



Date: 19th July, 2024

To, Compliance Department. National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051.	To, Compliance Department. BSE Limited, P.J. Towers, Dalal Street, Fort, Mumbai-400 001.
--	--

Symbol: DCI/543636

ISIN: INE0A1101019

Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 –Postal Ballot Notice.

Dear Sir/ Madam,

We wish to inform you that, pursuant to Regulation 30 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), please find enclosed notice of postal ballot along with the explanatory statement for seeking the approval of the Members of the Company for below items of business:

1. Re-appointment of Ms. Lipee Varun Vasani (DIN: 08521484) as an Independent Director of the Company for a second term of 5 years.
2. Re-appointment of Ms. Sneha Pratik Satyuga (DIN: 08456107) as an Independent Director of the Company for a second term of 5 years.
3. Re-appointment of Mr. Devendra Kishorkumar Sayani (DIN: 06731484) as a Whole-time Director.
4. Re-appointment of Mr. Chetankumar Hasmukhlal Timbadia (DIN: 06731478) as the Managing Director.

In accordance with the relevant circulars issued by Ministry of Corporate Affairs (“MCA”) and SEBI, notice of the postal ballot is being sent only by electronic mode to those Members, whose names appear in the Register of Members/list of beneficial owners as on Friday, July 12, 2024 (“Cut-off Date”) and whose e-mail addresses are registered with the Company/Depositories.

The Company has engaged the services of National Securities Depository Limited (NSDL) for providing e-voting facility to the Members. The e-voting will commence on Saturday, July 20, 2024, 9.00 a.m. (IST) onwards to Monday, August, 19, 2024 5.00 p.m. (IST). The results of postal ballot will be declared by the Company on or before Wednesday, August, 21, 2024.

DC Infotech & Communication Limited

Registered Offi: Unit No.2, Aristocrate, Lajya Compound, Mogra Road, Andheri (East),Mumbai - 400069,Maharashtra, India

Telephone No. +91 8898059812/13/14, Email: info@dcinfotech.com website : www.dcinfotech.com

CIN: U74999MH2019PLC319622



A copy of the Postal Ballot Notice is also available on the Company's website www.dcinfotech.com.

Please take note of the same and oblige.

Thanking you

For DC Infotech & Communication Limited

A handwritten signature in blue ink, appearing to read 'Devendra Sayani', with a horizontal line underneath.

Devendra Sayani
Director
DIN No: 06731484

DC Infotech & Communication Limited

Registered Offi: Unit No.2, Aristocrate, Lajya Compound, Mogra Road, Andheri (East),Mumbai - 400069,Maharashtra, India
Telephone No. +91 8898059812/13/14, Email: info@dcinfotech.com website : www.dcinfotech.com
CIN: U74999MH2019PLC319622



DC Infotech and Communication Limited

CIN: U74999MH2019PLC319622

Regd. Office: Unit No. 2, Aristocrate, Ground Floor, Lajya Compound, Mogra Road, Andheri (E), Mumbai - 400069

Email: info@dcinfotech.com; **Website:** www.dcinfotech.com; **Tel:** +91 22 28329000

NOTICE OF POSTAL BALLOT/E-VOTING

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration Rules), 2014

Dear Shareholders,

Notice is hereby given that pursuant to the provisions of the Section 110 and other applicable provisions, if any of the Companies Act, 2013 read with rule 22 of the Companies (Management & Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), read with the General Circular No. 14/2020 dated 8th April, 2020, General Circular No.17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020 and General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 10/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs (“MCA”) and pursuant to applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and as amended from time to time any statutory modification or re-enactment thereof for the time being in force, to transact the Special Businesses set out in this notice as the Special Resolution through Postal Ballot by the members of DC Infotech & Communication Limited (“The Company”) only through Remote E-voting.

The proposed resolutions and explanatory statements pertaining to the said resolutions, pursuant to sections 102 and 110 of the Companies Act, 2013 setting out the material facts concerning each item and the reason thereof is appended herewith for your consideration.

As permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. Hence, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope (BRE) will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting facility. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the rules framed thereunder and the MCA Circulars, the Company has extended only the remote e-voting facility for its shareholders, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form. The instructions for remote e-voting are appended to the Notice. The shareholders can vote on the resolutions through remote e-voting facility. Assent (FOR) or dissent (AGAINST) of the shareholders of the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA circulars.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. Accordingly, members shall have to cast their vote electronically through the NSDL E-voting system. Instructions on E-voting are enumerated as part of the Notice.

