

ANNEXURE -IA

SECRETARIAL AUDIT REPORT

For the Financial Year ended March 31, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014, as amended]

To,  
The Members,  
**DCM Infotech Limited**  
Unit Nos. 2050 to 2052,  
2<sup>nd</sup> Floor, Plaza - II, Central Square,  
20, Manohar Lal Khurana Marg,  
Bara Hindu Rao, Delhi – 110006

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **DCM Infotech Limited**, (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, e-Forms and returns filed and other records maintained by the Company and also the information provided by the Company to us, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, e-forms and returns filed and other records maintained by **DCM Infotech Limited** for the financial year ended on March 31, 2025, according to the provisions of:

- 1) The Companies Act, 2013 ('the Act') and the rules made there under;
- 2) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- 3) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (not applicable to the Company during review period);
- 4) Relevant provisions of the Securities Contracts (Regulation) Act, 1956, various Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, as the Company is a closely held Public Limited Company and also the material wholly owned subsidiary of listed entity namely DCM Limited.

We have relied on the systems/mechanism formed by the Company for compliances under other Applicable Acts, laws and regulations applicable to the Company and the management explanation in this regard.

We have examined compliances of applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance (except in few cases where meeting is convened at a shorter notice for which necessary approvals obtained as per applicable provisions), and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance of the Companies Act, 2013 read with relevant rules, Acts and regulations as stated above. **We further report that** during the period under review:

- The Company has paid the final dividend of Rs. 3.00/- (30%) per equity shares of Rs.10/- each on paid up equity capital of the Company for the financial year ended March 31, 2024.
- Mr. Ajay Vir Jakhar (DIN:00156804), Independent Director of DCM Limited, holding Company, has been appointed as an Additional Director of the Company with effect from August 07, 2024 in place of Mr. Bipin Maira, (DIN:05127804) who resigned from the Board of the Company with effect from the close of business hours on August 03, 2024.

**For Pragnya Pradhan & Associates  
Company Secretaries**

Sd/-  
(Pragnya Parimita Pradhan)  
ACS No.: 32778 C P No.: 12030  
UDIN: A032778G000453220  
PR No.: 1564/2021

**Place:** New Delhi  
**Date :** May 27, 2025

This report is to be read with our letter of even date which is annexed as **Annexure-A** and forms an integral part of this report.