

File No: 1010/1

May 29, 2019

Bombay Stock Exchange Limited
New Trading Ring,
Rotunda Building, P J Towers,
Dalal Street, Fort Mumbai-400001
Scrip Code: 542216

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

Re. Compliance under Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir(s),

In terms of Regulation 24(A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith, Secretarial Compliance Report for the financial year ended March 31, 2019 issued by R. Venkatasubramanian, Practising Company Secretary.

The above is for your information and record.

Thanking you,

Yours faithfully,

For Dalmia Bharat Limited
(formerly known as Odisha Cement Limited)



Dr. Sanjeev Gemawat
Company Secretary
FCS-3669

Dalmia Bharat Limited

(Formerly known as Odisha Cement Ltd.)

11th & 12th Floors, Hansalaya Building, 15, Barakhamba Road, New Delhi - 110 001, India
t 91 11 23465100 f 91 11 23313303, w www.dalmiabharat.com, CIN : L14200TN2013PLC112346
Registered Office : Dalmiapuram, Dist. Tiruchirapalli, Tamil Nadu - 621 651, India
A **Dalmia Bharat Group** company, www.dalmiabharat.com

Secretarial Compliance Report of Dalmia Bharat Limited
(formerly known as Odisha Cement Limited)
For the year ended March 31, 2019.

I, R.Venkatasubramanian, Practising Company Secretary, have examined:

- (a) all the documents and records made available to us and explanation provided by Dalmia Bharat Limited (formerly known as Odisha Cement 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 March 31, 2019("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 there under; and
- (b) the Securities Contracts (Regulation) Act,1956("SCRA"), Rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India("SEBI")

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, 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 (Buy back of Securities) Regulations,2018; - (Not Applicable to the Company during the Audit Period)
- (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; -(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;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading)Regulations,2015;
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;(Not Applicable to the Company during the Audit Period)
- (j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not Applicable to the Company during the Audit Period)

and circulars/guidelines issued there under;

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 there under, 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
No Reportable Observations			



- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued there under in so far 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 there under


Sr.No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/Remarks of the Practising Company Secretary, if any.
No Reportable Observations				

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

Sr.No.	Observations Of the Practising Company Secretary in the previous reports	Observations made in the previous secretarial compliance report	Actions taken By the listed entity, if any	Comments of the Practising Company Secretary on the Actions taken by the listed entity
No Reportable Observations				

Place: Angarai
Date: 16.05.2019



Signature: 
Name: R Venkatasubramanian
ACS No: 3673
CP No: 3893