The Board of Directors of the Company, at its meeting held on Thursday, July 18, 2024 has appointed Dilip Gupta Practising Company Secretary (CP Number 21634), as the Scrutinizer for conducting the Postal Ballot (only through Remote E-voting process) in a fair and transparent manner.

The Scrutinizer, after completion of scrutiny, will submit his report to the Chairperson of the Company. Thereafter, the results of the Postal Ballot would be announced by the Chairperson of the Company or in his absence by such other Director of the Company duly authorised or Company Secretary of the Company, on or before Wednesday, August 21, 2024 at the Company’s registered office. In addition to the results being communicated to NSE and BSE Limited (BSE), the results along with Scrutinizer’s report will also be placed on Company’s website viz. www.dcinfotech.com and shall also be available at the Company’s registered office.

The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e., **August 19, 2024**.

The resolutions for the purpose as stated herein below are proposed to be passed by Postal Ballot (**only through Remote E-voting**):

SPECIAL BUSINESS

1. Re-appointment of Ms. Lipee Varun Vasani (DIN: 08521484) as an Independent Director of the Company for a second term of 5 years.

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

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (‘Rules’) (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘LODR Regulations’), as amended from time to time and based on the recommendation of the Nomination and Remuneration Committee, Ms. Lipee Varun Vasani (DIN: 08521484), who holds office as an Independent Director, be and is hereby reappointed as an Independent Director, not liable to retire by rotation, for a second term of 5 (five) years with effect from July 29, 2024 up to July 28, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as in its absolute discretion, may consider, necessary, expedient or desirable, in order to give effect to this Resolution.”

2. Re-appointment of Ms. Sneha Pratik Satyuga (DIN: 08456107) as an Independent Director of the Company for a second term of 5 years.

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

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (‘Rules’) (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘LODR Regulations’), as amended from time to time and based on the recommendation of the Nomination and Remuneration Committee, Ms. Sneha Pratik Satyuga (DIN: **08456107**), who holds office as an Independent Director, be and is hereby reappointed as an Independent Director, not liable to retire by rotation, for a second term of 5 (five) years with effect from May 30, 2024 up to May 29, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as in its absolute discretion, may consider, necessary, expedient or desirable, in order to give effect to this Resolution.”

3. Re-appointment of Mr. Devendra Kishorkumar Sayani (DIN: 06731484) as a Whole-time Director.

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

“RESOLVED THAT pursuant to the provisions of Sections 196 and 197 read with Schedule V of the Companies Act, 2013, the Rules made thereunder and other applicable provisions of the Companies Act, 2013 (including the rules, notifications, circulars, guidelines etc. issued thereunder) (“the Act”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) and other applicable provisions, if any, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), and in line with the Memorandum & Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee (“NRC”) and the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), Mr. Devendra Kishorkumar Sayani (DIN: 06731484), be and is hereby re-appointed as a Whole-time Director of the Company, for a term of 3 (three) year commencing from July 18, 2024 to July

17, 2027, on the terms as to the remuneration or otherwise, as set out in the Explanatory Statement and with authority to the Board to alter the said terms and conditions in such manner as may be agreed to between the Board and Mr. Devendra Kishorkumar Sayani in the best interest of the Company subject to the limits approved by the Members and restrictions, if any, contained in the Act or otherwise as may be permissible by law.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as in its absolute discretion, may consider, necessary, expedient or desirable, in order to give effect to this Resolution.”

4. Re-appointment of Mr. Chetankumar Hasmukhlal Timbadia (DIN: 06731478) as the Managing Director.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V of the Companies Act, 2013, the Rules made thereunder and other applicable provisions of the Companies Act, 2013 (including the rules, notifications, circulars, guidelines etc. issued thereunder) (“the Act”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) and other applicable provisions, if any, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), and in line with the Memorandum & Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee (“NRC”) and the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), Mr. Chetankumar Hasmukhlal Timbadia (DIN: 06731478), be and is hereby re-appointed as the Managing Director of the Company for a term of 3 (three) year with effect from July 18, 2024 to July 17, 2027, on the terms as to remuneration and otherwise as set out in the Explanatory Statement and with authority to the Board to alter and vary the terms and conditions in such manner as may be agreed to between the Board and Mr. Chetankumar Hasmukhlal Timbadia in the best interest of the Company, subject to the limits approved by the Members and restrictions, if any, contained in the said Act or otherwise as may be permissible by law.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as in its absolute discretion, may consider, necessary, expedient or desirable, in order to give effect to this Resolution.”

