

DALMIA INDUSTRIAL DEVELOPMENT LIMITED

33/1, N. S. ROAD, 8TH FLOOR, MARSHALL HOUSE, ROOM NO. 816, KOLKATA-700 001
PHONE - 033-40014000, Website : www.dalmiaindustry.co.in, E-mail : dalmiaindustrial@gmail.com
CIN No. : L74140WB1982PLC035394

Ref. No.....

NOTICE

Date.....

Notice is hereby given that 35th Annual General Meeting of Dalmia Industrial Development Ltd will be held on Tuesday, September 26, 2017 at the Registered Office of the Company situated at 33/1 Netaji Subhas Road, Marshall House, Room No. 816, Kolkata, West Bengal - 700001 at 11.00 A.M.

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company (Standalone & Consolidated) for the financial year ended on March 31, 2017 i.e. the Balance Sheet as at 31st March, 2017, the statement of Profit & Loss account and the Cash Flow Statement for the year ended on that date, together with the report of the Board of Director's and Auditor's report thereon.
2. To appoint a Director in place of Mr. Alok Agarwal (DIN 00375564) who retire by rotation and being eligible offer him for re-appointment.
3. To appoint M/s R.K.P & Associates (Firm Reg. No. 322473E), the retiring auditors, who have offered themselves for re-appointment and have confirmed their eligibility in terms of the provision of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014 Chartered Accountants, as statutory auditors of the Company from the conclusion of this 35th Annual General Meeting upto the conclusion of 37th Annual General Meeting of the Company, subject to ratification of their appointment in the intermittent Annual General Meeting to be held in calendar year 2018, and to authorize the Board of Directors to fix their remuneration as may be mutually agreed with the Auditors, in addition to reimbursement of Service tax and all out of pocket expenses incurred in connection with the audit of accounts of the Company, and for the purpose, to pass the following resolution, with or without modification(S), as an ordinary resolution.

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and auditors Rules), 2014, **M/s. R.K.P Associates (Firm Reg. No 322473E)**, Chartered Accountants, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the 37th Annual General Meeting of the Company to be held in the calendar year 2019 and that the Board of Directors and Audit Committee of the Company be and are hereby authorized to fix their remuneration for the said period and reimbursement of actual out of pocket expenses, as may be incurred in the performance of their duties."

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-

“RESOLVED THAT Mr. Raj Mohta (DIN: 03575779) who was appointed as an Additional Director by the Board of Directors of the Company on May 30, 2017 and as per the provision of Section 161(1) of the Companies Act, 2013 whose terms of the office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director be and is hereby appointed as an Executive Director of the Company.

“RESOLVED FURTHER THAT in terms of Section 197, 198 and 203 if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, the consent of the members of the Company be and is hereby granted to appoint Mr. Raj Mohta (DIN: 03575779) as Whole Time Director of the Company on such terms as may decided by the Board and Mr. Raj Mohta (DIN: 03575779) for a period of 3 (three) consecutive year w.e.f. May 30, 2017, subject to retirement by rotation, on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Raj Mohta (DIN: 03575779), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Date: September 02, 2017

Place: Kolkata

By order of the Board
Dalmia Industrial Development Limited
SD/-
Ms. Shivani Singh
Company Secretary
ACS: A37694.

Registered Office:

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

NOTES:

1. Member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the Company. A person can act as proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of the total Equity Share Capital of the Company. Any Member holding more than 10% of the total Equity share capital of the Company may appoint a single person as proxy and in such a case, the said person shall not act as proxy for any other person or member. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. The disclosures required under Regulation 27 of the SEBI (Listing Obligation And Disclosure Requirement) Regulation, 2016 agreement in respect of the Directors being appointed/ reappointed in this Annual General Meeting are given as annexure to this Notice convening Annual General Meeting.
3. Member holding shares in physical form are advised to update their address and bank account/ ECS details with the Company's Registrar & Share Transfer Agent, **M/s. Maheshwari Datamatics Private Limited, Kolkata.**
4. The Annual Report of the Company for the financial year ended March 31, 2017 has been emailed to the members whose email addresses are available with the depositories or are obtained directly from the members, as per the MCA Circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 on "Green Initiative of Ministry of Corporate Affairs for Corporate Governance". For other members, who have not registered their email addresses, the Annual Report has been sent at their registered postal address. If any member wishes to get a duly printed copy of the Annual Report, the Company will send the same, free of cost, upon receipt of request from the member. **Members who have not registered their email addresses so far are requested to register them for receiving all communication including Annual Report and other Notices from the Company electronically.**
5. In terms of the provisions of the Companies Act, 1956 and 2013, the Company has transferred the unclaimed or un-encashed dividends for financial years upto 2008 to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company transfers the unclaimed or un-encashed dividend to IEPF after the expiry of seven years from the date of transfer to unpaid dividend account.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.
7. The Register of Members and the Transfer Books of the Company shall remain closed on September 20, 2017 to September 26, 2017.
8. An Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the meeting, in respect of Item No. 4 is annexed hereto

