

Date: 03<sup>rd</sup> September, 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.  Symbol: DCI	To, Compliance Department. BSE Limited, P.J. Towers, Dalal Street, Fort, Mumbai-400 001.  Scrip Code:543636
---	---

**Subject: Annual Report for the financial year 2023-24.**

Dear Sir/ Madam,

We wish to inform you that, pursuant to Regulation 30 and 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Report of the Company along with the Notice of the 6<sup>th</sup> Annual General Meeting (AGM) and other Statutory Reports for the Financial Year 2023-24.

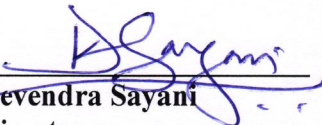
The 6<sup>th</sup> AGM of the Company will be held on Saturday, September 28, 2024 at 10.30 a.m. at The International by Tunga, Tribune-I, 6<sup>th</sup> Floor, B-11, MIDC, Central Road, Andheri East, Mumbai-400093.

The same is also being sent through electronic mode to those Members whose email addresses are registered with the Company/Registrar and Transfer Agent/Depository Participants and can also be downloaded from website of the Company at [www.dcinfotech.com](http://www.dcinfotech.com).

Please take note of the same and oblige.

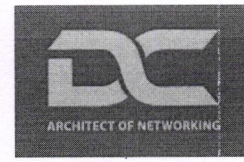
Thanking you

**For DC Infotech & Communication Limited**

  
**Devendra Sayani**  
Director  
DIN: 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, Email: [info@dcinfotech.com](mailto:info@dcinfotech.com) website : [www.dcinfotech.com](http://www.dcinfotech.com)  
CIN: U74999MH2019PLC319622



Date: 03<sup>rd</sup> September, 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. Symbol: DCI	To, Compliance Department. BSE Limited, P.J. Towers, Dalal Street, Fort, Mumbai-400 001.  Scrip Code:543636
---	---

**Subject: Notice of the 6<sup>th</sup> Annual General Meeting ('AGM') of the Company for FY 2023-24 as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').**

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 the Notice and Explanatory Statement of the 6<sup>th</sup> AGM of the Company will be held on Saturday, September 28, 2024 at 10.30 a.m. at The International by Tunga, Tribune-I, 6<sup>th</sup> Floor, B-11, MIDC, Central Road, Andheri East, Mumbai-400093. The said Notice forms part of the Annual Report 2023-24.

A copy of the Integrated Annual Report for FY 2023-24 is also available on the Company's website [www.dcinfotech.com](http://www.dcinfotech.com).


Pursuant to the provisions of Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Board of Directors of the Company have fixed the dates for closure of Share Transfer Books and Register of Members. The Register of Members and Share Transfer Books shall be closed from 21.09.2024 to 28.09.2024 on account of the AGM.

The details of event for Annual General Meeting for the Financial Year 2023-24 is enclosed herewith.

Please take note of the same and oblige.

Thanking you

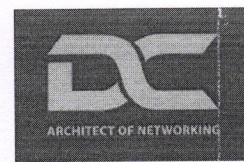
**For DC Infotech & Communication Limited**

  
**Devendra Sayani**  
Director  
DIN: 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, Email: [info@dcinfotech.com](mailto:info@dcinfotech.com) website : [www.dcinfotech.com](http://www.dcinfotech.com)  
CIN: U74999MH2019PLC319622





### Key Events

Sr. No.	Particulars	Date / Particulars
1	Cut-off date / BenPos date to send Notice and Annual Report to Shareholders	Friday, August 30, 2024
2	Cut-off date for e-Voting eligibility	Saturday, September 21, 2024
3	Book Closure Date (Beginning)	Saturday, September 21, 2024
4	e-Voting Starts Date	Wednesday, September 25, 2024 at 09:00 A.M
5	e-Voting ends Date	Friday, September 27, 2024 at 05:00 P.M.
6	Annual General Meeting Date & Time	Saturday, 28 <sup>th</sup> September, 2024 at 10:30 AM
7	Book Closure Date (End)	Saturday, September 28, 2024
9	Annual General Meeting Venue	The International by Tunga, Tribune-I, 6 <sup>th</sup> Floor, B-11, MIDC, Central Road, Andheri East, Mumbai-400093
9	Contact details for any support / grievance	Mr. Bhavesh Singh Company Secretary and Compliance Officer Email : <a href="mailto:cs@dcinfotech.com">cs@dcinfotech.com</a> Contact No. : +91 22 28329000

### DC Infotech & Communication Limited

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



ARCHITECT OF NETWORKING

# ANNUAL REPORT 2023-2024



# CONTENTS

01	Key Drivers of Company	04
02	Managing Director's Letter	05
03	Notice and Agenda of 6th Annual General Meeting and its Annexure	12
04	Directors' Report	23
	Annexure A - Appointment and Remuneration of Managerial Personnel	
	Annexure B - Form AOC-2	
	Annexure C - Management Discussion and Analysis	
	Annexure D - Secretarial Audit Report	
	Annexure E - Report on Corporate Governance	
	Annexure F - Corporate Social Responsibility Report	
05	Financial Statement	55

# Company Overview

## ABOUT

### DC INFOTECH & COMMUNICATION LIMITED

Established in 1998 by Mr. Devendra Sayani & Mr. Chetankumar Timbadia, who between them, have a combined experience of four decades in the field. DC Infotech has been specializing and providing innovative networking, unified communication and data security products and solutions by utilizing the latest technology. Over the years, we have been able to establish ourselves as the leading company and solutions, sales and support of networking UC and security products and services. Our core competency are in understanding existing network and future needs. We excel at first understanding the need and then design and deploy an effective functional network. Also adding to that, we have an exhaustive range of POC appliances and solution for different industry vertical and have done security implementations with major installations pan India.

The idea was and still is to provide innovative networking, security products and solutions by utilizing the latest technology know-how. Today, DC Infotech has established itself as one of the leading architects and solution providers of networking, security and unified communication products and services. The main objective is to be "one step ahead", i.e., to understand the future market needs and trends before they become obvious and to accommodate demands before they occur.

[www.dcinfotech.com](http://www.dcinfotech.com)

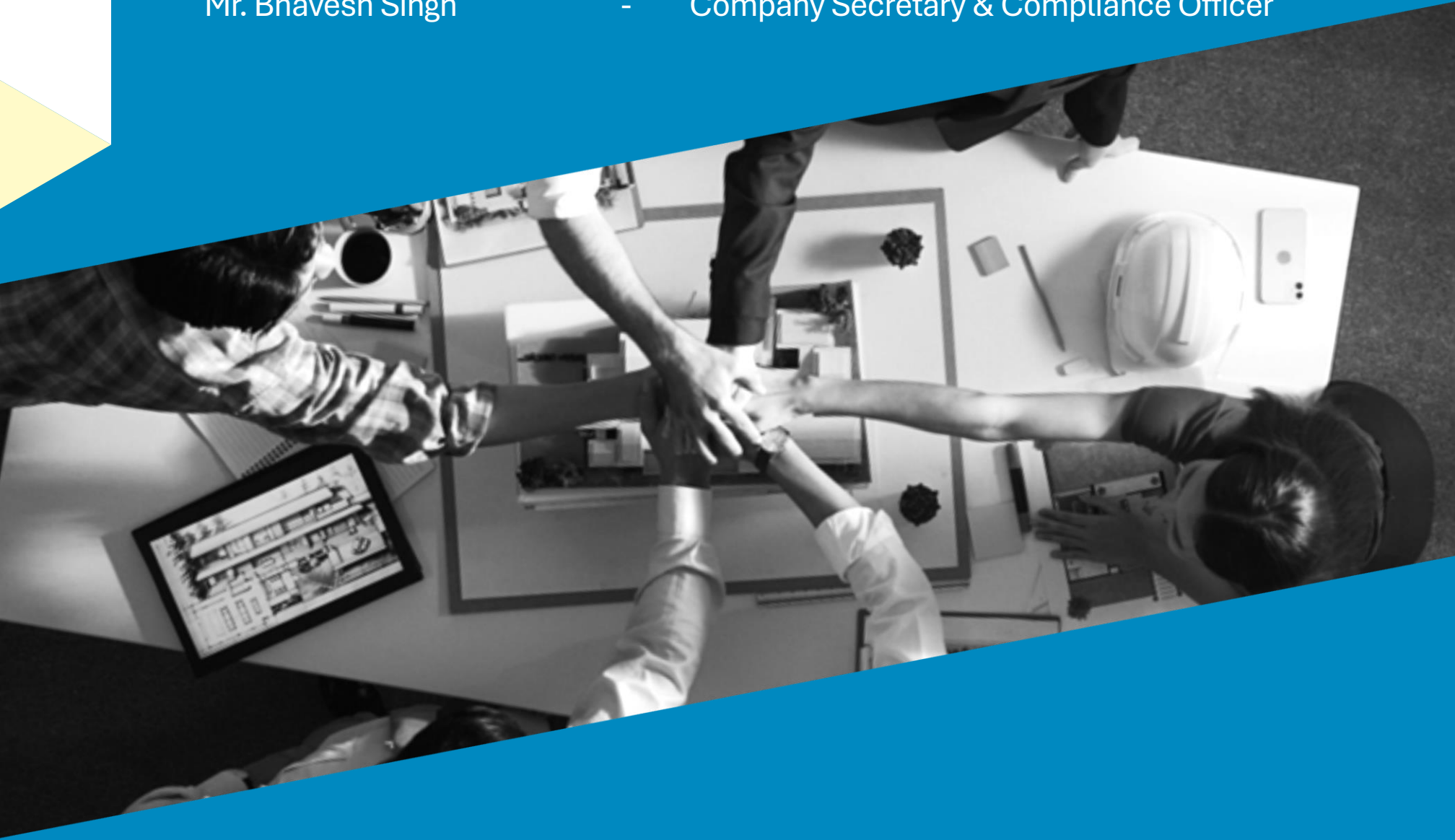




# Key Drivers of Company

## Board of Directors and Key-Managerial Persons

Mr. Chetankumar Timbadia	-	Managing Director
Mr. Devendra Sayani	-	Whole-time Director
Mr. Jayeshkumar Sayani	-	Non Executive Director
Mr. Chandrashekar Gaonkar	-	Independent Director
Ms. Lippee Vasani	-	Independent Director
Ms. Sneha Satyuga	-	Independent Director
Mr. Piyush Shah	-	Chief Financial Officer
Mr. Bhavesh Singh	-	Company Secretary & Compliance Officer



### Statutory Auditor

M/s D G M S & CO.  
Chartered Accountants  
Add:Office No. 10,VihangVihar,  
Opp. Gautam Park,  
Panchpakhadi,  
Thane West – 400602  
Firm Registration  
No.:0112187W  
Membership No.:115279

### Internal Auditor

G.V. Radia & Associates  
Chartered Accountants  
Add: 223, 2nd Floor, Naman  
Plaza, S V Road, Kandivali  
(West), Mumbai – 400067  
Firm Registration No.:  
138160W  
Membership No.: 156857

### Registrar and Transfer Agent

#### Satellite Corporate Services Pvt. Ltd.

Add:Office No. 106 & 107, Dattani Plaza, East  
West Compound, Andheri Kurla Road,  
Safedpul, Saki Naka, Andheri (E), Mumbai-  
400072  
SEBI Registration No: INR000003639  
Email ID: service@satellitecorporate.com  
Website: www.satellitecorporate.com

### Banks/NBFC

ICICI Bank Limited | Kotak Mahindra Bank | SBI Bank  
Axis Bank | Yes Bank | Hero Fincorp



## MANAGING DIRECTOR'S LETTER



Dear Shareholders,

As we reflect on the past year, I am filled with immense pride and gratitude for the remarkable journey we have embarked upon together at DC Infotech. Despite the challenges posed by a rapidly evolving global landscape, our commitment to excellence and innovation has driven us to achieve significant milestones, reinforcing our position as a leader in the IT and networking solutions sector.

We have successfully expanded our product portfolio, particularly in data security and unified communications, addressing the needs for enhanced cybersecurity measures and

advanced communication tools. Our strategic initiatives in these areas have not only strengthened our market position but have also driven substantial growth, reflecting positively in our financial performance.

**Over the last year, the company has continued on its growth trajectory and found new opportunities. In the financial year ended 31st March 2024 we reported a 27.81 % year-on-year growth in revenue at Rs. 459.63 cr, while EBITDA and PAT stood at Rs. 20.04 cr and Rs. 11.61 cr, a year-on-year growth of 57.53% and 64.08%, respectively.**

Our wide range of products, our business approach that provides benefits to our customers, and our large distribution network have helped us to successfully get through tough times.

DC Infotech has continued and grown its partnerships with major brands such as Samsung, becoming their exclusive partners in the LED business across the north, west, and south of India.

These partnerships are key to maintaining their leadership in unified communications.

This past year, we broadened our geographical footprint, particularly focusing on underrepresented regions in South and East India, thus enhancing our service delivery and client engagement. Our partnerships with leading global brands have been strengthened, allowing us to offer cutting-edge solutions that meet diverse client needs.

I am thrilled to announce that for the second consecutive year, DC Infotech has been recognized among the top 500 fastest-growing companies in the Asia Pacific region by the esteemed Financial Times. This recognition underscores our exceptional growth trajectory, commitment to excellence, and resilience amidst challenging economic conditions. It is a testament to the dedication and hard work of our team in driving innovation and sustainable growth in the dynamic technology sector.

Furthermore, I am proud to share that DC Infotech has received the highest value contribution award from Samsung for our exceptional work in the digital signage field. This recognition highlights our innovative solutions and our ability to deliver high-quality services that significantly contribute to the digital signage industry.

Additionally, our participation in the MSME Startup Expo 2023 organized by the Confederation of Indian Traders CAIT resulted in us being honored with the Udhya Ratna Award 2023. This prestigious award is a testament to our outstanding services and achievements in the field of Trade and Industry, further solidifying our impact and leadership in the industry.

As we look towards the future, our focus remains on securing more such segments and expanding our presence to deliver sustained value to all our stakeholders. We are committed to simplifying our segmental revenue reporting, focusing primarily on our three core business categories: networking, unified communication, and enterprise security.



DC Infotech has not only kept its valuable clients but also gained new ones, including well-known names across various industries. Their solutions have helped businesses smoothly shift to digital platforms, boosting their operational capabilities and market standing.

We have also been actively involved in social responsibility initiatives, supporting local communities and providing assistance to those in need. We believe that it is our duty as a responsible corporate citizen to give back to society and make a positive impact on the world.

I would like to express my gratitude to our dedicated employees, whose hard work and dedication have been pivotal in our achievements. I also extend my thanks to our clients and stakeholders for their continued trust and partnership, which inspire us to reach greater heights.

Looking ahead to 2025, we are enthusiastic about the opportunities that lie before us. We are committed to continuing our trajectory of growth, driven by innovation, customer focus, and operational excellence. Our goal remains to deliver superior value to our shareholders, customers, and the communities we serve.

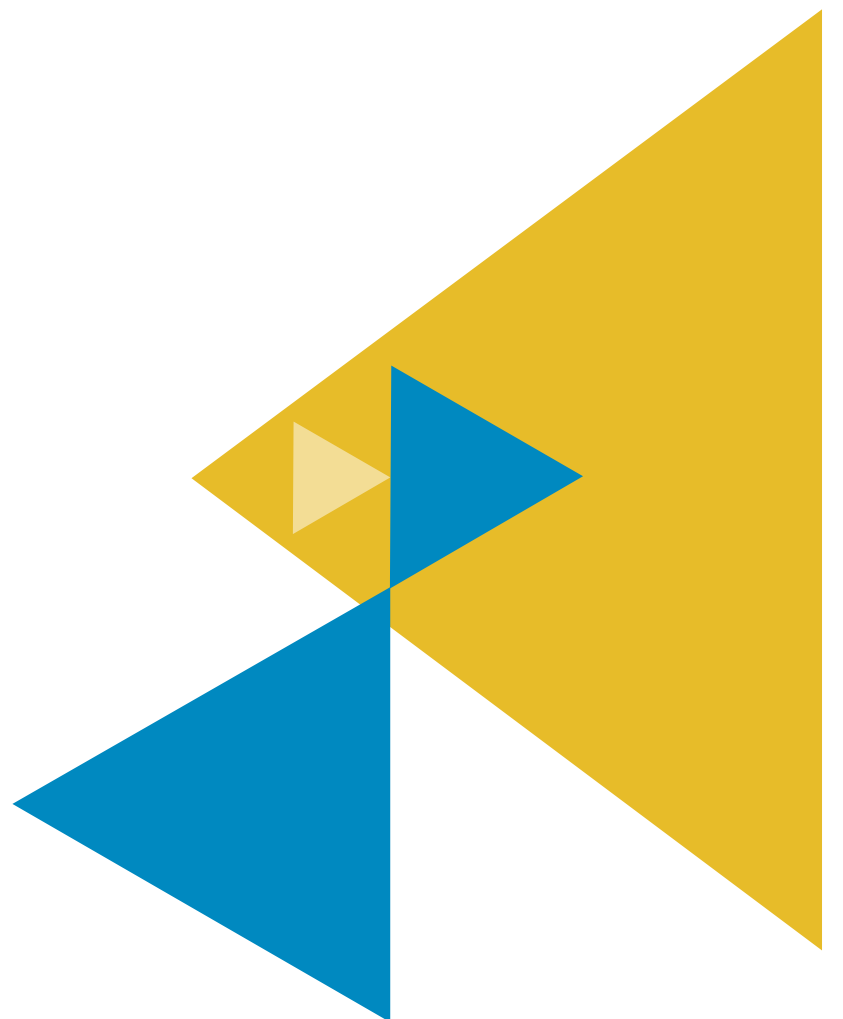
Thank you for your continued support and belief in DC Infotech. Together, we look forward to a future filled with growth, innovation, and success.

Warm regards,

**Mr. Chetankumar Timbadia**

**Chairman and Managing Director**

(DC Infotech)

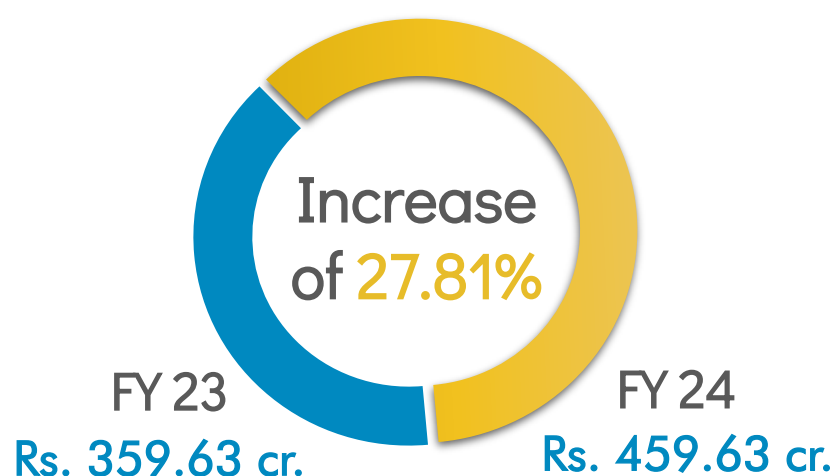


## FINANCIAL OVERVIEW

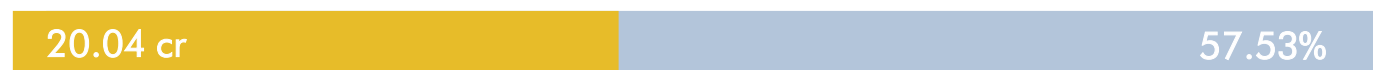
The consolidated financial performance of the Company for the financial year ended March 31<sup>st</sup>, 2024, is as follows:

Total revenue from operations stood at **Rs. 459.63 crore** for the year ended March 31, 2024, as against **Rs. 359.63 crore** for the corresponding previous period, an increase of **27.81%**, mainly on account of due to strong demand for products like Samsung, Netscout, Netgear, D-link, Arbor and Software & Services.

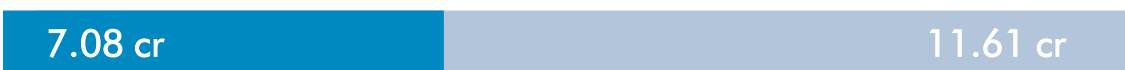
### TOTAL REVENUE



EBITDA for the full year is **Rs. 20.04 cr**, an increase of **57.53%** year-on-year.



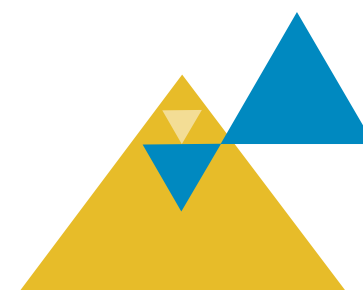
Our **NET PROFITS** during this full year is **Rs. 11.61 cr**, as against profit of **Rs. 7.08 cr** in FY23.



Net Profit margin stood at **2.53%**.



EPS for this period is **Rs. 9.51**





## RESOURCES AND LIQUIDITY

- i As on March 31, 2024, the consolidated net worth stood at Rs. 50.59 crore and the consolidated debt was at Rs. 37.61 crore.
- ii The cash, cash equivalents and bank balances at the end of March 31, 2024 were Rs. 12.44 crore.
- iii The net debt to equity ratio of the Company stood at 0.50 as on March 31, 2024.

## BUSINESS CATEGORY WISE PERFORMANCE

DC Info operates in two broad segments covering Products, Solutions and other services pertaining to IT networking, security and unified communication solutions:

1. Products
2. Security Software and Services

The Company is performing well in all product categories and expects the momentum to continue in next financial year.



# ACHIEVEMENTS IN BUSINESSES DURING THE YEAR:

DC Info ranks among the fastest-growing companies in the Asia Pacific region for the year 2024, as recognized by the Financial Times.

DC Info receives Samsung's Highest Value Contribution Award for Digital Signage in 2023.

DC Info awarded the "Udhyam Ratna Award 2023" at the MSME start up Expo 2023 by the Confederation of India's Traders (CAIT) for valuable service and achievements in field of trade and industry.



## RISKS AND CONCERNS

Like every business, the Company faces risks, both internal and external, in the undertaking of its day-to-day operations and in pursuit of its longer-term objectives. A detailed policy drawn up and dedicated risk workshops are conducted for each business vertical and key support functions wherein risks are identified, assessed, analyzed and accepted / mitigated to an acceptable level within the risk appetite of the organization. The risk registers are also reviewed from time to time.

The Company faces the following Risks and Concerns:

### Rapid Obsolescence of Technology & Change in Consumer Preferences:

A technology business is always exposed to sudden and unanticipated changes in technology and consumer trends and preferences. This exposes the company to the risk of becoming uncompetitive in terms of product/services offering to the customers. There is a need to constantly upgrade the product and service portfolio (e.g. Cloud, IoT, Mobility Analytics, etc.), and stay on top of changing consumer preferences.

**Credit Risk:** To manage its credit exposure, DC Info has determined a credit policy with credit limit requests and approval procedures. Company does its own research of clients' financial health and project prospects before entering into an agreement with them. Timely and rigorous

process is followed up with clients for payments as per schedule. The company has suitably streamlined the process to develop a focused and aggressive receivables management system to ensure timely collections.

**Interest Rate Risk:** The Company has judiciously managed the debt-equity ratio. It has been using a mix of loans and internal cash accruals. The Company has well managed the working capital to reduce the overall interest cost.

**Competition Risk:** Like in most other industries, strong scope of opportunities come with intense competition. We face different levels of competition in each of our operating categories, from domestic as well as multinational companies. DC Info has created strong differentiators in project execution,

portfolio, level on involvement in marketing and delivery, which make it resilient to competition. Furthermore, the Company continues to invest in technology and people to remain ahead of the curve. A strong and stable client base, comprising large and mid-sized corporations, further helps mitigate this risk.

**Risk from COVID-19:** Many of the products under the Company's portfolio classify as non-essential. Therefore, any potential lockdown in any region, or restrictions on logistics, could impact the operations and sales of such products.

## OPPORTUNITIES

- Rapid growth in digital economy and online business activity, presents many new opportunities for networking, security and unified communication solutions.
- Changing consumer preferences and growing urbanization:
  - With evolving consumer needs and preferences, there is a strong growth in demand for good quality products, services and a unique customer experience.
  - With rising disposable incomes and urbanization, consumers demand better experiences and after sales service, which paves the way for new innovations.
- Technological Tie-ups – With many technological tie-ups and extensive R&D there's huge scope for new and innovative products to enter the market.
- Distribution agreements with renowned brands: An increasing number of international brands want to come to India to tap into the market potential. Such brands typically want ready and modern distribution system covering the geographical territories of the country and serving customers on a pan-India basis which will grow their brand quicker.
- Growth in the existing and new product lines: Consumer electronics are evolving rapidly, giving rise to many new product concepts. This gives scope to not only grow the existing products but also venture into new product lines to fulfill the needs of the consumers.

## THREATS

- Competition from local and multinational players.
- Regulatory changes including unfavorable tax changes or import regulations.
- Attraction and retention of talented human resources.
- Frequent and rapid technological advancements leading to early obsolescence of products in inventory.
- Over-dependence on few brands which account for majority revenue.

## INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Company has an internal audit function designed to review the adequacy of internal control checks in the system which covers all significant areas of Company's operations such as accounting and finance, procurement, business operations, statutory compliances, IT processes, safeguarding the assets and their protection against unauthorized use, among others. The Internal Audit function performs the internal

audit of Company's activities based on an internal audit plan, which is reviewed each year and is approved by the Board of Audit Committee. The Audit Committee reviews the report submitted by the internal auditors. Suggestions for improvement are considered and the audit committee follows up on corrective action. Disciplinary action is taken, wherever required, for non-compliance to corporate policies and controls.

The Company has also implemented effective systems for achieving highest level of efficiency in operations, to achieve optimum and effective utilization of resources, monitoring thereof and the compliance with provisions all laws including the Companies Act, 2013, Listing Agreement, directions issued by the Securities and Exchange Board of India, labour laws, tax laws etc. It also aims at improvement in financial management, and investment policy. The System ensures appropriate information flow to facilitate effective monitoring.

## HUMAN RESOURCES

We believe that our employees are key contributors to our business success. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for our business.

**As on March 31, 2024, the Company had 74 employees on payroll.** The manpower is a prudent mix of experienced and young professionals which gives us the dual advantage of stability and growth. The work progress and skilled/ semi-skilled/ unskilled resources, together with the Company's strong management team, have enabled it to successfully implement our growth plans.

The Company also imparts behavioral, technical and on the job training to our employees. Technical trainings are mandated by the vendor whenever the employees have to deal with pre-technical or post technical issues. Training calendars are set by the vendors and nominated employees from our Company attend the program and obtain a feedback on the completion of the program.

## OUTLOOK

As we look ahead, DC Infotech & Communications Company remains committed to sustaining our robust growth trajectory and enhancing our market leadership in the networking, unified communication, and enterprise security sectors. Our strategic vision includes a consistent annual growth rate of 15% to 20% over the next two to three years, driven by increased operational efficiency, optimized product mix, and a stronger focus on integrating services with our product offerings.

### Growth and Margins

Our ongoing efforts to align products with bundled services and achieve an optimal product mix have been instrumental in enhancing our margins. As we scale our operations, we are dedicated to further increasing efficiency and improving margins. Our transition from product trading to value-added distribution and solution-oriented services has already shown positive results, and we anticipate continued improvement in our margins across all business segments.

