

NOTICE OF 31ST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 31st Annual General Meeting of the Members of Dalmia Laminators Limited will be held at the Corporate Office of the Company at 'Dalmia House' 392, Block – G, New Alipore, Kolkata - 700053, on Thursday, September 21, 2017, at 10.30 a.m. to transact the following business:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Financial Statements (standalone and consolidated) of the Company for the financial year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.
- 2) To re-appoint Mr. Manish Dalmia (DIN 00264752) who retires by rotation and, being eligible, offers himself for re-appointment.
- 3) 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) M/s. Dutta Ghosh & Associates, Chartered Accountants (Firm Registration No. 309088E), Kolkata, be and are hereby appointed as the Statutory Auditors of the Company, in place of M/s. S.K. Ghosh & Co., Chartered Accountants, the retiring Auditors, for a term of five years commencing from the conclusion of the 31st Annual General Meeting of the Company till the conclusion of the 36th Annual General Meeting, subject to ratification of their appointment by the Members at every intervening Annual General Meeting held during their term, at a remuneration, as may be decided by the Board of Directors in consultation with the Statutory Auditors.

Regd. Office
130, Cotton Street
Kolkata – 700 007

May 19, 2017

By order of the Board



Govind Kumar Agarwal
Company Secretary

Notes:

1. A Member entitled to attend and vote at the Annual General Meeting ('AGM') may appoint a proxy to attend and vote on his/her behalf. A proxy need not be a Member of the Company.

Proxies, in order to be effective, must be received at the Corporate Office of the Company at "Dalmia House", 392, Block – G, New Alipore, Kolkata - 700053, not less than forty-eight hours before the commencement of the AGM.

A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.

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.

2. Corporate members intending to send their authorized representatives to attend the AGM 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 AGM.
3. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to please bring their folio number/demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
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 AGM.
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 AGM.
7. The Register of Members of the Company will remain closed from **Friday, September 15, 2017 to Thursday, September 21, 2017 (both days inclusive)** for the purpose of Annual General Meeting.
8. In case any member is desirous to receive communication from the Company in electronic form, they may register their email address with Company or with their depository participant or send their consent at the Registered Office of the Company along with their folio no. and valid email address for registration.
9. In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is offering voting facility through electronic means (remote e-voting) to the members to cast their votes electronically on the Resolutions proposed at this AGM and for which purpose the Company has engaged the services of Central Depository Services (India) Limited. The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice. The detailed instructions for e-voting are given as a separate attachment to this notice.
10. Additional Information pursuant to Regulation 36 of Listing Regulations on Director seeking re-appointment at this AGM is furnished here with annexure to the Notice. The director has furnished consent for his re-appointment as required under the Companies Act, 2013 and the Rules thereunder.



'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

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

Units : Kolkata, Chennai, Kakinada, Bangalore

CIN : L51491WB1986PLC040284

11. The Annual Report 2016-17, the Notice of the 31st AGM and instructions for e-voting, along with the Attendance slip and Proxy form, are being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
12. Members may note that the Notice of the AGM and the Company's Annual Report 2016-17 will be available on the Company's website, www.mldalmiagroup.com. The physical copies of the documents will also be available at the Company's Corporate Office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: investor@mldgroup.in.
13. 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, to the Registrar and Transfer Agent of the Company. Further, members desirous of cancelling/varying nomination are requested to send their requests in Form No. SH- 14, to the Registrar and Transfer Agent of the Company. These forms will be made available on request by the Registrar and Transfer Agent / Company.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent, M/s. ABS Consultants Private Limited.
15. All documents referred to in the Notice will be available for inspection at the Company's Corporate Office during normal business hours on working days up to the date of the AGM.
16. Members whose shareholding is in electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s).
17. As a measure to save our natural resources, we request shareholders to update their email address with their Depository Participants /Registrar and Share Transfer Agent to enable the Company to send communications electronically.
18. A route map to the AGM venue is appended to the Notice for reference of the members.



Additional information on Director recommended for re-appointment as required under Regulation 36 of the SEBI (Listing Obligations & Disclosure requirements) Regulations, 2015

Mr. Manish Dalmia

Mr. Manish Dalmia, aged 42 years, is an MBA from Babson College, Wellesley, USA, which is the world's leading institution for entrepreneurship. He has over 13 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 is the Executive Director and Chief Financial Officer (CFO) of the Company. He is entrusted with responsibility of overseeing the finance, legal, taxation and corporate affairs. He is also entrusted with the powers and authority to manage the day to day affairs of the Company. He is having vast experience in the field of Jute, Plastics and Software industries. The Company has been suitably benefited by his professional knowledge and managerial expertise. He had played a major role in Company growths.

