

# **DALMIA INDUSTRIAL DEVELOPMENT LIMITED F.Y 2021-2022**

## **NOTICE**

Notice is hereby given that 40<sup>th</sup> Annual General Meeting of M/s. Dalmia Industrial Development Ltd will be held on Saturday 24<sup>th</sup> September, 2022 at the Registered Office of the Company situated at 2A, Ganesh Chandra Avenue, 9th Floor, Room No: 8E, Kolkata – 700013, West Bengal at 12.00 P.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, 2022 i.e. the Balance Sheet as at 31<sup>st</sup> March, 2022, 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 appoint Mr. Raj Mohta (DIN: 03575779), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS**

3. **Re-appointment of Mrs. Pramila Bansal (DIN: 03611167) as an Independent Director of the Company.**

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

**“RESOLVED THAT**, pursuant to the provisions of sections 149, 152, and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to re-appoint Mrs. Pramila Bansal (DIN: 03611167), as an Independent Director of the Company for second term of five years commencing from the date of members’ approval at this 40<sup>th</sup> Annual General Meeting till the conclusion of 45<sup>th</sup> Annual General Meeting;

**RESOLVED FURTHER THAT** any Director or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for re-appointment of Mrs. Pramila Bansal (DIN: 03611167) as an Independent Director of the Company.”

4. **Re-appointment of Mr. Sailendra Nath Bakshi (DIN: 07026952) as an Independent Director of the Company.**

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

**“RESOLVED THAT**, pursuant to the provisions of sections 149, 152, and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Sailendra Nath Bakshi (DIN: 07026952), as an Independent Director of the Company for second term

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of five years commencing from the date of members' approval at this 40<sup>th</sup> Annual General Meeting till the conclusion of 45<sup>th</sup> Annual General Meeting;

**RESOLVED FURTHER THAT** any Director or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for re-appointment of Mr. Sailendra Nath Bakshi (DIN: 07026952) as an Independent Director of the Company."

**By order of the Board**  
**Dalmia Industrial Development Limited**  
**Date: 30/08/2022**  
**Place: Kolkata**  
**SD/-**  
**Mr. RajMohta**  
**Whole Time Director**  
**DIN:-03575779**

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### 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, 2022 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 18<sup>th</sup> September 2022 to 24<sup>th</sup> September, 2022 (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 P.M noon time 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.

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### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

#### **Item No. 3**

#### **To re-appoint Mrs. Pramila Bansal (DIN: 03611167) as an Independent Director of the Company.**

In accordance with Section 149(10) and (11) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term upto five years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such re-appointment in the Boards' Report.

Based on her skills, experience, knowledge and performance evaluation and recommendation of the Nomination and Remuneration Committee, the Board, in line with the Company's policy on Director's appointment and remuneration has proposed the re-appointment of Mrs. Pramila Bansal (DIN: 03611167) as an Independent Director for a second and final term of five years from the conclusion of 40<sup>th</sup> Annual General Meeting till the conclusion of 45<sup>th</sup> Annual General Meeting.

The Company has received a notice in writing pursuant to Section 160 of the Act, from a Member signifying his intention to propose the candidature of Mrs. Pramila Bansal (DIN: 03611167) as an Independent Director, to be re-appointed under the provisions of Section 149(10) of the Act.

The Company has received requisite consent/declarations for appointment of Mrs. Pramila Bansal as an Independent Director as required under the Act and rules made thereunder.

In the opinion of the Board and based on the Board's evaluation, Mrs. Pramila Bansal fulfils the conditions specified in the SEBI Listing Regulations, the Act and the Rules framed thereunder for his re-appointment as an Independent Director from the Company and she is independent of the Management.

A copy of the draft letter for the re-appointment of Mrs. Pramila Bansal as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays and Sundays up to the date of ensuing AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mrs. Pramila Bansal as an Independent Director, the Board recommends the resolution set forth in Item No. 3 relating to the re-appointment of Mrs. Pramila Bansal as an Independent Director of the Company, who shall be not liable to retire by rotation, by way of Special Resolution. In compliance with the general circular number 20/2020 dated May 5, 2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

A brief profile and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as Annexure to this Notice.

