



NOTICE

Notice is hereby given that the 30th Annual General Meeting of DCM Infotech Limited ('the Company') will be held on Friday, September 16, 2022 at 12:00 P.M. 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, 2022, the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Sumant Bharat Ram (DIN: 00052833), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To consider and declare payment of final dividend of Rs. 3.00 per equity share for the financial year ended March 31, 2022.

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. Rahil Bharat Ram (DIN 08839924), who was appointed by the Board of Directors as an Additional Director of the Company with effect from November 12, 2021 and who holds office upto the date of this Annual General meeting of the Company in terms of provisions of Section 161 of the Companies Act 2013, as amended from time to time, 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 **Special resolution**:

"RESOLVED THAT in supersession of all the earlier resolutions passed for payment of remuneration to Mr. Varun Sarin (DIN-00273947), Whole-Time Director of the Company designated as Executive Director and pursuant to the provisions of Sections 197 and 198, and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to pay remuneration to Mr. Varun Sarin (DIN-00273947), Executive Director of the Company as per details given herein below:

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

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.

He shall also be entitled for the performance bonus of Rs. 11 Lacs (Rupees Eleven Lacs only) for financial year 2021-22.

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:

S.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

- 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 reimbursement 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 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 be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to or any other person(s) to give effect to the aforesaid resolution."

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

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

Place: Delhi
Date: 25.08.2022

Sd/-
(Nidhi Kulshrestha)
Company Secretary

Notes:

1. M/s S.S. Kothari Mehta & Company, Chartered Accountants (Firm Registration No. 000756N), were appointed as Statutory Auditors of the Company at the 27th Annual General Meeting (AGM) held on September 27, 2019 for a period of 5 (five) years from the conclusion of 27th AGM held on September 27, 2019, to hold office till the conclusion of 32nd AGM of the Company. The requirement to place the matter relating to appointment of auditors for ratification by Members at every 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 30th AGM of the Company.
2. **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.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, September 13, 2022 to Thursday, September 15, 2022. (both days inclusive).
4. 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 representative to attend and vote on their behalf at the AGM.
5. 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.
6. 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.
7. Members are requested to bring the copy of their Annual Report.
8. Members who are holding Company's shares in dematerialized form are requested to bring details of their Depository Account Number for identification.

9. 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.
10. Notice of the 30th AGM along with the Annual Report 2021-22 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.
11. 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.
12. 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.
13. The route map to the venue of the Annual General Meeting is enclosed with this notice of 30th Annual General Meeting as Annexure - I

Route map for the venue of 30th Annual General Meeting

Annexure-I

