

# **DC Infotech and Communication Limited**

*Annual Report 2022*



2021-22

## 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
Mrs. Lippee Rajani	-	Independent Director (Woman Director)
Ms. Sneha Chotai	-	Independent Director (Woman Director)
Mr. Chandrashekar Gaonkar	-	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, Vihang Vihar, 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 – 67

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 – 72

SEBI Registration No: INR000003639

Email ID: service@satellitecorporate.com

Website: www.satellitecorporate.com

### Banks



## ***Managing Director's Letter***

Dear All,

The last two fiscal years have been distraught with the COVID-19 pandemic, which led to a global slowdown across sectors and in the overall economy. Over the span of the three waves of the pandemic, businesses as well as consumer sentiment were damp. This also brought in a new wave of digitization revving up, also with it digital security demand arose. As Markets open up, demand has been upbeat, and we have been seeing a robust recovery especially since the second half of FY22.

Despite the headwinds over the last year, the company has continued on its growth trajectory and found new opportunities even during the slowdown. In the financial year ended 31<sup>st</sup> March 2022 we reported a 37.7% year-on-year growth in revenue at Rs. 232.5 cr, while EBITDA and PAT stood at Rs. 7.3 cr and Rs. 4.0 cr, a year-on-year growth of 38.5% and 82.3%, respectively. Our diverse product portfolio, value-added business model, and widespread network enabled us to navigate through turbulent phases successfully.

The shift to work from home has gained mass adoption and even after reopening of lockdowns, many enterprises continue to offer this format of work. Even educational institutions were conducting sessions online till January/February 2022, with many continuing the online option as well. This has given rise to a new and sustained line of demand, which greatly benefits our sector.

With this paradigm shift underway, there is an increasing need for network security solutions, especially at an enterprise level. As more and more business activities go online, data breaches and network hacks are prevalent, generating the need for robust digital security. This is where DC Info comes in, with our core competency in digital installations and end-to-end solutions, we offer a value-added proposition to our consumers.

The year has been quite eventful for the Company. We continued to build our brand and product portfolio, with new additions, the latest one being Versa Networks. Versa is one of the leading networking solutions provider. We won their mandate for India as well as the SAARC region. Some other client additions include Suzuki Motors Gujarat, Bluestar and Tata Play, among others.

Moreover, we won several awards during the year from our partners, such as D-Link and Samsung, for our contribution to their business. To cater to the growing demand, we recently opened a new branch in Surat, Gujarat. This branch offers our entire bouquet of products and solutions, and strengthens our foothold in the domestic market, especially the western region.

Looking ahead in the post-pandemic era, with recovering consumer sentiment and rising digitization, we foresee a boom in demand for IT, networking, security solutions and Unified communication. With our Solution and service focused business model and cutting-edge technology offerings, we are well positioned to leverage future growth opportunities.

Despite the setback from the COVID-19 crisis, our aim to be instrumental in the digitization, our overall vision remains intact. I would like to thank the entire team of DC Info for the hard work and dedication with which they move this Company forward, as well as all the stakeholders, whose support helps us to drive the company forward.

## NOTICE

NOTICE is hereby given that the 4<sup>th</sup> **Annual General Meeting** of the Members of **DC INFOTECH AND COMMUNICATION LIMITED** will be held at Unit No.13, Aristocrate, Lajya Compound, Mogra Road, Andheri (E), Mumbai - 400069, Maharashtra, India, on Friday, **30<sup>th</sup> September, 2022 at 12:00 Noon** to transact the following business:

### Ordinary Business:

**1. Adoption of ACCOUNTS:**

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2022, together with the Reports of the Board of Directors and Auditors thereon.

**2. Re-Appointment of Director:**

To re-appoint a Director Mr. Jayeshkumar Kishorekumar Sayani(DIN 08332277) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

**3. To Regularize Appointment of Mr. Chandrashekar Maruti Gaonkar (DIN 00002016)**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mr. Chandrashekar Maruti Gaonkar (DIN 00002016) as an Additional Director in the capacity of an Independent Director of the Company w.e.f. 27<sup>th</sup> June, 2022, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from 27<sup>th</sup> June, 2022 till 26<sup>th</sup> June, 2027.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

PLACE: MUMBAI

DATE: 2<sup>nd</sup> September, 2022.

By Order of the Board of Directors



Mr. Chetankumar Timbadia

Managing Director

DIN: 06731478

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

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

**Item no 3.**

The Board of Directors of the Company at its meeting held on 27<sup>th</sup> June, 2022, appointed Mr. Chandrashekar Maruti Gaonkar (DIN 00002016) as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from 27<sup>th</sup> June, 2022, subject to the approval of the Members of the Company. In terms of section 160 of the Companies Act, 2013, Nomination and Remuneration Committee and the Board have recommended the appointment of Mr. Chandrashekar Maruti Gaonkar (DIN 00002016) as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013.

The Company has also received a notice in writing from a member proposing the candidature of Mr. Chandrashekar Maruti Gaonkar to be appointed as Director of the Company. The Company has received a declaration from Mr. Chandrashekar Maruti Gaonkar confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Mr. Chandrashekar Maruti Gaonkar's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Chandrashekar Maruti Gaonkar fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management. Considering Mr. Chandrashekar Maruti Gaonkar's knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from 27<sup>th</sup> June, 2022.

