

Form No. MGT-9

Extract of Annual Return as on the financial year ended on 31st March, 2020 of

Dalmia Refractories Limited

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN:	L24297TN1973PLC006372
ii)	Registration Date:	21/06/1973
iii)	Name of the Company	DALMIA REFRACTORIES LIMITED
iv)	Category/ Sub-Category of the company	Public Company Limited by shares
v)	Address of the Registered Office and contact details	Dalmiapuram, P.O. Kallakudi, Tiruchirapalli, Tamil Nadu-621651. Tel No : 011-23457100 E-mail :snccil@dalmiarf.com Website: www.dalmiarefractories.com
vi)	Whether listed Company Yes/ No	Yes
vii)	Name , Address and Contact details of Registrar and Transfer Agent.	KFin Technologies Private Limited Karvy Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032 Tel No: 040-67162222; Fax:040-23001153 E-mail: madhusudhan.ms@kfintech.com Website: www.kfintech.com

AI. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of Main Products / Services	NIC Code of the Product/ Service*	% to total turnover of the Company
1	Manufacture & sale of Refractories, Castables and Mortars	2391	92.51%

Note: As per National Industrial Classification – Ministry of Statistics and Programme Implementation

BI. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S.No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1	Dalmia Seven Refractories Limited 4, Scindia House, Connaught Place, New Delhi-110001	U74999DL201 6PLC309327	Joint Venture/ Subsidiary	51%	2(87)
2	Dalmia GSB Refractories GmbH c/o Flottmannstrabe 57, 44807 Bochum, Germany	HRB84999	Wholly Owned Subsidiary	100%	2(87)
3	GSB Refractories India Private Limited Dalmiapuram Dist Tiruchirapalli, Tamil Nadu 621651	U26916TN2011PT C134454	Step down Subsidiary	100%	2(87)

IV. SHARE HOLDING PATTERN
(Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholder	No. of Shares held at the beginning of the year (As on 01.04.2019)				No. of Shares held at the end of the Year (As on 31.03.2020)				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individuals/Hindu Undivided Family	-	-	-	-	-	-	-	-	-
b) Central Government	-	-	-	-	-	-	-	-	-
c) State Government(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	2043577	-	2043577	64.83	2043577	-	2043577	64.83	0.00
e) Financial Institutions/Banks	-	-	-	-	-	-	-	-	-
f) Any Other (Specify)	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1)	2043577	-	2043577	64.83	2043577	-	2043577	64.83	0.00
(2) Foreign									
a) Individuals (Non- Resident Individuals/Foreign Individuals)	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks/Financial Institutions	-	-	-	-	-	-	-	-	-
e) Qualified foreign Investor	-	-	-	-	-	-	-	-	-
Any Other (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	2043577	-	2043577	64.83	2043577	-	2043577	64.83	0.00

Category of Shareholder	No. of Shares held at the beginning of the year (As on 01.04.2019)				No. of Shares held at the end of the Year (As on 31.03.2020)				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public shareholding									
1. Institutions									
a) Mutual Funds/UTI	-	-	-	-	-	-	-	-	-
b) Financial Institutions/ Banks	16	763	779	0.02	16	663	679	0.02	-
c) Central Government	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) Foreign Institutional Investors	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
i) Qualified foreign investor	-	-	-	-	-	-	-	-	-
j) Any Other (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1)	16	763	779	0.02	16	663	679	0.02	-
2. Non-institutions									
a) Bodies Corporate									
i) Indian	30922	4835	35757	1.13	31511	4635	36146	1.15	0.02
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals--									
i) Individual shareholders holding nominal share capital upto Rs.1 lakh.	370844	188134	558978	17.73	349430	170171	519601	16.48	(1.25)
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh.	428872	-	428872	13.61	459372	-	459372	14.57	0.96
c) Others (specify)									
Directors	-	58	58	0.00	-	40	40	0.04	0.04
NBFC registered with RBI	-	-	-	-	-	-	-	-	-
Non Resident Indians	100	-	100	0.00	100	-	100	0.00	-
NRI Non-Repatriation	1957	-	1957	0.06	1957	-	1957	0.06	-
Trusts	50	-	50	0.00	50	-	50	0.00	-
IEPF	81956	-	81956	2.60	89269	-	89269	2.83	0.23
Sub-Total (B)(2)	914701	193027	1107728	35.15	931689	174846	11006535	35.15	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	914717	193790	1108507	35.17	931705	175509	1107214	35.17	-
Total (A)+(B)	2958294	193790	3152084	100.00	2976415	175669	3152084	100.00	-
(C)Shares held by Custodians for GDRs & ADRs	-	-	-	-	-	-	-	-	-
GRAND TOTAL (A)+(B)+(C)	2958294	193790	3152084	100.00	2976415	175669	3152084	100.00	-

