

ODISHA CEMENT LIMITED

(CIN: U14200TN2013PLC112346)

Pursuant to the restructuring schemes 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

NOTICE is hereby given that the Fifth Annual General Meeting of the Members of the Company will be held at the Community Centre Premises at the Registered Office of the Company at Dalmiapuram Lalgudi Taluk, Dalmiapuram-621651, Dist. Tiruchirappalli, Tamil Nadu, on Monday, December 31, 2018 at 10.30 a.m. to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the (a) audited Standalone Financial Statements for the year ended March 31, 2018, and the Report(s) of the Directors and Auditors thereon; and (b) audited Consolidated Financial Statements for the year ended March 31, 2018 and the Report of the Auditors thereon.
2. To declare a final dividend of Rs. 1.70 (85%) per equity share of Rs. 2/- each for the financial year ended March 31, 2018.

SPECIAL BUSINESS

3. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149,152 and other applicable provisions of the Companies Act, 2013, if any and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Gautam Dalmia, (DIN 00009758) an Additional Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.”

4. To consider, and if thought fit to pass, with or without modification(s), the following Resolution as a **Special Resolution**:-

“RESOLVED BY WAY OF A SPECIAL RESOLUTION THAT pursuant to Sections 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 read with the relevant Rules of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions including any modification or re-enactment thereof, if any, the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Articles of Association of the Company, Mr. Gautam Dalmia having DIN 00009758, be and is hereby appointed as the Managing Director of the Company on the following terms and conditions:

I. Tenure:

The tenure of appointment shall be five (5) years commencing from October 30, 2018 till October 29, 2023, subject to the approval of shareholders for payment of remuneration for a term not exceeding three years as per Schedule V of the Companies Act, 2013.

II. Salary:

Basic Pay: Rs. 72,83,333/- p.m.

Special Pay: Rs. 32,50,000/- p.m.

(both components hereinafter referred to as 'the Salary')

III. Annual Increments:

The increments to the salary shall fall due on 1st of April of each year and shall be of such amount as may be decided by the Board on the recommendation of the Nomination and Remuneration Committee so however that such amount shall not exceed 30% of the Salary.

IV. Perquisites:

In addition to the Salary, the Managing Directors shall be eligible for the following perquisites:

(i) Medical reimbursement:

Medical expenses for self and family at actuals as per Rules of the Company.

(ii) Leave Travel Concession:

Leave travel expenses for self and family as per the Rules of the Company.

(iii) Club Fees/Professional Body/Association Membership Fees:

Fees of clubs, subject to a maximum of two clubs, excluding admission and life membership fees. Fees in respect of a Professional Body/Association of which the Managing Director is a member shall be reimbursed at actuals or paid directly by the Company.

(iv) Personal Accident/ Hospitalisation Insurance:

Premium at actuals for self and family as per Rules of the Company.

(v) Leave/Encashment of Leave:

Leave as per the Leave Rules of the Company. Leave accumulated shall be carried forward and be available for encashment at the end of the term of appointment as per the Leave Rules of the Company. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on remuneration.

(vi) Car and Telephone:

The Company shall reimburse or pay directly for two cars with drivers (expenditure on petrol, maintenance, insurance, repairs and salaries of two drivers) and telephone at residence.

(vii) Provident Fund, Superannuation Fund and Gratuity:

Company's contribution to Provident Fund, Superannuation Fund (if opted for by the appointee upto a maximum contribution of Rs. 1,50,000/- per annum) and Gratuity (including for the period of past service rendered as an employee of the Company) in accordance with the Rules of the Company. These will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.

V. Commission:

Commission as may be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, from time to time, be paid to the Managing Director so however that the amount of commission, so payable does not exceed the limits set out under the Companies Act, 2013 read with the relevant rules, as amended from time to time.

VI. Minimum Remuneration:

In the event of absence or inadequacy of profits in any financial year, during the currency of the tenure, the Managing Director shall be paid a minimum remuneration comprising of the Salary and perquisites as specified above as enhanced by the increments, as approved by the Board of Directors of the Company from time to time.

VII. Other Terms and Conditions:

- (a) Mr. Gautam Dalmia, Managing Director shall be permitted to hold the position of Managing Director of Dalmia Bharat Sugar and Industries Limited besides holding the office as Managing Director of the Company.
- (b) The remuneration to be drawn by the Managing Director from each of the companies shall be decided by the companies, *inter se* and shall not exceed the higher maximum limit admissible from any one of the companies of which he is a managerial person.
- (c) The Managing Director shall be entitled to privilege / sick / casual / general leave on full pay and allowances as per the Rules of the Company. Accumulated leave not availed of since the date of his appointment as Managing Director will be permitted to be encashed as per the Rules of the Company.
- (d) The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or any Committees thereof.
- (e) The Headquarters of the Managing Director shall be at New Delhi or at such other place as may be required, from time to time, and the Managing Director shall be allowed reimbursement of travelling expenses on Company's business outside the headquarters as per the Rules of the Company.
- (f) The tenure may notwithstanding the period of five years mentioned in clause I hereof, be terminated by either party by giving to the other three months' notice in writing.

RESOLVED FURTHER THAT the payment of remuneration as given above shall be in force for a period of three years and subject to renewal/enhancement of such remuneration by the shareholders thereafter.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the remuneration as aforesaid shall be continued to be paid to Mr. Gautam Dalmia, as minimum remuneration provided, however, that where such loss or inadequacy of profits fall in a financial year subsequent to the year of initial

appointment, the Salary and perquisites shall stand increased by the amount of increments sanctioned by the Nomination and Remuneration Committee/Board of Directors to the Managing Director and such higher amount shall be deemed to be the minimum remuneration payable to him.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to enhance and/or vary the remuneration and to alter/make or accept variations in the terms of appointment and in the other terms of the Board resolution, so however that, the remuneration and other terms and conditions are in accordance with the provisions of the Companies Act, 2013 including any statutory modifications thereof or any further amendments/ substitution thereto and any guidelines or notifications which may be issued or any rules that may be prescribed from time to time, and acceptable to Mr. Gautam Dalmia.”

5. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149,152 and other applicable provisions of the Companies Act, 2013, if any and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Puneet Yadu Dalmia, (DIN 00022633) an Additional Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.”

6. To consider, and if thought fit to pass, with or without modification(s), the following Resolution as a **Special Resolution**:-

“**RESOLVED BY WAY OF A SPECIAL RESOLUTION THAT** pursuant to Sections 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 read with the relevant Rules of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions including any modification or re-enactment thereof, if any, the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Articles of Association of the Company Mr. Puneet Yadu Dalmia having DIN 00022633, be and is hereby appointed as the Managing Director of the Company on the following terms and conditions:

I. Tenure:

The tenure of appointment shall be five (5) years commencing from October 30, 2018 till October 29, 2023, subject to the approval of shareholders for payment of remuneration for a term not exceeding three years as per Schedule V of the Companies Act, 2013.

II. Salary:

Basic: Rs 1,00,00,000/- p.m.

Special Pay: Rs. 38,00,000/- p.m.

(both components hereinafter referred to as 'the Salary')

III. Annual Increments:

The increments to the Salary shall fall due on 1st of April of each year and shall be of such amount as may be decided by the Board on the recommendation of the Nomination and Remuneration Committee so however that such amount shall not exceed 30% of the Salary.

IV. Perquisites:

In addition to the Salary, the Managing Directors shall be eligible for the following perquisites:

(i) Medical reimbursement:

Medical expenses for self and family at actuals as per Rules of the Company.

(ii) Leave Travel Concession:

Leave travel expenses for self and family as per the Rules of the Company.

(iii) Club Fees/Professional Body/Association Membership Fees:

Fees of clubs, subject to a maximum of two clubs, excluding admission and life membership fees. Fees in respect of a Professional Body/Association of which the Managing Director is a member shall be reimbursed at actuals or paid directly by the Company.

(iv) Personal Accident/ Hospitalisation Insurance:

Premium at actuals for self and family as per Rules of the Company.

(v) Leave/Encashment of Leave:

Leave as per the Leave Rules of the Company. Leave accumulated shall be carried forward and be available for encashment at the end of the term of appointment as per the Leave Rules of the Company. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on remuneration.

(vi) Car and Telephone:

The Company shall reimburse or pay directly for two cars with drivers (expenditure on petrol, maintenance, insurance, repairs and salaries of two drivers) and telephone at residence.

(vii) Provident Fund, Superannuation Fund and Gratuity:

Company's contribution to Provident Fund, Superannuation Fund (if opted for by the appointee upto a maximum contribution of Rs. 1,50,000/- per annum) and Gratuity (including for the period of past service rendered as an employee of the Company) in accordance with the Rules of the Company. These will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.

V. Commission:

Commission as may be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, from time to time, be paid to the Managing Director so however that the amount of commission, so payable does not exceed the limits set out under the Companies Act, 2013 read with the relevant rules, as amended from time to time.

VI. Minimum Remuneration:

In the event of absence or inadequacy of profits in any financial year, during the currency of the tenure, the Managing Director shall be paid a minimum remuneration comprising of the Salary and perquisites as specified above as enhanced by the increments, as approved by the Board of Directors of the Company from time to time.

