



NOTICE

Notice is hereby given that the 31st Annual General Meeting of DCM Infotech Limited ('the Company') will be held on Monday, June 05, 2023 at 12:00 noon at Unit Nos. 2050 to 2052, 2nd 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, 2023, the Reports of the Board of Directors and Auditors thereon.
2. To consider and declare payment of final dividend of Rs. 3/- per equity share of the Company for the financial year ended March 31, 2023.
3. To appoint a director in place of Mr. Varun Sarin (DIN- 00273947), who retires by rotation and, being eligible, offers himself for re-appointment.
4. 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

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

"RESOLVED THAT Mr. Yuv Bharat Ram (DIN: 08558056), who was appointed as an Additional Director of the Company with effect from February 08, 2023 by the Board of Directors, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 (including any modification or re-enactment thereof) and rules issued thereunder and the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company 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 of the Company, 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."

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

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule - V of the Companies Act, 2013, relevant provisions of the Articles of Association of the Company, approval of the Board of Directors of the Company be and is hereby accorded for re-appointment of Mr. Varun Sarin (DIN: 00273947), as Whole-Time Director of the Company designated as Executive Director of the Company w.e.f. May 1, 2023 for a period of three (3) year(s) from May 1, 2023 upto April 30, 2026 on the remuneration and terms and conditions as given below:

Sr. No.	Particulars	Amount in Rs. (Per Month)	Amount in Rs. (Per Annum)
I	SALARY AND ALLOWANCES		
	Basic Salary	2,40,000	28,80,000
	House Rent Allowance	1,44,000	17,28,000
	Special Allowance	1,85,350	22,24,200
	Sub-Total (I)	5,69,350	68,32,200
II	OTHERS		
	Company Contribution to NPS	24,000	2,88,000
	Sub-Total (II)	24,000	2,88,000
III	Total (I)+(II)	5,93,350	71,20,200

He shall be entitled for Performance Bonus linked to the achievement of targets, as may be decided by the Board of Directors of the Company subject to maximum limit of Rs. 15 Lacs (Rupees Fifteen Lacs Only) per annum.

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, and 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 re-imbusement 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-imbusement 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 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."

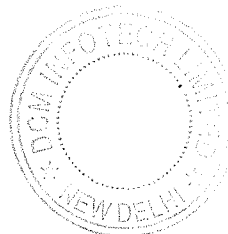
Registered Office

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

Place: Delhi

Date: 05.05.2023

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



Megha Jain

Megha Jain
Company Secretary
FCS No. - 8784

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 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 31st Annual General Meeting as **Annexure - I**.
12. The relevant details as required under Secretarial Standards - 2 on General Meetings, in respect of person seeking appointment /re-appointment as Director of the Company under Item Nos. 3, 4, 5 & 6 of the Notice, is enclosed with this notice of 31st Annual General Meeting of the Company as **Annexure - II**.

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

ITEM NO. 5

The Board of Directors of the Company have appointed Mr. Yuv Bharat Ram as an Additional Director of the Company with effect from February 08, 2023, 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. Yuv Bharat Ram for the office of Director of the Company.

Mr. Yuv Bharat Ram has graduated in BFA Fashion Design, from Parsons at The New School for Design, New York in 2017. He is highly proficient in navigating client interactions both domestically and globally. After completing his graduation, he has worked with companies such as Lecoanet Hemant (Assistant Designer) - New Delhi and Hermes Apprenticeship, Womens Pret-a- Porter Paris - France.

Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 5 of this Notice, for approval of members of the Company.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Sumant Bharat Ram, Mr. Yuv Bharat Ram and Mr. Rahil Bharat Ram and their relatives are concerned or interested, financially or otherwise, in the aforesaid resolution as set out under Item no. 5 of this Notice.

ITEM NO. 6

The Board of Directors of the Company in their meeting held on February 08, 2023 have, re-appointed Mr. Varun Sarin as Whole-time director designated as Executive Director of the Company for a period of three (3) years with effect from May 01, 2023 upto April 30, 2026, subject to the approval of members of the Company.

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 Part-II of Schedule V and sub-section (3) of Section 196 of the Companies Act, 2013, as amended.

