

Secretarial Compliance Report of DCM LIMITED for the year ended 31.03.2020

I, Pragnya Parimita Pradhan, Proprietor of Pragnya Pradhan & Associates, Company Secretaries have examined:

- all the documents and records made available to us and explanation provided by the **DCM Limited** ('the listed entity');
- the filings/ submissions made by the listed entity to the Stock Exchanges;
- website of the listed entity;
- any other documents/ filings, as may be relevant, which has been relied upon to make this certification.

for the year ended 31.03.2020 ("Review Period") in respect of compliance with the provisions of:

- The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, Guidelines issued thereunder; and
- 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:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018(*Not Applicable to the listed entity during the review period*);
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014(*Not Applicable to the listed entity during the review period*);
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008(*Not Applicable to the listed entity during the review period*);
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013(*Not Applicable to the listed entity during the review period*);
- Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009(*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:
- The listed entity has complied with the provisions of the above Regulations and Circulars/ Guidelines issued thereunder, except in respect of matters specified below :

Sr. No	Compliance Requirement (Regulations/ Circulars / Guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	Regulation 17 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.	The Composition of the Board of Directors of the Company was not having such number of Independent Directors including Woman Director as required under Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, during the quarter ended December 31, 2019.	After the resignation of Dr. Meenakshi Nayar Independent Woman Director, Company could not comply the requirement to appoint the new Independent Director within the prescribed time limit of 3 months and there has been procedural delay of 8 days primarily on account of time taken to identify suitable candidate with knowledge and experience for appointment of new Independent Director and conducting the meetings of Nomination & Remuneration Committee and Board of Directors. Further, Dr. Kavita A Sharma, Independent Woman Director was duly appointed on the Board of Company w.e.f. November 14, 2019 and thereafter the composition of the Board of Directors of the Company is as per the requirement of SEBI (Listings Obligations & Disclosure Requirements) Regulations, 2015, as amended from time to time.

- The listed entity has maintained proper records under the provisions of the above Regulations and Circulars/ Guidelines issued thereunder in so far as it appears from my examination of those records.

Annexure - V-1 to the Directors' Report continued

- (c) The following are the details of actions taken against the listed entity/its promoters/directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and Circulars/Guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
	BSE Limited and National Stock Exchange of India Limited	Non-composition of the Board of Directors of the Company as per the requirement of Regulation 17(1) of SEBI (Listings Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time during the quarter ended December 31, 2019	Fine of Rs. 47,200/- (including Rs. 7,200/- GST) by each BSE Limited and National Stock Exchange of India Limited	After the resignation of Dr. Meenakshi Nayar Independent Woman Director, Company could not comply the requirement to appoint the new Independent Director within the prescribed time limit of 3 months and there has been procedural delay of 8 days primarily on account of time taken to identify suitable candidate with knowledge and experience for appointment of new Independent Director and conducting the meetings of Nomination & Remuneration Committee and Board of Directors. Further, Dr. Kavita A Sharma, Independent Woman Director was duly appointed on the Board of Company w.e.f. November 14, 2019 and thereafter the composition of the Board of Directors of the Company is as per the requirement of SEBI (Listings Obligations & Disclosure Requirements) Regulations, 2015, as amended from time to time.

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: Not Applicable

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2019 (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NA	NA	NA	NA	NA

I, further report that during the year under review Statutory Auditors of the Company has resigned before the expiry of his terms of appointment. Further, the Company has filled the casual vacancy arisen by appointing M/s S S Kothari Mehta & Company, Chartered Accountants, as its Statutory Auditors and the Company has modified the terms of appointment of M/s S S Kothari Mehta & Company. In this regard, I report that Company has complied with Para 6(A) and 6(B) of the Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

For Pragnya Pradhan & Associates
Company Secretaries

Sd/-

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

Place: New Delhi
Date: 19 June, 2020