PS

PRAGNYA PRADHAN & ASSOCIATES

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: -

Complianc e Requireme nt (Regulatio ns/ circulars/ guidelines including specific clause)	Deviatio ns	Action Taken by	Type of Action	Deta ils of Viola tion	Fine Amountt	Observations / Remarks of the Practicing Company Secretary	Manage -ment Response	Rem arks
,			Advisory/Clarification Fine/ Show Cau Notice/ Warning, etc.	se				

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

Sr. No	 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					



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					Cause					
					Notice/					
					Warning,					
					etc.					
1.			Pursuant to		Fine	Pursuant to		After learning	The	
	17(1)(c) of			Stock		the	6,07,700/-	from link of	Company	
	SEBI	17(1)(c)		Exchange		resignation	(Six Lakhs	NSE that the	had no	
	(Listing		of Dr. Vinay			of Dr. Vinay	Seven	Company	intention of	
	Obligation		Bharat Ram,			Bharat Ram,	Thousand	held 1497	Non-	
	s &		Non-	(NSE)		Non-	and Seven	position in	Compliance	
	Disclosure		Executive			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		companies	name being	
	Regulation		the			the		issued by	in the top	
	s, 2015		Company			Company		NSE, the	2000 list of	1
			w.e.f.			w.e.f.		Company in	Companies	
1			February 17,			February 17,		order to make	on NSE.	1
			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	1	
			the			the		SEBI LODR	list of	
			Company			Company		increased the	companies on	
			was reduced			was reduced		strength of its	NSE in the	
			to five (5)			to five (5)		Board of		
			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	1
			2000 listed			2000 listed		Director on	there in top	
			entities			entities		the Board of	2000	
			(with effect			(with effect		Company in		
1			from April 1,			from April 1,		the Board	As soon as	1
			2020) as per			2020) as per		Meeting held	Company	1
			Regulation			Regulation		on August 28,	came to	1
			17(1)(c) of			17(1)(c) of		2021.	know, vide	1
1			SEBI (Listing			SEBI (Listing			NSE's	1
			Obligations			Obligations		Thereafter the	letter/email	1
			& Disclosure			& Disclosure		composition	dated August	1
			Requirement			Requirement		of the Board	18, 2021	1
1			s)			s)		of Directors	wherein link	1
			Regulations,			Regulations,		of the	of top 2000	

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	2015	2015	Company is	list of	
	(hereinafter	(hereinafter	as per the		
	referred to	referred to	requirement	NSE was	
	as 'SEBI	as 'SEBI	of SEBI	provided,	
	LODR').	LODR').	LODR.	that	
	Louis,	As per the	ECDI.	Company's	
		list of Top	Further, the	name is in	
		2000	Company has	top 2000 list	
			also made	-	
		companies		of companies	
		issued by	full payment	on NSE,	
		BSE Limited,	of penalty of	immediately	
		DCM	Rs. 6,07,700/-	a meeting of	
		Limited	to NSE on	Board of	
		('Company')	May 05, 2022	Directors was	
		ceased to be	and also	called by the	
		the part of	made a	Company at	
		top 2000	request to	shorter notice	
		Companies	NSE for	and an	
		as on	waiver of	additional	
		31.03.2021.	50% of	(non-	
		Further list	penalty	executive)	
		of Top 2000	amount.	Director was	
		companies		appointed on	
		listed on		August 28,	
		NSE was not		2021.	
		available on		2021.	
		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.			
		Later on the			
		Company			

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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/prov
ided by
NSE, DCM
Limited held
1497
position.
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



