

# DALMIA INDUSTRIAL DEVELOPMENT LIMITED

33/1, N. S. ROAD, 8th FLOOR, MARSHALL HOUSE, ROOM NO-816, KOLKATA - 700 001  
PHONE NO : 033 6900 0955, WEBSITE : [www.dalmiaindustry.co.in](http://www.dalmiaindustry.co.in), Email : [dalmiaindustrial@gmail.com](mailto:dalmiaindustrial@gmail.com)  
CIN NO - L74140WB1982PLC035394

---

Ref. ....  
**October 13, 2016**

Dated .....

To,  
**Metropolitan Stock Exchange Limited,**  
**(Formerly known as MCX Stock**  
**Exchange Limited)**  
Vibgyor Tower,  
4<sup>th</sup> Floor, G Block, C62,  
Bandra Kurla Complex, Bandra (E),  
Mumbai – 400098

To,  
**Calcutta Stock Exchange Limited,**  
7, Lyons Range,  
Kolkata – 700001

To,  
**BSE Limited,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai,  
Maharashtra - 400001

**Sub: Report on Corporate Governance under Regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirement), 2014 for the quarter ended September 30, 2016.**

Dear Sir,

We are enclosing herewith the report on Corporate Governance of the Company for the quarter ended September 30, 2016.

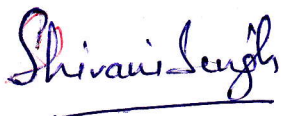
Request you to kindly take this letter on record and acknowledge the receipt.

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

Thank You,

Yours Truly,

**For Dalmia Industrial Development Limited**



**Shivani Singh**  
**Company Secretary & Compliance Officer**

**Place: Kolkata**

| General information about company |                                   |
|-----------------------------------|-----------------------------------|
| Scrip code                        | 539900                            |
| Name of the entity                | Dalmia Industrial Development Ltd |
| Date of start of financial year   | 01-04-2016                        |
| Date of end of financial year     | 31-03-2017                        |
| Reporting Quarter                 | Half Yearly                       |
| Date of Report                    | 30-09-2016                        |
| Risk management committee         | Not Applicable                    |



| 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<br>(Mr /<br>Ms) | Name of the<br>Director | PAN        | DIN      | Category 1<br>of directors                     | Category 2<br>of directors | Category 3<br>of directors | Date of<br>appointment<br>in the<br>current term | Date of<br>cessation | Tenure<br>of director<br>(in<br>months) | No of<br>Directorship<br>in listed<br>entities<br>including<br>this listed<br>entity (Refer<br>Regulation<br>25(1) of<br>Listing<br>Regulations) | Number<br>of<br>memberships<br>in Audit/<br>Stakeholder<br>Committee<br>(s) including<br>this listed<br>entity (Refer<br>Regulation<br>26(1) of<br>Listing<br>Regulations) | No of<br>post of<br>Chairperson<br>in Audit/<br>Stakeholder<br>Committee<br>held in<br>listed<br>entities<br>including<br>this listed<br>entity (Refer<br>Regulation<br>26(1) of<br>Listing<br>Regulations) | Notes |
| 1  | Mr                    | Vikash<br>Chowdhary     | ABXPC9870G | 00182941 | Executive<br>Director                          | Chairperson                | CEO-<br>MD                 | 12-12-2014                                       |                      |   | 1  | 2  | 0   |       |
| 2  | Mr                    | Vineet<br>Chowdhary     | ACQPC5971Q | 00182931 | Executive<br>Director                          | Not<br>Applicable          |                            | 08-02-2013                                       |                      |   | 1  | 0  | 0   |       |
| 3  | Mr                    | Alok Agarwal            | ACSPA4871B | 00375564 | Executive<br>Director                          | Not<br>Applicable          |                            | 22-11-1986                                       |                      |   | 1  | 0  | 0   |       |
| 4  | Mrs                   | PramilaBansal           | AFQPB5393A | 03611167 | Non-<br>Executive -<br>Independent<br>Director | Not<br>Applicable          |                            | 25-09-2015                                       |                      | 12                                      | 1  | 0  | 0   |       |