9. All documents referred to in accompanying Notice and Explanatory Statement is open for inspection at the registered office of the Company on all working days between 9.00 a.m. to 12.00 noon up to the date of AGM.
10. Members seeking the information with regards to the proposed resolution are requested to write to the Company at least one week in advance so as to enable the management to keep the information ready.
11. Pursuant to the provision of Section 107 and 108, read with companies (Management and Administration) Rules 2014, the company is pleased to offer the option of E-Voting facility to all the members of the company. For this purpose, the company has entered into an agreement with National Depository Services (India) Limited (NSDL) for facilitating E-voting. The company has appointed Amit R Dadheech & Associates, Practicing Company Secretaries (**Membership No. 22889; Certificate of Practice No. 8952**) as Scrutinizer for conducting the e-voting process in a fair and transparent manner.

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 SEBI (LODR), 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) 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 AGM ("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 AGM 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 AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Saturday, September 23, 2017 (9:00 am) and ends on Monday, September 25, 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 Tuesday, September 19, 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 AGM [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 AGM:

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
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- (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 September 19, 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. September 19, 2017 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or [Issuer/RTA](#).

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 AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM

- XI. 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 September 19, 2017 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. 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.
- XIII. The Chairman shall, at the AGM, 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 AGM 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"
- XIV. 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 AGM, 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.
- XV. 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.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES
ACT, 2013**

Item No. 4

Mr. Raj Mohta was appointed as an Additional Director of the Company under Section 161 (1) of the Companies Act, 2013 w.e.f 30th May, 2017 whose tenure shall expire at the Annual General Meeting of the Company and being eligible is proposed for re-appointment as the Director of the Company.

The Board of Director at their meeting held on May 30, 2017 have appointed Mr. Raj Mohta as the Whole Time Director of the Company. Now, looking at his expertise and dedication towards the Company, it is proposed to appoint Mr. Raj Mohta as the Whole Time Director of the Company w.e.f. May 30, 2017.

The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying their intention to propose the candidature of Mr. Raj Mohta for the position of Whole Time Director of the Company.

The Board recommends the Resolution set out at Item No. 4 in this Notice for approval of the Members as Special Resolution.

None of the Directors of Key Management Personnel of the Company or their relatives, Except Mr. Raj Mohta, is concerned or interested in the proposed Resolution

Date: September 2, 2017
Place: Kolkata

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

By order of the Board
Dalmia Industrial Development Limited
SD/-
Ms. Shivani Singh
Company Secretary
ACS: A37694

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT IN
ANNUAL GENERAL MEETING FIXED FOR SEPTEMBER 26, 2017**

Name of the Director	Mr. Alok Agarwal	Mr. Raj Mohta
Date of Birth	24/03/1958	07/11/1988
Date of Appointment	22/11/1986	30/05/2017
Qualification	Commerce Graduate	Commerce Graduate
Expertise in specific functional area	He is involved in the financial sector for long time; his expertise will contribute in the development of the business of the Company.	Immense knowledge in the field of accounts and finance, his engagement with the organisation will facilitate the growth and development of the company.
List of Public Companies in which outside Directorship held (including Foreign Companies)	1. Nikman Minerals Limited 2. Soneko Warehousing Limited 3. VKD Traders Ltd	NIL

DALMIA INDUSTRIAL DEVELOPMENT LIMITED

Registered Office: 33/1, Netaji Subhas Road, Marshall House, Room No. 816, Kolkata - 700001
CIN: L74140WB1982PLC035394, Web: www.dalmiaindustry.co.in, email id: dalmiaindustrial@gmail.com

PROXY FORM

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

CIN : L74140WB1982PLC035394
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 35th
Annual General Meeting of the Company, to be held on **Tuesday, September 26, 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:

DALMIA INDUSTRIAL DEVELOPMENT LIMITED

Registered Office: 33/1, Netaji Subhas Road, Marshall House, Room No. 816, Kolkata - 700001
CIN: L74140WB1982PLC035394, Web: www.dalmiaindustry.co.in, email id: dalmiaindustrial@gmail.com

Ordinary business

1. Adoption of financial statements for the financial year ended March 31, 2017 and Reports of Directors' and Auditors' thereon.
2. Appointment of Director in place of Mr. Alok Agarwal (DIN.00375564) who retires by rotation and being eligible offers himself for re-appointment.
3. Appointment of auditors and fixing their remuneration.

Special business

4. Appointment of Mr .Raj Mohta (DIN: 03575779) as a Whole Time Director of the Company

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 commence 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.

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DALMIA INDUSTRIAL DEVELOPMENT LIMITED

Registered Office: 33/1, Netaji Subhas Road, Marshall House, Room No. 816, Kolkata – 700001
CIN: L74140WB1982PLC035394, Web: www.dalmiaindustry.co.in, email id: dalmiaindustrial@gmail.com

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 35th Annual General Meeting of the Company to be held on Tuesday, September 26, 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)