DALMIA BHARAT LIMITED

Registered Office: Dalmiapuram, Lalgudi, Dist. Tiruchirappalli, Tamil Nadu 621651
Phone No. 04329-235132 **Fax No.** 04329-235111
CIN: L14200TN2013PLC112346 **Website:** www.dalmiabharat.com; **Email:** corp.sec@dalmiabharat.com

POSTAL BALLOT NOTICE

[Notice pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

NOTICE is hereby given pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), as amended from time to time, and Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India (ICSI), read with General Circulars no. 14/2020 dated April 8, 2020, 17 /2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and other relevant circulars, the latest being General Circular no. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as **"MCA Circulars"**) and pursuant to all other applicable laws and regulations, the resolutions appended below are proposed to be passed by the Members of **Dalmia Bharat Limited** (**"the Company"**) through Postal Ballot by way of voting through electronic means (**"Remote e-voting"**). Communication of assent or dissent of the Members would take place only through the remote e-voting system. The explanatory statement pursuant to Section 102 of the Act pertaining to the proposed resolutions setting out the material facts concerning the resolutions and the reason and rationale thereof is annexed hereto for your consideration.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of SEBI Listing Regulations, the Company is offering the facility of remote e-voting to all Members to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited (**"NSDL"**) to provide the Remote e-voting facility to the Members. Members are requested to follow the procedure as stated in the notes and instructions for the casting of votes through remote e-voting.

The Board has appointed Ms. Jyoti Sharma, Practicing Company Secretary (FCS: 8843; CP: 10196) as Scrutinizer and failing her, Ms. Varuna Mittal, Practicing Company Secretary (ACS: 57727; CP: 23575) as Alternate Scrutinizer (hereinafter **"the Scrutinizer"**) for conducting the postal ballot and remote e-voting process in a fair and transparent manner.

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories/ Registrar and Share Transfer Agent. If your e-mail address is not registered, please follow the process provided in the Notes to receive this Postal Ballot Notice.

The e-voting facility will be available during the following period:

Commencement of remote e-voting	End of remote e-voting
Tuesday, September 22, 2026 (09:00 a.m. IST)	Wednesday, October 21, 2026 (05:00 p.m. IST)

The remote e-voting module shall be disabled by NSDL for voting thereafter and will not be allowed beyond the said date and time. The Scrutinizer will submit her report to the Chairperson of the Company or to any other person authorized by the Chairperson, upon completion of the scrutiny of the votes cast through remote e-voting. The result of the Postal Ballot shall be declared within two working days from the conclusion of e-voting. The said results would be displayed at the Registered Office of the Company and would also be intimated to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website, www.dalmiabharat.com and on the website of NSDL, www.evoting.nsdl.com.

In the event the resolutions are passed by the requisite majority, the date of passing the resolution shall be deemed to be Wednesday, October 21, 2026 i.e. last date specified by the Company for remote e-voting.

SPECIAL BUSINESS

ITEM NO. 1:

TO APPROVE REMUNERATION OF MR. GAUTAM DALMIA (DIN: 00009758), MANAGING DIRECTOR OF THE COMPANY, FOR HIS REMAINING TERM OF TWO YEARS

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, Regulation 17 and other provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **"Listing Regulations")** and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and is hereby accorded for the payment of remuneration to Mr. Gautam Dalmia (DIN: 00009758), Managing Director, as set out in the Explanatory Statement, for the period from October 30, 2026 to October 29, 2028.

RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising salary, allowances and benefits approved herein be continued to be paid as minimum remuneration to Mr. Gautam Dalmia.

RESOLVED FURTHER THAT save and except as stated above, there shall be no other change in the Special Resolution passed by the Members at the 10th Annual General Meeting held on June 30, 2023 with respect to the appointment of Mr. Gautam Dalmia as Managing Director.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorized to vary and/or revise the remuneration of Mr. Gautam Dalmia within the limits permissible under the Act and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution."

ITEM NO. 2:

TO APPROVE REMUNERATION OF MR. PUNEET YADU DALMIA (DIN: 00022633), MANAGING DIRECTOR OF THE COMPANY, FOR HIS REMAINING TERM OF TWO YEARS

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, Regulation 17 and other provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **"Listing Regulations")** and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and is hereby accorded for the payment of remuneration to Mr. Puneet Yadu Dalmia (DIN: 00022633), Managing Director & CEO, as set out in the Explanatory Statement, for the period from October 30, 2026 to October 29, 2028.

RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising salary, allowances and benefits approved herein be continued to be paid as minimum remuneration to Mr. Puneet Yadu Dalmia.

RESOLVED FURTHER THAT save and except as stated above, there shall be no other change in the Special Resolution passed by the Members at the 10th Annual General Meeting held on June 30, 2023 with respect to the appointment of Mr. Puneet Yadu Dalmia as Managing Director.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorized to vary and/or revise the remuneration of Mr. Puneet Yadu Dalmia within the limits permissible under the Act and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution."

Place: New Delhi
Date: September 16, 2026

By Order of the Board of Directors
For Dalmia Bharat Limited

Rajeev Kumar
Company Secretary
Membership No.: F5297
Registered Office:
Dalmiapuram, Lalgudi, Dist. Tiruchirappalli- 621651, Tamil Nadu

NOTES:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act along with details in terms of Regulation 36(3) of the Listing Regulations, stating all material facts and the reason / rationale for proposed resolutions is annexed herewith.

2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (**"NSDL"**) and Central Depository Services (India) Limited (**"CDSL"**) and whose email address is registered with the Company / Depository Participant(s)/ Registrar and Share Transfer Agent (**"RTA"**), as on September 11, 2026 (**"the Cut-off Date"**). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place only through the e-voting system.

3. The resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for e-voting i.e., October 21, 2026. Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.

4. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules and Regulation 44 of the Listing Regulations, as amended from time to time, the Company is providing facility to the Members to exercise voting through electronic voting system (**"remote e-voting"**) on the e-voting platform provided by **National Securities Depository Limited ("NSDL")**. The Members may cast their votes remotely, using remote e-voting only during the remote e-voting period. The instructions for remote e-voting forms part of this Notice.

5. In line with the MCA Circulars, this notice of Postal Ballot has been uploaded on the website of the Company at www.dalmiabharat.com. The Notice can also be accessed from the websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and is also available on the website of e-voting agency at www.evoting.nsdl.com.

6. All the relevant documents referred in the Statement under section 102 of the Act are available for inspection from the date of dispatch of this Postal Ballot Notice till the last date for receipt of votes through remote e-voting, i.e. October 21, 2026, at the Registered Office of the Company during business hours (between 2:00 P.M. and 5:00 P.M. IST) on all working days (except Saturdays, Sundays and public holidays). Members may also request electronic inspection by sending email at corp.sec@dalmiabharat.com.

7. The voting rights of Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-off date of **Friday, September 11, 2026** ("**Cut-off date**").

8. The Board of Directors has appointed Ms. Jyoti Sharma, Practicing Company Secretary (FCS: 8843; CP: 10196) as Scrutinizer and failing her, Ms. Varuna Mittal, Practicing Company Secretary (ACS: 57727; CP: 23575) as Alternate Scrutinizer, (**"Scrutiniser"**) to scrutinise the e-voting process in a fair and transparent manner.

9. The Scrutinizer will submit her report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the voting by Postal Ballot will be announced not later than two working days from the conclusion of e-voting and will also be displayed at the Registered Office of the Company as well as its website www.dalmiabharat.com and on the website of NSDL www.evoting.nsdl.com, and communicated to the stock exchanges where the Company's shares are listed.

10. The result shall be declared forthwith by the Chairperson or a person authorized in this regard. Resolutions proposed in this Postal Ballot Notice shall be deemed to have been passed on the last date of the remote e-voting period, i.e., October 21, 2026, subject to receipt of the requisite majority of votes.

11. For the benefit of shareholders holding shares in physical mode, forms for updation of PAN, KYC Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI circular are available on Company's website https://www.dalmiacement.com/investors-relations/shareholders-Information and on the website of RTA at https://investor.kfintech.com/. Such shareholders are requested to submit aforesaid forms to the Company's RTA i.e. M/s. KFin Technologies Limited (**"KFin"**).

    Members holding shares in electronic form and wish to update their PAN, KYC, Bank details and Nomination are requested to contact their Depository Participant(s).

