

May 30, 2023

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai -400 001

Scrip Code: 502820

ISIN: INE498A01018

National Stock Exchange of India Ltd.

Exchange Plaza, Plot no. C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051

Scrip Code: DCM

Sub: Annual Secretarial Compliance Report for the Financial Year 2022-23.

Dear Sirs,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed the Annual Secretarial Compliance Report of the Company issued by Ms. Pragnya Parimita Pradhan, Proprietor of M/s Pragnya Pradhan & Associates, Company Secretaries, for the financial year 2022-23.

This is for your information and record.

Thanking You

For DCM Limited

Yadvinder Goyal Company Secretary

Encl. - As stated above

CIN: L74899DL1889PLC000004 Website: www.dcm.in Email id: dcmltd@dcm.in



PRACTICING COMPANY SECRETARIES

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Secretarial Compliance Report of DCM LIMITED for the year ended 31.03.2023

- I, Pragnya Parimita Pradhan, Proprietor of Pragnya Pradhan & Associates, Company Secretaries have examined:
 - (a) all the documents and records made available to us and explanation provided by the DCM 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 documents/ filings, as may be relevant, which has been relied upon to make this certification.

for the year ended 31.03.2023 ("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 thereunder; and
- (b) 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:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time; ('SEBI LODR')
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable to the listed entity during the review period);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time;
- (e) Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993;
- (f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not Applicable to the listed entity during the review period);
- (g) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not Applicable to the listed entity during the review period);
- (h) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not Applicable to the listed entity during the review period);

and Circulars/Guidelines issued thereunder;

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



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issued thereunder, except in respect of matters specified below: -

Sr.					· ·	Observations /		Ī
No. Complianc	Regul	v				Remarks	Manage	
e	ation Deviatio	Action	Type of Action	Deta	Fine	of	-ment	
Requireme	/ ns	Taken		ils	Amountt	the	Response	
nt	Circul	by	a a	of		Practicing		Rem
(Regulatio	ar			Viola		Company		arks
ns/	No.			tion	>	Secretary		
circulars/								
guidelines								
including							9	-
specific					35			
clause)	1,							
	9		Advisory/Clarification/					
		16	Fine/ Show Cause	Sec. 12				8
	, s		Notice/					
		L	Warning, etc.					
			NIL					
			IVIL					

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

Sr.	Regul ation / Circul ar No.	Deviations	Action Faken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Manageme nt Response	Remarks
				Advisor y/Clarif ication / Fine/Sh ow		10			



PRACTICING COMPANY SECRETARIES

					Cause					
					Notice/				* "	
				p	Warning,					
					etc.					
1.	Regulation Reg	nılati	Pursuant to	National	Fine	Pursuant to	4	After learning	The	
	17(1)(c) of on	Sanari		Stock	I IIIC	the	6,07,700/-	from link of	Company	
		1)(c)		Exchange		resignation	(Six Lakhs	NSE that the	had no	
	(Listing	1)(0)		of India		of Dr. Vinay	Seven	Company	intention of	
	Obligation			Limited		Bharat Ram,	Thousand	held 1497	Non-	
	s &		Non-	(NSE)		Non-	and Seven	position in	Compliance	
	Disclosure		Executive	(TABL)		Executive	Hundred	the list of top	as it was not	-
	Requireme		Director and	* .		Director and	Only)	2000	aware of its	
	nts)		Chairman of			Chairman of	(City)	companies	name being	*
	Regulation		the	-		the		issued by	in the top	
	s, 2015		Company			Company	1	NSE, the	2000 list of	
	, 2010		w.e.f.			w.e.f.		Company in	Companies	
			February 17,	-		February 17,		order to make	on NSE.	
	8. 120		2021 the			2021 the		compliance of	Since, it was	
			strength of			strength of		the	not able to	
			the Board of			the Board of		Regulation	access/know	
			Directors of			Directors of		17(1)(c) of	the top 2000	
			the			the		SEBI LODR	list of	
		a =	Company			Company		increased the	companies on	
			was reduced			was reduced		strength of its	NSE in the	
			to five (5)			to five (5)		Board of	Public	
	man ng til m		directors			directors		Directors to	Domain, so it	
			below the			below the		six (6)	relied on the	
	-		minimum			minimum		directors by	top 2000 list	
			number of			number of		appointing	of companies,	
			six (6)			six (6)		Mr. Shayam	on BSE	
			directors			directors		Sunder	Limited in	
			prescribed			prescribed		Sharma as an	which its	
			for the top			for the top		Additional	name was not	
			2000 listed			2000 listed	*	Director on	there in top	
			entities			entities	185	the Board of	2000	
			(with effect			(with effect		Company in	Companies.	
		5	from April 1,			from April 1,		the Board	As soon as	
			2020) as per			2020) as per		Meeting held	Company	
			Regulation			Regulation		on August 28,	came to	
			17(1)(c) of			17(1)(c) of		2021.	know, vide	
			SEBI (Listing			SEBI (Listing			NSE's	
			Obligations			Obligations		Thereafter the	letter/email	
			& Disclosure			& Disclosure	=	composition	dated August	
			Requirement	2 2		Requirement		of the Board	18, 2021	100
			s)			s)		of Directors	wherein link	
			Regulations,			Regulations,		of the	of top 2000	