Mr. Varun Sarin has a vast experience of more than 35 years in the field of IT operations, finance, accounts and administration. Before his appointment as Whole-Time Director designated as Executive Director of the Company on December, 2019, he was acting as the Chief of Operations and Finance of DCM Data Systems (erstwhile IT Division of DCM Limited).

Keeping in view of rich and varied experience of Mr. Varun Sarin in the Industry and the progress made by the Company under his leadership, it would be in the interest of the Company to re-appoint Mr. Varun Sarin as Whole-Time Director designated as Executive Director of the Company.

The remuneration proposed to be paid to Mr. Varun Sarin 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 as proposed in the resolution no. 6 of this Notice.

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

The Board of Directors recommends the resolution as set out under item no. 6 of this Notice for the approval of members of the Company.

None of the directors, Key Managerial Personnel and their relatives except Mr. Varun Sarin and his relatives are interested or concerned, financially or otherwise, in the aforesaid resolution as set out under item no. 6.

The information required to be disclosed in the explanatory statement to the Notice as per item (iv) to third proviso of Section II of Part II of Schedule V of the Companies Act, 2013, as amended from time to time, is detailed below:

I. General Information

(1)	Nature of Industry	The Company is engaged in the business of providing IT Infrastructure services specializing in networking, analytics, cloud and digital technologies etc.
(2)	Date or expected date of commencement of commercial production	The Company was incorporated as a public limited company on 3 rd January, 1992 under the name of DCM Housing Finance Limited. Subsequently name of the Company was changed to DCM Realty Investment and Consulting Limited on 22 nd July, 2003.

		<p>The Company took up the IT Business as its main object and consequently altered the MOA and AOA of the Company w.e.f. August 29, 2019 to incorporate the new objects of the Company to provide all types, descriptions and varieties of services including IT Infrastructure services, IT enabled services; software development and consultancy etc. and consequently the name of the Company was changed from “DCM Realty Investment and Consulting Limited” to “DCM Infotech Limited” on 3rd September, 2019.</p> <p>In order to foray into the IT Business, the Company had acquired IT Business Undertaking namely “DCM Data Systems” from DCM Limited, its Holding Company, by way of slump sale on going concern basis in September, 2019.</p> <p>DCM Infotech Limited is presently engaged in the business of providing IT Infrastructure services specializing in networking, analytics, cloud and digital technologies etc.</p>
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable

(4) Financial Performance based on the given indicators:

(Rs. in Lakh)

Particulars	FY 2022-23	FY 2021-22	FY 2020-21	FY 2019-20
Revenue from operations	6938.78	6867.10	4689.52	5881.73
Other income	164.49	87.91	22.21	43.25
Total Income	7103.27	6955.01	4711.73	5924.98
Cost of property rights	-	-	-	315.41
Employee benefit expenses	3621.47	3717.06	3063.42	3246.24
Other Expenditure	2339.73	2269.41	1162.99	1171.47
Finance Costs	7.60	10.90	16.07	27.48
Depreciation and amortisation	68.74	51.38	67.60	85.69
Profit / (Loss) before tax	1065.73	906.26	401.65	1078.69
Provision for taxation (including deferred taxes)	255.79	233.46	43.22	241.35
Profit / Loss after tax	809.94	672.80	358.43	837.34

(5) Foreign investments or collaborations, if any: NIL

II) Information about the Appointee:

