

ODISHA CEMENT LIMITED

(CIN: U14200TN2013PLC112346)

Pursuant to the restructuring scheme(s) and upon approval u/s 13 of the Companies Act, 2013, the Company shall be renamed as

DALMIA BHARAT LIMITED

Registered Office: Dalmiapuram, Lalgudi Taluk, Dalmiapuram-621651, Dist. Tiruchirappalli, Tamil Nadu.
Corp Office: 11th & 12th Floor, Hansalaya Building, 15, Barakhamba Road, New Delhi-110001
T 91 11 23465100, F 91 11 23313303, email: corp.sec@dalmiabharat.com

NOTICE

A. Annual General Meeting

NOTICE is hereby given that the 5th Annual General Meeting (AGM) of the Members of the Company will be held on December 31, 2018 at 10.30 a.m. at the Community Centre Premises at the Registered Office of the Company at Dalmiapuram - 621651, District Tiruchirappalli, Tamil Nadu, for transacting the business as stated in the Notice dated October 30, 2018 already sent to all the members individually at their registered address.

The Company is pleased to provide to its members the facility to cast vote by electronic mode through M/s. Karvy Fintech Private Limited (formerly known as Karvy Computershare Private Limited) ("M/s. Karvy") on all resolutions set out in the notice of AGM in terms of Section 108 of the Companies Act, 2013, read with Rules made thereunder. The details of the facility are given hereunder:

1. Date of completion of despatch of the AGM notice: December 6, 2018.
2. Date and time of commencement of remote e-voting: Friday, December 28, 2018 (9.30 a.m. IST).
3. Date and time of end of remote e-voting: Sunday, December 30, 2018 (5.00 p.m. IST).
4. The cut-off date as on which the voting of members shall be reckoned for voting: Tuesday, December 25, 2018.
5. In case a person becomes a member of the Company after the dispatch of AGM Notice but on or before the cut-off date, i.e. December 25, 2018, the member may write to M/s. Karvy on the email id sridhar.balamurli@karvy.com or contact Mr. Sridhar Balamurli at 040-67162222.
6. The voting at the AGM venue shall be by way of Physical Polling.
7. Remote e-voting by electronic mode shall not be allowed beyond 5:00 p.m. IST on December 30, 2018.
8. The members who have cast their vote through the remote e-voting facility may participate in the AGM but shall not be allowed to vote again at the AGM. The members whose name is recorded in the Register of members or in the list of beneficial holders provided by depositories as on the cut-off date i.e. December 25, 2018 are only entitled to avail the facility of remote e-voting or voting in the AGM.
9. The Notice of the Meeting, along with the procedure for remote e-voting, is also available on the website of the Company at www.dalmiabharat.com and on the website of M/s Karvy Fintech Private Limited (formerly known as Karvy Computershare Private Limited) ("M/s. Karvy") at <https://evoting.karvy.com>.
10. The Company has appointed Mr. R. Venkatasubramanian, Practicing Company Secretary, as the Scrutiniser for the remote e-voting facility as well as the conduct of physical poll at the time of the meeting.

Notice is also hereby given under section 91 of the Companies Act, 2013 that the **Register of Members & Share Transfer Books will remain closed from December 26, 2018 to December 31, 2018 (both days inclusive)** for the purpose of the said AGM.

- B. For any further queries/grievances connected with e-voting, you may refer Frequently Asked Question (FAQs) and e-voting User Manual for members at <http://evoting.karvy.com> or contact M/s Karvy at Tel No. 18003454001 (toll free) or Dr. Sanjeev Gemawat, Company Secretary, 11th & 12th Floor, Hansalaya Building, 15, Barakhamba Road, New Delhi-110001, Tel: 011-23465200 Email: corp.sec@dalmiabharat.com.

- C. Pursuant to implementation of the Scheme (s), erstwhile OCL India Limited, a listed Company ("erstwhile OCL") and erstwhile Dalmia Bharat Limited, a listed Company ("erstwhile DBL") got amalgamated with Odisha Cement Limited ("the Company"). In terms of the Scheme(s) shareholders of erstwhile OCL are entitled for one (1) equity share each in the exchange ratio of 1:1 and shareholders of erstwhile DBL are entitled for two (2) equity share each in the exchange ratio of 2:1. Accordingly, Notice of Annual General Meeting is sent/despached to all the shareholders of erstwhile OCL and erstwhile DBL being shareholders of the Company.

Place: New Delhi
Date: December 7, 2018

By order of the Board
For **Odisha Cement Limited**
Dr. Sanjeev Gemawat
Company Secretary