Copy of letter of appointment of Mr. Chandrashekar Maruti Gaonkar setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of Mr. Chandrashekar Maruti Gaonkar, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice.

Brief profile of Mr. Chandrashekar Maruti Gaonkar is given at Annexure B to this Notice. Except Mr. Chandrashekar Maruti Gaonkar, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 3.

**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 Tuesday, September 27, 2022 at 9:00 a.m. (IST) and ends on Thursday, September 29, 2022 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, Friday, September 23, 2022, 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. M/s DilipVasudeo 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.

PLACE: MUMBAI

DATE: 2<sup>nd</sup> September, 2022

By Order of the Board of Directors



Mr. Chetankumar Timbadia

Managing Director

DIN: 06731478

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

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

The remote e-voting period begins on September, 27, 2022 at 9:00 A.M. and ends on September, 29, 2022 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. 23<sup>rd</sup> September, 2022, 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 23<sup>rd</sup> September, 2022.

### 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, 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.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed 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.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by</li></ol>

	<p>typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/loginorwww.cdslindia.com">https://web.cdslindia.com/myeasi/home/loginorwww.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a</li> </ol>

	link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.
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.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

**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.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

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.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to NSDL Official at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 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 4<sup>th</sup> Annual General Meeting to be held on 30<sup>th</sup> September, 2022 [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Sr No.	Nature of Information	Director seeking re-appointment)	Director seeking Appointment as Independent Director)
1	Name	Mr. Jayeshkumar Kishorekumar Sayani	Mr. Chandrashekar Maruti Gaonkar
	Date of birth	24/10/1974	23/11/1958
2	Age	47 yrs	63 yrs
3	Director Identification Number	DIN 08332277	DIN: 00002016
4	Qualifications	Graduated with a Degree of Bachelor of Commerce from University of Mumbai	He FCA from the Institute of Chartered Accountant of India in 1987
5	Expertise in specific functional area and Experience:	He has experience in execution and management of wide variety of projects. His role in the Company is to guide the Management in formulation of Business Strategies	He is having more than 31 years of experience in the field of Finance.
6	Terms and conditions of re-appointment	Liable to retire by rotation.	Appointment as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from 27 <sup>th</sup> June, 2022 till 26 <sup>th</sup> June, 2027
7	Date of appointment	15/01/2019	27 <sup>th</sup> June, 2022
8	Shareholding in the Company	<b>3,60,000</b>	Nil
9	Relationship with other Directors, Manager and KMP, if any	Brother of Director – Mr. Devendra Sayani.	NA
10	No. of Meetings of the Board held during the Financial year 31 March 2022	<b>Held</b> 6 <b>Attended</b> 6	<b>NA</b>
11	Board Membership of other listed company	Nil	Nil



	as on 31 <sup>st</sup> March, 2022.		
12	Chairmanship/Membership of Committees of other public Companies as on 31 <sup>st</sup> March, 2022	Nil	Nil

**Brief profile of Directors seeking appointment/re-appointment at the 4<sup>th</sup> Annual General Meeting to be held on September, 30 2022.**

**Brief profile: Jayeshkumar Sayani**

**Mr. Jayeshkumar Sayani**, aged about 47 Years, is the Non-Executive Director of The Company. He is graduated with a Degree of Bachelor of Commerce from University of Mumbai. He was appointed as Non-Executive Director of the Company and seeking re-appointment at the ensuing Annual General Meeting. He has experience in execution and management of wide variety of projects. His role in the Company is to guide the Management in formulation of Business Strategies.

**Brief profile: Mr. Chandrashekhar Maruti Gaonkar**

Mr. Chandrashekhar Maruti Gaonkar is having more than 31 years of experience in the field of Finance. He FCA from the Institute of Chartered Accountant of India in 1987.

He was the CFO of D-Link India Limited and was incharge of Finance, Admin and HR. He also was responsible for India Audit & Taiwan Gap Audit and transfer price audit. He was instrumental in fastest JDE ERP implementation along with ERP Team in D-Link. He was instrumental in taking out successful IPO of D-Link India Limited.

He was working as Head of Finance of CMS Traffic Ltd from December 2008 to February 2009 where his responsibility was for putting Internal Control and Procedures and strategic decisions for Management for group companies.

## DIRECTORS' REPORT

To,  
The Members,  
**DC Infotech and Communication Limited**

Your Directors have pleasure in presenting the Fourth Annual Report on business and operations along with the Audited Financial Statements for the year ended March 31, 2022.