**By order of Board of Directors
For DC Infotech and Communication Limited**



**Mr. Devendra Sayani
Director
DIN: 06731484**

**Place: Mumbai
Date: 18/07/2024**

Registered Office:
Unit No. 2, Aristocrate, Ground Floor, Lajya Compound,
Mogra Road, Andheri (E), Mumbai – 400069
CIN: U74999MH2019PLC319622

NOTES

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 stating all material facts and the reasons for the proposals is annexed herewith.
2. The Board of Directors of the Company (“the Board”) at its meeting held on July 18, 2024 has appointed Dilip Gupta, Practicing Company Secretary (CP Number 21634), to act as “The Scrutinizer” for conducting the Postal Ballot by way of remote e-voting process in accordance with the Act and in a fair and transparent manner.
3. This Postal Ballot Notice is being sent by e-mail only, to all the Members whose names appeared in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (collectively referred to as “Depositories”) (“Eligible Members”) as at close of business hours as on i.e., **Friday, July 12, 2024 (“Cut-off Date”)** in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and General Circulars No. 14/2020 dated April 8, 2020, No. 17/ 2020 dated April 13, 2020, No. 22/ 2020 dated June 15, 2020, No. 33/ 2020 dated September 28, 2020 and No. 39/ 2020 dated December 31, 2020 and General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 10/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs.
4. On account of the threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send this postal notice in electronic form only. The hard copy of this Postal Ballot notice along with postal ballot forms and pre-paid business envelope will not be sent to the members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Members may note that the Postal Ballot Notice will be available on the website on the Company www.dcinfotech.com and on the website of NSDL.
5. The voting period begins on **Saturday, July 20, 2024, 9.00 a.m. (IST) onwards to Monday, August, 19, 2024 5.00 p.m. (IST)**. During this period, shareholders of the Company, holding shares in dematerialised form as on the cut-off date of **July 12, 2024**, may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
6. The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut –Off date are requested to register their e-mail Ids by sending e-mail citing subject “**Postal Ballot Registration of e-mail Id’s**” to Registrar and share transfer Agent (RTA) of the Company, i.e., Satellite Corporate Services Pvt Ltd., at service@satellitecorporate.com or to the Company at info@dcinfotech.com with the name of registered shareholder(s), folio number(s)/DP Id/Client Id and Number of equity shares held from the e-mail address.
7. Voting rights in e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorization.
8. The results of the Postal Ballot will be declared on or before **Wednesday, August, 21, 2024**. The results of the Postal Ballot will be hosted on the website of the Company viz. www.dcinfotech.com and will also be communicated to the Stock Exchange where the equity shares of the Company are listed. The results of the Postal Ballot will be declared by the Chairperson, or in his absence by such other Director of the company duly authorised or Company Secretary and it will display at Company’s Registered Office. The resolutions will be taken as passed if the results of the Postal Ballots indicate that the requisite majority of the shareholders assented to the Resolution.
9. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e., **Monday, August, 19, 2024**.
10. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e., **Friday July 12, 2024**.
11. Shareholders who have registered their e-mail IDs with their Depository Participants/Company are being sent Notice of Postal ballot by e-mail and Shareholders who have not registered their e-mail id will request to please register their mail ids with the Company.
12. The Scrutinizer’s decision on the validity or otherwise of the Postal Ballot (only through remote E-Voting) will be final.

13. Documents referred to in this notice and explanatory statement are open for inspection by the shareholders at the Registered Office of the Company on all working days (except Saturday & Sunday) from 11:00 am to 4:00 pm till from the date of dispatch of the Postal Ballot Notice up to the completion of Postal Ballot i.e., August 19, 2024.
14. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching postal ballot form.

15. E-VOTING INTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature

- of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dilipgupta123@yahoo.co.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to : info@dcinfotech.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to : info@dcinfotech.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

ITEM NO. 1:

Ms. Lipee Varun Vasani was appointed as an Independent Director at the for a period of 5 years, effective from July 29, 2019 to July 28, 2024. She is eligible for re-appointment for a second term of 5 years, starting from July 29, 2024 to July 28, 2029.

Following the performance evaluation of Ms. Lipee Varun Vasani and considering the significant contributions made by her during her tenure as an Independent Director, as well as the belief that her continued association would be beneficial to the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC), recommended the re-appointment of Ms. Lipee Varun Vasani as a Non-Executive Independent Director of the Company for a second term of five years, from July 29, 2024 to July 28, 2029, subject to the approval of the Members. Ms. Lipee Varun Vasani abstained from discussion and voting on the matter concerning her appointment during the meetings.