12. The shareholders of the Company are hereby informed that SEBI, vide its Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, has announced a special window for re-lodgement of transfer deeds of physical shares, which were lodged prior to the deadline of April 01, 2019 and rejected/returned/not attended to due to deficiency in the documents/process/or otherwise. The said window shall remain open from February 5, 2026 to February 4, 2027. Accordingly, shareholders holding physical securities are advised to approach the Company's RTA for detailed guidance and processing of such requests in accordance with the aforesaid circular.

13. Instructions for Members for e-voting are as under:

    <u>PROCEDURE FOR REMOTE E-VOTING</u>

    i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility

Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-Voting are given below.

ii. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

iii. Individual demat account holders would be able to cast their vote without having to register again with the E-Voting Service Provider (ESP), thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

iv. **The remote e-Voting period commences on 09:00 AM (IST) on Tuesday, September 22, 2026 and ends at 05:00 PM (IST) on Wednesday, October 21, 2026. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, September 11, 2026, i.e. Cut-off date**, may cast their vote electronically through remote e-voting. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off date.

INSTRUCTIONS AND OTHER INFORMATION RELATING TO E-VOTING

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile

demat mode with NSDL.	number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "**Login**" which is available under 'Shareholder/Member/Creditor' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 

Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & MyEasi New Tab and then use your existing MyEasi username & password. 2. After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all E-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com. Click on login & MyEasi New Tab and then click on registration option for Easi or Easiest. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID / Password are advised to use '**Forgot user ID**' and '**Forgot Password**' option available at respective websites.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	**Helpdesk details**
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at **022 - 4886 7000**
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at **022-62343333, toll free no. 1800-21-09911**

B) Login Method for e-Voting by shareholders other than Individual shareholders holding securities in Demat mode and shareholders holding securities in Physical mode.

<u>How to Log-in to NSDL e-Voting website?</u>

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member/Creditor' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12****** then your User ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12************** then your User ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 143141 then User ID is 143141001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to **"Terms and Conditions"** by selecting on the check box.
8. Now, you will have to click on **"Login"** button.
9. After you click on the **"Login"** button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at **Step 1**, you will be able to see all the companies **"EVEN"** in which you are holding shares and whose voting cycle is in active status.
2. Select **"EVEN"** of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on **"Submit"** and also **"Confirm"** when prompted.
5. Upon confirmation, the message **"Vote cast successfully"** will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. **Institutional shareholders** (i.e. other than individuals, HUF, NRI etc.) are required to **send scanned copy** (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **legal2015js@gmail.com** with a copy marked to **evoting@nsdl.com**. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Deputy Vice-President, National Securities Depository Limited, 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051, Maharashtra, at the designated email address: evoting@nsdl.com or at telephone no. 022-48867000.

Process for those shareholders whose email ids are not registered with the depositories for procuring User id and Password and registration of e-mail ids for e-voting for the resolutions set out in this Notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by email to corp.sec@dalmiabharat.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy), ADHAAR (self-attested scanned copy) to corp.sec@dalmiabharat.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A**) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

KEY INFORMATION

Sr. No.	PARTICULARS	DETAILS
1	Cut-off/record date for e-voting/ payment of dividend	Friday, September 11, 2026
2	Username and password for VC and e-voting	Please use the remote e-voting credentials *(Follow the instructions given in the Notice)*
3	Helpline number for VC and e-voting	https://www.evoting.nsdl.com and 022 - 4886 7000
4	Registrar and Share Transfer Agent	**KFin Technologies Limited** Unit: Dalmia Bharat Limited Mr. Ganesh Chandra Patro (Deputy Vice President) E-mail: einward.ris@kfintech.com; Contact No.: 1800 309 4001 Operational Address: Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy - 500032, Telangana, India https://ris.kfintech.com/

5	Date on which the resolutions are deemed to be passed	Wednesday, October 21, 2026
6	Corporate/ Institutional Members to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc. together with attested specimen signature(s) of the authorised representative(s)	**legal2015js@gmail.com** and **evoting@nsdl.com**
7	Remote e-voting period	Starts at 09:00 AM on Tuesday, September 22, 2026 Ends at 05:00 PM on Wednesday, October 21, 2026
8	Name, address and contact details of e-voting service provider	Ms. Pallavi Mhatre (Deputy Vice President) **National Securities Depository Limited** T301, 3rd Floor, Naman Chambers, G Block, Plot No. C-32, Bandra Kurla Complex, Bandra (East), Mumbai- 400051, Maharashtra, India Contact details: Email id: evoting@nsdl.com; pallavid@nsdl.com; Contact Nos.: 022 - 4886 7000

EXPLANATORY STATEMENT

PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013 ("THE ACT")

The following Statement sets out all material facts relating to Item No(s). 1 and 2 mentioned in the accompanying Postal Ballot Notice.

