



**February 27, 2026**

The Corporate Relationship Department  
BSE Limited,  
P.J. Towers, Dalal Street,  
Mumbai- 400001  
**Scrip Code: 500089**

The Calcutta Stock Exchange Ltd.  
71 Lyons Range,  
Kolkata- 700001  
**Scrip Code: 10013217**

National Stock Exchange of India Limited,  
Exchange Plaza, 5th Floor, Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra (E), Mumbai – 400051  
**Scrip Code: DICIND**

**Sub: Annual Secretarial Compliance Report for the Financial Year ended December 31, 2025.**  
Dear Madam/Sir,

Pursuant to the Regulation 24A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Annual Secretarial Compliance Report for the financial year ended December 31, 2025.

This is for your kind information and records.

Thanking You,  
Yours Faithfully,  
**For and on behalf of:**  
**DIC India Limited**

Meghna Saini  
Company Secretary  
Membership No. A-42587

**DIC INDIA LIMITED**

Fusion square, 5th Floor, Plot no. 5A & 5B, Sector-126, Noida – 201303  
Tel: +91-120-6361414 | Fax: +91-120-6361443  
GSTIN: 09AABCC0703C1ZF  
CIN No. L24223WB1947PLC015202  
Website: [www.dic.co.in](http://www.dic.co.in) | Email id: investors@dic.co.in  
Registered office: UB 03, Mani Tower, 31/41, Binova Bhawe Road,  
Behala, Kolkata-700038

**SECRETARIAL COMPLIANCE REPORT OF DIC INDIA LIMITED FOR THE YEAR ENDED  
DECEMBER 31, 2025**

*[Pursuant to sub-regulation 2 of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

To,  
The Members  
**DIC India Limited**  
UB 03, Mani Tower, 31/41  
Binova Bhave Road, Behala  
Kolkata, West Bengal - 700038

We, **PI & Associates** have examined:

- (a) all the documents and records made available to us and explanation provided DIC India Limited (“**the Company**”),
- (b) the filings/ submissions made by the Company to the stock exchanges,
- (c) website of the Company,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the year ended December 31, 2025 (“**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; (“**Listing Regulations**”)
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (*not applicable during the Review period*)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (*not applicable during the Review Period*)
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (*not applicable during the Review period*)
- (g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;

(i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review period:

a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

S. N.	Compliance Requirement (Regulations/ circulars/ Guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	The listed entity shall submit to the stock exchanges disclosures of related party transactions in the format as specified by the Board from time to time.  The listed entity shall make such disclosures every six months on the date of publication of its standalone and consolidated financial results.	Reg. 23(9) of SEBI (Listing Obligations and Disclosure Requirements)	Delay in filing the statement of June 2025 within prescribed timeline	BSE and NSE	Levied fine	Inadvertent Delay of one day in filing of statement of Related Party Transactions for the half year ended June 2025 under Regulation 23(9) of SEBI(Listing Obligations and Disclosure Requirements)	5,900 Including GST	Delay in filing the related party transactions for the half year ended June 2025 within prescribed timeline.	Delay of 2-3 hours in filing occurred due to the technical error persisting in the XBRL utility, which was beyond the control of the Company. The error was intimated to the stock exchanges via email.	A waiver application was filed by Company to NSE being the designated stock exchange and the said application to waive off fine has been duly decided in favour of the Company.

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

S. N.	Observations/ Remarks of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the Company	Remedial actions, if any, taken by the Company	Comments of the PCS on the actions taken by the Company