Ms. Lipee Varun Vasani has provided a declaration to the Board, stating that she continues to meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ('the Act') and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations'). She also affirmed that she is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority, and is eligible to be appointed as a Director in terms of Section 164 of the Act. She has also given her consent for such re-appointment. In the opinion of the Board, Ms. Lipee Varun Vasani is a person of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director, and she is independent of the management. In terms of Regulation 25(8) of Listing Regulations, Ms. Lipee Varun Vasani has confirmed that she is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Furthermore, a declaration has been received from Ms. Lipee Varun Vasani that she has not been debarred from holding the office of a Director by virtue of any order passed by SEBI or any other such authority. Ms. Lipee Varun Vasani has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Considering her experience, the Board deems it desirable and in the interest of the Company to continue Ms. Lipee Varun Vasani on the Board, and accordingly recommends the re-appointment of Ms. Lipee Varun Vasani as an Independent Director for a second term of 5 years, as proposed in Resolution no. 1 for approval by the Members as a Special Resolution.

The Board hereby recommends the same for approval of the Members via an Special Resolution.

Except for Ms. Lipee Varun Vasani and/or her relatives, no other Directors, Key Managerial Personnel, or their respective relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The profile and specific areas of expertise of Ms. Lipee Varun Vasani and Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

ITEM NO. 2:

Ms. Sneha Pratik Satyuga was appointed as an Independent Director at the for a period of 5 years, effective from May 30, 2019 to May 29, 2024. She is eligible for re-appointment for a second term of 5 years, starting from May 30, 2024 to May 29, 2029.

Following the performance evaluation of Ms. Sneha Pratik Satyuga and considering the significant contributions made by her during her tenure as an Independent Director, as well as the belief that her continued association would be beneficial to the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC), recommended the re-appointment of Ms. Sneha Pratik Satyuga as a Non-Executive Independent Director of the Company for a second term of five years, from May 30, 2024 to May 29, 2029, subject to the approval of the Members. Ms. Sneha Pratik Satyuga abstained from discussion and voting on the matter concerning her appointment during the meetings.

Ms. Sneha Pratik Satyuga has provided a declaration to the Board, stating that she continues to meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ('the Act') and Regulation 16(1)(b)

of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations'). She also affirmed that she is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority, and is eligible to be appointed as a Director in terms of Section 164 of the Act. She has also given her consent for such re-appointment. In the opinion of the Board, Ms. Sneha Pratik Satyuga is a person of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director, and she is independent of the management. In terms of Regulation 25(8) of Listing Regulations, Ms. Sneha Pratik Satyuga has confirmed that she is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Furthermore, a declaration has been received from Ms. Sneha Pratik Satyuga that she has not been debarred from holding the office of a Director by virtue of any order passed by SEBI or any other such authority. Ms. Sneha Pratik Satyuga has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Considering her experience, the Board deems it desirable and in the interest of the Company to continue Ms. Sneha Pratik Satyuga on the Board, and accordingly recommends the re-appointment of Ms. Sneha Pratik Satyuga as an Independent Director for a second term of 5 years, as proposed in Resolution no. 2 for approval by the Members as a Special Resolution.

The Board hereby recommends the same for approval of the Members via an Special Resolution.

Except for Ms. Sneha Pratik Satyuga and/or her relatives, no other Directors, Key Managerial Personnel, or their respective relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The profile and specific areas of expertise of Ms. Sneha Pratik Satyuga and Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

ITEM NO. 3:

Mr. Devendra Kishorkumar Sayani is proposed to be re-appointed as a Whole-time Director, for a period of 3 (three) year with effect from July 18, 2024 to July 17, 2027. Mr. Devendra Kishorkumar Sayani was appointed as a Whole-time Director on January 15, 2019.

Mr. Devendra Kishorkumar Sayani has over 25 years of work experience in the area of advanced electronics technology and in marketing, sales and commercial relationship. He is graduated with a Bachelor of Engineering (Electronics) degree from the Bamrao Alik Institute of Technology, New Bombay where he specialized in advanced electronics technology. He is expertise in the areas of Legal and Compliance, General Management, Human Resource, Industry Knowledge, Innovation, Technology and Digitization, Risk Management and Strategic Expertise.

Following the performance evaluation of Mr. Devendra Kishorkumar Sayani and considering the significant contributions made by his during his tenure as Whole-time Director, as well as the belief that his continued association would be beneficial to the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC), recommended the re-appointment of Mr. Devendra Kishorkumar Sayani as Whole-time Director of the Company for a second term of three years, from July 18, 2024 to July 17, 2027, as proposed in Resolution no. 3 for approval by the Members as a Special Resolution. Mr. Devendra Kishorkumar Sayani abstained from discussion and voting on the matter concerning his appointment during the meetings.