VII. Other Terms and Conditions:

- (a) The Managing Director shall be entitled to privilege / sick / casual / general leave on full pay and allowances as per the Rules of the Company. Accumulated leave not availed of since the date of his appointment as Managing Director will be permitted to be encashed as per the Rules of the Company.
- (b) The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or any Committees thereof.
- (c) The Headquarters of the Managing Director shall be at New Delhi or at such other place as may be required, from time to time, and the Managing Director shall be allowed reimbursement of travelling expenses on Company's business outside the headquarters as per the Rules of the Company.
- (d) The tenure may notwithstanding the period of five years mentioned in clause I hereof, be terminated by either party by giving to the other three month's notice in writing.

RESOLVED FURTHER THAT the payment of remuneration as given above shall be in force for a period of three years and subject to renewal/enhancement of such remuneration by the shareholders thereafter.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the remuneration as aforesaid shall be continued to be paid to Mr. Puneet Yadu Dalmia, as minimum remuneration provided, however, that where such loss or inadequacy of profits fall in a financial year subsequent to the year of initial appointment, the Salary and perquisites shall stand increased by the amount of increments sanctioned by the Nomination and Remuneration Committee/Board of Directors to the Managing Director and such higher amount shall be deemed to be the minimum remuneration payable to him.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to enhance and/or vary the remuneration and to alter/make or accept variations in the terms of appointment and in the other terms of the Board resolution, so however that, the remuneration and other terms and conditions are in accordance with the provisions of the Companies Act, 2013 including any statutory modifications thereof or any further amendments/ substitution thereto and any guidelines or notifications which may be issued or any rules that may be prescribed from time to time, and acceptable to Mr. Puneet Yadu Dalmia."

7. To consider, and if thought fit to pass, with or without modification(s), the following Resolution as a **Special Resolution**:-

"RESOLVED BY WAY OF A SPECIAL RESOLUTION THAT that pursuant to the provisions of section 149,152, 196, 197,198, 203 read with Schedule-V and other applicable provisions if any of the Companies Act, 2013, and the Rules framed thereunder as amended from time to time Mr. Jayesh Doshi (DIN: 00017963), who was appointed as an Additional Director, be and is hereby appointed as the Whole-time Director and Chief Financial Officer of the Company with effect from October 30, 2018, whose period of office shall be liable to determination by retirement by rotation subject to following terms and condition:

I. Period of Appointment:

The appointment is valid for a period of three (3) years from the date of appointment, i.e. October 30, 2018.

II. Salary:

Basic: Rs. 9,48,080/- per month.

Variable Pay:

Variable pay shall be payable as per the Remuneration Policy of such amount as may be decided by the Nomination and Remuneration Committee provided however that such variable pay will not exceed the limits laid down in the Policy.

(both the components hereinafter referred to as 'the Salary')

III. Annual Increments:

The annual increments to the Salary shall fall due on 1st of April of each year and shall be such amount as may be fixed by the Nomination and Remuneration Committee of the Board of Directors subject to a maximum of 20% of the Salary and allowances.

IV. Perquisites:

Perquisites such as Personal Allowance, Leave Travel Concession, Club Fees, Personal Accident Insurance, Reimbursement of Car and Driver expenses, Leave and Encashment of Leave, etc., will be as per Company's Rules relating to employees of the appointees level.

Housing:

House Rent Allowance to the extent of 50% of the basic Salary subject to deduction of tax at source as per the Income-tax Act as in force from time to time.

Medical Reimbursement:

Rs. 15,000/- per annum.

Provident Fund and Gratuity:

Company's contribution to Provident Fund and Gratuity in accordance with the Rules of the Company. These will not be included in the computation of the ceiling on remuneration.

Employee Stock Option:

Stock Options as per the Employee Stock Option Plan (ESOP) of the Company as may be granted by the Board/Committee of the Board from time to time.

V. Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year, the remuneration as aforesaid shall be continued to be paid to Mr. Jayesh Doshi, as minimum remuneration provided, however, that where such loss or inadequacy of profits fall in a financial year subsequent to the year of initial appointment, the Salary and perquisites shall stand increased by the amount of increments sanctioned by the Nomination and Remuneration Committee/Board of Directors to the Whole-time Director and such higher amount shall be deemed to be the minimum remuneration payable to him.

VI. Other Terms and Conditions:

- (a) The Whole-time Director shall be entitled to privilege / sick / casual / general leave on full pay and allowances as per the Rules of the Company. Accumulated leave not availed of by the Whole-time Director will be permitted to be encashed as per the Rules of the Company.
- (b) The Whole-time Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or any Committee thereof.
- (c) The Headquarters of the Whole-time Director shall be at New Delhi or at such other place as may be required, from time to time, and the Whole-time Director shall be allowed reimbursement of travelling expenses on Company's business outside the headquarters as per the Rules of the Company.
- (d) The tenure may notwithstanding the period of three years mentioned in clause I hereof, be terminated by either party by giving to the other six months' notice in writing.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the remuneration as aforesaid shall be continued to be paid to Mr. Jayesh Doshi, as minimum remuneration provided, however, that where such loss or inadequacy of profits fall in a financial year subsequent to the year of initial appointment, the Salary and perquisites shall stand increased by the amount of increments sanctioned by the Nomination and Remuneration Committee/Board of Directors to the Whole-time Director and such higher amount shall be deemed to be the minimum remuneration payable to him.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to enhance and/or vary the remuneration and to alter/make or accept variations in the terms of appointment and in the other terms of the Board resolution, so however that, the remuneration and other terms and conditions are in accordance with the provisions of the Companies Act, 2013 including any statutory modifications thereof or any further amendments/substitution thereto and any guidelines or notifications which may be issued or any rules that may be prescribed from time to time, and acceptable to Mr. Jayesh Doshi.”

8. To consider, and if thought fit to pass, with or without modification(s), the following Resolution as an **Special Resolution:-**

“RESOLVED BY WAY OF A SPECIAL RESOLUTION THAT pursuant to section 149, 152 and Schedule IV of the Companies Act, 2013 read with regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements), 2015 as amended from time to time, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Nagarajan Gopalaswamy (DIN:00017659), an Independent Director who is of more than seventy five years of age and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, for a period of five consecutive years commencing from the conclusion of this Annual General Meeting and ending with the conclusion of the sixth following Annual General Meeting.”

9. To consider, and if thought fit to pass, with or without modification(s), the following Resolution as a **Special Resolution:-**

“RESOLVED BY WAY OF A SPECIAL RESOLUTION THAT pursuant to section 149, 152 and Schedule IV of the Companies Act, 2013 read with regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements), 2015 as amended from time to time, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Pradip Kumar Khaitan (DIN:00004821), an Independent Director who is of more than seventy five years of age and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, for a period of five consecutive years commencing from the conclusion of this Annual General Meeting and ending with the conclusion of the sixth following Annual General Meeting.”

10. To consider, and if thought fit to pass, with or without modification(s), the following Resolution as an **Special Resolution:-**

“RESOLVED BY WAY OF A SPECIAL RESOLUTION THAT pursuant to regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements), 2015 as amended from time to time, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Dharmendar Nath Davar (DIN:00002008), who is of more than seventy five years of age, was appointed as an Additional Director and holds office till the conclusion of this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

11. To consider, and if thought fit to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:-**

“RESOLVED THAT pursuant to section 149 and section 152 read with Schedule IV of the Companies Act, 2013, and other applicable provisions, if any, and Companies (Appointment and Qualification of Directors) Rules, 2014, the consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Virendra Singh Jain (DIN 00253196) as an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, for a period of five consecutive years commencing from the conclusion of this Annual General Meeting and ending with the conclusion of the sixth following Annual General Meeting.”

12. To consider, and if thought fit to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:-**

“RESOLVED THAT pursuant to section 149 and section 152 read with Schedule IV of the Companies Act, 2013, and other applicable provisions, if any, and Companies (Appointment and Qualification of Directors) Rules, 2014, the consent of the Members of the Company be and is hereby accorded to the appointment of Mrs. Sudha Pillai (DIN: 02263950) as an Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, for a period of five consecutive years commencing from the conclusion of this Annual General Meeting and ending with the conclusion of the sixth following Annual General Meeting.”

13. To consider, and if thought fit to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:-**

“RESOLVED THAT Mr. Jai Hari Dalmia (DIN: 00009717), who was appointed as an Additional Director and holds office till the conclusion of this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

14. To consider, and if thought fit to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:-

“**RESOLVED THAT** Mr. Yadu Hari Dalmia (DIN: 00009800), who was appointed as an Additional Director and holds office till the conclusion of this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

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

“**RESOLVED BY WAY OF A SPECIAL RESOLUTION THAT** pursuant to the provisions of section 197 and other applicable provisions, if any, of the Companies Act, 2013, the Non-Executive Directors of the Company (i.e. Directors other than the Managing Director(s) and Whole-time Director(s)) be paid, by way of an annual payment, in addition to the sitting fees for attending the meetings of the Board of Directors or Committees thereof, a commission as the Board of Directors may from time to time determine, not exceeding 1% (one percent) of net profits of the Company, to be calculated in accordance with the provisions of Section 198 and other provisions, if any, of the Companies Act, 2013, for a period of 5 (five) years with effect from financial year 2018-19.”

16. To consider, and if thought fit to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:-

“**RESOLVED THAT** pursuant to the provision of section 188 or other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies(Meeting of the Board and its Powers) Rules 2014, consent of the Company be and is hereby accorded to the appointment of Mr. Jai Hari Dalmia, as an Advisor, in Dalmia Cement (Bharat) Limited, a wholly owned subsidiary of the Company at a remuneration and terms and conditions as set out in the explanatory statement to the Notice and as approved by the Board of Directors of Dalmia Cement (Bharat) Limited.”