PRACTICING COMPANY SECRETARIES

		2015		2015		Company is	list of	
		(hereinafter		(hereinafter		as per the	companies on	
		referred to		referred to		requirement	NSE was	
		as 'SEBI		as 'SEBI	¥.	of SEBI	provided,	
		LODR').		LODR').	,	LODR.	that	
				As per the		2021.	Company's	
		, -		list of Top	-	Further, the	name is in	
				2000		Company has	top 2000 list	
				companies		also made	of companies	
						full payment	on NSE,	
			,	BSE Limited,	*	of penalty of	immediately	
				DCM		Rs. 6,07,700/-	a meeting of	
			5	Limited		to NSE on	Board of	
				('Company')		May 05, 2022	Directors was	
				ceased to be		and also	called by the	
		E _{RC}		the part of	,	made a	Company at	
	-			top 2000		request to	shorter notice	
			7	Companies	×	NSE for	and an	
				as on		waiver of	additional	
				31.03.2021.		50% of	(non-	
			N V	Further list		penalty	executive)	
		×		of Top 2000		amount.	Director was	
		# 1		companies		N N	appointed on	
		e a		listed on		a	August 28,	
				NSE was not		,	2021.	
1	* 8 7			available on	9		2021.	
				NSE	-ar			
				website.			,	
				Hence after		78 v (17)		
				the		18 ST		
						*		
				resignation				
		2		of Dr. Vinay	8			
				Bharat Ram	*			
				the		*		
				requirement		(w)		
				of having (6)				
				Six Directors				
				on the Board				
			¥	was				
				considered				
				not to be				
				applicable				
				on the				
				Company.				
			à	Later on the				
	2 M	-	2	Company				
				Company				



PRACTICING COMPANY SECRETARIES

						had received				
						a letter from			10	
				3		NSE				
						1				
100										
	12	-				link was	,			
						provided				
						containing				
						the list of				
						top 2000				
						companies				
			9 8			as per NSE				
			+1	5 9		record. As	>			
		, V				per the list				2
			2			of Top 2000				
			2				*			
						Companies				
			e.	2		issued/prov	3		:00	
	a					ided by			·	
			h =			NSE, DCM				
						Limited held				
		185				1497	W.			
				, ₂₇		position.				
		·		7 .		After				
			u u			learning				
		95	E 9 E			from link of				
	# 12 F	V V	N N			NSE that the				
	x 3 5 5					Company				
		87		- RC		held 1497				
							**			
						position in				
						the list of	2			
						top 2000		88 H 2		
						companies				
						issued by				
			2			NSE, the				
						Company in			>	
						order to		*		
						make				
						compliance				
						of the				
	-									
			×			aforesaid				
			-1			regulation,				
						took				
						immediate				
						steps and	- N			
		~ .	,	×	×	Mr. Shayam				
			*	-		Sunder				
	38		, , , , , , , , , , , , , , , , , , , ,			Sharma was				