Proposed Remuneration/Terms and Conditions of Re-appointment:

The terms of appointment including payment of managerial remuneration and perquisites, in addition to the applicable policies of the Company, are given below, subject to such revision as the Board/ Nomination & Remuneration Committee of the Board may sanction from time to time:

Remuneration:

- i. Basic Salary: Rs. 84,00,000/- (*Rupees Eighty Four Lakh only*) per annum with such increments as the Board may decide from time to time.
- ii. Special Allowance: may decide by the Board from time to time. This allowance, however, will not be taken into account for the calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave encashment.
- iii. Annual Incentive Pay: Performance linked to the achievement of targets, as may be decided time to time by the Board, subject to a maximum of Rs. 20,00,000/- (*Rupees Twenty Lakh only*) per annum.

Other Condition(s):

1. Contribution towards Provident Fund, Superannuation Fund, Annuity Fund, National Pension Scheme shall be as per the policy of the Company.
2. Gratuity and/or contribution to the Gratuity Fund of Company shall be as per the policy of the Company or as per applicable law.
3. Other perquisites - such other perquisites and allowances as per the policy / rules of the Company in force and/ or as may be approved by the Board from time to time.
4. Reimbursement of all actual expenses or charges incurred by Mr. Devendra Kishorkumar Sayani for and on behalf of the Company in furtherance of its business or objectives.

Mr. Devendra Kishorkumar Sayani has provided a declaration to the Board, stating that he satisfies all the conditions as set out in Part 1 of Schedule V of the Companies Act, 2013 as also condition set-out under Section 196(3) of the Companies Act, 2013 for being eligible for his appointment and he is eligible to be appointed as a Director in terms of Section 164 of the Act and he is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority. He has also given her consent for such re-appointment. Furthermore, a declaration has been received from Mr. Devendra Kishorkumar Sayani that he has not been debarred from holding the office of a Director by virtue of any order passed by SEBI or any other such authority.

Statement in terms of Section II of Part II of Schedule V of the Companies Act, 2013:

I. General Information:					
Sr. No.	Name	Mr. Devendra Kishorkumar Sayani			
1	Nature of Industry	The company engaged in distribution business and has partnered with a number of networking and security brands for distribution in the country. The company is a broad-based distribution model which is based on multiple products and multiple brand strategy.			
2	Date or expected date of commencement of commercial production.	Our Company was originally incorporated as a Partnership Firm in 1998 through its Partners, viz., Mr. Devendra Kishorkumar Sayani and Mr. Chetankumar Timbadia and subsequently converted the Partnership Firm into a Public Limited Company and commenced the business from February 18, 2019. The Company had started the business of, assembling, trading and servicing of electronic items, computers, computer peripherals under the name "D C INFOTECH" at Mumbai. Company started its journey from distribution-based business. However, over a period of time, our Company from distribution-based business to Value Added Distribution of Information Technology products, Networking, Security, surveillance, wireless, broadband, digital signage, firewall's, desktop virtualization, power solutions and other solutions like network performance, digital performance, cloud security, enterprise security, etc.			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	NA			
4.	Financial performance based on given indicators.	(Amount in lakh)			
		Financial year	FY 2023-24	FY 2022-23	FY 2021-22
		Gross Revenue	45963.19	35962.51	23251.17
		Profit before Tax	1563.60	948.85	547.30
		Profit after Tax	1160.96	707.54	400.35
		Earnings per share	9.51	5.90	3.34

5.	Foreign investments or collaborations, if any	The Company has not entered into any material foreign collaboration and no major direct capital investment has been made in the Company during the previous three financial years.
II. Information about the appointee:		
6.	Background details	Mr. Devendra Kishorkumar Sayani graduated with a degree of Bachelor of Engineering (Electronics) from the Ramrao Adik Institute of Technology, New Bombay. He heads the marketing and commercial relationship management departments of the Company.
7.	Past remuneration (Per Month)	Remuneration Rs. 5 lakhs per month.
8.	Recognition or awards	-
9.	Job profile and his suitability	Mr. Devendra Kishorkumar Sayani, aged about 56 years, is Promoter and Whole Time Director of the company. He is one of the subscribers of Memorandum of Association of the Company. He graduated with a degree of Bachelor of Engineering (Electronics) from the Ramrao Adik Institute of Technology, New Bombay. He heads the marketing and commercial relationship management departments of the Company.
10.	Remuneration proposed	Rs. 84,00,000/- (<i>Rupees Eighty Four Lakh only</i>) per annum.
11.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Mr. Devendra Kishorkumar Sayani has been drawing remuneration in the current range for the past several years, therefore, retaining him at increase remuneration is imperative.
12.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Devendra Kishorkumar Sayani is the Promoter of the Company and is holding 25,20,000 Equity Shares in the Company i.e. 19.38% of the Paid-Up Capital of the Company. Mr. Devendra Kishorkumar Sayani Whole Time Director of the Company is brother of Mr. Jayeshkumar Sayani who is also Non-Executive Director of the company.
III. Other information:		
13.	Reasons of loss or inadequate profits	As the Company's focus is growth oriented, it is majorly incurring expenditures for its capacity expansion to cope with the ever increasing business demands.
14.	Steps taken or proposed to be taken for improvement	1. Company is focusing on geographic expansion of its business; 2. Adding new customers base;
15.	Expected increase in productivity and profits in measurable terms	In view of the steps taken by the Company as stated above, the Company believes that there will be significant increase in business and profitability in the years to come.

