



Dalmia Laminators Ltd.

October 12, 2017

The Secretary,  
The Calcutta Stock Exchange Limited  
7, Lyons Range  
Kolkata – 700001

**Scrip Name: Dalmia Laminators Limited**

Dear Sir/ Madam,


**Sub: Report on Corporate Governance as per Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

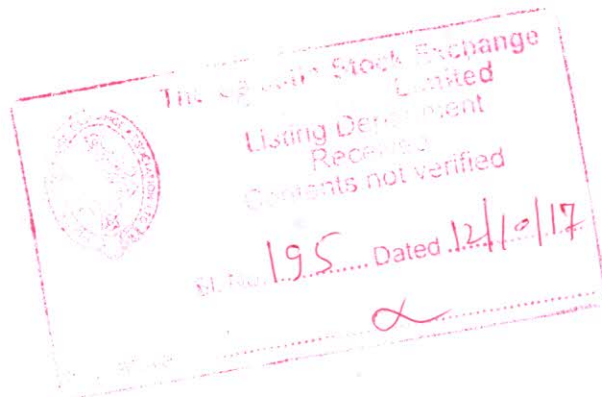
With reference to the above subject and pursuant to the Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Report on Corporate Governance for the quarter and six months ended September 30, 2017, in the specified format.

We request you to kindly take the above on records.

Thanking you,

Yours faithfully,  
**For Dalmia Laminators Limited**

  
**Govind Kumar Agarwal**  
Company Secretary





Dalmia Laminators Ltd.

## Compliance Report on Corporate Governance

1	Name of Listed Entity	Dalmia Laminators Limited
2	Quarter ending	September 30, 2017

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 Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	No. 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)
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	Chairman/ Independent	30/09/2014	3 year	2	4	2
Mr.	Pawan kumar Kayan	AFOPK3091E 00195370	Independent	30/09/2014	3 year	2	4	2
Mr.	Manish Dalmia	ADJPD4042P 00264752	Executive/ WTD & CFO	01/03/2015	-	3(Non Independent)	2	-
Mr.	Girdhar Gopal Dalmia	AGUPD7396J 00583976	Executive/ Managing Director & 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

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Regd. Office : 130, Cotton Street, Kolkata-700 007

Units : Kolkata, Chennai, Kakinada, Bangalore

CIN : L51491WB1986PLC040284





## Dalmia Laminators Ltd.

3. Corporate Social Responsibility Committee	1) Mr. Manish Dalmia 2) Mr. P.K. Kayan 3) Mr. Vijay Dalmia	Chairperson/Executive 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. 10.04.2017 2. 29.04.2017 3. 19.05.2017 4. 29.06.2017	1. 14.08.2017 2. 19.08.2017 3. 01.09.2017 4. 14.09.2017	45 days 04 days 12 days 12 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. 14.09.2017 (Audit Committee)	Yes	19.05.2017	117 days
2. 14.09.2017 (Nomination and Remuneration Committee)	Yes	19.05.2017	117 days
3. 14.09.2017 (Corporate Social Responsibility Committee)	Yes	19.05.2017	117 days
4. 14.09.2017 (Stakeholders' Relationship Committee)	Yes	19.05.2017	117 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.		
<b>Note</b>			
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.			



Dalmia Laminators Ltd.

**VI. Affirmations**

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 Kumar 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.

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**Compliance Report on Corporate Governance**

1	Name of Listed Entity	Dalmia Laminators Limited
2	Six months ending	September 30, 2017

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
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
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual General meeting	19(3)	No <sup>3</sup>
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

**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.
3. Mr. Pawan Kumar Kayan, Independent Director and Chairman of Nomination and Remuneration Committee was absent from attending the Annual General Meeting due to his pre-occupation.

Name & Designation: Govind Kumar Agarwal  
Company Secretary & Compliance Officer