Companies (including Dalmia Laminators Limited) in which Mr. Manish Dalmia holds directorship and committee membership:

Directorship

Dalmia Laminators Limited
Bateli Tea Co. Limited
Radiant Financial Services Limited
Dalmia Polypack Limited
Dalmia Tea Plantation & Industries Limited
Manish Company Private Limited
Oracle Properties and Trades Private Limited

Chairpersonship of Board committees

Dalmia Laminators Limited	Corporate Social Responsibility (CSR) Committee
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Membership of Board committees

Bateli Tea Company Limited	Audit Committee
	Nomination and Remuneration Committee
	Stakeholder Relationship Committee

Shareholding in the Company

Mr. Manish Dalmia is holding 1, 81,950 (4.45%) equity shares of the Company.



INSTRUCTIONS FOR E-VOTING

Dear Member,

In compliance with Regulation 44, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 and 110 of the Companies Act, 2013, read with the applicable rules, the Company is pleased to provide e-voting facility to all its Members, to enable to cast their vote electronically instead of dispatching the physical postal ballot form by post. The company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members.

The procedure with respect to **remote e-voting** is provided below:

- (i) The voting period begins on **September 18, 2017 (9.00 A.M.)** and ends on **September 20, 2017 (5.00 P.M.)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **September 14, 2017** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).



- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for **Dalmia Laminators Limited** on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobile. The m-voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.



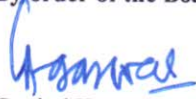
GENERAL INSTRUCTIONS

- a) The e-voting period begins from **September 18, 2017 from 9.00 A.M. and ends on September 20, 2017 till 5.00 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 **September 14, 2017** 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.
- b) Members of the Company holding shares either in physical form or in dematerialized form as on the cut-off/entitlement date of **September 14, 2017** may cast their vote electronically.
- c) Mr. Md Shahnawaz, a Practising Company Secretary (C.P. No. 15076 and Membership No. 21427) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent.
- d) 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.
- e) Results shall be declared on or after the 31st Annual General Meeting 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 31st Annual General Meeting of the Company and shall be communicated to the Stock Exchange(s).

Regd. Office
130, Cotton Street
Kolkata – 700 007

May 19, 2017

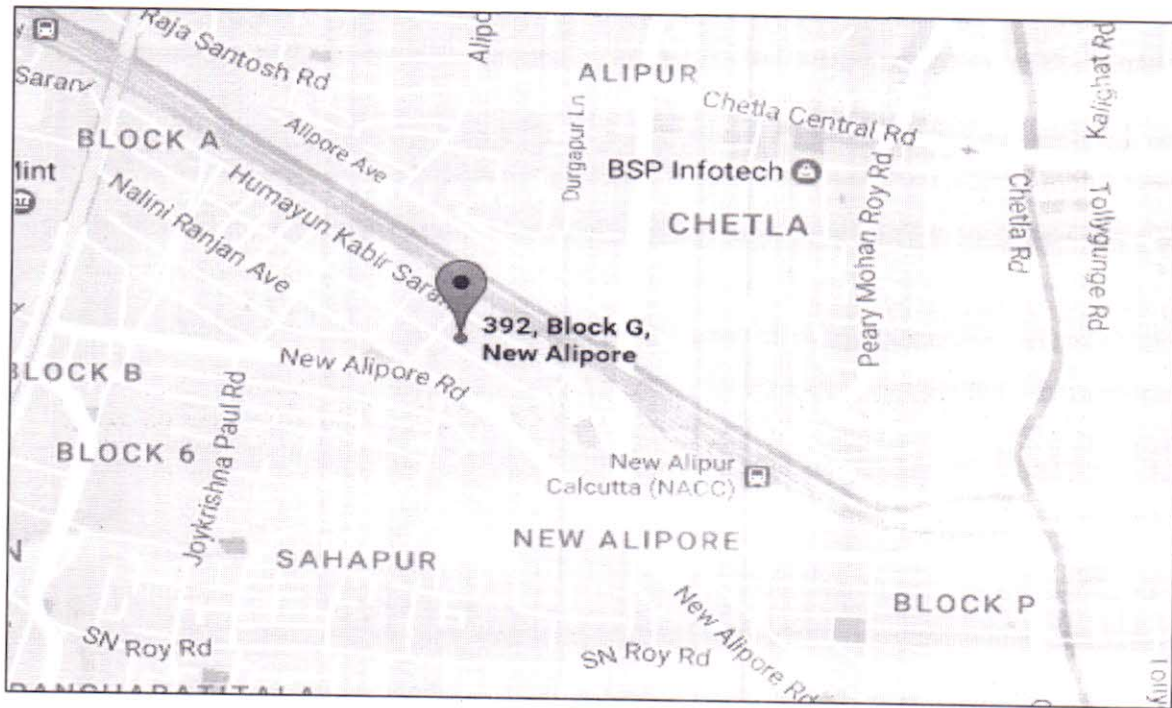
By order of the Board


Govind Kumar Agarwal
Company Secretary



Dalmia Laminators Ltd.

