

**DCX SYSTEMS LTD-QUARTER ENDED MARCH 31, 2023
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	Yearly
Date of Report	31-03-2023
Risk management committee	Not Applicable
Market Capitalization as per immediate previous Financial Year	Any other

ANNEXURE I

Format to be submitted by listed entity on quarterly basis.

i. Composition of Board of Directors

T i t l e	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Tenure	Date of Birth	Whether the director is disqualified?	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	Title (Mr./Ms)	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A (1)]	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Raghavendra Rao Hosakote Shamarao	00379249	AGLPR3257R	C & ED	MD	16-Jan-2012	27-Jun-2021	60	07-Apr-1969	No	Active	NA		1	0	0	0
Mr.	Neal Jeremy Castleman	05159412	ZZZZ9999Z	NED		14-Mar-2012	11-May-2012		01-Apr-1949	No	Active	NA		1	0	0	0
Mr.	Sankarakrishnan Ramalingam	00078459	ADYPR6394R	NED		04-Nov-2020	28-Jan-2022		15-Jun-1961	No	Active	NA		1	0	2	0
Mr.	Kalyanasundaram Chandrasekaran	00936289	AADPC7596C	ID		28-Jan-2022	28-Jan-2022	60	18-Feb-1962	No	Active	Yes	21-Mar-2022	1	1	2	2
Mr.	Panchangam Nagashayana	00907296	AAIPN8330N	ID		28-Jan-2022	28-Jan-2022	60	20-May-1968	No	Active	Yes	21-Mar-2022	1	1	2	0
Mrs.	Lathika Siddharth Pai	00420102	AKCPP6468M	ID		02-Feb-2022	02-Feb-2022	60	09-Nov-1966	No	Active	Yes	21-Mar-2022	1	1	0	0

Company Remarks	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees**a. Audit Committee**

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Kalyanasundaram Chandrasekaran	ID	Chairperson	02-Feb-2022	
2	Panchangam Nagashayana	ID	Member	02-Feb-2022	
3	Sankarakrishnan Ramalingam	NED	Member	02-Feb-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Kalyanasundaram Chandrasekaran	ID	Chairperson	02-Feb-2022	
2	Panchangam Nagashayana	ID	Member	02-Feb-2022	
3	Sankarakrishnan Ramalingam	NED	Member	02-Feb-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Raghavendra Rao Hosakote Shamarao	C & ED	Chairperson	02-Feb-2022	
2	Kalyanasundaram Chandrasekaran	ID	Member	02-Feb-2022	
3	Sankarakrishnan Ramalingam	NED	Member	02-Feb-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Panchangam Nagashayana	ID	Chairperson	02-Feb-2022	
2	Kalyanasundaram Chandrasekaran	ID	Member	02-Feb-2022	
3	Lathika Siddharth Pai	ID	Member	02-Feb-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	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
13-Oct-2022	Yes	6	4	2
09-Nov-2022	Yes	6	6	3
14-Nov-2022	Yes	6	6	3
17-Nov-2022	Yes	6	5	3
26-Dec-2022	Yes	6	6	3
23-Jan-2023	Yes	6	4	2
08-Feb-2023	Yes	6	5	3
01-Mar-2023	Yes	6	5	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	27

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	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)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	13-Oct-2022	Yes	3	3	2	0
Audit Committee	14-Nov-2022	Yes	3	3	2	0
Audit Committee	23-Jan-2023	Yes	3	3	2	0
Audit Committee	08-Feb-2023	Yes	3	3	2	0
Nomination & Remuneration Committee	26-Dec-2022	Yes	3	3	3	0
Nomination & Remuneration Committee	01-Mar-2023	Yes	3	3	3	0
Stakeholders Relationship Committee	23-Jan-2023	Yes	3	3	2	0
Risk Management Committee	07-Feb-2023	Yes	3	2	0	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	69

v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Yes	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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vi. Affirmations

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**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders' relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 1000 listed entities) - **Not applicable.**
3. 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**
4. 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**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here: **NIL**

Name : **NAGARAJ R DHAVASKAR**
Designation : **Company Secretary & Compliance Officer**

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations:

S. No	Item	Compliance status	Company Remark	Website
	As per regulation 46(2) of the LODR:			
1	Details of business	Yes		https://dcxindia.com/investors/business-
2	Terms and conditions of appointment of independent	Yes		https://dcxindia.com/investors/appointme
3	Composition of various committees of board of	Yes		https://dcxindia.com/investors/committee
4	Code of conduct of board of directors and senior	Yes		https://dcxindia.com/investors/committee
5	Details of establishment of vigil mechanism/ Whistle	Yes		https://dcxindia.com/wp-
6	Criteria of making payments to non-executive	Yes		https://dcxindia.com/investors/criteria-of-
7	Policy on dealing with related party transactions	Yes		https://dcxindia.com/wp-
8	Policy for determining 'material' subsidiaries	Yes		https://dcxindia.com/wp-
9	Details of familiarization programs imparted to	Yes		https://dcxindia.com/investors/details-of-
10	Email address for grievance redressal and other relevant details entity who are responsible for	Yes		https://dcxindia.com/investors/investor-relations/
11	Contact information of the designated officials of the	Yes		https://dcxindia.com/investors/investor-
12	Financial results	Yes		https://dcxindia.com/investors/financials/
13	Shareholding pattern	Yes		https://dcxindia.com/investors/shareholdi
14	Details of agreements entered into with the media companies and/or their associates	Yes		https://dcxindia.com/investors/details-of-agreements-entered-into-with-the-
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or	Not Applicable		
16	New name and the old name of the listed entity	Not Applicable		
17	Advertisements as per regulation 47 (1)	Not Applicable		
18	Credit rating or revision in credit rating obtained by the	Yes		https://dcxindia.com/wp-
19	Separate audited financial statements of each	Yes		https://dcxindia.com/investors/financials/
	As per other regulations of the LODR:			
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://dcxindia.com/investors/
21	Materiality Policy as per Regulation 30	Yes		https://dcxindia.com/wp-
22	Dividend Distribution policy as per Regulation 43A (as	Yes		https://dcxindia.com/wp-
23	It is certified that these contents on the website of the	Yes		Correct as per Reg 46(2)

II Annual Affirmations

Particulars	Regulation Number	Compliance status	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Not Applicable	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3), (4)	Yes	
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Yes	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4), (5) & (6)	Yes	
<i>Annual Secretarial Compliance Report</i>	24(A)	Not Applicable	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent Directors</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Not Applicable	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information

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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**

Other Information	
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Name : **NAGARAJ R DHAVASKAR**
Designation : **Company Secretary & Compliance Officer**

Additional Half yearly disclosure:

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>
0	0	0	0	0	0	0	0

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	0	0

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	0	0

(D) If the Listed Entity would like to provide any other information the same may be indicated here

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Affirmations

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company

Company Remarks in case of non-compliant status

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Name: Ranga K S
Designation: Chief Financial Officer
Place: Bangalore
Date: 20-Apr-2023

Signatory Details	
Name of signatory	NAGARAJ R DHAVASKAR
Designation of person	Company Secretary and Compliance Officer
Place	BENGALURU
Date	20-04-2023