Item No. 1:

The Members of the Company at the 10th Annual General Meeting held on June 30, 2023 (**"10th AGM"**), had re-appointed Mr. Gautam Dalmia (DIN: 00009758) as the Managing Director of the Company for a period of five (5) years effective from October 30, 2023 to October 29, 2028. However, in terms of section II of Part II of Schedule V to the Companies Act, 2013, the remuneration payable to Mr. Gautam Dalmia in the case of absence or inadequacy of profits was approved for a period of three (3) years only w.e.f. October 30, 2023 to October 29, 2026. Accordingly, approval of the Members, pursuant to Section 197 of the Companies Act, 2013 read with Schedule V thereto, read with Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), is now being sought for payment of remuneration to Mr. Gautam Dalmia for the remaining period of two years i.e. from October 30, 2026 to October 29, 2028, as Managing Director of the Company.

Terms of conditions for payment of remuneration:

Remuneration

The remuneration proposed to be paid to Mr. Gautam Dalmia for the remaining period of two years (from October 30, 2026 to October 29, 2028) of his term shall be the same as was approved by the Members of the Company at the 10th AGM, which is as under:

Salary	Amount per month (in Rs)
a) Basic Pay	1,04,16,667
b) Special Pay	44,33,333
Total Salary	**1,48,50,000**

Allowances and Perquisites: In addition to the Salary, the Managing Director shall be eligible for the following allowances and perquisites not exceeding 15% of Salary, as may be decided by the Board from time to time, and shall be valued as per Income Tax Act, including the following:

(i) Club Fees/Professional Body/Association Membership Fees:
Fees in respect of clubs/ Professional Bodies/Associations of which the Managing Director is a member shall be reimbursed at actuals or paid directly by the Company.

(ii) Car:
The Company shall reimburse or pay directly for three cars with drivers (expenditure on petrol, maintenance, insurance, repairs and salaries of three drivers).

(iii) 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.

(iv) Provident Fund, Superannuation Fund and Gratuity:
Company's contribution to Provident Fund, Superannuation Fund (if opted for by the appointee up to 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 being retiral benefits 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.

(v) Communication facilities at residence:
Communication facilities (including telephone, mobile and broadband etc) at residence for official purposes, which shall not be considered as perquisites.

(vi) Medical reimbursement:
Medical facilities /expenses for self and family at actuals, which shall not be considered in the limits of allowances and perquisites.

(vii) Any other perquisite as may be allowed as per Company Rules.

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 15% of the Salary, on an annualised basis. In case increment is not given in any year, he shall be entitled for cumulative increment in subsequent year.

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, subject to the availability of profits of the Company on stand-alone basis and the limits prescribed under the Act.

Remuneration in the event of absence or inadequacy of profits: In the event of absence or inadequacy of profits in any financial year, during the currency of the tenure, Mr. Gautam Dalmia, shall be paid remuneration comprising the Salary, Allowances, perquisites and other facilities (Communication & medical) as specified above as enhanced by the increments, as approved by the Board of Directors of the Company from time to time.

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 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.
(c) The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or any Committees thereof.
(d) 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.

The Nomination and Remuneration Committee, Audit Committee and Board have considered the performance of the appointee, industry benchmarks, the Company's scale of operations and Schedule V requirements while recommending the proposed remuneration and on the recommendations made by the Nomination and Remuneration Committee and Audit Committee, the Board of Directors of the Company at its meeting held on September 16, 2026 have approved the payment of remuneration as detailed above, subject to approval of the members.

Since the commencement of his term from October 30, 2023, Mr. Gautam Dalmia has not received any annual increment till date. The proposed remuneration mentioned hereinabove, payable from October 30, 2026 to him, does not propose any increment for the FY 2026-27.

Statement required under section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at item No.1 is given hereunder.

Except Mr. Gautam Dalmia, none of the other Directors of the Company or the Key Managerial Personnel or their relatives are financially or otherwise concerned or interested in the Resolution set out at Item No. 1 of the accompanying Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 1 of the accompanying Notice for the approval of the Members 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:

1. **Nature of Industry:**

   The Company renders management services to various companies and derives management service fee from them. The Company's operating subsidiaries are engaged in manufacturing and selling of cement.

