



Infotech

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 Tuesday, January 11, 2022 at 1:00 p.m. at Registered Office 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 to transact the following business:-

SPECIAL BUSINESS-

1. SPECIAL RESOLUTION TO ALTER ARTICLE NO. 88(1) OF ARTICLES OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded for substituting existing Sub Article (1) of Article 88 of the Articles of Association of the Company with the following new Sub Article (1) of Article 88:

"88. (1) Director(s) of the Company may be paid such amount of sitting fees for each meeting of the Board or Committee(s) thereof attended by him/her, as may be decided by the Board of Directors of the Company, from time to time, subject to such limits on amount of sitting fees and other terms and conditions as may be prescribed under the relevant provisions of the Companies Act, 2013 and Rules framed / to be framed thereunder, from time to time."

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give effect to this Resolution."

By order of the Board of Directors
For DCM Infotech Limited



Anukita Jain

(Anukita Jain)
Company Secretary

Date: 12.11.2021

Place: Delhi

DCM Infotech Limited

(Formerly known as DCM Realty Investment and Consulting Limited)

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

Phone : +91 124 4122800 Fax : +91 124 4009232, E-mail : secretarial@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

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.

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.

3. 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.
4. Members/Proxies are requested to bring the attendance slips duly filled in for attending the meeting.
5. All documents referred to in the accompanying notice and explanatory statement are open for inspection at the Registered Office of the Company on all working days during the business hours.
6. Route map of the venue of the meeting is attached herewith.

Explanatory Statements pursuant to the provisions of Section 4 of the Companies Act, 2013

Item No. 1

In terms of provisions of Rule 4 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 a Company may pay a sitting fee to a Director for attending meetings of the Board or Committee thereof, such sum of money as may be decided by the Board of Directors thereof which shall not exceed Rs. 1,00,000 per meeting of the Board or Committees thereof.

The Board of Directors of the company at its meeting held on November 12, 2021 has decided to increase the maximum limit of Rs. 2,000 for sitting fee as per the Article No. 88(1) of the Articles of Association of the Company, which is significantly lower in the current context.

Accordingly, it was decided in the said Board meeting to alter the Articles of Association of the Company, by substituting the existing Article No. 88(1) with the new Article No. 88(1) as mentioned in the resolution no. 1 provided in this Notice of Extra-Ordinary General Meeting.

Section 14 of the Companies Act 2013 provides that Articles of Association of a Company can be altered only by way of passing of Special Resolution by shareholders of the Company.

Accordingly, the Board recommends the Special Resolution no. - 1 as stated in this Notice of Extra-Ordinary General Meeting in respect of alteration of the Articles of Association of the Company for approval of shareholders of the Company.

All the Non-Executive Directors of the Company, and their relatives, are concerned or interested, financially or otherwise, in the Special Resolution as set out at Item no. 1 of this Notice. No other directors except as stated above and key managerial personnel or any of their relatives are in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 1 of this Notice.

Date: 12.11.2021
Place: Delhi

By order of the Board of Directors
For DCM Infotech Limited



Anukita Jain

Anukita Jain
Company Secretary

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
 (Formerly known as DCM Realty Investment and Consulting 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
 Ph: 011 - 41539140

EXTRA-ORDINARY GENERAL MEETING - JANUARY 11, 2022

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 Extraordinary General Meeting of the Company, to be held on Tuesday, January 11, 2022 at 1:00 P.M. at Unit Nos. 2050 to 2052, 2nd Floor, Plaza-II, Central Square, 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi-110006 and at any adjournment thereof in respect of such resolutions as are indicated over leaf:

RESOLUTION NUMBER	RESOLUTIONS	VOTE	
		FOR	AGAINST
1	Special Resolution to alter Article No. 88(1) of the Article of Association of the Company		

Signed this day of 2022

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.
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.

Route map for the venue of Extra-Ordinary General Meeting

