

# DALMIA INDUSTRIAL DEVELOPMENT LIMITED

9, INDIA EXCHANGE PLACE, 8<sup>TH</sup> FLOOR, KOLKATA – 700001

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CIN No. : L74140WB1982PLC035394

Ref. No. ....

Date .....

July 30, 2020

To,  
The BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai- 400 001

**Sub: Annual Secretarial Compliance Report for the year ended March 31, 2020 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, 2020 issued by M/s. Amit R. Dadhech & Associates, Practicing Company Secretary, Mumbai.

Kindly take this on your records and acknowledge the same.

For Dalmia Industrial Development Limited

  
Raj Mohta  
Whole Time Director  
DIN: 03575779





**SECRETARIAL COMPLIANCE REPORT OF DALMIA INDUSTRIAL DEVELOPMENT LTD FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020**

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

We, Amit R. Dadheech & Associates, Practicing Company Secretary, 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, 2020 ("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 during the period under review.	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. In spite of the aforesaid efforts, the Company have failed to appoint a whole time Company Secretary in 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 40(9), (10) of SEBI (LODR) Regulation, 2015, the Company shall submit the half yearly compliance certificate obtained from a Practicing Professional in relation to transfer, sub-division, consolidation of share, if any.</i>	Non Submission of Certificate under Reg.40(9), (10) of SEBI (LODR) Regulations 2015 for Half Year ended September 2019	The Company is taking the necessary steps to comply with the same.

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.



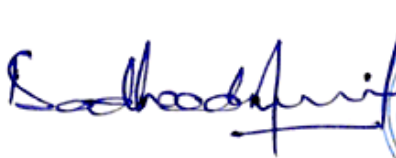

- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ 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 June 30, 2019	Freezing of promoter holding for non compliance with Reg. 6(1) for June 2019	The Company is taking the necessary steps to comply with the same.
2.	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.
3.	BSE Limited & MSEI Limited	Freezing of Promoter Shareholding and Shifting of Scrip to Z Group	Non-compliance with the Regulation 76 of SEBI (Depository and Participant) Regulation, 2018.	The Company is taking the necessary steps to comply with the same.
4.	BSE Limited & MSEI Limited	Suspension of Trading in securities of the Company	The trading in securities of the Company have been suspended by BSE Limited and MSEI Limited due to nonpayment of Annual Listing Fees w.e.f March 01, 2020	The Company is taking the necessary steps to comply with the same.



- d) The listed entity has taken the following actions to comply with the observations made in previous reports:
- The Listed entity has appointed the suitable number of Non-executive Director on the Board to form a proper composition of Nomination and Remuneration Committee.*
  - The Listed entity has endeavor to appoint a whole time Company Secretary on the Board but couldn't find / shortlist a suitable candidate for the post.*

**For Amit R. Dadheech & Associates**

**Amit R. Dadheech**  
**ACS No. 22889, COP No. 8952**

Date: July 30, 2020  
Place: Mumbai

UDIN: A022889B000534488