2. **Date of commencement of commercial production**:

   The Company was incorporated on July 12, 2013 and the Company obtained certificate of commencement of business on September 12, 2013.

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	2023-24		2024-25		2025-26	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Revenue from Operations	130	14691	202	13980	361	14804
Profit/Loss before tax	123	1070	205	817	156	1450
Profit/Loss after tax	112	853	190	699	141	1157

5. **Foreign investments or collaborations, if any:**

   Foreign investment (comprising Foreign Portfolio Investors and NRIs) in the Company as at September 11, 2026 was around 7.51%. No foreign collaboration is involved.

II. Information about the appointee (Mr. Gautam Dalmia):

1. Background details:

Mr. Gautam Dalmia holds Bachelor of Science and Masters in Electrical Engineering from Columbia University. He has around three decades of experience in the Cement and Sugar industries.

2. Past remuneration:

Mr. Gautam Dalmia is a Managing Director of the Company and Dalmia Bharat Sugar and Industries Limited. He drew the following remuneration during the financial year 2025-26:

Sl. No.	Name of the Company	Position	Remuneration *(including perquisites and retirals)* (Rs. in Crore)
1	Dalmia Bharat Limited	Managing Director	21.43
2	Dalmia Bharat Sugar and Industries Limited	Managing Director	15.53

3. **Recognition or award**: None

4. **Job profile & suitability**:

Mr. Gautam Dalmia, Managing Director, holds B.S. and M.S. degrees in Electrical Engineering from Columbia University. 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.

5. Remuneration proposed:

The proposed remuneration has been detailed hereinabove, for approval of the Members. The remuneration as stated above, shall be paid 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:

Considering the position held and the responsibility of the Managing Director as well as the enhanced business activities of the Company and its subsidiaries, increase in consolidated profitability and Group's plans for growth, the proposed remuneration is commensurate with the industry standards and Board Level positions held in similar sized and similarly positioned businesses. The appointee is a resident of India.

7. **Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial personnel or other director, if any:** Except drawing remuneration as Managing Director and shareholding in the Company, he does not have any pecuniary relationship whether directly or indirectly with the Company. He is not relative of any other Managerial personnel or Director of the Company, however, he is part of the Promoter Group of the Company.

III. Other information:

1. Reasons for inadequate profits

The Company is a holding company of a number of cement producing companies, including Dalmia Cement (Bharat) Limited, Dalmia Cement (North East) Limited, Dalmia Bharat Green Vision Limited and Alsthom Industries Limited. As the cement business is in the subsidiaries, on stand-alone basis the profits are inadequate, however, on a consolidated basis, the profits are adequate.

On standalone basis, the Revenue from Operations increased from Rs. 202 Crore in FY'25 to Rs. 361 Crore in FY'26, however, the Net Profit after Tax of the Company reduced in FY'26 (Rs. 141 Crore) compared to FY'25 (Rs. 190 Crore). On a consolidated basis, the Company's Revenue from Operations increased from Rs. 13,980 Crore in FY'25 to Rs. 14,804 Crore in FY'26 and the EBIDTA increased from Rs. 2,407 Crore in FY'25 to Rs. 3,083 Crore in FY'26 registering growth of 28%. Profit Before Tax increased from Rs. 817 Crore to Rs. 1,450 Crore in the same period registering growth of 77% and the Profit After Tax increased from Rs. 699 Crore to Rs. 1,157 Crore in the same period registering increase of 65%.

2. Steps taken or proposed to be taken for improvement

At the consolidated level, the Company has increased its installed capacity which may result in better performance and may yield better dividends at the stand-alone basis.

3. Expected increase in productivity and profits in measurable terms

While the Company does not give guidance about future profitability, however, as mentioned in previous paras, the Company may expect better performance in FY26-27 and FY27-28 owing to increased installed capacity.

IV. DISCLOSURES:

Details of remuneration of Directors, required to be disclosed under the Corporate Governance section of the Board's Report, were disclosed in the Board's Report forming part of the Integrated Annual Report for Financial Year 2025-26 of the Company.

Disclosure pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) is given at the end of this statement.

