



NOTICE

Notice is hereby given that the 32nd Annual General Meeting of DCM Infotech Limited ('the Company') will be held on Wednesday, 10th July 2024 at 03:00 pm at Unit Nos. 2050 to 2052, 2nd Floor, Plaza II, Central Square, 20, Manohar Lal, Khurana Marg, Bara Hindu Rao, Central Delhi, Delhi-110 006 New Delhi 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, 2024, the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Bipin Maira (DIN- 05127804), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. Rahil Bharat Ram (DIN- 08839924), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To consider and declare payment of final dividend of Rs. 3/- per equity share of the Company for the financial year ended March 31, 2024.
5. To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution for re-appointment of S S Kothari Mehta & Co. LLP, Chartered Accountants (FRN: 000756N/N500441) as the Statutory Auditors of the Company:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendations of the Board of Directors of the Company, S S Kothari Mehta & Co. LLP, Chartered Accountants (FRN: 000756N/N500441), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years from conclusion of the 32nd Annual General Meeting until the conclusion of the 37th Annual General Meeting of the Company, to be held for the financial year 2028-29, at such remuneration as may be determined by the Board of Directors of the Company."

DCM Infotech Limited

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

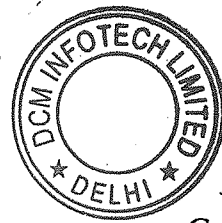
Phone : +91 124 4122800 Fax : +91 124 4009232, E-mail : contact@dcminfotech.com, Website : www.dcminfotech.com

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

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

Place: Delhi
Date: 18.05.2024

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



A handwritten signature in black ink, appearing to be "Priya".

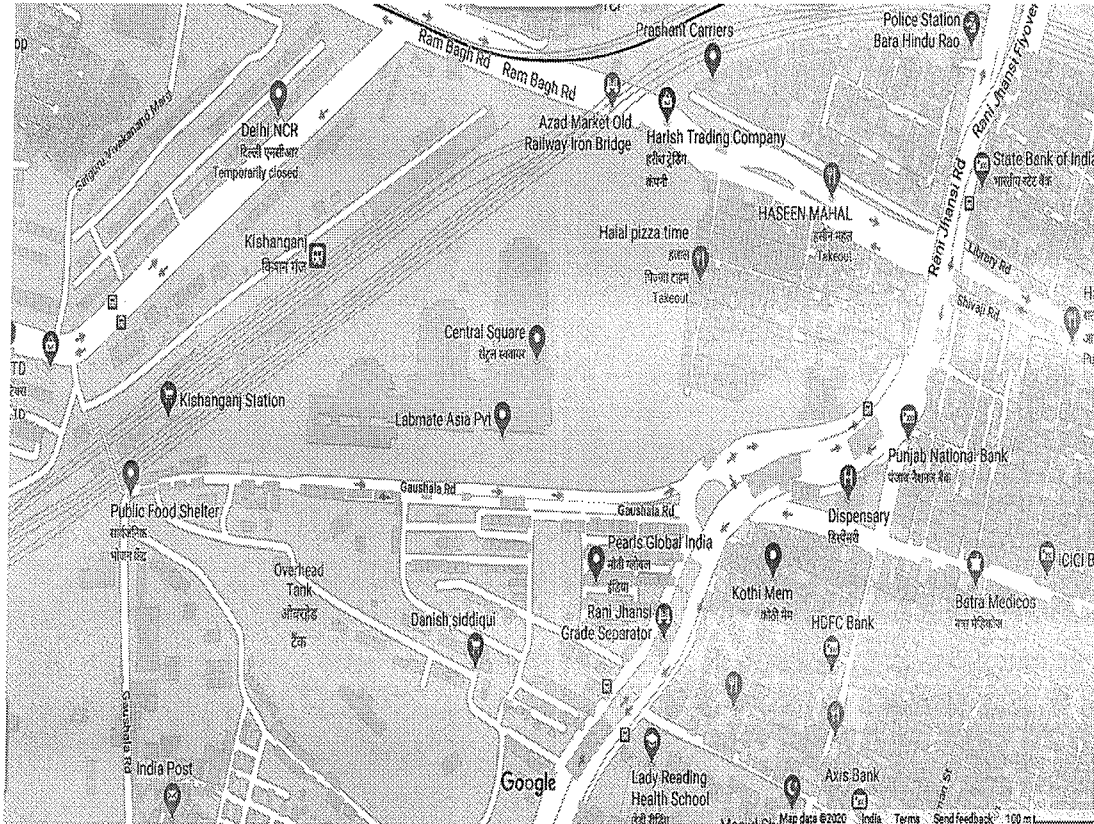
Priya
Company Secretary
ACS No. - 43972

Notes:

1. 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.
2. 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.
3. 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.
4. 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.
5. 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 entitle to vote.
6. Members are requested to bring the copy of their Annual Report.
7. Members who are holding Company's shares in dematerialized form are requested to bring details of their Depository Account Number for identification.
8. 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.

9. 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 DP's in case the shares are held in electronic form and to MCS Share Transfer Agent Ltd. in case the shares are held in physical form.
10. 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.
11. The route map to the venue of the Annual General Meeting is enclosed with this notice of 32nd Annual General Meeting as **Annexure - I**.