### Business Segments

#### Networking:

- ✓ Contribution: Approximately 45% of our business.
- ✓ Key Brands: Netgear, contributing around 50% of this segment.
- ✓ Margins: Hovering around 5% to 7%.

#### Unified Communication (UC):

- ✓ Contribution: Around 25% to 30% of our business.
- ✓ Key Brands: Samsung, contributing 15% to 20% of this segment.
- ✓ Margins: Approximately 7% to 9%

#### Enterprise Security:

- ✓ Contribution: Approximately 25% of our business.
- ✓ Key Brands: NETSCOUT and Arbor, contributing 60% of this segment.
- ✓ Margins: In the double digits, reflecting the high value of our security solutions

### Market Expansion and Order Book

This year, we have strategically expanded our operations to Southern India, establishing a presence in a previously untapped region. Our Southern India team is in place, and we anticipate significant contributions from this market in the coming year. Additionally, we are actively studying overseas markets and will move forward with international expansion when the timing is optimal.

Our order fulfillment cycle is relatively short, typically within a month from receipt to delivery. Therefore, while our current order book may appear modest, our sales funnel, valued at approximately Rs. 40 crores to Rs. 50 crores, indicates a healthy pipeline of potential orders that we expect to convert in the near term.

### Focus on Data Centers

The data center market represents a significant growth area for us. We offer comprehensive solutions, including networking hardware (switches, cabling, routers) and advanced security solutions (DDoS protection, ransomware defenses, data integrity solutions) that address the critical needs of modern data

centers. As the demand for hybrid data center and cloud solutions continues to rise, we are well-positioned to benefit from these trends, ensuring data security and efficient connectivity for our clients.

### Future Outlook

Our strategic initiatives, coupled with a strong product and service portfolio, position us well for sustained growth. By enhancing our operational efficiencies, expanding our market reach, and continuously innovating our solutions, we are confident in our ability to deliver significant value to our stakeholders. We remain focused on our mission to provide top-tier networking, unified communication, and enterprise security solutions, driving long-term success and market leadership.



# NOTICE

NOTICE is hereby given that the **6th Annual General Meeting** of the Members of **DC INFOTECH & COMMUNICATION LIMITED** will be held at The International by Tunga, Tribune-I, 6th Floor, B-11, MIDC, Central Road, Andheri East, Mumbai-400093, on Saturday, **28<sup>th</sup> September, 2024 at 10:30 AM** to transact the following business:

## Ordinary Business:

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon.

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

“RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint Mr. Devendra Kishorkumar Sayani (DIN 06731484), as director, liable to retire by rotation, and being eligible, offers himself for re-appointment.

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Devendra Kishorkumar Sayani (DIN 06731484), Whole-time Director of the Company, who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby appointed as a Whole-time Director of the Company, liable to retire by rotation.”

3. To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution for re-appointment of M/s. DGMS & Co, Chartered Accountants, as the Statutory Auditors of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and pursuant to the

recommendations of the Audit Committee and the Board of Directors of the Company, M/s. DGMS & Co, Chartered Accountants (Registration No. 0112187W) be re-appointed as the Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years from conclusion of the 6th Annual General Meeting until the conclusion of the 11th Annual General Meeting of the Company, at such remuneration as may be determined by the Board of Directors.”

## Special Business:

4. Approval of remuneration of related party, Mr. Dhairya Timbadia, holding office or place of profit.

To consider and if thought fit, to pass, with or without modification, the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the revised terms of appointment of Mr. Dhairya Timbadia holding office or place of profit, as Business Development Manager-Security, w.e.f 01st October 2024 as detailed in the Explanatory Statement attached hereto subject to the maximum remuneration not exceeding Rs. 5,00,000 (Rupees Five Lakh only) per month with effect from 01st October 2024.

RESOLVED FURTHER THAT the Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013, to effect change in designation and responsibilities of the persons holding office or place of profit within the maximum limit approved by the shareholders.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing.”

5. Approval of remuneration of related party, Mr. Dharmik Timbadia, holding office or place of profit.

To consider and if thought fit, to pass, with or without modification, the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any

statutory modification(s) or re- enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the revised terms of appointment of Mr. Dharmik Timbadia holding office or place of profit, as Marketing Manager-Security, w.e.f 01st October 2024 as detailed in the Explanatory Statement attached hereto subject to the maximum remuneration not exceeding Rs. 5,00,000 (Rupees Five Lakh only) per month with effect from 01st October 2024.

**RESOLVED FURTHER THAT** the Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013, to effect change in designation and responsibilities of the persons holding office or place of profit within the maximum limit approved by the shareholders.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing."

#### 6. Approval of remuneration of related party, Mr. Yash Sayani, holding office or place of profit.

To consider and if thought fit, to pass, with or without modification, the following as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re- enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the revised terms of appointment of Mr. Yash Sayani holding office or place of profit, as Product Manager-Unified Communication, w.e.f 01st October 2024 as detailed in the Explanatory Statement attached hereto subject to the maximum remuneration not exceeding Rs. 5,00,000 (Rupees Five Lakh only) per month with effect from 01st October 2024.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing."

#### 7. Approval of remuneration of related party, Mr. Devansh Sayani, holding office or place of profit.

To consider and if thought fit, to pass, with or without modification, the following as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re- enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the revised terms of appointment of Mr. Devansh Sayani holding office or place of profit, as Business Development Manager-Unified Communication, w.e.f 01st October 2024 as detailed in the Explanatory Statement attached hereto subject to the maximum remuneration not exceeding Rs. 5,00,000 (Rupees Five Lakh only) per month with effect from 01st October 2024.

**RESOLVED FURTHER THAT** the Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013, to effect change in designation and responsibilities of the persons holding office or place of profit within the maximum limit approved by the shareholders.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing."

By Order of the Board of Directors  
DC Infotech & Communication Limited

Chetankumar Timbadia  
Managing Director  
DIN: 06731478

**Registered Office:**  
Unit No.2 Aristocrat, Ground Floor,  
Lajya Compound, Mogra Road, Andheri (E),  
Mumbai - 400069, Maharashtra

Place: Mumbai  
Date: 13<sup>th</sup> August 2024

# EXPLANATORY STATEMENT

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE.

**Item no 3: To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution for re-appointment of M/s. DGMS & Co, Chartered Accountants, as the Statutory Auditors of the Company.**

M/s. DGMS & Co, Chartered Accountants (Registration No. 0112187W), were appointed as statutory auditors of the Company, for a period of 5 years, to hold office from the 1st Annual General Meeting until the conclusion of the 6th Annual General Meeting of the Company to be held for the financial year 2023-24. In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or reappoint an audit firm as statutory auditors for not more than 2 (two) terms of 5 (five) consecutive years. M/s. DGMS & Co, Chartered Accountants is eligible for reappointment for a further period of five years.

Based on the recommendations of the Audit Committee, the Board of Directors at their meeting held on August 13, 2024, approved the reappointment of M/s. DGMS & Co, as the Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years from conclusion of the 6th Annual General Meeting until the conclusion of the 11th Annual General Meeting of the Company. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

Considering the evaluation of the past performance, experience and expertise of M/s. DGMS & Co, and based on the recommendation of the Audit Committee, it is proposed to appoint M/s. DGMS & Co, as Statutory Auditors of the Company for a second term of five consecutive years till the conclusion of the 11th Annual General Meeting of the Company in terms of the aforesaid provisions.

The Board of Directors recommend the ordinary resolution as set out at item no.3 of the Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives are, financially or otherwise, concerned or interested in the said resolution.

### Brief profile of DGMS & CO.

DGMS & CO., a practicing Chartered Accountants Partnership firm (Erstwhile Known as Doshi Maru & Associates) has been established on 16.05.1991. The firm is rendering services to its esteemed client's from various locations viz. Head Office at Jamnagar, four branches in

India. There are five partners who constitute the firm. The firm is also appointed as Statutory Auditors of various listed Companies. The firm is engaged in rendering various professional services and assistance to its esteemed clients. The firm are providing versatile services to esteemed clients from the services for setting up of Business to Compliance with Governmental Authorities and Internal & System Audit services also. The firm are providing various types of Management Consultancy Services. The firm are providing Management Consultancy Services to Body Corporate, Small and Medium Enterprises.

**Item no 4: Approval of remuneration of related party, Mr. Dhairya Timbadia, holding office or place of profit.**

The provisions of section 188(1) of the Companies Act, 2013 Act that govern the Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in certain cases approval of the shareholders is also required.

Mr. Dhairya Timbadia was appointed as Business Development Manager-Security w.e.f. 29th June, 2021 in the Company. He is the son of Mr. Chetan Timbadia, director of the Company.

In view of the same, the position/office held by Mr. Dhairya Timbadia in the Company falls within the preview of Section 188(1)(f) and remuneration in excess of Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousand only) per month, requires shareholders' approval.

Section 188(1)(f) of the Companies Act, 2013 provides for the related party's appointment to any office or place of profit. Mr. Dhairya Timbadia holds a Bachelor of Engineering in Computer Science and a Master of Science in Computer Information Systems from Boston University. Currently, He is working as a BDM - Security leveraging and has vast experience of more than 3 years. His expertise in technology to provide strategic solutions and drive innovation in his field.

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at their meeting held on 13th August, 2024 had recommended a maximum remuneration not exceeding Rs. 5,00,000 (Rupees Five Lakh only) per month, payable to Mr. Dhairya Timbadia w.e.f 1st October, 2024, subject to approval of the Shareholders by way of an Ordinary Resolution.

The main terms and conditions of remuneration of Mr. Dhairya Timbadia are as under:

#### A. Remuneration:

Maximum remuneration not exceeding Rs. 5,00,000 (Rupees Five Lakh only) per month.



**B. 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 for and on behalf of the Company in furtherance of its business or objectives.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives thereof except Mr. Chetan Timbaida director of the Company is concerned or interested financially or otherwise in the resolution at Item no. 4 of this notice. The Board recommends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the members of the Company.

**Item no 5: Approval of remuneration of related party, Mr. Dharmik Timbadia, holding office or place of profit.**

The provisions of section 188(1) of the Companies Act, 2013 Act that govern the Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in certain cases approval of the shareholders is also required.

Mr. Dharmik Timbadia was appointed as Marketing Manager-Security w.e.f. 29th June, 2021 in the Company. He is the son of Mr. Chetan Timbadia, director of the Company.

In view of the same, the position/office held by Mr. Dharmik Timbadia in the Company falls within the preview of Section 188(1)(f) and remuneration in excess of Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousand only) per month, requires shareholders' approval.

Section 188(1)(f) of the Companies Act, 2013 provides for the related party's appointment to any office or place of profit. Mr. Dharmik Timbadia holds a Bachelor of Engineering in Computer Science and a Master of Science in Computer Information Systems from Boston University. He is currently serving as a marketing manager and has vast experience of more than 3 years in the technology sector, where he combines his technical background with strategic marketing expertise to drive growth and innovation.

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at their meeting held on 13th August, 2024 had recommended a maximum remuneration not exceeding Rs. 5,00,000 (Rupees Five Lakh only) per

month, payable to Mr. Dharmik Timbadia w.e.f 1st October, 2024, subject to approval of the Shareholders by way of an Ordinary Resolution.

The main terms and conditions of remuneration of Mr. Dharmik Timbadia are as under:

**A. Remuneration:**

Maximum remuneration not exceeding Rs. 5,00,000 (Rupees Five Lakh only) per month.

**B. 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 for and on behalf of the Company in furtherance of its business or objectives.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives thereof except Mr. Chetan Timbaida director of the Company is concerned or interested financially or otherwise in the resolution at Item no. 5 of this notice. The Board recommends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the members of the Company.

**Item no 6: Approval of remuneration of related party, Mr. Yash Sayani, holding office or place of profit.**

The provisions of section 188(1) of the Companies Act, 2013 Act that govern the Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in certain cases approval of the shareholders is also required.

Mr. Yash Sayani was appointed as Product Manager-Unified Communication w.e.f. 29th June, 2021 in the Company. He is the son of Mr. Devendra Sayani, director of the Company.

In view of the same, the position/office held by Mr. Yash Sayani in the Company falls within the preview of Section 188(1)(f) and remuneration in excess of Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousand only) per month, requires shareholders' approval.

Section 188(1)(f) of the Companies Act, 2013 provides for the related party's appointment to any office or place of profit. Mr. Yash Sayani holds a Bachelor of Engineering in Computer Science. He is currently working as a Product Manager and has vast experience of more than 3 years in

the Unified Communication sector. In his role, he combines his technical background with product management skills to lead innovative projects and drive product success.

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at their meeting held on 13th August, 2024 had recommended a maximum remuneration not exceeding Rs. 5,00,000 (Rupees Five Lakh only) per month, payable to Mr. Yash Sayani w.e.f 1st October, 2024, subject to approval of the Shareholders by way of an Ordinary Resolution.

The main terms and conditions of remuneration of Mr. Yash Sayani are as under:

**A. Remuneration:**

Maximum remuneration not exceeding Rs. 5,00,000 (Rupees Five Lakh only) per month.

**B. 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 for and on behalf of the Company in furtherance of its business or objectives.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives thereof except Mr. Devendra Sayani director of the Company is concerned or interested financially or otherwise in the resolution at Item no. 6 of this notice. The Board recommends the Ordinary Resolution set out at Item No.6 of the Notice for approval by the members of the Company.

**Item no 7: Approval of remuneration of related party, Mr. Devansh Sayani, holding office or place of profit.**

The provisions of section 188(1) of the Companies Act, 2013 Act that govern the Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in certain cases approval of the shareholders is also required.

Mr. Devansh Sayani was appointed as Business Development Manager-Unified Communication w.e.f. 29th June, 2021 in the Company. He is the son of Mr. Devendra Sayani, director of the Company.

In view of the same, the position/office held by Mr. Devansh Sayani in the Company falls within the preview of Section 188(1)(f) and remuneration in excess of Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousand only) per month, requires shareholders' approval.

Section 188(1)(f) of the Companies Act, 2013 provides for the related party's appointment to any office or place of profit. Mr. Devansh Sayani holds a Bachelor of Engineering in Computer Science and a Master of Science in Computer Information Systems from the State University of Los Angeles. He is currently working as a Business Development Manager in the Unified Communication sector and has vast experience of more than 3 years, where he leverages his technical expertise and strategic acumen to drive business growth and foster innovation.

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at their meeting held on 13th August, 2024 had recommended a maximum remuneration not exceeding Rs. 5,00,000 (Rupees Five Lakh only) per month, payable to Mr. Devansh Sayani w.e.f 1<sup>st</sup> October, 2024, subject to approval of the Shareholders by way of an Ordinary Resolution.

The main terms and conditions of remuneration of Mr. Devansh Sayani are as under:

**A. Remuneration:**

Maximum remuneration not exceeding Rs. 5,00,000 (Rupees Five Lakh only) per month

**B. 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 for and on behalf of the Company in furtherance of its business or objectives.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives thereof except Mr. Devendra Sayani director of the Company is concerned or interested financially or otherwise in the resolution at Item no. 7 of this notice. The Board recommends the Ordinary Resolution set out at Item No.7 of the Notice for approval by the members of the Company.

## Notes:

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed herewith.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and on poll, to vote on his/her behalf. Such a proxy need not be a member of the Company. The enclosed proxy form should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the AGM. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than 10% of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than 10% of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
3. Proxy-holders are requested to carry an Identity Proof at the time of attending the meeting.
4. Members are requested to send in their queries at least a week in advance to the Chief Financial Officer & Company Secretary at the Registered Office of the Company to facilitate clarifications during the meeting.
5. Pursuant to the provisions of Section 108 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically and has engaged the services of NDSL's E-voting as the agency to provide e-voting facility. Instructions for the process to be followed for e-voting are annexed with this Annual Report.
6. During the voting period, members can login to NDSL's-voting platform any number of times till they have voted on all the resolutions. Once the vote on a resolutions cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
7. Members can opt for only one mode of voting, that is, either by physical Ballot voting at AGM or e voting. In case members cast their votes through both the modes, voting done by e voting shall prevail and votes cast through physical Ballot will be treated as "INVALID".
8. The e-voting period commences on Wednesday, September 25, 2024 at 9:00 a.m. (IST) and ends on Friday, September 27, 2024 at 5:00 p.m. (IST). During this period, members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date, that is, Saturday, September 21, 2024, may cast their vote electronically.
9. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.
10. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
11. Mr. Dilip Vasudeo Gupta., Practising Company Secretary, (Membership No. ACS 21727, CP No. 21634) have been appointed as the Scrutiniser to scrutinise the voting process in a fair and transparent manner.
12. The Scrutiniser shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the meeting, a Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman of the Company who shall countersign the same.
13. The resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favour of the resolutions.
14. The results declared along with the Scrutiniser's Report shall be placed on the Company's website [www.dcinfotech.com](http://www.dcinfotech.com) after same has been communicated to the NSE.
15. The route map for the venue of the meeting has been given in the attendance slip.

**By Order of the Board of Directors  
DC Infotech & Communication Limited**

**Chetankumar Timbadia  
Managing Director  
DIN: 06731478**

**Registered Office:**  
Unit No.2 Aristocrat, Ground Floor,  
Lajya Compound, Mogra Road, Andheri (E),  
Mumbai - 400069, Maharashtra

Place: Mumbai  
Date: 13<sup>th</sup> August 2024



## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on September 25<sup>th</sup>, 2024 at 09:00 A.M. and ends on September 27<sup>th</sup>, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 21<sup>st</sup>, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 21<sup>st</sup>, 2024.

### How do I vote electronically using NSDL e-Voting system?





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<sup>th</sup>, 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"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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.</li> <li>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store                      Google Play                 </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>

Individual Shareholders holding securities in demat mode with CDSL

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](http://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](http://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](http://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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911

**B) Login Method for e-Voting 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.
4. 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.

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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) 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 is in active status.
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](mailto:dilipgupta123@yahoo.co.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms Pallavi Mhatre (Senior Manager) at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### 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 [cs@dcinfotech.com](mailto:cs@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 [cs@dcinfotech.com](mailto:cs@dcinfotech.com). If you are an Individual shareholders 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.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. 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.

## Annexure-A

Details of Directors seeking appointment/re-appointment at the 6th Annual General Meeting to be held on 28th September, 2024 [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name	Mr. Devendra Kishorkumar Sayani
Father's Name	Mr. Kishorkumar Sayani
Date of birth	September 20 <sup>th</sup> , 1969
Age	55 years
Director Identification Number	06731484
Designation/category of the Director	Whole Time Director
Date of first appointment on the Board	January 15 <sup>th</sup> , 2019
Qualification	Bachelor of Engineering (Electronics)
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.
Shareholding in the Company including shareholding as a beneficial owner	25,20,000
Directorships held in other companies including equity listed companies and excluding foreign companies as on the date of this Notice.	DC Infotech & Communication Limited
Memberships / Chairmanships of committees of other companies (excluding foreign companies) as on date of this Notice	1. Stakeholders Relationship Committee 2. Risk Management Committee
No. of meetings of the Board attended during the year	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.
Terms & conditions of the appointment	Re-appointment as an Whole Time Director for a second consecutive term commencing from July 17 <sup>th</sup> , 2024 to July 16 <sup>th</sup> , 2027.
The remuneration last drawn by such person (if applicable)	FY 2023-24: Remuneration : 5,00,000 Per month Commission: Nil
Resignation from Listed Entities in past three years	Nil

# DIRECTORS' REPORT

To,  
The Members,  
DC Infotech & Communication Limited

Your Directors have pleasure in presenting the Sixth Annual Report on business and operations along with the Audited Financial Statements for the year ended March 31, 2024.

## BACKGROUND:

Company was originally formed as a Partnership Firm, under the Indian Partnership Act, 1932 in the name and style of "DC Infotech" pursuant to partnership deed dated April 01, 1998. Further the Partnership Firm was converted into Public Limited Company "DC Infotech & Communication Limited" on January 15, 2019 pursuant to Part I of Chapter XXI of the Companies Act, 2013 vide certificate of incorporation issued by Registrar of Companies, Central Registration Centre. The Corporate Identification Number of our Company is U74999MH2019PLC319622.

## FINANCIAL HIGHLIGHTS

The highlights of the Financial Results are:

(Amount Rs. in Lacs)

<i>Particulars</i>	<i>March 31, 2024</i>	<i>March 31, 2023</i>
Revenue from Operations and Other Income	46,065.79	35,989.39
Less: Expenses	44,502.18	35,040.53
<b>Profit Before Tax</b>	<b>1,563.60</b>	<b>948.85</b>
Less: Exceptional Items	-	-
Less: Extraordinary Items	-	-
Less: Tax Expenses	402.64	241.31
<b>Profit after Tax</b>	<b>1,160.96</b>	<b>707.54</b>
Balance brought forward	1512.80	805.26
<b>Amount available for Appropriation,</b>		
Add: Share Premium Account	680.00	240.00
Less: Share Premium transferred to Equity Share Capital for Bonus	-	-
Less: Dividend Paid	-	-
Less: Dividend Distribution Tax Paid	-	-
<b>Balance carried to Balance Sheet</b>	<b>3,353.76</b>	<b>1,752.80</b>
Earnings per Share (Basic)	9.51	5.90
Earnings per Share (Diluted)	9.39	5.90

## BUSINESS PERFORMANCE

The year gone by has been really profitable. The Company's total revenue increased to Rs. 46,065.79 Lacs as compared to Rs. 35,989.39 Lacs in the previous year marking an increase by Rs. 10,076.40 Lacs.

The Company's Net Profit after Tax stood at Rs. 1,160.96 Lacs as compared to Rs. 707.54 Lacs in the previous year registering an increase of by Rs. 453.42 Lacs.

## CHANGE IN NATURE OF BUSINESS

There has been no change in nature of business of the Company, during the period, under review.

## DIVIDEND

In order to conserve the financial resources for the further growth and aiding the financial resources, your directors have decided not to recommend any dividend for the financial year ended 31st March, 2024.

## TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013, do not apply as there was no dividend which were unclaimed or unpaid since last seven years.

## TRANSFER TO RESERVES

The whole profit after tax has been transferred to reserves and surplus - other equity.

## SHARE CAPITAL

The Authorized Share Capital of your Company is Rs. 17,00,00,000 divided into 1,70,00,000 Equity Shares of Rs. 10/- each.

The Issued, Subscribed and paid-up Share Capital of the Company Rs. 13,00,00,000 divided into 1,30,00,000 Equity Shares of face value of Rs. 10.00 each.



During the year Company has raised funds through Preferential Allotment and has issued and allotted 7,85,186 and 2,14,814 Equity shares of Rs. 10/- each with Premium of Rs. 44/- each in the Board meeting held on 17th January 2024 and 18th January 2024 respectively.

Further, the Company has also issued 30,00,000 Fully Convertible Warrants of Rs. 10/- each with Premium of Rs. 44/- each on Preferential basis in the Board meeting held on 17th January 2024.

The convertible warrants allotted as above shall be converted into one Equity Share can be exercised at any time within 18 months from the date of allotment i.e 17.01.2024 on exercising the option against the warrants and on such other terms and conditions, subject to SEBI(ICDR) Regulation, 2018 as applicable, from time to time.

With the above change, the paid-up share capital of the Company as on 31st March 2024, stands at Rs. 13,00,00,000/- having 1,30,00,000 Equity shares of Rs. 10/- each.

## ALTERATION OF MEMORANDUM OF ASSOCIATION

During the period under review the company has increased Authorised Share Capital of the Company from from existing Rs. 15,00,00,000 (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crores Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 17,00,00,000/- (Rupees Seventeen Crores) divided into 1,70,00,000 (One Crores Seventy Lacs) Equity Shares of having face value of Rs.10/- (Rupees Ten Only) by creating additional 20,00,000 (Twenty Lacs) Equity Shares of Rs. 10/- each ranking pari

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board consists of Executive and Non-executive Directors including Independent Directors along with Key Managerial Personnel who have vast experience in the core business activity of the Company. The composition of the Board is in consonance with norm specified in the SEBI Regulations with the Stock Exchange

Sr No	Name of Director	Designation	Date of Appointment	Date of Resignation	DIN
1	Mr. Chetankumar Hasmukhlal Timbadia	Managing Director	15/01/2019	-	06731478
2	Mr. Devendra Kishorkumar Sayani	Whole-time Director	15/01/2019	-	06731484
3	Mr. Jayeshkumar Kishorekumar Sayani	Director	15/01/2019	-	08332277
4	Ms. Sneha Pratik Satyuga	Independent Director	30/05/2019	-	08456107
5	Ms. Lipee Varun Vasani	Independent Director	29/07/2019	-	08521484
6	Mr. Chandrashekhar Maruti Gaonkar	Independent Director	27/06/ 2022	-	00002016
7	Mr. Piyush Shah	Chief Financial officer	02/05/2019	-	-
8	Mr. Bhavesh Singh	Company Secretary & Compliance Officer	16/03/2020	-	-

passu with the existing equity Shares of the Company.

Accordingly pursuant to approval of Shareholders of the Company obtained through postal ballot through remote e-voting ended on December 21, 2023, the existing clause V of the Memorandum of Association of the Company be substituted as follows:

**V THE AUTHORISED SHARE CAPITAL OF THE COMPANY IS RS. 17,00,00,000/- (RUPEES SEVENTEEN CRORES ONLY) DIVIDED INTO 1,70,00,000/- (ONE CRORE SEVENTY LACS) EQUITY SHARES OF FACE VALUE RS. 10/- (RUPEE TEN ONLY) EACH.**

## ALTERATION OF ARTICLES OF ASSOCIATION

During the period under review pursuant to approval of Shareholders of the Company obtained through postal ballot through remote e-voting ended on December 21, 2023, the company has altered Articles of Association of the company and inserted new Article i.e 7(1) which is as follows:

7 (i) Notwithstanding anything contained, further issue of securities may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the rules and in accordance with the pricing method prescribed to the listed entities under the regulations issued by Securities Exchange Board of India from time to time.

## DEPOSITORY SYSTEM

The Company has entered into an agreement with the National Securities Depository Limited (NSDL) as well as the Central Depository Services (India) Limited (CDSL) to enable shareholders to hold shares in dematerialized form. The Company also offers simultaneous dematerialisation of the physical shares lodged for transfer.

In terms of the provisions of the Act, Mr. Devendra Kishorkumar Sayani (DIN: 06731484), Director of the Company retires by rotation and being eligible offers himself for re-appointment at the ensuing Annual General Meeting. The Board recommends his re-appointment for the consideration of the Members of the Company at the ensuing Annual General Meeting.

### BOARD MEETINGS

During the year, Nine Meetings of Board of Directors were convened and held and details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

### AUDIT COMMITTEE

During the year, Seven Meetings of Audit Committee were convened and held and details of which are given in the Corporate Governance Report. Your directors ensures that Audit Committee meets regularly to review reports, including significant audit observations and follow-up actions thereon. During the year under review, there were no instances when the recommendations of the Audit Committee were not accepted by the Board.

### NOMINATION AND REMUNERATION COMMITTEE

During the year, One Meeting of Nomination and Remuneration Committee was convened and held and details of which are given in the Corporate Governance Report. Your directors ensures that the Company follows a Policy on Remuneration of Directors and Senior Management Employees. The main objective of the Nomination and Remuneration policy is to ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the Directors, KMP and Senior Management employees.