PRACTICING COMPANY SECRETARIES

			27 14							
			la la			appointed as			0	
						an				
	9					Additional				
						Director on				
			an in the second			the Board of)			
			-			Company in			1	
			٥			the Board				
						Meeting				
						held on			181	
			*			August 28,				
			*	1		2021 and				
			1			strength of				
						the Board				
	2					was			8	0
-						increased to			4.	
			*te			six (6)			5 6 8	
	9 8	20				directors.			9	
2	SEBI	Regulati	Pursuant to	BSE	Fine	Pursuant to	2,65,500/-	BSE vide its	The	2.0
		on		Limited		the	(Two Lakhs	email dated	Company	
	Obligation		resignation	(BSE)		resignation	Sixty Five	May 26, 2022	had received	
	s &	17 (1)(0)	of Dr. Vinay	(DOL)			Thousand	informed that	an email	
	Disclosure		Bharat Ram,			Bharat Ram,		the	dated	
	Requireme		Non-	* .		Non-	1			
		×					Hundred	Company's	September 07,	
	nts)		Executive			Executive	Only)	request for	2021 from	
	Regulation		Director and			Director and		waiver of the	BSE in	
	s, 2015		Chairman of			Chairman of		fine has been	respect of	
			the			the		approved.	SOP-	
			Company			Company			Reminder-	
			w.e.f.			w.e.f.			August 2021	
			February 17,			February 17,			for freezing	
			2021 the			2021 the			of promoter	
			strength of			strength of			demat	
			the Board of			the Board of	*		account	
			Directors of			directors of		ž.	(action under	
			the			the	2	*	SEBI circular	
			Company			Company			THE STATE OF STATE OF STREET	
			was reduced			was reduced			no.	
				an 22		150			SEBI/HO/CF	
			to five (5)	51		to five (5)			D/CMD/CIR	
			directors			directors			/P/2020/12	
			below the			below the			dated January	
			minimum			minimum			22, 2020) for	
	- 13		number of			number of		,	non-	
			six (6)			six (6)			compliance of	
			directors			directors			Regulation	
	= 2		prescribed			prescribed			17(1) of SEBI	
			for the top	20		for the top			LODR and	



PRACTICING COMPANY SECRETARIES

	2000 listed	*		2000 listed			non-payment
	entities			entities			of penalty of
	(with effect			(with effect			Rs. 2,65,500/-
	from April 1,			from April 1,			In response to
	2020) as per			2020) as per	· }		aforesaid
	Regulation			Regulation			email of BSE,
	17(1)(c) of			17(1)(c) of			the Company
	SEBI (Listing			SEBI LODR.			had
	Obligations			As per the			submitted its
	& Disclosure			list of Top			representatio
	Requirement	6 82		2000	2		n to BSE
	s)		3	companies			stating that:
	Regulations,			issued by			• the
	2015			BSE Limited,	-		Company
	(hereinafter			DCM			did not
	referred to	8		Limited			find/receive
w	as 'SEBI			('Company')			any
	LODR').			ceased to be			communicat
		* × *		the part of			
		*		top 2000			ion in the
	, 1		8	Companies as on			past from
	g.			as on 31.03.2021.			BSE in
				Further list			respect of
,				of Top 2000			non-
* 5 To 1				companies			compliance
		40		listed on	9		of
				NSE was not			Regulation
				available on		18 1 2	17(1) of SEBI
				NSE	l si	Va 112	LODR and
				website.		*	
				Hence after			payment of
				the	2	*	penalty of
				resignation			Rs.
				of Dr. Vinay			2,65,500/-
				Bharat Ram			• Pursuant to
				the			the
				requirement			provisions
				of having (6)			Regulation
				Six Directors			17(1)(c) of
				on the Board			SEBI LODR,
7.				was	~		the Board of
				considered not to be	**		
	į.		5	applicable			Directors of
27			2	on the			the top 1000
				on the		W 3	listed