PRACTICING COMPANY SECRETARIES

						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				
1										
						()				
_	CEDI	D 1 ::	D	DOE		directors.	2 (5 500 /	DOE 11 1		
2		_	Pursuant to		Fine	Pursuant to		BSE vide its	The	
		on		Limited		the	(Two Lakhs	email dated	Company	
	Obligation	17(1)(c)	resignation	(BSE)		resignation	Sixty Five	May 26, 2022	had received	
	s &		of Dr. Vinay			of Dr. Vinay	Thousand	informed that	an email	
	Disclosure		Bharat Ram,			Bharat Ram,	and Five	the	dated	
	Requireme		Non-			Non-	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		
	3, 2013		the			the			SOP-	
			I					approved.		
			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			(action under	
			the			the			SEBI circular	
1			Company			Company			no.	
			was reduced			was reduced			SEBI/HO/CF	
1			to five (5)			to five (5)			D/CMD/CIR	
1			directors			directors			/P/2020/12	
1			below the			below the			dated January	
1			minimum			minimum			22, 2020) for	
1									,	
1			number of			number of			non-	
			six (6)			six (6)			compliance of	
1			directors			directors			Regulation	
1			prescribed			prescribed			17(1) of SEBI	
			for the top			for the top			LODR and	



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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	2000	n to BSE
s)	companies	stating that:
Regulations,	issued by	• the
2015	BSE Limited,	Company
(hereinafter	DCM	did not
referred to	Limited	find/receive
as 'SEBI	('Company')	any
LODR').	ceased to be	communicat
	the part of	ion in the
	top 2000 Companies	
	_	past from
	as on 31.03.2021.	BSE in
	Further list	respect of
	of Top 2000	non-
	companies	compliance
	listed on	of
	NSE was not	Regulation
	available on	17(1) of SEBI
	NSE	LODR and
	website.	
	Hence after	payment of
	the	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	
	was	SEBI LODR,
	considered	the Board of
	not to be	Directors of
	applicable	the top 1000
	on the	listed



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Company.	entities
Later on the	(with effect
Company	from April
had received	1, 2019) and
a letter from	that the top
NSE who waits	2000 listed
wherein a link was	entities
provided	(with effect
containing	from April
the list of top	1, 2020)
2000	shall
companies	
as per NSE	comprise of
record. As	not less than
per the list of	six directors.
Top 2000	• As per the
Companies issued/provi	list of top
ded by NSE,	2000
DCM	companies
Limited held	issued by
1497	BSE and
position.	available on
After	the public
learning	domain of
from link of	BSE, DCM
NSE that the	Limited
Company held 1497	(Company)
position in	ceased to be
the list of top	the part of
2000	top 2000
companies	companies
issued by	as on
NSE, the	31.03.2021.
Company in	31.03.2021.
order to	• Pursuant to
make compliance	• Pursuant to above, the
of the	· ·
aforesaid	provisions
regulation,	of D. 1.1
took	Regulation
immediate	17(1) (c) that
steps and	<u>"the Board</u>



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Mr. Shayam	of Directors
Sunder	<u>of the top</u>
Sharma was	<u>1000 listed</u>
appointed as	<u>entities</u>
an Additional	(with effect
Director on	<u>from April</u>
the Board of	<u>1, 2019) and</u>
Company in	that the top
the Board	<u>2000 listed</u>
Meeting	<u>entities</u>
held on	<u>(with effect</u>
August 28,	<u>from April</u>
2021 and	<u>1, 2020)</u>
strength of the Board	<u>shall</u>
was	<u>comprise of</u>
increased to	<u>not less</u>
six (6)	<u>than six</u>
directors.	<u>directors</u> " is
	not
	applicable
	on the
	Company
	on the basis
	of list of top
	2000
	companies
	issued by
	BSE
	Limited.
	The
	Company had also
	requested the
	BSE to
	withdraw
	said SOP-
	Reminder-
	August 2021
	and not to
	take any further action
	under SEBI
	under 3EDI



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				circular no.	
				SEBI / HO /	
				CFD/CMD /	
				CIR / P /	
				2020/12 dated	
				January 22,	
				2020 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.	

(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. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with theapplicable 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	



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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 Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
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/ guidelines issued thereunder.	Yes	
12	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	

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.

For Pragnya Pradhan & Associates

Place: New Delhi Date: 29-05-2023

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

UDIN: A032778E000411376 Peer Review No: 1564/2021