### STAKEHOLDERS' RELATIONSHIP COMMITTEE

During the year, One Meeting of Stakeholders' Relationship Committee was convened and held and details of which are given in the Corporate Governance Report. The role of the Committee is explained in detail in the Corporate Governance Report enclosed herewith. During the year, under review, Company has complied with all compliances as mandated by various government authorities and Company has not received any complaint from its Investor or shareholders or any individuals.

### RISK MANAGEMENT COMMITTEE

During the year, Two Meeting of Risk Management Committee was convened and held and details of which are given in the Corporate Governance Report. The Company has adopted a policy on risk management for assessment and minimization procedure of risk for periodical review by the Board.

### DECLARATION BY INDEPENDENT DIRECTORS AND STATEMENT ON COMPLIANCE OF CODE OF CONDUCT

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and SEBI LODR Regulations 2015. Further, The Independent Directors are not liable to retire by rotation.

The Board of Directors has adopted the Code of Conduct for the Independent directors of the Company and the compliance of the same is affirmed by them annually.

### SEPARATE MEETING OF INDEPENDENT DIRECTORS

Pursuant to Schedule IV of the Companies Act, 2013 and Regulation 25 of Listing Regulations, the Independent Directors met once during the year i.e. on February 09, 2024 without the presence of Non-Independent Directors, Executive Directors and management representatives.

The Independent Directors inter alia discussed the performance of the Board, Non-Independent Directors, Chairperson, the management of the Company, matters arising out of the Board and Committee meetings and assessed the quality, quantity and timeliness of flow of necessary information between the management and the Board, required for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the meeting. The Independent Directors expressed their satisfaction with reference to governance standards adopted by the Company and advised strategic road-map for overall functioning of Board processes and Company management.

### FAMILIARIZATION PROGRAMME

The familiarization programme aims to provide Independent Directors with the industry scenario, the socio-economic environment in which the Company operates, the business model, the operational and financial performance of the Company, significant developments so as to enable them to take well informed decisions in a timely manner. This programme also seeks to update the Directors on the roles, responsibilities, rights and duties under various Acts and other statutes. The details of familiarisation provided to the Directors of the Company are available on the Company's website <https://www.dcinfotech.com/investor-relationships/4>.

## BOARD EVALUATION

In compliance with the provisions of Section 134(3)(p) of the Act read with Rule 8(4) of the Companies (Accounts) Rules, 2014, the Board carried out annual evaluation of its own performance, that of its Committees and individual directors.

The performance of the Board and its committees and individual directors were evaluated by the Board after seeking inputs from all the Directors on the basis of criteria, such as composition and structure of the Board, quality of deliberations, effectiveness of the procedures adopted by the Board, participation of the Board and committee meetings and governance reviews etc.

As per Schedule IV to the Companies Act, 2013 a separate meeting of Independent Directors was held to be held to reviewed the performance of Non-Independent Directors, the Board as a whole, and the Chairman of the Company.

### Criteria for evaluation of Board as a whole

- i. The frequency of meetings;
- ii. The length of meetings;
- iii. The administration of meeting;
- iv. The number of committees (if any) and their roles ;
- v. The flow of information to board members and between board members;
- vi. The quality and quantity of information; and
- vii. The Disclosure of Information to the stakeholders.

### Criteria for evaluation of the Individual Directors

- i. Ability to contribute and monitor corporate governance practices;
- ii. Ability to contribute by introducing best practices to address top management issues;
- iii. Participation in long term strategic planning;
- iv. Commitment to the fulfilment of director obligations and fiduciary responsibilities;
- v. Guiding strategy;
- vi. Monitoring management performance and development;
- vii. Statutory compliance & corporate governance;
- viii. Attendance and contribution at Board /Committee (if any) meetings;
- ix. Time spent by each of the member; and
- x. Core competencies.

## CRITERIA OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS

The policy of the Company on Criteria of making payments to Non-executive Directors is uploaded on to the Company's website and the same is available at <http://dcinfotech.com/investor-relationships/1>.

## REMUNERATION OF DIRECTORS AND EMPLOYEES OF COMPANIES

The information required under Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report is appended as to the Board's report. In terms of first proviso to Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars as required pursuant to provisions of Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The said information is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing AGM. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard.

The Information Required under Section 197 of the Act read with rule 5(1) of The Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 A. Remuneration of each Director & Key Managerial Personnel, percentage of increase during the FY 2023-24, the ratio of the remuneration of each of the director to the median remuneration of the employees of the company for the financial year 2023-24 is marked as Annexure-A.

## DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in accordance with the provisions of Section 134(3) (c) and 134(5) of the Companies Act, 2013:

1. That in preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
2. That the directors had selected such accounting policies and applied consistently and made judgments and estimates that were reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year and the profits of the Company for the year under review;
3. That proper and sufficient care has been taken for the maintenance of adequate accounting records for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. That the annual accounts have been prepared on a 'going concern basis.'
5. That proper internal financial controls were in place and that such internal financial controls are adequate and were operating effectively.



6. That proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

### STATUTORY AUDITORS

M/s. DGMS & Co, Chartered Accountants (Registration No. 0112187W), were appointed as statutory auditors of the Company, for a period of 5 years, to hold office from the 1st Annual General Meeting until the conclusion of the 6th Annual General Meeting of the Company to be held for the financial year 2023-24. In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or reappoint an audit firm as statutory auditors for not more than 2 (two) terms of 5 (five) consecutive years. M/s. DGMS & Co, Chartered Accountants is eligible for reappointment for a further period of five years.

Based on the recommendations of the Audit Committee, the Board of Directors at their meeting held on August 13, 2024, approved the reappointment of M/s. DGMS & Co, as the Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years from conclusion of the 6th Annual General Meeting until the conclusion of the 11th Annual General Meeting of the Company. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

Considering the evaluation of the past performance, experience and expertise of M/s. DGMS & Co, and based on the recommendation of the Audit Committee, it is proposed to appoint M/s. DGMS & Co, as Statutory Auditors of the Company for a second term of five consecutive years till the conclusion of the 11th Annual General Meeting of the Company in terms of the aforesaid provisions.

The Company has obtained a certificate for their independence and eligibility for their appointment as Statutory Auditors, and the same are within the limits as specified in section 141 of the Companies Act, 2013.

The Auditors' Report for the financial year 2023-24 does not contain any qualification, reservation or adverse remark.

The Auditors' Report on the financial statements for the financial year 2023-24 is self-explanatory and do not call for any further explanation of the Board.

During the Period under review, no matter of actual or alleged fraud were reported by the auditor (Statutory Auditor, Secretarial Auditor) to the Board.

The Auditors' Report on the financial statements of the Company for the year ending March 31, 2024 is unmodified i.e. it does not contain any qualification, reservation or adverse remark. The Auditors' Report is enclosed with the financial statements forming part of the Annual Report.

### SECRETARIAL AUDITORS

In terms of the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company has appointed Mr. Dilip Gupta, Practicing Company Secretary (Membership No. 21727, COP No. 21634) as the Secretarial Auditors for conducting Secretarial Audit of your Company for the financial year ended March 31, 2024.

The Secretarial Auditors' Report does not contain any qualification, reservation or adverse mark and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Act.

The Company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and Annual General Meetings as notified under Section 118 of the Act.

### INTERNAL AUDIT AND INTERNAL FINANCIAL CONTROLS

The Company has in place well defined and adequate internal controls commensurate with the size of the Company and the same were operating effectively throughout the year. The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. Apart from in-house Internal Audit function, to strengthen and maintain transparency, the Company has also appointed M/s Gaurav Radia., Chartered Accountants, Mumbai, as Internal Auditors of the Company in accordance with Section 138 of the Companies Act, 2013, to examine the effectiveness of internal control system.

### MAINTAINENCE OF COST RECORDS

The Company is not required to maintain cost records pursuant to Section 148 of the Act read with Companies (Cost Records and Audit) Rules, 2014.

### CHANGE IN ACCOUNTING TREATMENT

There has been no change in the accounting policies during the period under review.

### PARTICULARS OF LOAN, GUARANTEE AND INVESTMENTS

There are no Loans given, Investments made and Guarantees given by the Company during the period under review.

## SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

Throughout the financial year, no noteworthy or substantial orders were issued by any regulatory authority, court, or tribunal that bear implications on the Company's operational continuity or its conduct.

## PREVENTION AND REDRESSAL OF SEXUAL HARASSMENT AT WORK PLACE

During the year, No Meeting of Internal Compliant Committee (under Sexual Harassment Policy) were held. The Company has a Policy on "Prevention of Sexual Harassment of Women at Work Place" and matters connected therewith or incidental thereto covering all the aspects as contained under the 'The Sexual Harassment of Women at Work Place (Prohibition, Prevention and Redressal) Act, 2013'. Your Directors state that during the year under review, no cases were filed pursuant to the Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013.

## VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has adopted a Whistle Blower Policy establishing vigil mechanism, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or other policies. The policy provides for adequate safeguards against victimization of employees who avail of mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

The policy of the Company on Vigil Mechanism / Whistle Blower is uploaded on to the Company's website and the same is available at <https://dcinfotech.com/investor-relationships/4>.

## PERFORMANCE EVALUATION

In compliance with the provisions of the Act and Regulation 17(10) of the SEBI Listing Regulations, the assessment of the performance of the Board, its committees, and individual Directors for the financial year 2023-24 was conducted internally.

To maintain a heightened level of confidentiality and facilitate a streamlined evaluation process, a structured questionnaire was employed. Each Board member completed the evaluation template, which encompassed aspects related to the efficacy and overall engagement of the Board and its Committees. Parameters included the composition of the entities, execution of specific responsibilities, adequacy and promptness of information flow, depth of discussions during meetings, independence in judgment,

decision-making, management actions, and more. The evaluation templates were formulated in line with the alterations introduced under the SEBI Listing Regulations. Directors were also invited to offer their invaluable insights and recommendations regarding the overall performance of the Board, its committees, and avenues for enhancement.

Additionally, the Independent Directors convened a meeting on February 09, 2024, exclusive of the participation of any other Director or Key Managerial Personnel, to review the performance evaluation of Non-Independent Directors and the entire Board of Directors, including the Chairman.

This review took into consideration the perspectives of both Executive and Non-Executive Directors.

The Independent Directors expressed contentment with the overall functioning of the Board, its assorted committees, and the performance of fellow Non-Executive and Executive Directors. They acknowledged the commendable leadership exhibited by the Chairman of the Board in upholding and adhering to the highest standards of corporate governance.

In sum, the Board conveyed its satisfaction with the assessment process, underscoring an elevated level of engagement between the Board, its committees, and the Management.

## HUMAN RESOURCES

### A. Employee Relations

We believe that success of Company depends on the talent and dedication of our employees and we strive to attract, hire, develop and retain outstanding employees. In view of this, we have laid down a comprehensive set of policies aiming at attracting, retaining and motivating employees. We believe significant benefits are realized from having a strong and seasoned management team with many years of experience in technology distribution and related industries. We consider relations with our employees to be good.

### B. Trade Relations

The Company maintained healthy, cordial and harmonious industrial relations at all levels. Despite severe competition, the enthusiasm and unstinting efforts of the employees have enabled the Company to remain at the forefront of the Industry.

This accord incorporates novel elements such as introducing wide range of products, nurturing healthy competition, giving pocket friendly credit cycles, timely clearance of dues, easy accessibility to product heads, etc. Your Company will continue in its endeavour to build and nurture strong links with trade allies, based on mutuality, respect and co-operation with each other and with consistent consumer interest.

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required under the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 is given hereunder:

### A. Conservation of energy

Your Company is primarily engaged in Trading activities and has not consumed energy of any significant level and hence no additional investment is required to be made for reduction of energy consumption. However, the Company will continue with its efforts to conserve the energy.

### B. Technology absorption

The Company's operations do not require significant absorption of technology.

### C. Foreign Exchange Earnings and Outgo

Particulars	2023-24	2022-23
	(in Rs. Lacs)	(in Rs. Lacs)
Foreign Exchange Earnings	985.28	448.00
Foreign Exchange Outgo	17,971.83	13,017.07

## OTHER POLICIES UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

In accordance with the provisions of Regulations 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company has formed policy for determination of materiality for disclosures of events or information. The same has been hosted on the website of the Company at the <https://www.dcinfotech.com/investor-relationships/4>.

## MATERIAL CHANGES AND COMMITMENTS

No material changes have taken place affecting the financial position of the Company from the date of closure of financial year till the date of signing of this report.

## DEPOSITS

Your Company has not accepted any deposit and as such no amount of principal and interest were outstanding as at the Balance Sheet date.

## EXTRACT OF THE ANNUAL RETURN

In terms of Section 92(3) and section 134(3)(a) of the Companies Act, 2013 read with Rule 12 of The Companies (Management and Administration) Rules, 2014, the Annual Return as on March 31, 2024 is available on the Company's website on [www.dcinfotech.com](http://www.dcinfotech.com)

## RELATED PARTY TRANSACTIONS

During the year, Company has made several related party transactions which were in the ordinary course of

business and on an "arm's length" basis. The particulars of contracts or arrangements entered into by the Company with related parties as referred in sub-section (1) of section 188 of the Companies Act, 2013, in prescribed Form No. AOC-2, is annexed herewith as Annexure-B to the Board's Report.

## MANAGEMENT DISCUSSION AND ANALYSIS

A Management Discussion and Analysis as required under the Regulation 34(2)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulation is annexed herewith as Annexure-C and forms part of the Boards' Report.

## SECRETARIAL AUDIT

The Secretarial Audit Report in form MR-3, for the financial year 2023-24, forms part of the Directors' Report as Annexure-D.

## CORPORATE GOVERNANCE

A separate report on Corporate Governance is provided together with the Certificate from the Practicing Company Secretary confirming compliance of conditions of Corporate Governance as stipulated under the SEBI Listing Regulations is separately annexed herewith as Annexure-E and forms part of this Annual Report.

## DISCLOSURES RELATING TO SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

The Company does not have any Subsidiary/Joint Ventures/Associate Companies.

## CORPORATE SOCIAL RESPONSIBILITY

Your Company has the policy of giving back to the society and has carried a host of CSR activities this year. In line with the requirement of Section 135 of the Companies Act, 2013, your Company having a Corporate Social Responsibility Committee. The details of Committee are provided in Corporate Governance Report.

During the year, the Company has spent Rs. 12,15,000/- on CSR activities as annexed herewith Annexure-F to this report.

## GREEN INITIATIVE

The Ministry of Corporate Affairs ('MCA') has taken a Green Initiative in Corporate Governance by permitting electronic mode for service of documents to members after considering relevant provisions of the Information Technology Act, 2000 and Act and Rules made thereunder.

Pursuant to provisions of Act, service of documents to Members can be made by electronic mode on the email address provided for the purpose of communication. If a member has not registered an email address, other permitted modes of service would continue to be applicable.



Your Company sincerely appreciates members who have contributed towards furtherance of Green Initiative. We further appeal to other Members to contribute towards furtherance of Green Initiative by opting for electronic communication.

Members who have not provided their email address will continue to receive communications, dissemination, notice(s), documents etc. via permitted mode of service of documents. Further, the members who request for physical copies, will be provided the same.

## OTHER DISCLOSURES

Your directors state that no disclosure or reporting is required in respect of the following items as there were no transactions for the same during the year under review:

- i. The details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year along with their status as on March 31, 2024.

- ii. The details of difference between the amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof.
- iii. No disclosure is required under Section 62(1)(b) of the Act in respect of Employee Stock Option Scheme as the provisions of the said section read with Rule made thereunder are not applicable.
- iv. No disclosure is required under Section 67(3)(c) of the Act in respect of voting rights not exercised directly by the employees of the Company as the provisions of the said section are not applicable.

## APPRECIATION

The Directors wish to place on record their sincere appreciation for the continued co-operation, guidance, support and assistance extended during the period under report by the bankers, suppliers and Government agencies. The Board of Directors wishes to express its appreciation for the valuable contribution made by the employees at all levels during the year under report.

**For and on behalf of Board of Directors**

**DC Infotech & Communication Limited**

Place: Mumbai

Date: 13<sup>th</sup> August, 2024

**Place: Mumbai**

**Registered Office:**

**DC Infotech and Communication Limited**

**Registered Office:**

**Unit No.2, Aristocrate, Lajya Compound, Mogra Road, Andheri (E),**

**Mumbai - 400069, Maharashtra, India**

**Telephone No. 022 28329000(Hunting),**

**Email: [info@dcinfotech.com](mailto:info@dcinfotech.com) website : [www.dcinfotech.com](http://www.dcinfotech.com)**

**Chetankumar Timbadia**

**Managing Director**

**DIN: 06731478**

**Devendra Sayani**

**Whole-Time Director**

**DIN: 06731484**



## Annexure-A

## Information as required under the Companies (Appointment and Remuneration of Managerial Personnel Rules), 2014

Sr. No.	Name of the employee	Designation of the employee	Remuneration Received	Nature of employment whether contractual or otherwise	Qualification and experience of the employee	Date of Commencement of employment	Age	Last employment held	The Percentage of Equity Shares held	Whether any such employee is a relative of any director or manager of the company and if so, name of the such Director or manager
1	Mr. Chetankumar Hasmukhlal Timbadia	Managing Director	60 Lacs	Contractual	BE - Computer	15th January, 2019	54	NA	22.15%	NA
2	Mr. Devendra Kishorkumar Sayani	Whole Time Director	60 Lacs	Contractual	BE - Electronics	15th January, 2019	55	NA	19.38%	Mr. Jayeshkumar Sayani

## Details of the ration of remuneration of each Director to the median employee's remuneration

Median Remuneration of the employees of the company for the financial year is Rs. 4,47,029

(i)	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	
Sr. No.	Name of the Director	Ratio of remuneration to the median remuneration of the employees
1	Mr. Chetankumar Hasmukhlal Timbadia	13.42
2	Mr. Devendra Kishorkumar Sayani	13.42
(ii)	The Percentage increase in remuneration of each Director, Company secretary, if any, in the financial year	
Sr. No.	Name of the Director	% Increase over last F.Y.
1	Mr. Chetankumar Hasmukhlal Timbadia	Nil
2	Mr. Devendra Kishorkumar Sayani	Nil
(iii)	The Percentage increase in the median remuneration of employees in the financial year	40.43%
(iv)	The number of Permanent employees on the rolls of the Company	94
(VIII)	Average Percentile Increase already made in the salaries of employee other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification there of and point out if there are any exceptional circumstances for increase in the managerial remuneration	Not Applicable

We hereby confirm that the remuneration is as per the Companies Act, 2013 and policy adopted by the Company

## Annexure-B

Form No. AOC-2

As on the financial year ended on 31st March, 2024

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/ arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 the Companies Act, 2013, including arms' length transactions under third proviso thereto:

## 1. Details of material contracts or arrangement or transactions NOT at arm's length basis:

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements / transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts / arrangements / transactions	Date(s) of approval by the Board	Amount paid as advances	Date on which special resolution was passed in General meeting
1	NIL	NA	NA	NA	NA	NA	NA	NA

## 2. Details of material contracts or arrangements or transactions at arm's length basis:

Sr. No.	Name of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of contracts / arrangements / transactions	Salient features of contracts / arrangements / transactions, including value, if any	Date(s) of approval by the Board / Audit Committee	Amount paid as advances, if any
1.	Mr. Chetankumar Hasmukhlal Timbadia Managing Director)	Remuneration Paid	On such Terms and Conditions and amount as may be decided by the Board of Directors	Rs. 60 Lacs	01/02/2019	NA
2.	Mr. Devendra Kishorkumar Sayani	Remuneration Paid	On such Terms and Conditions and amount as may be decided by the Board of Directors	Rs. 60 Lacs	01/02/2019	NA
3.	DC Systems (Entity over which Key Managerial Persons have significant influence / control)	Purchases  Sales  Incentive Paid	On such Terms and Conditions and amount as may be decided by the Board of Directors	Rs. 38.52 Lacs  Rs. 1,544.03 Lacs  Rs. 15 Lacs	08/05/2023  08/05/2023  08/05/2023	NA
4	Mr. Yash Devendra Sayani	Remuneration Paid	On such Terms and Conditions and amount as may be decided by the Board of Directors	Rs. 23.54 Lacs	08/05/2023	NA
5	Mr. Devansh Kamleshkumar Sayani	Remuneration Paid	On such Terms and Conditions and amount as may be decided by the Board of Directors	Rs. 23.54 Lacs	08/05/2023	NA
6	Mr. Dharmik Chetankumar Timbadia	Remuneration Paid	On such Terms and Conditions and amount as may be decided by the Board of Directors	Rs. 25.09 Lacs	08/05/2023	NA
7	Mr. Dhairya Chetankumar Timbadia	Remuneration Paid	On such Terms and Conditions and amount as may be decided by the Board of Directors	Rs. 27.56 Lacs	08/05/2023	NA

For and on behalf of Board of Directors

DC Infotech &amp; Communication Limited

ChetankumarTimbadia  
Managing Director  
DIN: 06731478

DevendraSayani  
Whole-TimeDirector  
DIN: 06731484

## Annexure-C

# MANAGEMENT DISCUSSION AND ANALYSIS

### *Forward looking statement*

*Statements in this Management Discussion and Analysis of Financial Condition and Results of Operations of the Company describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable securities laws and regulations. Forward looking statements are based on certain assumptions and expectations of future events.*

*The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company assumes no responsibility to publicly amend, modify or revise forward looking statements, on the basis of any subsequent developments, information or events. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include changes in government regulations, tax laws, economic developments within the country and such other factors globally.*

*The financial statements are prepared under historical cost convention, on accrual basis of accounting, and in accordance with the provisions of the Companies Act, 2013 (the Act) and comply with the Indian Accounting Standards as pronounced by the Institute of Chartered Accountants of India (ICAI) from time to time. The Management of DC Infotech & Communication Limited has used estimates and judgments relating to the financial statements on a prudent and reasonable basis, in order that the financial statements, reflect in a true and fair manner, the state of affairs and profit for the year.*

*The following discussions on our financial condition and result of operations should be read together with our audited financial statements and the notes to these statements included in the annual report. Unless otherwise specified or the context otherwise requires, all references herein to "we", "us", "our", "the Company", "DC Info" are to "DC Infotech & Communication Limited".*

## ECONOMIC OVERVIEW

### Global & India Scenario

According to the World Bank's latest Global Economic Prospects report, Global growth is projected to slow for the third year in a row, from 2.6% in 2023 to 2.4% in 2024. This marks a decrease of nearly three-quarters of a percentage point compared to the average growth rate of the year 2010.

Developing economies are expected to experience growth of only 3.9% in 2024, which is more than one percentage point lower than the average growth of the previous decade. Low-income countries are projected to achieve a growth rate of 5.5%, which is weaker than previously

anticipated. Advanced economies are anticipated to slow down to a growth rate of 1.2% in 2024, down from 1.5% in 2023.

Important risks to consider include the persistence of inflation, escalating geopolitical tensions, and the possibility of additional trade restrictions, all of which could contribute to an increase in goods inflation. Despite these risks, the global economy has demonstrated resilience, with growth expected to remain stable at 3.2% in both 2024 and 2025, accompanied by a decrease in inflation.

Looking forward to 2025, the global economy is anticipated to continue its recovery, at a gradual pace. It's expected that the focus will be on controlling inflation, enhancing trade, and putting structural reforms into place to promote more steady and inclusive economic growth.

Source: <https://www.worldbank.org/en/news/press-release/2024/01/09/global-economic-prospects-january-2024-press-release>

Source: <https://www.imf.org/en/Blogs/Articles/2024/04/16/global-economy-remains-resilient-despite-uneven-growth-challenges-ahead>

Source: <https://www.imf.org/en/Publications/WEO/Issues/2024/04/16/world-economic-outlook-april-2024>

Source: <https://www.imf.org/en/Publications/WEO/Issues/2024/01/30/world-economic-outlook-update-january-2024>

## Business and Commerce

India has seen a surge in smartphone and internet usage in recent years. Driven by the "Digital India" Program, the number of internet connections climbed dramatically to 830 million in 2021. Approximately 55% of all internet connections were made in metropolitan areas, and 97% of those connections were wireless. The number of smartphones has also grown dramatically, and by 2026, 1 billion are predicted to be in use. India's digital economy has benefited from this, and by 2030, it is projected to grow to \$1 trillion USD.

With a 33% compound annual growth rate, the Indian e-commerce market is projected to reach US\$ 26.93 billion in 2027 from US\$ 3.95 billion in FY21. India's consumer digital economy is predicted to increase from US\$ 537.5 billion in 2020 to US\$ 1 trillion by 2030, primarily due to the country's high e-commerce and edtech adoption. By 2025, Grant Thornton projects that India's e-commerce would have a valuation of US\$ 188 billion.

The Indian government has launched a number of programs since 2014. These include the Digital India, Made in India, Start-up India, Skill India, and Innovation Fund programs. E-commerce is expected to increase in India as a result of initiatives under the Digital India movement, such as the call for startups to register at GeM, the increase in the maximum amount of foreign direct investment allowed in e-commerce marketplace models, the Open Network for Digital Commerce (ONDC) to systematize the onboarding process of retailers on e-commerce platforms, and significant investment in the rollout of fiber networks for 5G.

Source: <https://www.ibef.org/industry/ecommerce>



# Annexure-D

Form No. MR-3

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

## SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

To,

**The Members,**

**DC INFOTECH & COMMUNICATION LIMITED**

Mumbai, Maharashtra.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by DC INFOTECH & COMMUNICATION LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing my opinion thereon.

Based on my verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and the information provided by the Company, its officers, agents, authorized representatives and the explanations and clarifications given to me and representations made by Management during the conduct of secretarial audit, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended on March 31, 2024, 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 and made available to me and according to the applicable provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
  - a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; During the year Company has raised funds through Preferential Allotment and has issued and allotted 7,85,186 and 2,14,814 Equity shares of Rs. 10/- each with Premium of Rs. 44/- each in the Board meeting held on 17th January 2024 and 18th January 2024 respectively. Further, the Company has also issued 30,00,000 Fully Convertible Warrants of Rs. 10/- each with Premium of Rs. 44/- each on Preferential basis in the Board meeting held on 17th January 2024.
  - b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - d. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; During the year under review, the Company has not brought back any of its Securities.
  - e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - f. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
  - g. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
  - h. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - i. Securities and Exchange Board of India (Depository Participant) Regulations, 2018;
  - j. and other circulars/ guidelines issued and applicable to the company thereunder;
- v. Other laws as may be applicable specifically to the company as identified by the management, that is to say:
  - a. The Shop and Establishment Act, 1948
  - b. The Code on Wages, 2019
  - c. The Customs Act, 1962
  - d. Employees' Provident Fund & Miscellaneous Provisions Act, 1952,
  - e. Maternity Benefit Act, 1961,
  - f. Payment of Bonus Act, 1956,
  - g. Payment of Gratuity Act, 1972

I have also examined the compliance with the applicable clause of the following;

- a. Secretarial Standards issued by the Institute of Company Secretaries of India.
- b. The Listing Agreements entered into by Company with National Stock Exchange (NSE) of India Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

I further report that, the compliance by the Company of applicable financial laws such as Direct and Indirect Tax Laws and maintenance of financial records and books of accounts have not been reviewed in this Audit since the same have been subject to review by the statutory financial auditors, tax auditors, and other designated professionals.

**I Further Report that:** The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the period under review.

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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that based on the information provided and the representation made by the Company and also on the review of the compliance certificates / reports taken on record by the Board of Directors of the Company, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that, during the audit period the Company has no events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above viz.

