

April 12, 2019

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 year ended March 31, 2019, 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 | March 31, 2019 |

| 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. | Sonam Jalan | AFFPB3045P 08130908 | Independent | 25/05/2018 | 10 months | 2 (Independent) | 4 | 2 |
| Mr. | Rajinder Prosad Jain | ACUPJ0594J 00556325 | Chairman/ Independent | 30/09/2014 | 4 year 6 months | 2 (Independent) | 4 | 2 |
| Mr. | Manish Dalmia | ADJPD4042P 00264752 | Executive/ WTD & CFO | 01/03/2015 | - | 3(Non Independent) | 2 | - |
| Mr. | Girdhar Gopal Dalmia | AGUPD7396J 00583976 | Executive/ MD & CEO | 01/04/2015 | - | 2 (Non Independent) | - | - |
| Mr. | Parekh Mani Baro | AFFPB5208P 08067392 | Non-Executive / Non Independent | 14/02/2018 | - | 2(Non Independent) | - | - |

*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) Ms. Sonam Jalan 3) Mr. Vijay Dalmia | Chairperson/Independent Independent Non-Executive/ Non Independent |
| 2. Nomination & Remuneration Committee | 1) Ms. Sonam Jalan 2) Mr. R. P. Jain 3) Mr. Vijay Dalmia | Chairperson/Independent Independent Non-Executive/ Non Independent |
| 3. Corporate Social Responsibility Committee | 1) Mr. Manish Dalmia 2) Ms. Sonam Jalan 3) Mr. Vijay Dalmia | Chairperson/Executive Independent Non-Executive/Non Independent |
| 4. Stakeholders Relationship Committee | 1) Ms. Sonam Jalan 2) Mr. R. P. Jain 3) Mr. Vijay Dalmia | Chairperson/Independent Independent Non-Executive/Non Independent |

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Dalmia Laminators Ltd.

*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. 26.10.2018 | 1. 22.01.2019 | 28 days | |
| 2. 13.11.2018 | 2. 14.02.2019 | 22 days | |
| 3. 14.11.2018 | 3. 04.03.2019 | 17 days | |
| 4. 24.12.2018 | 4. 14.03.2019 | 09 days | |
| | 5. 22.03.2019 | 07 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. 14.02.2018 (Audit Committee) | Yes | 14.11.2018 | 91 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) ^{refer note below} | | |
| 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 | | | |
| 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. Corporate Social Responsibility committee | | | |
| 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.



Dalmia Laminators Ltd.

Compliance Report on Corporate Governance

(To be submitted by listed entity at the end of the financial year for the whole of financial year)

| | | | |
|---|---|--|--|
| 1 | Name of Listed Entity | Dalmia Laminators Limited | |
| 2 | Year ending | March 31, 2019 | |
| I. Disclosure on website in terms of Listing Regulations | | | |
| | Item | Compliance status (Yes/No/NA) <small>refer note below</small> | |
| | Details of business | Yes | |
| | Terms and conditions of appointment of independent directors | Yes | |
| | Composition of various committees of board of directors | Yes | |
| | Code of conduct of board of directors and senior management | Yes | |
| | Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | |
| | Criteria of making payments to non-executive directors | NA (non - executive directors are not entitled to any remuneration) | |
| | Policy on dealing with related party transactions | Yes | |
| | Policy for determining 'material' subsidiaries | Yes | |
| | Details of familiarization programmes imparted to independent | Yes | |
| | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | |
| | email address for grievance redressal and other relevant details | Yes | |
| | Financial results | Yes | |
| | Shareholding pattern | Yes | |
| | Details of agreements entered into with the media companies and/or their associates | NA | |
| | New name and the old name of the listed entity | NA | |
| II Annual Affirmations | | | |
| | Particulars | Regulation Number | Compliance status (Yes/No/NA) <small>refer note below</small> |
| | Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes |
| | Board composition | 17(1) | Yes |
| | Meeting of Board of directors | 17(2) | Yes |
| | Review of Compliance Reports | 17(3) | Yes |
| | Plans for orderly succession for appointments | 17(4) | Yes |
| | Code of Conduct | 17(5) | Yes |
| | Fees/compensation | 17(6) | Yes |
| | Minimum Information | 17(7) | Yes |
| | Compliance Certificate | 17(8) | Yes |
| | Risk Assessment & Management | 17(9) | Yes |
| | Performance Evaluation of Independent Directors | 17(10) | Yes |
| | Composition of Audit Committee | 18(1) | Yes |
| | Meeting of Audit Committee | 18(2) | Yes |
| | Composition of nomination & remuneration committee | 19(1) & (2) | Yes |
| | Composition of Stakeholder Relationship Committee | 20(1) & (2) | Yes |
| | Composition and role of risk management committee | 21(1),(2),(3),(4) | NA |

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Dalmia Laminators Ltd.


| | | |
|---|-------------------------|-----|
| Vigil Mechanism | 22 | Yes |
| Policy for related party transaction | 23(1),(5),(6),(7) & (8) | Yes |
| Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes |
| Approval for material related party transactions | 23(4) | Yes |
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) | NA |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | NA |
| Maximum Directorship & Tenure | 25(1) & (2) | Yes |
| Meeting of independent directors | 25(3) & (4) | Yes |
| Familiarization of independent directors | 25(7) | Yes |
| Memberships in Committees | 26(1) | Yes |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes |
| Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes |
| Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | 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. If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. – **Not Applicable**


Govind Kumar Agarwal
Company Secretary & Compliance Officer