17. To consider, and if thought fit to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:-

“**RESOLVED THAT** pursuant to the provision of section 188 or other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies(Meeting of the Board and its Powers) Rules 2014, consent of the Company be and is hereby accorded to the appointment of Mr. Yadu Hari Dalmia as an Advisor, in Dalmia Cement (Bharat) Limited, a wholly owned subsidiary of the Company at a remuneration and terms and conditions as set out in the explanatory statement to the Notice and as approved by the Board of Directors of Dalmia Cement (Bharat) Limited.”

By Order of the Board

Place: New Delhi.
Dated: October 30, 2018

Dr. Sanjeev Gemawat
Company Secretary
Membership No. FCS 3669

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE, ON A POLL, IN HIS/HER STEAD. PROXY FORM, DULY COMPLETED, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is enclosed.
3. On an application by the Company, the Registrar of Companies, Chennai, by virtue of section 96(1) read with second proviso attached thereto, has extended the period to hold the Annual General Meeting by 3 months vide their letter dated September 10, 2018.
4. M/s. S.S. Kothari Mehta & Co., were appointed as the Statutory Auditors of the Company at the Annual General Meeting held on September 29, 2017 for a period of five years subject to ratification of their appointment by the members at every AGM of the Company. Pursuant to Notification issued by the Ministry of Corporate Affairs on May 7, 2018, the mandatory requirement for ratification of appointment of Statutory Auditors by the Members at every Annual General Meeting (“AGM”) is no longer required, and hence the Company is not proposing an item on ratification of appointment of Statutory Auditors at this 5th Annual General Meeting of the Company.
5. Pursuant to a Scheme of arrangement and amalgamation (Scheme A), OCL India Limited, a listed Company (“erstwhile OCL”) and certain other entities get amalgamated with Odisha Cement Limited (“Company” or “ODCL”). In terms of the Scheme, the Company has allotted shares to shareholders of erstwhile OCL in the

exchange ratio of 1:1, i.e. a shareholder holding one equity share in erstwhile OCL will get one equity share of Rs. 2 each of the Company.

Pursuant to another Scheme of arrangement and amalgamation (Scheme B), Dalmia Bharat Limited, a listed Company ("erstwhile DBL") get amalgamated with Odisha Cement Limited ("Company" or "ODCL"). In terms of the Scheme B, the Company has allotted shares to shareholders of erstwhile DBL in the exchange ratio of 2:1, i.e. a shareholder holding one equity share in erstwhile DBL will get two equity shares of Rs. 2 each of the Company.

Pursuant to the said Scheme A, the Company Odisha Cement Limited deemed to be renamed to OCL India Limited and pursuant to the Scheme B, again the name of the Company be renamed finally to **Dalmia Bharat Limited**, in accordance with section 13 of the Companies Act, 2013.

Accordingly, all the shareholders of erstwhile OCL and erstwhile DBL become the shareholders of the Company and to whom this notice of Annual General Meeting is despatched.

Members are requested to notify immediately the change in their address, if any, to the Registrars and Share Transfer Agents/ the Company at its Registered Office. Any communication with the Company will be greatly facilitated, if the Folio number/DP ID & CL ID is quoted in all correspondence.

6. The Register of Members of the Company will remain closed from December 26, 2018 to December 31, 2018 (both days inclusive).
7. Members holding shares in physical form are requested to notify/send the following to the Registrars & Share Transfer Agents (RTA) of the Company i.e. M/s Karvy Computershare Private Limited:
 - a) their bank account details in order to receive payment of dividend through electronic mode,
 - b) their email id, in case the same have not been sent earlier, for the purpose of receiving the communication electronically,
 - c) any change in their address/e-mail id/ECS mandate/ bank details,
 - d) share certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholding into one account.
8. Members holding shares in dematerialized form are requested to notify to their Depository Participant (a) their email id. (b) all changes with respect to their address/email id/ ECS mandate/ bank details.
9. Kindly note that as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"), it is mandatory for the Company to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to register/update your correct bank account details with the Company/ RTA/ Depository Participant, as the case may be.
10. The amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018 has mandated that transfer of securities would be carried out in dematerialized form only. Accordingly, the erstwhile DBL and OCL have sent reminder letters to the physical shareholders for necessary action and updating of their PAN and Bank details.

Pursuant to above please note that M/s Karvy Computershare Private Limited, Registrars and Share Transfer Agents and the Company will not accept any request for transfer of shares in physical form with effect from December 5, 2018 or any other date as may be specified by SEBI. This restriction shall not be applicable to the request received for transmission or transposition of physical shares. Shareholders are requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact any office of the nearest branches of Karvy to guide you in the demat procedure. You may visit website of depositories viz., NSDL or CDSL or websites of stock exchanges for further understanding about the demat procedure.
11. Also, in terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares.
12. Any person whose shares, unclaimed/un-encashed dividend, matured deposits, matured debentures, or interest thereon, have been transferred to the IEPFA, can claim back the shares or apply for refund from IEPFA, as the case may be, by following the procedure prescribed under the aforesaid rules. Therefore, it is in the

interest of deposit-holders/debenture-holders/shareholders to claim the unclaimed / un-encashed amount of dividend, matured deposits, matured debentures or interest thereon with in scheduled time.

13. In view of the "Green Initiative in Corporate Governance" introduced by the Ministry of Corporate Affairs, Government of India, vide its Circular No. 17/2011 dated 21.4.2011, all members who are holding shares of the Company in physical mode, are requested to register their e-mail IDs and consents to receive the future notices and annual reports by e-mail, so as to enable the Company to send all notices/ reports/ documents/ intimation and other correspondences etc. through e-mails., i.e., in electronic mode instead of sending physical copies of the same. Members holding shares in demat mode, who have not registered their e-mail IDs with DPs, are requested to register/update their e-mail IDs with their respective DPs.
14. The relevant details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings, in respect of person seeking appointment/re-appointment as Director of the Company under Item Nos. 3 to 14 of the Notice, are provided after the explanatory statements.
15. The Company has made arrangements with M/s Karvy Computershare Private Limited for providing remote e-voting facility through electronic means the details of which are mentioned on the reverse of the covering letter.
16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 1.00 pm) on all working days, up to the date of the Annual General Meeting of the Company.
17. Dalmiapuram can be reached by taking a Bus (Route No. 91) from Chattram Bus Stand, Tiruchirapalli or by any Bus going to Ariyalur or Chidambaram or Jayamkundam from the Chattram Bus Stand, Tiruchirapalli.

EXPLANATORY STATEMENT

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

Item No. 3 & 4:

The Board of Directors of the Company at its meeting held on October 15, 2018, had appointed Mr. Gautam Dalmia as an Additional Director and on recommendation of the Nomination and Remuneration Committee has appointed Mr. Gautam Dalmia as the Managing Director of the Company for period of five (5) years effective from October 30, 2018, subject to the approval of the members of the Company in the General Meeting by way of Special Resolution. Mr. Gautam Dalmia, holds B.S. and Masters in Electrical & Electronics Engineering from Columbia University. He has over 26 years of diversified experience in the cement and sugar industry. He is responsible for managing the cement businesses and is leading all operations and execution of projects. He also provides leadership to the commercial functions of the Company.

The Company has received the consent to act as a Director of the Company besides the disclosure in Form DIR-8 from Mr. Gautam Dalmia to the effect that he is not disqualified from being appointed as a Director of the Company in terms of section 164 of the Companies Act, 2013.

Mr. Gautam Dalmia (holding 2,83,816 equity shares in the Company), being the appointee have direct financial interest in the above Resolution set out at item no(s)-3 and 4. Except Mr. Jai Hari Dalmia (father of Mr. Gautam Dalmia, holding 32,70,020 equity shares of the Company), none of the Directors of the Company or the Key Managerial Personnel or their relatives are financially or otherwise interested in the above Resolution set out at item no(s)-3 and 4.

The Board of Directors of the Company has recommended the resolution set out at item no(s)-3 and 4 of the Notice of this Annual General Meeting for consideration and approval of the members by way of Special Resolution.

The information required to be disclosed in the explanatory statement to the Notice as per item (iv) to third proviso of Section II of Part II of Schedule V of the Companies Act, 2013 is detailed below:

I. General Information:

1. Nature of Industry: The Company renders management services to various companies and derives management service fee from them.
2. Date of commencement of commercial production: The Company was incorporated on July 12, 2013 and pursuant to the Scheme(s) of Arrangement and Amalgamation OCL India Limited and certain other group companies and Dalmia Bharat Limited were amalgamated with the Company and all cement and other operating business were vested with Dalmia Cement (Bharat) Limited as per the Scheme(s) by way of slump exchange.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable.

4. Financial performance based on given indicators: Rs. In Crore

| Particulars | 2015-16 | 2016-17 | 2017-18 |
|-------------------------|---------|---------|---------|
| Revenue from Operations | 0 | 168 | 216 |
| Profit/Loss before tax | (0.003) | 57 | 94 |
| Profit/Loss after tax | (0.004) | 40 | 72 |

5. Foreign investments or collaborations, if any:

Non-resident shareholders including the Foreign Institutional Investors presently hold 15.80% (approx.) stake in the Company. No foreign collaboration is involved.

II. Information about the appointee:

1. Background details:

Mr. Gautam Dalmia, holds B.S. and Masters in Electrical & Electronics Engineering from Columbia University. He has over 26 years of experience in the cement and sugar industries.