**CS Dilip Gupta**  
Practising Company Secretary

Date: 13/08/2024  
Place: Mumbai  
ACS No - 21727  
C.P. No.: 21634  
UDIN: A021727F000963767

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

## Annexure-I to the Secretarial Audit Report

To,  
The Members,  
DC INFOTECH & COMMUNICATION LIMITED  
Mumbai, Maharashtra.

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

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

**CS Dilip Gupta**  
**Practising Company Secretary**

Date: 13/08/2024  
Place: Mumbai  
ACS No - 21727  
C.P. No.: 21634  
UDIN: A021727F000963767

## Annexure-E

### REPORT ON CORPORATE GOVERNANCE

In compliance with Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended, the Company submits the Corporate Governance Report for the financial year ended March 31, 2024.

#### 1. CORPORATE GOVERNANCE – PHILOSOPHY

The Company's philosophy on Corporate Governance aims at management of Company's activities in accordance with policies that are value-accretive for all stakeholders, upholding core values of transparency, professionalism, accountability, honesty and integrity in its functioning and conduct of business in due compliance of laws and regulations and attaining highest standard of business ethics and commitment to transparency in business dealings, essential for long term success. It is directed in such a way that it functions effectively keeping in view interest of customers, employees and retaining confidence of all the stakeholders. It adheres to its code of conduct formulated which serve as a guide to each employee on standards, values, ethics and principles.

The Company's business strategies are guided by its philosophy on Corporate Governance which ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large. Through this robust Corporate Governance mechanism that interlinks values, ethics and positive culture, the Company aims to achieve long-term sustainability.

#### 2. BOARD OF DIRECTORS

The Board of Directors along with its committees possess varied skills and expertise and have diverse background which enables them to provide requisite leadership and guidance to the Company's senior management team and also direct, supervise and closely monitor the performance of the Company.

The Company's policy is to have an appropriate mix of Executive, Non-Executive & Independent Directors. As on 31st March, 2024, the Board comprised of 6 Directors with One Whole Time Director, One Managing Director, Three Non-Executive Independent Directors (including two Woman Director) and One Non-Executive Director. The composition of the Board is in conformity with the provisions of the Act and Regulation 17 of the Listing Regulations.

The number of Directorships held by Executive, Non-Executive and Independent Directors are within the permissible limits under Listing Regulations and Companies Act, 2013. The Directors have provided necessary disclosures regarding change in committee positions, if any, during the year. Further, none of the Directors on the Company's Board is a member of more than 10 (ten) committees and chairperson of more than 5 (five) committees across all public limited companies during the year.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 (the Act) and Regulation 16(1)(b) and 25(8) of the LODR Regulations.

In the opinion of the Board, the Independent Directors fulfil the conditions specified in these regulations and are independent of the management.

The Independent Directors are entitled to sitting fees for every meeting of the Board or Committee thereof attended by them. Details of Independent Directors' familiarization program are part of the Directors' Report.

There are no inter-se relationships between the Directors of the Company except Mr. Devendra Kishorkumar Sayani, Whole-Time Director and Mr. Jayeshkumar Kishorekumar Sayani, Non-Executive Director relatives being brothers.

The Company has in place a succession plan for the Board of Directors and Senior Management of the Company.

The composition of the Board during the financial year ended 31st March, 2024 is as under: -

Sr No	Name of Director	Designation	Date of Appointment	DIN
1	Mr. Chetankumar Hasmukhlal Timbadia	Managing Director	15/01/2019	06731478
2	Mr. Devendra Kishorkumar Sayani	Whole-time Director	15/01/2019	06731484
3	Mr. Jayeshkumar Kishorekumar Sayani	Director	15/01/2019	08332277
4	Ms. Sneha Atul Chotai	Independent Director	30/05/2019	08456107
5	Mrs. Lipee Rajesh Rajani	Independent Director	29/07/2019	08521484
6	Mr. Chandrashekar Maruti Gaonkar	Independent Director	27/06/2022	00002016

Details of Equity shares and Warrant of the Company held by the Directors as on March 31, 2024 are given below:

Sr No	Name of Director	Designation	No of Equity Shares held	No of warrant held
1	Mr. Chetankumar Hasmukhlal Timbadia	Managing Director	28,80,000	5,00,000
2	Mr. Devendra Kishorkumar Sayani	Whole-time Director	25,20,000	1,80,000
3	Mr. Jayeshkumar Kishorekumar Sayani	Director	3,60,000	-
4	Ms. Sneha Atul Chotai	Independent Director	-	-
5	Mrs. Lipee Rajesh Rajani	Independent Director	-	-
6	Mr. Chandrashekar Maruti Gaonkar	Independent Director	-	-

## BOARD MEETINGS AND BOARD PROCEDURES

During the year under review, the Board of Directors of the Company met 09 (Nine) times on 08-05-2023, 11-08-2023, 01-09-2023, 08-11-2023, 20-11-2023, 17-01-2024, 18-01-2024, 20-01-2024 and 09-02-2024 and the gap between two consecutive Board Meetings did not exceed one hundred and twenty days as mentioned under Section 173(1) of the Companies Act, 2013 ("the Act") and Regulation 17(2) of the Listing Regulations and the Secretarial Standards issued by the Institute of Company Secretaries of India.

The necessary quorum was present for all the meetings. The details of meetings held and attendance of directors are given in the following table. Agenda papers along with explanatory notes were circulated to the Directors well in advance of the meeting. The senior management personnel were invited to participate in matters of interest, importance and relevance. The Board has access to any information within your Company and every effort is made to ensure that the information is adequate and appropriate to enable the Board to take considered decisions on issues.

Your Company has placed all relevant information before the Board as mandated under Listing Regulations.

Sr. No.	Name of Director	Category of Director	No of Board Meetings Held	No of Board Meetings Attended	Attendance at last AGM	No. of other company Directorships	No. of Committee Membership	No. of Committee Chairmanship
1.	Mr. Chetankumar Hasmukhlal Timbadia	Managing Director	9	9	Yes	-	-	-
2.	Mr. Devendra Kishorkumar Sayani	Whole-time Director	9	9	Yes	-	-	-
3.	Mr. Jayeshkumar Kishorekumar Sayani	Non-Executive Director	9	9	Yes	-	-	-
4.	Ms. Sneha Pratik Satyuga	Independent Director	9	9	Yes	-	-	-
5.	Ms. Lipee Varun Vasani	Independent Director	9	9	Yes	-	-	-
6	Mr. Chandrashekar Maruti Gaonkar	Independent Director	9	9	Yes	1	-	-

### Notes:

1. Other Company Directorship includes directorship in all entities whose securities are listed, public limited companies (whether listed or not) and excludes private limited companies, foreign companies and Section 8 companies.
2. The Committee Chairmanships/Memberships are disclosed as per Regulation 26 of the Listing Regulations.

## INDEPENDENT DIRECTORS

### Independence of Directors

The Company has received a declaration from the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the Listing Regulations and amendments thereto. In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have also confirmed that they are not aware of any circumstances or situations which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

In the opinion of the Board, the Independent Directors fulfil the conditions of independence specified in the Companies Act, 2013 and the Listing Regulations and are independent of the Management. Further, the Independent Directors have in terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended, confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs ('IICA'). Except Mr. Chandrashekar Maruti Gaonkar who is exempted for the online proficiency self-assessment test conducted by IICA.

### Meeting of Independent Directors

Pursuant to Schedule IV of the Companies Act, 2013 and Regulation 25 of Listing Regulations, the Independent Directors met once during the year i.e. on February 09, 2024 without the presence of Non-Independent Directors, Executive Directors and management representatives.

The Independent Directors inter alia discussed the performance of the Board, Non-Independent Directors, Chairperson, the management of the Company, matters arising out of the Board and Committee meetings and assessed the quality, quantity and timeliness of flow of



necessary information between the management and the Board, required for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the meeting. The Independent Directors expressed their satisfaction with reference to governance standards adopted by the Company and advised strategic road-map for overall functioning of Board processes and Company management.

#### Terms and Conditions of appointment of Independent Directors

All the Independent Directors of the Company have been appointed as per the provisions of the Act and the Listing Regulations. Formal letters of appointment were issued to the above Independent Directors. As required by Regulation 46 of the Listing Regulations, the terms and conditions of their appointment have been disclosed on the website of the Company at <http://dcinfotech.com>.

#### Familiarisation Programme

The familiarization programme aims to provide Independent Directors with the industry scenario, the socio-economic environment in which the Company operates, the business model, the operational and financial performance of the Company, significant developments so as to enable them to take well informed decisions in a timely manner. This programme also seeks to update the Directors on the roles, responsibilities, rights and duties under various Acts and other statutes. The details of familiarisation provided to the Directors of the Company are available on the Company's website <https://www.dcinfotech.com/investor-relationships/4>.

#### Skill of Board of Directors:

The Board comprises of the qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its Committees. The table below summarizes the key qualifications, skills and attributes which are taken into consideration while nominating Directors on the Board:

Leadership	Ability to inspire, motivate and offer direction and leadership to others and represent the Company before internal and external stakeholders
Management	Knowledge or expertise or understanding of sound management and business principles or experience of working in senior management position of any organization
Financial expertise	An understanding of financial statements and the accounting principles used by the Company to prepare its financial statements; including the ability to assess the general application of such accounting principles in connection with the accounting for the Company
Governance	Commitment to the highest standards of governance, including experience with a major organisation on governance practices along with clear understanding of roles and responsibilities of Board of a Company and responsibilities as Director
Strategy Development and Implementation	Experience in developing and implementing business strategies or ability to give strategic insights to key business objectives.
Knowledge of B2B Operations and industry	Understanding of the working of B2B including but not limited to areas like challenges, opportunities, business models, revenue streams, business processes & practices etc
Information Technology	Knowledge and experience in the strategic use of information management and information technology to provide unique business solutions
Risk Management	Experience in enterprise risk management in the relevant industry, and understanding of the Boards, role in the oversight of risk management principles
Human Resource	Experience in developing strategies or handling matter like development of talent and retention, succession planning and driving change and long term.

In the table below, specific areas of focus or expertise of individual Board Members have been highlighted. However, the absence of the mark against a members' name does not necessarily mean the member does not possess the corresponding skill or qualification:

Name of Director	Area of Expertise								
	Leadership	Management	Financial Expertise	Governance	Strategy Development and Implementation	Knowledge of B2B operations and industry	Information Technology	Risk Management	Human Resource
Mr. Chetankumar Hasmukhlal Timbadia	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Devendra Kishorkumar Sayani	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Jayeshkumar Kishorekumar Sayani	✓	✓	✓	✓	✓	✓	✓	✓	
Ms. Sneha Pratik Satyuga	✓	✓	✓	✓	✓	✓	✓	✓	
Mrs. Lipee Varun Vasani	✓	✓	✓	✓	✓	✓	✓	✓	
Mr. Chandrashekhar Maruti Gaonkar	✓	✓	✓	✓	✓	✓	✓	✓	✓

## Committees of the Board of Directors

The Board currently has the following 5 (five) Committees: 1) Audit Committee, 2) Nomination and Remuneration Committee, 3) Stakeholders' Relationship Committee, 4) Risk Management Committee and 5) Corporate Social Responsibility Committee.

The terms of reference of the Board Committees are in compliance with the provisions of the Companies Act, 2013, the Listing Regulations and are also decided by the Board from time to time. The Board is responsible for constituting, assigning and appointing the members of the Committees. Based on the recommendation, suggestions and observations of the Committee, the Board of Directors take an informed decision.

The brief description of terms of reference of the Committees, the composition of the Committees including the number of meetings held during the financial year and the related attendance are provided below:

### 3. AUDIT COMMITTEE

The Audit Committee of the Company at the Board level, inter alia, provides assurance to the Board on the adequacy of the internal control system. The Committee periodically reviews financial reporting process and financial results, statement and disclosures, generally accepted accounting principles and on measures taken in safeguarding of assets of the Company, internal audit reports and internal control systems and procedures. The Committee discusses with Internal Auditors, Statutory Auditors scope of findings of audit, audit qualifications, if any, related party transactions and appraises Board on the above.

The terms of reference of the Audit Committee cover all areas specified, thereby meeting the requirements of the Section 177 of the Companies Act, 2013 and also in line with Regulation 18 of the Listing Regulations and other terms as may be referred by Board of Directors.

The Audit Committee comprised of three members. During the year under review, all members including the Chairman of the Committee are non-Executive and two-third members were independent. The Members of the Audit Committee are financially literate. The Statutory Auditor, Internal Auditor and Chief Financial Officer of the Company are the Invitees to all Audit Committee Meetings. The Company Secretary and Compliance Officer who is Secretary to the Audit Committee. Minutes of the Audit Committee are circulated to all Directors and discussed at the Board Meetings.

The Audit Committee met 7 (Seven) times during the year on 08-05-2023, 11-08-2023, 01-09-2023, 08-11-2023, 20-11-2023, 20-01-2024 and 09-02-2024. The requisite quorum was present at all the Meetings. The composition of the Audit Committee and the details of meetings are as follows: -

Sr No	Names	Designation	Status	No of Meetings attended	
				Held	Attended
1	Ms. Lipee Varun Vasani	Chairman	Independent Director	7	7
2	Ms. Sneha Pratik Satyuga	Member	Independent Director	7	7
3	Mr. Chandrashekhar Gaonkar	Member	Independent Director	7	7

**Terms of reference of the Audit Committee, inter-alia, are as under:**

- a. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b. Recommendation for appointment, re-appointment and replacement, remuneration and terms of appointment of auditors of the Company;
- c. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- d. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - ii. Changes, if any, in accounting policies and practices and reasons for the same;
  - iii. Major accounting entries involving estimates based on the exercise of judgment by management;
  - iv. Significant adjustments made in the financial statements arising out of audit findings;
  - v. Compliance with listing and other legal requirements relating to financial statements;
  - vi. Disclosure of any related party transactions; and
  - vii. Modified opinion(s) in the draft audit report.
- e. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;

- f. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- g. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- h. Approval or any subsequent modification of transactions of the Company with related parties;
- i. Scrutiny of inter-corporate loans and investments;
- j. Valuation of undertakings or assets of the Company, wherever it is necessary;
- k. Evaluation of internal financial controls and risk management systems;
- l. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- m. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- n. Discussion with internal auditors of any significant findings and follow up there on;
- o. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- p. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- q. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- r. To review the functioning of the whistle blower mechanism;
- s. Approval of appointment of Chief Financial Officer (i.e. the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience, and background, etc. of the candidate;
- t. Consider and comment on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
- u. Carrying out any other terms of reference as may be decided by the Board or specified/ provided under the Companies Act, 2013 or the SEBI Listing Regulations or by any other regulatory authority; and
- v. Review of (1) management discussion and analysis of financial condition and results of operations; (2) management letters / letters of internal control weaknesses issued by the statutory auditors; (3) internal audit reports relating to internal control weaknesses; (4) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; (5) statement of deviations including (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations; (b) annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations.
- w. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- x. Review the compliance of the provision of Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and verify that the systems for internal controls are adequate and operating sufficiently and forward the said report with the comments / observations to the Board of Directors of the Company.

#### 4. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee met One times during the year on 11-08-2023. The requisite quorum was present at the Meeting. The terms of reference of the Committee are in line with the provisions of Sections 178 of the Companies Act, 2013, Regulation 19 of the Listing Regulations and other terms as may be referred by Board of Directors.

Pursuant to the provisions of Section 178 of the Companies Act, 2013, the Committee has formulated a Policy on the appointment of person as Director and evaluation of Directors & Senior Management Personnel (SMP).

The Nomination and Remuneration Policy as prescribed under the Companies Act, 2013 has been adopted by the Board. The Board has formulated criteria for evaluation of Independent Director which includes qualification, positive attributes and independence of Directors, this forms a part of the Remuneration Policy.

The composition of the Nomination and Remuneration Committee and the details of meetings are as follows: -

Sr No	Names	Designation	Status	No of Meetings attended	
				Held	Attended
1	Ms. Sneha Pratik Satyuga	Chairman	Independent Director	1	
2	Ms. Lipee Varun Vasani	Member	Independent Director	1	1
3	Mr. Jayeshkumar Sayani	Member	Non-Executive Director	1	1

The policy of the Company on Director's appointment and remuneration is uploaded on to the Company's website and the same is available at <http://dcinfotech.com/investor-relationships/1>.

**Terms of reference of the Nomination and Remuneration Committee, inter-alia, are as under:**

- Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of Directors, Key Managerial Personnel and other employees;
- Evaluate the balance of skills, knowledge and experience on the Board and thereafter, at the time of appointment of an Independent Director, prepare a description of the role and capabilities required of an Independent Director.
- Formulate the criteria for evaluation of performance of Independent Directors and the Board of Directors;
- Identify persons who are qualified to become Directors and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy;
- Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel;
- Devise a Policy on diversity of Board of Directors;
- Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors; and
- Recommend to Board, all remuneration including annual increment.

## 5. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Company has formed "Stakeholders' Relationship Committee" on under the Chairmanship of a Non-Executive Director to specifically look into shareholders' issues including but not limited to share transfer, transmission, and issue of duplicate certificates and redressing of shareholder complaints like non receipt of balance sheet, etc.

Mr. Bhavesh Singh, Compliance Officer and Company Secretary of the Company is the Secretary to the Committee.

The Stakeholders' Relationship Committee met once during the year on 11-08-2023. The requisite quorum was present at all the Meetings. The composition of the Stakeholders' Relationship Committee and the details of meetings are as follows: -

Sr No	Names	Designation	Status	No of Meetings attended	
				Held	Attended
1	Ms. Sneha Pratik Satyuga	Chairman	Independent Director	1	1
2	Ms. Lipee Varun Vasani	Member	Independent Director	1	1
3	Mr. Devendra Sayani	Member	Whole Time Director	1	1

**Terms of reference of the Stakeholders' Relationship Committee, inter-alia, are as follows:**

- Resolve the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- Such other matters as may from time to time be required by any statutory or other regulatory requirements to be attended to by such Committee.

### Investor Complaints

The status of investor complaints as on March 31, 2024 as reported under Regulation 13(3) of the Listing Regulations is as under:

Particulars	Information
No. of Complaints received so far	Nil
No. of complaints resolved	N.A. (Since No complaints were received)
No. of complaints not resolved to the satisfaction of shareholders;	N.A. (Since No complaints were received)
No. of pending complaints	N.A. (Since No complaints were received)



## 6. RISK MANAGEMENT COMMITTEE

The Risk Management Committee met Two times during the year on 11-08-2023 and 17-01-2024. The requisite quorum was present at the Meeting. The terms of reference of the Committee are in line with the Regulation 21 of the Listing Regulations and other terms as may be referred by Board of Directors.

Pursuant to the requirement of Corporate Governance, the Board of Directors of the Company has adopted a policy on risk management for assessment and minimization procedure of risk for periodical review by the Board. The Risk Management Policy is available on Company's website.

The composition of the Risk Management Committee and the details of meetings are as follows: -

Sr No	Names	Designation	Status	No of Meetings attended	
				Held	Attended
1	Mr. Devendra Sayani	Chairman	Whole Time Director	2	2
2	Mr. Chetankumar Timbadia	Member	Managing Director	2	2
3	Ms. Sneha Pratik Satyuga	Member	Independent Director	2	2

Terms of reference of the Risk Management Committee are as follows:

- To formulate a detailed risk management policy;
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- Appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.
- Review the Company's risk appetite and strategy relating to key risks, including market risk, cyber security risk, product risk and reputational risk, amongst others as well as the guidelines, policies and processes for monitoring and mitigating such risks;
- Review and analyse risk exposure related to specific issues and provide oversight of risk across organisation;

## 7. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility ('CSR') Committee of the Board is constituted in accordance with the provisions of Section 135 of the Act. The CSR Committee has been entrusted with the specific responsibility of reviewing corporate social responsibility programmes. The scope of the CSR Committee also includes approving the budget of CSR activities, reviewing the CSR programmes, formulation of annual action plan and monitoring the CSR spends.

The CSR policy of the Company is displayed on the website of the Company at <https://www.dcinfortech.com/investor-relationships/4>.

The annual report on CSR activities undertaken by the Company during the year under review, along with the amount spent forms part of the Board's Report as an Annexure-F.

During the year under review, 2 (Two) Meetings of the CSR Committee were held on 11-08-2023 and 09-02-2024. Necessary quorum was present for all the Meetings of the Committee.

The composition of CSR Committee and the attendance of members at the above meetings were as follows:

Sr No	Names	Designation	Status	No of Meetings attended	
				Held	Attended
1	Ms. Lipee Varun Vasani	Chairman	Independent Director	2	2
2	Mr. Chetankumar Timbadia	Member	Managing Director	2	2
3	Mr. Jayeshkumar Sayani	Member	Non-Executive Director	2	2

Terms of reference of the CSR Committee, inter-alia, are as follows:

- Formulate and recommend to the Board the CSR policy containing guiding principles for selection, implementation and monitoring of CSR activities as specified under Schedule VII to the Act and in line with the larger CSR vision of the organization;
- Recommend the amount to be spent on CSR activities, ensure the amount is spent and utilized effectively and review reports on performance of CSR;

- c. Review and monitor the Company's CSR policy and activities of the Company on behalf of the Board to ensure that the Company is in compliance with appropriate laws and legislations;
- d. Formulate and recommend to the Board (including any revisions thereto), an annual action plan in pursuance of the CSR policy and have an oversight over its implementation;
- e. Review the impact assessment, if any, carried out for the projects of the Company as per the requirements of the law.

## 8. SENIOR MANAGEMENT

The Company has designated employees as 'senior management' based on the definition provided under the SEBI (LODR) Regulations. During the previous financial year and as on the date of this report, there has been no change in the senior management of the Company.

The employees comprising of Senior Management are as under:

Sr No.	Name of the Senior Management	Designation
1	Mr. Bhavesh Singh	Company Secretary and Compliance Officer
2	Mr. Piyush Shah	Chief Financial Officer

## 9. REMUNERATION TO DIRECTORS

### REMUNERATION TO THE EXECUTIVE DIRECTORS AND KMP

Following are the details of Remuneration paid to Executive Directors and KMP of the Company during Financial year ended at 31st March, 2024.

Sr. No.	Name of Director / KMP	Designation	Education Qualification	Gross Remuneration Paid per annum for FY 2023-24 (Rs. in lacs)
1.	Mr. Chetankumar Hasmukhlal Timbadia	Managing Director	Computer Engineer (B.E)	60.00
2.	Mr. Devendra Kishorkumar Sayani	Whole-time Director	Electronic Engineer	60.00
3.	Mr. Piyush Shah	Chief Financial Officer	B. Com, CA	14.09
4.	Mr. Bhavesh Singh	Company Secretary and Compliance Officer	CS, B.Com	1.84
<b>TOTAL</b>				<b>135.93</b>

The performance criteria of the Directors have been laid down by the Nomination and Remuneration Committee in accordance with the Nomination and Remuneration Policy of the Company.

For the year under review, the Company does not have a scheme for grant of stock options nor has it issued any stock options to any of the Directors, senior management personnel or employees of the Company.

### REMUNERATION TO NON-EXECUTIVE INDEPENDENT DIRECTORS

The non-executive Directors are entitled to sitting fees for attending the meetings of the Board of Directors and Committees thereof. Sitting fees paid to non-executive Directors are within the prescribed limits under the Companies Act, 2013 and as determined by the Board of Directors from time to time. The criteria for making payments to Non-Executive Directors is placed on the website of the Company at <http://dcinfotech.com>.

The company has no pecuniary relationship or transactions with its Non-Executive Directors, other than payment of sitting fees for attending meetings of the Board or Committee thereof.

As per Company's policy as approved by Nomination and Remuneration Committee and Board of Directors, each director shall be paid for attending Board Meeting and Committee Meeting.

As per Company's policy as approved by Nomination and Remuneration Committee and Board of Directors, each director shall be paid sitting fees for attending Board Meetings and Committee Meetings.

For the year under review, the Company does not have a scheme for grant of stock options nor has it issued any stock options to any of the Directors, senior management personnel or employees of the Company.

## 10. General body meetings:

- a) Annual General Meeting

The details of Annual General Meetings convened during the last three years are as follows:

Financial Year	AGM	Date and Time	Venue	Special Resolution(s)
2023	AGM	Thursday, 28 <sup>th</sup> September 2023 at 11.00 AM.	Unit No.13, Aristocrate, Lajya Compound, Mogra Road, Andheri (E), Mumbai - 400069, Maharashtra, India	Following Special Resolution passed:- 1. Increase in borrowing limits from Rs. 100 Crores to Rs. 300 Crores 2. Creation of Charges on the movable and immovable properties of the Company,
2022	AGM	Friday, 30 <sup>th</sup> September 2022 at 12.00 Noon.	Unit No.13, Aristocrate, Lajya Compound, Mogra Road, Andheri (E), Mumbai - 400069, Maharashtra, India	Following Special Resolution passed:- 1. To Regularize Appointment of Mr. Chandrashekar Maruti Gaonkar (DIN 00002016)
2021	AGM	Thursday, 30 <sup>th</sup> September 2021 at 12:00 Noon	Unit No.13, Aristocrate, Lajya Compound, Mogra Road, Andheri (E), Mumbai - 400069, Maharashtra, India	Following Ordinary Resolution passed:- 1. Increase in the Authorized Share Capital 2. Alteration of Capital Clause V of Memorandum of Association

b) No Extra Ordinary General Meetings were held during the period under review.

c) Postal Ballot

(i) Details of special resolution passed through postal ballot:

- Increase in Authorised Share Capital.
- Alteration in Article 7 of the Articles of Association
- Issue of 20,00,000 Equity Shares on Preferential Basis for consideration in cash
- Issuance of 30,00,000 Convertible Warrants to the Promoter and Promoter Group, on a Preferential Basis.

(ii) Details of voting pattern:

#### Increase in Authorised Share Capital

Valid votes in favour of the Resolution			Valid votes against the Resolution			Invalid votes	
No. of members who cast the vote	No of valid votes	% of total valid votes	No. of members who cast the vote	No of votes	% of total against votes	No. of members who cast the vote	No of votes
33	93,99,828	100	-	-	-	-	-

#### Alteration in Article 7 of the Articles of Association

Valid votes in favour of the Resolution			Valid votes against the Resolution			Invalid votes	
No. of members who cast the vote	No of valid votes	% of total valid votes	No. of members who cast the vote	No of votes	% of total against votes	No. of members who cast the vote	No of votes
33	93,99,828	100	-	-	-	-	-

#### Issue of 20,00,000 Equity Shares on Preferential Basis for consideration in cash

Valid votes in favour of the Resolution			Valid votes against the Resolution			Invalid votes	
No. of members who cast the vote	No of valid votes	% of total valid votes	No. of members who cast the vote	No of votes	% of total against votes	No. of members who cast the vote	No of votes
32	93,99,633	99.99	1	195	0.01	-	-

#### Issuance of 30,00,000 Convertible Warrants to the Promoter and Promoter Group, on a Preferential Basis

Valid votes in favour of the Resolution			Valid votes against the Resolution			Invalid votes	
No. of members who cast the vote	No of valid votes	% of total valid votes	No. of members who cast the vote	No of votes	% of total against votes	No. of members who cast the vote	No of votes
26	25,59,633	99.99	1	195	0.01	-	-

(iii) Person who conducted the postal ballot exercise:

Mr. Dilip Vasudeo Gupta (ACS 21727; C.P. No. - 21634), Company Secretary in Practice conducted the postal ballot through remote e-voting process in a fair and transparent manner.