Item No. 2:

The Members of the Company at the 10th Annual General Meeting held on June 30, 2023 ("10th AGM"), had re-appointed Mr. Puneet Yadu Dalmia (DIN: 00022633) as the Managing Director of the Company for a period of five (5) years effective from October 30, 2023 to October 29, 2028. However, in terms of section II of Part II of Schedule V to the Companies Act, 2013, the remuneration payable to Mr. Puneet Yadu Dalmia in the case of absence or inadequacy of profits was approved for a period of three (3) years only w.e.f. October 30, 2023 to October 29, 2026. Accordingly, approval of the Members, pursuant to Section 197 of the Companies Act, 2013 read with Schedule V thereto, read with Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 (**"Listing Regulations"**), is now being sought for payment of remuneration to Mr. Puneet Yadu Dalmia for the remaining period of two years i.e. from October 30, 2026 to October 29, 2028 as Managing Director of the Company.

Remuneration

The remuneration proposed to be paid to Mr. Puneet Yadu Dalmia for the remaining period of two years (from October 30, 2026 to October 29, 2028) of his term shall be the same as was approved by the Members of the Company at the 10th AGM, which is as under:

Salary	**Amount per month (in Rs)**
a) Basic Pay	1,17,91,667
b) Special Pay	44,66,667
Total Salary	**1,62,58,334**

Allowances and Perquisites: In addition to the Salary, the Managing Director shall be eligible for the following allowances and perquisites not exceeding 15% of Salary, as may be decided by the Board from time to time, and shall be valued as per Income Tax Act, including the following:

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

Fees in respect of clubs/ Professional Bodies/Associations of which the Managing Director is a member shall be reimbursed at actuals or paid directly by the Company.

(ii) Car:

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

(iii) 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.

(iv) 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 being retiral benefits 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.

(v) Communication facilities at residence:

Communication facilities (including telephone, mobile and broadband etc) at residence for official purposes, which shall not be considered as perquisites.

(vi) Medical reimbursement:

Medical facilities /expenses for self and family at actuals, which shall not be considered in the limits of allowances and perquisites.

(vii) Any other perquisite as may be allowed as per Company Rules

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 15% of the Salary, on an annualised basis. In case increment is not given in any year, he shall be entitled for cumulative increment in subsequent year.

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, subject to the availability of profits of the Company on stand-alone basis and the limits prescribed under the Act

Remuneration in the event of absence or inadequacy of profits: In the event of absence or inadequacy of profits in any financial year, during the currency of the tenure, Mr. Puneet Yadu Dalmia, shall be paid remuneration comprising the Salary, Allowances, perquisites and other facilities (Communication & medical) as specified above as enhanced by the increments, as approved by the Board of Directors of the Company from time to time.

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.

The Nomination and Remuneration Committee, Audit Committee and Board have considered the performance of the appointee, industry benchmarks, the Company's scale of operations and Schedule V requirements while recommending the proposed remuneration and on the recommendations made by the Nomination and Remuneration Committee and Audit Committee, the Board of Directors of the Company at its meeting held on September 16, 2026 have approved the payment of remuneration as detailed above, subject to approval of the members.

Since the commencement of his term from October 30, 2023, Mr. Puneet Yadu Dalmia has not received any annual increment till date. The proposed remuneration mentioned hereinabove, payable from October 30, 2026 to him, does not propose any increment for the FY 2026-27.

Statement required under section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at item No. 2 is given hereunder.

Except Mr. Puneet Yadu Dalmia and Mr. Yadu Hari Dalmia (father of Mr. Puneet Yadu Dalmia), none of the other Directors of the Company or the Key Managerial Personnel or their relatives are financially or otherwise interested in the Resolution set out at Item No. 2 of the accompanying Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 2 of the accompanying Notice for the approval of the Members 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:

1. **Nature of Industry:**

   The Company renders management services to various companies and derives management service fee from them. The Company's operating subsidiaries are engaged in manufacturing and selling of cement.

2. **Date of commencement of commercial production**:

   The Company was incorporated on July 12, 2013 and the Company obtained certificate of commencement of business on September 12, 2013.

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	2023-24		2024-25		2025-26	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Revenue from Operations	130	14691	202	13980	361	14804
Profit/Loss before tax	123	1070	205	817	156	1450
Profit/Loss after tax	112	853	190	699	141	1157

5. **Foreign investments or collaborations, if any:**

   Foreign investment (comprising Foreign Portfolio Investors and NRIs) in the Company as at September 11, 2026 was around 7.51%. No foreign collaboration is involved.

