modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;

g) finalisation of the basis of allotment in the event of oversubscription;

h) authorisation of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as the authorised person in its absolute discretion may deem necessary or desirable in connection with the issue and allotment of the securities;

i) seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the issue and allotment of the Securities;

j) seeking the listing of the Securities on any Indian or international stock exchange, submitting the listing application to such stock exchange and taking all actions that may be necessary in connection with obtaining such listing;

k) deciding the pricing and terms of the Securities, and all other related matters, including taking any action on two way fungibility for conversion of underlying equity shares into FCCBs/GDRs/ADRs, as per applicable laws, regulations or guidelines;

l) open one or more bank accounts in the name of the Company in Indian currency or foreign currency(ies) with such bank or banks in India and/or such foreign countries as may be required in connection with the aforesaid issue, including with any escrow bank;

m) to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotments and utilization of the issue proceeds as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the member or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, and accordingly any such action, decision or direction of the Board shall be binding on all the members of the Company; and

n) all such acts, deeds, matters and things as the Committee may, in its absolute discretion, consider necessary, proper, expedient, desirable or appropriate for making the said issue as aforesaid and to settle any question, query, doubt or difficulty that may arise in this regard including the power to allot under subscribed portion, if any, in such manner and to such persons(s) as the Board, may deem fit and proper in its absolute discretion to be most beneficial to the Company.

RESOLVED FURTHER THAT the Company may enter into any arrangement with any agency or body authorized by the Company for the issue of depositary receipts representing the underlying equity shares issued by the Company in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per international practices and regulations (including listing on one or more stock exchange(s) inside or outside India) and under the forms and practices prevalent in the international markets.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of Securities may have all or any of the terms or combinations of the terms in accordance with the prevalent market practice including but not limited to terms and conditions relating to payment of interest, dividend, premium or the redemption at the option of the Company and/or holders of any Securities including terms or issue of additional Equity Shares or variations of the price or period of conversion of Securities into Equity Shares or issue of Equity Shares during the period of the Securities or terms pertaining to voting rights or option(s) for early redemption of Securities. Provided that the issue of all Equity Shares referred to above shall rank *pari passu* with the existing Equity Shares of the Company in all respects, including the entitlement of dividend.

RESOLVED FURTHER THAT consent of the Company be and is hereby granted in terms of sections 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors to mortgage and/or charge in addition to mortgages/charges created/to be created by the Company in such form and manner and with such ranking and at such time and on such terms as the Board may determine on all or any of the moveable and/ or immovable properties of the Company, both present or future, and/or the whole or any part of the undertakings of the Company for securing any or all of the securities (if they comprise fully/partly secured debt instruments) together with interest, further interest thereon, compound interest in case of default, accumulated interest, remuneration of the Trustees, premium (if any) on redemption, all other costs, charges and expenses payable by the Company in terms of the Trust Deed/Other Documents to be finalised and executed by the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred on it, to any Committee, any other one or more Director(s) of the Company to give effect to the aforesaid resolution and thereby such committee or one or more such Directors as authorised are empowered to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modifications as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in this regard.

RESOLVED FURTHER THAT in event the Board decides to issue debt- based securities the consent of the Company be and is hereby accorded pursuant to section 180(1)(c) and other applicable provisions of the Companies Act, 2013 to the Board of Directors (which expression shall include a duly constituted Committee thereof) of the Company for making such borrowings by way of debt based securities to the extent of ₹ 3000 crores in addition to the borrowing limits permissible under section 180(1)(c) of the Companies Act, 2013 or any other higher limit approved by the shareholders under the said section."

