ANNEXURE- 11

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DCM LIMITED

Format of the Compliance Report to be submitted along with the draft scheme

It is hereby certified that the draft scheme of arrangement among DCM Limited (Transferor Company) and DCM Engineering Limited (Transferee Company) does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

Sl.	Reference	Particulars
1	Regulations 17 to 27 of LODR Regulations	There was a delay in appointment of Mrs. Kavita A Sharma, Independent Director by the Transferor Company by 7 days. As on date the Transferor Company is in compliance with the Corporate Governance requirements.
2	Regulation 11 of LODR Regulations	Compliance with securities laws
Requirements of this circular		
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges
(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities
(c)	Para (I)(A)(4) (a)	Not applicable *Note: No valuation report is required from an Independent Chartered Accountant under the circular issued by the Securities and Exchange Board of India dated March 10, 2017 bearing reference number CFD/DIL3/CIR/2017/21 for the proposed Scheme since there is no change in the shareholding pattern of the Transferor Company or the Transferee Company pursuant to the proposed Scheme. However, a valuation report dated November 28, 2019 has been obtained from Mr. Rakesh Mundra, a registered valuer, in relation to the transfer and vesting of the Business Undertaking from the Transferor Company to the Transferee Company.
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting

For and on behalf of DCM Limited

Company Secretary

For and on behalf of DCM Limited

Managing Director

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement among DCM Limited and DCM Engineering Limited are in compliance with all the Accounting Standards applicable to a listed entity.

For and on behalf of DCM Limited

Chief Financial Officer

For and on behalf of DCM Limited

Managing Director

Date: 06-12-2019
Place: New Delhi

CERTIFIED TRUE COPY

For DCM LIMITED

Company Secretary

e-mail id: investors@dcm.in

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