

**NOTICE**

Notice is hereby given that the 28<sup>th</sup> Annual General Meeting of DCM Infotech Limited ('the Company') will be held on Saturday, September 5, 2020 at 1.30 p.m. at Unit Nos. 2050 to 2052, 2<sup>nd</sup> Floor, Plaza-II, Central Square, 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi-110006 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2020, the Reports of the Board of Directors and Auditors thereon.
2. To consider and declare payment of final dividend of Rs. 1.80 per equity share of the Company for the financial year ended March 31, 2020.
3. To appoint a director in place of Mr. Ashwani Kumar Singhal, (DIN - 00159349), who retires by rotation and, being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** Mr. Sumant Bharat Ram (DIN 00052833), who was appointed by the Board of Directors as an Additional Director of the Company with effect from December 9, 2019 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** Mr. Bipin Maira (DIN: 05127804), who was appointed by the Board of Directors as an Additional Director of the Company with

**DCM Infotech Limited**

316, Udyog Vihar, Phase-II, Gurugram 122 016, Haryana, India

Phone : +91 124 4122800 Fax : +91 124 4009232, E-mail : contact@dcminfotech.com, Website : www.dcminfotech.com

Regd. Office : Unit Nos. 2050 to 2052, Plaza - II, Central Square, 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi-110006  
Phone : 011-41539140 CIN : U72100DL1992PLC047018

effect from December 9, 2019 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Mr. Varun Sarin (DIN: 00273947), who was appointed by the Board of Directors as an Additional Director of the Company with effect from December 9, 2019 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and Schedule - V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and other applicable provisions, if any, of the Companies Act, 2013 and Article of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Varun Sarin (DIN-00273947), as Whole-Time Director of the Company designated as Executive Director w.e.f. May 1, 2020 for a period of three (3) year(s) from May 1, 2020 upto April 30, 2023 on the remuneration and terms and conditions as given below:

S.No.	Particulars	Amount in Rs. (Per Month)	Amount in Rs. (Per Annum)
<b>I</b>	<b>SALARY AND ALLOWANCES</b>		
	Basic Salary	2,00,000	24,00,000
	House Rent Allowance	1,20,000	14,40,000
	Special Allowance	2,00,000	24,00,000
	<b>Sub-Total (I)</b>	<b>5,20,000</b>	<b>62,40,000</b>
<b>II</b>	<b>OTHERS</b>		
	Company Contribution to NPS	20,000	2,40,000
	<b>Sub-Total (II)</b>	<b>20,000</b>	<b>2,40,000</b>
<b>III</b>	<b>Total (I)+(II)</b>	<b>5,40,000</b>	<b>64,80,000</b>

In addition to the above, he shall also be entitled to following facilities necessary for the purposes of business, which will not be considered as perquisites:

- i. Company maintained car.
- ii. Telephone(s) facility.

He shall not be entitled to any retirement benefits including Provident Fund, Superannuation, Leave Encashment etc.

**Other Terms and Conditions:**

- a. The Board in its discretion may pay to him lower remuneration than the maximum remuneration stipulated hereinabove and revise it from time to time within the limits stipulated herein or if it exceeds, then with the necessary approval, if any, at the appropriate time, within the provisions of the Companies Act, 2013.
- b. Subject to overall superintendence, direction and control of the Board of Directors, Mr. Varun Sarin be responsible for day to day affair of the Company.
- c. For the discharge of duties, Mr. Varun Sarin shall report to and derive his authorities and functional responsibilities from the Board of Directors.
- d. Either party may terminate the appointment by giving to the other, three calendar months' notice in writing.
- e. In the event of termination of appointment by the Company, he shall not be entitled to receive any compensation.
- f. Remuneration for a part of the year shall be computed on a pro-rata basis.

- g. He shall not be entitled to any sitting fees for attending the meeting of Board of Directors or Committee(s) thereof.
- h. Subject to limits as prescribed in Company's policies, he shall be entitled to reimbursement of expenses including on entertainment and traveling incurred in the course of business of the Company, which will not be treated as an item of remuneration for the purpose of Section 197 of the Companies Act, 2013. The re-imbursement of entertainment expenses to him shall be to the extent of Rs. 10,000/- per month for the expenses actually incurred in the course of business of the company.