Item No. 2

To consider and if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 42, Section 71 read with sections 179(3)(c)/ 179(3)(d), and other applicable provisions of the Companies Act, 2013, and relevant clauses of Memorandum and Articles of Association of the Company and the Listing Agreements to be entered into by the Company with the Stock Exchanges and the guidelines laid down by the Securities and Exchange Board of India in this behalf and further subject to any necessary approval, consent, permission and/or sanction of the Government of India, Securities and Exchange Board of India and any other appropriate authorities, if any, and subject to such conditions as may be prescribed by any of them in granting any such approval, consent, permission or sanction (which the Board is authorised to agree to), the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorised on behalf of the Company to issue and allot, on a private placement basis or under a Letter of Offer/Information Memorandum, in the course of an Indian Offering of Non-Convertible Debentures (hereinafter referred to as "Securities") of value not exceeding ₹1000 crore, such issue and allotment to be made at such time or times, in such tranche or tranches, at such price in accordance with the prevailing guidelines issued by the Securities and Exchange Board of India, in such manner as the Board may, in its discretion think fit, in consultation with the Managers and Underwriters, if any, on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of Securities may have all or any terms or combination of terms in accordance with local practice including but not limited to conditions in relation to payment of interest, additional interest, premia on redemption, prepayment and any other debt service payments whatsoever.

RESOLVED FURTHER THAT the Board is authorised to enter into and execute all such agreements with any Lead Managers, Managers, Underwriters, Guarantors, Depositories, Trustees, and to remunerate all such agencies

including the payment of commission, brokerage, fees of the like, also to seek the listing of such Security or Securities representing the same in one or more Stock Exchanges in India.

RESOLVED FURTHER THAT consent of the Company be and is hereby granted in terms of sections 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors to mortgage, pledge and/or charge in addition to mortgages/charges/pledges created/to be created by the Company in such form and manner and with such ranking and at such time and on such terms as the Board may determine on all or any of the moveable and/or immovable properties of the Company including any shares held by the Company, both present or future, and/or the whole or any part of the undertakings of the Company for securing any or all of the securities together with interest, further interest thereon, compound interest in case of default, accumulated interest, remuneration of the Trustees, premium (if any) on redemption, all other costs, charges and expenses payable by the Company in terms of the Trust Deed/Other Documents to be finalised and executed by the Company."

By Order of the Board

Place: New Delhi.
Dated: May 10, 2017

Nidhi Bisaria
Company Secretary
Membership No. - F5634

Notes:

1. The relevant explanatory statement pursuant to the provisions of section 102(1) of the Companies Act, 2013 in respect of aforesaid item set out in the Notice is annexed hereto.

2. The Postal Ballot Notice is being sent to the Members whose names appears on the Register of Members/List of Beneficial owners as received from the Depositories as on August 11, 2017 and will be considered for voting. The Postal Ballot Notice is being sent to the Members in electronic form to the e-mail ids registered with the Depository Participant in case of shares held in dematerialised form and to such members holding shares in physical form in cases where the e-mail ids are registered with the Company's Registrar and Share Transfer Agents. In all other cases a physical copy of the Postal Ballot Notice and Form is being sent by permitted mode alongwith a self-addressed business reply envelope.

3. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same has been passed at the General Meeting of the Members.

4. Members can opt for only one mode of voting, i.e., either by physical Postal Ballot Form or E-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and vote cast through physical Postal Ballot form will be treated as invalid.

5. Members desirous of obtaining a duplicate copy of the Postal Ballot form may send a written request to Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500032 or in the alternative write an e-mail to invhelp1@dalmiabharat.com or download the same from http://karisma.karvy.com.

6. **Voting through Electronic Means:**

   In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and section 108, 110 and other applicable provisions of Companies Act, 2013 read with related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of despatching the physical Postal Ballot form by Post. The Company has engaged the services of M/s. Karvy Computershare Private Limited for the purposes of providing the e-voting facility to all its Members.

   A. The instructions for E-voting are as under:

      (a) For members whose e-mail IDs are registered with the Company/Depository Participants(s) and who receive the Notice electronically with user id and password:

         i. Launch internet browser by typing the following URL: http://evoting.karvy.com.

ii. Enter the login credentials (i.e., user id and password mentioned on the Postal Ballot form). However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

iii. After entering these details appropriately, click on “LOGIN”.

iv. If you are a first time user you will now reach password Change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the “EVENT” i.e. “Dalmia Bharat Limited.”

