

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return

सत्यमेव जयते

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U72100DL1992PLC047018

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACD0774B

(ii) (a) Name of the company

DCM INFOTECH LIMITED

(b) Registered office address

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

(c) *e-mail ID of the company

secretarial@dcminfotech.com

(d) *Telephone number with STD code

01141539140

(e) Website

www.dcminfotech.com

(iii) Date of Incorporation

03/01/1992

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(b) CIN of the Registrar and Transfer Agent

U67120WB2011PLC165872

Pre-fill

Name of the Registrar and Transfer Agent

MCS SHARE TRANSFER AGENT LIMITED

Registered office address of the Registrar and Transfer Agents

383 LAKE GARDENS
1ST FLOOR

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J6	Computer programming, consultancy and related activities	83
2	L	Real Estate	L2	Real estate activities on fee or contract basis	17

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	D C M LIMITED	L74899DL1889PLC000004	Holding	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Unissued capital	Subscribed capital	Paid up capital
Total number of equity shares	6,000,000	2,550,070	2,550,070	2,550,070
Total amount of equity shares (in Rupees)	60,000,000	25,500,700	25,500,700	25,500,700

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	6,000,000	2,550,070	2,550,070	2,550,070
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	60,000,000	25,500,700	25,500,700	25,500,700

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of preference shares	4,000,000	0	0	0
Total amount of preference shares (in rupees)	40,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
PREFERENCE SHARES				
Number of preference shares	4,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	40,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	2,550,070	25,500,700	25,500,700	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0

v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	2,550,070	25,500,700	25,500,700	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		27/09/2019		
Date of registration of transfer (Date Month Year)		07/03/2020		
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock		
Number of Shares/ Debentures/ Units Transferred	10	Amount per Share/ Debenture/Unit (in Rs.)	10	
Ledger Folio of Transferor		IN30429570085532		
Transferor's Name	Gupta		Ashok	
	Surname	middle name	first name	
Ledger Folio of Transferee		IN30124110023895		
Transferee's Name	Gaur	Kishore	Narendra	
	Surname	middle name	first name	

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			1,449,345
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
Total			1,449,345

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

588,173,393

(ii) Net worth of the Company

103,989,060

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	10	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,550,020	100	0	
10.	Others	0	0	0	
	Total	2,550,030	100	0	0

Total number of shareholders (promoters)

3

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	40	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	40	0	0	0

Total number of shareholders (other than promoters)

4

**Total number of shareholders (Promoters+Public/
Other than promoters)**

7

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	3	3
Members (other than promoters)	4	4
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

A. Promoter	0	0	0	1	0	0
B. Non-Promoter	0	3	1	2	0	0
(i) Non-Independent	0	3	1	2	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	3	1	3	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

5

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SUMANT BHARAT RAM	00052833	Additional director	10	
BIPIN MAIRA	05127804	Additional director	0	
ASHWANI KUMAR SIN	00159349	Director	10	
VARUN SARIN	00273947	Whole-time director	0	
ANUKITA JAIN	ARZPJ1529R	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

7

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
ANUKITA JAIN	ARZPJ1529R	Company Secretar	01/11/2019	Appointment
SUMANT BHARAT RAM	00052833	Additional director	09/12/2019	Appointment
BIPIN MAIRA	05127804	Additional director	09/12/2019	Appointment
VARUN SARIN	00273947	Additional director	09/12/2019	Appointment
VARUN SARIN	00273947	Whole-time directo	09/12/2019	Change in designation
KRISHAN GOPAL GUP	06798713	Director	15/01/2020	Cessation
PAWAN KUMAR GUPT	05172941	Director	15/01/2020	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

4

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
EXTRA-ORDINARY MEETI	29/08/2019	7	7	100
ANNUAL GENERAL MEETI	27/09/2019	7	7	100
EXTRA-ORDINARY MEETI	14/02/2020	7	7	100
EXTRA-ORDINARY MEETI	21/03/2020	7	7	100

B. BOARD MEETINGS

*Number of meetings held

13

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	07/05/2019	3	3	100
2	24/06/2019	3	3	100
3	03/08/2019	3	3	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
4	14/08/2019	3	3	100
5	29/08/2019	3	3	100
6	16/09/2019	3	3	100
7	26/09/2019	3	3	100
8	24/10/2019	3	3	100
9	31/10/2019	3	3	100
10	11/11/2019	3	3	100
11	09/12/2019	3	3	100
12	15/01/2020	6	4	66.67