(iv) Whether any special resolution is proposed to be conducted through postal ballot:

No Special Resolution is currently proposed to be conducted through postal ballot.

(v) Procedure for postal ballot:

The Postal Ballot was carried out as per the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations, Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs vide General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 3/2022 dated May 5, 2022 (MCA Circulars).

In compliance with the MCA Circulars, the Postal Ballot Notice was sent on November 21, 2023 through electronic mode to all those Members whose email addresses were registered with the Company/Depositories/Registrar and Share Transfer Agent and whose names appeared in the Register of Members/ Register of Beneficial Owners as on the cut-off date of November 17, 2023. A newspaper advertisement pertaining to the Postal Ballot Notice and remote e-voting facility was published on November 23, 2023 in Active Times (English) and in Pratahkal (Marathi). The Notice was also made available on the Company's website [www.dcinfotech.com](http://www.dcinfotech.com) and the websites of the Stock Exchanges where the shares of the Company are listed. i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.

The Company had engaged the services of National Securities Depository Limited (NSDL) for providing remote e-Voting facilities to the Members, enabling them to cast their vote electronically and in a secure manner. The remote e-voting period commenced from November 22, 2023 at 9:00 a.m. (IST) and ended on December 21, 2023 at 5:00 p.m. (IST). The e-voting platform was thereafter blocked by NSDL.

The Scrutinizer, after the completion of scrutiny, submitted his report to the Company. The Scrutinizer announced the results on December 22, 2023 and declared that the resolution set out in the Postal Ballot Notice dated November 20, 2023 had been passed with majority.

The results were made available on the Company's website at [www.dcinfotech.com](http://www.dcinfotech.com) and displayed on the Notice Board of the Company at its Registered Office. They were also intimated to BSE Limited (BSE), National Stock Exchange of India Limited (NSE) and NSDL.

## 11. MEANS OF COMMUNICATION:

a	Quarterly, Half yearly, yearly report/ highlights sent to each household of shareholders	The quarterly, half-yearly and annual financial results are submitted to National Stock Exchange of India Limited and BSE Limited within 30 minutes from the conclusion of the Board Meeting in which the same is approved.
b	Quarterly results, which newspapers normally published in	Active Times (English) Mumbai Lakshadeep (Marathi) Prathkal (Marathi)
c	Any website, where displayed	<a href="http://www.dcinfotech.com">www.dcinfotech.com</a>
d	Whether it also displays official news release	Press Release, if any, made by the Company from time to time shall also displayed on the Company's website and uploaded on the website of Stock Exchanges.
e	Whether MD & A is a part of Annual Report	Yes

## 12. GENERAL SHAREHOLDER INFORMATION

Annual General Meeting – Date, Time and Venue	28 <sup>th</sup> September 2024, Saturday at 10:30 A.M at The International by Tunga, Tribune-I, 6th Floor, B-11, MIDC, Central Road, Andheri East, Mumbai-400093.
Financial Year	01 <sup>st</sup> April 2023 to 31 <sup>st</sup> March 2024
Dividend payment date	NA
Registered Office	Address: Unit No. 2, Aristocrate, Ground Floor, Lajya Compound, Mogra Road, Andheri (E), NA MUMBAI Mumbai City MH 400069 Tel: +91 22 28329000 email: <a href="mailto:accounts1@dcinfotech.com">accounts1@dcinfotech.com</a>
Name and Address of Stock Exchanges where Company's securities are listed	<b>National Stock Exchange of India Limited</b> Address: Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051 Trading Symbol: DCI <b>BSE Limited</b> Address: 25TH Floor, P J Towers, Dalal Street, Mumbai-400001 MH IN Script Code: 543636
Listing Fees	The Annual Listing fees for the financial year 2023-24 have been paid to the Nation Stock Exchange and BSE Limited
Share Registrar and Transfer Agents	<b>Satellite Corporate Services Pvt Ltd</b> Add: 106 & 107 Dattani Plaza, Kurla Andheri Road, Kurla (w), Nr. Safed Poll East West Ind Estate, Mumbai-400072 MH IN Email ID: <a href="mailto:service@satellitecorporate.com">service@satellitecorporate.com</a> ; <a href="mailto:scs_pl@yahoo.co.in">scs_pl@yahoo.co.in</a> ; Website: <a href="http://www.satellitecorporate.com">www.satellitecorporate.com</a> Tel No.: 022 28520461/2 SEBI Registration No: INR000003639
Address for Investor's Correspondence	Mr. Bhavesh Singh (Compliance Officer & Company Secretary) DC Infotech & Communication Limited Address: Unit No. 2, Aristocrate, Ground Floor, Lajya Compound, Mogra Road, Andheri (E), Mumbai-400069. Tel: 8898059812 Email: <a href="mailto:cs@dcinfotech.com">cs@dcinfotech.com</a>
Name of the Compliance Officer	Mr. Bhavesh Singh (Compliance Officer and Company Secretary)



a) **Market Price Data**

Stock High/Low price during each month in the last FY 2023-24 and Performance in comparison to broad-based indices viz., BSE Sensex and NSE Nifty:

Month	NSE		NSE Index		BSE		BSE Index	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April, 2023	170.00	105.30	18,089	17,313	175.90	102.32	61,209	58,793
May, 2023	177.30	130.70	18,662	18,042	179.85	132.00	63,036	61,002
June, 2023	189.80	150.00	19,202	18,465	189.90	148.00	64,769	62,359
July, 2023	166.00	149.00	19,992	19,234	162.45	145.50	67,619	64,836
August, 2023	161.00	148.55	19,796	19,224	162.50	143.80	66,658	64,724
September, 2023	188.50	142.05	20,222	19,256	186.05	142.20	67,927	64,818
October, 2023	183.95	155.10	19,850	18,838	188.40	156.25	66,592	63,093
November, 2023	234.05	159.70	20,159	18,974	213.75	156.90	67,070	63,550
December, 2023	216.00	172.90	21,801	20,184	222.25	179.95	72,484	67,149
January, 2024	240.20	167.60	22,124	21,137	240.30	171.00	73,428	70,002
February, 2024	252.20	206.00	22,298	21,530	251.70	208.05	73,414	70,810
March, 2024	225.95	175.25	22,527	21,710	225.95	174.35	74,245	71,674

(Source: This information is compiled from the data available on NSE and BSE websites)

b) **Share Transfer System**

Satellite Corporate Services Private Limited has been appointed as Registrar and Transfer Agent to carry out share transfer activities and processed by NSDL/CDSL through respective Depository Participants in compliance with the applicable SEBI Regulations and SEBI Notification No. SEBI/ LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/ LAD-NRO/GN/2018/49 dated November 30, 2018.

A Stakeholders Relationship Committee has been constituted to review and approve the requests of the shareholders relating to transmission of shares, issue of duplicate share certificates and allied matters within its terms of reference.

The Company obtains from a Practising Company Secretary a half yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the Listing Regulations and files a copy of the compliance certificate with the Stock Exchanges where the shares of the Company are listed.

c) **Distribution of Shares by Categories of Shareholders as of March 31, 2024**

Shareholding of Nominal Rs. Range	No. of shareholders	% of shareholders	No. of shares held	% of shareholding
1 – 5,000	5375	98.82	486522	3.742
5,001 - 10,000	26	0.48	159249	1.225
10,001 - 20,000	4	0.07	53949	0.415
20,001 - 30,000	3	0.06	72000	0.554
30,001 - 40,000	-	-	-	-
40,001 - 50,000	4	0.07	176892	1,361
50,001 - 1,00,000	3	0.06	183605	1.412
1,00,001 & above	24	0.44	11867783	91.291
	<b>5439</b>	<b>100</b>	<b>13,00,00,000</b>	<b>100</b>

d) **Dematerialisation of Shares and Liquidity**

The shares of the Company are regularly traded at National Stock Exchanges (NSE) and BSE Limited where they are listed, which ensure the necessary liquidity to shareholders. Trading of shares is permitted only in dematerialized form.

Physical and Dematerialised Shares as on March 31, 2024	No. of Shares	% of Total Issued Capital
No. of Shares held in dematerialised form in CDSL	60,79,570	46.77
No. of Shares held in dematerialised form in NSDL	69,20,430	53.23
No. of Physical Shares	Nil	-
<b>Total</b>	<b>1,30,00,000</b>	<b>100.00</b>

e) **Outstanding GDRs / ADRs / Warrants or any Convertible Instruments:**

The Company has issued 30,00,000 Fully Convertible Warrants of Rs. 10/- each with Premium of Rs. 44/- each on Preferential basis through Postal Ballot Resolution dated 21st December, 2023 and the same were allotted to warrants holder in the Board meeting held on 17th January 2024.

f) **Plant location: Not Applicable**

- g) List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad: Not Applicable

### 13. PREVENTION OF INSIDER TRADING CODE

The Company has adopted a Code of Conduct to regulate, monitor and report trading by insiders and code of practices and procedures for fair disclosures of unpublished price sensitive information in terms of Regulations 8(1), 9(1) and 9(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015. All the Directors, employees at senior management level and other employees who could have access to unpublished price sensitive information of the Company are governed by this code.

### 14. DISCRETIONARY REQUIREMENTS

The Company has also adopted certain discretionary requirements of the Listing Regulations.

The Internal Auditor periodically provides its reports to the Audit Committee. The Financial Statements of the Company are unqualified.

### 15. MATERIAL CONTRACTS/TRANSACTIONS CONCERNING DIRECTOR'S INTEREST

There has been no transaction of material in nature that may have a potential conflict with interest of your Company. Related party transactions have been disclosed under significant accounting policies and notes forming part of the Financial Statements in accordance with Act. A statement in summary form of transactions with Related Parties in ordinary course of business and arm's length basis is periodically placed before the Audit Committee for review and recommendation to the Board for their approval.

As required under Regulation 23(1) of the Listing Regulations, the Company has formulated a policy on dealing with Related Party Transactions.

### 16. DISCLOSURE REGARDING SENIOR MANAGEMENT'S MATERIAL FINANCIAL AND COMMERCIAL TRANSACTIONS

There has been no transaction of material, financial and commercial nature having personal interest of the Senior Management that may have a potential conflict with the interest of the company at large, during the period under review.

### 17. CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT OF THE COMPANY

In accordance with Regulation 26(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended 31st March, 2024. A declaration to this effect duly signed by the Managing Director forms part of this Report.

### 18. DISCLOSURES:

- a) **Disclosures on materially significant related party transactions of the Company that may have potential conflict with the interests of the Company at large.**

Disclosures on transactions with related parties have also been disclosed in the Notes to Accounts of financial statements.

- b) **Non-compliance by the Company, penalties and strictures imposed on the Company by the Stock Exchange, or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.**

There was no non-compliance, penalties or stricture imposed on company by any Stock Exchanges, SEBI or any other statutory authority or any matters relating to capital market during the last three years except letter issued from Stock Exchanges w.r.t Structural Digital Database (SDD) delay compliance and the company had complied the same.

- c) **Details of establishment of Vigil Mechanism, Whistle Blower Policy and affirmation that no personnel have been denied access to the Audit Committee.**

The Company has adopted a Whistle Blower Policy establishing vigil mechanism, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or other policies. The policy provides for adequate safeguards against victimization of employees who avail of mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee. The policy of vigil mechanism is available on the Company's website.

The policy of the Company on Vigil Mechanism / Whistle Blower is uploaded on to the Company's website and the same is available at <https://www.dcinfotech.com/investor-relationships/4>.

- d) **Details of compliance with mandatory requirements and adoption of the non-mandatory requirements.**

The Company confirms that it has complied with all mandatory requirements prescribed in the Listing Regulations for the FY 2023-24. Also, pursuant to the provisions of Regulation 17(8) of the Listing Regulations read with Part B of Schedule II to the Listing Regulations, the Whole Time Director (WTD) and the Chief Financial Officer (CFO) have issued a certificate to the Board of Directors for the year ended March 31, 2024, which is annexed hereto.

- e) **web link where policy for determining 'material' subsidiaries is disclosed.**

As on 31.03.2024 the company has no material subsidiaries.

- f) **web link where policy on dealing with related party transactions.**

The Company has formulated a policy on dealing with related party transactions. This Policy which are also available on the Company's website: <https://www.dcinfotech.com/investor-relationships/4>.

- g) **Commodity price risk or foreign exchange risk and hedging activities.**

During the year ended March 31, 2024, the Company has managed the foreign exchange risks to the extent considered necessary.

The details of foreign currency exposure are disclosed in Notes to the Standalone financial statements.

- h) **Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).**

During the year Company has raised funds through Preferential Allotment and has issued and allotted 7,85,186 and 2,14,814 Equity shares of Rs. 10/- each with Premium of Rs. 44/- each in the Board meeting held on 17th January 2024 and 18th January 2024 respectively.

Further, the Company has also issued 30,00,000 Fully Convertible Warrants of Rs. 10/- each with Premium of Rs. 44/- each on Preferential basis in the Board meeting held on 17th January 2024.

There are no variations between the projections and actual utilization of the funds raised through Preferential Issue by the Company during the year.

- i) **A certificate from a Company Secretary in practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.**

As required under Schedule-V of SEBI (LODR) (Amendment) Regulations, 2018 and certificate obtained from Mr. Dilip Gupta, Practicing Company Secretary, none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority. The said certificate for FY 2023-24 forms part of this Report.

- j) **Where the Board had not accepted any recommendation of any Committee of the Board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof.**

In terms of the Listing Regulations, there have been no instances during the year when the recommendations of any of the Committees were not accepted by the Board.

- k) **Total fees paid by the Company to M/s. D G M S & Co., Chartered Accountants, Statutory Auditor and all entities in its network firm/network entity, during the Financial Year 2023-24.**

Total fees for all services paid by the Company to statutory auditors of the Company and other firms in the network entity of which the statutory auditors are a part, during the year ended March 31, 2024, is as follows:

Fees paid by the Company to M/s. D G M S & Co., Chartered Accountants, Statutory Auditor:

Particulars	Amount (In Rs. Lakhs)
Fees for audit and related services	3.00
Fees for other Certifications	1.46
<b>TOTAL</b>	<b>4.46</b>

- l) **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 for the FY 2023-24.**

Number of complaints filed during the financial year	Nil
Number of complaints disposed of during the financial year	Nil
Number of complaints pending as on end of the financial year	Nil
Number of complaints filed during the financial year	Nil

- m) **Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount.**

The company has not advanced any loan to firms/companies in which directors are interested during the FY 2023- 24.

- n) **Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries.**

As on 31.03.2024 the company has no material subsidiaries.

- o) **Disclosure with respect to Demat Suspense Account / Unclaimed suspense account.**

There were no shares in the Demat suspense account or unclaimed suspense account during the FY 2023-24.

- p) **Disclosure of certain types of agreements binding listed entities.**

The Company did not have agreements which were binding on the Company.

## 19. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB-PARAS (2) TO (10) ABOVE, WITH REASONS THEREOF.

There is no non-compliance with any requirement of Corporate Governance Report of sub-paras (2) to (10) of the Corporate Governance Report as given in Schedule V(C) of the Listing Regulation. The disclosures of the compliance with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations, have been made in this Corporate Governance report.

For DC Infotech & Communication Limited

Chetankumar Timbadia  
Managing Director  
DIN: 06731478

Bhavesh Singh  
Compliance Officer and Company Secretary  
ACS: 35224

Date: August 13, 2024  
Place: Mumbai

Date: August 13, 2024  
Place: Mumbai

**CERTIFICATE BY WTD AND CFO**

Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,

The Board of Directors

**DC Infotech & Communication Limited**

Mumbai

We certify that pursuant to Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the financial year ended March 31<sup>st</sup>, 2024:

- a. We have reviewed Financial statements and the Cash flow statement for the year and that to the best of our knowledge and belief:
  - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards applicable laws and regulations.
- b. There are to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's Code of Conduct.
- c. We accept responsibility for establishing and maintaining internal controls for Financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to the Financial reporting and we have disclosed to the Auditors and the Audit Committee deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps that we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee:
  - i. Significant changes in internal control over financial reporting during the year.
  - ii. Significant changes in accounting policies, if any, during the year and that the same have been disclosed in the notes to the financial statements.
  - iii. Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**For DC Infotech & Communication Limited**

\_\_\_\_\_  
 Piyush Premchand Shah  
 CFO  
 PAN: AZTPS0999Q

\_\_\_\_\_  
 Devendra Kishorkumar Sayani  
 Whole Time Director  
 DIN: 06731484

Date: August 13, 2024  
 Place: Mumbai

**Declaration pursuant to Regulation 26 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In accordance with Regulation 26(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that all Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended March 31, 2024.

**For DC Infotech & Communication Limited**

\_\_\_\_\_  
 Chetankumar Timbadia  
 Managing Director  
 DIN: 06731478

Date: August 13, 2024  
 Place: Mumbai



## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of

**DC INFOTECH & COMMUNICATION LIMITED**

Mumbai

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of DC Infotech & Communication Limited, produced before me by the Company for the purpose of issuing this certificate, in accordance with Regulation 34(3) read with Sub-clause 10(i) Para C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31<sup>st</sup> March, 2024 has been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

Sr. No.	Name of the Director	Designation	DIN	Date of appointment in Company
1	Mr. Chetankumar Hasmukhlal Timbadia	Managing Director	06731478	15-01-2019
2	Mr. Devendra Kishorkumar Sayani	Whole-time Director	06731484	15-01-2019
3	Mr. Jayeshkumar Kishorekumar Sayani	Director	08332277	15-01-2019
4	Ms. Sneha Pratik Satyuga	Independent Director	08456107	30-05-2019
5	Ms. Lipee Varun Vasani	Independent Director	08521484	29-07-2019
6	Mr. Chandrashekhar Maruti Gaonkar	Independent Director	00002016	27-06-2022

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**CS Dilip Gupta**

**Practising Company Secretary**

**ACS No - 21727**

**C.P. No.: 21634**

**Date: 13<sup>th</sup> August, 2024**

**Place: Mumbai**

## CERTIFICATE ON CORPORATE GOVERNANCE

To,  
The Members,  
**DC INFOTECH & COMMUNICATION LIMITED**  
Mumbai

We have examined the compliance of conditions of Corporate Governance by DC Infotech & Communication Limited for the year ended March 31, 2024, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations for the year ended March 31, 2024.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**CS Dilip Gupta**

**Practising Company Secretary**

**ACS No - 21727**

**C.P. No.: 21634**

**Date: 13<sup>th</sup> August, 2024**

**Place: Mumbai**

**UDIN number: A021727F000983591**

*\*I could not generate UDIN on 13<sup>th</sup> August, 2024 (date of issuance of Certificate) due to technical issue.*

# Annexure-F

## Annual Report on Corporate Social Responsibility Activities

### 1. Brief Outline on CSR Policy of the Company

The Company's commitment towards Corporate Social Responsibility activities is sincere and longstanding. It continues to engage with stakeholders including communities, non-government / non-profit organisations to take up such CSR activities that have been aligned with national priorities such as public health, education, livelihood, food insecurity and malnutrition etc. These areas are mapped with the activities as prescribed in Schedule VII to the Companies Act, 2013.

The CSR Policy of the Company, as amended and approved by the Board of Directors has been uploaded on the Company's website. The detailed CSR Policy may be accessed on web-link: <https://www.dcinfortech.com/investor-relationships/4>.

### 2. Composition of CSR Committee

Sr. No.	Name of the Director	Designation in the Committee	Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Lipee Varun Vasani	Chairman	Chairperson, Non-Executive Independent Director	2 (Two) CSR Committee Meetings were held during the year on 11-08-2023 and 09-02-2024.	2
2.	Chetankumar Hasmukhlal Timbadia	Member	Executive Director		2
3.	Jayesh Kishorkumar Sayani	Member	Non-Executive, Non-Independent Director		2

### 3. Web-link where composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company.

The composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed under web-link: <https://www.dcinfortech.com/investor-relationships/4>.

### 4. Details of impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable: Not Applicable.

### 5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: Not Applicable.

### 6. Average net profit of the Company as per Section 135 (5) of the Companies Act, 2013: Rs. 6,04,41,201/-.

### 7. A. Two percent of average net profit of the company as per section 135(5): Rs. 12,08,824/-

B. Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Not Applicable.

C. Amount required to be set off for the financial year, if any: Not Applicable.

D. Total CSR obligation for the financial year (7A+7B-7C): Rs. 12,08,824/-

### 8. A. CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
12,15,000	Not Applicable		Not Applicable		

B. Details of CSR amount spent against ongoing projects for the financial year: Not Applicable.

C. Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Companies Act, 2013.	Local area (Yes/No)	Location of the Project		Amount spent for the project (in Rs.)	Mode of implementation - Direct (Yes/No).	Mode of implementation - Through implementing agency. Name	CSR Registration No.
				State	District				
1.	Arham Yuva Seva Group	Rural Development, Community Mobilization, and food items distributing to needy people	Yes	Maharashtra	Mumbai	4,65,000	No	Arham Yuva Seva Group	CSR0007027
2	Ashray Social Welfare Foundation	Rural Development, Community Mobilization, and food items distributing to needy people	No	Gujarat	Ahmedabad	7,50,000	No	Ashray Social Welfare Foundation	CSR0001091

D. Amount spent in Administrative Overheads: Not Applicable.

E. Amount spent on Impact Assessment, if applicable: Not Applicable.

F. Total amount spent for the Financial Year (8B+8C+8D+8E): Rs. 12,15,000/-

G. Excess amount for set-off, if any: Not Applicable.

9. A. Details of Unspent CSR amount for the preceding three financial years: Not Applicable.

B. Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Not Applicable.

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details)

- Date of creation or acquisition of the capital asset(s): Not Applicable.
- Amount of CSR spent for creation or acquisition of capital asset: Not Applicable.
- Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: Not Applicable.
- Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): Not Applicable.

11. Specify the reason(s), if the Company has failed to spend two percent of the average net profit as per Section 135(5) of the Act: Not Applicable

12. The Committee confirms that the implementation and monitoring of CSR policy is in accordance with the CSR objectives and policy of the Company.

For and on behalf of Board of Directors

DC Infotech & Communication Limited

**Lipee Varun Vasani**

Chairperson

DIN: 08521484

**Chetankumar Timbadia**

Managing Director

DIN: 06731478



# INDEPENDENT AUDITOR'S REPORT

TO MEMBERS OF  
D C INFOTECH & COMMUNICATION LIMITED

## Report on the Indian Accounting Standards (Ind AS) Financial Statements

### Opinion

We have audited the accompanying financial statements of D C Infotech & Communication Limited, which comprise the Balance Sheet as at 31st March 2024, and the Statement of Profit and Loss (Including Other Comprehensive Income) and Cash Flow Statement and the statement of Changes in Equity for the period ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information. (Hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024 the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

There are no Key Audit Matters.

### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, but does not include the financial statements and our auditor's report thereon. These reports are expected to be made available to us after the date of our auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the other information included in the above reports, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance and determine the actions under the applicable laws and regulations.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds

and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements, or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in "Annexure A", a statement on the matter specified in the paragraph 3 and 4 of the Order.
2. As required under provisions of section 143(3) of the Companies Act, 2013, we report that:
  - a. We have obtained all the information and explanations which to the best of our knowledge and belief where necessary for the purposes of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c. The Balance Sheet and Statement of Profit and Loss including Other Comprehensive Income Statement of Cash Flow and Statement of Changes of Equity dealt with this report are in agreement with the books of account;
  - d. In our opinion, the Balance Sheet and Statement of Profit and Loss comply with the Ind AS specified in section 133 of the Act, read with relevant rule issued thereunder.
  - e. On the basis of written representations received from the directors as on March 31, 2024, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024, from being appointed as a director in terms of section 164(2) of the Act.
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the company and operating effectiveness of such controls, referred to our separate report in "Annexure B".
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h. With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
  - (a) The Company has disclosed the impact of pending litigations as at 31st March 2024 on its financial position in its standalone financial statements - Refer Note (vii) of Annexure – A to the standalone financial statements
  - (b) The Company did not have any long-term and derivative contracts as at March 31, 2024.
  - (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2024.
  - (d) The management has;
  - (e) represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
    - (f) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
    - (g) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
  - (ii) represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Party or
  - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
- iii. Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (d) (i) and (d) (ii) contain any material mis-statement.
- (e) The company has not neither declared nor paid any dividend during the year under Section 123 of the Act.
- (f) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023. Based on our examination, which included test checks, and other generally accepted audit procedures performed by us, we report that the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with.

**For D G M S & Co.  
Chartered Accountants**

**Hiren J Maru  
Partner**

Place: Mumbai  
Date: 29th May 2024

M. No. 115279  
FRN: 0112187W  
UDIN: 24115279BKBWJV8162



## ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT ON THE FINANCIAL STATEMENT OF D C INFOTECH & COMMUNICATION LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2024

In terms of the information and explanations given to us and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state as under:

- (i) **Property, Plant & Equipment and Intangible Assets:**
- a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
  - b) The Company has maintained proper records showing full particulars of intangible assets.
  - c) Property, Plant and Equipment have been physically verified by the management at reasonable intervals; any material discrepancies were noticed on such verification and if so, the same have been properly dealt with in the books of account.
  - d) According to the information and explanation given to us the title deeds of all the immovable properties. (Other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee) disclosed in the financial statements are held in the name of the company.
  - e) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
  - f) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) **Inventory and working capital:**
- a) The stock of inventory has been physically verified during the year by the Management at reasonable intervals. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.
  - b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company
- (iii) **Investments, any guarantee or security or advances or loans given:**
- a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year.
    1. The Company has not provided any loans or advances in the nature of loans or stood guarantee or provided security to any other entity during the year.
    2. In our opinion, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company’s interest;
    3. In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest have generally been regular as per stipulation.
    4. In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
    5. No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.
    6. The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii) (6) is not applicable.

**(v) Deposits:**

- a) The company has not accepted any deposits from the public within the meaning of sections 73 to 76 or any relevant provisions of the 2013 act and the rules framed there under to the extent notified.

**(vi) Maintenance of Cost Records:**

- a) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products manufactured by it (and/ or services provided by it). Accordingly, clause 3(vi) of the Order is not applicable.

**(vii) Statutory Dues:**

- a) The company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Duty of Customs, GST, Cess and any other statutory dues applicable to applicable to it
- b) According to the information and explanations given to us, there is no undisputed amounts payable in respect of income tax, sales tax, customs duty, excise duty and cess were in arrears, as at 31.03.2024 for a period of more than six months from the date they became payable.
- c) According to the information and explanations given to us, there are dues of sales tax, income tax, custom duty, wealth tax, GST, excise duty and cess which have not been deposited on account of any dispute.

**(viii) Disclosure of Undisclosed Transactions:**

- a) There According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

**(ix) Loans or Other Borrowings:**

- a) Based on our audit procedures and according to the information and explanations given to us, The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- c) According to the information and explanations given to us, term loans were applied for the purpose for which the loans were obtained.
- d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

**(x) Money Raised by IPOs, FPOs:**

- a) The Company has raised moneys by way of initial public offer, Preferential Allotment or further public offer (including debt instruments) during the year and hence reporting under clause 3(x) (a) of the Order is not applicable.
- b) During the year, the Company has made preferential allotment or private placement of shares and Share Warrants and hence reporting under clause 3(x) (b) of the Order is applicable. In our opinion and according to the information and explanations given to us, the company has utilized funds raised by way of preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) for the purposes for which they were raised.