Route map for the location of the venue of the 31st Annual General Meeting of the Company is given below:



'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
Regd. Office : 130, Cotton Street, Kolkata-700 007
Units : Kolkata, Chennai, Kakinada, Bangalore
CIN : L51491WB1986PLC040284



CIN: L51491WB1986PLC040284

E-mail: kolkata@mldgroup.in; **Website:** www.mldgroup.in

31st Annual General Meeting – September 21, 2017

Registered Folio no. / DP ID no. / Client ID no. :

[illegible]

Number of shares held

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I certify that I am a member / proxy / authorized representative for the member of the Company.

I hereby record my presence at the 31st Annual General Meeting of the Company at the Corporate Office of the Company at 'Dalmia House', 392, Block – G, New Alipore, Kolkata - 700053, West Bengal, India, on Thursday, September 21, 2017, at 10:30 a.m. IST.

Signature of the member / proxy

Note : Only member/Proxy can attend the meeting. No minors would be allowed at the meeting. Please fill up this attendance slip and hand it over at the entrance of the meeting hall.

Particulars for voting through Electronic means

For those opting to vote through electronic means, instead of voting by the above postal ballot, facility is available at the web link: <https://www.evotingindia.co.in>. Particulars for electronic voting are as under:

EVEN (E-Voting Event Number)	User ID	Password

Note: Please read the instructions given overleaf carefully before exercising your vote.

Facility to exercise vote by postal ballot including voting through electronic means will be available during the following period:

Commencement of voting:	From 9.00 a.m. (IST) on September 18, 2017
End of voting:	Up to 5.00 p.m. (IST) on September 20, 2017

The facility for voting through electronic means will be disabled for voting by CDSL upon expiry of the aforesaid voting period.



DALMIA LAMINATORS LIMITED

Registered Office: 130, Cotton Street, Kolkata – 700 007

CIN: L51491WB1986PLC040284

Phone: +91-33-2269 6447/4017 6900 **Fax No:** +91-33-2398-1722

E-mail: kolkata@mldgroup.in; **Website:** www.mldalmiagroup.in

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

31st Annual General Meeting – September 21, 2017

FOLIO/DP ID AND CLIENT ID:	
NAME OF THE MEMBER:	
REGISTERED ADDRESS:	
ADDRESS:-	E MAIL ID:-

I/ We, being the member(s) holding _____ shares of the above named Company, hereby appoint:

Name:- _____

Address:- _____

Email Id:- _____ Signature:- _____

or failing him/her

Name:- _____

Address:- _____

Email Id:- _____ Signature:- _____

or failing him/her

Name:- _____

Address:- _____

Email Id:- _____ Signature:- _____

as my/ our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the Annual General Meeting to be held on Thursday, September 21, 2017 at 10:30 A. M. at the Corporate Office at 'Dalmia House', 392, Block – G, New Alipore, Kolkata – 700053 and at any adjournment thereof in respect of resolutions as are indicated below:

Resolution Nos.	Description of Resolution	Vote (Please mention no. of shares)		
		For	Against	Absent
ORDINARY RESOLUTION				
1.	Approval of the audited financial statements (standalone and consolidated) of the Company for the year ended March 31, 2017, along with the reports of the Board of Directors and Auditors thereon.			
2.	Re-appointment of Mr. Manish Dalmia, who retires by rotation and, being eligible, offers himself for re-appointment.			
3.	Appointment of M/s. Dutta Ghosh & Associates, Chartered Accountants as Statutory Auditors and fix their remuneration.			

Signed this _____ day of _____, 2017

Member's Folio/DP ID/Client Id No.: _____

Signature of Shareholder : _____

Signature of Proxy Holder(s) : _____

Affix
Revenue
Stamp of
not less
than Re.1

Notes:

- Proxy need not to be a member of the Company
- The proxy form in order to be effective should be duly signed by the Member across the Revenue Stamp and should reach at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
- Corporate Members intending to send their authorised representative(s) to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representatives to attend the meeting and vote on their behalf at the meeting.
- It is optional to indicate your preference. If you leave the for, against or abstain column blank against any resolution, your proxy will be entitled to vote in the manner as he/she may think appropriate.



Dalmia Laminators Limited

Registered Office: 130, Cotton Street, Kolkata – 700 007

CIN: L51491WB1986PLC040284

Phone: +91-33-2269 6447/4017 6900 **Fax No:** +91-33-2398-1722

E-mail: kolkata@mldgroup.in; **Website:** www.mldgroup.in

Form No. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company:	Dalmia Laminators Limited
Registered office:	130, Cotton Street, Kolkata – 700 007
CIN:	L51491WB1986PLC040284

BALLOT PAPER (31st AGM 2017)

S. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Share

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

S. No.	Resolutions	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Adoption of the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2017, and the Reports of the Board of Directors and Auditors thereon.			
2.	Re-appoint Mr. Manish Dalmia, who retires by rotation and, being eligible, offers himself for re-appointment.			
3.	Appointment of M/s. Dutta Ghosh & Associates, Chartered Accountants (Firm Registration No. 309088E) as Statutory Auditors and fix their remuneration.			

Place:

Date :

(Signature of the shareholder)

* As per Company's records