(1)	Background Details	Mr. Varun Sarin is a Chartered Accountant. He has a vast experience of more than 35 years in the field of IT operations, finance, accounts and administration. Before his appointment as Whole-Time Director designated as Executive Director of the Company in the year 2019 he was acting as the Chief of Operations and Finance of DCM Data Systems (erstwhile IT Division of DCM Limited).																																								
(2)	Past Remuneration	<table border="1" data-bbox="778 757 1367 1326"><thead><tr><th>Sr. No.</th><th>Particulars</th><th>Amount in Rs. (Per Month)</th><th>Amount in Rs. (Per Annum)</th></tr></thead><tbody><tr><td>I</td><td>SALARY AND ALLOWANCES</td><td></td><td></td></tr><tr><td></td><td>Basic Salary</td><td>2,00,000</td><td>24,00,000</td></tr><tr><td></td><td>House Rent Allowance</td><td>1,20,000</td><td>14,40,000</td></tr><tr><td></td><td>Special Allowance</td><td>2,00,000</td><td>24,00,000</td></tr><tr><td></td><td>Sub-Total (I)</td><td>5,20,000</td><td>62,40,000</td></tr><tr><td>II</td><td>OTHERS</td><td></td><td></td></tr><tr><td></td><td>Company Contribution to NPS</td><td>20,000</td><td>2,40,000</td></tr><tr><td></td><td>Sub-Total (II)</td><td>20,000</td><td>2,40,000</td></tr><tr><td>III</td><td>Total (I)+(II)</td><td>5,40,000</td><td>64,80,000</td></tr></tbody></table> <p data-bbox="767 1357 1372 1518">He shall be entitled for Performance Bonus linked to the achievement of targets, as may be decided by the Board of Directors of the Company subject to maximum limit of Rs. 15 lakhs (Rupees Fifteen Lakhs Only) per annum.</p> <p data-bbox="767 1554 1372 1682">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:</p> <ul data-bbox="767 1718 1093 1778" style="list-style-type: none">i. Company maintained car.ii. Telephone(s) facility. <p data-bbox="767 1814 1372 1908">He shall not be entitled to any retirement benefits including Provident Fund, Superannuation, and Leave Encashment etc.</p>	Sr. No.	Particulars	Amount in Rs. (Per Month)	Amount in Rs. (Per Annum)	I	SALARY AND ALLOWANCES				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		Sub-Total (I)	5,20,000	62,40,000	II	OTHERS				Company Contribution to NPS	20,000	2,40,000		Sub-Total (II)	20,000	2,40,000	III	Total (I)+(II)	5,40,000	64,80,000
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(3)	Recognition or Awards	NIL																																								

(4)	Job Profile and his Suitability	<p>Mr. Varun Sarin has rich and varied experience in the field of IT operations, finance, accounts and administration. Further the Company has made very good progress under his leadership, which is also evident from the details of financial performance given at point No.-4 above.</p> <p>Before the appointment of Mr. Varun Sarin as Whole-Time Director designated as Executive Director of the Company in the year 2019 he was acting as the Chief of Operations and Finance of DCM Data Systems (erstwhile IT Division of DCM Limited).</p> <p>In view of the above and in the opinion of the Board, Mr. Varun Sarin is suitable for this position of Whole-Time Director designated as Executive Director of the Company.</p>
(5)	Remuneration proposed	As set out in the Special Resolution set out at item no.6 above relating to his re-appointment as Whole-Time Director, designated as Executive Director of the Company.
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed to be paid to Mr. Varun Sarin is in line with the remuneration paid to the Whole-Time Directors of the similar sized companies in the Industry.
(7)	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel; if any	Mr. Varun Sarin holds NIL equity shares in the Company. Mr. Varun Sarin does not have any relationship financial or otherwise with the Board of Directors of the Company

III) Other Information

(1)	Reasons of loss or inadequate profits	<p>The Company has acquired the IT business from DCM Limited, its Holding Company, by way of slump sale on going concern basis in September, 2019.</p> <p>The revenue and cash accruals of the Company have been consistently improving. The Company is targeting to achieve required level of profits in the coming years.</p>
(2)	Steps taken or proposed to be taken for improvement.	Based on market conditions and the growth prospects both in India and the USA, the company is consistently investing to build capabilities in new areas in the IT services