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the August 11, 2017 under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding. If the shareholder does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.

viii. Shareholders holding multiple folios/demat account shall choose the voting process separately for each folios/demat account.

ix. Cast your vote by selecting an appropriate option and click on “Submit”.

x. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the resolution(s).

xi. Corporate/Institutional Members (i.e other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutiniser at E-mail ID: rvs.pcs@gmail.com, with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_EVENT NO.”

B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email ids are not registered with the Company/ Depository Participants(s) or requesting physical copy]:

(i) User id and initial password as provided on the Form.

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) A above, to cast your vote.

General:

7. The physical voting/e-voting period commences on Sunday, August 27, 2017 (9:30 am) and ends on Monday, September 25, 2017 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on August 11, 2017 may cast their vote. Once the vote on the resolution is cast by the shareholder, he/she shall not be allowed to change it subsequently.

8. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of http://evoting.karvy.com or contact Karvy at Tel No. 18003454001 (toll free).

9. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

10. The Results shall be declared by a Director or the Company Secretary or their duly authorised representative on Thursday, September 28, 2017 at 4.30 p.m. and the resolutions will be deemed to be passed on the said date subject of the requisite number of votes in favour of the resolution(s). The Results declared alongwith the Scrutiniser’s Report shall be placed on the Company’s website www.dalmiabharat.com and shall also be communicated to the Stock Exchanges.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 1

The Company proposes to raise funds for its initiatives proposed to be taken up for implementation by issue of securities as mentioned in the resolution to the extent of around ₹3000 crore. These securities, if and when converted into Equity Shares shall rank pari passu with the existing Equity Shares of the Company.

Approval of the Members is required by way of a Special resolution under the provisions of Section 62(1)(c) of the Companies Act, 2013 read with other applicable sections of the said Act for offering shares/securities to persons other than the existing shareholders of the Company. In case of the funds are raised as debts, approval of the Members to mortgage the assets of the Company is also required. Hence, the resolution is proposed and your Directors commend the same.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution set out at Item No. 1 above.

Item No. 2

The Company intends to raise finances by issue of Non-Convertible Debentures on private placement basis to meet its funds requirement for business purposes and for general corporate purposes. Section 42 of the Companies Act, 2013 read with the Rules framed thereunder provides that a Company offering or making an invitation to subscribe to Non-Convertible Debentures ("NCDs") on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a Special resolution.

Your Board recommends the resolution set out at item no. 2 for approval of the members of the Company.

In terms of SEBI (Issue and Listing of Debt Securities) Regulations 2008 the privately placed Debentures have to be of the face value of ₹10 Lakh each. The Debentures are to be issued at par.

None of the Directors of the Company and the Key Managerial Personnel of the Company or their relatives is concerned or interested in the above resolution.

DALMIA BHARAT LIMITED

(Registered Office: Dalmiapuram – 621 651, Distt. Tiruchirapalli, Tamil Nadu)
Phone No. 04329-235132 Fax No. 04329-235111
CIN L40109TN2006PLC058818 Website: www.dalmiabharat.com

POSTAL BALLOT FORM

(To be returned to the Company)

(FOR PHYSICAL VOTING ONLY)

S. No.:

1. Name(s) of Shareholder(s) (Including joint holder(s), if any) :
2. Registered address of the sole/ First named Shareholder :
3. Folio No./DP ID No./Client ID No. :
4. Number of share(s) held :
5. I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the accompanying Postal Ballot Notice of the Company dated **May 10, 2017** by conveying my/our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box below :

S. No.	Brief Description of the Resolution	No. of Share(s)	Please Tick (✓) in the appropriate box below	
			I/We assent to the Resolution	I/We dissent to the Resolution
1.	Special Resolution seeking approval of shareholders pursuant to sections 41, 42, 62, 71 and other applicable provisions of the Companies Act, 2013 for issuance and allotment of further securities to the extent of ₹3000 crore which upon conversion, if any, of all securities would give rise to the issue of equity of an aggregate face value of ₹2.20 crore.			
2.	Special Resolution seeking approval of shareholders pursuant to section 42, section 71 read with sections 179(3)(c) / 179(3)(d), and other applicable provisions of the Companies Act, 2013 to authorize the Board of Directors to issue and allot, on a private placement basis, Non-Convertible Debentures of value not exceeding ₹1000 crore on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment.			

