

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that an Extraordinary General Meeting of the Members of Dalmia Laminators Limited will be held at the Registered Office of the Company at 130, Cotton Street, Kolkata - 700007 on Wednesday, March 25, 2015 at 10.30 A.M. to transact the following business.

### **SPECIAL BUSINESS:**

#### **1. Approval of Related Party Transaction to be entered into by the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following as a Special Resolution

**“RESOLVED THAT** pursuant to the provisions of Clause 49-VII of the Listing Agreement read with the Section 188 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company to enter into the following related party contracts/arrangements/transactions with Bateli Tea Co. Limited and Dalmia Tea Plantation & Industries Limited, related parties as defined under Section 2(76) of the Companies Act, 2013 and Clause 49-VII(B)(ii) of the Listing Agreement relating to transfer or receipt of products, goods, materials or services, as per the below details, on such terms and conditions as may be mutually agreed upon between the Company and the respective related parties and for the maximum amounts per annum, as mentioned:

<b>Sr. No</b>	<b>Nature of transaction and terms of contract</b>	<b>Name of the Director/KMP who is related and nature of their relationship</b>	<b>Name of the Related Party</b>	<b>Estimated Value of transactions/ contract/ arrangements per financial year</b>
1	To purchase of electricity and buying & selling of Tea	Mr. GG Dalmia; Mr. Manish Dalmia; Mr. Vijay Dalmia; and Ms. Bhagwati Devi	Bateli Tea Co Limited	Rs. 15.00 crore
2	To purchase of electricity and buying & selling of Tea	Dalmia (Directors of the Company and relatives to each other) – Promoter Group of the both the Companies	Dalmia Tea Plantation & Industries Limited	Rs.15.00 crore

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to decide upon the nature and value of the products, goods, materials or services to be transacted with the respective companies as mentioned above, within the aforesaid limits.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to undertake all such acts, matters, deeds and things as may be necessary to give effect to the above resolution and to settle any queries, difficulties, doubts that may arise with regard to any transactions/contracts/arrangements with the related parties and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution.”





**2. Re-appointment of Mr. Girdhar Gopal Dalmia as Managing Director & CEO of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, and other applicable provisions, if any, of the Companies Act, 2013(“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2012 (including any statutory modification(s) thereof for the time being in force), the consent of the Company be and is hereby accorded to the re-appointment of Mr. G. G. Dalmia (holding DIN 00583976) as Whole-Time Director designated as Managing Director & CEO of the Company for a period of 5 years with effect from April 1, 2015 to March 31, 2020, upon the following terms and conditions and remuneration

**(A) SALARY:** Rs. 30 lac per annum

**(B) PERQUISITES:**

**Category A:**

1. Medical Reimbursement for self and family as per the rules of the Company.
2. Leave Travel Reimbursement of domestic & foreign along with family as per the rules of the Company.

**Category B:**

1. Contribution to Provident Fund, Superannuation Fund, Annuity Fund or Gratuity as per the rules of the Company.
2. Encashment of leave as per the rules of the Company.

**Category C:**

Car, telephone at residence and mobile phone for use on Company's business.

**“RESOLVED FURTHER THAT** the Board of Directors (which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorised to alter, modify or vary the terms and conditions, including remuneration as approved above, in such manner as may be agreed to between the Board and Mr. G. G. Dalmia.

**“RESOLVED FURTHER THAT** in the event of loss or inadequacy of profit in any financial year during the tenure of Mr. G. G. Dalmia, the remunerations as approved hereby shall be paid to him as a minimum remuneration subject to the limits specified under Section II of Part II of the Schedule V to the Act or such other limit as may be prescribed by the Central Government from time to time as minimum remuneration.

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





**3. Appointment of Mr. Manish Dalmia as Whole-Time Director designated as Chief Financial Officer (CFO) of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereof for the time being in force), the consent of the Company be and is hereby accorded to the appointment of Mr. Manish Dalmia (holding DIN 00264752) as Whole-Time Director designated as Executive Director & CFO of the Company and is liable to retire by rotation for a period of 3 years with effect from March 1, 2015 upto February 28, 2018, upon the following terms and conditions and remuneration

**(A) SALARY:** Rs 25 lac per annum

**(B) PERQUISITES:**

**Category A:**

1. Medical Reimbursement for self and family as per the rules of the Company.
2. Leave Travel Reimbursement of domestic & foreign along with family as per the rules of the Company.