Name of Statute	Nature of Dues	Period	Amount (In lakhs)	Forum where the dispute is pending
The Haryana Value Added Tax	VAT	AY 2016-17	27.14	Appeal with JC Haryana
The Haryana Value Added Tax	VAT	AY 2017-18	13.40	Appeal with JC Haryana

**(xi) Fraud:**

- a) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the company or no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- c) As per information and explanations given to us no whistle blower complaints received by the Company during the year (and upto the date of this report).

**(xii) Nidhi Company:**

- a) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

**(xi) Related Party Transactions:**

- a) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

**(xi) Internal Audit System:**

- a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

**(xv) Non-cash Transactions:**

- a) According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

**(xi) Registration under section 45-IA of RBI Act, 1934:**

- a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi) (a), (b) and (c) of the Order is not applicable.
- b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi) (d) of the Order is not applicable.

**(xvii) Cash losses:**

- a) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

**(xi) Fraud:**

- a) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the company or no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

**(xviii) Resignation of statutory auditors:**

- a) There has been no resignation of the statutory auditors of the Company during the year.

**(xix) Material uncertainty on meeting liabilities:**

- a) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the

date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

**(xi) Compliance of CSR:**

- a) According to the information and explanations given to us and based on our examination of the records of the company, the company has fully spent amount towards Corporate Social Responsibility (CSR) and there is no unspent

CSR amount for the year requiring to transfer to a Fund specified in Schedule VII the Companies act or special account in compliance with the provision of sub-section (6) of section 135 of companies' act, 2013. Accordingly reporting under clause 3(xx)(a) of the Order is not applicable for the year.

**For D G M S & Co.  
Chartered Accountants**

**Hiren J Maru  
Partner**

Place: Mumbai

Date: 29th May 2024

M. No. 115279

FRN: 0112187W

UDIN: 24115279BKBWJV8162



## ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT ON THE FINANCIAL STATEMENT OF D C INFOTECH & COMMUNICATION LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2024

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of **D C Infotech & Communication Limited** ('the Company') as of 31<sup>st</sup> March, 2024 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

### Opinion

We have audited the internal financial control with reference to financial statement of D C Infotech & Communication Limited ('The Company') as of 31<sup>st</sup> March 2024 in conjunction with our audit of the financial statement of the company at and for the year ended on that date.

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

### Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (the 'ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by the ICAI and deemed to be

prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**For D G M S & Co.  
Chartered Accountants**

**Hiren J Maru  
Partner**

Place: Mumbai  
Date: 29th May 2024

M. No. 115279  
FRN: 0112187W  
UDIN: 24115279BKBWJV8162

# Standalone Balancesheet as at 31<sup>st</sup> March 2024

**D C INFOTECH & COMMUNICATION LIMITED**  
**CIN: U74999MH2019PLC319622**  
**Standalone Balancesheet as at 31st March ,2024**

Particulars	Note No.	(Rs. In Lacs) March 31, 2024	(Rs. In Lacs) March 31, 2023
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, Plant and Equipment	2	187.81	139.97
<b>Financial Assets</b>			
i) Investments	3	0.49	0.49
Deferred tax assets [Net]	4	33.66	24.31
		221.97	164.77
<b>Current Assets</b>			
Inventories	5	5,873.84	5,422.86
<b>Financial Assets</b>			
i) Trade Receivables	6	12,641.02	7,100.26
ii) Loans	7	-	-
ii) Cash and Cash Equivalents	8	7.02	8.30
iii) Other Bank Balance	9	1,237.17	338.00
iv) Other Current Financial Assets	10	91.93	19.86
v) Derivative Financial Instrument	11	-	-
Other Current Assets	12	697.95	947.54
		<b>20,548.93</b>	<b>13,836.81</b>
<b>Total Assets</b>		<b>20,770.90</b>	<b>14,001.58</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	13	1,300.00	1,200.00
Other Equity	14	3,758.76	1,752.80
		5,058.76	2,952.80
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
Financial Liabilities	15	10.24	248.65
Provisions		29.19	8.61
Deferred tax Liabilities [Net]	4	39.43	257.26
		39.43	257.26
<b>Current Liabilities</b>			
<b>Financial Liabilities</b>			
i) Borrowings	16	3,750.85	2,352.06
ii) Trade Payables	17	-	-
Total outstanding dues of micro enterprises and small enterprises		383.57	-
Total outstanding dues creditors other than micro enterprises and small enterprises		10,492.95	7,905.68
iii) Other Financial Liabilities	18	487.10	196.14
Provisions	19	12.97	3.68
Current Tax Liabilities [Net]	20	412.00	247.00
Other Current Liabilities	21	133.27	86.97
		<b>15,672.71</b>	<b>10,791.52</b>
<b>Total Equity and Liabilities</b>		<b>20,770.90</b>	<b>14,001.58</b>

Significant Accounting Policies  
Notes to the Financial Statements  
Significant Accounting Policies and Notes attached thereto form an integral part of Financial Statements

1  
2 to 49

As per our report of even date  
For D G M S & Co.  
Chartered Accountants  
Firm Registration No. : 0112187W

For and on behalf of the Board  
D C Infotech & Communication Limited

Hiren J. Maru  
Partner  
Membership No : 115279  
UDIN: 24115279BKBWJV8162  
Place: Mumbai  
Date : 29th May 2024

Managing Director  
Chetankumar Timbadia  
DIN : 06731478

Director  
Devendra Sayani  
DIN : 06731484

Chief Financial Officer

Company Secretary

Piyush Shah  
PAN : AZTPS0999Q

Bhavesh Singh  
PAN : BKEPS0087E

# Statement of Profit & Loss for the year ended 31st March 2024

D C INFOTECH & COMMUNICATION LIMITED

CIN: U74999MH2019PLC319622

Standalone Statement of Profit and Loss for the year ended 31st March 2024

Particulars	Note No.	(Rs. In Lacs)	(Rs. In Lacs)
		For the year ended March 31, 2024	For the year ended March 31, 2023
<b>REVENUE</b>			
Revenue from Operations	22	45,963.19	35,962.51
Other Income	23	102.60	26.88
<b>Total Income (A)</b>		<b>46,065.79</b>	<b>35,989.38</b>
<b>EXPENDITURE</b>			
Purchase of Product and Software		42,781.16	34,990.10
Changes in Inventory	24	(450.99)	(1,757.46)
Employee Benefits Expense	25	883.87	727.80
Finance Costs	26	486.71	276.56
Depreciation and Amortization Expenses	2	56.18	73.51
Other Expenses	27	745.24	730.01
<b>Total Expenses (B)</b>		<b>44,502.18</b>	<b>35,040.53</b>
<b>Profit Before Exceptional Item and Tax [C = (A-B)]</b>		<b>1,563.60</b>	<b>948.85</b>
Less: Tax Expense:			
Current Tax		412.00	247.00
Earlier year			
Deferred Tax		(9.36)	(5.69)
<b>Total (D)</b>		<b>402.64</b>	<b>241.31</b>
<b>Profit After Tax (C-D)</b>		<b>1,160.96</b>	<b>707.54</b>
<b>OTHER COMPREHENSIVE INCOME:</b>			
Net other comprehensive income not to be reclassified to profit or loss in subsequent periods			
-Remeasurement Gain / (Loss) on defined benefit plan			
Income tax relating to items that will not be reclassified to profit or loss			
-Deferred tax on OCI			
<b>Other Comprehensive Income for The Year, Net of Tax</b>		<b>-</b>	<b>-</b>
<b>Total Comprehensive Income for The Year, Net of Tax</b>		<b>1,160.96</b>	<b>707.54</b>

<b>Basic Earnings per Share of Face Value of Rs. 10 each (Rs.)</b>	28	9.51	5.90
<b>Diluted Earnings per Share of Face Value of Rs. 10 each (Rs.)</b>	28	9.39	5.90
Refer Note No. 37			

Significant Accounting Policies  
Notes to Accounts  
Significant Accounting Policies and Notes attached thereto form an integral part of Financial Statements.

As per our report of even date  
For D G M S & Co.  
Chartered Accountants  
Firm Registration No. : 0112187W

For and on behalf of the Board  
D C Infotech & Communication Limited

Hiren J. Maru  
Partner  
Membership No : 115279  
UDIN: 24115279BKBWJV8162  
Place: Mumbai  
Date : 29th May 2024

Managing Director  
Chetankumar Timbadia  
DIN : 06731478

Director  
Devendra Sayani  
DIN : 06731484

Chief Financial Officer

Piyush Shah  
PAN : AZTPS0999Q

Company Secretary

Bhavesh Singh  
PAN : BKEPS0087E



# Standalone Cash Flow Statement for the financial year 2023-24

**D C INFOTECH & COMMUNICATION LIMITED**  
CIN: U74999MH2019PLC319622  
Standalone Cash Flow Statement for the financial year 2023-24

Particulars	Amount in Rs. Lacs		Amount in Rs. Lacs	
	March 31, 2024		March 31, 2023	
<b>CASH FLOW FROM OPERATING ACTIVITIES:</b>				
<b>Net Profit before tax as per Statement of Profit and Loss</b>		1,563.60		948.85
Adjustment for:				
Bad Debts	5.65		0.20	
Provision for Gratuity	23.73		(7.28)	
Depreciation/ Amortisation	54.43		71.76	
Unrealised Foreign Exchange Gain/Loss	22.53		(22.73)	
GST Expense	-		8.13	
Profit on Sale of Fixed Asset	-		(0.01)	
Sundry dr/cr w.off	0.23		(11.34)	
Preliminary Expenses	1.75		1.75	
Interest Income	(60.33)		(26.87)	
Interest Expenses	404.95	452.95	218.48	232.09
<b>Operating Profit before Working Capital Changes</b>		2,016.55		1,180.94
Adjusted for :				
Other Current Assets (Excluding Advance Tax)	390.56		(132.67)	
Other Financial Assets	(72.07)		6.24	
Derivative Financial Instrument	-		-	
Loans	-		-	
Other Financial Liabilities	290.97		2.32	
Inventories	(450.99)		(1,757.46)	
Trade Receivable	(5,540.77)		(2,497.33)	
Trade Payable	2,970.83		2,391.34	
Bank Overdrafts	-		-	
Other Current Liabilities	46.30	(2,365.16)	(91.26)	(2,078.81)
<b>Cash Generated from Operations</b>		(348.61)		(897.87)
Taxes refund / (paid) - (net)		(412.00)		(247.00)
<b>Net Cash from/(used in) Operating Activities (A)</b>		<b>(760.61)</b>		<b>(1,144.87)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES:</b>				
Purchase of Fixed Assets	(102.27)		(30.41)	
Sale of Fixed Assets	-		0.11	
Interest Received	60.33		26.87	
<b>Net Cash from Investing Activities (B)</b>		<b>(41.94)</b>		<b>(3.43)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES:</b>				
Dividend including Dividend distribution tax	-		-	
Long term borrowings	(238.41)		(128.90)	
Short term borrowings	1,398.80		949.69	
Issue of Preference Shares	540.00		-	
Issue of Warrants	405.00		-	
Interest expenses	(404.95)	1,700.44	(218.48)	602.32
<b>Net Cash from Financing Activities (C)</b>		<b>1,700.44</b>		<b>602.32</b>
<b>Net cash and cash equivalents (A + B + C)</b>		<b>897.89</b>		<b>(545.98)</b>
<b>Cash and cash equivalents at beginning of the period</b>		346.30		892.28
<b>Cash and cash equivalents at end of the period</b>		1,244.19		346.30
<b>Notes:-</b>				
1. Figures in bracket indicates cash outflow .				
2. Components of cash and cash equivalents at the year end comprise of;				
Balances with bank		2.86		6.93
Fixed deposits		1,237.17		338.00
Cheque in hand		-		-
Cash on hand		4.16		1.38
		<b>1,244.19</b>		<b>346.30</b>

As per our report of even date  
For D G M S & Co.  
Chartered Accountants  
Firm Registration No. : 0112187W

Hiren J. Maru  
Partner  
Membership No : 115279  
UDIN: 24115279BKBWJV8162

Place: Mumbai

Date : 29th May 2024

For and on behalf of the Board  
D C Infotech & Communication Limited

Managing Director  
Chetankumar Timbadia  
DIN : 06731478

Chief Financial Officer

Piyush Shah

PAN : AZTPS0999Q

Director  
Devendra Sayani  
DIN : 06731484

Company Secretary

Bhavesh Singh

PAN : BKEPS0087E

**D C INFOTECH & COMMUNICATION LIMITED**  
**CIN: U74999MH2019PLC319622**  
**Statement of Change in Equity as at 31st March 2024**

**A Equity Share Capital:**

	No of shares	Amount In Rs. Lacs
Equity Shares of INR 10/- each, Issued, Subscribed and Fully Paid-up:		
<b>As at April 01, 2022</b>	120.00	1,200.00
Issued during the period	-	-
<b>As at March 31, 2023</b>	120.00	1,200.00
Issued during the period	10.00	100.00
<b>As at March 31, 2024</b>	130.00	1,300.00

**B Other Equity:**

Particulars	Securities Premium	Retained earnings	Items of Other Comprehensive Income	Total (In Rs. Lacs)
<b>As at April 1, 2022</b>	240.00	805.26		1,045.26
Add: Profit for the year	-	707.54		707.54
Add: Premium on Preference Shares Issued	-	-		-
Employee defined benefit obligation			-	-
<b>As at March 31, 2023</b>	240.00	1,512.80	-	1,752.80
Add: Profit for the year	-	1,160.96		1,160.96
Add: Premium on Preference Shares Issued	440.00	-		440.00
Employee defined benefit obligation	-	-	-	-
<b>As at March 31, 2024</b>	680.00	2,673.76	-	3,353.76

As per our report of even date  
 For D G M S & Co.  
 Chartered  
 Accountants  
 Firm Registration No. : 0112187W

Hiren J. Maru  
 Partner  
 Membership No : 115279  
 UDIN: 24115279BKBWJV8162  
 Place:  
 Mumbai  
 Date : 29th May 2024

For and on behalf of the Board  
 D C Infotech & Communication Limited

Managing Director  
 Chetankumar Timbadia  
 DIN : 06731478

Director  
 Devendra Sayani  
 DIN : 06731484

Chief Financial Officer

Piyush Shah  
 PAN : AZTPS0999Q

Company Secretary

Bhavesh Singh  
 PAN : BKEPS0087E

## D C INFOTECH & COMMUNICATION LIMITED

CIN: U74999MH2019PLC319622

### "Note :- 1. Significant Accounting Policies and Notes to Accounts forming part of financial Statement for year ended March 31, 2024"

#### 1) Nature of Operations

DC Infotech & Communication Limited (the Company) is a public company limited by shares domiciled in India, incorporated under the provisions of Companies Act, 2013. Its shares are listed on National Stock Exchange of India Limited (Emerge Platform). Its registered office is situated at Unit No 2, Aristocrate, Lajya Compound, Mogra Road, Andheri East, Mumbai – 400069. The Company is engaged in digital transformation enablement solutions, our Company has partnered with a number of networking and security brands for representing them in the country. Ours is a solution centric model which is based on multiple products and multiple brand strategy.

The Financial statements were approved for issuance by the Company's Board of Director on 29th May 2024.

#### 2) Summary of the significant accounting policies

##### (a) Basis of Preparation

The financial statements of the company have been prepared in accordance with the Indian Accounting Standards (IND - AS) as per Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and notified under section 133 of the Companies Act, 2013 (the Act) along with other relevant provisions of the Act. The financial statements have been prepared on a going concern basis. The Company uses accrual basis of accounting except in case of significant uncertainties.

For all periods up to and including the year ended 31 March 2020, the Company had prepared its financial statements in accordance with accounting standards notified under Section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016 (hereinafter referred as 'Previous GAAP'). These financial statements for the year ended 31 March 2022 are the first the Company had prepared in accordance with IND - AS. The Company had applied IND - AS 101 'First-time Adoption of Indian Accounting Standards', for transition from previous GAAP to IND - AS.

##### a. IND AS - 1 Presentation of Financial Statement

:-

The Company presents its Balance Sheet in order of liquidity.

The Company generally reports financial assets and financial liabilities on a gross basis in the Balance Sheet. They are offset and reported net

only when Ind AS specifically permits the same or it has an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event. Similarly, the Company offsets incomes and expenses and reports the same on a net basis when permitted by Ind AS specifically unless they are material in nature.

##### Critical accounting estimates and judgments

The preparation of the Company's financial statements requires Management to make use of estimates and judgments. In view of the inherent uncertainties and a level of subjectivity involved in measurement of items, it is possible that the outcomes in the subsequent financial years could differ from those on which the Management's estimates are based.

##### b. IND AS - 101 First time adoption of IND AS: -

These are the Company's first financial statements prepared in accordance with Ind AS.

The Company had prepared its Ind AS compliant financial statements for year ended on 31 March 2022, the comparative period ended on 31 March 2021 and an opening Ind AS Balance Sheet as at 1 April 2019 (the date of transition), as described in the summary of significant accounting policies.

"The Financial Statement have been prepared under historical cost convention basis except the following assets and liabilities which have been measured at fair value or revalued amounts.

1. Certain Financial instruments measured at fair value through other comprehensive income (FVTOCI);
2. Certain Financial instruments measured at fair value through Profit and Loss (FVTPL);
3. Defined Benefit Plan asset measured at fair value;

The functional and presentation currency of the company is Indian rupees. This financial statement is presented in Indian rupees. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures."

##### (b) Use of estimates

The presentation of the financial statements are in conformity with the Ind AS which requires the management to make estimates, judgments and

assumptions that affect the reported amounts of assets and liabilities, revenues and expenses and disclosure of contingent liabilities. Such estimates and assumptions are based on management's evaluation of relevant facts and circumstances as on the date of financial statements. The actual outcome may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

This note provides an overview of the areas that involved a higher degree of judgment or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the Financial Statements.

In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognized in the financial statement are as below:

1. Valuation of Financial instruments;
2. Evaluation of recoverability of deferred tax assets;
3. Useful lives of property, plant and equipment and intangible assets;
4. Obligations relating to employee benefits;
5. Provisions and Contingencies;
6. Provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions;
7. Recognition of Deferred Tax Assets.

#### (c) Current versus Non-Current classification

All assets and liabilities have been classified as Current or Non Current as per the Company's normal operation cycle i.e. twelve months and other criteria set out in the Schedule III of the Act.

#### (d) Property, plant and equipment (PP&E)

Items of Property, Plant and Equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

#### (e) Impairment of non-financial assets

each reporting date, the Company assesses Atwhether there is any indication based on internal /external factors, that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognised in the statement of profit and loss. All assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. An impairment loss is reversed if the asset's or

cash-generating unit's recoverable amount exceeds its carrying amount

#### (f) Investments

"Investments in Subsidiaries and other investments of long term nature are carried at cost in the financial statements. Provision for dimunition is made, if of permanent nature. Other Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. "

#### (g) Inventories

"Items of Inventory are measured at lower of the cost and Net Realizable value. Cost of inventory comprises of cost of purchase and other cost incurred to acquire it.The cost formula used for this purpose is first in first out (FIFO) method and includes direct cost incurred in bringing the items of inventory to their present location and condition."

#### (h) Cash and cash equivalents

"Cash and Cash Equivalents comprise cash and deposits with banks. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions and other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value."

#### (i) Provisions

"Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement. Provisions are not recognized for future operating losses.Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. "

#### (j) Contingent Liabilities

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects



some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liability is disclosed in the case of: -

- a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation
- a present obligation arising from past events, when no reliable estimate is possible - a possible obligation arising from past events, unless the probability of outflow of resources is remote.

## (k) Financial assets & liabilities

### i. Financial assets

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

#### Initial recognition and measurement

Financial assets are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the Statement of Profit and Loss."

#### "Subsequent measurement

After initial recognition, financial assets (other than investments in subsidiaries and joint ventures) are measured either at:

- i) fair value (either through other comprehensive income or through profit or loss) or,
- ii) amortized cost

Measured at amortized cost:

Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortized cost using the

effective interest rate ('EIR') method less impairment, if any, the amortization of EIR and loss arising from impairment, if any is recognized in the Statement of Profit and Loss."

#### "Measured at fair value through other comprehensive income (FVOCI):

Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI) net of taxes. Interest income measured using the EIR method and impairment losses, if any are recognized in Profit and Loss. Gains or Losses on De-recognition In case of investment in equity instruments classified as the FVOCI, the gains or losses on de-recognition are reclassified to retained earnings. In case of Investments in debt instruments classified as the FVOCI, the gains or losses on de-recognition are reclassified to statement of Profit and Loss."

#### "Measured at fair value through profit or loss (FVTPL):

A financial asset not classified as either amortized cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognized as 'other income' in the Statement of Profit and Loss. The Company measures all its investments in equity (other than investments in subsidiaries and joint ventures) and mutual funds at FVTPL. Changes in the fair value of financial assets measured at fair value through profit or loss are recognized in Profit and Loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVTPL are recognised in Profit and Loss."

#### "Impairment of financial assets:

The Company assesses on a forward looking basis the expected credit losses associated with its financial assets carried at amortized cost, FVTPL and FVOCI and debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivable only, the Company applies the simplified approach permitted by Ind AS - 109 Financial Instruments, De-recognition:"

#### "A financial asset is de-recognized only when

- i) The Company has transferred the rights to receive cash flows from the financial asset or
- ii) Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is de-recognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not de-recognized. Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is de-recognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset."

## (ii) Financial liabilities

### Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

### Initial recognition and measurement

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at fair value.

### Subsequent measurement

Financial liabilities other than those measured at fair value through profit and loss are subsequently measured at amortized cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognized in Profit and Loss.

### De-recognition

A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires.

### "Offsetting financial instruments:

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty."

## (l) Revenue recognition

"Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government

1. Sale of goods: Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates. Revenue is exclusive of tax which is collected on behalf of government.
2. Profit/ (Loss) on derivatives : Profit/ (Loss) on derivatives contracts on account of fair value changes are recognised as either income or expenses as the case may be in the profit and loss statement
3. Interest Income : Interest is recognized on time proportion basis.
4. Other income: Other income is recognized only when it is reasonably certain that the ultimate collection will be made."

## (m) Depreciation and Amortisation

"Depreciation is calculated to systematically allocate the cost of Property, Plant and Equipment net of the estimated residual values over the estimated useful life.

Depreciation is computed using Written Down Value Method (WDV) over the useful lives of the assets as specified in Schedule II to the Companies Act, 2013. The residual values are not more than 5% of the original cost of the item of Property, Plant and Equipment. The asset's residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

### Assets Amortization Period

Computers 3 Years

Office Equipment 5 Years

Vehicle 8 Years

Furniture & Fixtures 10 Years

Electrical Installatin and Equipments 10 Years

## (n) Leases

"Ind AS 116 sets out the principles for the recognition, measurement and disclosure of leases for both lessees and lessors. A lessee recognises right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17. The Company will adopt Ind AS 116, effective annual reporting period beginning 1 April 2019. The right-of-use asset is recognised at its carrying amount as if the standard had been applied since the commencement date, but discounted using the lessee's incremental borrowing rate as at 1 April 2019. In accordance with the standard, the Company has elected not to apply the requirements of Ind AS 116 to leases for which the underlying asset is of low value."

**(o) Income taxes**

"The income tax expense is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in Deferred Tax Assets and Liabilities attributable to temporary difference.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period i.e. as per the provisions of the Income Tax Act, 1961, as amended from time to time. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on the rates and tax laws enacted or substantively enacted, at the reporting date in the country where the Company operates and generates taxable income.

**Deferred Taxes**

Deferred tax is provided in full on temporary difference arising between the tax bases of the assets and liabilities and their carrying amounts in standalone financial statements. Deferred tax amounts of income taxes recoverable in future periods in respect of deductible temporary differences.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred Tax Assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority. Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss. Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred Tax Assets and Liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current and Deferred Tax is recognized in the Statement of Profit and Loss, The carrying amount of Deferred Tax Assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the Deferred Tax Asset to be utilized. Unrecognized Deferred Tax Assets are

re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered."

**(p) Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying asset are capitalised during the period of time that is necessary to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed in the period in which they are incurred and reported in finance costs.

**(q) Employee benefits**

"The Company operates the following post-employment schemes:

A. Defined benefit plans Gratuity; and

B. B. Defined contribution Plan - Provident Fund

Defined benefit plans – Gratuity Obligations

The liability or asset recognized in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss. Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

**Defined Contribution Plans**

Eligible employees of company receive benefits from a provident fund, which is a defined benefit plan. Both the eligible employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary. The Company contributes a portion to Recognized provident Fund set up by Employees Provident Fund Organization of India which is deposited to government account within due date as set under Employees' Provident Funds & Miscellaneous Provisions Act, 1952. The rate at which the annual interest is payable to the beneficiaries by the trust is being administered by the government. "

**(r) Foreign currencies Transaction and translation**

a) "Monetary items: Transactions in foreign currencies are initially recorded at their respective functional currency spot rate at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in the statement of profit and loss.

b) Non-Monetary items: Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

Exchange differences that arise on settlement of monetary items or on reporting of monetary items at each Balance Sheet date at the closing spot rate are recognised in the Statement of Profit and Loss in the period in which they arise."

**(s) Earnings per share**

"Basic earnings per share is calculated by dividing the net profit / (loss) for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit / (loss) for the year attributable to equity shareholders and

the weighted average numbers of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted at the beginning of the year and not issued at a later date. In computing the diluted EPS, potential equity shares that either increase earnings per share or decrease loss per equity share, being anti-dilutive are ignored."

**(t) Statement of Cashflow:**

Cash Flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing Cash Flows. The cash flows from operating, investing and financing activities of the Company are segregated.

**(u) Segment Reporting Policies:**

The Company is operating in two different business segments i.e. Sale of Products and Sale of Software and Services. Segments have been identified and reported taking into account nature of products and services, the different risk and returns and internal business reporting system. The accounting policy adopted for Segment Reporting are in line with Company's accounting policy.

