

# 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 .....

**April 13, 2018**

To,

<b>BSE Ltd.</b> Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400 001	<b>Calcutta Stock Exchange Limited,</b> 7, Lyons Range, Kolkata - 700001	<b>Metropolitan Stock Exchange of India Limited,</b> Vibgyor Tower, 4 <sup>th</sup> Floor, G Block, C62, Bandra Kurla Complex, Bandra (E), Mumbai - 400098
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**Sub: Report on Corporate Governance under Regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirement), 2015 for the quarter and year ended March 31, 2017.**

Dear Sir,

We are enclosing herewith the report on Corporate Governance of the Company for the financial year ended March 31, 2018.

Request you to kindly take this letter on record and acknowledge the receipt.

This information is given pursuant to Regulation 27(2) of the SEBI (Listing Obligation and Disclosure Requirement), 2015.

Thanking You,

Yours Truly,

**For, Dalmia Industrial Development Limited**

Dalmia Industrial Development Ltd.

*Raj Mohta*

Director

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



**Place: Kolkata**

MSEI Symbol	
Scrip code	539900
NSE Symbol	
MSEI Symbol	
ISIN	
Name of the entity	DALMIA INDUSTRIAL DEVELOPMENT LIMITED
Date of start of financial year	01-04-2017
Date of end of financial year	31-03-2018
Reporting Quarter	Yearly
Date of Report	31-03-2018
Risk management committee	Not Applicable

Dalmia Industrial Development Ltd.

*Bej Malika*

Director

## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Is there any change in information of board of directors compare to previous quarter

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Raj Mohta	AZXP4978M	03575779	Executive Director	Chairperson		30-05-2017			1	1	0		
2	Mrs	Pramila Bansal	AFQPB5393A	03611167	Non-Executive - Independent Director	Not Applicable		25-09-2015		30	1	1	0		
3	Mr	Vikash Dhelia	AAIPD7830M	06624956	Non-Executive - Independent Director	Not Applicable		02-12-2014		39	2	1	0		
4	Mr	Kishore Vasant Hajare	AGSPH2965B	07022019	Non-Executive - Independent Director	Not Applicable		02-12-2014	08-03-2018	39	1	1	1		



## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Satendra Nath Bakshi	ACXPB4934B	07026952	Non-Executive - Independent Director	Not Applicable		02-12-2014		39	1	0	1		



Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	
Is there any change in information of committees compare to previous quarter	Yes



Audit Committee Details					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	07026952	Sailendra Nath Bakshi	Non-Executive - Independent Director	Chairperson	
2	07022019	Kishor Vasant Hajare	Non-Executive - Independent Director	Member	
3	03575779	Raj Mohta	Executive Director	Member	



Nomination and remuneration committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	06624956	Vikash Dhelia	Non-Executive - Independent Director	Chairperson	
2	07022019	Kishor Vasant Hajare	Non-Executive - Independent Director	Member	
3	07026952	Sailendra Nath Bakshi	Non-Executive - Independent Director	Member	



Stakeholders Relationship Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	07022019	Kishor Vasant Hajarc	Non-Executive - Independent Director	Chairperson	
2	06624956	Vikash Dhelia	Non-Executive - Independent Director	Member	
3	03611167	Pramila Bansal	Non-Executive - Independent Director	Member	





Risk Management Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks



Corporate Social Responsibility Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks



Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks



Annexure 1			
Annexure 1			
III. Meeting of Board of Directors			
Disclosure of notes on meeting of board of directors explanatory			
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	07-10-2017		
2	27-11-2017		50
3	07-12-2017		9
4		14-02-2018	68
5		08-03-2018	21



## Annexure 1

## IV. Meeting of Committees

## Disclosure of notes on meeting of committees explanatory

Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
1	Audit Committee	14-02-2018	Yes	3	27-11-2017	78	
2	Stakeholders Relationship Committee	14-02-2018	Yes	3	27-11-2017	78	



Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	



Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes



Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Raj Mohta
2	Designation	Director





Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.dalmiaindustry.co.in
2	Terms and conditions of appointment of independent directors	Yes		www.dalmiaindustry.co.in
3	Composition of various committees of board of directors	Yes		www.dalmiaindustry.co.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.dalmiaindustry.co.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.dalmiaindustry.co.in
6	Criteria of making payments to non-executive directors	Yes		www.dalmiaindustry.co.in
7	Policy on dealing with related party transactions	Yes		www.dalmiaindustry.co.in
8	Policy for determining 'material' subsidiaries	Yes		www.dalmiaindustry.co.in
9	Details of familiarization programmes imparted to independent directors	Yes		www.dalmiaindustry.co.in



## Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.dalmiaindustry.co.in
11	email address for grievance redressal and other relevant details	Yes		www.dalmiaindustry.co.in
12	Financial results	Yes		www.dalmiaindustry.co.in
13	Shareholding pattern	Yes		www.dalmiaindustry.co.in
14	Details of agreements entered into with the media companies and/or their associates	Yes		www.dalmiaindustry.co.in
15	New name and the old name of the listed entity	NA		



## Annexure II

## II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	



Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	Yes	



Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			



Annexure II		
1	Name of signatory	
2	Designation	



Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	



Annexure II		
1	Name of signatory	Raj Mohta
2	Designation	Director





Signatory Details	
Name of signatory	Raj Mohta
Designation of person	Director
Place	Kolkata
Date	13-04-2018

Dalmia Industrial Development Ltd.

*Raj Mohta*

Director