C. COMMITTEE MEETINGS

Number of meetings held

1

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	NOMINATION	25/02/2020	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	SUMANT BHA	2	2	100	1	1	100	Yes
2	BIPIN MAIRA	2	1	50	1	1	100	Yes
3	ASHWANI KU	13	12	92.31	1	1	100	Yes
4	VARUN SARII	2	2	100	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	VARUN SARIN	EXECUTIVE DIR	2,164,212	0	0	166,703	2,330,915
	Total		2,164,212	0	0	166,703	2,330,915

Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ANUKITA JAIN	COMPANY SEC	224,175	0	0	12,497	236,672
	Total		224,175	0	0	12,497	236,672

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Pragnya Parimita Pradhan

Whether associate or fellow

Associate Fellow

Certificate of practice number

12030

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... 0 dated 09/12/2019 (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Sumant
Bharat Ram
Digitally signed by Sumant (Bharat Ram)
Date: 2021.01.28
11:10:34 +05:30

DIN of the director

00052833

To be digitally signed by

ANUKIT
A JAIN
Digitally signed by ANUKITA JAIN
Date: 2021.01.08
11:11:28 +05:30

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

List of Shareholders.pdf
MGT-8.pdf
Additional Information.pdf

Remove attachment

Modify

Check Form

Presortiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

The Registrar of Companies
NCT of Delhi & Haryana,
4th Floor, IFCI Tower,
61, Nehru Place,
New Delhi -110019

Sub: Additional Information in respect of filing of MGT-7

Dear Sir/Madam,

DCM Inotech Limited ('the Company') is a wholly owned Subsidiary of DCM Limited.

As per Section 3 of the Companies Act, 2013 minimum seven (7) persons are required to incorporate a Public Limited Company.

In order to incorporate the Company as a wholly owned Subsidiary of DCM Limited and to keep its number of shareholders to at least seven (7), out of total 25,50,070 equity shares of Rs. 10/- each, DCM Limited is holding 25,50,020 equity shares of Rs. 10/- each (99.99%) and 5 other individuals are holding 50 equity shares of 10/- each (0.0020%) as a nominee and on behalf of DCM Limited. As required by the provisions of Section 89 of the Companies Act, 2013, the Company has also filed e-form MGT-6 (including MGT-4 & MGT-5 as its attachments) with your good office.

As explained above, there are seven (7) shareholders of the Company however there is only one (1) shareholder (i.e. DCM Limited) who holds complete beneficial interest in the entire paid up share capital of the Company. Furthermore, DCM Limited and Mr. Sumant Bharat Ram are the only PROMOTER of the Company and rest of other shareholders, namely, Mr. Krishan Gopal Gupta, Mr. Sanjay Kumar Garg, Mr. Narendra Kishore Gaur and Mr. Ashwani Kumar Singhal are not to be considered as PROMOTERS of the Company as they hold shares of the Company in their capacity as nominees of DCM Limited.

Further, as required by Section 92 of the Companies Act, 2013 read with sub rule (1) of Rule 11 of the Companies (Management and Administration) Rule, 2014 every company is required to file Annual Return with the Registrar of Companies within Sixty (60) days from the date of holding of its Annual General Meeting in prescribed e-form MGT-7.

In the said e-form MGT-7 at point nos. VI & VII, the Company is required to provide the details of its shareholding pattern and details of total number of promoters & members etc.

However structure of the e-Form MGT-7 does not permit the Company to mention only one (1) shareholder at point nos. VI & VII related to details of shareholding pattern and total promoters & members etc.

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

However structure of the e-Form MGT-7 does not permit the Company to mention only one (1) shareholder at point nos. VI & VII related to details of shareholding pattern and total promoters & members etc.

In view of aforesaid limitations of the e-Form. MGT-7 (as otherwise company will not be able to close & upload e-Form MGT-7), the Company has stated number of Promoters and shareholders as seven (7) at point nos. VI & VII, whereas there are only two (2) Promoters i.e. DCM Limited and Mr. Sumant Bharat Ram, of which, Mr. Sumant Bharat Ram and other 4 individual shareholders are holding equity shares of the Company on behalf of and as a nominee of DCM Limited as explained herein above.

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

B. BOARD MEETING

Total 13 meetings of the Board of Directors of the Company were held in F.Y. 2019-20. Since the Form MGT-7 limits the details of number of board meetings to 12, the details of the remaining meeting is given below-

S.No.	Date of meeting	Total number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
13	25/02/2020	4	4	100

D. ATTENDANCE OF DIRECTORS

Mr. Krishan Gopal Gupta and Mr. Pawan Kumar Gupta ceased to be Directors of the Company w.e.f 15.01.2020. Since the Form MGT-7 is not displaying their names in the table IX D and in order to capture the details of attendance of Mr. Krishan Gopal Gupta and Mr. Pawan Kumar Gupta during the financial year 2019-20, the details are provided below for the same-

S. No	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	05/09/2020 (Y/N/NA)
5	Mr. Krishan Gopal Gupta	12	12	100	0	0	0	NA

6	Mr. Pawan Kumar Gupta	12	12	100	0	0	0	NA
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You are requested to take the above on record.

