

DCX SYSTEMS LTD-QUARTER ENDED DECEMBER 31, 2022

CORPORATE GOVERNANCE REPORT

General information about company

Scrip code	543650
NSE Symbol	DCXINDIA
MSEI Symbol	NA
ISIN	INE0KL801015
Name of the entity	DCX SYSTEMS LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Quarterly
Date of Report	31-12-2022
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Annexure I

I. Composition of Board of Directors

Whether the listed entity has a Regular Chairperson		Yes																					
Whether Chairperson is related to MD or CEO		Yes		Disqualification of Directors under section 164 of the Companies Act, 2013																			
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1	Mr	Raghavendra Rao Hosakote Shamarao	AGLPR3257R	00379249	Executive Director	Chairperson	MD	07-04-1969	No				Active	NA		16-01-2012	27-06-2021		60.00	1	0	0	0
2	Mr	Neal Jeremy Castleman	ZZZZ9999Z	05159412	Non-Executive - Non Independent Director	Not Applicable		01-04-1949	No				Active	NA		14-03-2012	11-05-2012			1	0	0	0
3	Mr	Sankarakrishnan Ramalingam	ADYPR6394R	00078459	Non-Executive - Non Independent Director	Not Applicable		15-06-1961	No				Active	NA		04-11-2020	28-01-2022			1	0	2	0
4	Mr	Kalyanasundaram Chandrasekaran	AADPC7596C	00936289	Non-Executive - Independent Director	Not Applicable		18-02-1962	No				Active	Yes	21-03-2022	28-01-2022	28-01-2022		60.00	1	1	2	2
5	Mr	Panchangam Nagashayana	AAIPN8330N	00907296	Non-Executive - Independent Director	Not Applicable		20-05-1968	No				Active	Yes	21-03-2022	28-01-2022	28-01-2022		60.00	1	1	2	0
6	Mrs	Lathika Siddharth Pai	AKCCP6468M	00420102	Non-Executive - Independent Director	Not Applicable		09-11-1966	No				Active	Yes	21-03-2022	02-02-2022	02-02-2022		60.00	1	1	0	0

Annexure 1						
II. Composition of Committees						
Is there any change in information of committees compare to previous quarter					Yes	
Audit Committee Details						
Whether the Audit Committee has a Regular Chairperson					Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00936289	Kalyanasundaram Chandrasekaran	Non-Executive - Independent Director	Chairperson	02-02-2022	
2	00907296	Panchangam Nagashayana	Non-Executive - Independent Director	Member	02-02-2022	
3	00078459	Sankarakrishnan Ramalingam	Non-Executive - Non Independent Director	Member	02-02-2022	
Nomination and remuneration committee						
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00907296	Panchangam Nagashayana	Non-Executive - Independent Director	Chairperson	02-02-2022	
2	00936289	Kalyanasundaram Chandrasekaran	Non-Executive - Independent Director	Member	02-02-2022	
3	00420102	Lathika Siddharth Pai	Non-Executive - Independent Director	Member	02-02-2022	
Stakeholders Relationship Committee						
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00936289	Kalyanasundaram Chandrasekaran	Non-Executive - Independent Director	Chairperson	02-02-2022	
2	00907296	Panchangam Nagashayana	Non-Executive - Independent Director	Member	02-02-2022	
3	00078459	Sankarakrishnan Ramalingam	Non-Executive - Non Independent Director	Member	02-02-2022	
Risk Management Committee						
Whether the Risk Management Committee has a Regular Chairperson					Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00379249	Raghavendra Rao Hosakote Shamarao	Executive Director	Chairperson	02-02-2022	
2	00936289	Kalyanasundaram Chandrasekaran	Non-Executive - Independent Director	Member	02-02-2022	
3	00078459	Sankarakrishnan Ramalingam	Non-Executive - Non Independent Director	Member	02-02-2022	
Corporate Social Responsibility Committee						
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00420102	Lathika Siddharth Pai	Non-Executive - Independent Director	Chairperson	02-02-2022	
2	00379249	Raghavendra Rao Hosakote Shamarao	Executive Director	Member	02-04-2019	
3	00907296	Panchangam Nagashayana	Non-Executive - Independent Director	Member	02-02-2022	

Annexure 1						
III. Meeting of Board of Directors						
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	21-07-2022		Yes	6	6	3
2	25-08-2022	34	Yes	6	4	2
3	16-09-2022	21	Yes	6	6	3
4	13-10-2022	26	Yes	6	4	2
5	09-11-2022	26	Yes	6	6	3
6	14-11-2022	4	Yes	6	6	3
7	17-11-2022	2	Yes	6	5	3
8	26-12-2022	38	Yes	6	6	3

Annexure 1

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	21-07-2022			Yes	3	3	2	0
2	Audit Committee	25-08-2022	34		Yes	3	3	2	0
3	Audit Committee	16-09-2022	21		Yes	3	3	2	0
4	Audit Committee	13-10-2022	26		Yes	3	3	2	0
5	Audit Committee	14-11-2022	31		Yes	3	3	2	0
6	Nomination and Remuneration Committee	21-07-2022			Yes	3	2	2	0
7	Nomination and Remuneration Committee	26-12-2022	157		Yes	3	3	3	0

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	NAGARAJ R DHAVASKAR
2	Designation	Company Secretary and Compliance Officer

Signatory Details	
Name of signatory	NAGARAJ R DHAVASKAR
Designation of person	Company Secretary and Compliance Officer
Place	BENGALURU
Date	10-01-2023