2. Past remuneration: Mr. Gautam Dalmia drew the following remuneration during the financial year 2017-18:

| Sl No | Name of the Company | Position | Remuneration in Rs/Crore |
|-------|--|--------------------|--------------------------|
| 1 | Dalmia Cement (Bharat) Limited | Managing Director* | 10.32 |
| 2 | Dalmia Bharat Sugar and Industries Limited | Managing Director | 3.94 |

*resigned from the position with effect from October 30, 2018

Name of other Company in which the appointee is a managerial person – Mr. Gautam Dalmia is a Managing Director of Dalmia Bharat Sugar and Industries Limited besides appointed as Managing Director of the Company.

3. Recognition or award:

None

4. Job profile & suitability:

Mr. Gautam Dalmia, holds Masters in Electrical & Electronics Engineering from Columbia University. He has over 26 years of experience in the cement and sugar industries. He has rich and varied experience in the Industry and has been involved in the leadership role of Dalmia Group companies over a long period of time, it would be in the interest of the Company to appoint Mr. Gautam Dalmia as Managing Director of the Company.

5. Remuneration proposed:

The proposed remuneration has been detailed in the Resolution for approval of the members. The aforesaid proposed remuneration shall be paid as minimum remuneration in case of loss or inadequacy of profits in relevant year during his tenure.

6. Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person. Comparative figures of remuneration to Managing Directors/Executive Directors paid by Companies in India of similar size during financial year 2017-18 are given below:

| Name of the Company | Turnover(Rs./Crores) | Total remuneration including retirement benefit (Rs./Crores) |
|-------------------------------------|----------------------|--|
| Rane Holdings Limited | 97.09 | 3.12 |
| Bajaj Holdings & Investment Limited | 1474.42 | 16.98 |

The appointee is a resident of India.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial personnel if any:

Mr. Gautam Dalmia is the son of one of the promoters Mr. Jai Hari Dalmia, except drawing remuneration and shareholding in the Company, he does not have any pecuniary relationship whether directly or indirectly.

III. Other information:

1. Reasons of loss or inadequate profits.

The sources of income comprise of fees from management service, which is dependent on client needs while the expenditure on retaining staff and infrastructure for providing such services continues to grow.

2. Steps taken or proposed to be taken for improvement.

Avenues for increasing revenues by servicing other manufacturing sectors and cost cutting measures are proposed to be taken for improvement.

3. Expected increase in productivity and profits in measurable terms.

The increase in revenue depends on the growth in group companies to which the Company provides management services. There is uncertainty in the sector however it is expected that the profitability may be increased by 1-2%.

Item No. 5 & 6:

The Board of Directors of the Company at its meeting held on October 15, 2018 has appointed Mr. Puneet Yadu Dalmia as an Additional Director and on the recommendation of the Nomination and Remuneration Committee appointed him as the Managing Director of the Company for a period of five (5) years effective from October 30, 2018, subject to the approval of the members of the Company at a General Meeting by way of Special Resolution. The Board is of the opinion that the Company would grow further and achieve more heights in the year to come with the leadership of Mr. Puneet Yadu Dalmia.

The Company has received the consent to act as a Director of the Company besides the disclosure in Form DIR-8 from Mr. Puneet Yadu Dalmia, to the effect that he is not disqualified from being appointed as a Director of the Company in terms of section 164 of the Companies Act, 2013.

Mr. Puneet Yadu Dalmia, holds a B.Tech. Degree from the Indian Institute of Technology, Delhi and is a gold medallist from the Indian Institute of Management, Bangalore in Strategy and Marketing. He has over 23 years of experience in cement industry having started his career as the co-founder and Chairman of one of the most profitable e-recruitment websites in India, which was later acquired by Monster.com, a Nasdaq listed multinational company. Mr. Puneet Yadu Dalmia conceptualized the growth strategy and governance architecture of the Group to focus on its core businesses and is spearheading the growth plans for the group.

Mr. Puneet Yadu Dalmia (holding Nil shares), being the appointee has direct financial interest in the above Resolutions set out at item no(s) 5 and 6. Except Mr. Yadu Hari Dalmia (holding Nil shares) father of Mr. Puneet Yadu Dalmia, none of the Directors of the Company or the Key Managerial Personnel or their relatives are financially or otherwise interested in the above Resolutions set out at item no(s)-5 and 6

The Board of Directors of the Company has recommended the resolution set out at item no(s) 5 and 6 of the Notice of this Annual General Meeting for consideration and approval of the members by way of Special Resolution.

The information required to be disclosed in the explanatory statement to the Notice as per item (iv) to third proviso of Section II of Part II of Schedule V of the Companies Act, 2013 is detailed below:

I. General Information: Same as mentioned in explanatory statement for item no(s) 3 and 4 above.

II. Information about the appointee:

1. Background details:

Mr. Puneet Yadu Dalmia, holds a B.Tech. degree from the Indian Institute of Technology, Delhi and is a gold medalist from the Indian Institute of Management, Bangalore in Strategy and Marketing. He has over 23 years of experience in cement industry.

2. Past remuneration:

Mr. Puneet Yadu Dalmia drew following remuneration during the financial year ended March 31, 2018:

| S.No | Name of the Company | Position | Remuneration (Rs/Crore) |
|------|--------------------------------|---------------------|-------------------------|
| 1 | Dalmia Cement (Bharat) Limited | Managing Director* | 4.05 |
| 2 | OCL India Limited | Managing Director** | 17.63 |

*resigned from the position with effect from October 30, 2018

** ceased from the position effective from October 26, 2018 due to amalgamation of OCL India Limited with the Company.

Name of other Company in which the appointee is a Managerial person – Except the position of Managing Director in this Company he does not hold managerial position in any other company.

3. Recognition or award:

None

4. Job profile & suitability:

Mr. Puneet Yadu Dalmia has rich experience in the Cement Industry and has been in the leadership role of Dalmia Group companies over a long period of time, it would be in the interest of the Company to appoint Mr. Puneet Yadu Dalmia as a Managing Director of the Company.

5. Remuneration proposed:

The proposed remuneration has been detailed in the Resolution for approval of the members. The aforesaid proposed remuneration shall be paid as minimum remuneration in case of loss or inadequacy of profits in relevant year during his tenure.

6. Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person. Comparative figures of remuneration to Managing Directors/Executive Directors paid by companies in India of similar size during financial year 2017-18 are given below:

| Name of the Company | Turnover(Rs./Crore) | Total remuneration (Rs/Crore) |
|-------------------------------------|---------------------|-------------------------------|
| Rane Holdings Limited | 97.09 | 3.12 |
| Bajaj Holdings & Investment Limited | 1474.42 | 16.98 |

The appointee is a residents of India.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial personnel if any: Mr. Puneet Yadu Dalmia is son of one of the promoters Mr. Yadu Hari Dalmia, except drawing remuneration and shareholding in the Company, he does not have any pecuniary relationship directly or indirectly.

III. Other information: Same as mentioned in the explanatory statement for item no(s) 3 & 4 above

Item No. 7:

The Board of Directors of the Company at its meeting held on October 15, 2018 has appointed Mr. Jayesh Doshi as an Additional Director and on the recommendation of the Nomination and Remuneration Committee as the Whole-time Director and Chief Financial Officer of the Company effective from October 30, 2018 for a period of three years, subject to approval of the members by way of Special Resolution. Prior to this appointment he had been acting as the Whole time Director and Chief Financial Officer of erstwhile Dalmia Bharat Limited. The Board is of the opinion that the Company would grow further and achieve better results under the leadership of Mr. Doshi in the area of Corporate Finance.

Mr. Doshi is a Chartered Accountant and a Law graduate from Bombay University having a total work experience of around 32 years. He has wide experience in the field of corporate finance and strategy.

The Company has received the consent to act as a Director of the Company from Mr. Jayesh Doshi besides the disclosure in Form DIR-8 to the effect that he is not disqualified from being appointed as a Director of the Company in terms of section 164 of the Companies Act, 2013.

The Board of Directors of the Company has recommended the resolution set out at item no 7 of the Notice of this Annual General Meeting for consideration and approval of the members by way of Special Resolution.

Except Mr. Jayesh Doshi, the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at item no. 7 of the Notice. Mr. Jayesh Doshi is holding 21,000 equity shares of the Company and having entitlement of 1,17,000 stock options as per the Employee Stock Option Scheme of the Company.

The information required to be disclosed in the explanatory statement to the Notice as per item (iv) to third proviso of Section II of Part II of Schedule V of the Companies Act, 2013 is detailed below:

I. General Information: Same as mentioned in explanatory statement for item no(s) 3 and 4 above.

II. Information about the appointees:

1. Background details:

Mr. Jayesh Doshi is a Chartered Accountant and a Law graduate from Bombay University having a total work experience of around 32 years across and brings with him his knowledge of Corporate and Structured Finance, Mergers and Acquisitions and investments and his experience of having worked in divergent industries such as cement, shipping, offshore oil services, real estate, hospitality and pharma.

2. Past remuneration:

Mr. Jayesh Doshi drew the following remuneration during the financial year ended March 31, 2018

| S.No | Name of the Company | Position | Remuneration (Rs/Crore) |
|------|-----------------------|------------------------------|-------------------------|
| 1 | Dalmia Bharat Limited | Whole time Director and CFO* | 5.52 |

* ceased from the position effective from October 30, 2018 due to amalgamation of Dalmia Bharat Limited with the Company.