**RESOLVED FURTHER THAT** pursuant to provisions of Section 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules issued there under, including any statutory modification(s) or reenactment thereof, for the time being in force, wherein in any financial year during his tenure as Whole-Time Director designated as Executive Director, the Company has no profits or its profits are inadequate under Section 198 of the Companies Act, 2013, the Company may, subject to necessary approvals, pay to Mr. Varun Sarin, Whole-Time Director designated as Executive Director of the Company, remuneration by way of salary, perquisites and other terms as specified supra, as minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and execute all such documents, instruments and writings things and to delegate all or any of its powers herein conferred to any Director(s) or officer(s) or any other person(s) to give effect to the above resolution.”

**Registered Office**

Unit Nos. 2050 to 2052, 2<sup>nd</sup> Floor,  
Plaza-II, Central Square, 20,  
Manohar Lal Khurana Marg,  
Bara Hindu Rao, Delhi-110006

**Place: Delhi**

**Date: June 24, 2020**

**By the order of the Board of Directors  
For DCM Infotech Limited**



**(Anukita Jain)  
Company Secretary**

**Notes:**

1. An explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item No. 3 to 6 under Special Business of this Notice is annexed hereto.
2. M/s S.S. Kothari Mehta & Company, Chartered Accountants (Firm Registration No. 000756N), were appointed as Statutory Auditors of the Company at the 27<sup>th</sup> Annual General Meeting (AGM) held on September 27, 2019 for a period of 5 (five) years from the conclusion of 27<sup>th</sup> AGM held on September 27, 2019, to hold office till the conclusion of 32<sup>nd</sup> AGM of the Company. The requirement to place the matter relating to appointment of auditors for ratification by Members at every intermittent AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at this 28<sup>th</sup> AGM of the Company.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting.

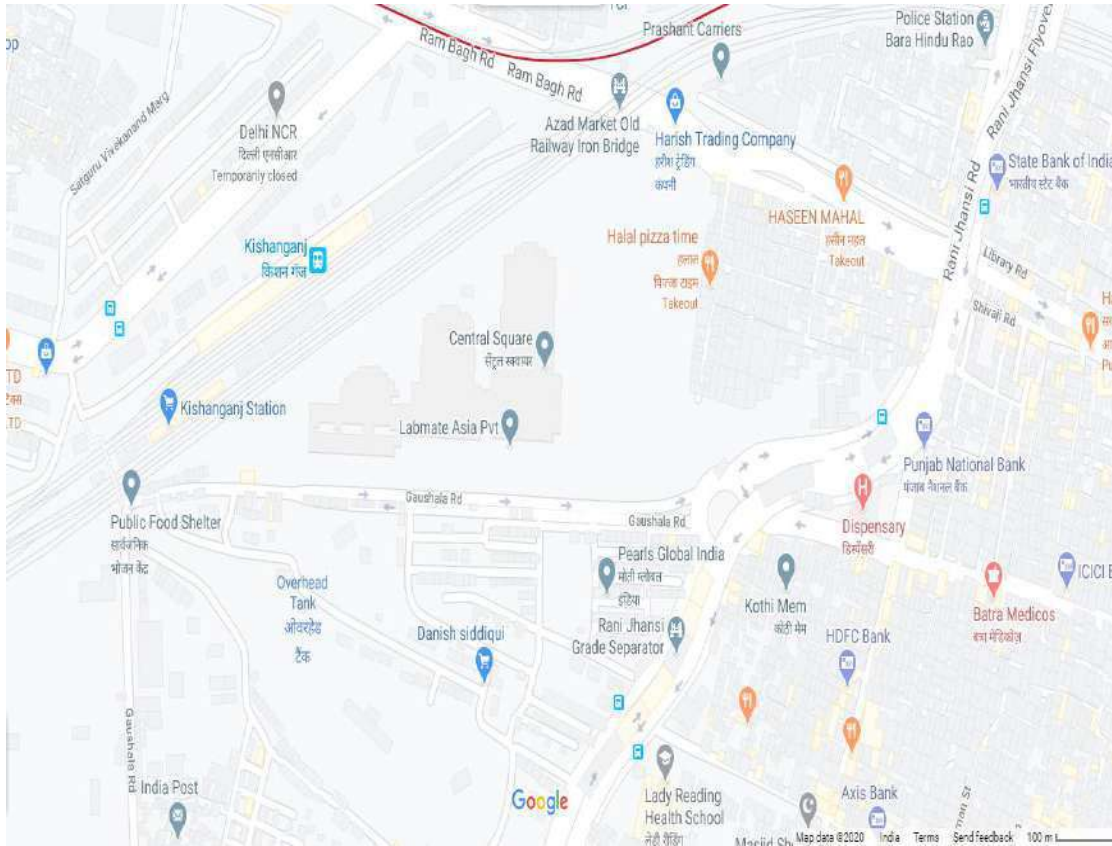
4. The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, August 31, 2020 to Saturday, September 5, 2020 (both days inclusive).
5. Pursuant to the provisions of Section 126 of the Companies Act, 2013, the Board of Directors in their meeting held on June 24, 2020 had recommended final dividend at rate Rs. 1.8 per equity share at rate 18% on the paid up equity share capital of the Company for the financial year ended March 31, 2020, if declared at this Annual General Meeting, will be paid to the members whose names appear in the Register of Members of the Company as on the book closure dates.

