

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U26100TN2006PLC061254

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAKCS3708G

(ii) (a) Name of the company

DALMIA BHARAT REFRACTORII

(b) Registered office address

DALMIAPURAM
DALMIAPURAM
Tamil Nadu
621651
India

(c) *e-mail ID of the company

sncil@dalmiarf.com

(d) *Telephone number with STD code

01123457100

(e) Website

(iii) Date of Incorporation

04/10/2006

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	METROPOLITAN STOCK EXCHANGE OF INDIA	2,048
2	CALCUTTA STOCK EXCHANGE OF INDIA	3

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,
Financial District, Nanakramguda, Serilingampally

(vii) *Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

27/09/2022

(b) Due date of AGM

30/09/2022

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	B	Mining and quarrying	B4	Other Mining & Quarrying Activities	98.6

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

4

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Dalmia OCL Limited	U26100TN2018PLC125133	Subsidiary	100
2	Dalmia Seven Refractories Lim	U74999DL2016PLC309327	Joint Venture	51

3	Dalmia GSB Refractories Gmbh		Subsidiary	100
4	OCL Global Limited		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	50,000,000	44,200,107	44,200,107	44,200,107
Total amount of equity shares (in Rupees)	500,000,000	442,001,070	442,001,070	442,001,070

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	50,000,000	44,200,107	44,200,107	44,200,107
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	500,000,000	442,001,070	442,001,070	442,001,070

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)	0	0		

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	70,000	0	70000	700,000	700,000	
Increase during the year	1,610,537	42,589,570	44200107	442,001,070	442,001,070	7,969,897,32
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	11,804,827	11804827	118,048,270	118,048,270	2,131,951,73
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify pursuant to scheme of arrangement & amalgamation	1,610,537	30,784,743	32395280	323,952,800	323,952,800	5,837,945,56
Decrease during the year	70,000	0	70000	700,000	700,000	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify conversion of physical shares into demat mode	70,000	0	70000	700,000	700,000	
At the end of the year	1,610,537	42,589,570	44200107	442,001,070	442,001,070	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE0EB001012

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil
 [Details being provided in a CD/Digital Media] Yes No Not Applicable

Separate sheet attached for details of transfers Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

Date of registration of transfer (Date Month Year) <input style="width: 400px;" type="text"/>			
Type of transfer	<input style="width: 80%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 150px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 150px;" type="text"/>
Ledger Folio of Transferor <input style="width: 450px;" type="text"/>			
Transferor's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input style="width: 450px;" type="text"/>			
Transferee's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input style="width: 400px;" type="text"/>			
Type of transfer	<input style="width: 80%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 150px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 150px;" type="text"/>
Ledger Folio of Transferor <input style="width: 450px;" type="text"/>			
Transferor's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input style="width: 450px;" type="text"/>			
Transferee's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	22,500,000	22,500,000	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

9,487,577,171

(ii) Net worth of the Company

7,886,926,031

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	6	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	33,147,373	74.99	0	
10.	Others	0	0	0	
	Total	33,147,379	74.99	0	0

Total number of shareholders (promoters)

14

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	7,347,110	16.62	0	
	(ii) Non-resident Indian (NRI)	22,711	0.05	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	

4.	Banks	5,218	0.01	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,543,737	3.49	0	
10.	Others Directors & its relatives, IEP	2,133,952	4.83	0	
	Total	11,052,728	25	0	0

Total number of shareholders (other than promoters)

3,390

**Total number of shareholders (Promoters+Public/
Other than promoters)**

3,404

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	7	14
Members (other than promoters)	1	3,390
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	0	3	1	4	2.87	0
(i) Non-Independent	0	3	1	2	2.87	0
(ii) Independent	0	0	0	2	0	0
C. Nominee Directors representing	0	0	0	0	0	0

(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	3	1	4	2.87	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 7