**Category B:**

1. Contribution to Provident Fund, Superannuation Fund, Annuity Fund or Gratuity as per the rules of the Company.
2. Encashment of leave as per the rules of the Company.

**Category C:**

Car, telephone at residence and mobile phone for use on Company's business.

**“RESOLVED FURTHER THAT** the Board of Directors (which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorised to alter, modify or vary the terms and conditions, including remuneration as approved above, in such manner as may be agreed to between the Board and Mr. Manish Dalmia.

**“RESOLVED FURTHER THAT** in the event of loss or inadequacy of profit in any financial year during the tenure of Mr. Manish Dalmia, the remunerations as approved hereby shall be paid to him as a minimum remuneration subject to the limits specified under Section II of Part II of the Schedule V to the Act or such other limit as may be prescribed by the Central Government from time to time as minimum remuneration.

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





**4. Approval to make investments or give/provide loans/guarantees/security to subsidiaries/joint ventures/associate companies/body corporates**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any amendments/modification/re-enactments thereof for the time being enforced and the provisions of the Articles of Association of the Company, and in addition to the amounts already invested, loans made or guarantees/security provided by the Company, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers, including the powers conferred by this resolution):

- i. to invest in the securities of any of its subsidiary(ies)/joint venture(s)/associate company(ies)/body corporate(s); and/or
- ii. to give loans to any of its subsidiary(ies)/joint venture(s)/associate company(ies)/body corporate(s); and/or
- iii. to give guarantees or provide security in connection with loan(s) given by any other person to any of its subsidiary(ies)/joint venture(s)/associate company(ies)/body corporate(s),

upto an amount of Rs.300 crores (Rupees Three Hundred Crores Only), notwithstanding that the aggregate of the investments and loans so far made or to be made and the guarantees so far given or to be given, and securities so far provided and to be provided, exceeds the limits/will exceed the limits laid down by the Act read with the Rules thereunder.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorised to undertake from time to time all such acts, deeds, and things as necessary, expedient or proper, in respect of the above mentioned transactions including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer, sale, recall, renewal, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits, take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”



## 5. Adoption of new Articles of Association


To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, including any statutory modification or re-enactment thereof for the time being in force, the new set of Articles of Association of the Company, submitted to this meeting and initialled by the Chairman for the purpose of identification, be and is hereby approved and adopted as new Articles of Association of the Company in the place and exclusion of the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds and take such steps as may be required to give effect to the above resolutions.”

Regd. Office  
130, Cotton Street,  
Kolkata – 700 007  
Dated : 13<sup>th</sup> February’ 2015

By order of the Board



(Govind Kumar Agarwal)  
Company Secretary



**NOTES:**

1. Explanatory Statement as per Section 102 of the Companies Act, 2013 in respect of the businesses specified above is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll, to vote instead of himself. The proxy so appointed need not be a member of the company. The proxy form duly completed should be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the meeting.
6. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the meeting.
7. The Notice of the EGM has been sent through email to those members who have opted to receive electronic communication or who have registered their email addresses with the Company/depository participants. The Notice is also available on our website, i.e. [www.mldalmiagroup.com](http://www.mldalmiagroup.com). The physical copy of the Notice has been sent to those members who have either opted for the same or have not registered their email addresses with the Company/depository participant. The members will be entitled to a physical copy of the Notice of EGM, free of cost, upon sending a request to the Company Secretary at the Registered Office.
8. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination are requested to send their requests in Form No. SH.13, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 to the Registrar and Share Transfer Agent of the Company. A copy of the will be made available to the members upon request.
9. The amended Articles of Association will be available.