### 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 and 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:

<i>Particulars</i>	<i>(Amount in Rs.)</i>	
	<i>March 31, 2022</i>	<i>March 31, 2021</i>
Revenue from Operations and Other Income	232,51,17,527	168,89,97,274
Less: Expenses	227,13,05,432	165,78,74,098
<b>Profit Before Tax</b>	<b>5,47,30,127</b>	<b>3,17,08,248</b>
Less: Exceptional Items	-	-
Less: Extraordinary Items	-	-
Less: Tax Expenses	1,46,94,636	97,20,007
<b>Profit after Tax</b>	<b>4,00,35,491</b>	<b>2,19,88,240</b>
Balance brought forward	4,04,90,268	1,85,02,028
<b>Amount available for Appropriation,</b>		
Add: Share Premium Account	8,40,00,000	8,40,00,000
Less: Share Premium transferred to Equity Share Capital for Bonus	6,00,00,000	-
Less: Dividend Paid	-	-
Less: Dividend Distribution Tax Paid	-	-
<b>Balance carried to Balance Sheet</b>	<b>10,45,25,759</b>	<b>12,44,90,268</b>
Earnings per Share (Basic)	3.34	1.83
Earnings per Share (Diluted)	3.34	1.83

### BUSINESS PERFORMANCE

The year gone by has been really profitable. The Company's revenue increased to Rs. 232,51,17,527 as compared to Rs. 168,89,97,274 in the previous year marking an increase by Rs.63,61,20,253.

The Company's Net Profit after Tax stood at 4,00,35,491 as compared to Rs. 2,19,88,240 in the previous year registering an increase of by Rs. 1,80,47,251.

#### **COVID-19:**

Quite unknown to the rest of the world, towards the end of 2019, an unprecedented health emergency was gathering steam in the city of Wuhan in China. The Novel Corona virus disease (christened COVID-19), went on to become a pandemic, spreading across continents like a raging wild-fire. By the end of March 2020, COVID-19 had brought the world of business to a grinding stop. Country-wide lockdowns not only halted domestic economic activities but also disrupted global supply chains with unimagined severity. By the mid-May 2020, authorities across the globe were cautiously attempting to begin a stage-wise lifting of lockdowns, starting mankind's long and arduous march back towards normalcy.

The COVID-19 pandemic developed rapidly into a global crisis, forcing governments to enforce lock-downs of all economic activity. For the Company, the focus immediately shifted to ensuring the health and well-being of all employees, and on minimizing disruption to services for all our customers globally

#### **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 31<sup>st</sup> March, 2022

#### **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 Surplus in the Statement of Profit & Loss.

#### **ALTERATION OF MEMORANDUM OF ASSOCIATION**

The Share Capital Clause of the Memorandum of Association ("MOA") of your Company was altered in order to reflect increase in Authorized Share Capital from Rs. 6,00,00,000 (Rupees Six crore) to Rs. 15,00,00,000 (Rupees Fifteen Crore).

#### **ALTERATION OF ARTICLES OF ASSOCIATION**

The Authorised Share Capital as stated in the Articles of Association ("AOA") of your Company was altered to make it consistent with the capital clause viz. Clause V (a) of MOA of the Company.

#### **SHARE CAPITAL**

The Authorized Share Capital of your Company was increased from Rs. 6,00,00,000 (Rupees Six crore) divided into 60,00,000 (Sixty Lakh) Equity Shares of Rs.10/- each to Rs. 15,00,00,000 (Rupees Fifteen Crore) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- each ranking paripassu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company during the year under review.

The Issued, Subscribed and Paid Up Share Capital of the Company Rs. 12,00,00,000 divided into 1,20,00,000 Equity Shares of face value of Rs. 10.00 each

## **BONUS ISSUE**

The Company made a bonus allotment of 60,00,000 bonus shares of face value of Rs. 10/- each in ratio of 1:1 (i.e. one equity share for every one equity share already held) to the Members out of securities premium account of the Company.

With allotment of Bonus share, the total issued, subscribed and paid-up capital of the Company has increased to Rs. 12,00,00,000 divided into 1,20,00,000 Equity Shares of face value of Rs. 10.00 each.

## **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.

## **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.

<b>Sr No</b>	<b>Name of Director</b>	<b>Designation</b>	<b>Date of Appointment</b>	<b>Date of Resignation</b>	<b>DIN</b>
1	Mr. Chetankumar Hasmukhlal Timbadia	Managing Director	15/01/2019	-	06731478
2	Mr. Devendra Kishorkumar Sayani	Wholetime 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	Additional cum	27/06/ 2022	-	00002016

	Gaonkar *	Independent Director			
7	Mr. Piyush Shah	Chief Financial officer	02/05/2019	-	-
8	Mr. Bhavesh Singh	Company Secretary & Compliance Officer	16/03/2020	-	-

\* Mr. Chandrashekar Maruti Gaonkar was appointed vide Board Resolution as an Additional Director in the capacity of an Independent Director of the Company w.e.f. 27<sup>th</sup> June, 2022 and he will be acting as Non-Executive Independent Director of the Company not liable to retire by rotation.

In terms of the provisions of the Act, Mr. Jayeshkumar Kishorekumar Sayani (DIN: 08332277), 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, 6 Meetings of Board of Directors were convened and held on 29/06/2021, 03/09/2021, 10/11/2021, 29/11/2021, 12/01/2022 and 28/02/2022. 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.