6. Corporate members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution to the Company, authorizing them to attend and vote on their behalf at the AGM.
7. For convenience of the members and proper conduct of the meeting, entry to the meeting venue will be regulated through Attendance Slip. Members, Proxies and Authorised Representatives are requested to bring the duly completed & Signed Attendance Slip enclosed herewith to attend the AGM.
8. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. Members are requested to bring the copy of their Annual Report.
10. Members who are holding Company's shares in dematerialized form are requested to bring details of their Depository Account Number for identification.
11. The members intending to seek any information on Annual Accounts at the meeting are requested to kindly inform the Company at least 7 days before the date of the meeting.
12. Notice of the 28<sup>th</sup> AGM along with the Annual Report 2019-20 is being sent by electronic mode to those members whose email addresses are registered with the Company/Depository. For Members who have not registered their email address, physical copies are being sent by the permitted mode.
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, mandates, nominations, power of attorney, bank details etc. to their DPs in case the shares are held in electronic form and to MCS in case the shares are held in physical form.
14. Relevant documents referred to in the accompanying Notice and the Explanatory Statements are open for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays & Public Holiday) during 11.00 a.m. to 2.00 p.m. upto one day prior to date of the meeting.

15. The route map to the venue of the Annual General Meeting is enclosed with this notice of 28<sup>th</sup> Annual General Meeting as **Annexure - I**.
  
16. The relevant details as required under Secretarial Standards-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI), in respect of directors seeking appointment/re-appointment at this 28<sup>th</sup> AGM under Item No. 3 to 7 of Notice of this 28<sup>th</sup> AGM, are provided at page nos. 15 to 18 of the Annual Report as **Annexure-II**.

Route map for the venue of 28<sup>th</sup> Annual General Meeting

Annexure-I



## **EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 4**

The Board of Directors of the Company have appointed Mr. Sumant Bharat Ram as an Additional Director of the Company with effect from December 9, 2019, in accordance with the provisions of Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company. Further, in terms of the aforesaid provisions, he would hold office as such up to the date of forthcoming Annual General Meeting of the Company.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member signifying his intention to propose the candidature of Mr. Sumant Bharat Ram for the office of Director of the Company.

Mr. Sumant Bharat Ram has an experience of more than 28 years in overall management of Finance, Legal and Corporate Affairs and business operation. Mr. Sumant Bharat Ram, hails from pioneering Industrialist family of Lala Shri Ram. Before joining DCM Limited he worked with Toyota Motor Corporation, Japan and SRF Limited. He also worked as Executive Vice Chairman & Managing Director of erstwhile DCM Engineering Limited. Presently, he is whole time director of Purearth Infrastructure Limited, a joint venture of DCM Limited.

Keeping in view his experience and knowledge, it will be in the interest of the Company that Mr. Sumant Bharat Ram is appointed as Director of the Company, liable to retire by rotation.

Other than Mr. Sumant Bharat Ram and his relatives, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution as set out in Item no. 3 of this Notice.

Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 3 of this Notice, for approval of members of the Company.

### **Item No. 5**

The Board of Directors of the Company have appointed Mr. Bipin Maira as an Additional Director of the Company with effect from December 9, 2019, in

accordance with the provisions of Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company. Further, in terms of the aforesaid provisions, he would hold office as such up to the date of forthcoming Annual General Meeting of the Company.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member signifying his intention to propose the candidature of Mr. Bipin Maira for the office of Director of the Company.

