

DALMIA BHARAT LIMITED

(formerly known as Odisha Cement 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

NOTICE

NOTICE is hereby given that the Sixth 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 Lalgudi Dist. Tiruchirappalli, Tamil Nadu 621651, on Friday, August 30, 2019 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, 2019, and the Reports of the Directors' and Auditors thereon; and (b) audited Consolidated Financial Statements for the year ended March 31, 2019 and the Report of the Auditors thereon.
2. To declare a final dividend of Rs. 2/- (100%) per equity share of Rs. 2/- each for the financial year ended March 31, 2019.
3. To consider and appoint Dr. Niddodi Subrao Rajan (DIN: 07339365) as a Director in place of Mr. Dharmendar Nath Davar, who retires by rotation and did not offer himself for re-appointment.

SPECIAL BUSINESS

4. 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 139 and all other applicable provisions of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including statutory modifications or re-enactment thereof, for the time being in force), consent of the shareholders be and is hereby accorded for payment of audit fees to M/s. S.S. Kothari Mehta & Co., Chartered Accountants, (Firm Regn. No. 000756N), the Statutory Auditors of the Company, for the financial year ended March 31, 2019 amounting to Rs. 11,25,000/- (excluding applicable taxes and reimbursement of travelling and other out of pocket expenses incurred by them for the purpose of audit) and the audit fees for the remaining term (i.e. for financial year 2019-20 and 2020-21) shall be fixed by the Audit Committee from year to year in consultation with the Statutory Auditors."

By Order of the Board

Place: New Delhi.
Dated: August 1, 2019

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. The relevant details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") of persons seeking appointment as Director is also annexed.
3. If a Person is appointed as Proxy for more than 50 Members, he shall choose any 50 Members and confirm the same to the Company 24 hours before the commencement of the Meeting. In case, the Proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.
4. Proxy holder shall prove his identity at the time of attending the Meeting. A Proxy Form which does not state the name of the Proxy shall be considered invalid.
5. Corporate members intending to send their authorised representatives to attend the meeting pursuant to Section 113 of Companies Act, 2013 ("the Act") are requested to send to the Company a certified copy of the Board resolution authorising their representatives to attend and vote on their behalf at the meeting.
6. Proxy Form(s) and certified copy of Board resolution(s) authorising representative(s) to attend and vote at the meeting shall be sent to the registered office of the Company and addressed to the "Secretarial Department".
7. The Register of members of the company will remain closed from August 24, 2019 to August 30, 2019 (Both days inclusive).
8. The dividend, as recommended by the Board of Directors, if approved at the meeting, will be paid on or after September 02, 2019 to those Members or their mandates whose names are registered in the Company's Register of Members:
 - a) as Beneficial Owners as at the end of business on August 23, 2019 as per the lists to be furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") in respect of the shares held in electronic form,
 - b) as Members in the Register of Members of the Company in physical form which are maintained with the Company's Registrar & Transfer Agent ("RTA") viz. Karvy Fintech Private Limited having their address at Karvy Selenium, Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Nanakramguda, Hyderabad – 500 032 on August 23, 2019.
 - c) Equity shares that may be allotted upon exercise of stock options granted under the DBL ESOP-2018 before the book closure date shall rank pari passu with the existing equity shares and shall also be entitled to receive the dividend, if approved at the Meeting.
9. Members are requested to notify immediately the change in their address, if any, to the Registrars and Share Transfer Agents/ Registered Office of the Company. Any communication with the Company will be greatly facilitated, if the Folio number is quoted in all correspondence.
10. 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.
11. The Company has made arrangements with M/s Karvy Fintech Private Limited for providing remote e-voting facility through electronic means the details of which are mentioned on the reverse of the covering letter.
12. 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.
13. 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 Jayamkundan from the Chattram Bus Stand, Tiruchirapalli. A route map is attached at the end of this notice.

EXPLANATORY STATEMENT

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

Item No. 3:

Mr. Dharmendar Nath Davar, who retires by rotation at the ensuing Annual General Meeting did not offer for re-appointment due to his health. The Board of Directors on recommendation of the Nomination and Remuneration Committee, has recommended to the shareholders for appointment of Dr. Niddodi Subrao Rajan (DIN: 07339365), aged about 58 years, as Director in place of Mr. Davar.

Dr. Niddodi Subrao Rajan 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. Dr. Niddodi Subrao Rajan shall be a non-executive member of the Board and will be liable to retire by rotation.

Dr. Niddodi Subrao Rajan is a graduate in Economics from Loyola College, Chennai, a post-graduation in business management from XLRI, Jamshedpur, and got PhD from IIT Delhi, in the field of Leadership. During his three and half decade of experience he served the IDFC Foundation as CEO, as Group CHRO & Chief Marketing Officer of IDFC Bank, as a Director on the Boards of DITMS (a joint venture of IDFC and the Government of Delhi) and IDeck (a joint venture of IDFC with the Government of Karnataka). Prior to IDFC Bank, Dr Rajan was member of the Group Executive Council and the Group CHRO at Tata Group and partner and global leader at Ernst & Young.