Mr. Devendra Kishorkumar Sayani functions as the Whole-time Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope, and implications of the items of business and to take decision thereon.

The Board hereby recommends the same for approval of the Members via an Special Resolution.

Except for Mr. Devendra Kishorkumar Sayani and Mr. Jayeshkumar Sayani/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The profile and specific areas of expertise of Mr. Devendra Kishorkumar Sayani and Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

ITEM NO. 4:

Mr. Chetankumar Timbadia is proposed to be re-appointed as a Managing Director, for a period of 3 (three) year with effect from July 18, 2024 to July 17, 2027. Mr. Chetankumar Timbadia was appointed as a Managing Director on January 15, 2019.

Mr. Chetankumar Timbadia is graduated with a Bachelor of Engineering (Computer Engineering) degree from the Bamrao Alik Institute of Technology, New Bombay where he specialized in computer technology. He has over 25 years of work experience in the area of Information technology (IT) sector, Computer Technology Finance, Purchase, HR and Administration departments of the Company and expertise in network of vendors, channel partners and customers through his adaptness in building long term relationships across technologies, verticals, compliances and geographies.

Following the performance evaluation of Mr. Chetankumar Timbadia and considering the significant contributions made by his during his tenure as Managing Director, as well as the belief that his continued association would be beneficial to the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC), recommended the re-appointment of Mr. Chetankumar Timbadia as Managing Director of the Company for a second term of three years, from July 18, 2024 to July 17, 2027, as proposed in Resolution no. 4 for approval by the Members as a Special Resolution. Mr. Chetankumar Timbadia abstained from discussion and voting on the matter concerning his appointment during the meetings.

Proposed Remuneration/Terms and Conditions of Re-appointment:

The terms of appointment including payment of managerial remuneration and perquisites, in addition to the applicable policies of the Company, are given below, subject to such revision as the Board/ Nomination & Remuneration Committee of the Board may sanction from time to time:

Remuneration:

- i. Basic Salary: Rs. 84,00,000/- (*Rupees Eighty Four Lakh only*) per annum with such increments as the Board may decide from time to time.
- ii. Special Allowance: may decide by the Board from time to time. This allowance, however, will not be taken into account for the calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave encashment.
- iii. Annual Incentive Pay: Performance linked to the achievement of targets, as may be decided time to time by the Board, subject to a maximum of Rs. 20,00,000/- (*Rupees Twenty Lakh only*) per annum.

Other Condition(s):

1. Contribution towards Provident Fund, Superannuation Fund, Annuity Fund, National Pension Scheme shall be as per the policy of the Company.
2. Gratuity and/or contribution to the Gratuity Fund of Company shall be as per the policy of the Company or as per applicable law.
3. Other perquisites - such other perquisites and allowances as per the policy / rules of the Company in force and/ or as may be approved by the Board from time to time.
4. Reimbursement of all actual expenses or charges incurred by Mr. Chetankumar Timbadia for and on behalf of the Company in furtherance of its business or objectives.

Mr. Chetankumar Timbadia has provided a declaration to the Board, stating that he satisfies all the conditions as set out in Part 1 of Schedule V of the Companies Act, 2013 as also condition set-out under Section 196(3) of the Companies Act, 2013 for being eligible for his appointment and he is eligible to be appointed as a Director in terms of Section 164 of the Act and he is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority. He has also given her consent for such re-appointment. Furthermore, a declaration has been received from Mr. Chetankumar Timbadia that he has not been debarred from holding the office of a Director by virtue of any order passed by SEBI or any other such authority.