II. Information about the appointee (Mr. Puneet Yadu Dalmia):

1. **Background details:**

   Mr. Puneet Yadu Dalmia, Managing Director & CEO, holds a B.Tech. Degree from the Indian Institute of Technology, Delhi and PGDBA (gold medalist) from the Indian Institute of Management, Bangalore in Strategy and Marketing. Mr. Puneet Yadu Dalmia conceptualised the growth strategy and governance architecture of the Group to focus on its core businesses and is spearheading the growth plans for the Group.

2. **Past remuneration:**

Mr. Puneet Yadu Dalmia is a Managing Director & CEO of the Company and drew the following remuneration during the financial year 2025-26:

Sl. No.	Name of the Company	Position	**Remuneration** *(including perquisites and retirals)* (Rs in Crore)
1	Dalmia Bharat Limited	Managing Director & CEO	23.56

3. **Recognition or award**:

- the EY Entrepreneur of the Year 2017 in the Manufacturing Category;
- the Lakshmipat Singhania - IIM, Lucknow, National Leadership Award in the Business Category from the President of India in 2019; and
- Awarded the Business Today Best Cement CEO Award for 2023.

4. **Job profile & suitability**:

Mr. Puneet Yadu Dalmia has rich experience in the Cement Industry and has been in the leadership role and spearheading the strategic growth of the Company.

5. **Remuneration proposed:**

The proposed remuneration has been detailed hereinabove, for approval of the Members. The remuneration as stated above, shall be paid 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:**

Considering the position held and the responsibility of the Managing Director as well as the enhanced business activities of the Company and its subsidiaries, increase in consolidated profitability and Group's plans for growth, the proposed remuneration is commensurate with the industry standards and Board Level positions held in similar sized and similarly positioned businesses. The appointee is a resident of India.

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

Mr. Puneet Yadu Dalmia is son of Mr. Yadu Hari Dalmia, Non-executive Chairman and Promoter of the Company. Except drawing remuneration and shareholding in the Company, he does not have any pecuniary relationship directly or indirectly with the Company. Except as stated above, he is not a relative of any other Managerial Personnel or Director of the Company, however, he is part of the Promoter Group of the Company.

III. Other information:

1. **Reasons for inadequate profits**

   The Company is a holding company of a number of cement producing companies, including Dalmia Cement (Bharat) Limited, Dalmia Cement (North East) Limited, Dalmia Bharat Green Vision Limited and Alsthom Industries Limited. As the cement business is in the subsidiaries, on stand-alone basis the profits are inadequate, however, on a consolidated basis, the profits are adequate.

   On standalone basis, the Revenue from Operations increased from Rs. 202 Crore in FY'25 to Rs. 361 Crore in FY'26, however, the Net Profit after Tax of the Company reduced in FY'26 (Rs. 141 Crore) compared to FY'25 (Rs. 190 Crore). On a consolidated basis, the Company's Revenue from Operations increased from Rs. 13,980 Crore in FY'25 to Rs. 14,804 Crore in FY'26 and the EBIDTA increased from Rs. 2,407 Crore in FY'25 to Rs. 3,083 Crore in FY'26 registering growth of 28%. Profit Before Tax increased from Rs. 817 Crore to Rs. 1,450 Crore in the same period registering growth of 77% and the Profit After Tax increased from Rs. 699 Crore to Rs. 1,157 crore in the same period registering increase of 65%.

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

   At the consolidated level, the Company has increased its installed capacity which may result in better performance and may yield better dividends at the stand-alone basis.

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

   While the Company does not give guidance about future profitability, however, as mentioned in previous paras, the Company may expect better performance in FY26-27 and FY27-28 owing to increased installed capacity.

IV. DISCLOSURES:

Details of remuneration of Directors, required to be disclosed under the Corporate Governance section of the Board's Report, were disclosed in the Board's Report forming part of the Integrated Annual Report for Financial Year 2025-26 of the Company.

Disclosure pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) is given at the end of this statement.

