



*newthink! cement! sugar! refractories! power!*

*JK*

ND/SY/7505

13-10-2016

National Stock Exchange of India Limited  
"Exchange Plaza", 5<sup>th</sup> Floor  
Plot No. C-1, G Block  
Bandra Kurla Complex,  
Bandra (East), Mumbai-400051  
NSE Scrip Code- DALMIABHA

The Stock Exchange, Mumbai,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai -400001

BSE Scrip Code -DALMIABHA (533309)

Dear Sirs,

**Re: Quarterly Compliance Report on Corporate Governance**

Please find enclosed herewith quarterly and half-yearly compliance report on Corporate Governance in the prescribed format for the quarter ended on 30-9-2016 in accordance with Clause 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours faithfully,  
For **Dalmia Bharat Limited**

*Nidhi B*  
(Nidhi Bisaria)  
Company Secretary

Encl: as stated

**Dalmia Bharat Limited**

11th & 12th Floors, Hansalaya Building, 15, Barakhamba Road, New Delhi-110 001, India  
t 91 11 23465100 f 91 11 23313303 w www.dalmiabl.com CIN : L40109TN2006PLC058818  
Registered Office : Dalmiapuram, Dist. Tiruchirapalli, Tamil Nadu-621 651, India  
A **Dalmia Bharat Group** company, www.dalmiabharat.com

## Quarterly Corporate Governance Report

1. Name of Listed Entity : Dalmia Bharat Limited

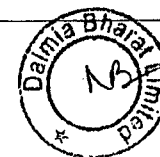
2. Quarter ending: 30<sup>th</sup> September 2016

## I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson/ Executive/Non-Ex ecutive/ independent/ Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)
Mr.	J.H. Dalmia	AADPD6753A/ 00009717	Executive	11-2-2011		3	1	-
Mr.	Y.H. Dalmia	AADPD6740M/ 00009800	Executive	11-2-2011		1	2	-
Mr.	Gautam Dalmia	AAFDP5252N/ 00009758	Non-Executive - Non-Independent	11-2-2011		3	2	-
Mr.	Puneet Yadu Dalmia	AGRPD5590K/ 00022633	Non-Executive - Non-Independent	11-2-2011		2	1	-
Mr.	N. Gopaldaswamy	AAGPG2558R/ 00017659	Non-Executive- Independent	30-8-2014	5 Years	3	10	2
Mr.	Pradip Kumar Khaitan	AFYPK7991R/ 00004821	Chairperson- Independent- Non-Executive	30-8-2014	5 Years	9	5	1
Mr.	Virendra Singh Jain	AAAPJ0512C/ 00253196	Non-Executive- Independent	30-8-2014	5 Years	1	2	1
Mr.	Jayesh Doshi	AAIPD3863G/ 00017963	Executive	30-3-2015		2	1	-
Ms.	Sudha Pillai	AENPP4151N/ 02263950	Non-Executive - Non-Independent	30-3-2015		4	5	-

\$ PAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

\*.To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



<b>II. Composition of Committees</b>		
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category(Chairperson/Executive/Non-Executive/independent/Nominee) \$</i>
1. Audit Committee	Mr. N. Gopaldaswamy Mr. P.K. Khaitan Mr. V.S. Jain	Chairperson - Non-Executive-Independent. Non-Executive- Independent. Non-Executive-Independent.
2. Nomination & Remuneration Committee	Mr. N. Gopaldaswamy Mr. P.K. Khaitan Mr. V.S. Jain	Chairperson-Non-Executive-Independent. Non-Executive- Independent. Non-Executive-Independent.
3. Stakeholders Relationship Committee'	Mr. V.S. Jain Mr. N. Gopaldaswamy Mr. Y.H. Dalmia Mr. Gautam Dalmia	Chairperson-Non-Executive-Independent Non-Executive-Independent Executive Non-Executive-Non-Independent
4. Corporate Social Responsibility Committee	Mr. V.S. Jain Mr. Y.H. Dalmia Mr. Gautam Dalmia	Chairperson-Non-Executive-Independent Executive Non-Executive-Non-Independent

&Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

### III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
18-5-2016	17-8-2016	90 days

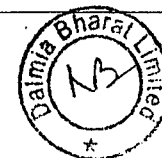
### IV. Meeting of Committees

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
17-8-2016	Yes (2 out of 3 members attended the Meeting)	18-5-2016	90 days

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

### V. Related Party Transactions

<b>Subject</b>	<b>Compliance Status (Yes/No/NA) refer note below</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes



**Note**

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. : Yes
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015: Yes
  - a. Audit Committee :Yes
  - b. Nomination & remuneration committee :Yes
  - c. Stakeholders relationship committee : Yes
  - d. Risk management committee (applicable to the top 100 listed entities) N.A
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes
5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: Yes

For Dalmia Bharati Limited




**Nidhi Bisaria**  
Company Secretary  
Date: 13-10-2016

**Note:**

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

**CORPORATE GOVERNANCE REPORT OF DALMIA BHARAT LIMITED FOR THE HALF YEAR ENDED AS ON  
30-9-2016**

<b>Affirmations</b>		
<b>Broad heading</b>	<b>DALMIA BHARAT LIMITED</b>	<b>Compliance status (Yes/No/NA)</b> <small>refer note below</small>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p><b>Note</b></p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>  Nidhi Bisaria  Company Secretary  Date : 13-10-2016</p>		



October 12, 2016

**Bombay Stock Exchange Limited**  
The Corporate Relationship Deptt.,  
1<sup>st</sup> Floor,  
New Trading Ring, Rotunda Building,  
P J Towers, Dalal Street, Fort,  
Mumbai-400001

The Manager  
Listing Department  
**National Stock Exchange of India Limited**  
"Exchange Plaza", C-1, Block G,  
Bandra – Kurla Complex  
Bandra (E)  
Mumbai – 400 051

**Re: Quarterly Compliance Report on Corporate Governance**

Dear Sir(s),

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached is the Compliance Report on Corporate Governance for the quarter ended September 30, 2016.