Mr. Bipin Maira has around 54 years of industry experience. He started his career with Delhi Cloth Mills Co. Ltd as Senior Management Trainee in 1962 and grew to the position of General Manager of DCM Limited before leaving in 1982. He has served for 7 years with the renowned Kewalram Chanrai Group as Chief Executive for their Nigerian manufacturing operations, including one of the largest textile complexes in Africa. He was associated for 13 years as Director & Partner with Resource Management Associates overseeing the International assignments in Management Consultation & H.R.

Keeping in view his experience and knowledge, it will be in the interest of the Company that Mr. Bipin Maira is appointed as Director of the Company, liable to retire by rotation.

Other than Mr. Bipin Maira and his relatives, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution as set out in Item no. 4 of this Notice.

Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 4 of this Notice, for approval of members of the Company.

#### **Item No. 6 & 7**

The Board of Directors of the Company have appointed Mr. Varun Sarin as an Additional Director of the Company with effect from December 9, 2019, in accordance with the provisions of Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company. Further, in terms of the aforesaid provisions, he would hold office as such up to the date of forthcoming Annual General Meeting of the Company.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member signifying his intention to propose the candidature of Mr. Varun Sarin for the office of Director of the Company.

Accordingly, it is proposed to seek the members' approval for the appointment of Mr. Varun Sarin as a director of the Company, liable to retire by rotation, by way of an Ordinary resolution.

The Board of Directors in their meeting held on April 30, 2020 re-appointed Mr. Varun Sarin as Whole-Time Director designated as Executive Director of the Company for a period of 3 years w.e.f May 1, 2020 up to April 30, 2023 with effect from December 9, 2019 up to April 30, 2020, subject to the approval of members, on payment of remuneration and on such terms and conditions as stated in the resolution.

It is proposed to seek the members' approval for the re-appointment of Mr. Varun Sarin, as Whole-Time Director designated as Executive Director of the Company, by way of Special Resolution, as required under Schedule V and relevant provisions of the Companies Act, 2013. Mr. Varun Sarin has been working as Chief of Operations and Finance of DCM Data Systems (erstwhile IT Division of DCM Limited) and has a vast experience of more than 32 years in the field of IT operations, finance, accounts and administration. Keeping in view of rich and varied experience of Mr. Varun Sarin in Industry, it would be in the interest of the Company to approve the re-appoint Mr. Varun Sarin as Whole-time director designated as Executive Director of the Company.

The proposed remuneration is in line with the remuneration being paid to the Whole Time Directors in the Industry for similar sized Companies. Further, the educational background, experience and job profile of Mr. Varun Sarin justify his entitlement to the remuneration proposed in the resolution no. 6.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The Board of Directors recommends the resolutions as set out under item nos. 6 & 7 of this Notice for the approval of members of the Company.

None of the directors and their relatives except Mr. Varun Sarin is interested or concerned, financially or otherwise, in the aforesaid resolutions as set out under item nos., 6 & 7.

**Annexure -II**

**DETAIL OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT 28<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY**

Name of Director	:	Mr. Ashwani Kumar Singhal	Mr. Sumant Bharat Ram
Director Identification Number (DIN)	:	00159349	00052833
Date of Birth	:	03.02.1957	13.04.1967
Date of Appointment	:	Appointed as an Additional Director of the Company w.e.f. 25.08.2014	Appointed as an Additional Director of the Company w.e.f. 09.12.2019
Qualification	:	Chartered Accountant	Bachelor Degree in Economics (Hons) from Delhi University. Master's Degree from the University of Michigan, Ann Arbor, USA
Experience and Expertise in specific functional area	:	Finance & Accounts	He is having experience of more than 28 years of overall management of Finance, Legal and Corporate Affairs and business operation.
Profile of Director	:	Mr. Ashwani Kumar Singhal is Chartered Accountant by profession having more than 35 years of experience in the field of Finance & Accounts.	Mr. Sumant Bharat Ram hails from pioneering Industrialist family of Lala Shri Ram. He has worked with DCM Limited, Toyota Motor Corporation, Japan and SRF Limited. He also worked as Executive Vice Chairman & Managing Director of erstwhile DCM Engineering Limited. Presently he is whole time director of Purearth Infrastructure Ltd., a joint venture of DCM Limited.
Terms and Conditions of re-appointment along with detail of remuneration sought to be paid and last drawn by him	:	Mr. Ashwani Kumar Singhal, Director of the Company liable to retire by rotation and being eligible, offer himself for the re-appointment at the ensuing Annual General Meeting of the Company. No remuneration was paid to Mr. Ashwani Kumar Singhal for his tenure as Director of the	Please refer respective Resolution No. 4 and explanatory statement in respect of said Resolution No. 4 for terms and conditions of his appointment.  He is not entitled to any remuneration.

