

ND/SY/ 3505

May 29, 2019

**Bombay Stock Exchange Limited  
New Trading Ring,  
Rotunda Building, P J Towers, Dalal  
Street, Fort Mumbai-400001  
Scrip Code: 500097**

**National Stock Exchange of India Limited  
"Exchange Plaza", Plot No. C-1, Block G  
Bandra – Kurla Complex, Bandra (East),  
Mumbai – 400 051  
Symbol: DALMIASUG**

**Re: Annual Secretarial Compliance Report for the financial year ended March 31, 2019**

Dear Sir(s),

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find attached herewith the Annual Secretarial Compliance Report of the Company for the financial year ended March 31, 2019 issued by Harish Khurana & Associates, Company Secretaries.

Thanking you,  
Yours faithfully,

**For Dalmia Bharat Sugar and Industries Limited**

  
  
**Sneha Sharma**  
**Company Secretary**  
Membership No. : A37986

Encl: As above

cc: Share Department, Dalmiapuram – For Information

Secretarial Compliance Report of **Dalmia Bharat Sugar and Industries Limited** for the year ended **March 31, 2019**

To  
**Dalmia Bharat Sugar and Industries Limited**  
Dalmiapuram, Tiruchirapalli Distt,  
Tamil Nadu

We **Harish Khurana & Associates** have examined:

- All the documents and records made available to us and explanation provided by **Dalmia Bharat Sugar and Industries Limited** ("the listed entity),
- The fillings/submissions made by the listed entity to the stock exchanges,
- Website of the listed entity,
- Any other documents/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **March 31, 2019** ("Review Period") 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, and
- 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: -

- Securities and Exchange Board of India (**Listing Obligations and Disclosure Requirements**) Regulations, 2015;
- Securities and Exchange Board of India (**Issue of Capital and Disclosure Requirements**) Regulations, 2018; (Not applicable to the Company during the audit period)
- Securities and Exchange Board of India (**Substantial Acquisition of shares and Takeovers**) Regulations, 2011;
- Securities and Exchange Board of India (**Buyback of Securities**) Regulations, 2018; (Not applicable to the Company during the audit period)
- Securities and Exchange Board of India (**Share Based Employee Benefits**) Regulations, 2014; (Not applicable to the Company during the audit period)



- f) Securities and Exchange Board of India (**Issue and Listing of Debt Securities**) Regulations, 2018, (Not applicable to the Company during the audit period);
- g) Securities and Exchange Board of India (**Issue and Listing of Non-Convertible and Redeemable Preference Shares**) Regulations, 2013, (Not applicable to the Company during the audit period);
- h) Securities and Exchange Board of India (**Prohibition of Insider Trading**) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, we 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:-

Sr. No.	Compliance Requirement (Regulations / Circulars / guidelines including specific clause)	Deviations	Observations/ remarks of the Practicing Company Secretary
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- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder in so far as it appears from our 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 Exchange (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars / guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	of	Details of actions taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
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d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by listed entity
<b>Not Applicable</b>				

**For Harish Khurana & Associates  
Company Secretaries**

**Place:** Delhi

**Date:** May 20, 2019

Ref: 179/DBSIL/SCR/20.05.19



  
**Harrish Khurana**  
**C P No.: 3506**  
**FCS No.: 4835**