

ANNEXURE-I

SECRETARIAL AUDIT REPORT

For the Financial Year ended March 31, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended]

To,
The Members,
DCM Limited
Unit Nos. 2050 to 2052,
2nd Floor, Plaza - II, Central Square,
20, Manohar Lal Khurana Marg,
Bara Hindu Rao, Delhi – 110006

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **DCM Limited**, (hereinafter referred to as 'the Company'). Secretarial Audit was conducted in a manner that provided us with 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, 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 March 31, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended March 31, 2025, according to the provisions of:

- i) The Companies Act, 2013 ('the Act') and the Rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder by the Depositories with regard to dematerialization of securities and reconciliation of records of dematerialized securities with all securities issued by the Company;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, however, no FDI inflow observed during the year. Further, there was no transaction of Overseas Direct Investment and External Commercial Borrowings which was required to be reviewed during the period under audit;
- v) 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, including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [**Not Applicable as the Company has not issued any further share capital during the period under review**];
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [**Not applicable as the Company has not offered any shares or granted any options**

pursuant to any employee benefit scheme during the period under review];

- e) 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 to the extent of securities issued [**Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent**];
 - f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 [**Not applicable as the company has not delisted / proposed to delist its Equity Shares from any Stock Exchange during the period under review**];
 - g) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 [**Not applicable as the Company has not bought back/ proposed to buy-back any of its securities during the period under review**]; and
 - h) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 [**Not applicable as the Company has not issued any non-convertible securities during the period under review**].
- vi) We have relied on the systems/mechanism formed by the Company for compliances under other applicable Acts, laws and regulations applicable to the Company and the management explanation in this regard. The list of major Acts, Laws and Regulations as applicable to the Company is given in **Annexure –A**.

We have also examined compliance with the applicable clauses of the following:

1. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as 'SEBI (LODR) Regulations, 2015']; and
2. Secretarial Standards with respect to Meetings of the Board of Directors (SS-1) and General Meeting (SS-2) issued by the Institute of Company Secretaries of India.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Secretarial Standards, Circulars, Notification etc. mentioned above.

We have not examined compliance with applicable financial laws like Direct and Indirect Tax Laws, since the same have been subject to review by statutory financial audit and tax audit.

We further report that:

- a) The Board of Directors of the Company is constituted with the Non-Executive Directors, which includes Woman Director and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act/ SEBI (LODR) Regulations, 2015;
- b) Adequate notice(s) were given to all Directors to schedule the Board/Committee Meetings, agenda and detailed notes on agenda thereto, were sent at least seven days in advance and with requisite compliances for holding of a Board/Committee Meeting at a shorter notice in case of urgency, 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. Majority decision is carried through, while the dissenting members' views, if any, are captured and recorded as part of the minutes; and
- c) As per the records, the Company has filed all the forms, returns, documents and resolutions as were required to be filed with the Registrar of Companies, SEBI and other authorities.

We further report that, based on the information provided and the representation made by the Company and also on the review of compliance reports / certificates taken on record by the Board of Directors of the Company, in our opinion, 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.

We further report that during the audit period, the Company has following specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

1. Mr. Jitendra Tuli has resigned from the position of Managing Director of the Company w.e.f. the close of business hours on August 3, 2024. However, he continues on the Board as a Non-Executive Non-Independent Director of the Company w.e.f. August 4, 2024. Further he was also appointed as the Chairman of the Board of Directors of the Company w.e.f. August 4, 2024;
2. Mr. Yuv Bharat Ram was appointed as an Additional Director (Non-Executive Non-Independent) by the Board of Directors w.e.f. August 04, 2024, which was subsequently approved by the Members at the Annual General Meeting (hereinafter referred to as 'AGM') held on September 30, 2024;
3. Mr. Rahil Bharat Ram was appointed as an Additional Director (Non-Executive Non-Independent) by the Board of Directors w.e.f. August 04, 2024, which was subsequently approved by the Members at the AGM held on September 30, 2024;
4. Dr. Kavita A Sharma was re-appointed as a Non-Executive Independent Woman Director by the Board of Directors for 2nd term of five (5) consecutive years w.e.f. November 14, 2024 upto November 13, 2029 (both days inclusive), which was subsequently approved by the Members at the AGM held on September 30, 2024;
5. Mr. Ajay Vir Jakhar was appointed as an Additional Independent Director (Non-Executive) by the Board of Directors for 1st term of five (5) consecutive years w.e.f. August 04, 2024 upto August 03, 2029 (both days inclusive), which was subsequently approved by the Members at the AGM held on September 30, 2024;
6. Mr. Aditya Katoch was appointed as an Additional Independent Director (Non-Executive) by the Board of Directors for 1st term of five (5) consecutive years w.e.f. August 04, 2024 upto August 03, 2029 (both days inclusive), which was subsequently approved by the Members at the AGM held on September 30, 2024;
7. Mr. Vinay Sharma, Executive Director (Business Operations) was appointed as a Managing Director by the Board of Directors for a period of three (3) years w.e.f. August 4, 2024 upto August 3, 2027, which was subsequently approved by the Members at the AGM held on September 30, 2024; and
8. In view of continued situation of industrial unrest at DCM Engineering Products, a unit of the Company situated at Village Ason, District Shaheed Bhagat Singh Nagar (Punjab) (hereinafter referred as 'Engineering Business Undertaking'), the Company was forced to declare lockout at its said Engineering Business Undertaking w.e.f. October 22, 2019. The said lockout still continues as on the date and no production activity is carried out at the said Engineering Business Undertaking.

**For Pragnya Pradhan & Associates
Company Secretaries**

Sd/-

Pragnya Parimita Pradhan
ACS No.: 32778
C P No.: 12030

Peer Review No.: 1564/2021
UDIN: A032778G001019500

Place: New Delhi
Date: August 14, 2025

This report is to be read with **Annexure-B** attached herewith and forms an integral part of this report.

Annexure-A

1. Factories Act, 1948;
2. Industries (Development and Regulation) Act 1951;
3. Minimum Wages Act, 1948;
4. Employees Provident Fund & Miscellaneous Provisions Act, 1952;
5. Industrial Employment (Standing Orders) Act, 1946;
6. Inter-State Migrant Workman (Regulation of Employment and Condition of Services) Act, 1979;
7. Maternity Benefit Act, 1961;
8. Payment of Gratuity Act, 1972;
9. Payment of Wages Act, 1936;
10. Environment (Protection) Act, 1986;
11. Water (Prevention and Control of Pollution) Act, 1974; and
12. The Legal Metrology Act, 2009.

Annexure-B

To,
The Members,
DCM Limited
Unit Nos. 2050 to 2052,
2nd Floor, Plaza - II, Central Square,
20, Manohar Lal Khurana Marg,
Bara Hindu Rao, Delhi - 110006

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 to ensure that correct facts are reflected in secretarial records. We believe that the processes 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 and for which we relied on the report of statutory auditor.
4. Where ever 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 management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an 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.

**For Pragnya Pradhan & Associates
Company Secretaries**

Sd/-

Pragnya Parimita Pradhan
ACS No.: 32778
C P No.: 12030

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