The Board recommends the resolution at item no. 3 of the Notice of the Annual general Meeting for approval by the members of the Company.

Except Dr. Niddodi Subrao Rajan, 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. 3.

Item No. 4:

M/s S.S. Kothari Mehta & Co, the Statutory Auditors were acting as statutory auditors of erstwhile Dalmia Bharat Limited at an audit fees of Rs. 11,25,000/-. M/s S.S. Kothari Mehta & Co were also appointed by the members at the Annual General Meeting held for financial year 2016-2017 of erstwhile Odisha Cement Limited for a term of five years. Odisha Cement Limited was renamed to Dalmia Bharat Limited (the Company) pursuant to the Scheme of Arrangement and Amalgamation ('Scheme'). On implementation of the Scheme erstwhile Dalmia Bharat Limited was amalgamated with the Company. The scope of Audit as well as volume of activities of the Company became at par with erstwhile Dalmia Bharat Limited. Keeping in view the above, the Board of Directors on recommendation of Audit Committee considered and recommended to fix/approve the Statutory Audit fees of the Statutory Auditors for the financial year ended March 31, 2019 to Rs. 11,25,000/- and authorise the Audit Committee to fix the audit fees for their remaining term i. e. for FY 2019-20 and FY 2020-21, in consultation with the Statutory Auditors.

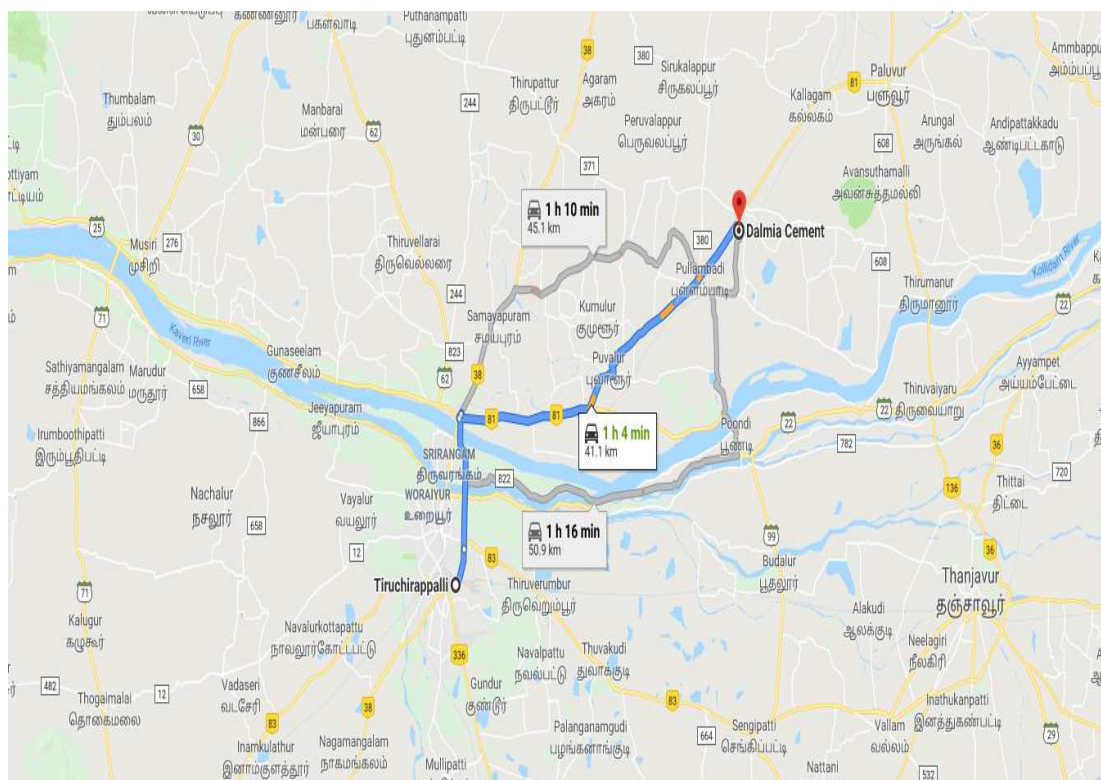
The Directors recommend the Resolution proposed in the Notice for consideration and approval of the shareholders.

None of the Directors or Key Managerial Personnel is interested or concerned in the resolution set out at item No. 4.