Thanking You,

Yours Truly,
For DCM Infotech Limited

ANUKITA
JAIN
Anukita Jain
Company Secretary
ACS 55307

Digitally signed by
ANUKITA JAIN
Date: 2020.12.30
17:54:38 +05'30'

LIST OF SHAREHOLDERS AS ON 31.03.2020

Sl. No.	Name of Shareholders	Address	Folio No.	No. of Shares	Percentage of Shareholding
1.	DCM Limited.	Unit Nos. 2050 to 2052, 2 nd Floor, Plaza-II, Central Square, 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi-110006	9	25,40,010	99.6055
2.	DCM Limited Joint Mr. Pawan Gupta Ram	Unit Nos. 2050 to 2052, 2 nd Floor, Plaza-II, Central Square, 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi-110006	17	10,010	0.3925
3.	Mr. Sumant Bharat Ram*	C-54, Anand Niketan, VTC South Moti Bagh, Delhi-110021	IN300888/ 13563173	10	0.0004
4.	Mr. Krishan Gopal Gupta*	30, Shyam Vihar, Phase-II, Dindar Pur Village, Delhi-110043	IN302814/ 11006746	10	0.0004
5.	Mr. Sanjay Kumar Garg*	GP - 19 (G.F.), Maurya Enclave, Pitam Pura, Delhi - 110034	IN301241/ 10023900	10	0.0004
6.	Mr. Narendra Kishore Gaur*	B-77/A-3, Dilshad Colony, Delhi-110095	IN301241/ 10023895	10	0.0004
7.	Mr. Ashwani Kumar Singhal*	A -17A, DDA Flats, Munirka, New Delhi 110067	IN301241/ 10024695	10	0.0004
Total				25,50,070	100
				(Equity Shares of Rs. 10 each)	

*Holds Equity shares in the Company on behalf of and as a nominee of DCM Limited.

For DCM Infotech Limited

Digitally signed by ANUKITA JAIN
ANUKITA JAIN
Date: 2020.12.30 16:31:53
+05'30'
Anukita Jain
Company Secretary
ACS 55307

DCM Infotech Limited

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

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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

Form No. MGT – 8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **M/s DCM Infotech Limited** (CIN: U72100DL1992PLC047018) (hereinafter referred to as "the Company"), having its Registered Office at Unit Nos. 2050 to 2052, 2nd Floor, Plaza II, Central Square, 20, Manohar Lal Khurana Marg, Bara Hindu Rao Delhi-110006, as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31st March, 2020, provided to us digitally. In our opinion and to the best of our information and according to the examinations carried out by us and explanation furnished to us by the Company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. Its status under the Act as Public Limited Company;
 2. Maintenance of registers/records and making entries therein within the time prescribed therefore;
 3. The Company has filed all the e-Forms within the prescribed time with the Registrar of Companies, except for four forms filed after the prescribed time of 30 days. The Company has not filed any other forms /returns with the Regional Director, Central Government, the Tribunal, Court under the Act during the period under review;
 4. All the meetings of the Board or its committees were called and convened after giving proper notice and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings have been properly recorded in the minutes book / registers maintained for the purpose and the same have been signed;
 5. During the period under review, the Register of Members and Share Transfer Books of the Company was closed from Monday, August 31, 2020 to Saturday, September 5, 2020 (both days inclusive);

6. As per information provided to us, during the period under review, the company has not given any advances / loans to its directors and /or persons or firms or companies referred in section 185 of the Act;
7. As per information provided to us and explanation given to us all the Contracts / arrangements with related parties as specified in section 188 of the Act, were in compliance with section 177 and section 188 of the Act;
8. As per information provided to us and based on the records shown to us, the Company has not issued or allotted any shares / securities during the period under report,
9. As per information provided and based on the records of the company which was shown to us, there was no instance relating to Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act, during the period under report;
10. The Company has declared final dividend of Rs. 1.80 per equity share of the Company for the financial year ended March 31, 2020, and as per information provided to us there was no amount which was laying as unpaid / unclaimed and required to be credited to the Investor Education and Protection Fund in accordance with section 125 of the Act, during the period under report;
11. Signing of audited financial statement and report of the Board of directors were as per the provisions of Section 134 of the Companies Act, 2013 and report of Directors is as per sub- Section (3) & (5) thereof;
12. As per the records shown to us, constitution of the board was proper and appointment of directors were made in compliance of the provisions of the Act.