**10. E-voting Details:**

**I. Voting through electronic means**

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members holding shares either in physical form or in dematerialized form the facility to exercise their right to vote at the Extra-Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). The instructions for e-voting are as under:

The notice of the Extra-Ordinary General Meeting (EGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. The e-Voting particulars are provided at the bottom of the Attendance Slip for the Extra-Ordinary General Meeting (EGM) :

- a. Log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- b. Click on "Shareholders" tab
- c. Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip alongwith **"Dalmia Laminators Limited"** from the drop down menu and click on "SUBMIT".
- d. Now Enter your User ID (as mentioned in the Attendance Slip) :
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e. Next enter the Image Verification as displayed and Click on Login.
- f. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- g. However, if you are a first time user, please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes:
- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach Password Creation' menu wherein they are required to mandatory enter their login password in the new password field.

Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- j. For Members holding shares in physical form, the details in Attendance Slip can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the relevant EVSN "Dalmia Laminators Limited" for which you choose to vote.





- l. On the voting page, you will see "Resolution Description" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- m. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- n. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- q. If Demat account holder has forgotten the changed password then enter the User ID and image verification code, click on Forgot Password & enter the details as prompted by the system.
- r.
  - Institutional shareholders (i.e. other than Individuals, H U F, and NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Authorised Person/Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- II. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). You can also contact the helpdesk on the toll free number: 1800-200-5533.
- III. The e-voting period begins from **18.03.2015 from 9.00 A.M. and ends on 20.03.2015 till 6.00 P.M.** During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off/entitlement date of **20.02.2015** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.





- IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off/entitlement date of **20/02/2015**.
- V. Mr. Pramod Agarwal, A Practising Company Secretary, C.P. Membership No. 4193 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VI. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Results shall be declared on or after the Extra-Ordinary General Meeting (EGM) of the Company. This Notice as well as the Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within two (2) days of passing of the resolutions at the Extra-Ordinary General Meeting (EGM) of the Company on **25<sup>th</sup> March' 2015** and communicated to the Stock Exchange(s).



**Statement pursuant to Section 102(1) of the Companies Act, 2013**

**Item No. 1**

Bateli Tea Co. Limited and Dalmia Tea Plantation & Industries Limited are 'Related Parties' within the meaning of Section 2(76) of the Companies Act, 2013 and Clause 49-VII(B)(2) of the Listing Agreement (effective October 1, 2014).

In terms of proviso to Clause 49-VII(C) of the Listing Agreement and the provisions of Section 188 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the contracts/arrangements/transactions relating to transfer or receipt of products, goods, materials or services with Bateli Tea Co. Limited and Dalmia Tea Plantation & Industries Limited are material in nature as these transactions are likely to exceed the prescribed threshold limit of the 20 % of net worth or 5% of annual turnover of the Company as per the last audited financial statements of the Company. Therefore, the contracts/arrangements/ transactions with Bateli Tea Co. Limited and Dalmia Tea Plantation & Industries Limited requires the approval of unrelated shareholders of the Company by a Special Resolution.

The particulars of the contracts/arrangements/transactions are as under:

Sr. No	Nature of transaction and terms of contract	Name of the Director/KMP who is related and nature of their relationship	Name of the Related Party	Estimated Value of transactions/ contract/ arrangement s per financial year	Material terms of the contracts/arrange ments/transactions :	Any other information relevant or important for the members to make a decision on the proposed transaction
1	To purchase of electricity and buying & selling of Tea	Mr. GG Dalmia; Mr. Manish Dalmia; Mr. Vijay Dalmia; and Ms. Bhagwati Devi Dalmia	Bateli Tea Co Limited	Rs.15.00 crores	Transfer or receipt of products, goods, materials or services on arm's length basis.	None
2	To purchase of electricity and buying & selling of Tea	(Directors of the Company and relatives to each other) – Promoter Group of the both the Companies	Dalmia Tea Plantation & Industries Limited	Rs.15.00 crores	Transfer or receipt of products, goods, materials or services on arm's length basis.	None

The contracts/arrangements/transactions with the above mentioned related parties have been approved by the Audit Committee at its meeting held on February 13, 2015, and considered by the Board of Directors at their meeting held on February 13, 2015 for recommending the same to the unrelated shareholders of the Company for their approval.