Statement in terms of Section II of Part II of Schedule V of the Companies Act, 2013:

I. General Information:			
Sr. No.	Name	Mr. Chetankumar Timbadia	
1	Nature of Industry	The company engaged in distribution business and has partnered with a number of networking and security brands for distribution in the country. The company is a broad-based distribution model which is based on multiple products and multiple brand strategy.	
2	Date or expected date of commencement of commercial production.	Our Company was originally incorporated as a Partnership Firm in 1998 through its Partners, viz., Mr. Devendra Kishorkumar Sayani and Mr. Chetankumar Timbadia and subsequently converted the Partnership Firm into a Public Limited Company and commenced the business from February 18, 2019. The Company had started the business of, assembling, trading and servicing of electronic items, computers, computer peripherals under the name "D C INFOTECH" at Mumbai. Company started its journey from distribution-based business. However, over a period of time, our Company from distribution-based business to Value Added Distribution of Information Technology products, Networking, Security, surveillance, wireless, broadband, digital signage, firewall's, desktop virtualization, power solutions and other solutions like network performance, digital performance, cloud security, enterprise security, etc.	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	NA	
4.	Financial performance based on given indicators.	(Amount in lakh)	
		Financial year	FY 2023-24
			FY 2022-23
			FY 2021-22
		Gross Revenue	45963.19
		Profit before Tax	1563.60
		Profit after Tax	1160.96
		Earnings per share	9.51
			5.90
			3.34
5.	Foreign investments or collaborations, if any	The Company has not entered into any material foreign collaboration and no major direct capital investment has been made in the Company during the previous three financial years.	
II. Information about the appointee:			
6.	Background details	Mr. Chetankumar Timbadia graduated with a degree of Bachelor of Engineering (Computer Engineering) from the Ramrao Adik Institute of Technology, New Bombay. He has experience of around two decades in the Information technology (IT) sector	
7.	Past remuneration (Per Month)	Remuneration Rs. 5 lakhs per month.	
8.	Recognition or awards	-	

9.	Job profile and his suitability	Mr. Chetankumar Timbadia, aged about 55 years, is Promoter and Managing Director of our company. He is one of the subscribers of Memorandum of Association of the Company. He graduated with a degree of Bachelor of Engineering (Computer Engineering) from the Ramrao Adik Institute of Technology, New Bombay. He has experience of around two decades in the Information technology (IT) sector. Over the years, he has developed the network of vendors, channel partners and customers through his adaptness in building long term relationships across technologies, verticals, compliances and geographies.
10.	Remuneration proposed	Rs. 84,00,000/- (<i>Rupees Eighty Four Lakh only</i>) per annum.
11.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Mr. Chetankumar Timbadia has been drawing remuneration in the current range for the past several years, therefore, retaining him at increase remuneration is imperative.
12.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Chetankumar Timbadia is the Promoter of the Company and is holding 28,80,000 Equity Shares in the Company i.e. 22.15% of the Paid-Up Capital of the Company.
III. Other information:		
13.	Reasons of loss or inadequate profits	As the Company's focus is growth oriented, it is majorly incurring expenditures for its capacity expansion to cope with the ever increasing business demands.
14.	Steps taken or proposed to be taken for improvement	1. Company is focusing on geographic expansion of its business; 2. Adding new customers base;
15.	Expected increase in productivity and profits in measurable terms	In view of the steps taken by the Company as stated above, the Company believes that there will be significant increase in business and profitability in the years to come.

Mr. Chetankumar Timbadia functions as the Managing Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope, and implications of the items of business and to take decision thereon.

The Board hereby recommends the same for approval of the Members via an Special Resolution.

Except for Mr. Chetankumar Timbadia and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The profile and specific areas of expertise of Mr. Chetankumar Timbadia and Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

**By order of Board of Directors
For DC Infotech and Communication Limited**



**Devendra Sayani
Director
DIN: 06731484**

**Place: Mumbai
Date: 18/07/2024**

Registered Office:
Unit No. 2, Aristocrate, Ground Floor, Lajya Compound,
Mogra Road, Andheri (E), Mumbai – 400069
CIN: U74999MH2019PLC319622

ANNEXURE TO THE NOTICE

Disclosures, as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, are as under:

