

DALMIA INDUSTRIAL DEVELOPMENT LIMITED

33/1, N S ROAD, 8th FLOOR, MARSHALL HOUSE, ROOM NO-816, KOLKATA - 700 001

PHONE NO : 033 6900 0955, WEBSITE www.dalmiaindustry.co.in, Email : dalmiaindustrial@gmail.com

CIN NO - L74140WB1982PLC035394

NOTICE

Ref

Dated

Notice is hereby given that an Extra-Ordinary General Meeting (EGM) of the Members of **Dalmia Industrial Development Limited** will be held on **Thursday, 30th June, 2017 at 11:00 a.m. at the Registered Office of the Company situated at 33/1, Room No 816, Marshall House, Netaji Subhas Road, Kolkata, West Bengal - 700001** to transact the following business:

SPECIAL BUSINESS:

1. To re-classify the status of certain persons/entities of Promoter & Promoter Group and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED That pursuant to Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws and subject to the necessary approvals from the Securities and Exchange Board of India (SEBI), Stock Exchanges and other appropriate statutory authorities as may be required, the consent of the Members of the Company be and is hereby accorded to re-classify the status of Mr. Vikash Chowdhary (Outgoing Individual Promoter) and all individuals and identified as Promoter Group due to relation with the Outgoing Individual Promoter in accordance with Regulation 2(1)(zb) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, if any, and other Individual categorized as the Promoter as per the shareholding pattern of the Company from "Promoter & Promoter Group Category" to "Public Category" of the Company.

RESOLVED FURTHER THAT the status of the following persons/entities forming part of the "Promoter and Promoter Group" of the Company and from whom the Company has received the request for re-classification be and are hereby re-classified from "Promoter & Promoter Group Category" to "Public Category" of the Company:

Sr. No.	Name of Person	No. of Shares held	% Holding
1.	Vikash Chowdhary	22,550	0.11
2.	Sarika Chowdhary	22,300	0.11
3.	Manju Devi Dhelia	17,675	0.09
4.	Vineet Chowdhary	12,300	0.06
5.	Rajesh Kumar Agarwal HUF	12,300	0.06
6.	Sweta Chowdhary	12,300	0.06
7.	Neha Kumari	12,250	0.06
8.	Saroj Agarwal	12,250	0.06
9.	Rajesh Kumar Agarwal	12,200	0.06
10.	Ram Krishna Chowdhary	10,350	0.05
	TOTAL	146,475	0.72

RESOLVED FURTHER THAT the above 'Outgoing Promoter' and the persons acting in concert with them shall not hold more than ten percent of the paid-up equity share capital of the Company nor shall have any special right through formal or informal arrangements and shall not directly or indirectly exercise control, over the affairs of the Company.

RESOLVED FURTHER THAT on approval of the SEBI / Stock Exchange(s) for the said re-classification, the Company shall effect such re-classification in the Statement of Shareholding Pattern of the Company from immediate succeeding quarter under Regulation 31 of the Listing Regulations and in compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015, and other applicable laws.

RESOLVED FURTHER THAT Ms. Shivani Singh, Company Secretary of the Company and such other persons as authorized by the Board be and are hereby jointly and severally authorized to submit the application for re-classification to the Stock Exchanges, where the securities of the Company are listed or any other regulatory body, as may be required, and to take such steps expedient or desirable to give effect to this resolution and to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the members of the Company or of the Board."

Date: May 30, 2017

Place: Kolkata

By order of the Board
Dalmia Industrial Development Limited
SD/-
Shivani Singh
Compliance Officer

Registered Office:

33/1 Netaji Subhas Road,
Marshall House, Room No. 816,
Kolkata, West Bengal- 700001

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business to be transacted at the Extra-Ordinary General Meeting (hereinafter referred as 'the Meeting') is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy(ies), in order to be effective, must be deposited at the registered office of the Company duly completed and signed, not less than forty-eight hours before the time fixed for the commencement of the Meeting. A Proxy Form is annexed to this Notice.

A person can act as a Proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as Proxy who shall not act as a proxy for any other Member.

