



## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-ordinary General Meeting of the members of DCM Infotech Limited will be held on Monday, March 14, 2022 at 11.30 A.M. at Registered Office of the Company 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:

1. Approval to advance any loan, or give any guarantee or provide any security in connection with any loan taken by any of the company's group entities upto an aggregate limit of Rs. 10,00,00,000/- (Rupees Ten Crores only)

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

"RESOLVED THAT pursuant to provisions of Section 185, 186 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board", which term shall be deemed to include, unless the context otherwise requires, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution), be and is hereby accorded to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any of group entities and any other entities which are or may form part of its group entities as a result of direct or indirect control being exercised by DCM Group over such entities at any time hereafter or from time to time, hereinafter collectively referred to as "DCM group entities") in whom any Director of the Company is or will be deemed to be interested (the expression "any person in whom any of the director of the company is interested" is as per Explanation to sub section (2) of section 185 of the Companies Act, 2013) upto an aggregate limit of Rs. 10,00,00,000/- (Rupees Ten Crores only), in one or more tranches, provided that such loan(s) shall be utilised by borrowing entity(ies) for its/their Principal Business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things incidental or expedient thereto and as the Board may think fit and suitable in the interest of the Company.

By order of the Board of Directors  
For DCM Infotech Limited

Date: 18.02.2022

Place: Delhi



  
(Nidhi Kulshrestha)  
Company Secretary

DCM Infotech Limited

(Formerly known as DCM Realty Investment and Consulting Limited)

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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

NOTES:

1. Explanatory statement setting out all material facts pursuant to section 102 of the Companies Act, 2013, in respect of business to be transacted at the meeting is annexed hereto.
2. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of on his/her behalf and the proxy need not be a member of the Company.
3. A Proxy Form (enclosed herewith), duly completed and stamped, in order to be effective, must reach the Registered Office of the Company not less than 48 hours before the time of holding the aforesaid meeting.
4. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and rules made there under, 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 the 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 shareholder.
5. Members/Proxies are requested to bring the attendance slips duly filled in for attending the meeting.
6. Route map of the venue of the meeting is enclosed herewith as **Annexure-I**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**Item No. 1**

The Company may have to render financial assistance by way of advancing loan(s) including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any of group entities and any other entities which are or may form part of its group entities as a result of direct or indirect control being exercised by DCM Group over such entities at any time hereafter or from time to time, hereinafter collectively referred to as "DCM group entities") for meeting their business requirements.

In terms of provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the Company may advance loan(s) including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any of the companies in which any Director of the Company is interested or deemed to be interested, subject to approval of Members by way of a Special Resolution.

In view of this, the Board of Directors seek consent of the Members, by way of a Special Resolution to advance loan(s) including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any of DCM group entities, in which any Director of the Company is or will be deemed to be interested from time to time, upto an aggregate limit of Rs. 10 Crore (Rupees Ten Crores only) provided that such loan(s) amount shall be utilised by the borrowing entity(ies) for its/their operational/working capital requirements or for expansion of its/their business activities, as may be required and for the matters connected and incidental thereto ("Principal Business activities"). Further, the rate of interest charged on such loan(s) shall be on arm's length basis and in any event shall not be less than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan(s). Further the tenure of loan shall not exceed 12 months period.

The Members may note that the Board of Directors would carefully evaluate proposals in the best interest of the Company and provide such loan(s), through deployment of funds only out of its surplus funds/internal resources/ accruals and/or any other appropriate sources, from time to time.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives except to the extent of their directorship and/or deemed interest and/or shareholding in respective DCM group entities, is concerned or interested, financially or otherwise, in the resolution no.-1 as set forth herewith.

The Board recommends the resolution no.-1 as set forth herein for the approval of Members as a Special Resolution.

Date: 18.02.2022

Place: Delhi



By order of the Board of Directors  
For DCM Infotech Limited

*Nidhi*  
Nidhi Kulshrestha

Company Secretary