Mr. GG Dalmia, Mr. Manish Dalmia, Mr. Vijay Dalmia and Ms. Bhagwati Devi Dalmia are interested in the resolution set forth in Item No. 1 of the Notice.

The relatives of Mr. GG Dalmia, Mr. Manish Dalmia, Mr. Vijay Dalmia and Mr. Bhagwati Devi Dalmia may be deemed to be interested in the resolution set forth in Item No. 1 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set forth in Item No. 1 of the Notice for approval of the unrelated shareholders, being not a related party, of the Company.



**Item No. 2**

Mr. Girdhar Gopal Dalmia, aged 61 years, is a Commerce (Hons) and Law Graduate. He is a renowned industrialist in the eastern region of the Country and having more than 35 years of experience in field of tea, jute and plastic.

Mr. Dalmia is the President of All India Jute Laminators Association, Co-Chairman of Agricultural and Rural Development Committee of Bharat Chamber of Commerce, and Committee Member of Bharat Chamber of Commerce. He also represents the interest of the tea industry as member of the National Committee of the Indian Tea Association and serves as member on its various sub-committees thereof. He is also on the National Council of Management of Tea Research Association (TRA) and serves as member on its various sub-committees thereof.

Mr. Dalmia is the founder of the Company. He was appointed as a Managing Director of the Company effective April 1, 2010 to hold the Office of Managing Director for a period of 5 years ending on March 31, 2015. As part of the initiative to create enduring guidance for the Company, the Board of Directors of the Company, at their meeting held on February 13, 2015, had approved the re-appointment of Mr. G G Dalmia as Whole-Time Director designated as Managing Director and CEO of the Company for a further period of 5 years commencing April 1, 2015 on the terms and conditions and remuneration as set out in Resolution no.2 of the accompanying notice.

Mr. Dalmia is also the Honorary Consul of Mongolia.

Mr. G G Dalmia holds 1,227,850 equity shares in the Company.

Companies (other than Dalmia Laminators Limited) in which Mr. G G Dalmia holds directorship in terms of Section 165 of the Companies Act, 2013 and committee memberships are as under:

Directorships:

1. Bateli Tea Company Limited - Managing Director
2. Dalmia Polypack Limited
3. Dalmia Tea Plantation Industries Limited
4. Oracle Properties & Trades Pvt. Ltd.

Committee Memberships

NIL

The Board of Directors of your Company is of the opinion that it is in the interest of the Company to re-appoint Mr. Dalmia as Whole-Time Director designated as Managing Director & CEO of the Company. As he is also a Managing Director of Bateli Tea Company Limited, hence, the approval of the Members of the Company for his re-appointment is sought through special resolution.

The terms and conditions of Mr. G G Dalmia's re-appointment as Managing Director & CEO as stated in the resolution in form of a memorandum will be available for inspection by the members of the Company at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 3.00 p.m. up to the date of the Extra Ordinary General Meeting.

Mr. GG Dalmia, Mr. Manish Dalmia, Mr. Vijay Dalmia, Mr. Bhagwati Devi Dalmia and their relatives are interested in the resolution set forth in Item No. 2 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board of Directors, accordingly, recommends the resolution set out at item No. 2 of the Notice for the approval of the Members.



**Item No. 3**

Mr. Manish Dalmia, aged 40 years, is an MBA from Babson College, Wellesley, USA, which is the world's leading institution for entrepreneurship. He has over 11 years experience in Tea, jute, plastics and the software industry.

Mr. Manish Dalmia serves as a member on the prestigious "Entrepreneurs Organization", Kolkata Chapter, the world's leading community for entrepreneurs with chapters in over 40 countries. He is also a member of various committees of the Indian Tea Association'.

Mr. Manish Dalmia was appointed as Director of the Company effective November 1, 2008. As part of the initiative to create enduring guidance for the Company, the Board of Directors of the Company has appointed Mr. Manish Dalmia as a Whole-time Director designated as Executive Director & CFO effective March 1, 2015 to hold the Office of as such for a period of 3 years ending on February 28, 2018, on the terms and conditions and remuneration as set out in Resolution no.3 of the accompanying notice.