3. Proxies submitted on behalf of the companies, societies, body corporate, etc., must be supported by an appropriate resolution / authority, as applicable.
4. Members/proxies are requested to bring the attendance slip duly filled in. Corporate members are requested to send a duly
5. E-voting facility is being provided to all the members to exercise their right to vote on the resolution proposed to be passed at the Extra-Ordinary General Meeting in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, framed there under (as amended), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ("remote e-voting"). The Company has engaged the services of National Securities Depository Limited (NSDL) for providing e-voting facilities. The e-voting rights of the member/beneficial owners shall be reckoned in proportion to the equity shares held by them in the Company as on close of business hours on Friday, June 23, 2017 (cut-off date fixed for this purpose). Any person who is not a member as on the cut-off date should treat this Notice for information purpose only. The Members desiring to vote through remote e-voting are requested to refer to the instructions to e-voting as given below:

Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to

exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting (EOGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EOGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the EOGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

NOTE: The Facility for Voting shall be decided by the company i.e. "remote e-voting" or "Ballot Paper" or "Poling Paper"

- III. The members who have cast their vote by remote e-voting prior to the EOGM may also attend the EOGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on June 27, 2017 (9:00 am) and ends on June 29, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of June 23, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

NOTE: The "remote e-voting" end time shall be 5:00 p.m. on the date preceding the date of general meeting and the cut-off date shall not be earlier than 7 days before the date of general meeting

- V. The process and manner for remote e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

- (vii) Select "EVEN" of "**Dalmia Industrial Development Limited**".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of EOGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the EOGM:

EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. 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).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of June 23, 2017.

NOTE: The cut-off date shall not be earlier than 7 days before the date of general meeting
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. June 23, 2017 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- XI. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password"

option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990. A member may participate in the EOGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EOGM

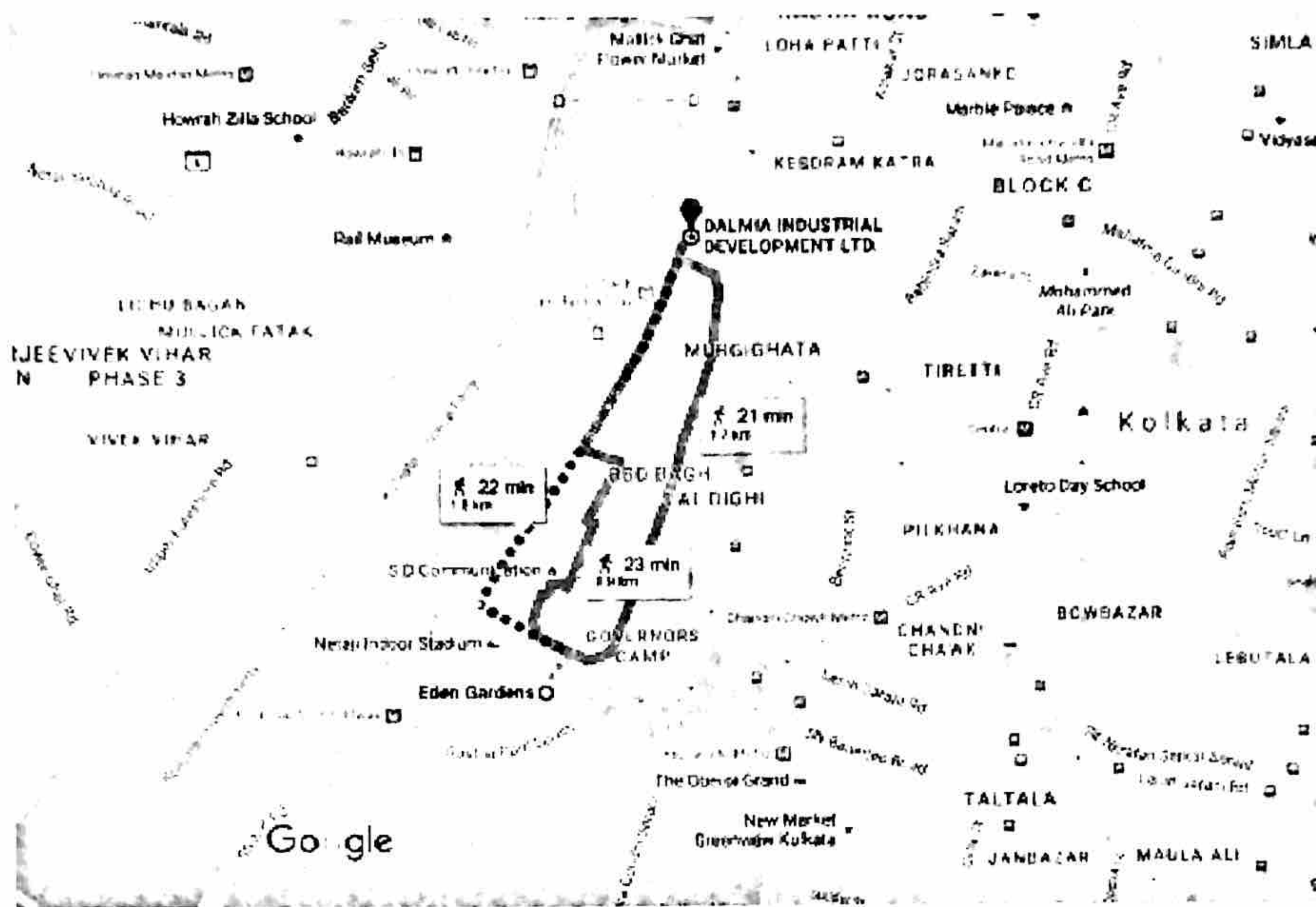
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the June 23, 2017 only shall be entitled to avail the facility of remote e-voting as well as voting at the EOGM through ballot paper.
- XIII. M/s. Amit R. Dadheech & Associates, Practicing Company Secretaries, Mumbai has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Members who have cast their vote by remote e-voting prior to the Meeting, may attend the Meeting but shall not be entitled to cast their vote again at the Meeting.
- XV. The Chairman shall, at the EOGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the EOGM but have not cast their votes by availing the remote e-voting facility.