Route map for the venue of 32nd Annual General Meeting



Annexure -II

**DETAIL OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT
32nd ANNUAL GENERAL MEETING OF THE COMPANY**

Name of Director	: Mr. Bipin Maira	Mr. Rahil Bharat Ram
Director Identification Number (DIN)	: 05127804	08839924
Date of Birth	: 07.11.1939	16.11.1999
Date of first appointment on the Board	: 09.12.2019	12.11.2021
Qualification	: Senior Cambridge from the Premiere Public School, Sherwood College, Nanital; B.Sc.-University of Agra Business Management- DCM Senior Management Trainee Scheme	Bachelor of Science in Computer Science and Business Administration from University of Southern California - School of Engineering. He has been awarded excellence in Mathematics, and physics from United World College of Southeast Asia (International Baccalaureate).
Experience and Expertise in specific functional area	: He has around 59 years of experience in Textile Operation and Management Consultancy and HR	He worked at Invest India as an Analyst, facilitating FDI's through entry strategies and end-to-end handholding.
Profile of Director	: Mr. Bipin Maira has around 59 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 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 resources Management	Mr. Rahil Bharat Ram has completed B.Sc in Computer Science and Business Administration from University of Southern California- School of Engineering. He had been awarded excellence in Mathematics, Physics and Chemistry from United World College of Southeast Asia. He has also worked at Invest India as an Analyst, facilitating FDI's through entry strategies and end-to-end handholding.

	Associates overseeing the international assignments in Management Consultation & H.R.	
Terms and Conditions of appointment/re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by them	: He is not entitled to any remuneration. However, he is entitled to the sitting fees for attending meeting(s) of the Board of Directors and /or committee(s) thereof, of the Company.	He is not entitled to any remuneration. However, he is entitled to the sitting fees for attending meeting(s) of the Board of Directors and /or committee(s) thereof, of the Company.
Shareholding in the Company as on 31.03.2024	: NIL	NIL
Relationship with other Directors, Manager and other KMPs of the Company	: He is not related to any other director and KMPs of the Company.	He is son of Mr. Sumant Bharat Ram, Chairman of the Company and brother of Mr. Yuv Bharat Ram, Director of the Company. Except above, he is not related to any other director and KMPs of the Company.
No. of Meetings of the Board attended during the Year	: 3	3
List of Company in which outside directorship held	: 1. DCM Limited	1. Purearth Infrastructure Limited
Chairmanship/Membership of committees of Board of Directors of Indian Companies	: <u>Chairmanship of the Committees of the Board</u> <u>DCM Infotech Limited</u> - Corporate Social Responsibility Committee <u>Membership (s) of Committees of the Board</u> <u>DCM Limited</u> - Audit Committee	NIL

	<ul style="list-style-type: none">- Stakeholders, Finance Facilities and Stakeholders Relationship Committee- Nomination and Remuneration Committee	
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Form No. MGT-11

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, 2nd Floor, Plaza-II,
Central Square, 20, Manohar Lal Khurana Marg,
Bara Hindu Rao, Delhi-110006

CIN: U72100DL1992PLC047018

E-mail: secretarial@dcminfotech.com, **Website:** www.dcminfotech.com

Ph: 011 - 41539140

THIRTY SECOND ANNUAL GENERAL MEETING -10th July, 2024

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:.....

Address:.....

Signature:

as my / our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the 32nd Annual General Meeting of the Company, to be held on Wednesday, 10th July at Unit Nos. 2050 to 2052, 2nd 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
ORDINARY BUSINESS			
1	Ordinary Resolution for adoption of the audited financial statements of the Company for the financial year ended March 31, 2024, the reports of the Board of Directors and Auditors thereon.		
2	Ordinary Resolution for appointment of a director in place of Mr. Bipin Maira (DIN: 05127804), who retires by rotation and being eligible, offers himself for re-appointment.		
3	Ordinary Resolution for appointment of a director in place of Mr. Rahil Bharat Ram (DIN: 08839924), who retires by rotation and being eligible, offers himself for re-appointment.		
4	Ordinary Resolution for declaration of Dividend of Rs. 3/- per equity share of the Company for the financial year ended March 31, 2024.		
5	Ordinary Resolution for re-appointment of S S Kothari Mehta & Co. LLP, Chartered Accountants (FRN:000756N/N500441) as the Statutory Auditors of the Company		

Signed this day of 2024

Affix revenue stamp of not less than Rs. 0.15

.....
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.
3. 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.
4. 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.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.

DCM INFOTECH LIMITED

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

CIN: U72100DL1992PLC047018, **e-mail:** secretarial@dcminfotech.com

website: www.dcminfotech.com **Ph:** 011-41539140

ATTENDANCE SLIP

32ND ANNUAL GENERAL MEETING - 10th July, 2024

I certify that I am a member/ proxy for the member of the Company.

I hereby record my presence at the 32nd Annual General Meeting of the Company at Unit Nos. 2050 to 2052, 2nd Floor, Plaza-II, Central Square, 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi-110006, on Wednesday, 10th July, 2024 at 03:00 pm.

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.....	
Member's Folio// proxy member	Name of the member / proxy	Signature of the member
DP. ID - Client ID No.	(in BLOCK letters)	

Note : 1. Please fill up this attendance slip and hand it over at the entrance of the meeting place. Members are requested to bring their copies of the Annual Report to the AGM.

2. No bags, briefcases, drinks and eatables will be allowed to be carried inside the auditorium.