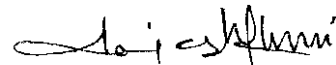


ANNUAL REPORT 2009-10

Certified True Copy of Balance Sheet and other Documents attached to the Balance Sheet, Directors' Report, Auditors Report, etc., of the Company for the year ended 31st March 2010 placed before the Shareholders and adopted by them at the Annual General Meeting held on 27th August, 2010

CERTIFIED TO BE TRUE COPY
For Dalmia Bharat Enterprises Limited


Director

Dalmia Bharat Enterprises Limited

DALMIA BHARAT ENTERPRISES LIMITED

11th Floor, Hansalaya,
15, Barakhamba Road,
New Delhi 110 001
Phone : 011-23310121

NOTICE

NOTICE is hereby given that the Fifth Annual General Meeting of the Members of the Company will be held at the Registered Office of the Company at Dalmiapuram, Distt. Tiruchirapalli, Tamil Nadu on Friday, the 27th Day of August, 2010 at 2.00 P. M. to transact the following business:

As Ordinary Business

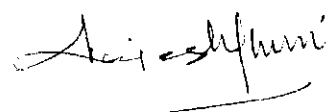
1. To consider and adopt Profit and Loss account for the year ended 31st March, 2010, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri B.B. Mehta, who retires by rotation and is eligible for re-appointment.
3. To consider and, if thought fit, to pass with or without modification, the following Resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to Section 224 and other applicable provisions of the Companies Act, 1956 M/s. S.S. Kothari Mehta & Co., Chartered Accountants, New Delhi (Firm Registration No.-000756N) be and are hereby appointed as auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on payment of such remuneration, including traveling and other out of pocket expenses as may be incurred by them for the purposes of conducting the audit, as may be decided by the Board of Directors of the Company or any Committee thereof."

As Special Business

4. To consider and, if thought fit, to pass with or without modification, the following Resolution as an **SPECIAL RESOLUTION**:

"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT in terms of the provisions of Section 31 and other applicable provisions, if any, of the Companies Act 1956, consent of the Company be and is hereby accorded for modifying the existing Article 12 and Article 13 in the Articles of Association of the Company as under:



DALMIA BHARAT ENTERPRISES LIMITED

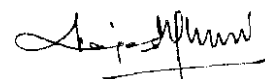
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- a) In Article 12, the words commencing with the words "but in respect of " and ending with the words " not exceeding Re 1" shall be deleted.
 - b).In Article 13, the words commencing with the word "For every such new certificate" and ending with the words "a sum not exceeding Re 1" shall be deleted.
5. To consider and, if thought fit, to pass with or without modification, the following Resolution as an **SPECIAL RESOLUTION**:

"RESOLVED THAT in supersession of all the earlier Resolution passed in this behalf, the consent of the Company be and is hereby accorded pursuant to section 372A and other applicable provisions of the Companies Act, 1956 to the Board of Directors of the Company for making any loan to any other body corporate, give any guarantee, or provide security, in connection with a loan made by any other person to, or to any other person by, anybody corporate and acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed under the said section, provided, however, that the aggregate of the loans, guarantees, securities and investments provided/made by the Company does not exceed the maximum aggregate limit of Rs. 700 Crores at any one time."

6. To consider and, if thought fit, to pass with or without modification, the following Resolution as an **SPECIAL RESOLUTION**:

"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT pursuant to the provisions of Section 81(1A)(a) and all other applicable provisions of the Companies Act, 1956, (including any statutory modification or re-enactment thereof for the time being in force) (hereinafter referred to as the "Act"), and provisions of all other applicable laws and regulations applicable thereunder, provisions in the Memorandum of Association and Articles of Association of the Company and subject to all applicable approvals of all the concerned statutory and other authorities and to the extent necessary and such other approvals, consents, permissions, sanctions and the like, as may be necessary, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, sanctions and the



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like, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which shall include a duly authorised Committee thereof for the time being exercising the powers conferred upon it by the Board), the consent, permission and approval of the Company be and is hereby accorded to the Board to offer, issue and allot 8,09,39,303 Equity Shares of Rs. 2/- each to persons other than the existing shareholders of the Company in terms of the Scheme of Arrangement between the Company, Dalmia Cement (Bharat) Limited, Avnija Properties Limited and DCB Power Ventures Limited approved by the Madras High Court vide their Orders dated 29-7-2010, resulting to an increase in the issued and paid-up capital of the Company by Rs 16.19 Crore."

"RESOLVED FURTHER THAT the Equity Shares to be issued by the Company pursuant to this Resolution shall rank pari-passu with all existing Equity Shares of the Company in all respects including rights in relation to dividends which may be declared on or after the date of allotment ".

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised on behalf of the Company to take all actions including issue and allotment of Equity Shares and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable for such purpose, and with power on behalf of the Company to agree, make, accept all such terms, conditions as it may deem fit, including conditions, modifications and alterations stipulated or required by any relevant authority or by their bye-laws, rules, regulations or guidelines and the Board is also hereby authorised to resolve and settle any question, difficulty or doubts that may arise in regard to the offer/issue, allotment of Equity Shares, to finalise and execute all agreements, documents and writings and to do all such other acts, deeds, matters and things in this connection and incidental as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have given approval thereto expressly under the authority of this Resolution."

