



DALMIA BHARAT LIMITED

(Formerly Dalmia Bharat Enterprises Limited)

CIN : L40109TN2006PLC058818

Regd. Office : Dalmiapuram, Tiruchirappalli Dist. - 621 651, TamilNadu

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

Email : invhelp1@dalmiabharat.com Website: www.dalmiabhl.com

POSTAL BALLOT NOTICE

Dear Member,

Notice of Postal Ballot pursuant to Section 110 of the Companies Act, 2013

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22(16) of the Companies (Management and Administration) Rules, 2014, that the resolution appended to this Notice is proposed to be passed as a Special Resolution by way of Postal Ballot. The Explanatory Statement pertaining to the Resolution setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot form (the "Form") for your consideration.

The Board of Directors of the Company (the "Board") has appointed Mr. R. Venkatasubramanian, Practicing Company Secretary, as the Scrutiniser for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutiniser not later than the close of working hours i.e. 5.00 p.m. on Wednesday, the 7th day of January, 2015.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically.

Upon completion of the scrutiny of the Forms, the Scrutiniser will submit his report to the Director. The result of the Postal Ballot would be announced by a Director or the Company Secretary of the Company on Monday, 12th day of January, 2015 at the Registered Office of the Company. The aforesaid result would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed and displayed along with the Scrutiniser's report on the Company's website viz. www.dalmiabhl.com.

SPECIAL RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT:

Item No. 1

To consider and if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, consent of the shareholders of the Company be and is hereby accorded, to add the following sub clauses (5)(a) to (d) after sub clause (4) in clause III (A)- THE MAIN OBJECTS of the Memorandum of Association of the Company:

- (5) (a) To carry on the business of rendering advisory, consultancy and management services, within India and across the world, in all fields and matters, including in relation to administration, organization, commencement or expansion of industry and business (including construction of plants and machineries, buildings and other civil construction, production, purchases, sales, marketing, advertising, publicity, personal, export and import), and of institutions, concerns, bodies, entities, associations (incorporated or unincorporated), departments and services of the Government, public or local authorities, trusts, societies, non-government organisations, scientific research and development centres. To act as a service organization or bureau for providing advice and services of all kinds including in the field of general, administrative, business management, secretarial, consultancy, commercial, financial, legal, economic, labour - recruitment and personnel management, human resource development, industrial, public relations, scientific, technical, direct and indirect taxation, statistical, accountancy & cost accounting, quality control and data processing, other technical or non-technical services, to recruit people, resources for all types of posts, positions in all types of industries or offices including providing manpower for any or all positions that may be required, including the procurement of materials, machinery or any other items or things required by any body corporate, authority, firm, society, trusts or association of persons.
- (b) To purchase or by any other means acquire, develop, protect, prolong and renew, whether in India or elsewhere, any brand, patents, patents rights, inventions, licenses, protection, concessions or any intellectual property having commercial or economic value and to use and turn to account, and to manufacture under or grant licenses or privileges to earn royalties, fees, other remuneration in cash or in kind, in respect of the same and to spend money in experimenting upon, testing and developing, improving or seeking to improve any brand, patents, invention or rights.
- (c) To act as consulting engineers designers, surveyors, valuers, planners, advisors, inspectors, supervisors and maritime management consultant for any types of manufacturing or industrial concerns and operation of dredging equipment, dredgers, cranes, pontoons, barges and other types of crafts, ships and vessels of all types and accessories and instrument, parts and fittings required for ships and vessel of all types and accessories and instrument, parts and fittings required for ships and vessels and to provide technical know-how and render complete comprehensive service and industrial technique of factories, foundries, building, ship building yards, shipping jetties, docks, quarries, wharves, canals, rivers, estuaries, back waters, harbours, locks, warehouses and other works.
- (d) To acquire by subscription, purchase or otherwise and to accept and take, hold and sell, shares, securities or stocks in any Company, society or undertaking whether the objects of which shall either in whole or in part be similar or not to those of the Company, as may be likely to promote or advance the interest of this Company."

By Order of the Board

New Delhi
Dated : 20-10-2014

Nidhi Bisaria
Company Secretary

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

Item No. 1

Keeping in view the future strategic plan of the Company, the Board of Directors of the Company ("Board") has decided to make the Object Clause in the Memorandum of Association wider by getting the resolution at Item No. 1 of the Notice passed by the shareholders as a Special Resolution.

The Board of Directors accordingly seeks the approval of shareholders by way of a Special Resolution, to add sub clause (5) (a) to (d) after sub clause (4) of clause III (A)- "THE MAIN OBJECTS" in the Memorandum of Association of the Company and commends the Resolution for being passed by the Shareholders by means of Postal Ballot.

None of the Director or Key Managerial Personnel of the Company nor their respective relatives are concerned or interested financially or otherwise in the aforesaid Resolution.

INSTRUCTIONS FOR VOTING

Voting through Physical Postal Ballot Forms:

1. The Members are requested to carefully read the instructions printed on the reverse of the Postal Ballot Form duly completed with the assent (for) or dissent (against) in the enclosed postage pre-paid self-addressed envelope, so as to reach the Scrutiniser, before Wednesday, the 7th day of January, 2015 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
2. The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form is permitted.
3. Envelopes containing Postal Ballot Form, if deposited, in person or sent by courier at the expense of the Members will also be accepted.