		<p>and related software domain viz. cloud, digital transformation, mobile applications, and VR, AI-ML RPA and NLP based technologies.</p> <p>Over the last 12 months the Company has been working on building its partnerships with industry leading OEMs in some of these growth areas. These partnerships will allow the Company to sell their products in US and India along with the affiliated services.</p> <p>The Company is trying to expand its client base, create new partnerships and engage in additional business opportunities to boost the business growth.</p>
(3)	Expected increase in productivity and profits in measurable terms	The series of steps taken/to be taken for improvement by the Company would help to increase revenue as well as profits of the Company. With these measures the company would expect increase in both revenue and profits of the Company.
(4)	Disclosures	<p>The required information is provided in Directors Report.</p> <p>Please refer Special resolution no.-6 along with explanatory statement of this Notice of 31st Annual General Meeting of the Company for remuneration and other details of Mr. Varun Sarin.</p> <p>Other Directors of the Company are not entitled to any remuneration except sitting fee for attending meeting(s) of the Board of Directors and committee(s) thereof.</p>

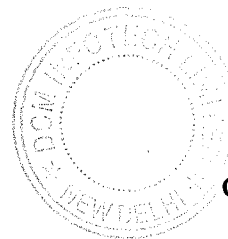
Registered Office

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

Place: Delhi

Date: 05.05.2023

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

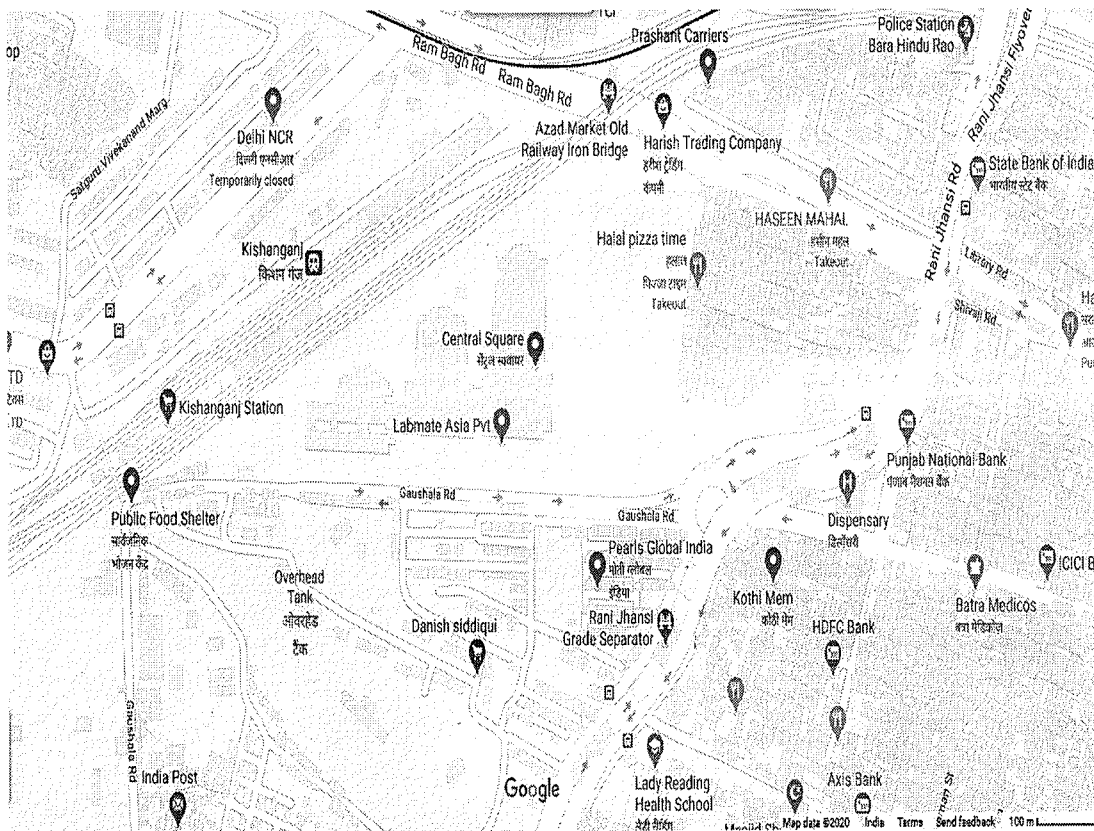


Megha Jain

**Megha Jain
Company Secretary
FCS No. - 8784**

Annexure-I

Route map for the venue of 31st Annual General Meeting



Annexure -II

DETAIL OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT 31ST ANNUAL GENERAL MEETING OF THE COMPANY

Name of Director	:	Mr. Varun Sarin	Mr. Ashwani Kumar Singhal	Mr. Yuv Bharat Ram
Director Identification Number (DIN)	:	00273947	00159349	08558056
Date of Birth	:	12.12.1961	03.02.1957	10.06.1995
Date of first appointment on the Board	:	09.12.2019	25.08.2014	08.02.2023
Qualification	:	Chartered Accountant	Chartered Accountant	BFA Fashion Design from Parsons the New School for Design, New York
Experience and Expertise in specific functional area	:	He has around 35 years of experience in the field of operations, finance, accounts and administration.	Finance & Accounts	Fashion Designing
Profile of Director	:	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 35 years in the field of operations, finance, accounts and administration.	Mr. Ashwani Kumar Singhal is Chartered Accountant by profession having more than 38 years of experience in the field of Finance & Accounts.	Mr. Yuv Bharat Ram graduated in BFA Fashion Design, from Parsons The New School for Design, New York (August 2013 - May 2017). He is Creative Design Resource with understanding of market realities, both aesthetically and commercially. He has the ability to conceptualize designs with the target demographic in mind. He is highly proficient in navigating client interactions both domestically and globally.

			He has worked with companies such as Lecoanet Hemant (Assistant Designer) - New Delhi and Hermes Apprenticeship, Womens Pret-a-Porter Paris - France.