**D C INFOTECH & COMMUNICATION LIMITED**

CIN: U74999MH2019PLC319622

**Notes to the Financial Statements****Note: 2-Property, Plant & Equipment**

(Amt in Rs.Lacs)

Tangible Assets							Total
Gross Block:	Computer	Office Equipments	Furniture & Fixtures	Office Premises	Motor Vehicles		
<b>As at April 1, 2022</b>	19.44	60.89	30.89	-	196.10		307.31
Additions	9.25	19.50	1.18	-	0.48		30.41
Disposal / Adjustments	-	-	-	-	(0.10)		(0.10)
<b>As at March 31, 2023</b>	28.69	80.39	32.07	-	196.47		337.62
Additions	16.10	14.63	0.05	71.50	-		102.27
Disposal / Adjustments	-	-	-	-	-		-
<b>As at March 31, 2024</b>	44.79	95.02	32.12	71.50	196.47		439.89
<b>Depreciation and Impairment:</b>							
<b>As at April 1, 2022</b>	11.45	24.15	15.17	-	75.13		125.90
For the year 22-23	10.35	21.30	4.30	-	35.80		71.76
Disposal 22-23	-	-	-	-	-		-
<b>As at March 31, 2023</b>	21.80	45.45	19.47	-	110.93		197.65
For the year 23-24	8.02	16.77	3.25	-	26.39		54.43
Disposal 23-24	-	-	-	-	-		-
<b>As at March 31, 2024</b>	29.83	62.22	22.72	-	137.32		252.09
<b>Net Block:</b>							
<b>Tangible assets</b>							
As at March 31, 2023	6.89	34.95	12.59	-	85.54		139.97
As at March 31, 2024	14.96	32.80	9.39	71.50	59.15		187.81



**D C INFOTECH & COMMUNICATION LIMITED**  
**CIN: U74999MH2019PLC319622**  
**Notes to the Financial Statements**

Particulars	(Rs. In Lacs)	(Rs. In Lacs)
	As at March 31, 2024	As at March 31, 2023
<b>Note: 3 Investments</b>		
Investment in Equity instrumnets		
- Unquoted - (Valued at cost)		
The Shamrao Vital Co-op Bank Limited		
1975 no of equity shares at face value of Rs 10 /- each	0.49	0.49
<b>Total</b>	<b>0.49</b>	<b>0.49</b>
<b>Note: 4 Deferred Tax</b>		
Break up of Deferred Tax Liabilities and Assets into major components of the respective balances are as under:		
<b>Deferred Tax Liabilities</b>		
Differences in depreciation and other differences in block of fixed assets as per tax books and financial books		
On unrealised profit on derivatives		
<b>Deferred Tax Assets</b>		
Differences in depreciation and other differences in block of fixed assets as per tax books and financial books	24.93	21.54
Provision for gratuity	8.73	2.76
	<b>33.66</b>	<b>24.31</b>
Net Deferred Tax Asset/ ( Liabilities)	<b>33.66</b>	<b>24.31</b>
<b>Note: 5 Inventories</b>		
Classification of Inventories:		
Stock-In-Trade*	5,873.84	5,422.86
<b>Total</b>	<b>5,873.84</b>	<b>5,422.86</b>
<b>Note: 6 Trade Receivables</b>		
<b>(A) Trade Recievables</b>		
Considered Good - Secured	12,527.53	6,975.97
Trade Receivable which have significant increase in credit risk	113.49	124.28
<b>Others</b>	-	-
<b>TOTAL</b>	<b>12,641.02</b>	<b>7,100.26</b>
<b>NOTE No. 6.1 :Classification of Trade Receivables</b>		
<b>Classification of Trade Receivables</b>		
<b>(A) Ageing of Trade Recievables</b>		
Less than 6 months	12,275.63	6,832.29
6 Months -1 Year	164.34	134.05
1 yr - 2 Years	82.80	39.73
2 yrs - 3 Years	6.91	4.50
More than 3 Years	111.35	89.68
<b>(B) Considered Good - Secured</b>		
Undisputed Trade Receivables - considered good	12,439.97	6,966.35
<b>(C) Trade Receivable which have significant increase in credit risk</b>		
Undisputed Trade Receivables - which have significant significant increase in credit risk	162.35	95.20
Disputed Trade Receivables - which have significant significant increase in credit risk	38.71	38.71
<b>(D) Trade Receivable - credit impaired</b>		
Undisputed Trade Receivable - credit impaired	-	-
Disputed Trade Receivable - credit impaired	-	-
(Refer note number 37 on related party)		
(Refer Note Number 16 on Borrowings)		

## D C INFOTECH &amp; COMMUNICATION LIMITED

CIN: U74999MH2019PLC319622

## Notes to the Financial Statements

Particulars	(Rs. In Lacs)	(Rs. In Lacs)
	As at March 31, 2024	As at March 31, 2023
<b>Note: 7 Loans</b>		
Loan to Related party	-	-
<b>Total</b>	-	-
(Refer note number 35 on related party)		
<b>Note: 8 Cash and Cash Equivalent*</b>		
Balances with banks	2.86	6.93
Fixed deposits with maturity less than 3 months	-	-
Cheque in hand	-	-
Cash in Hand	4.16	1.38
<b>Total</b>	<b>7.02</b>	<b>8.30</b>
<b>Note: 9 Other Bank Balances</b>		
Fixed Deposit /Margin Money with maturity more than 3 months but less than 12 months	1,237.17	338.00
<b>Total</b>	<b>1,237.17</b>	<b>338.00</b>
<b>Note 9.1</b>		
FDR under lien amounting to Rs. 11.5L(Previous Year Nil) given to SBI Bank for availing LC Limit & as per sanction terms and Rs. : 64 lacs (Previous Year 1.36 Crores) given to Kotak Mahindra Bank for availing LC Limit and as per sanction terms		
<b>Note: 10 Other Current Financial Assets</b>		
Deposits	36.66	15.34
Advance given for purchase of fixed assets	41.70	-
Interest accrued but not due on fixed deposits	13.57	4.52
<b>Total</b>	<b>91.93</b>	<b>19.86</b>
<b>Note: 11 Derivative Financial Asset</b>		
<b>Currency Derivatives</b>		
Fair Value - Assets	-	-
Fair Value - Liabilities	-	-
<b>Total Fair Value - Asset / (Liability)</b>	<b>-</b>	<b>-</b>
<b>Note: 11.1 : Notional Amount</b>		
Currency Derivatives		-
<b>Note: 12 Other Current Assets</b>		
[Unsecured, Considered Good]		
Advance Tax	-	-
Balance with revenue authorities	647.67	897.49
Prepaid expenses	16.13	7.19
Advance to employee	18.09	4.98
Other receivables	16.06	36.12
Preliminary Expenses	-	1.75
<b>Total</b>	<b>697.95</b>	<b>947.54</b>
<b>Note: 13 Equity Share Capital</b>		
<b>Authorised</b>		
Equity Shares		
17,000,000 nos. - face value of Rs 10/- each	1,700.00	1,500.00
<b>Total</b>	<b>1,700.00</b>	<b>1,500.00</b>
<b>Issued, Subscribed and Paid-up</b>		
Equity Shares		
13,000,000 nos. - face value of Rs 10/- each	1,300.00	1,200.00
Out of 13,000,000 Equity Shares, 6,000,000 Equity shares were issued as bonus of face Value of Rs. 10/- each		
<b>Total</b>	<b>1,300.00</b>	<b>1,200.00</b>

**D C INFOTECH & COMMUNICATION LIMITED**  
**CIN: U74999MH2019PLC319622**  
**Notes to the Financial Statements**

Particulars	(Rs. In Lacs)	(Rs. In Lacs)
	As at March 31, 2024	As at March 31, 2023
<b>A. The details of shareholders holding more than 5% equity shares :-</b>		
Name of the Shareholder		
1) Chetankumar Hasmukhlal Timbadia		
% held	22.15%	24.00%
No. of Shares	28.80	28.80
2) Devendra Kishorkumar Sayani		
% held	19.38%	21.00%
No. of Shares	25.20	25.20
<b>B. Reconciliation of number of equity shares :-</b>		
At the beginning of the year	120.00	120.00
Add : Shares issued / Bonus issued	10.00	-
At the End of the year	<b>130.00</b>	<b>120.00</b>

**C. Rights, Preferences and Restrictions of share holder :-**

The company has only single class of equity shares. Each shareholder is eligible for one vote per share. one class of equity share have been issued having a par value of Rs.10/- each.

The company declares and pays dividend if any, in Indian Rupee. The dividend proposed if any, by the board of Directors is subject to the approval of the share holders at the ensuing Annual General meeting except in case of interim dividend.

In the event of liquidation of the company, the holder of equity shares will be entitled to receive any of remaining assets of the company after distribution of preferential amount. The distribution will be in proportion to the number of equity shares held by the share holders.

**D. Particulars of shares issued for consideration other than cash, shares bought back and bonus shares in last five years :-**

The company has issued bonus shares in the year (FY 2021-2022) in ratio of 1:1

<b>Note: 14 Other Equity</b>		
Equity Share Securities Premium		
Opening Balance	240.00	240.00
Add : Addition during the year	440.00	-
Less: Transfer to Equity Share Capital during the year for bonus shares	-	-
Closing Balance	680.00	240.00
<b>Profit &amp; Loss balance</b>		
Opening Balance	1,512.80	805.26
Add : Profit during the year	1,160.96	707.54
Less : Dividend (including DDT)	-	-
Closing Balance	2,673.76	1,512.80
<b>Share Warrant</b>		
Opening Balance	-	-
Add: Money received against Share Warrant	405.00	-
Less : Issue of Shares	-	-
Closing Balance	405.00	-
<b>Items of Other Comprehensive Income</b>		
Opening Balance	-	-
Less : Employee benefit	-	-
Closing Balance	-	-
<b>Total</b>	<b>3,758.76</b>	<b>1,752.80</b>
<b>Note: 15 Long Term Borrowings</b>		
Secured Term Loan	10.24	60.87
Unsecured loans from Directors	-	187.78
<b>Total</b>	<b>10.24</b>	<b>248.65</b>

## D C INFOTECH &amp; COMMUNICATION LIMITED

CIN: U74999MH2019PLC319622

Notes to the Financial Statements

Particulars	(Rs. In Lacs)	(Rs. In Lacs)
	As at March 31, 2024	As at March 31, 2023
<b>Note: 16 Borrowings</b>		
Financial liabilities carried at amortised cost		
Secured working capital facilities from banks*	2,374.36	1,014.61
Unsecured Intercompany Deposit & Loan from Directors	117.55	45.00
Unsecured working capital facilities from banks*	1,258.94	1,292.44
<b>Total</b>	<b>3,750.85</b>	<b>2,352.06</b>
<b>Non-current Borrowings</b>		
Term loans	22.41	69.44
Indian rupee loan from banks (secured)		
Car Loan	33.09	59.96
General purpose borrowings		
Less : current maturities	45.26	68.54
Total (a)	10.24	60.87
Indian rupee loan from financial institutions (secured)		
Project loans for SPVs		
Equipment finance		
General purpose borrowing	2,329.10	946.07
Less : current maturities	2,329.10	946.07
Total (b)	-	-
Loan from Directors and Shareholders & ICD	117.55	232.78
Less : current maturities	117.55	45.00
Total (c)	-	187.78
<b>TOTAL A+B-C Non Current Borrowings</b>	<b>10.24</b>	<b>248.65</b>
<b>Current Borrowings</b>		
From Banks (Secured)		
a) Indian rupee loan from banks	45.26	68.54
b) Indian rupee loan from financial institutions	-	-
c) Overdraft	-	-
d) Cash credit and working capital demand loan	2,329.10	946.07
Unsecured loans		
a) Indian rupee loan from banks	366.06	395.97
b) Indian rupee loan from financial institutions	892.88	896.48
c) Loan from Directors and Shareholders & ICD	117.55	45.00
<b>Total current borrowings</b>	<b>3,750.85</b>	<b>2,352.06</b>
<b>Aggregate Secured loans</b>	<b>2,384.60</b>	<b>1,263.26</b>
<b>Aggregate Unsecured loans</b>	<b>1,376.49</b>	<b>1,337.44</b>

The Company has availed working capital facilities from banks on following Terms and Conditions;

1. Secured by

Primary Security:

a. Secured by Exclusive Charge on Current Assets of the Company.

b. Car Loans are secured by respective cars.

Collateral Security:

b. Residential properties along with the Personal Gaurantees of director Mr. Chetankumar Timbadia, Mr. Devendra Sayani, Mr. Jayesh Sayani, Mr. Kamlesh Sayani, Mrs. Jasmina Timbadia, Mrs. Ketana Sayani, Mr. Hasmukh Timbadia and Mrs. Rita Timbadia

2. Interest rate varies from 7% to 12.5%

3. Loans are due within a period of twelve months.

<b>Note 17: Payables</b>		
<b>Trade Payables</b>		
Total outstanding dues of micro enterprises and small enterprises	383.57	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	10,492.95	7,905.68
Other Payables		
Total outstanding dues of micro enterprises and small enterprises - Others		
Total outstanding dues of creditors other than micro enterprises and small enterprises - Others		
<b>Total</b>		



**D C INFOTECH & COMMUNICATION LIMITED**  
**CIN: U74999MH2019PLC319622**  
**Notes to the Financial Statements**

<b>Particulars</b>	(Rs. In Lacs)	(Rs. In Lacs)
	<b>Ageing as on 31st March 2024</b>	<b>Ageing as on 31st March 2023</b>
<b>Note 17.1: Trade Payables ageing schedule</b>		
(i) MSME		-
(ii) Others		
Less than 1 yr	10,835.96	7,890.33
1 yr - 2 yrs	38.60	15.16
2 yrs - 3 yrs	1.96	0.19
More than 3 yrs		-
(iii) Disputed Dues -MSME	-	-
(iv) Disputed Dues -Others	-	-
<b>Total</b>	<b>10,876.51</b>	<b>7,905.68</b>
(Refer note number 37 on related party)		
<b>Note: 18 Other Financial Liabilities</b>		
Audit Fees Payable	3.00	3.00
Other payables	484.10	193.14
<b>Total</b>	<b>487.10</b>	<b>196.14</b>
<b>Note: 19 Provisions</b>		
Provision for Bonus	7.46	1.32
Provision for Gratuity	34.70	10.97
Less: Provision for Gratuity (Non Current Liability)	29.19	8.61
<b>Total</b>	<b>71.36</b>	<b>20.90</b>
<b>Note: 20 Current Tax Liabilities [Net]</b>		
Provision for Taxation (net of advance tax)	412.00	247.00
<b>Total</b>	<b>412.00</b>	<b>247.00</b>
<b>Note: 21 Other Current Liabilities</b>		
Advance Received from Customers		
Deferred Income	-	57.53
Statutory Liabilities	133.27	29.44

## D C INFOTECH &amp; COMMUNICATION LIMITED

CIN: U74999MH2019PLC319622

Notes to the Financial Statements

	(Rs. In Lacs) For the year ended March 31, 2024	(Rs. In Lacs) For the year ended March 31, 2023
<b>Note: 22 Revenue from Operations</b>		
Sale of Product	37,467.33	29,593.88
Sale of Software & Services	8,495.85	6,368.63
<b>Total</b>	<b>45,963.18</b>	<b>35,962.51</b>
<b>Note: 23 Other Income</b>		
Interest Income	60.33	26.87
Dividend Income	0.18	-
Profit on Sale of Fixed Assets	-	0.01
Net gain on Foreign Exchange	42.09	-
<b>Total</b>	<b>102.60</b>	<b>26.88</b>
<b>Note: 24 Changes in Inventory</b>		
Opening stock of Inventory	5,422.86	3,665.40
Less: Closing Stock of Inventory	5,873.84	5,422.86
<b>Total</b>	<b>(450.99)</b>	<b>(1,757.46)</b>
<b>Note: 25 Employee Benefits Expense</b>		
Salaries and Wages	699.80	594.75
Directors Salary	120.00	120.00
Provision for gratuity	23.73	(7.28)
Contribution to provident and other funds	12.55	10.39
Staff welfare expenses	27.79	9.95
<b>Total</b>	<b>883.87</b>	<b>727.80</b>
<b>Note: 26 Finance Cost</b>		
Interest on financial liabilities carried at amortised cost		
Interest expenses - amortised cost	404.95	218.48
Other cost		
Processing and Bank charges	81.65	50.83
Interest on late deposit of statutory liabilities	0.11	7.25
<b>Total</b>	<b>486.71</b>	<b>276.56</b>
<b>Note: 27 Other Expenses</b>		
Audit Fees	3.00	3.00
Bad Debts	5.65	0.20
Commission	98.52	88.52
Conveyance	81.91	83.03
CSR Donation	12.15	-
Depository & RTA Expenses	13.40	11.33
Discount & Incentives	41.95	53.22
Donation	-	-
Electricity Expenses	4.68	4.21
Net Loss on Foreign Exchange	-	102.94
Insurance	43.26	40.50
Legal & Professional Fees	136.58	88.43
Rent Expenses	127.82	97.87
Sales Tax / GST (Earlier Years)	1.34	37.41
Sales Promotion and Advertisement	65.01	43.38
Printing & Stationery	2.83	4.02
Telephone	2.10	2.81
Traveling Expenses	61.95	24.28
Other Expenses	43.09	44.85
<b>Total</b>	<b>745.24</b>	<b>730.01</b>

## D C INFOTECH &amp; COMMUNICATION LIMITED

CIN: U74999MH2019PLC319622

Notes to the Financial Statements

**Note: 28 Calculation of earning per share (EPS)**

The numerators and denominators used to calculate basic and diluted EPS are as follows:

Particulars		Units	March 31, 2024	March 31, 2023
Profit attributable to Equity shareholder	(A)	Rs	1,160.96	707.54
Number of equity shares		Nos	130.00	120.00
Weighted average number of shares for calculation of Basic EPS	(B)	Nos	122.04	120.00
Weighted average number of shares for calculation of Diluted EPS	(C)	Nos	123.58	120.00
Nominal value of equity shares		Rs	10.00	10.00
<b>Basic EPS</b>			<b>9.51</b>	<b>5.90</b>
<b>Diluted EPS</b>			<b>9.39</b>	<b>5.90</b>

**Note: 29 Details of auditors remuneration**

As auditor :

Audit fees		Rs	3.00	3.00
Tax audit fees		Rs	-	0.60
other matters		Rs	-	1.15
<b>Total payment to auditors</b>		Rs	<b>3</b>	<b>4.75</b>

**Note: 30 Contingent Liabilities and Commitments (to the extent not provided for):**

There has been contingent liability in respect of orders passed by Dy. Commissioner of Sales Tax and appeals against the same are pending with Joint Commissioner of Sales Tax in Haryana in the name of erstwhile partnership firm as follows:

Particulars	March 31, 2024	March 31, 2023
2016-17 VAT & CST	13.41	13.41
2015-16 VAT & CST	27.14	27.14

Capital Commitments:

There are no material pending capital commitments which the company believes could reasonably be expected to have a material adverse effect on the result of operations, cash flow or the financial position of the company.

**Note: 31 Property, Plant and Equipment**

There is no impairment loss on property, plant and equipment assets on the basis of review carried out by the management. Company carries out physical verification of its Property, Plant and Equipment at regular interval.

**Note: 32 Inventory**

The inventory comprising of Traded goods is physically verified by the management at regular intervals and as at the end of the year. Company obtains written confirmations in respect of stock lying with third parties, if any, as at the year end. The quantity and valuation of inventory at the year end has been certified by the management.

**Note: 33 Trade Receivable**

Loan and Advances, Trade receivables and Other Receivables are subject to confirmation and reconciliation.

**Note: 34 Employee Benefits**

Particulars	March 31, 2024	March 31, 2023
Gratuity - Current	5.51	2.36
Gratuity - Non-current	29.19	8.61
Compensated Absences (Leave Salary) - Current		
Compensated Absences (Leave Salary) - Non-current		
Total outstanding as on reporting date	34.70	10.97

**A. Gratuity (Defined Benefit Plan)****i) General Description:**

The Company provides for gratuity for employees in India as per the payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The company's liability towards gratuity is determined on the basis of year end actuarial valuations applying the Projected Unit Credit Method (as per Ind AS 19) done by an independent actuary.

## D C INFOTECH &amp; COMMUNICATION LIMITED

CIN: U74999MH2019PLC319622

Notes to the Financial Statements

Particulars	March 31, 2024	March 31, 2023
<b>ii) Change in the present value of the defined benefit obligation</b>		
Opening defined benefit obligation	10.97	18.14
Past service cost	-	-
Current service cost	8.73	3.52
Interest cost	0.82	1.33
Actuarial (gain) / loss due to remeasurement on change in assumptions	14.18	(12.02)
Experience (gain) / loss on plan liability	-	-
Benefits paid and transfer out	-	-
Contributions by employee	-	-
Transfer in	-	-
Closing defined benefit obligation	<b>34.70</b>	<b>10.97</b>
<b>iii) Change in the fair value of plan assets:</b>		
Opening fair value of plan assets	-	-
Investment Income	-	-
Contributions by employer	-	-
Contributions by employee	-	-
Benefits paid	-	-
Return on plan assets , excluding amount recognised in net interest expense	-	-
Acquisition adjustments	-	-
Closing fair value of plan assets	-	-
<b>iv) Breakup of Actuarial gain/loss</b>		
Actuarial [gain]/ loss arising from change in demographic assumption	-	-
Actuarial [gain]/ loss arising from change in financial assumption	-	-
Actuarial [gain]/ loss arising from experience adjustment	-	-
<b>v) Expenses/ [Incomes] recognised in the Statement of Profit and Loss:</b>		
Current service cost	8.73	3.52
Past service cost	-	-
(Gains) / losses - on settlement	-	-
Interest cost / (Income) on benefit obligation	-	-
Net expenses/ [benefits]	<b>8.73</b>	<b>3.52</b>
<b>vi) Other Comprehensive Income</b>		
Actuarial (Gain)/Loss recognized for the period due to change in assumptions	14.18	(12.02)
Asset limit effect	-	-
Return on plan assets excluding net interest	-	-
Unrecognized Actuarial (Gain) / Loss from previous period	-	-
Total Actuarial (Gain)/Loss recognized in OCI	<b>14.18</b>	<b>(12.02)</b>
<b>vii) Movement in net liabilities recognised in Balance Sheet:</b>		
Opening net liabilities	10.97	18.14
Expenses as above [P & L Charge]	23.73	(7.17)
Benefits Paid	-	-
Other Comprehensive Income (OCI)	-	-
Liabilities/ [Assets] recognised in the Balance Sheet	<b>34.70</b>	<b>10.97</b>
<b>viii) Amount recognized in the balance sheet:</b>		
PVO at the end of the year	(10.97)	(18.14)
Fair value of plan assets at the end of the year	-	-
Deficit	(23.73)	7.17
Unrecognised past service cost	-	-
(Liabilities)/Assets recognized in the Balance Sheet	<b>(34.70)</b>	<b>(10.97)</b>



## D C INFOTECH &amp; COMMUNICATION LIMITED

CIN: U74999MH2019PLC319622

## Notes to the Financial Statements

Particulars	March 31, 2024	March 31, 2023
<b>ix) Principal actuarial assumptions as at Balance sheet date:</b>		
Discount rate	7.22%	7.50%
[The rate of discount is considered based on market yield on Government Bonds having currency and terms in consistence with the currency and terms of the post-employment benefit obligations].		
Annual increase in salary cost	10.00%	10.00%
[The estimates of future salary increases are considered in actuarial valuation, taking into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market].		
Employee Attrition Rate (Past Services (PS))		
Upt to 30 Years	29.00%	30.00%
From 31 to 44 Years	30.00%	30.00%
Above 44 Years	12.00%	20.00%
Decrement adjusted remaining working life (years)		-
Sensitivity analysis:		
	Discount rate of 0.5%	Salary Escalation rate of 0.5%
March 31, 2024		
Impact on statement of Profit & Loss increase in rate	(0.74)	0.74
Impact on statement of Profit & Loss of decrease in rate	0.77	(0.72)
	Discount rate of 0.5%	Salary Escalation rate of 0.5%
March 31, 2023		
Impact on statement of Profit & Loss increase in rate	(0.20)	0.21
Impact on statement of Profit & Loss of decrease in rate	0.21	(0.20)

### Note 35 : Financial Instruments - Fair Value and Risk Management

#### A. Accounting classification

March 31, 2024	Fair Value through Profit / (Loss)	Fair Value through OCI	Amortised Cost
Financial assets - Current			
Trade Receivables	-	-	12,641.02
Loans			-
Cash and Cash Equivalents	-	-	7.02
Other bank balances	-	-	1,237.17
Others	-	-	91.93
Derivative Financial Instrument	-	-	-
<b>Total Financial Assets</b>	-	-	<b>13,977.14</b>
Financial liabilities – Current			
Working Capital Loan	-	-	2,374.36
Trade Payables	-	-	10,492.95
Other Financial Liabilities	-	-	487.10
<b>Total Financial Liabilities</b>	-	-	<b>13,354.41</b>
	Fair Value through Profit / (Loss)	Fair Value through OCI	Amortised Cost
March 31, 2023			
Financial assets - Current			
Trade Receivables	-	-	7,100.26
Cash and Cash Equivalents	-	-	8.30
Other bank balances	-	-	338.00
Others	-	-	19.86
Derivative Financial Instrument	-	-	-
<b>Total Financial Assets</b>	-	-	<b>7,466.42</b>
Financial liabilities – Current			
Working Capital Loan	-	-	1,014.61
Trade Payables	-	-	7,905.68
Other Financial Liabilities	-	-	196.14
<b>Total Financial Liabilities</b>	-	-	<b>9,116.43</b>

**D C INFOTECH & COMMUNICATION LIMITED**

**CIN: U74999MH2019PLC319622**

**Notes to the Financial Statements**

**B. Fair value Measurement**

Financial instruments measured at FVTPL / FVOCI :

All assets and liabilities for which the fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Inputs are quoted (unadjusted) market prices in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement are (other than quoted prices) included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

**C. Valuation techniques used to determine fair value**

Specific valuation techniques used to value financial instruments include:

1. Derivative Financial Instruments - mark to market based on closing price on stock exchange

Financial instruments measured at FVTPL

**March 31, 2024**

Financial assets

Derivative financial instruments

**Level 1**

**Level 2**

**Level 3**

-

-

-

**Total Financial Assets**

-

-

-

Financial instruments measured at FVTPL

**March 31, 2023**

Financial assets

Derivative financial instruments

**Level 1**

**Level 2**

**Level 3**

-

-

-

**Total Financial Assets**

-

-

-

Financial instruments measured at amortised cost:

The carrying value approximates fair value for long term financial assets and liabilities measured at amortised cost. There are no transfers during the year in level 1, 2 and 3. The Company policy is to recognize transfers into and transfers out of fair value hierarchy level as at the end of reporting period.

**D. Financial risk management**

Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company has exposure to the following risks arising from financial instruments:

1. Credit risk
2. Liquidity risk and
3. Market risk

**1. Credit risk**

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or pay amounts due to the Company causing financial loss. It arises from cash and cash equivalents, deposits with banks and financial institutions, security deposits, loans given and principally from credit exposures to customers relating to outstanding receivables. The Company's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at reporting date. The Company continuously monitors defaults of customers and other counterparties, identified either individually or by the Company, and incorporates this information into its credit risk controls. Where available at reasonable cost, external credit ratings and/or reports on customers and other counterparties are obtained and used. The Company's policy is to deal only with creditworthy counterparties.

In respect of trade and other receivables, the Company is not exposed to any significant credit risk exposure to any single counterparty or any company of counterparties having similar characteristics. Trade receivables consist of a large number of customers in various geographical areas. The Company has no history of customer default, and considers the credit quality of trade receivables that are not past due or impaired to be good. The credit risk for cash and cash equivalents, mutual funds, bank deposits, loans and derivative financial instruments is considered negligible, since the counterparties are reputable organisations with high quality external credit ratings. Company provides for expected credit losses on financial assets by assessing individual financial instruments for expectation of any credit losses. Since the assets have very low credit risk, and are for varied natures and purpose, there is no trend that the company can draws to apply consistently to entire population. For such financial assets, the Company's policy is to provide for 12 month expected credit losses upon initial recognition and provides for lifetime expected credit losses upon significant increase in credit risk. The Company does not have any expected loss based impairment recognised on such assets considering their low credit risk nature, though incurred loss provisions, if any, are disclosed under each sub-category of such financial assets.

**2. Liquidity risk**

Liquidity Risk is defined as the risk that the Company will not be able to settle or meets its obligations on time at a reasonable price In addition; processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity through rolling forecasts of expected cash flows.

**Exposure to liquidity risk**

The table below is an analysis of Company's financial liabilities based on their remaining contractual maturities of financial liabilities at the reporting date.