PRACTICING COMPANY SECRETARIES

		Company.	7		entities
	2	Later on the			(with effect
	i i	Company		2	from April
		had received			1, 2019) and
		a letter from	}		1
		NSE			that the top
		wherein a			2000 listed
-		link was			entities
	41	provided			(with effect
	y 8	containing			from April
		the list of top	a ·	120	1, 2020)
		2000			shall
		companies			
	0	as per NSE		×	comprise of
		record. As		-	not less than
3,0		per the list of			six directors.
		Top 2000		bi	 As per the
		Companies	9		list of top
2 5	9	issued/provi		6	2000
	9	ded by NSE,		<u> </u>	companies
9	* * *	DCM Limited held			issued by
		1497			BSE and
		position.			
		After		i ga	available on
to the way is		learning		* ************************************	the public
		from link of		N 65 0	domain of
		NSE that the			BSE, DCM
	S .	Company		F 4	Limited
		held 1497		91 2	(Company)
		position in		*	ceased to be
		the list of top			the part of
		2000	* *	*	top 2000
		companies		,	*
		issued by		*	companies
		NSE, the			as on
		Company in			31.03.2021.
	4	order to			
	0	make	n		• Pursuant to
		compliance			above, the
		of the			provisions
		aforesaid			of
	3 2	regulation,	35:		Regulation
		took			17(1) (c) that
		immediate			"the Board
		steps and			ine Douru



PRACTICING COMPANY SECRETARIES

	Mr. Shayan Sunder Sharma was appointed as an Additional Director or the Board of Company in the Board Meeting held or August 28 2021 and strength of the Board was increased to six (6 directors.		of Directors of the top 1000 listed entities (with effect from April 1, 2019) and that the top 2000 listed entities (with effect from April 1, 2020) shall comprise of not less than six directors" is not applicable on the Company on the basis of list of top 2000 companies issued by BSE Limited. The Company
			Company on the basis of list of top 2000 companies issued by
			take any further action under SEBI



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					circular no. SEBI / HO /	
=		2.61			CFD/CMD /	
	4			, ·	CIR / P /	
	V			,	2020/12 dated	
					January 22,	
					2020 as	
					regulation	
		a			17(1) is not	
	12				applicable on	
					the Company	
		, ,			on the basis	
					of list of top	
					2000	
			250		companies	
	v _v a		e ·	15 18	issued by	
					BSE Limited	
	× 2				as on	
			,		31.3.2021.	

(c) As per NSE Circulars no. NSE/CML/ 2023/21 dated March 16, 2023 & NSE/CML/ 2023/30 dated April 10, 2023 and BSE Circulars 20230316-14 dated March 16, 2023 & 20230410-41 and dated 10 Apr 2023, we confirm the following;

Sr.	Particulars	Compliance	Observations/ Remarks by PCS*
No.	40,50	Status (Yes/No/NA)	
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	
2	Adoption and timely updation of the Policies: • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes	



PRACTICING COMPANY SECRETARIES

3	 Maintenance and disclosures on Website: 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 re- directs to the relevant document(s)/ section of the website. 	Yes	
4	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
5	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	
6	Preservation of Documents: 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.	Yes	
7	Performance Evaluation: 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.	Yes	As per SEBI LODR and the Companies Act, 2013 the Board Evaluation is required to be done once in a year. Formal process of Performance Evaluation was carried out in the Month of February, 2023 for FY 2022-23.
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed	Yes	



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	entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified/ rejected by the Audit committee.		•
9	Disclosure of events or information:)
	The listed entity has provided all the required disclosure(s) under Regulation 30 along with	Yes	
	Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	*	
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11	Actions taken by SEBI or Stock Exchange(s), if any: 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/	Yes	
	guidelines issued thereunder.	e e	, '
12	Additional Non-compliances, if any:	Yes	
	No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	91 1	į.

d. The Listed entity has complied with the clauses 6(A) and 6(B) as mentioned in SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 with regards to the Resignation of Statutory Auditors – There has been no resignation of Statutory Auditors during the Financial Year 2022-23.

Place: New Delhi Date: 29-05-2023 For Pragnya Pradhan & Associates

PRAGNYA PARIMITA PRADHAN Digitally signed by PRAGNYA PARIMITA PRADHAN Date: 2023.05.29 17:09:05 +05:30

Pragnya Parimita Pradhan (Company Secretary) ACS No. - 32778 CP No. - 12030

UDIN: A032778E000411376 Peer Review No: 1564/2021