		Company.	
Shareholding in the Company as on 31.03.2020	:	10 (Ten)	10 (Ten)
Relationship with other directors of the Company	:	He is not related to any other directors on the Board of Company.	He is not related to any other directors on the Board of Company.
No. of Meeting of Board attended during the Year	:	14 (Fourteen)	3 (Three)
List of Company in which outside directorship held	:	<ol style="list-style-type: none"> <li>1. DCM Textiles Limited</li> <li>2. DCM Engineering Limited</li> <li>3. DCM Data Systems Limited</li> <li>4. DCM Realty and Infrastructure Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Purearth Infrastructure Limited</li> <li>2. Strategic Management Ltd</li> <li>3. DCM Data Systems Ltd</li> <li>4. DCM Realty and Infrastructure Ltd</li> <li>5. Aggresar Leasing and Finance Pvt Ltd</li> <li>6. Calipro Real Estates Pvt Ltd</li> <li>7. Kamayani Facility Management Pvt Ltd</li> <li>8. Vighanharta Estates Pvt Ltd</li> <li>9. Kamayani Properties Pvt Ltd</li> <li>10. Kamakshi Realty Pvt Ltd</li> <li>11. Kalptru Realty Pvt Ltd</li> </ol>
Chairmanship/Membership of committee of Board of Directors of Indian Companies	:	NIL	<p><b><u>Chairmanship(s) of Committees of the Board</u></b> NIL</p> <p><b><u>Membership(s) of Committees of the Board</u></b></p> <p><b><u>Purearth Infrastructure Limited</u></b> - Nomination &amp; Remuneration Committee - Corporate Social Responsibility Committee</p>

Name of Director	:	Mr. Bipin Maira	Mr. Varun Sarin
Director Identification Number (DIN)	:	05127804	00273947
Date of Birth	:	07.11.1939	12.12.1961
Date of Appointment	:	December 9, 2019	December 9, 2019
Qualification	:	Senior Cambridge from the Premiere Public School, Sherwood College, Nainital; B.Sc.- University of Agra Business Management- DCM Senior Management Trainee Scheme	Chartered Accountant
Experience and Expertise in specific functional area	:	He has around 55 years of experience in Textile Operation and Management Consultancy and H.R.	He has around 32 years of experience in the field of operations, finance, accounts and administration.
Profile of Director	:	Mr. Bipin Maira has around 55 years of industry experience. He started his career with Delhi Cloth Mills Co. Ltd as Senior Management Trainee in 1962 and grew to the position of General Manager of DCM Limited before leaving in 1982. He has served for 7 years with the renowned Kewalram Chanrai Group as Chief Executive for their Nigerian manufacturing operations, including one of the largest textile complexes in Africa. He was associated for 13 years as Director & Partner with Resource Management Associates overseeing the International assignments in Management Consultation & H.R.	Mr. Varun Sarin was associated with the erstwhile IT Division namely 'DCM Data Systems' of DCM Limited as Chief of Operations and Finance.  Mr. Varun Sarin has a rich and varied experience in the IT Industry and has a vast experience of 32 years in the field of operations, finance, accounts and administration.
Terms and Conditions of re-appointment along	:	Please refer resolution no. 5 and explanatory statement in respect of resolution no. 5 for	Please refer resolution no. 6 & 7 and explanatory statement in respect of resolution no. 6 & 7