Sr. No.	Name of Director	Category of Director	No of Board Meetings attended	
			Held	Attended
1.	Mr. Chetankumar Hasmukhlal Timbadia	Managing Director	6	6
2.	Mr. Devendra Kishorkumar Sayani	Wholetime Director	6	6
3.	Mr. Jayeshkumar Kishorekumar Sayani	Non Executive Director	6	6
4.	Ms. Sneha Atul Chotai	Independent Director	6	6
5.	Mrs. Lipee Rajesh Rajani	Independent Director	6	6
6	Mr. Chandrashekar Maruti Gaonkar	Additional cum Independent Director	N.A	N.A

## GENERAL MEETING

Below is the details of General Meeting held during the financial year.

Sr No	Types of Meeting	Date of Meeting
1	Extra Ordinary General Meeting (EGM)	Nil
2	Postal Ballot Meeting	30/12/2021

3	Annual General Meeting	30/09/2021
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## **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 for the year ended March 31, 2022, 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 ended March 31, 2022 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 for the year ended March 31, 2022, 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**

Pursuant to the provisions of Section 139 of the Act read with the Companies (Audit & Auditors) Rules, 2014 and the rules framed there under, appointment of M/s. D G M S & Co, Chartered Accountants, (Firm Registration No. 0112187W), as the Statutory Auditors of the Company were done at 1<sup>st</sup> Annual General Meeting of the company for the period of 5 years.

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 2021-22 does not contain any qualification, reservation or adverse remark.

The Auditors' Report on the financial statements for the financial year 2021-22 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, 2022 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.

#### **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.

#### **INDEPENDENT DIRECTORS:**

Pursuant to the provisions of Section 161 of the Act, Ms. Sneha Atul Chotai (DIN: 08456107) and Mrs. Lipee Rajesh Rajani (DIN: 08521484) were appointed as an Independent Directors by members of the Company w.e.f 30/05/2019 and 29/07/2019 respectively.

Mr. Chandrashekar Maruti Gaonkar was appointed vide Board Resolution as an Additional Director in the capacity of an Independent Director of the Company w.e.f. 27<sup>th</sup> June, 2022 and he will be acting as Non-Executive Independent Director of the Company not liable to retire by rotation.

#### **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 Listing 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:**

As stipulated by the Code of Independent Directors under Companies Act, 2013 and the Listing Regulations, a separate meeting of the Independent Directors of the Company was held on 28<sup>th</sup> February, 2022 to review the performance of Non-independent Directors (including the Chairman) and the entire Board. The Independent Directors also reviewed the quality, content and timelines of the flow of information between the Management and the Board and its' Committees which is necessary to effectively and reasonably perform and discharge their duties.

## CORPORATE SOCIAL RESPONSIBILITY

The Company has not developed and implemented any Corporate Social Responsibility initiative as company does not fall under any applicability of the said provisions as per the Companies Act, 2013.

## AUDIT COMMITTEE

During the year, 6 Meetings of Audit Committee were convened and held on 29/06/2021, 03/09/2021, 10/11/2021, 29/11/2021, 12/01/2022 and 28/02/2022. Your Directors ensures that Audit Committee meets regularly to review reports, including significant audit observations and follow-up actions thereon. The Audit Committee also meets the Company's Statutory Auditors to ascertain their views on financial statements, including the financial reporting system, related parties transactions, compliance to accounting policies and procedures.

Composition and Details of Meeting of Audit Committee:

Sr No	Names	Designation	Status	6 Meeting held in 2021-22	
				Held	Attended
1	Ms. Lipee Rajesh Rajani	Chairman	Independent Director	6	6
2	Ms. Sneha Chotai	Member	Independent Director	6	6
3	Mr. Chetankumar Timbadia	Member	Managing Director	6	6

## NOMINATION AND REMUNERATION COMMITTEE

During the year, Two Meeting of Nomination and Remuneration Committee was convened and held on 29/06/2021 and 28/02/2022. Your Directors ensures that the Company follows a Policy on Remuneration of Directors and Senior Management Employees. The policy shall be approved by the Nomination & Remuneration Committee and the Board. The main objective of the said 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.

Composition and Details of Meeting of Nomination And Remuneration Committee:

Sr No	Names	Designation	Status	1 Meeting held in 2021-2022	
				Held	Attended
1	Ms. SnehaChotai	Chairman	Independent Director	2	2
2	Ms. Lipee Rajesh Rajani	Member	Independent Director	2	2
3	Mr. Jayeshkumar Sayani	Member	Non Executive Director	2	2



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>.

#### STAKEHOLDERS' RELATIONSHIP COMMITTEE

During the year, One Meeting of Stakeholders' Relationship Committee was convened and held on 28/02/2022. 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.

Composition and Details of Meeting Of Stakeholders' Relationship Committee:

Sr No	Names	Designation	Status	1 Meeting held in 2021-2022	
				Held	Attended
1	Ms. Sneha Chotai	Chairman	Independent Director	1	1
2	Ms. Lipee Rajesh Rajani	Member	Independent Director	1	1
3	Mr. Devendra Sayani	Member	Whole Time Director	1	1

#### RISK MANAGEMENT COMMITTEE

During the year, Two Meeting of Risk Management Committee was convened and held on 03/09/2021 and 28/02/2022. During the year, under review, Company has complied with all compliances as mandated by provisions of SEBI LODR Regulation 2015.