Thanking you,

For **OCL India Limited**

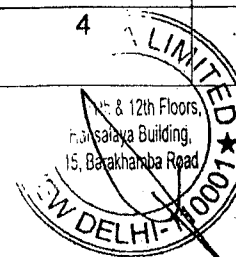


**Rachna Gupta**  
GM (Legal) & Company Secretary

**Corporate Governance Report**

1. Name of Listed Entity : OCL India Limited
2. Quarter ending: September 30, 2016

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN s & DIN	Category (Chairperson /Executive/ Non-Executive / independent/ Nominee) <sup>a</sup>	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)
Mr.	Pradip Kumar Khaitan	AFYPK7991R & 00004821	Chairperson - Non-Executive - Independent	08/08/2015	5 Years	9	5	1
Mr.	Gaurav Dalmia	ADYPD0151A & 00009639	Non-Executive	21/07/2010		3	2	1
Mr.	Gautam Dalmia	AAFPD5252N & 00009758	Non-Executive	01/04/2015		3	2	-
Mr.	Puneet Yadu Dalmia	AGRPD5590K & 00022633	Executive	01/04/2015		2	1	-
Mr.	D.N. Davar	AAAPD0015E & 00002008	Non-Executive - Independent	01/04/2014	5 Years	6	5	4
Mr.	V.P. Sood	ACBPS9287L & 00092593	Non-Executive - Independent	01/04/2014	5 years	1	1	1
Ms.	Sudha Pillai	AENPP4151N & 02263950	Non-Executive - Independent	31/03/2015	5 years	4	5	-



157

Mr.	Jayesh Nagindas Doshi	AAIPD3863G & 00017963	Non-Executive	01/04/2015		2	1	-
Mr.	Mahendra Singhi	AJXPS9801R & 00243835	Executive	01/04/2015		1	1	-
Mr.	Amandeep	ABQPG8925R & 00226905	Executive	01/04/2015		1	1	-

§PAN number of any director would not be displayed on the website of Stock Exchange

§Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

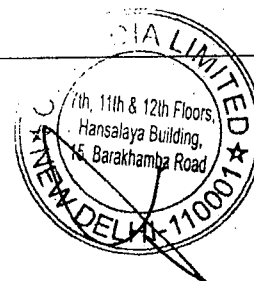
## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) §
1. Audit Committee	Mr. D.N. Davar	Chairperson of the Committee - Non-Executive - Independent
	Mr. Mahendra Singhi	Executive
	Mr. V.P. Sood	Independent - Non-Executive
2. Nomination & Remuneration Committee	Mr. D.N. Davar	Chairperson of the Committee - Non-Executive - Independent
	Mr. V.P. Sood	Non-Executive - Independent
	Mr. Gautam Dalmia	Non-Executive
3. Stakeholders' Relationship Committee	Mr. V.P. Sood	Chairperson of the Committee - Non-Executive - Independent
	Mr. Puneet Yadu Dalmia	Executive
	Shri Jayesh Doshi	Non-Executive

§Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

## III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)





17/05/2016	16/08/2016	90
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**IV. Meeting of Committees**

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee  16/08/2016	Yes, all members of the committee were present	17/05/2016	90

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

**V. Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b> <small>refer note below</small>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**Note**

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.




159

**VI. Affirmations**

- |  |   |
|--|---|
| 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.  | Yes   |
| 2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015  | Yes   |
| a. Audit Committee   | Yes   |
| b. Nomination & remuneration committee   | Yes   |
| c. Stakeholders relationship committee   | Yes   |
| d. Risk management committee (applicable to the top 100 listed entities)   |   |
| 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.             | Yes   |
| 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes   |
| 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/ observations/ advice of Board of Directors may be mentioned here:  | Yes, the report submitted in the previous quarter was placed before Board of Directors and no comments/ observations were received. |

**Name & Designation:**

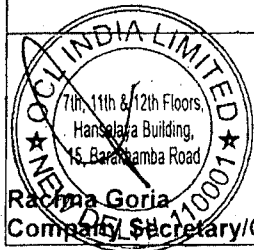

  
 Rachina Gorla  
 GMA Legal & Company Secretary  
 DELHI-110001

**Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

**Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year**

<b>I Affirmations</b>			
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status(Yes/No/NA)</b>	<b>Company remarks</b>
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	46(2)	Yes	Business Responsibility Report will be applicable for Financial Year 2016-17 and will be displayed on website accordingly.
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	No	Due to health constraint Chairperson of Audit Committee could not attend the Annual General Meeting. He, however, authorized Shri V.P Sood, member of Audit Committee and an Independent Director to attend the Annual General Meeting on his behalf. Shri V.P. Sood accordingly attended the Annual General Meeting.
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i>	19(3)	No	Due to health constraint Chairperson of Nomination & Remuneration Committee could not attend the Annual General Meeting. He, however, authorized Shri V.P Sood, member of Nomination & Remuneration Committee and an Independent Director to attend the Annual General Meeting on his behalf. Shri V.P. Sood accordingly attended the Annual General Meeting.
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3)read with para C of Schedule V	Yes	



**Rachna Gorla**  
Company Secretary/Compliance Officer