



Dalmia Laminators Ltd.

**Compliance Report on Corporate Governance**

1	Name of Listed Entity	Dalmia Laminators Limited
2	Quarter ending	December 31, 2016

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN* & DIN	Category** (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)&	Date of Appointment in the current term /cessation	Tenure...	No. of Director ship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	No. of members hips 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)
Mr.	Vijay Dalmia	ADJPD4043P 00583896	Non-Executive & Non Independent	29/09/2015	-	2(Non Independent)	2	-
Ms	Bhagwati Devi Dalmia	ADTPD1575B 00584031	Non-Executive & Non Independent	30/09/2014	-	2(Non Independent)	-	-
Mr.	Rajinder Prasad Jain	ACUPJ0594J 00556325	Independent/ Chairman	30/09/2014	2 year 3 months	2	3	2
Mr.	Pawan kumar Kayan	AFOPK3091E 00195370	Independent	30/09/2014	2 year 3 months	2	3	1
Mr.	Manish Dalmia	ADJPD4042P 00264752	Executive CFO	01/03/2015	-	2(Non Independent)	1	-
Mr.	Girdhar Gopal Dalmia	AGUPD7396J 00583976	Executive MD & CEO	01/04/2015	-	2	-	-

\* PAN number of any director would not be displayed on the website of Stock Exchange  
 \*\* Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen  
 \*\*\*to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees		
Name of Committee	Name of Committee members	Category* (Chairperson / Executive / Non-Executive / Independent / Nominee)
1. Audit Committee	1) Mr. R. P. Jain 2) Mr. P. K. Kayan 3) Mr. Vijay Dalmia	Chairperson/Independent Independent Non-Executive/ Non Independent
2. Nomination & Remuneration Committee	1) Mr. P. K. Kayan 2) Mr. R. P. Jain 3) Mr. Vijay Dalmia	Chairperson/Independent Independent Non-Executive/ Non Independent

'Dalmia House', 392, Block-G, New Alipore, Kolkata- 700 053, WB, India  
 T : +91 33 4017 6900, F : +91 33 2398 1722, kolkata@mldgroup.in  
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 Units : Kolkata, Chennai, Kakinada, Bangalore  
 CIN : L51491WB1986PLC040284



**Dalmia Laminators Ltd.**

3. Corporate Social Responsibility Committee	1) Mr. P. K. Kayan 2) Mr. R. P. Jain 3) Mr. Vijay Dalmia	Chairperson/Independent Independent Non-Executive/Non Independent
4. Stakeholders Relationship Committee	4) Mr. P. K. Kayan 5) Mr. R. P. Jain 6) Mr. Vijay Dalmia	Chairperson/Independent Independent Non-Executive/Non Independent

\* Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
1. 14.07.2016 2. 02.08.2016 3. 05.08.2016 4. 13.08.2016 5. 26.08.2016 6. 14.09.2016	1. 28.10.2016 2. 14.11.2016 3. 28.11.2016	45 Days

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether 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*
1 .14.11.2016(Audit Committee)	Yes	13.08.2016	92 days
2. 14.11.2016(Nomination and Remuneration Committee)	Yes	13.08.2016	92 days
3 .14.11.2016(Corporate Social Responsibility Committee)	Yes	13.08.2016	92 days
4 .14.11.2016(Stakeholders' Relationship Committee)	Yes	13.08.2016	92 days

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) <sup>refer note below</sup>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.

**Note**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

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1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. 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.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:



**Name & Designation: Govind Agarwal**  
**(Company Secretary & Compliance Officer)**

**Note:**

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.