Name of other Company in which the appointee is a Managerial person – He also holds the position of Chief financial Officer of the Company's subsidiary, Dalmia Cement (Bharat) Limited.

3. Recognition or award:

None

4. Job profile & suitability:

Mr. Jayesh Doshi is mainly responsible for the growth strategy, capital allotment decisions, new business incubations, strategic fund raising, investor management and overall finance function monitoring of the Group as a whole. He has 32 years of experience in various Industries and has the expertise in accelerating growth and building organizational capability to ensure delivery of business goals. The Board of Directors of the Company are of view that he should be appointed in the Company to take the benefit of his experience and expertise in managing the corporate strategy and group financing functions.

5. Remuneration proposed:

The proposed remuneration has been detailed in the Resolution set out at item no 7 of the Notice for approval of the members. The aforesaid proposed remuneration shall be paid as minimum remuneration in case of loss or inadequacy of profits in relevant year during his tenure.

6. Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person. Comparative figures of remuneration to Managing Directors/Executive Directors paid by Companies in India of similar size during financial year 2017-18 are given below:

| Name of the Company | Turnover(Rs./Crore) | Total remuneration (Rs./Crore) |
|-------------------------------------|---------------------|--------------------------------|
| Rane Holdings Limited | 97.09 | 3.12 |
| Bajaj Holdings & Investment Limited | 1474.42 | 16.98 |

The appointee is a resident of India.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial personnel if any.

None, except drawing remuneration.

III. Other information: Same as mentioned in the explanatory statement for item no(s) 3 & 4 above.

Item No. 8:

Mr. Nagarajan Gopaldaswamy (DIN:00017659), who is of 86 years of age, was appointed as an Additional Director under Independent Category for a period of five (5) years in the Board Meeting held on October 15, 2018 subject to the approval of the members. He is also appointed as the Chairman of Audit Committee, Nomination & Remuneration Committee and member of Stakeholders Relationship Committee, Risk Management Committee and Group Governance Committee of the Board of Directors of the Company. He holds a B.Sc. degree in Chemistry from Madras University and a B.E. degree in Chemical Engineering from Annamalai University. He is a member of the Institute of Industrial Engineers, USA, the Indian Institution of Industrial Engineering, the Indian Institute of Chemical Engineering, and the Institution of Engineers (India). Having held the position of President for more than 25 years, since 2007, he is a Council Member of the Tiruchirapalli Productivity Council. He has over 48 years of experience in the cement industry.

As per the SEBI notification dated May 9, 2018 amending the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018, no Non-Executive Director who has attained the age of seventy five years can continue his directorship unless a special resolution is passed to that effect. The said provision is effective from April 1, 2019.

Mr. Nagarajan Gopaldaswamy does not hold shares of the company.

In the opinion of the Board, Mr. Nagarajan Gopaldaswamy fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. The Company has received from Mr. Nagarajan Gopaldaswamy, the consent to act as a Director of the Company, requisite declaration of independence as required under the Companies Act, 2013 besides the disclosure in Form DIR-8 to the effect that he is not disqualified from being appointed as a Director of the Company in terms of section 164 of the Companies Act, 2013.

Accordingly, the Board recommends the resolution at item no. 8 for the approval by the shareholders of the Company by way of special resolution.

Except Mr. Nagarajan Gopaldaswamy, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at Item no. 8.

Item No. 9:

Mr. Pradip Kumar Khaitan (DIN: 00004821), who is of 77 years of age, was appointed as an Additional Director under Independent Category for a period of five (5) years in the Board Meeting held on October 15, 2018 subject to the approval of members. He is appointed as the member of Audit Committee, Nomination & Remuneration Committee and Group Governance Committee of the Board of Directors of the Company. Mr. Pradip Kumar Khaitan holds an LL.B. degree from the University of Calcutta. He is a partner of Khaitan & Co., Solicitors and Advocates.

As per the SEBI notification dated May 9, 2018 amending the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018, no Non-Executive Director who has attained the age of seventy five years can continue his directorship unless a special resolution is passed to that effect. The said provision is effective from April 1, 2019.

Mr. Pradip Kumar Khaitan does not hold shares of the company.

In the opinion of the Board, Mr. Pradip Kumar Khaitan fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. The Company has received from Mr. Pradip Kumar Khaitan, the consent to act as a Director of the Company, requisite declaration of independence as required under the Companies Act, 2013, besides the disclosure in Form DIR-8 to the effect that he is not disqualified from being appointed as a Director of the Company in terms of section 164 of the Companies Act, 2013.

Accordingly, the Board recommends the resolution at item no. 9 set out in the Notice of this Annual General Meeting for the approval by the members of the Company by way of special resolution.

Except Mr. Pradip Kumar Khaitan, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at Item no. 9.

Item No. 10:

Mr. Dharmendar Nath Davar (DIN: 00002008), who is of 84 years of age, was appointed as an Additional Director of the Company at the Board meeting held on October 15 2018. As per section 161 of the Companies Act, 2013, his appointment is upto the date of the ensuing Annual General Meeting. He being eligible offers himself for re-appointment. He is liable to retire by rotation.

As per the SEBI notification dated May 9, 2018 amending the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018, no Non-Executive Director who has attained the age of seventy five years can continue his directorship unless a special resolution is passed to that effect. The said provision is effective from April 1, 2019.

Mr. Dharmendar Nath Davar holds 1500 equity shares of the Company.

Mr. Dharmendar Nath Davar has given his consent to act as a Director of the Company and has given requisite declaration of independence as required under the Companies Act, 2013 besides the disclosure in Form DIR-8 to the effect that he is not disqualified from being appointed as a Director of the Company in terms of section 164 of the Companies Act, 2013.

Accordingly, the Board recommends the resolution at item no. 10 of the Notice of the Annual general Meeting for the approval by the members of the Company by way of special resolution.

Except Mr. Dharmendar Nath Davar, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at item no. 10.

Item No. 11:

Mr. Virendra Singh Jain was appointed as an Additional Director under Independent Category in the Company for a period of five (5) years in the Board Meeting held on October 15, 2018 subject to the fall form approval of shareholders. Mr. Virendra Singh Jain is the Chairman of Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee and Group Governance Committee; and also the member of Nomination and Remuneration Committee and Audit Committee of the Board of Directors of the Company.

Mr. Virendra Singh Jain, is a fellow member of the Institute of Chartered Accountants of India and Institute of Cost and Works Accountant of India. He superannuated in July 2006 as Chairman of Steel Authority of India Limited. Mr. Jain completed his assignment as a Member, Public Enterprises Selection Board (PSEB) in July 2011. He is a Director in three other public limited companies, namely Rashtriya Ispat Nigam Limited, Essar Oil Limited and National Multi-Commodity Exchange of India Limited.

In the opinion of the Board, Mr. Virendra Singh Jain fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Mr. Virendra Singh Jain has given his consent to act as a Director of the Company and has given requisite declaration of independence as required under the Companies Act, 2013 besides the disclosure in Form DIR -8 to the effect that he is not disqualified from being appointed as a Director of the Company in terms of section 164 of the Companies Act, 2013.

Accordingly, the Board recommends the resolution set out at item no. 11 for the approval by the shareholders of the Company and propose that Mr. Virendra Singh Jain be appointed as an Independent Director for five consecutive years commencing from the conclusion of the date of this meeting till the conclusion of the sixth subsequent Annual General Meeting.

Except Mr. Virendra Singh Jain, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution set out at item No.11.

Item No. 12:

The Board of Directors of the Company has appointed Mrs. Sudha Pillai as an Additional Director under Independent Category in the Company for a period of five(5) years in the Board Meeting held on October 15, 2018 subject to the approval of members from the conclusion of the date of this meeting till the conclusion of the sixth subsequent Annual General Meeting.

Mrs. Sudha Pillai holds Master's Degree in Psychology from Punjab University and Master's Degree in Public Administration, Kennedy School of Government, Harvard University, USA. She joined Indian Administrative Services in 1972 and is a retired bureaucrat. She is the member of Nomination & Remuneration Committee and Corporate Social Responsibility Committee of the Board of the Directors of the Company. She is a Director in following other companies, namely, Jubilant Life Sciences Limited, International Travel House Limited, Fullerton India Credit Company Limited, Dalmia Cement (Bharat) Limited, Amber Enterprises India Limited, Jubilant Generics Limited, IL JIN Electronics (India) Private Limited and PICL (India) Private Limited.

In the opinion of the Board, Mrs. Sudha Pillai fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management.

Mrs. Sudha Pillai has given her consent to act as a Director of the Company and has given requisite declaration of independence as required under the Companies Act, 2013 besides the disclosure in Form DIR -8 to the effect that she is not disqualified from being appointed as a Director of the Company in terms of section 164 of the Companies Act, 2013.

Accordingly, the Board recommends the resolution set out at item no. 12 for the approval by the shareholders of the Company and propose that Mrs. Sudha Pillai be appointed as an Independent Director for five consecutive years commencing from the conclusion of the date of this meeting till the conclusion of the sixth subsequent Annual General Meeting.

Except Mrs. Sudha Pillai, the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 12

Item No 13:

The Board of Directors at its meeting held on October 15, 2018 had appointed Mr. Jai Hari Dalmia as an Additional Director of the Company. As per section 161 of the Companies Act, 2013, his appointment upto the date of the ensuing Annual General Meeting. He being eligible offers himself for re-appointment. Mr. Jai Hari Dalmia has given his consent to act as a Director of the Company and has given requisite disclosure in Form DIR-8 to the effect that he is not disqualified from being appointed as a Director of the Company in terms of section 164 of the Companies Act, 2013.

