

DALMIA INDUSTRIAL DEVELOPMENT LIMITED

9, INDIA EXCHANGE PLACE, 8TH FLOOR, KOLKATA – 700001

PHONE – 033 – 40014000, Website: www.dalmiaindustry.co.in, E-mail : dalmiaindustrial@gmail.com

CIN No. : L74140WB1982PLC035394

Ref. No.

Date

June 30, 2021

To,

BSE Ltd. Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400 001 Scrip code: 539900	Calcutta Stock Exchange Limited, 7, Lyons Range, Kolkata - 700001	Metropolitan Stock Exchange of India Limited, Vibgyor Tower, 4 th Floor, G Block, C62, Bandra Kurla Complex, Bandra (E), Mumbai – 400098 Scrip Code: DIDL
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Sub: Annual Secretarial Compliance Report for the year ended March 31, 2021 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, 2021 issued by M/s. Amit R. Dadheech & 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, 2021**

To,
Dalmia Industrial Development Ltd.,
9IndiaExchangePlace, 8th
Floor Kolkata – 700001,
Wes 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, 2021 (“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	As per Regulation 6 (1) of Listing Regulations, a listed entity shall appoint a qualified company secretary as the compliance officer.	Company has not appointed the qualified 'Company Secretary since the resignation of previous Company Secretary dt: 07/10/2017	The Company was looking for a suitable candidate for the position of Company Secretary but was unable to appoint one due to the ongoing pandemic and resulting lockdown. Eventually the appointment of the Company Secretary and Compliance Office of the company was made on 24 th December, 2020.
2	As per Regulation 7 (1) of Listing Regulations, the listed entity shall appoint a share transfer agent or manage the share transfer facility in-house.	Company has appointed the Share Transfer Agent	Company has appointed the Share Transfer Agent but has failed to make payment of fees to the RTA resulting in RTA services not being rendered to the Company.
3	As per Regulation 7(3) of SEBI (LODR) Reg. 2015 The listed entity shall submit a compliance certificate to the exchange, duly signed by both the compliance officer of the listed entity and the authorised representative of the share transfer agent, wherever applicable, within one month of end of each half of the financial year, certifying compliance with the requirements of sub-regulation (2).	The Company failed to submit a compliance certificate to the exchange within one month of end of each half of the financial year 2020-21.	The Company has not paid RTA fees due to which report was not submitted.



4	As per Regulation 14 of the SEBI (LODR) Regulation, 2015, the listed entity shall pay all such fees or charges, as applicable, to the recognised stock exchange(s), in the manner specified by the Board or the recognised stock exchange(s)	The company has not paid Annual Listing Fees to BSE and MSEI for the financial years 20-21, 19-20, 18-19	The company was under severe financial crisis due to which the company was unable to pay Annual Listing Fees.
5	As per Regulation 17(1A) of SEBI (LODR) Reg. 2015, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.	The company failed to comply with this regulation for the FY 2020-21. The company did not pass special resolution for continuing the appointment of Mr. Sailendra Nath Bakshi, age exceeding 75 years as non-executive director of the company.	The company did not pass special resolution for continuing the appointment of Mr. Sailendra Nath Bakshi, age exceeding 75 years as non-executive director of the company.
6	As per Regulation 23(9) of SEBI (LODR) Reg. 2015 The listed entity shall submit for the half year, disclosures of related party transactions on a standalone or consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges and publish the same on its website.	The Company has not submitted disclosure of related party transactions on half yearly basis on the stock exchange and company's website.	The Company failed to make disclosure of related party transactions on half yearly basis on the stock exchange and company's website.
7	As per Regulation 29(1)(a), of SEBI (LODR) Regulation, 2015, the listed entity shall give prior intimation of atleast 5 working days (Relaxation was provided due to Covid 19 pandemic to intimate atleast 2 days in respect of Board Meetings held till July 31, 2020) to stock exchange about the meeting of the	The company failed to give intimation to the stock exchange 2 working days prior to the meeting of the board. For the meeting to be held on 31 st July, 2020, the Company gave its intimation on 30 th July, 2020. Also the intimation for the meeting to be held on 4 th September, 2020 was	The liability was levied on company for delay in furnishing prior intimation about the meeting of the board of directors convened on 31 st July, 2020. The fine of Rs. 11800 was imposed for non-compliance.