E Voting Facility:

- A In case a Member receives an e-mail from Karvy [for members whose e-mail IDs are registered with the Company/ Depository Participant(s)]:
- i. Launch internet browser by typing the following URL: <http://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e., User ID and password mentioned on the Postal Ballot Form). However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password Change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i. e. "Dalmia Bharat Limited."
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Shareholders holding multiple folio/demat account shall choose the voting process separately for each folios/demat account.
 - ix. Cast your vote by selecting an appropriate option and click on "Submit".
 - x. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the Resolution(s).
 - xi. Corporate/Institutional Members (i.e other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at E-mail ID: rvs.pcs@gmail.com, with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
- B In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy]:
- (i) User ID and initial password as provided on the Form.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xi) above, to cast your vote.

GENERAL:

1. The physical voting/e-voting period commences on Tuesday, 9th December, 2014 (9:30 am) and ends on Wednesday, 7th January, 2015 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date being 21st November, 2014 may cast their vote. Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
2. 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 <http://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd. at Tel No. 18003454001 (toll free).
3. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
4. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st November, 2014.
5. The Board of Directors has appointed Mr. R. Venkatasubramanian, Practicing Company Secretary, as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
6. The Results shall be declared by a Director or the Company Secretary on 12th day of January, 2015 at 4.00 p.m. and the Resolutions will be deemed to be passed on the said date subject to the requisite number of votes in favour of the Resolution(s).
7. The Results declared alongwith the Scrutiniser's Report shall be placed on the Company's website www.dalmiabtl.com and shall also be communicated to the Stock Exchanges.



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POSTAL BALLOT FORM

(To be returned to the Company)
(FOR PHYSICAL VOTING ONLY)

Serial No.

1) Name(s) of the Shareholder(s) :
(including Joint-holder(s), if any)

2) Registered address of the Sole/
First named Shareholder :

3) Folio No./DP ID No./Client ID No. :

4) Number of Share(s) held :

5) I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated 20th October, 2014 by conveying my/our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box below :

Brief Description of the Resolution	No. of Shares	Please Tick (✓) in the appropriate box below	
		I/We assent to the Resolution	I/We dissent to the Resolution
Special Resolution under section 13 of the Companies Act, 2013 to add new objects clause (5)(a) to (d) in the Main Objects Clause of the Memorandum of Association of the Company.			

Place :

Date :

Signature of the Shareholder(s)

----- Cut from here -----

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

Note: Please read the Notes carefully before filling the form.

(P.T.O.)

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form in all respects and send it to the scrutiniser in the attached self-addressed Business Reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if deposited in person or sent by courier at the expense of the members will also be accepted.
2. The self-addressed Business Reply Envelope bears the name of the Scrutiniser appointed by the Company and the address to which the Postal Ballot Form has to be dispatched.
3. This form should be completed and signed by the sole/first named member. In case of joint holding, the Form may be completed and signed by the first named member and in his absence by the next named member. The signature of the member on this Postal Ballot Form should be as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialized form, respectively.
4. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution / Authority together with attested specimen signatures of the duly authorised signatory(ies). Postal Ballot Form signed by the holder of Power of Attorney for and on behalf of a member of the Company must be accompanied by the attested true copy of Power of Attorney. If the same is already registered with the Company or the Registrar, please quote the Registration No. beneath the signature.
5. Members are requested not to send any other papers along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelopes as all such envelopes will reach directly to the Scrutiniser and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutiniser.
6. The votes should be cast either in favour of or against the Resolution(s) by putting the tick mark in the column provided for assent or dissent. Postal ballot form bearing (✓) in both the column will render the form invalid. Incomplete, unsigned, incorrectly filled or bearing more than one (✓) Postal ballot forms will be subject to rejection by the scrutiniser.
7. The right of voting by Postal Ballot shall be exercised only by the members.
8. A member need not use all the votes nor needs to cast all the votes in the same way.
9. There will be only one Postal Ballot Form for every Folio/DP ID & Client ID irrespective of the number of joint Member(s). The photocopy of the Postal Ballot Form will not be considered valid.
10. Duly completed Postal Ballot Form should reach the Scrutiniser not later than the close of working hours on Wednesday, 7th January, 2015. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
11. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member as on the date of the dispatch of notice.
12. Votes will be considered invalid on the following grounds:
 - i. If the Member's Signature does not tally.
 - ii. If the member has marked all his shares both in favour and also against the resolution.
 - iii. If the Ballot paper is unsigned,
 - iv. If the Ballot paper is filled in pencil or signed in pencil.
 - iv. If the Ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the Signature could not be checked or one or more of the above grounds.
13. The Scrutinizer's decision on the validity of the Postal Ballot will be final.
14. The results of the Postal Ballot will be declared at the Registered Office of the Company as specified in the Notice. The results and report of the Scrutiniser will also be hosted on the Company's website www.dalmiabj.com and the results will thereafter be published in newspapers, for the information of members.