NOTE: The Facility for Voting shall be decided by the company i.e. "remote e-voting" or "Ballot Paper" or "Poling Paper"

- XVI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EOGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.dalmiaindustry.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

- 6. The physical copies of the Notice of the Meeting and all documents referred to in the Notice and the Explanatory Statement thereto are also available for inspection at the Registered Office of the Company during business hours from 10:00 a.m. to 2:00 p.m. on all working days upto the date of the Meeting and also at the said Meeting.

7. The Route map showing directions to reach the Venue i.e. at 33/1, Room No 816, Marshall House, Netaji Subhas Road, Kolkata ,West Bengal – 700001 is attached.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF THE SPECIAL BUSINESS TO BE TRANSACTED AT THE EXTRA-ORDINARY GENERAL MEETING ("THE MEETING")

Item No. 1

The Company is required to identify the individuals and entities forming part of its 'Promoter & Promoter Group Category' and 'Public Category' and disclose them under various provisions of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations'), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable laws as in force.

Regulation 31A of the Listing Regulations empowers the Stock Exchange to allow re-classification or modification of the existing status of individuals or entities from 'Promoter & Promoter Group Category' to 'Public Category' or vice-versa, only subject to the fulfillment of the conditions as provided therein.

The Company has received the request letters from Mr. Vikash Chowdhary, the Promoter and all individuals belonging to the existing 'Promoter Group' of the Company due to relation with the outgoing individual promoter, namely Mr. Vikash Chowdhary in accordance with Regulation 2(1)(zb) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other Persons categorized as Promoters as per the latest Shareholding Pattern filed by the Company in terms of Regulation 31 of the SEBI Listing Regulations, 2015 (hereinafter individually & jointly referred to as the 'Outgoing Promoters') to re-classify their status from "Promoter and Promoter Group Category" to "Public Category" of the Company in terms of Regulation 31A of the Listing Regulations. The names of the Outgoing Promoters from whom the Company has received request for re-classification, together with their shareholding as on the date of this Notice is given below:

Sr. No.	Name of Person	No. of Shares held	% Holding
1.	Vikash Chowdhary	22,550	0.11
2.	Sarika Chowdhary	22,300	0.11
3.	Manju Devi Dhelia	17,675	0.09
4.	Vineet Chowdhary	12,300	0.06
5.	Rajesh Kumar Agarwal HUF	12,300	0.06
6.	Sweta Chowdhary	12,300	0.06
7.	Neha Kumari	12,250	0.06
8.	Saroj Agarwal	12,250	0.06
9.	Rajesh Kumar Agarwal	12,200	0.06
10.	Ram Krishna Chowdhary	10,350	0.05
	TOTAL	146,475	0.72

The Board of Directors of the Company at their meeting held on 12th May, 2017 has favorably considered the request of the Outgoing Persons and have approved the Proposal of the Outgoing Promoters for re-classification, subject to the approval of members and other regulatory authorities, as none of the member holds more than 10% of the total share capital of the Company (either individually or in concert).

