

SNEHAL V SHALIGRAM

Practicing Company Secretary

Address: 453, Shri Datta Hsg Society, Shaniwar Peth, Karad, Kist. Satara -415110

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**SECRETARIAL COMPLIANCE REPORT OF LERTHAI FINANCE LIMITED (FORMERLY KNOWN AS MARATHWADA REFRACTORIES LIMITED) FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

I, Snehal V Shaligram, Practicing Company Secretary have examined:

- all the documents and records made available to me and explanation provided by Lerthai Finance Limited (formerly known as Marathwada Refractories Limited) (“the Company”);
- the filings / submissions made by the Company to the stock exchanges;
- website of the Company; and
- other relevant document / filing which has been relied upon to make this certification

for the year financial ended 31<sup>st</sup> March, 2019 in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder;
- 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”); and
- The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, as were relevant and applicable to the Company during the year under review, have been examined, include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993

and based on the above examination, I hereby report that, during the review period:

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

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including	Deviations	Observations / Remarks of the Practicing Company Secretary



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	specific clause)		
NA	NA	NA	NA

- (b) The Company 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) SEBI and / or BSE Limited (where the securities of the Company are listed) have not taken any actions against the Company / its promoters / directors (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars / guidelines issued thereunder.
- (d) As this is the first Secretarial Compliance Report, the question of actions taken by the Company to comply with the observations made in previous reports does not arise.

Date : 27.05.2019  
Place : Pune



Snehal V Shaligram  
Practicing Company Secretary  
C. P. No: 10216