Composition and Details of Meeting of Risk Management Committee:

Sr No	Names	Designation	Status	2 Meeting held in 2021-2022	
				Held	Attended
1	Mr. Devendra Sayani	Chairman	Whole Time Director	2	2
2	Mr. Chetankumar Timbadia	Member	Managing Director	2	2
3	Ms. Sneha Chotai	Member	Independent Director	2	2

#### 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 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://dcinfotech.com/investor-relationships/4>.

## **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.

## **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>.

## **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 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.

## **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 2021-22, the ratio of the remuneration of each of the director to the median remuneration of the employees of the company for the financial year 2021-22.

## **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.

## **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**

<b>Particulars</b>	<b>Current Year (in Rs.)</b>	<b>Previous Year (in Rs.)</b>
Foreign Exchange Earnings	4,04,89,328	11,02,78,177
Foreign Exchange Outgo	80,94,08,614	58,48,35,764

## **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, 2022 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 appended 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 2021-22, forms part of the Directors' Report as **Annexure**.

Further the Secretarial Audit Report doesn't contain any adverse remark or comments.

## **DISCLOSURES RELATING TO SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES:**

As on March 31, 2022, Company does not have any Subsidiary/Joint Ventures/Associate Companies.

## **LOANS, GUARANTEES & INVESTMENTS:**

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

## **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.

## **CHANGE IN ACCOUNTING TREATMENT**

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

## **CHANGE IN NATURE OF BUSINESS**

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

#### **COMPLIANCE WITH SECRETARIAL STANDARDS:**

The Company has complied with the applicable provisions of Secretarial Standards issued by the Institute of Company Secretaries of India.

#### **MATERIAL ORDERS OF JUDICIAL BODIES/REGULATORS:**

During the year, there were no significant and material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations. Further, no penalties have been levied by the RBI or any other regulator during the year under review.

#### **DETAILS OF APPLICATION MADE OR ANY PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR AND THEIR STATUS AS AT THE END OF THE YEAR:**

No application was made, or any proceedings was pending under the Insolvency and Bankruptcy Code, 2016 during the Year under review.

#### **DIFFERENCE BETWEEN 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**

This provision is not applicable on the Company.

#### **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**



**Mr. Chetankumar Timbadia**  
Managing Director  
DIN: 06731478



**Mr. Devendra Sayani**  
Whole-Time Director  
DIN: 06731484

Place: Mumbai

Date: 2<sup>nd</sup> September, 2022

**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)**

## Annexure – A

### EXTRACT OF ANNUAL RETURN

(MGT – 9)

as on the financial year ended on 31<sup>st</sup> March 2022

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS:

i	CIN	U74999MH2019PLC319622
ii	Registration Date	15/01/2019
iii	Name of the Company	DC INFOTECH AND COMMUNICATION LIMITED
iv	Category/Sub-category of the Company	Company Limited by shares
v	Address of the Registered office & contact details	<b>Regd Office Address:</b> Unit No. 2, Aristocrate, Ground Floor, Lajya Compound, Mogra Road, Andheri (E), Mumbai – 400069, MH <b>Contact Person:</b> BHAVESH SINGH (Company Secretary & Compliance Officer) <b>Email ID:</b> <a href="mailto:cs@dcinfotech.com">cs@dcinfotech.com</a> <b>Tel No.:</b> +91 22 28329000
vi	Whether listed company	Yes (NSE EMERGE Listed)
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	SATELLITE CORPORATE SERVICES PVT LTD Unit No 49, Bldg No 14, 2nd Floor, Samita Commercial CHS Ltd, Saki Naka, Andheri Mumbai - 400072   <b>Email ID:</b> <a href="mailto:service@satellitecorporate.com">service@satellitecorporate.com</a> <b>Website:</b> <a href="http://www.satellitecorporate.com">www.satellitecorporate.com</a> <b>Tel No.:</b> 22 28520461/462

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Sr. No.	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1.	Wholesale of computers and computer peripheral equipment and its parts.	465	100%

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

The Company did not have any holding, subsidiary and associate companies as on March 31, 2022.



## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

### i) Category-wise Share Holding –

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF *	3600000	-	3600000	60%	7200000	-	7200000	60%	-
b) Central Govtor State Govt.	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	-	-	-	-	-	-	-	-	-
d) Bank/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL:(A) (1)</b>	3600000	-	3600000	60%	7200000	-	7200000	60%	-
<b>(2) Foreign</b>									
a) NRI- Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (A) (2)</b>	-	-	-	-	-	-	-	-	-
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	3600000	-	3600000	60%	7200000	-	7200000	60%	--

[illegible]

C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>60,00,000</b>	<b>-</b>	<b>60,00,000</b>	<b>100%</b>	<b>12000000</b>	<b>-</b>	<b>12000000</b>	<b>100%</b>	<b>-</b>