Terms and Conditions of appointment/re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by them	: Please refer resolution nos. 3 & 6 and explanatory statement in respect of resolution no. 6 for terms and conditions of re-appointment of Mr. Varun Sarin, along with the details of remuneration sought to be paid to 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. He is not entitled to any remuneration except sitting fee for attending meeting(s) of the Board of Directors and committee(s) thereof.	Please refer resolution no. 5 and explanatory statement in respect of said resolution no. 5 for terms and conditions of his appointment. Mr. Yuv Bharat Ram is not entitled to any remuneration except sitting fee for attending meeting(s) of the Board of Directors and committee(s) thereof.
Shareholding in the Company as on 31.03.2023	: NIL	10 (Ten)	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 not related to any other director and KMPs of the Company.	Mr. Yuv Bharat Ram is brother of Mr. Rahil Bharat Ram, Director of the Company and son of Mr. Sumant Bharat Ram, Chairman of the Company. Except this he is not related to any other director and KMPs of the Company.
No. of Meetings of the Board attended during the Year	: 4	5	NIL
List of Company in which outside	: NIL	1. DCM Landmark Estates Limited	Purearth Infrastructure Limited

directorship held		2. DCM Engineering Limited 3. DCM Infinity Realtors Limited 4. DCM Realty and Infrastructure Limited	2. Aggresar Leasing and Finance Private Limited 3. Unison International IT Services Limited 4. Primal Gray Private Limited
Chairmanship/Membership of committees of Board of Directors of Indian Companies	: NIL	NIL	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, 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 FIRST ANNUAL GENERAL MEETING -JUNE 05, 2023

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 31st Annual General Meeting of the Company, to be held on June 05, 2023 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, 2023, the reports of the Board of Directors and Auditors thereon.		
2	Ordinary Resolution for declaration of Dividend of Rs. 3/- per equity share of the Company for the financial year ended March 31, 2023.		
3	Ordinary Resolution for appointment of a director in place of Mr. Varun Sarin (DIN: 00273947), who retires by rotation and being eligible, offers himself for re-appointment.		
4	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.		
SPECIAL BUSINESS			
5	Ordinary Resolution for approval of the appointment of Mr. Yuv Bharat Ram (DIN: 08558056), as a Director of the Company, liable to retire by rotation.		
6	Special Resolution for approval of re-appointment of Mr. Varun Sarin (DIN: 00273947) as Whole Time Director designated as Executive Director of the Company.		

Signed this day of 2023

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

.....
Signature of the first proxy holder
third 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.
7. 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

31ST ANNUAL GENERAL MEETING -JUNE 05, 2023

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

I hereby record my presence at the 31st 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 Monday, June 05, 2023 at 12:00 Noon.

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

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.