with detail of remuneration sought to be paid and last drawn by him		terms and conditions of his appointment. He is not entitled to any remuneration.	for terms and conditions of re-appointment of Mr. Varun Sarin, along with the details of remuneration sought to be paid to him.
Shareholding in the Company as on 31.03.2020	:	NIL	NIL
Relationship with other directors of the Company	:	He is not related to any other directors on the Board of Company.	He is not related to any other directors on the Board of Company.
No. of Meeting of Board attended during the Year	:	2 (Two)	3 (Three)
List of Company in which outside directorship held	:	1. DCM Limited 2. DCM Nouvelle Limited	NIL
Chairmanship/Member ship of committee of Board of Directors of Indian Companies	:	<p><b><u>Chairmanship(s) of Committees of the Board</u></b></p> <p><b><u>DCM Limited</u></b></p> <ul style="list-style-type: none"> <li>- Audit Committee</li> </ul> <p><b><u>DCM Nouvelle Limited</u></b></p> <ul style="list-style-type: none"> <li>- Audit Committee</li> <li>- Nomination &amp; Remuneration Committee</li> <li>- Stakeholder &amp; Finance Facilitation Committee</li> </ul> <p><b><u>Membership(s) of Committees of the Board of DCM Limited</u></b></p> <ul style="list-style-type: none"> <li>- Nomination &amp; Remuneration Committee</li> <li>- Share Transfer, Finance Facilities and Stakeholders Relationship Committee</li> </ul>	NIL

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**DCM Infotech Limited**

**Registered Office:** Unit Nos. 2050 to 2052, 2<sup>nd</sup> Floor, Plaza-II,  
Central Square, 20, Manohar Lal Khurana Marg,  
Bara Hindu Rao, Delhi-110006

**CIN:** U72100DL1992PLC047018

**E-mail:** [secretarial@dcminfotech.com](mailto:secretarial@dcminfotech.com) **Website:** [www.dcminfotech.com](http://www.dcminfotech.com)

**Ph:** 011 – 41539140

**TWENTY EIGHTH ANNUAL GENERAL MEETING – SEPTEMBER 5, 2020**

Name of the Member(s):


Registered address:


Email:

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Folio No. / Client ID:

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DP ID:

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I/ We, being the member(s) of ..... shares of the DCM Infotech Limited, hereby appoint;

Name: ..... Email: .....

Address: .....

Signature: .....

Or failing him/ her;

Name: ..... Email: .....

Address: .....

Signature: .....

Or failing him/ her;

Name: ..... Email: .....

Name: ..... Email: .....

Address: .....

Signature: .....

as my / our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the 28<sup>th</sup> Annual General Meeting of the Company, to be held on September 5, 2020, at 1.30 P.M. at Unit Nos. 2050 to 2052, 2<sup>nd</sup> Floor, Plaza-II, Central Square, 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi-110006, and at any adjournment thereof in respect of such resolutions as are indicated over leaf:

RESOLUTION NUMBER	RESOLUTIONS	VOTE	
		FOR	AGAINST
<b>ORDINARY BUSINESS</b>			
1	Ordinary Resolution for adoption of the audited financial statements of the Company for the financial year ended March 31, 2020, the reports of the Board of Directors and Auditors thereon;		
2	Ordinary Resolution for declaration of dividend of Rs. 1.80 per equity share of the Company for the financial year ended March 31, 2020		
3	Ordinary Resolution for appointment of a director in place of Mr. Ashwani Kumar Singhal (DIN -00159349 ), who retires by rotation and being eligible, offers himself for re-appointment		
<b>SPECIAL BUSINESS</b>			
4	Ordinary Resolution for approval of the appointment of Mr. Sumant Bharat Ram (DIN 00052833), as a Director of the Company, liable to retire by rotation.		
5	Ordinary Resolution for approval of the appointment of Mr. Bipin Maira (DIN 05127804), as a Director of the Company, liable to retire by rotation.		
6	Ordinary Resolution for approval of the appointment of Mr. Varun Sarin (DIN 00273947), as a Director of the Company, liable to retire by rotation.		
7	Special Resolution for approval of re-appointment of Mr Varun Sarin (DIN 00273947) as Whole Time Director designated as Executive Director of the Company, for a period of three (3) years w.e.f May 1, 2020 upto April 30, 2023.		

Signed this ..... day of ..... 2020

Affix revenue stamp of not less than Rs. 0.15
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.....  
Signature of the member

..... Signature of the first proxy holder    ..... Signature of the second proxy holder    ..... Signature of the third proxy holder.

**Notes:**

- 1. This form of proxy in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.**
- 2. A Proxy need not be a member of the Company.**
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- It is optional to indicate your preference. please put a '√' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he / she may deem appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.