**ii) Shareholding of Promoters –**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Mr. Chetankumar Hasmukhlal Timbadia	1440000	24%	0	2880000	24%	0	0
2.	Mr. Devendra Kishorkumar Sayani	1260000	21%	0	2520000	21%	0	0
3.	Mr. Jayeshkumar Kishorekumar Sayani	180000	3%	0	360000	3%	0	0
4	Mr. Yash Devendra Sayani	180000	3%	0	360000	3%	0	0
5	Mr. DevanshKamleshkumar Sayani	180000	3%	0	360000	3%	0	0
6	Mr. Dhairya Chetankumar Timbadia	180000	3%	0	360000	3%	0	0
7	Mr. Dharmik Chetankumar Timbadia	180000	3%	0	360000	3%	0	0
	<b>Total</b>	<b>36,00,000</b>	<b>60%</b>	<b>0</b>	<b>7200000</b>	<b>60%</b>	<b>0</b>	<b>0</b>

**iii) Change in Promoters' Shareholding (please specify, if there is no change) –**

Sl No.				No. of Shares held at the beginning of	Cumulative Shareholding
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				the year		during the year	
		Name of Promoter's	As On Date	No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	CHETANKUMAR H TIMBADIA	01-04-2021	1440000	24.00	1440000	24.00
	Date wise Increase / Decrease in Promoters Share holding during the year		17/01/2022	1440000	12.00	2880000	24.00
	At the End of the year		31/03/2022	0	0.00	2880000	24.00
2	At the beginning of the year	JAYESH K SAYANI	01-04-2021	180000	3.00	180000	3.00
	Date wise Increase / Decrease in Promoters Share holding during the year		17/01/2022	180000	1.50	360000	3.00
	At the End of the year		31/03/2022	0	0.00	360000	3.00
3	At the beginning of the year	DEVENDRA KISHORKUMAR SAYANI	01-04-2021	1260000	21.00	1260000	21.00

	Date wise Increase / Decrease in Promoters Share holding during the year		17/01/2022	1260000	10.50	2520000	21.00
	<b>At the End of the year</b>		31/03/2022	0	0.00	2520000	21.00
<b>4</b>	<b>At the beginning of the year</b>	<b>DHARMIK CHETANKUMAR TIMBADIA</b>	01-04-2021	180000	3.00	180000	3.00
	Date wise Increase / Decrease in Promoters Share holding during the year		17/01/2022	180000	1.50	360000	3.00
	<b>At the End of the year</b>		31/03/2022	0	0.00	360000	3.00
<b>5</b>	<b>At the beginning of the year</b>	<b>DHAIRYA CHETANKUMAR TIMBADIA</b>	01-04-2021	180000	3.00	180000	3.00
	Date wise Increase / Decrease in Promoters Share holding during the year		17/01/2022	180000	1.50	360000	3.00
	<b>At the End of the year</b>		31/03/2022	0	0.00	360000	3.00

6	At the beginning of the year	DEVANSH KAMLESHKUMAR SAYANI	01-04-2021	180000	3.00	180000	3.00
	Date wise Increase / Decrease in Promoters Share holding during the year		17/01/2022	180000	1.50	360000	3.00
	At the End of the year		31/03/2022	0	0.00	360000	3.00
7	At the beginning of the year	YASH DEVENDRA SAYANI	01-04-2021	180000	3.00	180000	3.00
	Date wise Increase / Decrease in Promoters Share holding during the year		17/01/2022	180000	1.50	360000	3.00
	At the End of the year		31/03/2022	0	0.00	360000	3.00

**iv) Shareholding Pattern of top ten Shareholders (other than Directors, KMPs, Promoters and Holders of GDRs and ADRs):**

Sl No.	For Each of the Top 15 Shareholders			No. of Shares held at the beginning of the year		Cumulative Shareholding during the year	
		Name of Shareholder's	As On Date	No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company

<b>1</b>	<b>At the beginning of the year</b>	<b>UNIFIED DATA-TECH SOLUTIONS PRIVATE LIM</b>	01-04-2021	447000	7.45	447000	7.45
	Date wise Increase / Decrease in Share holding during the year		13/08/2021	-18000	0.30	429000	7.15
			20/08/2021	-54000	0.90	375000	6.25
			27/08/2021	-6000	0.10	369000	6.15
			03/09/2021	-36000	0.60	333000	5.55
			10/09/2021	-51000	0.85	282000	4.70
			17/01/2022	282000	2.35	564000	4.70
	<b>At the End of the year</b>		31/03/2022	0	0.00	564000	4.70
<b>2</b>	<b>At the beginning of the year</b>	<b>KETAN CHHAGANLAL PATEL</b>	01-04-2021	234000	3.90	234000	3.90
	Date wise Increase / Decrease in Share holding during the year		09/04/2021	21000	0.35	255000	4.25
			23/09/2021	12000	0.20	267000	4.45
			17/01/2022	267000	2.23	534000	4.45
	<b>At the End of the year</b>		31/03/2022	0	0.00	534000	4.45
<b>3</b>	<b>At the beginning of the year</b>	<b>PURVI KETAN PATEL</b>	01-04-2021	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		16/04/2021	21000	0.35	21000	0.35
			23/04/2021	21000	0.35	42000	0.70
			04/06/2021	21000	0.35	63000	1.05
			11/06/2021	45000	0.75	108000	1.80
			09/07/2021	21000	0.35	129000	2.15
			16/07/2021	18000	0.30	147000	2.45

