

**NOTICE**

Notice is hereby given that 39<sup>th</sup> Annual General Meeting of Dalmia Industrial Development Ltd will be held on Tuesday 30<sup>th</sup> November, 2021 at the Registered Office of the Company situated at 9, India Exchange Place, 8<sup>th</sup> Floor Kolkata, WB:-700 001 at 11.30 A.M.

**ORDINARY BUSINESS**

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2021 i.e. the Balance Sheet as at 31<sup>st</sup> March, 2021, the statement of Profit & Loss account and the Cash Flow Statement for the year ended on that date, together with the report of the Board of Director's and Auditor's report thereon.

2. To re-appoint a Director in place of Mr. Naren Kumar Joshi (DIN: 09008182) who retires by rotation and being eligible, offers himself for re-appointment.

**3. APPOINTMENT OF STATUTORY AUDITOR**

To consider and if thought fit, to pass with or without modification(s), the following Resolution(s) as Ordinary Resolution(s):

"RESOLVED THAT, pursuant to the provisions of Section 139 of the Companies Act 2013 and rules made thereunder, M/s. Ghosh and Ghosh, Chartered Accountants, Kolkata, having Firm Membership No. 306020E, as issued by the Institute of the Chartered Accountants of India (ICAI), be and are hereby appointed as Statutory Auditor of the Company for a term of 5(five) consecutive years upto the conclusion of the Annual General Meeting of the Company to be held in the FY 2026, at remuneration of Rs. 40,000 per annum, as approved by the Board of the Directors of the Company based on the recommendation of the Audit Committee and Nomination and Remuneration Committee, in addition to reimbursement of all out-of-pocket expenses in connection with audit of the accounts of the Company for the year ended 2021".

"RESOLVED FURTHER THAT, any of the Directors of the Company be and is hereby authorised, to do such acts, deeds, things as may be necessary and to sign, execute, endorse or otherwise certify any such forms, documents, letter as may be required to give effect to the aforesaid resolution"

**SPECIAL BUSINESS**

**4. REGULARISATION OF ADDITIONAL DIRECTOR, MR. NAREN KUMAR JOSHI (DIN: 09008182) BY APPOINTING HIM AS INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following Resolution(s) as Ordinary Resolution(s):

"RESOLVED THAT, Mr. Naren Kumar Joshi (DIN: 09008182) (DIN-06908966), who was appointed as an Additional Director with effect from 17<sup>th</sup> June, 2021 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

**By order of the Board**  
**Dalmia Industrial Development Limited**  
**Date: 08/11/2021**  
**Place: Kolkata**  
**SD/-**  
**Mr. Raj Mohta**  
**Whole Time Director**  
**DIN:-03575779**

**NOTES:**

1. Member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the Company. A person can act as proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of the total Equity Share Capital of the Company. Any Member holding more than 10% of the total Equity share capital of the Company may appoint a single person as proxy and in such a case, the said person shall not act as however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. An Explanatory Statement stating out the necessary details for the special business to be transacted at the Annual General Meeting is annexed hereto in compliance with the provisions of Section 102 of the Companies Act, 2013
3. The disclosures required under Regulation 27 of the SEBI (Listing Obligation And Disclosure Requirement) Regulation, 2015 agreement in respect of the Directors being appointed/reappointed in this Annual General Meeting are given as annexure to this Notice convening Annual General Meeting.
4. Member holding shares in physical form are advised to update their address and bank account/ECS details with the Company's Registrar & Share Transfer Agent, **M/s. Maheshwari Datamatics Private Limited, Kolkata.**
5. The Annual Report of the Company for the financial year ended March 31, 2021 has been emailed to the members whose email addresses are available with the depositories or are obtained directly from the members, as per the MCA Circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 on "Green Initiative of Ministry of Corporate Affairs for Corporate Governance". For other members, who have not registered their email addresses, the Annual Report has been sent at their registered postal address. If any member wishes to get a duly printed copy of the Annual Report, the company will send the same, free of cost, upon receipt of request from the member. **Members who have not registered their email addresses so far are requested to register them for receiving all communication including Annual Report and other Notices from the Company electronically.**
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.
7. The Register of Members and the Transfer Books of the Company shall remain closed from 24<sup>th</sup> November 2021 to 30<sup>th</sup> November, 2021 (both days inclusive).
8. All documents referred to in accompanying Notice is open for inspection at the registered office of the Company on all working days between 9.00 a.m. to 12.00 noon up to the date of AGM.
9. Members seeking the information with regards to the proposed resolution are requested to write to the Company at least one week in advance so as to enable the management to keep the information ready.
10. Pursuant to the provision of Section 107 and 108, read with companies (Management and Administration) Rules 2014, the company has not offered the option of E-Voting facility to all the members of the company. The company has appointed Amit R Dadheech & Associates, Practicing Company Secretaries (**Membership No. 22889; Certificate of Practice No. 8952**) as Scrutinizer for conducting the e-voting process in a fair and transparent manner.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 3****APPOINTMENT OF STATUTORY AUDITOR**