Mr. Jai Hari Dalmia holds a B.E. degree in Electrical Engineering from Jadavpur University and a Master's degree in Electrical Engineering from the University of Illinois, Urbana Champagne. He has more than 47 years of experience across various industries which include wide knowledge and experience of refractory, sugar and cement businesses.

Mr. Jai Hari Dalmia is deeply involved in research and development having personally received several patents. Accordingly, the Board recommends the resolution set out at item no. 13 of the Notice of this Annual General Meeting for the approval by the members of the Company.

Except Mr. Jai Hari Dalmia, the appointee, Mr. Yadu Hari Dalmia (brother of Mr. Jai Hari Dalmia) Mr. Gautam Dalmia (son of Mr. Jai Hari Dalmia) none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 13.

Item No 14:

The Board of Directors at its meeting held on October 15, 2018 had appointed Mr. Yadu Hari Dalmia as an Additional Director of the Company. As per section 161 of the Companies Act, 2013, his appointment is upto the date of the ensuing

Annual General Meeting. He being eligible offers himself for re-appointment. Mr. Yadu Hari Dalmia has given his consent to act as a Director of the Company and has given requisite disclosure in Form DIR -8 to the effect that he is not disqualified from being appointed as a Director of the Company in terms of section 164 of the Companies Act, 2013.

Mr. Yadu Hari Dalmia holds a B.Com (Hon) degree from Delhi University and is a Fellow Member of the Institute of Chartered Accountants of India. He has more than 46 years of experience in the cement industry. Mr. Yadu Hari Dalmia has served as President of the Cement Manufacturers Association and is a known figure in the cement industry.

Accordingly, the Board recommends the resolution set out at item no. 14 of the Notice of this Annual general Meeting for the approval by the members of the Company.

Except Mr. Yadu Hari Dalmia, the appointee, Mr. Jai Hari Dalmia (brother of Mr. Yadu Hari Dalmia) Mr. Puneet Yadu Dalmia (son of Mr. Yadu Hari Dalmia) none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 14.

Item No 15.

The Board of Directors are of the opinion that, in order to remunerate the Non-Executive and Independent Directors of the Company (other than the Managing Director and/or Whole-time Directors), for the responsibilities entrusted upon them under the law particularly with the requirements of the Corporate Governance Policies, the current trends and commensurate with the time devoted and the contribution made by them, the Board at their Meeting held on October 30, 2018 have approved, subject to such Statutory approvals as may be necessary, payment by way of Commission, to be paid to the Non- Executive and Independent Directors of the Company. Board of Directors of the Company has approved payment of Commission to Non-Executive and Independent Directors of the Company, within the maximum limit of 1% of net profits of the Company, to be determined by the Board of Directors for each Non-Executive and Independent Director for each financial year, over a period of five years with effect from April 1, 2018, in addition to the sitting fees paid for each of the Board and its Committee meetings attended by them. Section 197 of the Companies Act, 2013 requires approval of members of the Company by passing a Special Resolution in general meeting for payment of remuneration by way of Commission to Non-Executive Directors of the Company. All the Non-Executive Directors of the Company may be deemed to be concerned or interested in the said resolution no. 15 to the extent of the commission payable to them.

Item No. 16 and 17:

The Board of Directors of Dalmia Cement (Bharat) Limited ("DCBL"), a wholly owned subsidiary of the Company had on recommendation of their Nomination and Remuneration Committee appointed Mr. Jai Hari Dalmia and Mr. Yadu Hari Dalmia as advisor(s) in DCBL at a remuneration of Rs 52 Lakhs per month and Rs 66.30 Lakhs per month respectively (excluding perquisites and other benefits as per policy of DCBL). Keeping in view the wide experience and long standing association both of them have with DCBL, the Board of Directors consider that their continued association would continue to enhance value to DCBL.

Both Mr. Jai Hari Dalmia and Mr. Yadu Hari Dalmia are promoters of the Company and are related parties under section 2(76) of the Companies Act, 2013. As per section 188 (1)(f) of the Companies Act, 2013 read with Rule 15(3)(b) of the Companies (Meetings of the Board and its Powers) Rules, 2014, appointment of a related party in its subsidiary requires approval of members, as the remuneration paid is in excess of Rs.2.5 Lakhs per month.

In view of the above the Board of Directors of the Company recommended the Resolution set out at item no(s) 16 and 17 to this Notice of Annual General Meeting for consideration and approval of the members.

Except Mr. Jai Hari Dalmia (being appointee and holding 3270020 equity shares of the Company), Mr. Yadu Hari Dalmia (being appointee and holding NIL equity shares of the Company), Mr. Gautam Dalmia (son of Mr. Jai Hari Dalmia holding 283816 equity shares of the Company) and Mr. Puneet Yadu Dalmia (son of Mr. Yadu Hari Dalmia holding NIL shares of the Company), none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolutions set out at item no (s) 16 and 17 to this Notice of Annual General Meeting.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT/ AT 5TH ANNUAL GENERAL MEETING

| Name of the Director | Mr. Pradip Kumar Khaitan | Mr. Nagarajan Gopaldaswamy | Mr. Virendra Singh Jain |
|---|---|--|---|
| Director Identification Number | 00004821 | 00017659 | 00253196 |
| Date of Birth | 25-03-1941 | 06-02-1932 | 24-07-1946 |
| Date of Appointment | 15-10-2018 (Non-Executive Independent Director) | 15-10-2018 (Non-Executive Independent Director) | 15-10-2018 (Non-Executive Independent Director) |
| Qualification | B.Com, LL.B | B.Sc. degree in chemistry and a B.E. degree in Chemical Engineering | B.Com (H), CA, CMA |
| Experience & Expertise in specific functional area | He has varied and rich experience of over 52 years in the field of taxation, joint ventures, IPOs, mergers & demergers, corporate governance, restructuring and insolvency issues etc. | He has over 50 years of experience in the cement industry. Mr. | He began his professional career with Indian Oil Corporation and was engaged over 32 years in various capacities. He was responsible for financial strategies and implementation and financial appraisal of projects. |
| Profile of the Director | Mr. Pradip Kumar Khaitan is B.Com, LL.B. and Attorney-at-law (Bell Chambers Gold Medalist). He is a renowned lawyer and a senior Partner at M/s Khaitan & Co LLP, Kolkata. He has professional Affiliations with Bar Council of India, Bar Council of West Bengal, Indian Council of Arbitration, New Delhi and Incorporated Law Society of Calcutta. He has varied and rich experience of over 52 years and has advised domestic business houses and International Corporations, Banks, Development Agencies and Governments on all aspects of commercial and corporate laws, taxation, joint ventures, IPOs, mergers & demergers, corporate governance, restructuring and insolvency issues, strategic decisions and sensitive commercial and legal issues. | Nagarajan Gopaldaswamy holds a B.Sc. degree in chemistry from Madras University and a B.E. degree in Chemical Engineering from Annamalai University. He is a member of the Institute of Industrial Engineers, USA, the Indian Institution of Industrial Engineering, the Indian Institute of Chemical Engineering, and the Institution of Engineers (India). Having held the position of President for 25 years, since 2007, he is a Council Member of the Tiruchirapalli Productivity Council. He has over 50 years of experience in the cement industry. | Mr. Virendra Singh Jain is a fellow member of the Institute of Chartered Accountants of India and Institute of Cost and Works Accountant of India. He graduated from Shri Ram College of Commerce, University of Delhi. Mr. Jain began his professional career with Indian Oil Corporation and was engaged over 32 years in various capacities. He was responsible for financial strategies and implementation and financial appraisal of projects. As Executive Director, his responsibilities included international negotiations for procurement of crude and petroleum products. He was later selected as the Chairman of Steel Authority of India, until July 2006. Post retirement, Mr. Jain was associated with the Jindal Group as Managing Director and CEO of Jindal Stainless Limited. He was also nominated as a Member of the Public Enterprises Selection Board, which post he held till July 2011. |
| Terms & Conditions of re appointment along with details of remuneration sought to be paid and last drawn by him | Mr. Pradip Kumar Khaitan is Non-executive Independent Director of the Company. Please refer resolution No. -9 and explanatory statement in respect of Resolution No.-9 for terms and conditions of his appointment. | Mr. Nagarajan Gopaldaswamy is Non-executive Independent Director of the Company. Please refer resolution No. -8 and explanatory statement in respect of Resolution No.-8 for terms and conditions of his appointment. | Mr. Virendra Singh Jain is Non-executive Independent Director of the Company. Please refer resolution No. 11 and explanatory statement in respect of Resolution No.-11 for terms and conditions of his appointment. |
| Shareholding in the Company as on 30-10-2018 | NIL | NIL | NIL |
| Relationship with other Directors and KMPs of the Company | NIL | NIL | NIL |
| No. of meetings of Board attended during the year | NA | NA | NA |