			10/09/2021	57000	0.95	204000	3.40
			17/09/2021	39000	0.65	243000	4.05
			23/09/2021	15000	0.25	258000	4.30
			17/01/2022	258000	2.15	516000	4.30
	<b>At the End of the year</b>		31/03/2022	0	0.00	516000	4.30
<b>4</b>	<b>At the beginning of the year</b>	<b>JATIN MEHTA</b>	01-04-2021	222000	3.70	222000	3.70
	Date wise Increase / Decrease in Share holding during the year		17/01/2022	222000	1.85	444000	3.70
	<b>At the End of the year</b>		31/03/2022	0	0.00	444000	3.70
<b>5</b>	<b>At the beginning of the year</b>	<b>DDMY ENTERPRISE PRIVATE LIMITED</b>	01-04-2021	156000	2.60	156000	2.60
	Date wise Increase / Decrease in Share holding during the year		09/07/2021	-36000	0.60	120000	2.00
			27/08/2021	9000	0.15	129000	2.15
			03/09/2021	9000	0.15	138000	2.30
			17/09/2021	12000	0.20	150000	2.50
			01/10/2021	-3000	0.05	147000	2.45
			08/10/2021	-3000	0.05	144000	2.40
			03/12/2021	21000	0.35	165000	2.75
			17/01/2022	165000	1.38	330000	2.75
	<b>At the End of the year</b>		31/03/2022	0	0.00	330000	2.75
<b>6</b>	<b>At the beginning of the year</b>	<b>RAJESH VINODRAI JATANIYA</b>	01-04-2021	120000	2.00	120000	2.00
	Date wise Increase / Decrease in Share holding		17/01/2022	120000	1.00	240000	2.00



	during the year						
			04/02/2022	-18000	0.15	222000	1.85
			11/02/2022	-30000	0.25	192000	1.60
			18/02/2022	-30000	0.25	162000	1.35
			25/02/2022	-36000	0.30	126000	1.05
			04/03/2022	-48000	0.40	78000	0.65
			11/03/2022	-12000	0.10	66000	0.55
	<b>At the End of the year</b>		31/03/2022	0	0.00	66000	0.55
<b>7</b>	<b>At the beginning of the year</b>	<b>SANGITA RAJESH JATANIYA</b>	01-04-2021	120000	2.00	120000	2.00
	Date wise Increase / Decrease in Share holding during the year		17/01/2022	120000	1.00	240000	2.00
			04/02/2022	-18000	0.15	222000	1.85
			11/02/2022	-30000	0.25	192000	1.60
			18/02/2022	-30000	0.25	162000	1.35
			25/02/2022	-30000	0.25	132000	1.10
			04/03/2022	-48000	0.40	84000	0.70
			11/03/2022	-12000	0.10	72000	0.60
			18/03/2022	-6000	0.05	66000	0.55
	<b>At the End of the year</b>		31/03/2022	0	0.00	66000	0.55
<b>8</b>	<b>At the beginning of the year</b>	<b>BHAVEN MAHENDRA CHHEDA</b>	01-04-2021	117000	1.95	117000	1.95
	Date wise Increase / Decrease in Share holding during the year		17/01/2022	117000	0.98	234000	1.95
	<b>At the End of the year</b>		31/03/2022	0	0.00	234000	1.95
<b>9</b>	<b>At the beginning of the year</b>	<b>VASANTI MAHENDRA CHHEDA</b>	01-04-2021	117000	1.95	117000	1.95
	Date wise		17/01/2022	117000	0.98	234000	1.95

	Increase / Decrease in Share holding during the year						
	<b>At the End of the year</b>		31/03/2022	0	0.00	234000	1.95
<b>10</b>	<b>At the beginning of the year</b>	<b>MAYUR MAHENDRA CHHEDA</b>	01-04-2021	114000	1.90	114000	1.90
	Date wise Increase / Decrease in Share holding during the year		17/01/2022	114000	0.95	228000	1.90
	<b>At the End of the year</b>		31/03/2022	0	0.00	228000	1.90
<b>11</b>	<b>At the beginning of the year</b>	<b>PRATIK VINODRAI JATANIYA</b>	01-04-2021	114000	1.90	114000	1.90
	Date wise Increase / Decrease in Share holding during the year		26/11/2021	-21000	0.35	93000	1.55
			17/01/2022	93000	0.78	186000	1.55
	<b>At the End of the year</b>		31/03/2022	0	0.00	186000	1.55
<b>12</b>	<b>At the beginning of the year</b>	<b>RHUCHA RAKESH SHAH</b>	01-04-2021	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		20/08/2021	63000	1.05	63000	1.05
			27/08/2021	18000	0.30	81000	1.35
			17/01/2022	81000	0.68	162000	1.35

