



February 21, 2024

The Corporate Relationship Department
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai- 400001
Scrip Code: 500089

The Calcutta Stock Exchange Ltd.
71 Lyons Range,
Kolkata- 700001
Scrip Code: 10013217

National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor, Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400051
Scrip Code: DICIND

Sub: Annual Secretarial Compliance Report for the year ended December 31, 2023

Dear Sir/Madam,

Pursuant to the Regulation 24A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Annual Secretarial Compliance Report for the financial year ended December 31, 2023.

You are requested to kindly take the above information on record.

Thanking You,
Yours Faithfully,
For **DIC India Limited**

Raghav Shukla
Corp. GM-Legal &
Company Secretary

DIC INDIA LIMITED

Fusion square, 5th Floor, Plot no. 5A & 5B, Sector-126, Noida – 201303

Tel: +91-20-6361414 | Fax: +91-20-6361443

CIN No. L24223WB1947PLC015202

Website: www.dic.co.in | Email id: investors@dic.co.in

Registered office: UB 03, Mani Tower, 31/41, Binova Bhawe Road, Kolkata -700 034

**SECRETARIAL COMPLIANCE REPORT OF
DIC INDIA LIMITED**

For the year ended on 31-12-2023

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements)
(Amendment) Regulations, 2018]

To
DIC India Limited
UB 03, Mani Tower
31/41, Binova Bhava Road
Behala, Kolkata 700034
West Bengal

We have examined:

- (a) all the documents and records made available to us and explanation provided by **DIC INDIA LIMITED, CIN: L24223WB1947PLC015202, having registered office at UB 03, Mani Tower, 31/41, Binova Bhava Road, Behala, Kolkata- 700034**, listed on BSE Ltd. (**Scrip Code-500089**), National Stock Exchange of India Ltd., (**Stock Code-DICIND**) and The Calcutta Stock Exchange Ltd. (**Scrip Code-10013217**) (hereinafter referred as "**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 31-12-2023 (herein after referred as the "Review Period") in respect of compliance with the applicable 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 as amended, whose provisions and the circulars/ guidelines issued there under, have been examined to the extent applicable to the listed entity during the Review Period, include: -

- a. The Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015; (LODR)
- b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (not applicable to the Company during review period)
- c. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d. The Securities and Exchange Board of India (Buyback of Securities) Regulations 2018 ; (not applicable to the Company during review period)
- e. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulation, 2021. (not applicable to the listed entity during review period)
- f. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations 2021 (not applicable to the listed entity during review period).
- g. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- i. The Securities and Exchange Board of India (Registrar to an issue and Share Transfer Agents) Regulation 1993 regarding the Companies Act and dealing with client to the extent with securities issued;
- j. The Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;
- k. The Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 (In relation to obligation of issuer Company): **Not Applicable during the review period;**

We have examined the compliance of above regulations, circulars, guidelines issued thereunder as applicable during the review period and based on confirmation received from management of the Company as and whenever required and affirm that:



Sl.No	Particulars	Compliance Status (Yes/No)	Observations/Remarks by PCS
1	<p><u>Secretarial Standard</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p> <p><i>We have examined the Secretarial Standards issued by Institute of Company Secretaries of India and as notified by Ministry of Corporate Affairs.</i></p>	Yes	
2	<p><u>Adoption and timely Updation of the Policies</u></p> <p>a. All applicable policies under Securities Exchange Board of India ('SEBI') Regulations are adopted with the approval of Board of Directors of the listed entity.</p> <p>b. All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI</p>	Yes	



3	<p><u>Maintenance and Disclosure in Website</u></p> <ul style="list-style-type: none"> • The listed entity is maintaining a functional Website • Timely dissemination of the documents/information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website 	Yes	
4	<p><u>Disqualification of Directors</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	



5	<p><u>To examine details related to material subsidiaries of listed entity</u></p> <p>a. Identification of material subsidiary Companies</p> <p>b. Requirements with respect to disclosure of material as well as other subsidiaries (Company is not having any material subsidiaries)</p>	NA	
6	<p><u>Preservation of documents</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	
7	<p><u>Performance Evaluation</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	Yes	



8	<p><u>Related Party Transaction</u></p> <p>a. The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>b. In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee</p>	<p>Yes</p> <p>NA</p>	
9	<p><u>Disclosure of events or information's</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	
10	<p><u>Prohibition of Insider Trading</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	
11	<p><u>Action taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder with respect to the listed entity.</p>	Yes	



12	<u>Additional non-compliances if any</u> Additional non-compliance observed for all SEBI regulation/circular/guidance note	No	No Non-Compliance Observed during the audit period
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Further based on the above examination, we hereby report that, during the Review Period that:

- a. The Listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued there under, except the matter specified below:

Sr. No.	Compliance Requirements (Regulations/circulars/guidelines including specific clause)	Deviations	Action taken by	Type of Action	Details of violation	Fine	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
		NIL							

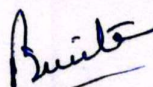


- b. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirements (Regulations/circulars/guidelines including specific clause)	Deviations	Action taken by	Type of Action	Details of violation	Fine	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
The Listed Company had complied with all the applicable Regulations, hence there were no such observations in the Previous Report									

Place: Kolkata
Date: 17-02-2024

For T. Chatterjee & Associates
FRN- P2007WB067100



Binita Pandey
Partner
Membership No: 41594
COP No.: 19730
UDIN: A041594E003446481