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| List of Public Limited Companies in which outside directorship held | 8 | 5 | 3 |
| Chairman/Member of the Committees of Board of Directors of Indian Companies | <p><u>In Odisha Cement Limited-</u> He is a member of Audit, Nomination & Remuneration and Group Governance Committee;</p> <p><u>In CSEC limited-</u> He is a chairman of Nomination & Remuneration, Risk Management Committee and member of Finance and Forex Management and Project Management Committee;</p> <p><u>In Dhunseri Petrochem Limited-</u> He is a chairman of Corporate Social Responsibility Committee and member of Nomination & Remuneration Committee;</p> <p><u>In Electrosteel castings Limited-</u> He is a member Audit, Nomination & Remuneration and , Corporate Social Responsibility Committ- ee;</p> <p><u>In Graphite India Limited-</u> He is a chairman of , Corporate Social Responsibility Committee and member of Stakeholders Relationship and Committee of Borrowings Committee;</p> <p><u>In India Glycols Limited-</u> He is a chairman of Audit, Nomination & Remuneration, Stakeholders Relationship, Ethics Committee under code of conduct for Directors & Senior Management Committee and member of Corporate Social Responsibility and Committee of Directors Committee;</p> <p><u>In Woodlands Multispecility Hospital Limited-</u> He is a chairman of Share Allotment Committee and member of Audit and Nomination & Remuneration Committee.</p> | <p><u>In Odisha Cement Limited-</u> He is a chairman of Audit, Nomination & Remuneration and member of Stakeholders Relationship, Risk Management and Group Governance Committee;</p> <p><u>In Poddar Pigments Limited-</u> He is a member of Nomination & Remuneration, Stakeholders Relationship and Performance Evaluation Committee;</p> <p><u>In Dalmia Refractories Limited-</u> He is a chairman of Audit Committee and member of Nomination & Remuneration, Stakeholders Relationship and Risk Management Committee;</p> <p><u>In Dalmia Cement (Bharat) Limited-</u> He is a chairman of Audit, Nomination & Remuneration and Corporate Social Responsibility Committee;</p> <p><u>In Dalmia DSP Limited-</u> He is a chairman of Audit and Nomination & Remuneration Committee.</p> | <p><u>In Odisha Cement Limited-</u> He is a chairman of Stakeholders Relationship, Corporate Social Responsibility, Risk Management, Group Governance Committee and member of Audit, Nomination & Remuneration Committee;</p> <p><u>In Capricorn Food Products India Limited-</u> He is a chairman of Audit & Corporate Social Responsibility and member of Nomination & Remuneration, Risk Management Committee.</p> |

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| Name of the Director | Mrs. Sudha Pillai | Mr. Jai Hari Dalmia | Mr. Yadu Hari Dalmia |
| Director Identification Number | 02263950 | 00009717 | 00009800 |
| Date of Birth | 01-05-1950 | 18-09-1944 | 02-06-1947 |
| Date of Appointment | 15-10-2018 (Non-Executive Independent Director) | 15-10-2018 (Non-Executive Director) | 15-10-2018 (Non-Executive Director) |
| Qualification | IAS (Retd) and Master Degree in Psychology | B.E. and Master's degree, degree in Electrical Engineering | B.Com (Hon) and CA |
| Experience & Expertise in specific functional area | She is a retired IAS of 1972 Batch. She retired as the Member Secretary, Planning Commission. She has served as Secretary, Kerala Finance Corporation, Under Secretary, Department of Supply, Government of India etc. | He has more than 47 years of experience across various industries which include wide knowledge and experience of refractory, sugar and cement businesses. | He has more than 46 years of experience in the cement industry. |

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| Profile of the Director | Mrs. Sudha Pillai has a master's degree in Psychology from Punjab University and in Public Administration from Kennedy School of Government, Harvard University. She is a retired IAS of 1972 Batch. She retired as the Member Secretary, Planning Commission. She has served as Secretary, Kerala Finance Corporation, Under Secretary, Department of Supply, Government of India, Joint Secretary, Rural Development and Panchayati Raj and also Joint Secretary, Department of Company Affairs. She has made special contribution in drafting the Companies bill 1993, liberalising the industrial licensing regime, processing historic amendment of MRTP Act, formulation and implementation of New land use policy for Mizoram-2009-12 and implementation of Integrated Action Plan for Naxal affected districts – 2010-12 etc. | Mr. Jai Hari Dalmia holds a B.E. degree in Electrical Engineering from Jadavpur University and a Master's degree in Electrical Engineering from the University of Illinois, Urbana Champagne. He has more than 47 years of experience across various industries which include wide knowledge and experience of refractory, sugar and cement businesses. Mr. Jai Hari Dalmia is deeply involved in research and development having personally received several patents. | Mr. Yadu Hari Dalmia holds a B.Com (Hon) degree from Delhi University and is a Fellow Member of the Institute of Chartered Accountants of India. He has more than 46 years of experience in the cement industry. Mr. Yadu Hari Dalmia has served as President of the Cement Manufacturers Association and is a known figure in the cement industry. |
| Terms & Conditions of re appointment along with details of remuneration sought to be paid and last drawn by him/her | Mrs. Sudha Pillai is Non-executive Independent Director of the Company. Please refer resolution No. -12 and explanatory statement in respect of Resolution No. -12 for terms and conditions of his appointment. | Mr. Jai Hari Dalmia is Non-executive Director of the Company. Please refer resolution No. -13 and explanatory statement in respect of Resolution No.-13 for terms and conditions of his appointment. | Mr. Yadu Hari Dalmia is Non-executive Director of the Company. Please refer resolution No. -14 and explanatory statement in respect of Resolution No.-14 for terms and conditions of his appointment. |
| Shareholding in the Company as on 30-10-2018 | NIL | 3270020 | NIL |
| Relationship with other Directors and KMPs of the Company | NIL | Mr. Jai Hari Dalmia and Mr. Yadu Hari Dalmia are brothers; and Mr. Gautam Dalmia is son of Mr. Jai Hari Dalmia | Mr. Jai Hari Dalmia and Mr. Yadu Hari Dalmia are brothers; and Mr. Puneet Yadu Dalmia is son of Mr. Yadu Hari Dalmia |
| No. of meetings of Board attended during the year | NA | NA | NA |
| List of Public Limited Companies in which outside directorship held | 6 | 4 | 1 |
| Chairman/Member of the Committees of Board of Directors of Indian Companies | <u>In Odisha Cement Limited-</u> She is a member of Nomination & Remuneration and Corporate Social Responsibility Committee; <u>In Dalmia Cement (Bharat) Limited-</u> She is a member of Audit, Nomination & Remuneration, and Finance Committee; <u>In Fullerton India Credit Company Limited-</u> She is a member of Audit, and Corporate Social Responsibility Committee; <u>In Jubilant Life Sciences Limited-</u> She is a chairperson of Nomination & Remuneration Committee and member of Audit | <u>In Alirox Abrasives Limited-</u> He is a member of Nomination & Remuneration and Audit Committee. | <u>In Odisha Cement Limited-</u> He is a member of Stakeholders Relationship and Corporate Social Responsibility Committee. |