The erstwhile auditors of the Company M/s. NKAS & Associates, had vide letter dated February 01, 2021 expressed their unwillingness to continue as the Statutory Auditor of the Company due to health concerns, the Board of Directors have decided at their meeting held on March 10, 2021 to appoint M/s. Ghosh and Ghosh., Chartered Accountants, Kolkata as the Statutory Auditor of

the Company to hold office upto the ensuing AGM. The Board had also recommended appointing them for a further term of 5 years subject to approval of members. Further, the Company have received the eligibility letter under section 139 of the Company Act 2013, stating that if their appointment confirmed, it will be in conformity with the provisions of the Act.

As per the provisions of Section 139 of the Companies Act, 2013, any casual vacancy in the office of the Statutory Auditor due to resignation shall be filled in by passing a special resolution at the general meeting of the Company. The Company had in pursuance of provisions of Companies Act, 2013 appointed the statutory auditors for a term upto this Annual General Meeting in their duly convened Extraordinary General Meeting dt : June 09, 2021.

In this regards, the Board of the Directors of the Company recommends the passing of the Resolution as Ordinary Resolution.

Save as aforesaid, none of the Directors and Key Managerial Personnel, of the Company including their relatives, is in any way, concerned or interested in the said Resolution.

**Item No. 4****REGULARISATION OF ADDITIONAL DIRECTOR, MR. NAREN KUMAR JOSHI BY APPOINTING HIM AS INDEPENDENT DIRECTOR OF THE COMPANY**

The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee had appointed Mr. Naren Kumar Joshi (DIN: 09008182) as an Additional Director of the Company with effect from December 24, 2020 to hold office upto December 23, 2025.

In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Naren Kumar Joshi (DIN: 09008182) shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years.

Mr. Naren Kumar Joshi is not disqualified from being appointed as a Director in terms of Section 164 of the Act, nor has been debarred from holding the office of a director by virtue of any order from Securities and Exchange Board of India (SEBI) or any such regulatory authority and has consented to act as Director of the Company. A brief profile of Mr. Naren Kumar Joshi (DIN: 09079830), including nature of his expertise, is tabled before the members and attached to this Notice.

The Company has received a declaration of independence from Mr. Naren Kumar Joshi (DIN: 09008182). In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for appointment as Independent Director of the Company.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Naren Kumar

Joshi (DIN: 09079830), are concerned or interested (financially or otherwise) in this Resolution.  
The Board recommends the Resolution No. 4 for approval of the Members by way of Ordinary resolution.

**By order of the Board**  
**Dalmia Industrial Development Limited**  
**Date: 08/11/2021**  
**Place: Kolkata**  
**SD/-**  
**Mr. RajMohta**  
**Whole Time Director**  
**DIN:-03575779**