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ii) Shareholding of Promoters

S. No	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2019)			Shareholding at the end of the year (As on 31.03.2020)			% change in shareholding during the year
		No of shares	% of total shares of The Company	% of shares pledged/encumbered to total shares	No. of shares	% of Total Shares of the Company	% of Shares Pledged/encumbered to Total Shares	
1	Akhya Estate Holdings Private Limited	1446840	45.90	-	1446840	45.90	-	-
2	Garvita Solution Services and Holdings Private Limited	349530	11.09	-	349530	11.09	-	-
3	Alirox Abrasives Limited	247187	7.84	-	247187	7.84	-	-
4	Himgiri Commercial Limited	5	0.00	-	5	0.00	-	-
5	Valley Agro Industries Limited	5	0.00	-	5	0.00	-	-
6	Keshav Power Limited	5	0.00	-	5	0.00	-	-
7	Shree Nirman Limited	5	0.00	-	5	0.00	-	-

Note: Shareholders listed above are disclosed as Promoter group under regulation 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

iii) Change in Promoter's Shareholding (Please specify, if there is no change)

S.No.	Name of the Shareholder	Reason	Date	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
				No. of Shares	% of total shares of The Company	No. of Shares	% of total shares of The Company
NO CHANGE IN PROMOTERS SHAREHOLDING DURING THE YEAR							

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(iv) Shareholding Pattern of top ten shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

S.No	Name of the Shareholder	Reason	Date	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% total shares of the company	No. of shares	% total shares of the company
1	Mahendra Girdharilal	Opening balance	01.04.2019	181067	5.74	181067	5.74
		Closing balance	31.03.2020			181067	5.74
2	Akash Bhanshali	Opening balance	01.04.2019	116500	3.70	116500	3.70
		Closing balance	31.03.2020			116500	3.70
3	Saral Bhanshali	Opening balance	01.04.2019	58239	1.85	58239	1.85
		Closing balance	31.03.2020			58239	1.85
4	Anil Kumar Goel	Opening balance	01.04.2019	19421	0.62	19421	0.62
		Closing balance	31.03.2020			19421	0.62
5	Vivek Kumar Bhauka	Opening balance	01.04.2019	1500	-	1500	0.05
		Purchase	23.08.2019	1000	0.03	2500	0.08
		Purchase	30.08.2019	900	0.03	3400	0.11
		Purchase	06.09.2019	500	0.02	3900	0.12
		Purchase	13.09.2019	610	0.02	4510	0.14
		Purchase	11.10.2019	500	0.02	5010	0.16
		Purchase	18.10.2019	1143	0.04	6153	0.20
		Purchase	25.10.2019	521	0.02	6674	0.22
		Purchase	22.11.2019	1050	0.03	7724	0.25
		Purchase	06.12.2019	700	0.02	8424	0.27
		Purchase	13.12.2019	3300	0.10	11724	0.37
		Purchase	20.12.2019	4600	0.15	16324	0.52
		Purchase	31.12.2019	1000	0.03	17324	0.55
		Purchase	10.01.2020	300	0.01	17624	0.56
		Purchase	17.01.2020	800	0.03	18424	0.58
Purchase	31.01.2020	200	0.01	18624	0.59		
Purchase	14.02.2020	650	0.02	19274	0.61		
Closing balance	31.03.2020			19274	0.61		
6	Tehmina Kali Cawasji j/w Raiomond Khodadad Irani	Opening balance	01.04.2019	16400	0.52	16400	0.52
		Closing balance	31.03.2020			16400	0.52
7	Bhavana Govindbhai Desai	Opening balance	01.04.2019	14273	0.45	14273	0.45
		Closing Balance	31.03.2020			14273	0.45
8	Bhavna Govindbhai Desai	Opening balance	01.04.2019	12572	0.40	12572	0.40
		Closing Balance	31.03.2020			12572	0.40
9	Ajay Kumar	Opening balance	01.04.2019	6226	-	6226	0.20
		Purchase	03.05.2019	1000	0.03	7226	0.23
		Purchase	08.11.2019	4000	0.13	11226	0.36
		Closing Balance	31.03.2020	-	-	11226	0.36
10	Amit Chokhani	Opening	01.04.2019	10400	0.33	10400	0.33