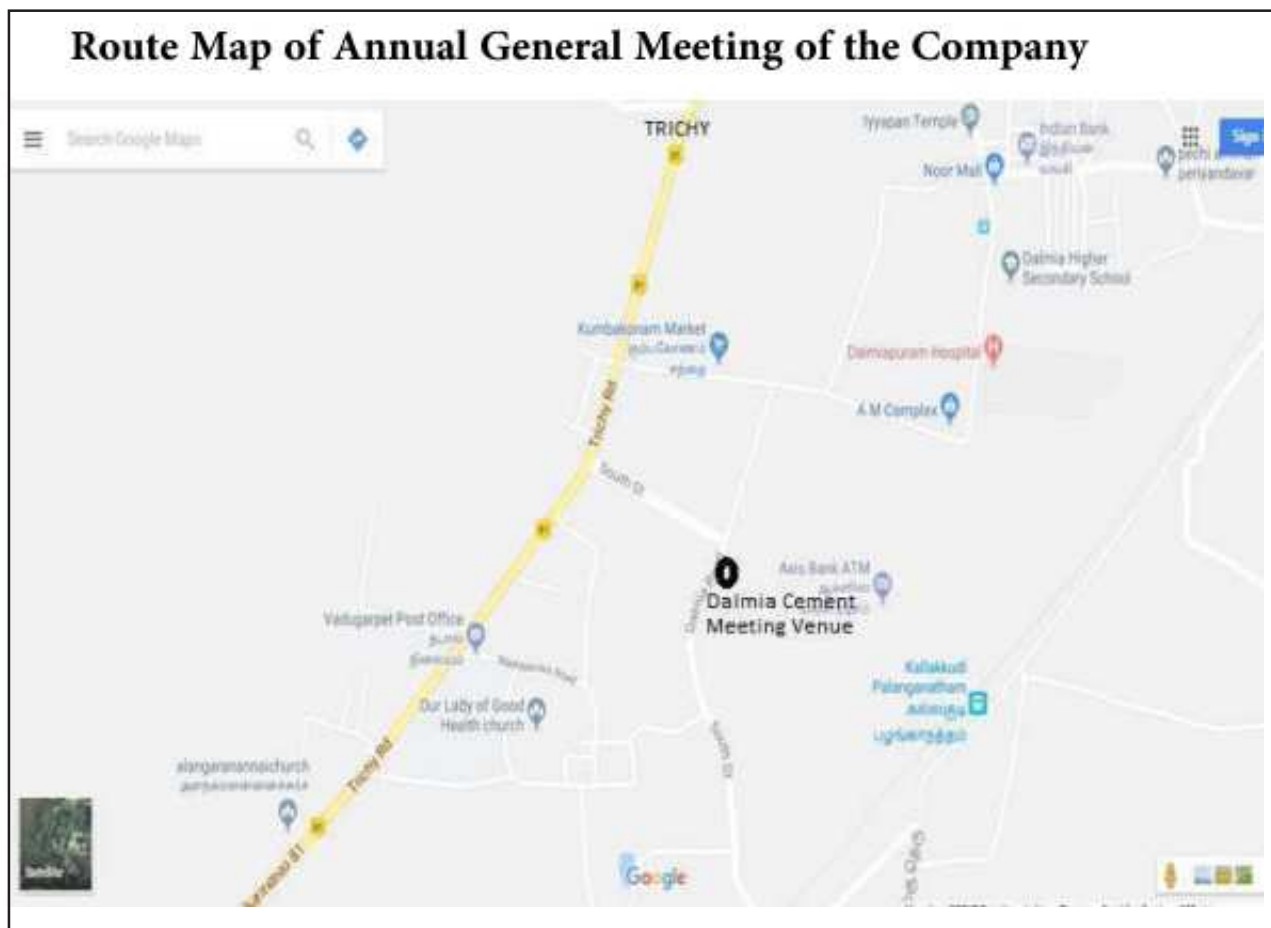
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| | <p>and Corporate Social Responsibility Committee;</p> <p><u>In International Travel House Limited-</u> She is a member of Nomination & Remuneration, Audit and Corporate Social Responsibility Committee;</p> <p><u>In Jubilant Generics Limited-</u> She is a chairperson of Nomination & Remuneration, Audit and Corporate Social Responsibility Committee;</p> <p><u>In Amber Enterprises India Limited-</u> She is a chairperson of Corporate Social Responsibility Committee and member of Audit Committee.</p> | | |
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| Name of the Director | Mr. Gautam Dalmia | Mr. Puneet Yadu Dalmia | Mr. Dharmendar Nath Davar |
| Director Identification Number | 00009758 | 00022633 | 00002008 |
| Date of Birth | 16-01-1968 | 15-10-1972 | 18-08-1934 |
| Date of Appointment | 15-10-2018 as a Non-Executive Director and Change in Designation as a Managing Director w.e.f. 30-10-2018 | 15-10-2018 as a Non-Executive Director and Change in Designation as a Managing Director w.e.f. 30-10-2018 | 15-10-2018 (Non-Executive Director) |
| Qualification | B.S. and M.S. degrees in Electrical Engineering | B.Tech and MBA | B.Com (H), M.A. (Economics), Certified Associate of the Indian Institute of Bankers and is a Fellow of the Economic Development Institute of World Bank. |
| Experience & Expertise in specific functional area | He has over 26 years of experience in the cement and sugar industries. | He has over 23 years of experience in cement industry having started his career as the co-founder and Chairman of one of the most profitable e-recruitment websites in India, which was later acquired by Monster.com, a Nasdaq listed multinational company. | He has over 40 years of experience and was associated with various reputed organizations- PNB, IFCI, LIC housing Finance Co., World Bank, UNIDO and KFW. |
| Profile of the Director | Mr. Gautam Dalmia holds B.S. and M.S. degrees in Electrical Engineering from Columbia University. He has over 26 years of experience in the cement and sugar industries. He is responsible for managing the cement and sugar businesses and is leading all operations and execution of cement projects. He provides leadership to the commercial functions for the group. | Mr. Puneet Yadu Dalmia holds a B.Tech. Degree from the Indian Institute of Technology, Delhi and is a gold medalist from the Indian Institute of Management, Bangalore in Strategy and Marketing. He has over 23 years of experience in cement industry having started his career as the co-founder and Chairman of one of the most profitable e-recruitment websites in India, which was later acquired by Monster.com, a Nasdaq listed multinational company. Mr. Puneet Yadu Dalmia conceptualized the growth strategy and governance architecture of the Group to focus on its core businesses and is spearheading the growth plans for the group. | Mr. Dharmendar Nath Davar is an eminent professional, formerly Chairman of IFCI Limited, a position he held for two consecutive terms spreading over eight years. He has vast, varied, national and multilateral experience and expertise in Finance, Banking, Corporate Laws and aspects relative to governance of variegated industrial / business enterprises. He has been a Fellow of the Economic Development Institute of the World Bank and a part time Consultant to the World Bank, United Nations International Development Organization (UNIDO) and Kreditanstalt fur Weideraufbau (KFW). Presently he is on the Boards of several reputed companies |

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| | | | / corporations, training institutions and non-governmental (social) organizations. |
| Terms & Conditions of re appointment along with details of remuneration sought to be paid and last drawn by him | Mr. Gautam Dalmia is a Managing Director of the Company. Please refer resolution No. -3 and 4 and explanatory statement in respect of Resolution No.-3 and 4 for terms and conditions of his appointment. | Mr. Puneet Yadu Dalmia is a Managing Director of the Company. Please refer resolution No. -5 and 6 explanatory statement in respect of Resolution No.-5 and 6 for terms and conditions of his appointment. | Mr. Dharmendar Nath Davar is Non-executive Director of the Company. Please refer resolution No. -10 and explanatory statement in respect of Resolution No.-10 for terms and conditions of his appointment. |
| Shareholding in the Company as on 30-10-2018 | 283816 | NIL | 1500 |
| Relationship with other Directors and KMPs of the Company | Mr. Gautam Dalmia is son of Mr. Jai Hari Dalmia | Mr. Puneet Yadu Dalmia is son of Mr. Yadu Hari Dalmia | NIL |
| No. of meetings of Board attended during the year | NA | NA | NA |
| List of Public Limited Companies in which outside directorship held | 3 | Nil | 7 |
| Chairman/Member of the Committees of Board of Directors of Indian Companies | In Odisha Cement Limited- He is a member of Stakeholders Relationship, Corporate Social Responsibility and Risk Management Committee; In Dalmia Cement (Bharat) Limited- He is a member of Corporate Social Responsibility and Finance Committee; In Dalmia Bharat Sugar and Industries Limited- He is a member of Stakeholders Relationship, Corporate Social Responsibility and Finance Committee. | Nil | In Hero Fin Corp Limited- He is a chairman of Audit Committee; In Titagarh Wagons Limited- He is a chairman of Audit Committee; In HEG Limited- He is a chairman of Audit Committee; In Maral Overseas Limited- He is a member of Audit Committee; and Shareholders Grievance Committee In RSWM Limited- He is a member of Audit and Shareholders Grievance Committee. |

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| Name of the Director | Mr. Jayesh Doshi | | |
| Director Identification Number | 00017963 | | |
| Date of Birth | 02-02-1965 | | |
| Date of Appointment | 15-10-2018 as a Non-Executive Director and Chief Financial Officer and change in designation as a Whole time Director and Chief Financial Officer of the Company w.e.f. 30-10-2018. | | |
| Qualification | CA and LL.B | | |
| Experience & Expertise in specific functional area | He has over 32 years of experience. He brings with him knowledge of Corporate and Structured Finance, Mergers and Acquisitions and investments | | |
| Profile of the Director | Mr. Jayesh Doshi is a Chartered Accountant and a Law graduate from Bombay University having total work experience of around 32 years. He brings with him knowledge of Corporate and Structured Finance, Mergers and Acquisitions and | | |

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| | investments and experience of having worked in divergent industries such as cement, shipping, offshore oil services, real estate, hospitality and pharma. | | |
| Terms & Conditions of re-appointment along with details of remuneration sought to be paid and last drawn by him | Mr. Jayesh Doshi is Non-executive Independent Director of the Company. Please refer resolution No. -7 and explanatory statement in respect of Resolution No.-7 for terms and conditions of his appointment. | | |
| Shareholding in the Company as on 30-10-2018 | 21,000 | | |
| Relationship with other Directors and KMPs of the Company | NIL | | |
| No. of meetings of Board attended during the year | NA | | |
| List of Public Limited Companies in which outside directorship held | 2 | | |
| Chairman/Member of the Committees of Board of Directors of Indian Companies | NIL | | |



ODISHA CEMENT LIMITED

(CIN: U14200TN2013PLC112346)

**Pursuant to the restructuring schemes 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

FORM NO. MGT-11 (Proxy Form)

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the Member:

Registered Address:

E-Mail ID:

Folio No./Client ID:

DP ID:

I/We.....of..... being member(s) of Odisha Cement
Limited, holdingshares of the above mentioned Company, hereby appoint

1. Name:

Address:

E-Mail ID:

Signature:

or failing him

2. Name:

Address:

E-Mail ID:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the
Company to be held on Monday, the December 31, 2018 at 10.30 a.m. at Community Centre Premises at the Registered
Office of the Company at Dalmiapuram - 621 651, District Tiruchirappalli, Tamil Nadu and at any adjournment thereof in
respect of such resolutions as are indicated below:

| Agenda item | Vote* | Agenda item | Vote* |
|-------------|-------|-------------|-------|
| No. 1 | | No. 10 | |
| No. 2 | | No. 11 | |
| No. 3 | | No. 12 | |
| No. 4 | | No.13 | |
| No. 5 | | No.14 | |
| No. 6 | | No.15 | |
| No. 7 | | No.16 | |
| No. 8 | | No.17 | |
| No. 9 | | | |

Signed this..... day of, 2018

Rupee Revenue

Signature of Shareholder:

Signature of Proxy holder:

Affix One
Rupee
Revenue
Stamp

* Please state in this column whether 'in favour' or 'against'.

**Note: This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of
the Company, not less than 48 hours before the commencement of the Meeting.**

BOOK POST

To,

Odisha Cement Limited
Dalmiapuram Lalgudi Taluk,
Dalmiapuram-621 651,
Dist. Tiruchirappalli,
Tamil Nadu