Name of Director	Ms. Lipee Varun Vasani	Ms. Sneha Pratik Satyuga
Director Identification Number	08521484	08456107
Designation/category of the Director	Non-Executive Independent Director	Non-Executive Independent Director
Age	36 years	29 years
Date of first appointment on the Board	July 29, 2019	May 30, 2019
Qualification	Chartered Accountant from Institute of Chartered Accountant of India	MBA - Bachelor in Financial Markets from University of Mumbai
Profile, Experience and Expertise in specific functional areas	Expertise in MIS Reporting, Planning of Funds on Monthly basis for disbursement of expenses, Preparation of CMA data for CC Renewals, Budgeting of Incomes and Expenses, strategic planning, Debtors Ageing Analysis	Experience and expertise in strategic planning, procurement and Management
Shareholding in the Company including shareholding as a beneficial owner	Nil	Nil
Directorships held in other companies including equity listed companies and excluding foreign companies as on the date of this Notice.	DC Infotech & Communication Limited	DC Infotech & Communication Limited
Memberships / Chairmanships of committees of other companies (excluding foreign companies) as on date of this Notice	<ol style="list-style-type: none"> 1. Audit Committee 2. Nomination & Remuneration Committee 3. Stakeholders Relationship Committee 4. Corporate Social Responsibility 	<ol style="list-style-type: none"> 1. Audit Committee 2. Nomination & Remuneration Committee 3. Stakeholders Relationship Committee 4. Risk Management Committee
No. of meetings of the Board attended during the year	9 out of 9	9 out of 9
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	None	None
Terms & conditions of the appointment or re-appointment	Re-appointment as an Independent Director for a second consecutive term commencing from July 29, 2024 upto July 28, 2029, not liable to retire by rotation.	Re-appointment as an Independent Director for a second consecutive term commencing from May 30, 2024 upto May 29, 2029, not liable to retire by rotation.
The remuneration last drawn by such person (if applicable)	-	-
Details of Remuneration sought to be paid	She shall be paid remuneration by way of sitting fees for attending Board or Committee Meetings of the Company or for any other	She shall be paid remuneration by way of sitting fees for attending Board or Committee Meetings of the Company or for any other purpose as

	purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and/or Committee meetings of the Company.	may be decided by the Board, reimbursement of expenses for participating in the Board and/or Committee meetings of the Company.
Resignation from Listed Entities in past three years	Nil	Nil

Name of Director	Mr. Devendra Sayani	Mr. Chetankumar Timbadia
Director Identification Number	06731484	06731478
Designation/category of the Director	Whole Time Director	Managing Director
Age	56 years	55 years
Date of first appointment on the Board	January 15, 2019	January 15, 2019
Qualification	Bachelor of Engineering (Electronics)	Bachelor of Engineering (Computer Engineering)
Profile, Experience and Expertise in specific functional areas	Mr. Devendra Kishorkumar Sayani has over 25 years of work experience in the area of advanced electronics technology and in marketing, sales and commercial relationship. He is graduated with a Bachelor of Engineering (Electronics) degree from the Bamrao Alik Institute of Technology, New Bombay where he specialized in advanced electronics technology. He is expertise in the areas of Legal and Compliance, General Management, Human Resource, Industry Knowledge, Innovation, Technology and Digitization, Risk Management and Strategic Expertise.	Mr. Chetankumar Timbadia is graduated with a Bachelor of Engineering (Computer Engineering) degree from the Bamrao Alik Institute of Technology, New Bombay where he specialized in computer technology. He has over 25 years of work experience in the area of Information technology (IT) sector, Computer Technology Finance, Purchase, HR and Administration departments of the Company and expertise in network of vendors, channel partners and customers through his adaptness in building long term relationships across technologies, verticals, compliances and geographies.
Shareholding in the Company including shareholding as a beneficial owner	25,20,000	28,80,000
Directorships held in other companies including equity listed companies and excluding foreign companies as on the date of this Notice.	DC Infotech & Communication Limited	DC Infotech & Communication Limited
Memberships / Chairmanships of committees of other companies (excluding foreign companies) as on date of this Notice	1. Stakeholders Relationship Committee 2. Risk Management Committee	1. Risk Management Committee 2. Corporate Social Responsibility
No. of meetings of the Board attended during the year	9 out of 9	9 out of 9

Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	Mr. Devendra Kishorkumar Sayani Whole Time Director of the Company is brother of Mr. Jayeshkumar Sayani who is also Non-Executive Director of the company.	None
Terms & conditions of the appointment	Re-appointment as an Whole Time Director for a second consecutive term commencing from July 17, 2024 to July 16, 2027.	Re-appointment as an Managing Director for a second consecutive term commencing from July 17, 2024 to July 16, 2027.
The remuneration last drawn by such person (if applicable)	FY 2023-24: Remuneration : 60,00,000 Commission: Nil	FY 2023-24: Remuneration: 60,00,000 Commission: Nil
Details of Remuneration sought to be paid	Rs. 84,00,000/- (<i>Rupees Eighty Four Lakh only</i>) per annum.	Rs. 84,00,000/- (<i>Rupees Eighty Four Lakh only</i>) per annum.
Resignation from Listed Entities in past three years	Nil	Nil