		balance					
		Closing Balance	31.03.2020			10400	0.33

Note.: 89,269 Equity Shares have been transferred to Investor Education and Protection Fund Authority

(v) Shareholding of Directors and Key Managerial Personnel:

S. No.	For each of Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of The Company
1	Mr. C.Nagaratnam, Director				
	At the beginning of the year	40	0.0013	40	0.0013
	Changes during the year	No change during the year			
	At the end of the year			40	0.0013

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrue but not due for payment

(Rs. in lacs)

Particulars	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (01.04.2019)				
i) Principal Amount	2014.00	-	-	2014.00
ii) Interest due but not paid	-	-	-	-
ii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	2014.00	-	-	2014.00
Change in Indebtedness during the financial year				
• Addition	1469.26	-	-	1469.26
• Reduction		-	-	-
Net change	1469.26	-	-	1469.26
Indebtedness at the end of the financial year (31.03.2020)				
i) Principal Amount	3,483.26	-	-	3,483.26
ii) Interest due but not paid	-	-	-	-
ii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	3,483.26	-	-	3,483.26

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole Time Director and/or Manager:

SI No.	Particulars of Remuneration	Mr. Sameer Nagpal	Total Amount
1	Gross Salary	-	-
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	-	-
	b) Value of perquisites u/s 17(2) Income tax Act, 1961	-	-
	c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission as % of profit others, specify	-	-
5	Others, please specify	-	-
	Total (A)	-	-
	Ceiling as per the Act	NA	NA

Note: The Company did not paid any remuneration to the MD during the year 2019-20.

B. REMUNERATION TO OTHER DIRECTORS:

1. Independent Directors

(Rs. in lacs)

Particulars of Remuneration	Name of the Director			Total Amount
	Mr. Deepak Thombre	MR. M.K. Doogar	MR. C. Nagaratnam	
Fee for attending Board & Committee Meetings	1.60	1.50	1.60	4.70
• Commission	1.00	1.00	1.00	3.00
Others, please specify	-	-	-	-
Total(1)	2.60	2.50	2.60	7.70

2. Other Non-Executive Directors

(Rs. in lacs)

Other Non-Executive Directors	Smt. Leena Rawal	Total
Fee for attending Board & Committee Meetings	1.00	1.00
• Commission	-	-
Others, please specify	-	-
Total (2)	1.00	1.00
Total (B)=(1+2)	8.70	
Total Managerial Remuneration(A+B)	8.70	
Overall Ceiling as per the Act	N.A.	

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(in lacs)

S.No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO*	CFO	CS	Total
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	-	76.88	6.59	83.47
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit - others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total (C)	-	76.88	6.59	83.47

* Mr. C.N. Maheshwari ceased to be the CEO of the Company w.e.f. 24.05.2019. During his tenure, his services were availed from Dalmia Cement (Bharat) Limited.

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ COURT]	Appeal made, if any (give details)
A. COMPANY Penalty Punishment Compounding		NIL			
B. DIRECTORS Penalty Punishment Compounding		NIL			
C. OTHER OFFICERS IN DEFAULT Penalty Punishment Compounding		NIL			