During the year under review, Mr. Sumant Bharat Ram, Mr. Bipin Maira and Mr. Varun Sairn were appointed as Additional Directors of the Company with effect from December 9, 2019.

Mr. Varun Sarin was appointed as Whole-Time Director of the Company with effect from December 9, 2019 upto April 30, 2020, pursuant to shareholders approval dated February 14, 2020.

Further, the Board of Directors in their meeting held on April 30, 2020, re-appointed Mr. Varun Sarin as Whole-Time Director designated as Executive Director of the Company for a period of 3 years with effect from May 1, 2020 to April 30, 2023, subject to the approval of the members at this 28th Annual General Meeting.

Mr. Krishan Gopal Gupta and Mr. Pawan Kumar Gupta, ceased to be the Directors of the Company with effect from January 15, 2020 consequent to their resignation.

Disclosures of the Directors, Key Managerial Personnel were properly received and payment of the remuneration to KMPs, during the period under report were in compliance with the Companies Act, 2013;

13. During the period under report, the company was not required to obtain any approval / permissions from Tribunal, Regional Director or Court under the provisions of the Act; as explained to us;
14. Auditors M/s S.S. Kothari Mehta & Company, Chartered Accountants (Firm Registration No. 000756N) were appointed as Statutory Auditors of the Company for a term of 5 years to hold office from the conclusion of 27th Annual General Meeting (AGM) held on September 27, 2019 till the conclusion of 32nd AGM of the Company;
15. As per information provided and explanation given, the company has not accepted / renewed any deposits and there was no repayment of deposits; during the period under report;
16. During the period under report the Company has borrowed money from banks /financial institutions in compliance with the provisions of section 179 and 180 of the Act. However, no charge was created on the assets of the Company;
17. The Company has not granted any loan or provided any security under section 186 of the Act;
18. During the period under review, the Company has altered the provisions of the Memorandum of Association and Articles of Association of the Company with respect to the following:
 - a. Pursuant to shareholders' approval at the Extra-Ordinary General Meeting held on August 29, 2019 name of the Company was changed from 'DCM Realty Investment and Consulting Limited' to 'DCM Infotech Limited' vide fresh certificate of Incorporation dated September 3, 2019.
 - b. Pursuant to shareholders' approval at the Extra-Ordinary General Meeting held on August 29, 2019 on August 29, 2019, the Memorandum of Association (MOA) of the Company has been amended to include the IT Business as its main object and also align the MOA and AOA with the provisions of Companies Act, 2013
19. During the period under review, the Company has shifted its registered office within the same city from Vikrant Tower, 4, Rajendra Place, New Delhi-110008 to

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

20. During the period under review, the Company had acquired IT business undertaking namely 'DCM Data Systems' from its holding Company DCM Limited with effect from 16th September, 2019 as a going concern by way of slump sale, together with all assets, licenses, rights, titles, debts, liabilities, encumbrances/ mortgages, obligations, privileges, etc of every nature related to said business undertaking including employees engaged therein with continuity of service.
21. Pursuant to the acquisition of IT business undertaking namely 'DCM Data Systems' from its holding Company DCM Limited with effect from 16th September, 2019, the Car Loan Account No 63516664 availed by DCM Limited from HDFC Bank Limited for purchase of one Motor vehicle (Skoda) amounting to Rs 14,38,675 has been transferred in the name of the Company in the books of accounts and was outstanding as on March 31, 2020. However, the said loan has been repaid.
22. The Board of Directors in their meeting held on February 25, 2020 and the shareholders in their Extra-Ordinary General meeting held on March 21, 2020, had approved the DCM Infotech Limited Employee Stock Option Scheme 2020 and authorized the Nomination and Remuneration Committee to administer and implement the Scheme in accordance with the terms and conditions of the Scheme.

For PRAGNYA PRADHAN & ASSOCIATES
(Company Secretaries)

PRAGNYA PARIMITA
PRADHAN

Digitally signed by PRAGNYA PARIMITA PRADHAN
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serialNumber=768274442bb21518c0133083e9f92ba81b701
14f95248c551aa207ca, cn=PRAGNYA PARIMITA PRADHAN
Date: 2020.12.31 15:26:31 +05'30'

(Pragnya Parimita Pradhan)

Proprietor
CP No: 12030

Date: 31/12/2020
Place: New Delhi
UDIN : A032778B001801226