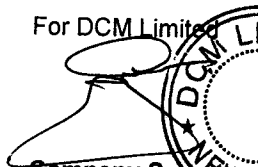
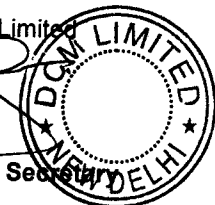


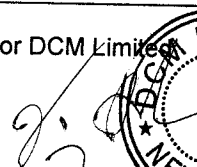
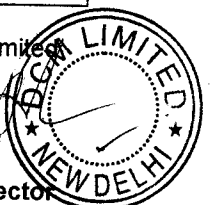
**DCM**  
**LIMITED**

Compliance report with the requirements specified in Part-A of Annexure I of SEBI circular CFD/DIL3/CIR/2017/21 dated March 10, 2017

It is hereby certified that the draft scheme of arrangement involving DCM Limited ("Demerged Company") and DCM Nouvelle Limited ("Resulting 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:

| Sr. No.                       | Reference  | Particulars  |
|-------------------------------|--|--|
| 1.                            | Compliance with Regulation 17 to 27 of Listing Regulations | Complied. The Compliance report of DCM Limited as of 31st December, 2016 is enclosed.  |
| 2.                            | Compliance with Regulation 11 of Listing Regulations       | Yes. The Draft Scheme does not in any way violate, override or limit the provisions of security laws or requirements of the stock exchanges. Confirmation from the Companies Secretary in relation to the same is enclosed.  |
| Requirements of this circular |  |  |
| (a)                           | Para (I)(A)(2)   | Complied. The following documents are enclosed:<br>1. Draft Scheme<br>2. Share Entitlement Report<br>3. Report from the Audit Committee recommending the Draft Scheme.<br>4. Fairness opinion by a SEBI Registered merchant banker<br>5. Pre and post Scheme shareholding pattern of Demerged Company and Resulting Company<br>6. Management certified provisional financial statements of the Resulting Company (unlisted) as on December 31, 2016 - as the Resulting Company was incorporated on October 17, 2016.<br>7. Auditor's Certificate |
| (b)                           | Para (I)(A)(3)   | Yes, the conditions specified in Para (I)(A)(3) in relation to scheme involving unlisted entities shall be complied with by the Company  |
| (c)                           | Para (I)(A)(4)(a)  | Complied. Share Entitlement Ratio Report is enclosed   |
| (d)                           | Para (I)(A)(5)   | Complied. Auditors certificate regarding compliance with Accounting Standards is enclosed  |
| (e)                           | Para (I)(A)(9)   | The requirements stated in Para (I)(A)(9)(b) are not applicable. The undertaking, along with the certificate of the Auditor, as approved by the Board of DCM Limited, stating the reasons for non-applicability of the said Para, are enclosed.  |

For DCM Limited  
  
Company Secretary  


For DCM Limited  
  
Chairman & Managing Director  


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

For DCM Limited  
  
Chief Executive & Financial Officer  


For DCM Limited  
  
Chairman & Managing Director  


Date = 29-03-2017

Place = New Delhi

Registered Office :  
Vikrant Tower, 4, Rajendra Place, New Delhi-110008  
Phone : (011) 25719967 Fax : (011) 25765214  
CIN: L74899DL1889PLC000004 Website: www.dcm.in E-mail: dcmltd@dcm.in

e-mail id: investors@dcm.in