



DRL/SEC/SE/21-22/21

May 29, 2021

**The Head-Listing & Compliance
Metropolitan Stock Exchange of India Limited**

Vibgyor Tower, 4th Floor,
Plot No. C 62, G-Block,
Opp. Trident Hotel, Bandra Kurla Complex
Bandra (East), Mumbai-400098

**The Secretary,
The Calcutta Stock Exchange Ltd.**

7, Lyons Range,
Kolkata – 700 001

Dear Sir,

Re: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2021

Pursuant to SEBI Circular Np. CIR/CFD/CMD1/27/2019 dated February 8, 2019 read with Regulation 24A of the SEBI (LODR) Regulations, 2015, as amended from time to time, please find enclosed herewith a copy of the Annual Secretarial Compliance Report for the year ended March 31, 2021 issued by M/s N C Khanna, Practicing Company Secretary.

Further, the said Annual Secretarial Compliance Report is also available on the Company's website at www.dalmiarefractories.com.

Kindly acknowledge the receipt and oblige.

Thanking you,

Yours faithfully,
For **Dalmia Refractories Limited**

(Akansha Jain)
Company Secretary
Membership No. A36766

Encl: As above

Secretarial compliance report of DALMIA REFRACTORIES LIMITED
for the year ended 31st March, 2021

I, N C Khanna (Company Secretaries) have examined:

- (a) all the documents and records made available to me and explanation provided by Dalmia Refractories Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2021 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011*;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014*;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008*;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; *
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

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* Not applicable because Company did not carry out the activities covered by the regulations/guidelines during the audit period.

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

<i>Sr. No.</i>	<i>Compliance Requirement (Regulations/ circulars / guidelines including specific clause)</i>	<i>Deviations</i>	<i>Observations/ Remarks of the Practicing Company Secretary</i>
1	The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, and there are no deviations.	None	None

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

<i>Sr. No.</i>	<i>Action taken by</i>	<i>Details of violation</i>	<i>Details of action taken e.g., fines, warning letter, debarment, etc.</i>	<i>Observations/remarks of the Practicing Company Secretary, if any.</i>
-----NIL-----				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

<i>Sr. No.</i>	<i>Observation of the practicing Company Secretary in previous reports</i>	<i>Observations made in the secretarial compliance report for the year ended ... (the years are to be mentioned)</i>	<i>Action taken by the listed entity if any</i>	<i>Comments of listed entity of the action taken by the listed entity</i>

Place: New Delhi

Date: 12/05/2021

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N C Khanna
(Practicing Company Secretary)
FCS No.:4268
C P No.:5143
UDIN: F004268C000286231