



BSE Limited Phiroze JeeJeeBhoj Towers, Dalal Street, <b>Mumbai - 400 001</b>	National Stock Exchange of India Ltd., “Exchange Plaza”, 5 <sup>th</sup> Floor, Plot No. C-1, G Block, Bandra-Kurla Complex, Bandra (E) <b>Mumbai – 400 051</b>
<b>SCRIP CODE : 523367</b>	<b>SCRIP CODE : DCMSHRIRAM</b>

**Kind Attn. : Department of Corporate Communications/Head – Listing Department**

**Subject : Submission of Annual Secretarial Compliance Report for the Year ended March 31, 2024**

Dear Sirs,

In compliance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of Annual Secretarial Compliance Report for the year ended March 31, 2024 issued by M/s RMG & Associates, Company Secretaries.

Kindly take the same in your record.

Thanking you,

Yours faithfully

**For DCM Shriram Ltd.**

**SAMEET**  
**GAMBHIR**

Digitally signed by SAMEET GAMBHIR  
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ou=Personnel, email=80726101364378496760899@DCM,  
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Date: 2024.05.21 15:22:59 +05'30'

**Sameet Gambhir**  
**Company Secretary & Compliance Officer**

Dated: May 21, 2024

Encl.: As above

**DCM SHRIRAM LTD.**

Registered and Corporate Office: 2nd Floor (West Wing), Worldmark 1, Aerocity, New Delhi - 110037, India  
Tel: +91 11 42100200 e-mail: response@dcmshriram.com website: www.dcmshriram.com  
CIN No. L74899DL1989PLC034923

# RMG & ASSOCIATES

Company Secretaries

## SECRETARIAL COMPLIANCE REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2024

To,  
The Members,  
DCM Shriram Limited  
CIN: L74899DL1989PLC034923  
2<sup>nd</sup> Floor, (West Wing) Worldmark 1,  
Aerocity, New Delhi -110037

We, M/s RMG & Associates, Company Secretaries, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **DCM Shriram Limited**, (hereinafter referred as 'the listed entity'), having its Registered Office at 2<sup>nd</sup> Floor, (West Wing) Worldmark 1, Aerocity, New Delhi -110037. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that, the listed entity has, during the review period covering the financial year ended on **March 31, 2024**, generally complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter.

We, M/s RMG & Associates, Companies Secretaries, have examined:

- a) all the documents and records made available to us and explanation provided by 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 financial year ended **March 31, 2024** ("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 (“SEBI LODR Regulations, 2015”);
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [**Not applicable as the listed entity has not issued any further share capital 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 (Buy-Back of Securities) Regulations, 2018 [**Not applicable as the listed entity has not bought back/propose to buy-back any of its securities during the Audit Period**];
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations [**Applicable to the limited extent for issuance of Commercial Papers**];
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- 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;

and circulars/guidelines issued thereunder.

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: -

Sr. No.	Compliance Requirement (Regulations/ Circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory /Clarification/ Fine/Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
None										



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

Sr. No.	Observations/Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2023	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
Not Applicable						

(c) We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<b><u>Secretarial Standards:</u></b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	-
2.	<b><u>Adoption and timely updation of the Policies:</u></b> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities.</li> <li>• All the policies are in conformity with SEBI Regulations and have been reviewed and updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes  Yes	-  -
3.	<b><u>Maintenance and disclosures on Website:</u></b> <ul style="list-style-type: none"> <li>• The listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/information under a separate section on the website</li> </ul>	Yes  Yes	-  -



	<ul style="list-style-type: none"> <li>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</li> </ul>	Yes	-
4.	<p><b><u>Disqualification of Director(s):</u></b> None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	-
5.	<p><b><u>Details related to Subsidiaries of listed entities have been examined with regard to:</u></b> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries</p>	Yes Yes	The listed entity has Seventeen subsidiaries but does not have any material subsidiary.
6.	<p><b><u>Preservation of Documents:</u></b> 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.</p>	Yes	-
7.	<p><b><u>Performance Evaluation:</u></b> 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 LODR Regulations 2015.</p>	Yes	-
8.	<p><b><u>Related Party Transactions:</u></b> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes Not Applicable	- The listed entity has obtained the prior approval of Audit Committee for related party transactions, as required under the applicable law.



9.	<p><b><u>Disclosure of events or information:</u></b> 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.</p>	Yes	-
10.	<p><b><u>Prohibition of Insider Trading:</u></b> The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	-
11.	<p><b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b> No action(s) 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.</p>	No	<p>The National Stock Exchange of India Limited (“NSE”) asked the Company, to file certain ratios along with financials for the quarter ended June 30, 2023, which was replied by the Company as the same is not applicable. However, NSE asked again to submit the said information in desired format, which were then filed by the Company but due to delayed submission, NSE levied a nominal amount and the matter was closed accordingly.</p>
12.	<p><b><u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u></b> The listed entity has complied with paragraph 6.1 and 6.2 of Section V-D of chapter V of “Master Circular on compliance with the provisions of SEBI LODR Regulations, 2015 by listed entities” and that they have incorporated all the terms and conditions in the engagement letter issued to the Auditors of the Company.</p>	Yes	<p>The listed entity does not have any material subsidiary and no resignation of Auditors took place during the review period.</p>



13.	<b><u>Additional non-compliances, if any:</u></b> No additional non-compliance observed for any of the SEBI regulation/ circular/ guidance note etc.	Yes	-
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**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For RMG & Associates**  
**Company Secretaries**

**Peer Review No. 734/2020**

**Firm Registration No. P2001DE016100**



*Manish Gupta*  
20/5/2024

**CS Manish Gupta**  
**Partner**

**FCS: 5123; C.P. No.: 4095**

**Date: May 20, 2024**

**Place: New Delhi**

**UDIN: F005123F000404830**