

DCX SYSTEMS LTD-QUARTER ENDED MARCH 31, 2023
ORPORATE 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	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Quarterly
Date of Report	30-06-2023
Risk management committee	Applicable
Market Capitalization as per immediate previous Financial Year	Top 1000 listed entities

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														
Name of the Director	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 Directorships listed. including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorships listed. 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(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Hosakote Shama Rao Raghavendra Rao	00379249	Executive Director	Chairperson	MD	07-04-1969	No				Active	NA		16-01-2012	27-06-2021		60	1	0	0	0
Neal Jeremy Castleman	05159412	Non-Executive - Non Independent Director	Not Applicable		01-04-1949	No				Active	NA		14-03-2012	11-05-2012			1	0	0	0
Sankarakrishnan Ramalingam	00078459	Non-Executive - Non Independent Director	Not Applicable		15-06-1961	No				Active	NA		04-11-2020	28-01-2022			1	0	2	0
Kalyanasundaram Chandrasekaran	00936289	Non-Executive - Independent Director	Not Applicable		18-02-1962	No				Active	Yes	21-03-2022	28-01-2022	28-01-2022		60	1	1	2	2
Panchangam Nagashayana	00907296	Non-Executive - Independent Director	Not Applicable		20-05-1968	No				Active	Yes	21-03-2022	28-01-2022	28-01-2022		60	1	1	2	0
Lathika Siddharth Pai	00420102	Non-Executive - Independent Director	Not Applicable		09-11-1966	No				Active	Yes	21-03-2022	02-02-2022	02-02-2022		60	1	1	0	0

Annexure I

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	Hosakote Shama Rao Raghavendra Rao	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

e. Corporate Social Responsibility 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	Lathika Siddharth Pai	ID	Chairperson	02-Feb-2022	
2	Hosakote Shama Rao Raghavendra Rao	ID	Member	02-04-2019	
3	Panchangam Nagashayana	ID	Member	02-Feb-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

Annexure 1

III. Meeting of Board of Directors

Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutives (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Director's present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	23-01-2023				Yes	6	4	2
2	08-02-2023		15		Yes	6	5	3
3	01-03-2023		20		Yes	6	5	3
4		19-05-2023	78		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	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committees 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	23-01-2023				Yes	3	3	2	0
2	Audit Committee	08-02-2023	15			Yes	3	3	2	0
3	Audit Committee	10-05-2023	90			Yes	3	3	2	0
4	Audit Committee	19-05-2023	8			Yes	3	3	2	0
5	Stakeholders Relationship Committee	23-01-2023				Yes	3	3	2	0
6	Stakeholders Relationship Committee	19-05-2023	115			Yes	3	3	2	0
7	Nomination and remuneration committee	01-03-2023				Yes	3	3	3	0
8	Nomination and remuneration committee	19-05-2023	78			Yes	3	3	3	0
9	Corporate Social Responsibility Committee	07-02-2023				Yes	3	3	2	0
10	Risk Management Committee	07-02-2023				Yes	3	2	0	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	
Disclosure of notes on related party transactions			

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)	Yes
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

Sr	Subject	Compliance status
1	Name of signatory	NAGARAJ R DHAVASKAR
2	Designation	Company Secretary and Compliance Officer

Annexure II

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://dcxindia.com/investors/business-details/
2	Terms and conditions of appointment of independent directors	Yes		https://dcxindia.com/investors/appointment-of-independent-directors/
3	Composition of various committees of board of directors	Yes		https://dcxindia.com/investors/committee-of-the-board/
4	Code of conduct of board of directors and senior management personnel	Yes		https://dcxindia.com/investors/committee-of-the-board/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://dcxindia.com/wp-content/uploads/2022/04/3_Vigil_Mechanism_Policy.pdf
6	Criteria of making payments to non-executive directors	Yes		https://dcxindia.com/investors/criteria-of-making-payments-to-non-executive-directors/
7	Policy on dealing with related party transactions	Yes		https://dcxindia.com/wp-content/uploads/2022/04/17_Policy_on_Related_Party_Transactions.pdf
8	Policy for determining 'material' subsidiaries	Yes		https://dcxindia.com/wp-content/uploads/2022/04/14_Material_Subsidiaries.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		https://dcxindia.com/investors/details-of-familiarization-programmes-imparted-to-independent-directors/
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://dcxindia.com/investors/investor-relations/
11	email address for grievance redressal and other relevant details	Yes		https://dcxindia.com/investors/investor-relations/
12	Financial results	Yes		https://dcxindia.com/investors/financials/
13	Shareholding pattern	Yes		https://dcxindia.com/investors/shareholding-pattern/
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-media-companies/
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://dcxindia.com/investors/investor-analyst-meet/
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	NA		
18	Credit rating or revision in credit rating obtained	Yes		https://dcxindia.com/wp-content/uploads/2022/12/CreditRatingIntimation22122022.pdf
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://dcxindia.com/investors/financials/#group_companies
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-content/uploads/2022/04/13_Materiality_Policy.pdf
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://dcxindia.com/wp-content/uploads/2022/04/15_Dividend_Distribution_Policy.pdf
23	It is certified that these contents on the website of the listed entity are correct	Yes		Correct as per Reg 46(2)

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	NA	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	

23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

1	Name of signatory	NAGARAJ R DHAVASKAR
2	Designation	Company Secretary and Compliance Officer

Annexure II**III. Affirmations**

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA

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	20-07-2023