Except Mrs. Pramila Bansal, no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

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### **Item No. 4:**

#### **To re-appoint Mr. Sailendra Nath Bakshi (DIN: 07026952) as an Independent Director of the Company.**

In accordance with Section 149(10) and (11) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term upto five years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such re-appointment in the Boards' Report.

Based on her skills, experience, knowledge and performance evaluation and recommendation of the Nomination and Remuneration Committee, the Board, in line with the Company's policy on Director's appointment and remuneration has proposed the re-appointment of Mr. Sailendra Nath Bakshi (DIN: 07026952) as an Independent Director for a second and final term of five years from the conclusion of 40<sup>th</sup> Annual General Meeting till the conclusion of 45<sup>th</sup> Annual General Meeting.

The Company has received a notice in writing pursuant to Section 160 of the Act, from a Member signifying his intention to propose the candidature of Mr. Sailendra Nath Bakshi (DIN: 07026952) as an Independent Director, to be re-appointed under the provisions of Section 149(10) of the Act.

The Company has received requisite consent/declarations for appointment of Mr. Sailendra Nath Bakshi as an Independent Director as required under the Act and rules made thereunder.

In the opinion of the Board and based on the Board's evaluation, Mr. Sailendra Nath Bakshi fulfils the conditions specified in the SEBI Listing Regulations, the Act and the Rules framed thereunder for his re-appointment as an Independent Director from the Company and she is independent of the Management.

A copy of the draft letter for the re-appointment of Mr. Sailendra Nath Bakshi as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays and Sundays up to the date of ensuing AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Sailendra Nath Bakshi as an Independent Director, the Board recommends the resolution set forth in Item No. 3 relating to the re-appointment of Mr. Sailendra Nath Bakshi as an Independent Director of the Company, who shall be not liable to retire by rotation, by way of Special Resolution. In compliance with the general circular number 20/2020 dated May 5, 2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

A brief profile and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as Annexure to this Notice.

Except Mr. Sailendra Nath Bakshi, no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution. (Justification for appointing a person above 75 years)

## **DALMIA INDUSTRIAL DEVELOPMENT LIMITED F.Y 2021-2022**

**Additional information on Directors seeking appointment/re-appointment at the 40<sup>th</sup> AGM** (Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India)

Mrs. Pramila Bansal

**Independent Director | Member of the Board of Directors | Year of birth: 1973 | Nationality: India**

- **Name of Director** Mrs. Pramila Bansal
- **Date of Birth** 15/04/1973
- **Date of Appointment** 30/03/2015
- **Nature of his expertise in specific functional areas-** Marketing Expertise
- **Qualification** - B.com
- **Relationship between Director(s) inter se:** None
- **Directorship held in other listed entities committees:** None
- **Membership in other listed entities:** None
- **Number of meetings of the Board attended during the year:** 6
- **Shareholding:** Nil

**Additional information on Directors seeking appointment/re-appointment at the 40<sup>th</sup> AGM** (Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India)

Mr. Sailendra Nath Bakshi

**Independent Director | Member of the Board of Directors | Year of birth: 1942 | Nationality: India**

- **Name of Director:** Mr. Sailendra Nath Bakshi
- **Date of Birth:** 02/02/1942
- **Date of Appointment:** 02/12/2014
- **Nature of his expertise in specific functional areas -** Administration Expertise
- **Qualification** - B.com
- **Relationship between Director(s) inter se:** None
- **Directorship held in other listed entities committees:** None
- **Membership in other listed entities:** None
- **Number of meetings of the Board attended during the year:** 6
- **Shareholding:** Nil

**By order of the Board**  
**Dalmia Industrial Development Limited**  
**Date: 30/08/2022**  
**Place: Kolkata**  
**SD/-**  
**Mr. RajMohta**  
**Whole Time Director**  
**DIN:-03575779**