## D C INFOTECH &amp; COMMUNICATION LIMITED

CIN: U74999MH2019PLC319622

Notes to the Financial Statements

March 31, 2024	Contractual cash flows	
	Within 1 year	1 year and above
<b>Non-derivative financial liabilities :</b>		
Working Capital Facilities from banks	3,751	
Trade payables	10,493	
Other Financial Liabilities	487	
March 31, 2023	Contractual cash flows	
	Within 1 year	1 year and above
<b>Non-derivative financial liabilities :</b>		
Working Capital Facilities from banks	2,352	-
Trade payables	7,906	-
Other Financial Liabilities	196	-

**3. Market risk**

Changes in market prices which will affect the Company's income or the value of its holdings of financial instruments is considered as market risk. It is attributable to all market risk sensitive financial instruments.

**4. Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

Particulars	Impact on statement of profit and (loss) - [Net of tax]	
	March 31, 2024	March 31, 2023
Interest rates – increase by 100 basis points (100 bps)	(23)	(14)
Interest rates – decrease by 100 basis points (100 bps)	23	14

**Note: 36 Capital Management**

The primary objective of the Group's capital management is to maximize the shareholders' interest, safeguard its ability to continue as a going concern and reduce its cost of capital. Company is focused on keeping strong total equity base to ensure independence, security as well as high financial flexibility for potential future borrowings required if any. Company's capital for capital management includes debt and total equity. As at March 31, 2024 and March 31, 2023 total capital is Rs 50,58,75,638/- and Rs 29,52,79,643/- respectively. No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2024, March 31, 2023.

**Note: 37 Related party disclosure****A. List of related party**

Relationship Category	Particulars	Name
1	Key Management Personnel	Mr. Chetankumar Timbadia, Mr. Devendra Sayani, Mr. Jayesh Sayani, Mr. Piyush Shah and Mr. Bhavesh Singh
2	Relatives of Key Management Personnel	Mr. Dharmik Timbadia, Mr. Dhairya Timbadia, Mr. Yash Sayani, Mr. Devansh Sayani
3	Enterprises owned or significantly influenced by Key Management Personnel	DC Systems

**B. The Following transactions were carried out with the related parties in the ordinary course of business and at arm's length.**

Nature of transactions	Relationship Category	March 31, 2024 (Amount in Rs)	March 31, 2023 (Amount in Rs)
Remuneration payment			
Chetankumar Timbadia	1	60.00	60.00
Devendra Sayani	1	60.00	60.00
Dhairya Timbadia	2	27.56	23.54
Dharmik Timbadia	2	25.09	23.54
Yash Sayani	2	23.54	23.54
Devansh Sayani	2	23.54	23.54
Piyush Shah	1	14.09	9.29
Bhavesh Singh	1	1.84	1.91
		-	-
Total		235.66	225.35

## D C INFOTECH &amp; COMMUNICATION LIMITED

CIN: U74999MH2019PLC319622

## Notes to the Financial Statements

Nature of transactions	Relationship Category	March 31, 2024 (Amount in Rs)	March 31, 2023 (Amount in Rs)
<b>Purchase</b>			
DC Systems	3	38.52	84.33
Total		38.52	84.33
<b>Sales</b>			
DC Systems	3	1,544.03	1,537.73
Total		1,544.03	1,537.73
<b>Incentive Paid</b>			
DC Systems	3	15.00	39.47
Total		15.00	39.47
<b>Loan Received (Net)</b>			
Devendra Sayani	1	-	25.00
Chetankumar Timbadia		140.00	-
<b>Loan Repaid (Net)</b>			
Chetankumar Timbadia	1	181.44	85.08
Devendra Sayani	1	77.44	0.58
Total		258.88	85.66

**C. Closing Balance of Related Party**

Name	Nature	March 31, 2024 (Amount in Rs)	March 31, 2023 (Amount in Rs)
DC Sytsems	Debtor	357.76	293.78
DC Sytsems	Creditor	29.88	17.38
Chetankumar Hasmukhlal Timbadia	Unsecured Loan	1.15	127.37
Devendra Kishorkumar Sayani	Unsecured Loan	63.02	116.03
Jayeshkumar Kishorekumar Sayani	Unsecured Loan	4.74	4.74
Chetankumar Hasmukhlal Timbadia	Remuneration Payable	4	3.63
Devendra Kishorkumar Sayani	Remuneration Payable	2.80	4.07
Devansh K Sayani	Remuneration Payable	1.42	1.61
Dhairya ChetanKumar Timbadia	Remuneration Payable	1.95	1.61
Dharmik ChetanKumar Timbadia	Remuneration Payable	1.73	1.61
Yash Devendra Sayani	Remuneration Payable	1.36	1.61
Piyush Shah	Remuneration Payable	1.21	0.65
Bhavesh Singh	Remuneration Payable	0.15	0.15

**NOTE 38: Segment Reporting****Primary segment (Business segment)**

The Company is engaged in general trading of commodities and trading in derivatives on recognized exchange. Segments have been identified and reported taking into account nature of products and services, the different risk and returns and internal business reporting system. The accounting Policy adopted for segment reporting are in line with Company's accounting policy.

Particulars	Year ended	
	March 31, 2024 (Amount in Rs)	March 31, 2023 (Amount in Rs)
<b>1. Segment Revenue</b>		
a) Segment - Sale of Product	37,467	29,594
b) Segment - Sale of Software & Services	8,496	6,369
Total	45,963	35,963
Less: Inter Segment Revenue	-	-
Total Sales / Income from Operations	45,963	35,963
<b>2. Segment Results</b>		
Profit / (Loss) before tax and interest from each segment		
a) Segment - Sale of Product	2,699	1,940
b) Segment - Sale of Software & Services	934	790
Total	3,633	2,730
Less		
Unallocable Expenses	1,583	1,504
Finance cost	487	277
<b>Total profit before exceptional item &amp; tax</b>	<b>1,564</b>	<b>949</b>

## D C INFOTECH &amp; COMMUNICATION LIMITED

CIN: U74999MH2019PLC319622

Notes to the Financial Statements

Particulars	Year ended	
	March 31, 2024 (Amount in Rs)	March 31, 2023 (Amount in Rs)
Segment Assets		
a) Segment - Trading in Goods	15,441	10,921
b) Segment - Trading in Software & Services	3,074	1,602
c) Segment - Others / un allocable	2,034	1,314
<b>Total</b>	<b>20,549</b>	<b>13,837</b>
Segment Liabilities		
a) Segment - Trading in Goods	7,747	6,696
b) Segment - Trading in Software & Services	3,130	1,210
c) Segment - Others / un allocable	4,796	2,894
<b>Total</b>	<b>15,673</b>	<b>10,800</b>

**Note 39: Tax expense**

Reconciliation of tax expense

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
<b>a) Income tax recognised in profit &amp; loss account</b>		
Current tax	412.00	247.00
Earlier year tax		
Deferred tax	(9.36)	(5.69)
	402.64	241.31

**Note: 40 Relationship with Struck Off Companies**

During the year, the company does not have any transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956

**Note: 41 Wilful Defaulter**

During the year, the company is not declared as wilful defaulter by any bank or financial Institution or other lender

**Note: 42 Borrowings from Banks & Financial Institution**

The Company has borrowings from banks & financial Institution on the basis of security of current assets.

a. the company has submitted the quarterly returns/ statements with the banks & financial institution are in the agreement with the books of accounts and there is no discrepancies found

**Note: 43 Registration of charges or satisfaction with Registrar of companies (ROC)**

There are no charges or satisfaction yet to be registered with ROC beyond the statutory period.

**Note: 44 Foreign Currency Transactions****Expenditure in Foreign Currency:-**

Particulars	For the year ended March 31, 2024		For the year ended March 31, 2023	
	US\$	Rupees	US\$	Rupees
	Import Purchase	203.73	17,971.82	158.21
Capital Goods (Machinery)	-	-	-	-
<b>Total</b>	<b>203.73</b>	<b>17,971.82</b>	<b>158.21</b>	<b>13,017.07</b>

**Earnings in Foreign Currency:-**

Particulars	For the year ended March 31, 2024		For the year ended March 31, 2023	
	US\$	Rupees	US\$	Rupees
	Export Sales	11.91	985.28	5.55
<b>Total</b>	<b>11.91</b>	<b>985.28</b>	<b>5.55</b>	<b>448.00</b>

**Note: 45 Assets Pledged as Security**

The carrying amounts of assets pledged as security for borrowings are:

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Current Assets		
i) Trade Receivables	12,641.02	7,100.26
ii) Cash and Cash Equivalents	7.02	8.30
iii) Other Bank Balance	1,237.17	338.00
iv) Other Current Financial Assets	91.93	19.86
Other Current Assets	697.95	947.54



## D C INFOTECH &amp; COMMUNICATION LIMITED

CIN: U74999MH2019PLC319622

## Notes to the Financial Statements

**Note: 46 Charge on Assets**

1. Charge created in favour of the charge holder (SBI) on 06/12/2023 of Rs 6000 Lakhs over certain assets of the company.

The charged asset shall mean and include: the whole of cash, cash equivalent, inventory, prepaid expenses, other liquid assets, book debts, bills, whether documentary or clean, and all other assets each recognised as current assets under the applicable law and accounting norms both present and future, whether in possession or under the control of the Borrower or not, but including Fixed Deposits.

**Note: 47 Corporate Social Responsibilities**

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. A CSR committee has been formed by the company as per the Act.

As per Section 135 of the Companies Act, 2013, the Company is required to spend Rs. 11.55 Lakhs (Previous year Rs. Nil). During the year the company has spent Rs. 12.15 Lakhs (Previous year Rs. Nil) towards providing Food Items, Plantation, Women's Welfare, Education and other social activities which are eligible expenditure as specified under schedule VII of the Companies Act, 2013."

**Note: 48 Other**

Previous year's figures have been regrouped/rearranged/reworked wherever necessary and possible so as to confirm to current year's classification.

**Note 49: Ratios**

Sr. No.	Particulars	Numerator	Denominator	FY 2023-2024			FY 2022-2023			Variance (%)	Remarks
				Numerator (Rs in Lacs)	Denominator (Rs in Lacs)	Ratio	Numerator (Rs in Lacs)	Denominator (Rs in Lacs)	Ratio		
1	Debt-Equity Ratio	Debt Consist of Borrowings and Lease Liabilities	Total Equity	376.11	505.88	0.74	260.07	295.28	0.88	-15.59%	The Company has raised additional capital and earnings have been retained. Hence there is decrease in Debt Equity Ratio.
2	Current Ratio	Total Current Assets	Total Current Liabilities	2,054.89	1,567.27	1.31	1,383.68	1,079.15	1.28	2.26%	Increase in ratio is on account of better working capital management.
3	Return on Equity Ratio	Profit for the year Less Preference Dividend if any	Average Total Equity	116.10	400.58	0.29	70.75	259.90	0.27	6.46%	Increase in Profit is on account of increase in trading in current year.
4	Net Capital Turnover Ratio	Total Income	Average Working Capital (i.e. Total Current Assets Less Total Current Liabilities)	4,606.58	396.08	11.63	3,598.94	273.38	13.16	-11.65%	Reduction is on account of increase in working capital as compared to increase in sales.
5	Net Profit Ratio	Profit for the year	Total Income	116.10	4,606.58	0.03	70.75	3,598.94	0.02	28.19%	Increase in Profit is on account of increase in trading in current year.
6	Return on Capital Employed	Profit before tax and Finance Cost	Avg Capital Employed (Equity + Long Term Debt)	205.03	413.52	0.50	122.54	291.21	0.42	17.83%	Profit increased during the year due to increase in turnover.
7	Return on Investment	Income generated from Invested Funds	Average Investment (Cost)	3.49	78.76	0.04	1.28	22.76	0.06	-21.30%	Decrease on account of investment in Fixed Deposits in Current Year
8	Debt Service Coverage Ratio	Earnings for Debt Service= Net profit after tax+Non cash operating expenses+Interest+other non cash adjustments	Finance Cost + Principal repayment of Long Term Debt	167.42	72.51	2.31	95.84	40.55	2.36	-2.32%	Due to increase in Profit during the year and Fund raising Debt Service Coverage Ratio has improved.
9	Inventory Turnover Ratio	Raw material, finished goods and work in progress consumed	Average Inventories	4,233.02	564.83	7.49	3,323.26	454.41	7.31	2.47%	Due to covid there was shortage in stock in 2022-23 and the stock level has increased to normal level in 2023-24 and so the inventory turnover has increased.
10	Trade Receivable Turnover Ratio	Revenue from Operations (Sales of Products and Sale of Service)	Average Trade Receivable	4,596.32	987.06	4.66	3,596.25	585.16	6.15	-24.23%	Due to market practise we had to give more credit period to debtors in 2023-24 and so this ratio has increased.
11	Trade Payables Turnover Ratio	Purchases	Average Trade Payables	4,278.12	939.11	4.56	3,499.01	671.00	5.21	-12.64%	Due to market practise of giving more credit to debtors we negotiated with the vendors for more credit period in last year and so this ratio has also seen an decrease.

As per our report of even date

**For D G M S & Co.**  
Chartered  
Accountants  
Firm Registration No. : 0112187W

**Hiren J. Maru**  
Partner  
Membership No :  
115279  
UDIN: 2115279AJVRCI17152  
Place: Mumbai  
Date : 08th May 2023

For and on behalf of the Board  
D C Infotech & Communication  
Limited

**Managing  
Director  
Chetankumar Timbadia**

DIN : 06731478

**Director  
Devendra Sayani**

DIN : 06731484

**Chief Financial Officer**

**Piyush Shah**  
PAN :  
AZTPS0999Q

**Company Secretary**

**Bhavesh Singh**  
PAN :  
BKEPS0087E

# ATTENDANCE SLIP

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

DC INFOTECH & COMMUNICATION LIMITED  
6th Annual General Meeting – Saturday, 28<sup>th</sup> September, 2024 at 10:30 AM.

Registered Folio No./DP ID No./Client ID No.: \_\_\_\_\_

No. of Shares held (in Numbers): \_\_\_\_\_

No. of Shares held (in Numbers): \_\_\_\_\_

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the at the 6th Annual General Meeting of the Company to be held at The International by Tunga, Tribune-I, 6th Floor, B-11, MIDC, Central Road, Andheri East, Mumbai-400093, on Saturday, 28<sup>th</sup> September, 2024 at 10:30 AM

\_\_\_\_\_  
NAME of Member / Proxy  
(In Block Letters)

\_\_\_\_\_  
SIGNATURE of Member / Proxy

**Note:**

Please fill up the attendance slip and after duly signed, hand it over at the entrance of the meeting hall at Attendance Verification Counter, before Annual General Meeting commences.

# PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

**DC INFOTECH & COMMUNICATION LIMITED**  
**6th Annual General Meeting – Saturday, 28<sup>th</sup> September, 2024 at 10:30 AM.**

Name of Member(s):	Email ID:
Registered Address:	Folio No. / Client ID:
	DP ID:
	No. of Shares held:

I/We being the holders of \_\_\_\_\_ shares of the above named Company hereby appoint

Name	
Email ID	
Address	
Or failing him	
Name	
Email ID	
Address	
Or failing him	
Name	
Email ID	
Address	

as my/our proxy, whose signature is appended overleaf, to attend and vote (on a poll) for me/us on my/our behalf in respect of such resolutions as are indicated below, at the 6th Annual General Meeting of the Company to be held **The International by Tunga, Tribune-I, 6th Floor, B-11, MIDC, Central Road, Andheri East, Mumbai-400093, on Saturday, 28<sup>th</sup> September, 2024 at 10:30 AM**

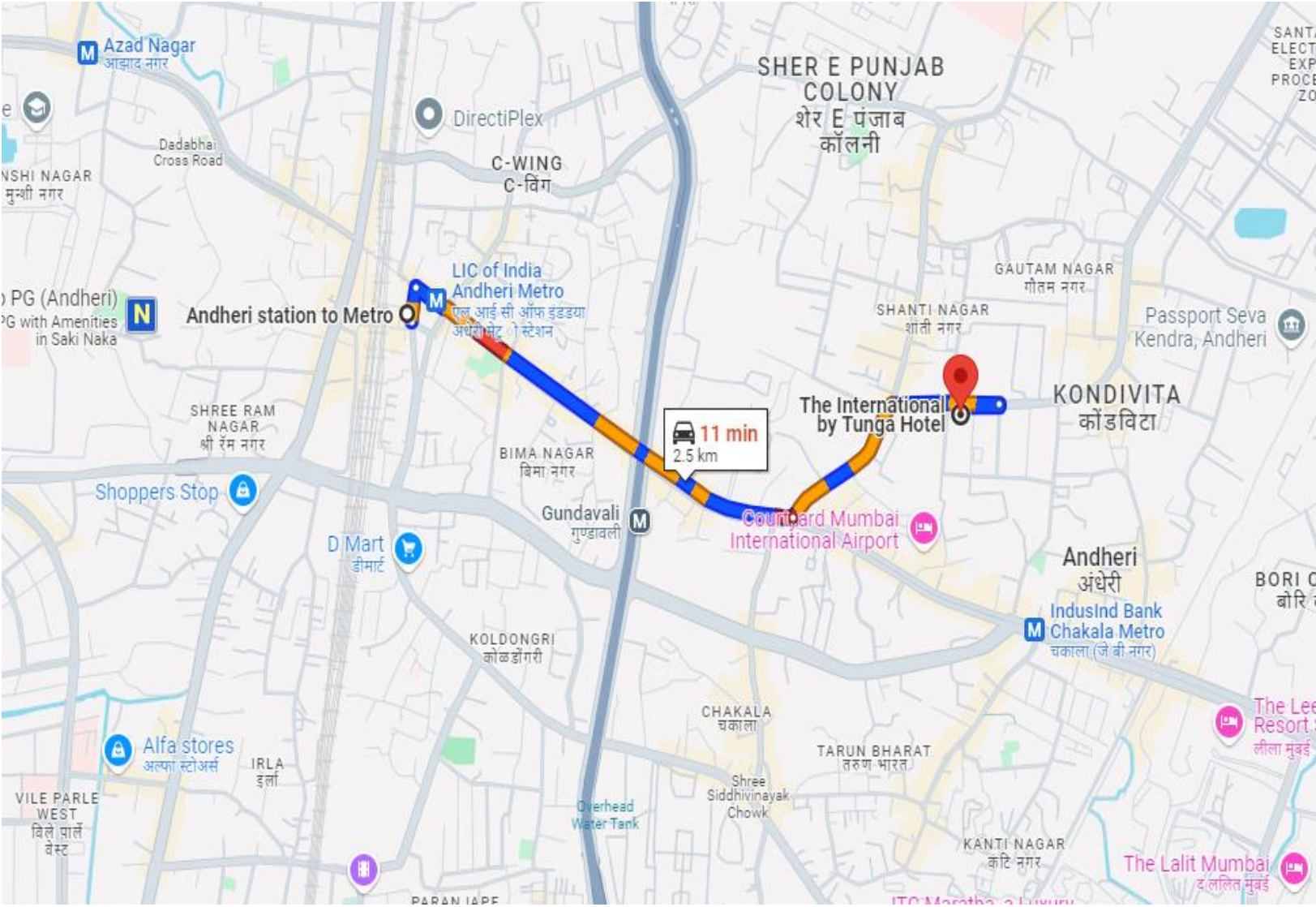
\_\_\_\_\_  
 Signature of Member

\_\_\_\_\_  
 Signature of First Proxy Holder

\_\_\_\_\_  
 Signature of Second Proxy Holder

\_\_\_\_\_  
 Signature of Third Proxy Holder

# ROUTE MAP TO AGM VENUE FROM ANDHERI RAILWAY STATION:



## KEY EVENTS

Sr. No.	Particulars	Date / Particulars
1	Cut-off date / BenPos date to send Notice and Annual Report to Shareholders	Friday, August 30 <sup>th</sup> , 2024
2	Cut-off date for e-Voting eligibility	Saturday, September 21 <sup>st</sup> , 2024
3	Book Closure Date (Beginning)	Saturday, September 21 <sup>st</sup> , 2024
4	e-Voting Starts Date	Wednesday, September 25 <sup>th</sup> , 2024 at 09:00 A.M
5	e-Voting ends Date	Friday, September 27 <sup>th</sup> , 2024 at 05:00 P.M.
6	Annual General Meeting Date & Time	Saturday, 28 <sup>th</sup> September, 2024 at 10:00 AM
7	Book Closure Date (End)	Saturday, September 28 <sup>th</sup> , 2024
8	Annual General Meeting Venue	The International by Tunga, Tribune-I, 6th Floor, B-11, MIDC, Central Road, Andheri East, Mumbai-400093
9	Contact details for any support / grievance	Mr. Bhavesh Singh Company Secretary and Compliance Officer Email : cs@dcinfotech.com Contact No. : +91 22 28329000



# VOTING BALLOT

6<sup>th</sup> Annual General Meeting – Saturday, 28<sup>th</sup> September, 2024 at 10:00 AM

Sr. No.	Particulars / Agenda of AGM Resolution	Vote	
		For	Against
<b>Ordinary Business</b>			
1	<p><b>To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon.</b></p> <p><b>To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:</b></p> <p><b>“RESOLVED THAT</b> the audited financial statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”</p>		
2	<p><b>To appoint Mr. Devendra Kishorkumar Sayani (DIN 06731484), as director, liable to retire by rotation, and being eligible, offers himself for re-appointment.</b></p> <p><b>To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:</b></p> <p><b>“RESOLVED THAT</b> pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Devendra Kishorkumar Sayani (DIN 06731484), Whole-time Director of the Company, who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby appointed as a Whole- time Director of the Company, liable to retire by rotation.”</p>		
3	<p><b>To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution for re-appointment of M/s. DGMS &amp; Co, Chartered Accountants, as the Statutory Auditors of the Company.</b></p> <p><b>To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:</b></p> <p><b>“RESOLVED THAT</b> pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. DGMS &amp; Co, Chartered Accountants (Registration No. 0112187W) be re-appointed as the Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years from conclusion of the 6<sup>th</sup> Annual General Meeting until the conclusion of the 11<sup>th</sup> Annual General Meeting of the Company, at such remuneration as may be determined by the Board of Directors.”</p>		
<b>SPECIAL BUSINESS</b>			
4	<p><b>Approval of remuneration of related party, Mr. Dhairya Timbadia, holding office or place of profit.</b></p> <p><b>To consider and if thought fit, to pass, with or without modification, the following as an Ordinary Resolution:</b></p> <p><b>“RESOLVED THAT</b> pursuant to the provisions of section 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the revised terms of appointment of Mr. Dhairya Timbadia holding office or place of profit, as Business Development Manager-Security, w.e.f 01<sup>st</sup> October 2024 as detailed in the Explanatory Statement attached hereto subject to the maximum remuneration not exceeding Rs. 5,00,000 (Rupees Five Lakh only) per month with effect from 01<sup>st</sup> October 2024.</p> <p><b>RESOLVED FURTHER THAT</b> the Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013, to effect change in designation and responsibilities of the persons holding office or place of profit within the maximum limit approved by the shareholders.</p> <p><b>RESOLVED FURTHER THAT</b> the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing.”</p>		
5	<p>Approval of remuneration of related party, Mr. Dharmik Timbadia, holding office or place of profit.</p> <p>To consider and if thought fit, to pass, with or without modification, the following as an Ordinary Resolution:</p>		

	<p>“<b>RESOLVED THAT</b> pursuant to the provisions of section 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the revised terms of appointment of Mr. Dharmik Timbadia holding office or place of profit, as Marketing Manager-Security, w.e.f 01<sup>st</sup> October 2024 as detailed in the Explanatory Statement attached hereto subject to the maximum remuneration not exceeding Rs. 5,00,000 (Rupees Five Lakh only) per month with effect from 01<sup>st</sup> October 2024.</p> <p><b>RESOLVED FURTHER THAT</b> the Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013, to effect change in designation and responsibilities of the persons holding office or place of profit within the maximum limit approved by the shareholders.</p> <p><b>RESOLVED FURTHER THAT</b> the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing.”</p>		
6	<p><b>Approval of remuneration of related party, Mr. Yash Sayani, holding office or place of profit.</b></p> <p><b>To consider and if thought fit, to pass, with or without modification, the following as an Ordinary Resolution:</b></p> <p>“<b>RESOLVED THAT</b> pursuant to the provisions of section 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the revised terms of appointment of Mr. Yash Sayani holding office or place of profit, as Product Manager- Unified Communication, w.e.f 01<sup>st</sup> October 2024 as detailed in the Explanatory Statement attached hereto subject to the maximum remuneration not exceeding Rs. 5,00,000 (Rupees Five Lakh only) per month with effect from 01<sup>st</sup> October 2024.</p> <p><b>RESOLVED FURTHER THAT</b> the Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013, to effect change in designation and responsibilities of the persons holding office or place of profit within the maximum limit approved by the shareholders.</p> <p><b>RESOLVED FURTHER THAT</b> the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing.”</p>		
7	<p><b>Approval of remuneration of related party, Mr. Devansh Sayani, holding office or place of profit.</b></p> <p><b>To consider and if thought fit, to pass, with or without modification, the following as an Ordinary Resolution:</b></p> <p>“<b>RESOLVED THAT</b> pursuant to the provisions of section 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the revised terms of appointment of Mr. Devansh Sayani holding office or place of profit, as Business Development Manager-Unified Communication, w.e.f 01<sup>st</sup> October 2024 as detailed in the Explanatory Statement attached hereto subject to the maximum remuneration not exceeding Rs. 5,00,000 (Rupees Five Lakh only) per month with effect from 01<sup>st</sup> October 2024.</p> <p><b>RESOLVED FURTHER THAT</b> the Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013, to effect change in designation and responsibilities of the persons holding office or place of profit within the maximum limit approved by the shareholders.</p> <p><b>RESOLVED FURTHER THAT</b> the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing.”</p>		

Signed this \_\_\_ day of September, 2024.

\_\_\_\_\_  
Signature of Member

<p>Affix revenue stamp of not Less than Re. 1/-</p>
---

\_\_\_\_\_  
Signature of First Proxy Holder

\_\_\_\_\_  
Signature of Second Proxy Holder

\_\_\_\_\_  
Signature of Third Proxy Holder

Notes:

1. Please sign this Voting Ballot on respective place i.e. member or proxy.
2. For resolutions and its explanatory notes, please refer Annual report and Notice of the 6th Annual General Meeting of the Company.
3. Members are requested to put tick mark(✓) wherever they want to cast their vote in favour of Resolution or in against of Resolution.
4. Members are requested to contact Company Secretary of the Company in case of any confusion or clarification.



# THANK YOU

## Corporate Office

### Address

Unit No.2, Aristocrate, Lajjya Compund,  
Opp.Madhu Ind. Estate, Mogra Pada, Andheri-  
East Mumbai 400069

### Contact & Email

☎ +91 8898059812

✉ info@dcinfotech.com

### Follow Us



## Our Branches

### Bhiwandi

✉ info@dcinfotech.com

☎ +91 8898059812

### Andheri

✉ sales@dcinfotech.com

☎ +91 8898059812

### Surat

✉ fenil@dcinfotech.com

☎ +91 9978524815

### Ahmedabad

✉ jaydeep@dcinfotech.com

☎ +91 9712969025

### Ghatkopar

✉ dkhara@dcinfotech.com

☎ +91 9869125605

### Delhi

✉ mohan.aseri@dcinfotech.com

☎ +91 8285474095