	board of directors in which any of the following proposals is due to be considered: (a) financial results viz. quarterly, half yearly, or annual, as the case may be.	given on 31 st August, 2020 (i.e. more than 5 working days)	
8	As per Regulation 44(1), of SEBI (LODR) Regulation, 2015, the listed entity shall provide the facility of remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.	No e-voting facility was provided to the shareholders for the 38 th Annual General Meeting held on December 29, 2020.	The company failed to make the payment of annual custodian fees and e-voting charges to the depository due to which the company was unable to provide e-voting facility to shareholders.
9	As per Regulation 46, of SEBI (LODR) Regulation, 2015, the listed entity shall maintain its website.	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. As per explanation given to us company was in process of updating the website.
10	As per Regulation 47(1) (a), of SEBI (LODR) Regulation, 2015, the listed entity shall publish the following information in the newspaper: notice of meeting of the board of directors where financial results shall be discussed. As per Regulation 47(3), of SEBI (LODR) Regulation, 2015, the information at sub-regulation (1) shall be published in at least one English language national daily newspaper circulating in the whole or substantially the whole of India and in one daily newspaper published in the language of the region, where the registered office of the listed entity is situated.	Non publication of newspaper advertisement for the meeting of the board of directors where financial results for the quarter ended September 30, 2020 shall be discussed.	Non publication of newspaper advertisement for the meeting of the board of directors where financial results for the quarter ended September 30, 2020 shall be discussed.



11	As per Regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996, listed companies are required to submit Reconciliation of Share Capital Audit Report to the stock exchanges.	Company has not submitted on quarterly basis, the Reconciliation of Share Capital Audit Report to the stock exchange.	Company has not submitted on quarterly basis, the Reconciliation of Share Capital Audit Report to the stock exchange.
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- 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	Regulation 6(1) of SEBI (LODR) Regulation, 2015: The Company has not-appointed the qualified company secretary as the compliance officer for the quarter ended June 2020 The Company has not-appointed the qualified company secretary as the compliance officer for the quarter ended March 2020	The company is liable to pay fine of Rs. 107380 for non-compliance. The company is liable to pay fine of Rs. 107380 for non-compliance.	The company has not paid the fine to BSE as on date.
2	BSE Limited	Regulation 7(1) of SEBI (LODR) Regulation, 2015: Non-appointment of Share Transfer Agent for the Quarter ended June	The company is liable to pay fine amount of Rs. 107380 for non-compliance	Company failed to make payment of fees to the RTA resulting in RTA services not being rendered to the Company.



		2020		
3	BSE Limited & MSEI Limited	Regulation 14 of SEBI (LODR) Regulation, 2015: Nonpayment of Annual Listing Fees	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.
4	BSE Limited	Non-compliance with the provisions of Regulation 17(1A) of SEBI (LODR) for the quarter ended June 2020.	The company is liable to pay fine amount of Rs. 214760 for non-compliance	The Company has not paid the fine.
5	BSE Limited & MSEI Limited	Non-compliance with the Regulation 76 of SEBI (Depository and Participant) Regulation, 2018.	Trading in the securities of the company has been suspended w.e.f. September 10, 2020 on account of non-compliance with Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 for two consecutive quarters/years i.e., September 2019 and December 2019. The exchange also instructed the depositories to freeze the demat accounts of all the entities mentioned in the shareholding pattern by the company. The company was given time period of 6 months to comply with the provision but due to its failure to comply with the same, the trading in the shares of the company on Trade for Trade basis (Series "BZ") on the first trading day of every week has been discontinued w.e.f. March 23, 2021. The company did not submit the	The Company is proposing to take necessary steps to comply with the same.



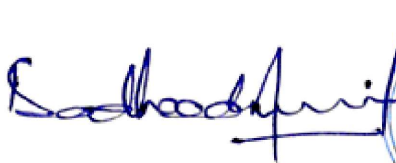

			Statement of Reconciliation of Share Capital Audit for the quarter ended March 31, 2020, September 30, 2020, June 30, 2020 and March 31, 2020, reminder was given by the exchange for the same.	
6	BSE Limited	Non Compliance of Regulation 29(2)/29(3)- Delay in furnishing prior intimation about the meeting of the board of directors convened on 31 st July, 2020.	The company is liable to pay fine amount of Rs. 11800 for non-compliance	The company has not paid the fine imposed.



d) The listed entity has taken the following actions to comply with the observations made in previous reports

Sr. No	Compliance Requirement(Regulations/ circulars /guidelines including specific clause) of previous year	Action taken	Pending Compliance Requirement(Regulations/ circulars /guidelines including specific clause) of previous year
1.	As per Regulation 6(1) of SEBI (LODR) Reg. 2015 listed entity shall appoint a qualified company secretary as the compliance officer.	The office of Company Secretary and Compliance Officer of the Company was filled during the period under review. The appointment of the Company Secretary and Compliance Office of the company was made on 24 th December, 2020.	None
2.	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.	None	The Website of the Company is not updated as specified in Regulation 46 of Listing Regulations, 2015
3.	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.	The Exchange has levied penalty on the Company but the Company has failed to make payment of the same.	The company has not yet complied.

For Amit R. Dadheech & Associates

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

Date: June 30,2021

Place: Kolkata

UDIN: A022889C000545279