| 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 |
| 5  | Mr              | Sailendra Nath        | ACXPB4934B | 07026952 | Non-Executive - Independent Director | Not Applicable          |                         | 02-12-2014                              |                   | 21                             | 1  | 1  | 1  |       |
| 6  | Mr              | Kishore Vasant Hajare | AGSPH2965B | 07022019 | Non-Executive - Independent Director | Not Applicable          |                         | 02-12-2014                              |                   | 21                             | 1  | 3  | 1  |       |
| 7  | Mr              | Vikash Dhelia         | AAIPD7830M | 06624956 | Non-Executive - Independent Director | Not Applicable          |                         | 02-12-2014                              |                   | 21                             | 2  | 1  | 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                     |
| Sr   | Name Of Committee                     | Name of Committee members | Category 1 of directors              | Category 2 of directors | Name of other committee |
| 1  | Audit Committee                       | Sailendra Nath Bakshi     | Non-Executive - Independent Director | Chairperson             |                         |
| 2  | Audit Committee                       | Kishore Vasant Hajare     | Non-Executive - Independent Director | Member                  |                         |
| 3  | Audit Committee                       | Vikash Chowdhary          | Non-Executive - Independent Director | Member                  |                         |
| 4  | Nomination and remuneration committee | Vikash Dhelia             | Non-Executive - Independent Director | Chairperson             |                         |
| 5  | Nomination and remuneration committee | Kishore Vasant Hajare     | Non-Executive - Independent Director | Member                  |                         |
| 6  | Nomination and remuneration committee | Sailendra Nath Bakshi     | Non-Executive - Independent Director | Member                  |                         |
| 7  | Stakeholders Relationship Committee   | Kishore Vasant Hajare     | Non-Executive - Independent Director | Chairperson             |                         |
| 8  | Stakeholders Relationship Committee   | Vikash Dhelia             | Non-Executive - Independent Director | Member                  |                         |
| 9  | Stakeholders Relationship Committee   | Vikash Chowdhary          | Executive Director                   | Member                  |                         |



| 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  | 15-04-2016  |  |   |
| 2  | 30-05-2016  |  | 44  |
| 3  |   | 11-08-2016   | 72  |
| 4  |   | 30-08-2016   | 18  |



| 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 (details) | 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                       | 11-08-2016  | Yes  | All the Members were present        | 30-05-2016  | 72   |                         |
| 2  | Nomination and remuneration committee | 11-08-2016  | Yes  | All the Members were present        | 30-05-2016  | 72   |                         |
| 3  | Stakeholders Relationship Committee   | 11-08-2016  | Yes  | All the Members were present        | 30-05-2016  | 72   |                         |



| Annexure 1                    |  |                                  |  |
|-------------------------------|--|----------------------------------|--|
| V. Related Party Transactions |  |                                  |  |
| Sr                            | Subject  | Compliance status<br>(Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1                             | Whether prior approval of audit committee obtained   | NA                               |  |
| 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                        |



| <b>Annexure III</b>   |  |                                      |                               |  |
|---|--|--------------------------------------|-------------------------------|--|
| <b>Annexure III to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year</b> |  |                                      |                               |  |
| <b>I. Affirmations</b>  |  |                                      |                               |  |
| Sr  | Broad heading  | Regulation Number                    | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1   | Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2)                                | Yes                           |  |
| 2   | Presence of Chairperson of Audit Committee at the Annual General Meeting   | 18(1)(d)                             | Yes                           |  |
| 3   | Presence of Chairperson of the nomination and remuneration committee at the annual general meeting   | 19(3)                                | Yes                           |  |
| 4   | Whether "Corporate Governance Report" disclosed in Annual Report   | 34(3) read with para C of Schedule V | Yes                           |  |
| Any other information to be provided  |  |                                      |                               |  |



| Signatory Details     |                   |
|-----------------------|-------------------|
| Name of signatory     | Vikash Chowdhary  |
| Designation of person | Managing Director |
| Place                 | Kolkata           |
| Date                  | 13-10-2016        |

