



PRAGNYA PRADHAN & ASSOCIATES

PRACTICING COMPANY SECRETARIES

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule
No.9 of the Companies (Appointment and Remuneration Personnel)
Rules, 2014]*

To,
The Members,
DCM INFOTECH LIMITED
Unit Nos. 2050 to 2052, 2nd Floor,
Plaza II, Central Square, 20,
Manohar Lal Khurana Marg,
Bara Hindu Rao, Central Delhi
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 me digitally due to COVID19 pandemic, 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 31st March, 2021 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 ("the Company") for the financial year ended on 31st March, 2021, to the extent made available to me digitally, 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;



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3) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment;

4) As per the discussion and representation received from the management, necessary compliances relating to provisions of various acts, regulations and rules applicable to the Company have been complied with during the year under report.

5) Secretarial Standards I & II as issued by The Institute of Company Secretaries of India.

6) The Company is a closely held Public Limited Company and a material subsidiary of DCM Limited, hence 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) and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 are applicable to the Company.

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

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, 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.

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 read with relevant rules, Acts and regulations as stated above. We further report that during the period under review:

- Mr. Varun Sarin has been re-appointed as Whole Time Director of the Company designated as Executive Director for a period of three years upto 30th April, 2023.



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- The Company has adopted the 'ESOP scheme 2020' in the EGM held on 21st March, 2020. The said ESOP Scheme was amended from time to time, to facilitate better administration and implementation of the Scheme. The Company is in the process of granting the shares under the 'ESOP Scheme 2020' to its employees.

Place: New Delhi
Date: 28.06.2021

For Pragnya Pradhan & Associates
Company Secretaries

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by PRAGNYA
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PRADHAN
Date: 2021.07.17
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(Pragnya Parimita Pradhan)
ACS No. 32778
C P No.: 12030
UDIN : A032778C000532926

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.



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Annexure A

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

Our report of even date is to be read along with this letter.

- 1) Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure the correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- 4) Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 5) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- 6) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: New Delhi
Date: 28-06-2021

For Pragnya Pradhan & Associates
Company Secretaries

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(Pragnya Parimita Pradhan)

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