Further, the Outgoing Person(s) have agreed to abundant themselves from any of the following:

- any direct or indirect control over the affairs of the Company;
- any representations on the Board of Directors in the Company;
- any engagement in any management or day to day affairs of the Company;
- any influences on the decision taken by the Company;
- any special right through formal or informal arrangements with the Company

Accordingly, Mr. Vikash Chowdhary, Managing Director and Vineet Chowdhary, Director have tendered their resignation from the post of directorship and the same have been taken on record by the Board.

Post re-classification the remaining members of the existing 'Promoter and Promoter Group Category' of the Company will be as follows:

Sr. No.	Name of Promoter	No. of Shares	% of Shares Held
(i).	Pradeep Kumar Dalmia	39500	0.20%

The Board recommends the Special Resolution as set out at Item no. 1 of the Notice for approval of the Members.

Mr. Vikash Chowdhary, Managing Director and Mr. Vineet Chowdhary, Director and their respective relatives may be deemed to be concerned or interested, financially or otherwise, in the resolution as set out at Item no. 1 of the Notice, since they are the exiting members of the Promoter and Promoter Group category of the Company. Their respective shareholding in the Company has already been disclosed above. Save and except the above, none of the Directors and Key Managerial Personnel of the Company and/or their relatives.

By order of the Board
Dalmia Industrial Development Limited
SD/-
Shivani Singh
Compliance Officer

Date: May 30, 2017
Place: Kolkata

Registered Office:
33/1 Netaji Subhas Road,
Marshall House, Room No. 816,
Kolkata, West Bengal- 700001

DALMIA INDUSTRIAL DEVELOPMENT LIMITED

33/1, N. S. ROAD, 8th FLOOR, MARSHALL HOUSE, ROOM NO-816, KOLKATA - 700 001
PHONE NO : 033 6900 0955, WEBSITE : www.dalmiaindustry.co.in, Email : dalmiaindustrial@gmail.com
CIN NO - L74140WB1982PLC035394
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Management and Administration) Rules, 2014]

Ref. CIN..... : L74140WB1982PLC035394 Dated

Name of the Company : Dalmia Industrial Development Limited

Registered Office : 33/1, Netaji Subhas Road, Marshall House, Room No. 816, Kolkata – 700001

Name of the member(s) :

Registered Address :

Email ID :

Folio No./Client ID/DP ID :

I/We, being the member(s) of shares of the above named Company, hereby appoint:

- 1) Name : Address :
Email ID: Signature :or failing him
- 2) Name : Address:
Email ID: Signature:or failing him
- 3) Name:..... Address:
Email ID: Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on **Friday, June 30, 2017** at 11.00 a.m. at 33/1 Netaji Subhas Road, Marshall House, Room No. 816, Kolkata, West Bengal - 700001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Business:
1. To re-classify the status of certain persons/entities of Promoter & Promoter Group

Signed this day of 2017.

Affix Re.1
Revenue
Stamp

.....
Signature of shareholder

.....
Signature of Proxy holder(s)

Notes:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.

DALMIA INDUSTRIAL DEVELOPMENT LIMITED

33/1, N. S. ROAD, 8th FLOOR, MARSHALL HOUSE, ROOM NO-816, KOLKATA - 700 001
PHONE NO : 033 6900 0955, WEBSITE : www.dalmiaindustry.co.in, Email : dalmiaindustrial@gmail.com
CIN NO - L74140WB1982PLC035394

Ref.

Dated

ATTENDANCE SLIP

FOLIO NO. (Shares in physical mode)	
DP ID	
CLIENT ID	
NO. OF SHARES HELD	

NAME OF THE SHAREHOLDER / PROXYHOLDER: _____

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company. I hereby record my presence at the Extra Ordinary General Meeting of the Company to be held on Friday, June 30, 2017 at 11.00 A.M. at 33/1 Netaji Subhas Road, Marshall House, Room No. 816, Kolkata, West Bengal - 700001, and at any adjournment thereof.

Signature of Member/Proxy

(THIS ATTENDANCE SLIP DULY FILLED TO BE HANDED OVER AT THE
ENTRANCE OF THE MEETING HALL)