

DALMIA CEMENT (BHARAT) LIMITED

Registered Office: Dalmiapuram - 621651, Distt. Tiruchirapalli, Tamil Nadu, India

Phone No.: 04329-235132, Fax: 04329-235111

CIN: U65191TN1996PLC035963, Website: www.dalmiacement.com,

Email: corp.sec@dalmiabharat.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirtieth (30th) Annual General Meeting of the Members of the Company will be held at the Registered Office of the Company at the Community Centre Premises, Dalmiapuram - 621651, District Tiruchirappalli, Tamil Nadu, India, on Tuesday, June 30, 2026 at 10.30 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report(s) of the Directors' and the Statutory Auditors thereon; and
 - (b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of the Statutory Auditors thereon.
2. To consider and appoint a director in place of Mr. Gautam Dalmia (DIN: 00009758), who retires by rotation and being eligible, offers himself for re-appointment.

3. To consider and appoint a director in place of Mr. Mahendra Singhi (DIN: 00243835), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To consider, and if thought fit to pass, with or without modification(s), the following Resolution for ratification of remuneration of cost auditors for financial year 2026-27, as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of section 148 and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration of M/s R. J. Goel & Co., Cost Accountants, (Firm Registration No. 000026), appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2026-27, amounting to Rs. 9,81,000/- (Rupees Nine Lakh Eighty One Thousand only) besides applicable taxes and reimbursement of travel and other out of pocket expenses to be incurred by them for the purposes of cost audit be and is hereby ratified."

By Order of the Board
For Dalmia Cement (Bharat) Limited

Place: New Delhi
Dated: May 23, 2026

(Manisha Bansal)
Company Secretary

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 behalf. Proxy need not be a member of the Company. Proxy form, duly stamped and signed, 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. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution passed pursuant to Section 113 of the Companies Act, 2013 (the "**Act**") authorizing such representative to attend and vote on their behalf at the Meeting.
3. An Explanatory Statement pursuant to Section 102 of the Act is enclosed.
4. Members are requested to notify immediately the change in their address, if any, to the Depository Participant (in case shares are held in demat form) or Registrar and Share Transfer Agent/Registered Office of the Company (in case shares are held in physical form). Any communication with the Company will be greatly facilitated, only if the Folio number is quoted in the correspondence(s).
5. All documents mentioned in this notice or accompanying explanatory statement shall remain open for inspection of members at the registered Office between 10.00 AM to 5.00 PM on all working days from June 8 to June 30, 2026.
6. Proxy form, attendance slip and the route map of the venue of the Annual General Meeting are annexed hereto.

EXPLANATORY STATEMENT

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

Item No. 4:

In terms of Section 148 of the Companies Act, 2013 (the "Act"), the Board of Directors of the Company, in its meeting held on May 23, 2026, on the recommendations of the Audit Committee, has appointed M/s. R. J. Goel & Co., Cost Accountants, as the Cost Auditors of the Company for the financial year 2026-27 to audit the cost records of the Company.

The Board has also approved and recommended a remuneration of Rs. 9,81,000/- (Rupees Nine Lakh Eighty One Thousand Only) besides applicable taxes and reimbursement of travelling and other out of pocket expenses payable to the Cost Auditors for

conducting the Cost Audit subject to ratification by the members in terms of section 148(3) of the Act.

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. 4 of this notice.

The Board of Directors has recommended the resolution set out at item no. 4 of this notice for the approval of the members by way of **Ordinary Resolution**.

By Order of the Board
For Dalmia Cement (Bharat) Limited

Place: New Delhi
Dated: May 23, 2026

(Manisha Bansal)
Company Secretary

DALMIA CEMENT (BHARAT) LIMITED

Registered Office: Dalmiapuram – 621651, Distt. Tiruchirapalli, Tamil Nadu, India

CIN: U65191TN1996PLC035963, Tel No.: 011-22465100, Fax: 011-23313303

Website: www.dalmiacement.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..... resident of being member(s) of Dalmia Cement (Bharat) Limited (the
“**Company**”), holding Shares of the 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 30th Annual General Meeting of the Company to be held on Tuesday, **June 30, 2026 at 10.30 A.M.** at the registered office of the Company at Community Centre Premises at Dalmiapuram - 621651, District Tiruchirapalli, Tamil Nadu, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Agenda Item	Vote in Favour	Vote Against
No. 1		
No. 2		
No. 3		
No. 4		

Signed thisday of 2026



(Signature of proxy holder(s))

(Signature of shareholder(s))

Affix One Rupee Revenue Stamp

Note: Proxy form, duly completed, must reach the Company's Registered Office at least 48 hours before the commencement of the Meeting.

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ATTENDANCE SLIP

(Please complete this attendance slip and hand over at the Venue of the Annual General Meeting)

I, hereby record my presence at the **30th Annual General Meeting** of Dalmia Cement (Bharat) Limited held on Tuesday, **June 30, 2026 at 10.30 A.M.** at the Registered office of the Company at Community Centre Premises at Dalmiapuram - 621651, District Tiruchirapalli, Tamil Nadu, India.

Name	
Address	
Email ID	
Folio no.	
No. of shares held	

I certify that I am the registered shareholder / proxy for the registered shareholder of the Company.

(Signature of member / proxy)

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Road map to the venue of Annual General Meeting of Dalmia Cement (Bharat) Limited

