

## ANNEXURE - IV-B

**Secretarial Compliance Report of  
DCM LIMITED for the year ended 31.03.2022**

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 31.03.2022 ("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; (*Not Applicable to the listed entity during the review period*);
- 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, as amended from time to time;

- 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*);

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
	Nil	Nil	Nil

- 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.
- 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.
1.	National Stock Exchange of India Limited (NSE)	<p>Pursuant to the resignation of Dr. Vinay Bharat Ram, Non-Executive Director and Chairman of the Company w.e.f. February 17, 2021 the strength of the Board of directors of the Company was reduced to five (5) directors below the minimum number of six (6) directors prescribed for the top 2000 listed entities (with effect from April 1, 2020) as per Regulation 17(1)(c) of SEBI (Listing Obligations &amp; Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'SEBI LODR').</p> <p>As per the list of Top 2000 companies issued by BSE Limited, DCM Limited ('Company') ceased to be the part of top 2000 Companies as on 31.03.2021. Further list of Top 2000 companies listed on National Stock Exchange of India (NSE) was not available on NSE website. Hence after the resignation of Dr. Vinay Bharat Ram the requirement of having (6) Six Directors on the Board was considered not to be applicable on the Company.</p> <p>Later on the Company had received a letter from NSE wherein a link was provided containing the list of top 2000 companies as per NSE record. As per the list of Top 2000 Companies issued/provided by NSE, DCM Limited held 1497 position.</p> <p>After learning from link of NSE that the Company held 1497 position in the list of top 2000 companies issued by NSE, the Company in order to make compliance of the aforesaid regulation, took immediate steps and Mr. Shayam Sunder Sharma was appointed as an Additional Director on the Board of Company in the Board Meeting held on August 28, 2021 and strength of the Board was increased to six (6) directors.</p>	<p>NSE issued two penalty notices dated August 20, 2021 and November 22, 2021 for Rs. 2,65,500/- and Rs. 3,42,200/- respectively for non-Compliance with the requirement of minimum number of Directors on the Board of the Company for quarters ended June 30, 2021 and September 30, 2021 respectively.</p> <p>Further two representation applications dated September 03, 2021 and dated December 03, 2021 respectively were submitted by the Company to NSE for waiver of the said penalty/fine aggregating to Rs. 6,07,700/- imposed by NSE on the Company in the aforesaid matter.</p> <p>NSE vide its letter dated April 28, 2022 rejected both the representation applications of the Company for waiver of aforesaid fine of Rs. 6,07,700/-.</p> <p>Therefore, the Company has made full payment of penalty of Rs. 6,07,700/- to NSE on May 05, 2022 and also made a request to NSE for waiver of 50% of penalty amount.</p>	<p>After learning from link of NSE that the Company held 1497 position in the list of top 2000 companies issued by NSE, the Company in order to make compliance of the Regulation 17(1)(c) of SEBI (Listing Obligations &amp; Disclosure Requirements) Regulations, 2015, increased the strength of its Board of Directors to six (6) directors by appointing Mr. Shayam Sunder Sharma as an Additional Director on the Board of Company in the Board Meeting held on August 28, 2021.</p> <p>Thereafter the composition of the Board of Directors of the Company is as per the requirement of SEBI (Listing Obligations &amp; Disclosure Requirements) Regulations, 2015, as amended from time to time.</p> <p>Further, the Company has also made full payment of penalty of Rs. 6,07,700/- to NSE on May 05, 2022 and also made a request to NSE for waiver of 50% of penalty amount.</p>

Annexure - IV-B to the Directors' Report continued

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.
2.	BSE Limited (BSE)	<p>Pursuant to the resignation of Dr. Vinay Bharat Ram, Non-Executive Director and Chairman of the Company w.e.f. February 17, 2021 the strength of the Board of directors of the Company was reduced to five (5) directors below the minimum number of six (6) directors prescribed for the top 2000 listed entities (with effect from April 1, 2020) as per Regulation 17(1)(c) of SEBI (Listing Obligations &amp; Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'SEBI LODR').</p> <p>As per the list of Top 2000 companies issued by BSE Limited, DCM Limited ('Company') ceased to be the part of top 2000 Companies as on 31.03.2021. Further list of Top 2000 companies listed on National Stock Exchange of India (NSE) was not available on NSE website. Hence after the resignation of Dr. Vinay Bharat Ram the requirement of having (6) Six Directors on the Board was considered not to be applicable on the Company.</p> <p>Later on the Company had received a letter from NSE wherein a link was provided containing the list of top 2000 companies as per NSE record. As per the list of Top 2000 Companies issued/provided by NSE, DCM Limited held 1497 position.</p> <p>After learning from link of NSE that the Company held 1497 position in the list of top 2000 companies issued by NSE, the Company in order to make compliance of the aforesaid regulation, took immediate steps and Mr. Shayam Sunder Sharma was appointed as an Additional Director on the Board of Company in the Board Meeting held on August 28, 2021 and strength of the Board was increased to six (6) directors.</p>	<p>The Company had received an email dated September 07, 2021 from BSE in respect of SOP-Reminder-August 2021 for freezing of promoter demat account (action under SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020) for non-compliance of Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and non-payment of penalty of Rs. 2,65,500/-</p> <p>In response to aforesaid email of BSE, the Company had submitted its representation to BSE stating that:</p> <ul style="list-style-type: none"> <li>the Company did not find/receive any communication in the past from BSE in respect of non-compliance of Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (LODR regulation) and payment of penalty of Rs. 2,65,500/-</li> <li>Pursuant to the provisions Regulation 17(1)(c) of SEBI (Listing Obligations &amp; Disclosure Requirements) Regulations, 2015, as amended from time to time, the Board 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.</li> <li>As per the list of top 2000 companies issued by BSE and available on the public domain of BSE, DCM Limited (Company) ceased to be the part of top 2000 companies as on 31.03.2021.</li> <li>Pursuant to above, the provisions of Regulation 17(1) (c) that <i>"the Board 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"</i> is not applicable on the Company on the basis of list of top 2000 companies issued by BSE Limited.</li> </ul> <p>The Company had also requested the BSE to withdraw said SOP-Reminder-August 2021 and not to take any further action under <b>SEBI circular no. SEBI / HO / CFD/CMD /CIR / P / 2020/12 dated January 22, 2020</b> as regulation 17(1) is not applicable on the Company on the basis of list of top 2000 companies issued by BSE Limited as on 31.3.2021.</p>	<p>BSE vide its email dated May 26, 2022 informed that the Company's request for waiver of the fine has been approved.</p>

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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended 31.03.2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Nil	Nil	Nil	Nil

For Pragnya Pradhan & Associates

Sd/-  
Pragnya Parimita Pradhan  
(Company Secretary)  
ACS No. -32778  
CP No. - 12030  
UDIN:- A032778D000392434  
PR No.:- 1564/2021

Place : New Delhi  
Date: 26<sup>th</sup> May, 2022