

Date: 30th May, 2022

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| To, BSE Ltd. Pheroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001 Scrip Code: 523369 | To, National Stock Exchange of India Ltd Exchange Plaza, 5th Floor, Plot No. C-1, G Block, Bandra Kurla Complex, Bandra (E) Mumbai- 400 051 Scrip Code: DCMSRIND |
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Subject: Submission of Annual Secretarial Compliance Report
For the year ended 31st March, 2022

Sir,

In compliance with Regulation 24A of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, we enclose herewith a copy of Annual Secretarial Compliance Report for the year ended 31st March, 2022 issued by M/s. Chandrasekaran Associates, Company Secretaries.

Kindly acknowledge.

Thanking you,

Yours faithfully,



(Y.D. Gupta)

Company Secretary & Compliance Officer
FCS: 3405



Encl: As above

SECRETARIAL COMPLIANCE REPORT

To,
The Board of Directors
DCM SHRIRAM INDUSTRIES LIMITED
Kanchenjunga Building 18,
Barakhamba Road New Delhi-110001

We M/s. Chandrasekaran Associates have examined:

- (a) All the documents and records made available to us and explanation provided by DCM Shriram Industries 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 document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on 31st March, 2022 ("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) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations");
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the review period.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 prior to its repealment to the extent applicable; **Not Applicable during the review period**
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable during the review period.**
- (g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



- (h) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- (i) 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;
- (j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not Applicable during the review period.**
- (k) The Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;

and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

| S.No | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|--|--|------------|---|
| <i>Not applicable during the year under review.</i> | | | |

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (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. | Observation s/ remarks of the Practicing Company Secretary, if any. |
|---------|-----------------|----------------------|---|---|
| NIL | | | | |

- (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 |
|---------|--|--|---|---|
| NA | | <p>The Composition of Audit Committee was not in compliance with the Regulation 18 of Listing Regulations.</p> <p>However, the Company has made the default good. Further, the Company has re constituted its Audit committee as Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Section 177 of Companies Act 2013 on November 24th 2020.</p> | <p>The Company has reconstituted the Audit Committee as per the requirement of Regulation 18 & Section 177 of the Act on November 24th 2020 upon receipt of the Notice from BSE Limited vide date 17.11.2020 and paid the fine imposed by BSE.</p> | <p>The Company set right the discrepancy within the stipulated time by reconstituting the Audit Committee and also paid the fine imposed by BSE.</p> <p>The action taken by the Listed entity is confirmed.</p> |

(e) The Company has suitably included the conditions as mentioned in Para 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019, dated October 18, 2019 in the terms of appointment of statutory auditor of the Company.

**For Chandrasekaran Associates
Company Secretaries**

Firm Registration No.: P1988DE002500

Peer Review Certificate No.: 1428/2021

Dr. S. Chandrasekaran
Senior Partner
Membership No. FCS No.: 1644
Certificate of Practice No: 715
UDIN: F001644D000330819



Place: Delhi
Date: 17.05.2022