DETAILS OF DIRECTOR SEEKING APPOINTMENT AT THE 6th ANNUAL GENERAL MEETING

Name of the Director	Dr. Niddodi Subrao Rajan
Director Identification Number	07339365
Date of Birth	November 11, 1961
Date of Appointment	August 30, 2019 (Non-Executive and rotational)
Qualification	Graduate in Economics, Post-Graduate in business management from XLRI, Jamshedpur, and PhD from IIT Delhi in leadership.
Experience & Expertise in specific functional area	He has varied and rich experience of over three decades in the field of HR, Business Management and leadership.
Profile of the Director	<p>Dr. NS Rajan is the CEO of IDFC Foundation and the erstwhile Group CHRO & Chief Marketing Officer of IDFC Bank since May 2016. He serves as a Director on the Boards of DITMS (a joint venture of IDFC and the Government of Delhi) and IDEck (a joint venture of IDFC with the Government of Karnataka). Dr Rajan's three and half decades of work experience spans industry and consulting, in both line and staff functions.</p> <p>Prior to IDFC Bank, Dr Rajan was member of the Group Executive Council and the Group CHRO at Tata Sons, reporting to the Group Chairman. He also facilitated the areas of Board Effectiveness and Corporate Governance, for companies across the group. While at Tata Sons, Dr. Rajan served as Director on the boards of Indian Hotels (Taj group of hotels) and Tata Services.</p> <p>Dr. Rajan was the former partner and global leader, people and organisation at Ernst & Young. Dr. Rajan joined E&Y in 2001 as people and organisation (P&O) practice leader for India. He built the practice in India from scratch to a leading market position today. He was selected to become the leader of the global P&O practice with a mandate to develop and grow the footprint of its HR advisory services worldwide. His expertise spans the entire value chain of HR, and has rendered consulting services to diverse range of clients.</p> <p>Dr. Rajan is the former national president of the National HRD Network, the country's premier association of the HR fraternity and has also served as a member of 'Confederation of Indian Industry' national committees. Dr. Rajan has received accolades such "HR Professional of the Year" in 2008 by National HRD Network, "Outstanding HR Leadership by Hindustan Times HR Leadership Awards, 2012". XLRI, his alma mater, conferred on him the prestigious "Distinguished Alumni" recognition in 2015 and is now a member of the XLRI Board of Governors.</p> <p>He authored "Quote Me If You Can", a compilation of his reflections on corporate life and beyond. An avid writer, blogger, Rajan has been recognised by SHRM to be amongst the Top 10 HR social media influencers in India. He has been cited in many academic texts on HR and is a visiting faculty at premier business schools. Dr. Rajan has been researching 'Happiness at Work' for the past two decades and is currently penning a book on this subject.</p>
Terms & Conditions of re appointment along with details of remuneration sought to be paid and last drawn by him	Dr. Niddodi Subrao Rajan is Non-executive rotational Director of the Company. Please refer resolution No. -3 and explanatory statement in respect of Resolution No.-3 for terms and conditions of his appointment.
Shareholding in the Company as on date	NIL
Relationship with other Directors and KMPs of the Company	NIL
No. of meetings of Board attended during the year	NA
List of Companies in which outside directorship held	NIL
Chairman/Member of the Committees of Board of Directors of Indian Companies	NIL

ROUTE MAP FOR THE VENUE OF ANNUAL GENERAL MEETING OF THE COMPANY HELD ON FRIDAY AUGUST 30, 2019 AT 10:30 A.M. AT THE COMMUNITY CENTRE PREMISES, DALMIAPURAM, LALGUDI, DISTT. TIRUCHIRAPPALLI, TAMIL NADU-621651





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(Registered Office: Dalmiapuram Lalgudi Dist. Tiruchirappalli, Tamil Nadu 621651)

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CIN L14200TN2013PLC112346 Website: www.dalmiabharat.com; 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 :

DPID :

I/We.....of..... being member(s) of Dalmia Bharat Limited (formerly known as 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 :

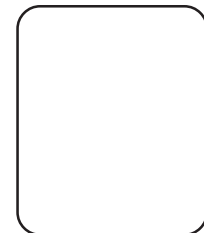
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Friday, the August 30, 2019 at 10.30 a.m. at Community Centre Premises at the Registered Office of the Company at Dalmiapuram - 621 651, District Tiruchirappalli, Tamil Nadu and at any adjournment thereof in respect of such resolutions as are indicated below:

Agenda item	Vote*
No. 1	
No. 2	
No. 3	
No. 4	

Signed this..... day of, 2019

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.

REGISTERED PARCEL

To,

Dalmia Bharat Limited
(formerly known as Odisha Cement Limited)
Dalmiapuram-621 651
Dist. Tiruchirapalli
Tamil Nadu

ANNUAL^{*} REPORT

2018 - 2019

* Prepared as per the Integrated Reporting Framework

Disclaimer/forward-looking statement

In this integrated report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements – written and oral – that we periodically make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion on future performance.

We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

Unless defined/provided otherwise elsewhere in this Integrated Report, the term "Dalmia Bharat"/"the Group" mentioned in this Integrated Report refers collectively to the Company, its subsidiaries, step down subsidiaries, joint venture companies and associate companies.

Contents

03

Performance
snapshot

06

Integrated value chain
at Dalmia Bharat

12

From the Managing
Director's desk

16

Operational review

20

Corporate
snapshot

22

Dalmia Bharat's
history

26

Our products

30

Stakeholder engagement
process

36

Management discussion
and analysis

44

Financial
Capital

52

Natural
Capital

60

Human
Capital

68

Intellectual
Capital

78

Manufactured
Capital

86

Social and Relationship
Capital

97

Directors'
Report

119

Report on Corporate
Governance

137

Business
Responsibility Report

144

Standalone financial
statement

200

Consolidated financial
statement