

# Harish Khurana & Associates

Company Secretaries

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## **SECRETARIAL AUDIT REPORT**

(For the Financial Year ended March 31, 2021)

To,  
The Members,  
Dalmia Bharat Sugar and Industries Limited  
Dalmiapuram, Tiruchirapalli Distt.  
Tamil Nadu

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Dalmia Bharat Sugar and Industries Limited, (**herein after called “the Company”**). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, e-Forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place.

We have examined the books, papers, minute books, e-forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2021 according to the provisions of:

- 1) The Companies Act, 2013 (the Act) and the rules made there under;
- 2) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

- 4) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- 5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f) 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;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- 6) As per our discussion with the management and based on the compliance certificates placed before the Board by the respective head(s) of the department(s) in respect of the following other Acts:
  - Electricity Act, 2003
  - Food Safety and Standards Act, 2006
  - Food Safety and Standards (Licensing and Registration of Food Business) Regulations, 2011
  - Essential Commodities Act, 1955
  - Industries (Development and Regulation) Act, 1951
  - Molasses Control Order, 1961
  - Sugar Cess Act, 1982 and Sugar Cess Rules, 1982

- Employees State Insurance Act, 1948 and Employees State Insurance (General) Regulations, 1950
- Payment of Bonus Act, 1965 and Payment of Bonus Rules, 1975
- Employee Provident Fund and Miscellaneous Provisions Act, 1952
- Contract Labour (Regulation and Abolition) Act, 1970
- Employees Compensation Act, 1923
- U. P. Industrial Disputes Act, 1947
- Maternity Benefit Act, 1961
- Minimum Wages Act, 1948
- Payment of Wages Act, 1936
- Industrial Employment (Standing Orders) Act, 1946
- Factories Act, 1948
- Energy Conservation Act, 2001
- Uttar Pradesh Labour Welfare Fund Act, 1965 and Uttar Pradesh Labour Welfare Fund Rules, 1972
- Uttar Pradesh Shops and Commercial Establishment Act, 1947 and Uttar Pradesh Shops and Commercial Establishment Rules, 1963

Compliances in respect of other laws, as stated above was generally made during the financial year 2020-21.

- 7) Secretarial Standards I & II as issued by The Institute of Company Secretaries of India.
- 8) We have also examined compliance with the applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, in connection with listing of its securities with Bombay Stock Exchange and National Stock Exchange;

We have been informed that there was no transaction during year under report for the point no. 5 (c), (d), (e), (g) & (h) stated above and the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We have also been informed that there was no transaction reported under the provisions of FEMA relating to point no. 4 supra, during the year under report.

**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. Changes in the Board were in compliance of the Act and duly approved by the Board.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda are sent at least seven days in advance for all the meetings of the Board and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Delhi

Date: 24.05.2021

**UDIN:** F004835C000357242

**Signature:**

**Harish Khurana & Associates**

**Company Secretaries**

**FCS No. 4835**

**C P No. 3506**

To  
The Members,  
Dalmia Bharat Sugar and Industries Limited  
Dalmiapuram, Tiruchirapalli Distt.  
Tamil Nadu

Our report of even date is to be read along with this letter.

- (1) Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- (2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis through e-mode, to ensure the correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
- (3) We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- (4) Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events, etc.
- (5) The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- (6) Due to COVID19 country wide lockdown, we could not visit any of the office, factory or work place of the Company and necessary documents and records were shared through e-mail and we relied upon it.
- (7) The Secretarial Audit report is neither as assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Delhi  
Date: 24.05.2021  
**UDIN:** F004835C000357242

**Signature:**  
**Harish Khurana & Associates**  
**Company Secretaries**  
**FCS No. 4835**  
**C P No.: 3506**