1.	The Company has made a delayed disclosure in relation to the change in its Senior Management	2024	Regulation 19(4) read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Company inadvertently obtained delayed approval and recommendation failed of the Nomination and Remuneration Committee for the appointment of the Company's Head of Sales and Marketing, as required under Regulation 19(4) read with Part D of Schedule II.	The Company obtained requisite NRC recommendation on 26 <sup>th</sup> July 2024. Further, the Company has made suo-moto combined settlement application for lapses mentioned in point (i), (ii) and (iii) and SEBI directed the Company to pay a settlement amount of INR 34.32 lakhs towards all the settlement applications, within 30 days of email. The Company paid settlement amount on 27 <sup>th</sup> February 2025.	N.A.
2.	The Company has made a delayed disclosure regarding change in senior management to the stock exchange.	2024	Regulation 30 read with Para A sub-para 7 & 7 C of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015			
3.	The Company has made a delayed disclosure regarding Related Party Transaction to Stock Exchange with respect to remuneration of key managerial persons for the period ending June 30, 2022 to December 31, 2023. However, apart for the said details the Company has made the half disclosure to stock exchanges for the period ended on June 30, 2022 to December 31, 2023, within prescribed time.	2024	Regulation 23(9) of the Securities and Exchange Board (Listing Obligations and Disclosure Requirements) Regulation, 2015	The Company has made a delayed disclosure regarding Related Party Transaction to Stock Exchange with respect to remuneration of key managerial persons for the period ending June 30, 2022 to December 31, 2023. However, apart for the said details the Company has made the half disclosure to stock exchanges for the period ended on June 30, 2022 to December 31, 2023, within	The disclosure of the remuneration paid to all the Key Managerial personnel of the Company for the aforesaid period was made on August 10, 2024, and the same was published on the Company's website as well. Further, The Company has made suo-moto combined settlement application for lapses mentioned in point (i), (ii) and (iii) and	N.A.

				prescribed time.	SEBI directed the Company to pay a settlement amount of INR 34.32 lakhs towards all the settlement applications, within 30 days of email. The Company paid settlement amount on 27 <sup>th</sup> February 2025.	
--	--	--	--	------------------	---	--

We hereby report that, during the Review Period the compliance status of the Company with the following requirements:

Sr. No.	Particulars	Compliance status (Yes/No/ NA)	Observations/Remarks by PCS
1.	<b>Secretarial Standards:</b> The compliances of the Company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	---
2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>All applicable policies under Listing Regulations are adopted with the approval of Board of directors of the Company.</li> <li>All the policies are in conformity with Listing Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI.</li> </ul>	Yes	---
3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>The Company is maintaining a functional website</li> <li>Timely dissemination of the documents/ information under a separate section on the website</li> <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.	<b>Disqualification of Director:</b> None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the Company.	Yes	---

Sr. No.	Particulars	Compliance status (Yes/No/ NA)	Observations/Remarks by PCS
5.	<b>Details related to Subsidiaries of Company have been examined w.r.t.:</b> a. Identification of material subsidiary companies b. Disclosure requirement of material as well as other subsidiaries.	NA	---
6.	<b>Preservation of Documents:</b> The Company is preserving and maintaining records as prescribed under Listing Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under Listing Regulations.	Yes	---
7.	<b>Performance Evaluation:</b> The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in Listing Regulations.	Yes	---
8.	<b>Related Party Transactions:</b> a. The Company has obtained prior approval of Audit Committee for all related party transactions; or b. The Company 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.	Yes	---
9.	<b>Disclosure of events or information:</b> The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of Listing Regulations within the time limits prescribed thereunder.	Yes	---
10.	<b>Prohibition of Insider Trading:</b> The Company is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	---
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been taken against the Company/ 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	Yes	---

Sr. No.	Particulars	Compliance status (Yes/No/ NA)	Observations/Remarks by PCS
	Regulations and circulars/guidelines issued thereunder.		
12.	<b>Resignation of statutory auditors from the Company or its material subsidiaries:</b> In case of resignation of statutory auditor from the Company or any of its material subsidiaries during the financial year, the Company and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the Listing Regulations by the Company.	NA	---
13.	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	---

**Assumptions & Limitation of scope and Review:**

- i. Compliance with the applicable laws and ensuring the authenticity of documents and information furnished is the responsibility of the management of the Company.
- ii. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- iii. We have not verified the correctness and appropriateness of the financial Records and Books of Accounts of the Company.
- iv. This Report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of Listing Regulations and is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
- v. Wherever required, we have obtained the Management Representation about the compliance of foregoing SEBI Regulations and applicable circulars issued by SEBI from time to time.

For PI & Associates,

Company Secretaries

Nitish Latwal

Partner

ACS No.: 32109

C P No.: 16276

Peer Review No.: 1498/2021

UDIN: A032109G003977435

Date: 24<sup>th</sup> February 2026

Place: New Delhi