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Sameer Nagpal	06599230	Managing Director	1,267,200	
Mr. Chandra Narain Mal	00125680	Additional director	695	
Ms. Rachna Gorla	07148351	Director	0	
Mr. Deepak Ambadas T	02421599	Director	0	
Mr. Raj Kamal Saraogi	00523247	Additional director	0	
Ms. Akansha Jain	AZXPJ2573R	Company Secretar	0	20/06/2022
Mr. Sikander Yadav	AALPY7838H	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 9

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Mr. Sameer Nagpal	06599230	Managing Director	01/03/2022	Change in designation- Managing Dir
Mr. Chandra Narain Mal	00125680	Additional director	22/10/2021	Appointment
Mr. Deepak Ambadas T	02421599	Director	09/02/2022	Appointment
Mr. Raj Kamal Saraogi	00523247	Additional director	24/03/2022	Appointment
Mr. Sikander Yadav	AALPY7838H	CFO	01/03/2022	Appointment
Ms. Akansha Jain	AZXPJ2573R	Company Secretar	01/03/2022	Appointment
Mr. Manoj Kumar Rathi	08348154	Director	27/04/2021	Appointment
Mr. Manoj Kumar Rathi	08348154	Director	30/10/2021	Cessation
Mr. Bijay Kumar Agrawa	07815618	Director	27/04/2021	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	25/09/2021	8	6	99.98
Extraordinary GENERAL MI	18/02/2022	8	6	99.98

B. BOARD MEETINGS

*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	05/04/2021	3	3	100
2	28/04/2021	3	3	100
3	15/07/2021	3	3	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
4	22/10/2021	3	3	100
5	25/01/2022	3	3	100
6	09/02/2022	3	3	100
7	28/02/2022	4	4	100
8	24/03/2022	4	4	100

C. COMMITTEE MEETINGS

Number of meetings held

1

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Allotment Com	28/03/2022	2	2	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	27/09/2022
								(Y/N/NA)
1	Mr. Sameer N.	8	8	100	1	1	100	No
2	Mr. Chandra N	5	5	100	1	1	100	Yes
3	Ms. Rachna G	8	8	100	0	0	0	No
4	Mr. Deepak Ar	3	3	100	0	0	0	No
5	Mr. Raj Kamal	1	1	100	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Sameer Nagpal	Managing Director	24,938,108	0	0	0	24,938,108
	Total		24,938,108	0	0	0	24,938,108

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Sikander Yadav	CFO	3,000,000	0	0	0	3,000,000
2	Ms. Akansha Jain	Company Secretary	1,050,000	0	0	0	1,050,000
	Total		4,050,000	0	0	0	4,050,000

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow Associate Fellow

Certificate of practice number

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director 

DIN of the director

To be digitally signed by 

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

List of shareholders DBRL 31 03 2022.pdf
Copy of MGT-8.pdf
Clarification letter.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Form No.MGT-8
[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies
(Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of DALMIA BHARAT REFRACTORIES LIMITED (CIN: U26100TN2006PLC061254) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st MARCH, 2022. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made thereunder in respect of:

1. Its status under the Act;
2. Maintenance of registers /records & making entries therein within the time prescribed therefore.
3. Filing of forms and returns, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities, if required, within the prescribed time,
4. Calling /convening /holding meetings of Board of Directors, and the meetings of the members of the company on due dates in respect of which meetings, proper notices were given and the same have been properly recorded in the Minute Book /registers maintained for the purpose and also the same have been duly signed;
5. Closure of Register of Members / Security holders, as the case may be.
6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act. *



7. Contracts/arrangements with related parties as specified in section 188 of the Act.
8. Transfer or transmission of shares/ securities and issue of security certificates in all instances.
9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act. *
10. Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act.
11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof.
12. Appointment/ re-appointments/disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them.
13. Appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of Section 139 of the Act.
14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act.
15. Acceptance/ renewal/ repayment of deposits. *
16. Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable.
17. Loans and investments or guarantee given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act.
18. Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company.

Place: New Delhi
Date: 03/09/2022

For N C Khanna Company Secretaries



A handwritten signature in blue ink, appearing to read 'N C Khanna'.

N C Khanna
Company Secretary in practice
CP No.5143
UDIN: F004268D000902517

*Transaction not held during the financial year 2021-2022..