

# DALMIA INDUSTRIAL DEVELOPMENT LIMITED

9, INDIA EXCHANGE PLACE, 8<sup>TH</sup> FLOOR, KOLKATA – 700001  
PHONE – 033 – 40014000, Website: [www.dalmiaindustry.co.in](http://www.dalmiaindustry.co.in), E-mail : [dalmiaindustrial@gmail.com](mailto:dalmiaindustrial@gmail.com)  
CIN No. : L74140WB1982PLC035394

Ref. No. ....

Date .....

May 30, 2019

To,

<b>BSE Ltd</b> Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400 001  <b>Script Code:- 539900</b>	<b>Metropolitan Stock Exchange of India Limited,</b> Vibgyor Towers, 4th floor, Plot No C 62, G - Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (East), Mumbai – 400098 <b>Symbol: - DIDL</b>	<b>Calcutta Stock Exchange Limited,</b> 7, Lyons Range, Kolkata – 700001  <b>Scrip Code : 014070</b>
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**Sub: Annual Secretarial Compliance Report for the year ended March 31, 2019 under Regulation 24A of SEBI ( Listing Obligation & Disclosure Requirements), 2015 read with SEBI circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019.**

Dear Sir/Madam,

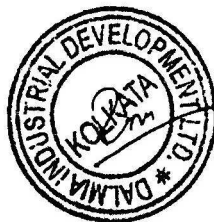
Pursuant to Regulation 24A of SEBI (Listing Obligation & Disclosure Requirements), 2015 read with SEBI circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019; we are enclosing herewith Annual Secretarial Compliance Report for the year ended March 31, 2019 issued by M/s. Amit R. Dadheech & Associates, Practicing Company Secretary Firm, Mumbai.

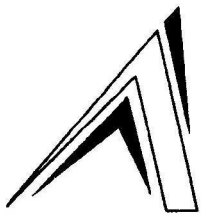
Kindly take this on your records and acknowledge the same.

**For Dalmia Industrial Development Limited**

*Raj Mohta*

**Raj Mohta**  
**Whole Time Director**  
**DIN: 03575779**





*Amit R. Dadheech & Associates*  
Company Secretaries

SECRETARIAL COMPLIANCE REPORT OF DALMIA INDUSTRIAL DEVELOPMENT LTD FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019

To,  
Dalmia Industrial Development Ltd.,  
9 India Exchange Place,  
8th Floor Kolkata - 700001,  
West Bengal, India

We, Amit R. Dadheech & Associates, Practicing Company Secretaries have examined:

- a) all the documents and records made available to us and explanation provided by Dalmia Industrial Development Ltd. ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2019 ("Review Period") in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during the financial year under review)**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the financial year under review)**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during the financial year under review)**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the financial year under review)**
- g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable to the Company during the financial year under review)**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder; and based on the above examination,

We hereby report that, during the Review Period

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	<i>As per Regulation 6(1) of SEBI (LODR) Reg. 2015 listed entity shall appoint a qualified company secretary as the compliance officer.</i>	The office of Company Secretary and Compliance Officer of the Company was vacant from 18 <sup>th</sup> June, 2019 till 31 <sup>st</sup> March, 2019.	The Company has taken suitable steps to recruit a potential candidate for the post of Compliance Officer of the Company. In this regards, the Company has also published newspaper advertisements dated 15.02.2019 and 16.05.2019 inviting the application of candidates to be appointed as the Company Secretary of the Company.
2.	<i>As per Regulation 46 of SEBI (LODR) Reg. 2015 the listed entity shall maintain a functional website containing the basic information about the listed entity.</i>	The Website of the Company is not updated as specified in Regulation 46 of Listing Regulations, 2015	The Website of the Company is not updated as per the provisions of Regulation 46 of Listing Regulations, 2015
3.	<i>As per Regulation 19 of SEBI (LODR) Reg. 2015 the listed entity shall constitute a Nomination and remuneration committee comprising of atleast three non-executive directors.</i>	The Nomination and Remuneration Committee of Company as on 31 <sup>st</sup> March, 2019 consists of only two directors who are non-executive	As on the date of this report, the Company is compliant with the said regulation.

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in sofar as it appears from our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	BSE Limited	Non - appointment of Compliance Officer for the quarter ended December 2018	Fine of Rs. 1,08,560/- imposed on the Company vide letter from BSE Ltd. dated 12.02.2019	The Company has replied to the stock exchange vide letter dated 28.12.2019
	Securities & Exchange Board of India	Classified the Company as Shell Company	Interim Order Passed in favor of the Company directing the exchange to remove suspension on trading of securities levied.  Initiation of Forensic Audit by Independent Auditor to be appointed by Stock Exchange in this regards.  Restriction on transfer or sale of shares by the Promoters of the Company	The matter is still pending to be resolved and final order is awaited on the same.

- d) The listed entity has taken the following actions to comply with the observations made in previous reports: Since this being the first financial year of reporting, the above clause is not applicable.

For Amit R. Dadheech & Associates  
Practicing Company Secretaries





Amit R. Dadheech  
Proprietor  
Mem. No. 22889 COP No. 8952

Date: 30<sup>th</sup> May, 2019  
Place: Mumbai