Mr. Manish Dalmia holds 181,950 equity shares in the Company.

Companies (other than Dalmia Laminators Limited) in which Mr. Manish Dalmia holds directorship in terms of Section 165 of the Companies Act, 2013 and committee memberships are as under:

Directorships:

1. Bateli Tea Company Limited
2. Dalmia Polypack Limited
3. Dalmia Tea Plantation & Industries Limited
4. Oracle Properties & Trades Pvt. Ltd
5. Manish Co. Pvt. Ltd

Committee Memberships

1. Audit Committee( Bateli Tea Company Limited)
2. Remuneration Committee ( Bateli Tea Company Limited)

The Board of Directors of your Company is of the opinion that it is in the interest of the Company to appoint Mr. Manish Dalmia as Whole-Time Director designated as Executive Director & CFO of the Company.

The terms and conditions of Mr. Manish Dalmia's appointment as Executive Director & CFO as stated in the resolution in form of a memorandum will be available for inspection by the members of the Company at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 3.00 p.m. up to the date of the Extra Ordinary General Meeting.

Mr. GG Dalmia, Mr. Manish Dalmia, Mr. Vijay Dalmia, Mr. Bhagwati Devi Dalmia and their relatives are interested in the resolution set forth in Item No. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board of Directors, accordingly, recommends the resolution set out at item No. 3 of the Notice for the approval of the Members.





**Item No. 4**

As per the provisions of Section 186 of the Companies Act, 2013, a company cannot make investment, give loan and guarantee or provide any security in connection with any loan or acquire by way of subscription, purchase or otherwise securities of any other body corporate in excess of 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, unless it is previously authorized by a special resolution.

The Company is required to make investments in the securities of its subsidiary(ies)/joint venture(s)/associate company(ies)/body corporate(s) from time to time to meet the capital their requirements. Further, the Company is also required to provide loan to or give guarantee or security in connection with the loan to its subsidiary(ies)/joint venture(s)/associate company(ies)/body corporate(s), in ordinary course of business.

As a measure of achieving greater financial flexibility and to enable the Company to enter into appropriate transactions including, transactions requiring the Company to receive and/or accept securities, provide loan to or give guarantee or security in connection with the loan to its subsidiary(ies)/joint venture(s)/associate company(ies)/body corporate(s), it is proposed that the Board of Directors be authorized to invest up to Rs.300 crores (Rupees Three Hundred Crores Only) in any body corporate by way of grant of loan(s) and/or provide any other form of debt to and/or place inter-corporate deposit(s) with and/or investment(s) in and/or purchase security(ies) and/or give guarantee(s) or provide security(ies) in connection with loan(s) made by any other person to anybody corporate or entity.

Except Mr. GG Dalmia, Mr. Manish Dalmia, Mr. Vijay Dalmia, Mr. Bhagwati Devi Dalmia and their relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives and are concerned or interested, financial or otherwise in the said resolution except to the extent of their shareholding, if any, in the Company or any of their interest as Director or Shareholder or otherwise, in the Company.

The Board accordingly recommend the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

**Item No. 5**

Your Directors considered that the existing Articles of Association of the Company do not cover latest amendments. Accordingly, the Board of Directors has proposed to amend the existing Article of Association of the Company by adopting a new set of Articles of Association in the place and exclusion of the existing Articles of Association of the Company.


In terms of the provisions of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for amendment in the Articles through adoption of new set of Articles of Association of the Company. A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company during the office hours on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. up to the date of the Extra Ordinary General Meeting and during the Extra Ordinary General Meeting.

None of the Directors or Key Managerial Personnel or their relatives is, directly or indirectly, concerned or interested in the proposed resolution.

The Board accordingly recommend the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

Regd. Office  
130, Cotton Street,  
Kolkata - 700 007  
Dated : 13<sup>th</sup> February' 2015

By order of the Board



(Govind Kumar Agarwal)  
Company Secretary