Place:

Date:

Signature of the Shareholder(s)

.....cut from here.....

E-voting facility particulars (to be retained with the shareholder)

EVEN (E- Voting Event Number)	USER ID	PASSWORD/PIN

Note : Please read the instructions carefully before filling the form.

INSTRUCTIONS:

1. A member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form in all respects and send it to the scrutiniser in the attached self-addressed Business Reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if deposited in person or sent by courier at the expense of the members will also be accepted.

2. The self-addressed Business Reply Envelope bears the name of the Scrutiniser appointed by the Company and the address to which the Postal Ballot Form has to be dispatched.

3. This form should be completed and signed by the sole/first named member. In case of joint holding, the Form may be completed and signed by the first named member and in his absence by the next named member. The signature of the member on this Postal Ballot Form should be as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialized form, respectively.

4. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution / Authority together with attested specimen signatures of the duly authorised signatory(ies). Postal Ballot Form signed by the holder of power of attorney for and on behalf of a member of the Company must be accompanied by the attested true copy of Power of Attorney. If the same is already registered with the Company or the Registrar, please quote the Registration No. beneath the signature.

5. Members are requested not to send any other papers along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelopes as all such envelopes will reach directly to the Scrutiniser and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutiniser.

6. The votes should be cast either in favour of or against the Resolution(s) by putting the tick mark in the column provided for assent or dissent. Postal ballot form bearing (✓) in both the column will render the form invalid. Incomplete, unsigned, incorrectly filled or bearing more than one (✓) Postal ballot forms will be subject to rejection by the scrutiniser.

7. The right of voting by Postal Ballot shall be exercised only by the members.

8. A member need not use all the votes nor needs to cast all the votes in the same way.

9. There will be only one Postal Ballot Form for every Folio/DP ID & Client ID irrespective of the number of joint Member(s). The photocopy of the Postal Ballot Form will not be considered valid.

10. Duly completed Postal Ballot Form should reach the Scrutiniser not later than the close of working hours on Monday, September 25, 2017. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.

11. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member as on August 11, 2017.

12. Votes will be considered invalid on the following grounds:
    i. If the member's signature does not tally.
    ii. If the member has marked all his shares both in favour and also against the resolution.
    iii. If the Ballot paper is unsigned.
    iv. If the Ballot paper is filled in pencil or signed in pencil.
    v. If the Ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutiniser to identify either the member or the number of votes or as to whether the votes are in favour or against or if the Signature could not be checked or one or more of the above grounds.

13. The Scrutiniser's decision on the validity of the Postal Ballot will be final.

14. The results of the Postal Ballot will be declared at the Registered Office of the Company as specified in the Notice. The results and report of the Scrutiniser will also be hosted on the Company's website www.dalmiabharat.com and will be communicated to the Stock Exchanges.

BUSINESS REPLY ENVELOPE

POSTAGE WILL BE PAID BY THE ADDRESSEE

PERMIT NO. : HDC/B-1282
MANUU POST OFFICE
GACHIBOWLI
HYDERABAD - 500 032

NO POSTAGE NECESSARY IF POSTED IN INDIA

To,
Mr. R. Venkata Subramaniam
Scrutinizer,
C/o. Karvy Computershare Pvt Ltd.,
Unit : Dalmia Bharat Ltd.
Karvy Selenium Tower B, Plot No. 31-32
Gachibowli, Financial District, Nanakramguda,
Hyderabad - 500 032.