Dalmia Bharat LIMITED

Disclosure relating to Director(s) pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings (SS-2)

Name of the Director	**Mr. Gautam Dalmia**	**Mr. Puneet Yadu Dalmia**
Director Identification Number	00009758	00022633
Date of Birth	January 16, 1968	October 15, 1972
Age	58 Years	53 Years
Date of Appointment	Director on the Board since October 30, 2018. Present term of five years as a Managing Director commenced w.e.f. October 30, 2023.	Director on the Board since October 30, 2018. Present term of five years as a Managing Director & CEO commenced w.e.f. October 30, 2023.
Qualification	B.S, M.S. in Electrical Engineering from Columbia University	B. Tech. from IIT, Delhi and PGDBA from IIM, Bangalore
Experience & Expertise in specific functional area	He has around three decades of experience in the cement and sugar industries.	He has around two and a half decades 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.
Profile of the Director	Mr. Gautam Dalmia holds B.S. and M.S. degrees in Electrical Engineering from Columbia University. 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 PGDBA (gold medalist) from the Indian Institute of Management, Bangalore in Strategy and Marketing. 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.
Terms & Conditions of re-appointment along with details of remuneration sought to be paid and last drawn by him	The proposed resolution is for payment of remuneration to Mr. Gautam Dalmia for the remaining period of two years, out of his five-year term as Managing Director. Details of remuneration paid to him and proposed to be paid are given in the explanatory statement.	The proposed resolution is for payment of remuneration to Mr. Puneet Yadu Dalmia for the remaining period of two years, out of his five-year term as Managing Director. Details of remuneration paid to him and proposed to be paid are given in the explanatory statement.
Shareholding in the Company as on date	7 Equity Shares	Nil

Name of the Director	Mr. Gautam Dalmia	Mr. Puneet Yadu Dalmia
Relationship with other Directors and KMPs of the Company	None	Mr. Puneet Yadu Dalmia is son of Mr. Yadu Hari Dalmia (Non-executive Chairman)
Name of listed entities from which the person has resigned in the past three years	Nil	Piramal Enterprises Limited *(since merged with Piramal Finance Limited)*
No. of meetings of Board attended during the year 2025-26 (attended/held)	5/6	6/6
List of other Companies in which directorship held	Dalmia Bharat Sugar and Industries Limited Indian Energy Exchange Limited Dalmia Cement (Bharat) Limited Sita Investment Company Limited Indian Gas Exchange Limited Mobius Knowledge Services Private Limited Mobius365 Data Services Private Limited Rama Investment Co Private Limited Xtract.io Technology Solutions Private Limited Eagle Agrotech Holdings Limited (*UAE Company*) Eagle Agrotech Tanzania Limited (*Tanzania Company*) Inhabitr Inc. (*US Company*)	SRF Limited Dalmia Cement (Bharat) Limited RLJ Family Trusteeship Private Limited SKLNJ Family Trustee Private Limited RANDR Trustee Private Limited RRJ Family Trustee Private Limited Foundation for Pluralistic Research & Empowerment* Federation for Indian Chamber of Commerce & Industry (FICCI)* Sangam Foundation for Technology Solutions* *(*section 8 companies)*
Chairman/ Member of the Committees of Board of Directors of other Indian Companies	**Dalmia Cement (Bharat) Limited:** - Member - Sustainability & Risk Management Committee - Member - Finance Committee - Member - Corporate Social Responsibility Committee **Dalmia Bharat Sugar and Industries Limited:** - Member - Stakeholder Relationship Committee - Member - Finance Committee	**SRF Limited:** - Chairperson - Nomination & Remuneration Committee. **Dalmia Cement (Bharat) Limited:** - Member - Corporate Social Responsibility Committee. - Member - Sustainability and Risk Management Committee. - Member - Finance Committee.

Name of the Director	Mr. Gautam Dalmia	Mr. Puneet Yadu Dalmia
	- Member - Corporate Social Responsibility Committee **Indian Energy Exchange Limited:** - Member - Enterprise Risk Management Committee - Member - Nomination & Remuneration Committee - Member - Investment Committee **Indian Gas Exchange Limited:** - Member - Nomination & Remuneration Committee	

Place: New Delhi
Date: September 16, 2026

By Order of the Board of Directors
For Dalmia Bharat Limited

Rajeev Kumar
Company Secretary
Membership No.: F5297
Registered Office:
Dalmiapuram, Lalgudi, Dist. Tiruchirappalli- 621651, Tamil Nadu