			14/01/2022	6000	1.25	87000	1.45
			18/02/2022	-6000	0.05	162000	1.35
	<b>At the End of the year</b>		31/03/2022	0	0.00	162000	1.35
<b>13</b>	<b>At the beginning of the year</b>	<b>RINKU VICKY VIPANI</b>	01-04-2021	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		11/02/2022	12000	0.10	12000	0.10
			18/02/2022	54000	0.45	66000	0.55
			25/02/2022	36000	0.30	102000	0.85
			04/03/2022	30000	0.25	132000	1.10
			11/03/2022	24000	0.20	156000	1.30
			18/03/2022	6000	0.05	162000	1.35
	<b>At the End of the year</b>		31/03/2022	0	0.00	162000	1.35
<b>14</b>	<b>At the beginning of the year</b>	<b>VICKY HASMUKH VIPANI</b>	01-04-2021	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		11/02/2022	48000	0.40	48000	0.40
			18/02/2022	12000	0.10	60000	0.50
			25/02/2022	24000	0.20	84000	0.70
			04/03/2022	36000	0.30	120000	1.00
			11/03/2022	30000	0.25	150000	1.25
	<b>At the End of the year</b>		31/03/2022	0	0.00	150000	1.25
<b>15</b>	<b>At the beginning of the year</b>	<b>ATUL T MEHTA HUF</b>	01-04-2021	75000	1.25	75000	1.25
	Date wise Increase / Decrease in Share holding		17/01/2022	75000	0.63	150000	1.25

	during the year						
	<b>At the End of the year</b>		31/03/2022	0	0.00	150000	1.25
			17/01/2022	54000	0.45	108000	0.90
			14/01/2022	-54000	0.90	54000	0.90
			21/01/2022	54000	0.45	108000	0.90
	<b>At the End of the year</b>		31/03/2022	0	0.00	108000	0.90

**v) Shareholding of Executive Directors and Key Managerial Personnel:**

**A. Mr. Chetankumar Timbadia (Managing Director)**

<b>Particulars</b>	<b>Shareholding</b>		<b>Cumulative Shareholding during the year</b>	
	<b>No. of shares</b>	<b>% of total shares of the company</b>	<b>No. of shares</b>	<b>% of total shares of the company</b>
<b>At the beginning of the year</b>	1440000	<b>24%</b>	1440000	<b>24%</b>
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	17/01/2022 – 1440000 (Bonus)	0.00%	17/01/2022 – 2880000	24%
<b>At the End of the year</b>	2880000	<b>24%</b>	2880000	<b>24%</b>

**B: Mr. Devendra Kishorkumar Sayani(Whole-time Director)**

<b>Particulars</b>	<b>Shareholding</b>		<b>Cumulative Shareholding during the year</b>	
	<b>No. of shares</b>	<b>% of total shares of the company</b>	<b>No. of shares</b>	<b>% of total shares of the company</b>
<b>At the beginning of the year</b>	1260000	21%	1260000	21%
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease	17/01/2022 – 1260000 (Bonus)	00.00%	17/01/2022 - 2520000	21%
<b>At the End of the year</b>	2520000	21%	2520000	21%

**C: Mr. JayeshkumarKishorekumar Sayani(Director)**

<b>Particulars</b>	<b>Shareholding</b>		<b>Cumulative Shareholding during the year</b>	
	<b>No. of shares</b>	<b>% of total shares of the company</b>	<b>No. of shares</b>	<b>% of total shares of the company</b>
<b>At the beginning of the year</b>	180000	3%	180000	3%
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease	17/01/2022 - 180000 (Bonus)	00.00%	17/01/2022 - 360000	3%
<b>At the End of the year</b>	360000	3%	360000	3%

**D. Mr. Piyush Shah (Chief Financial Officer)**

<b>Particulars</b>	<b>Shareholding</b>		<b>Cumulative Shareholding during the year</b>	
	<b>No. of shares</b>	<b>% of total shares of the company</b>	<b>No. of shares</b>	<b>% of total shares of the company</b>
<b>At the beginning of the year</b>	NIL	00.00%	NIL	00.00%
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL (No Change)	00.00%	NIL (No Change)	00.00%
<b>At the End of the year</b>	NIL	00.00%	NIL	00.00%

**E. Mr. Bhavesh Singh (Company Secretary and Compliance Officer)**

<b>Particulars</b>	<b>Shareholding</b>	<b>Cumulative Shareholding during</b>
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			the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>At the beginning of the year</b>	<b>NIL</b>	<b>00.00%</b>	<b>NIL</b>	<b>00.00%</b>
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NIL (No Change)	00.00%	NIL (No Change)	00.00%
<b>At the End of the year</b>	<b>NIL</b>	<b>00.00%</b>	<b>NIL</b>	<b>00.00%</b>

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amount in Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	1,28,97,743	15,90,07,159	0	17,19,04,902
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>1,28,97,743</b>	<b>15,90,07,159</b>	<b>0</b>	<b>17,19,04,902</b>
<b>Change in Indebtedness during the financial year</b>				
Additions	4,83,56,181	0	0	4,83,56,181
Reduction	0	4,22,69,999	0	4,22,69,999
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	6,12,53,924	11,67,37,160	0	17,79,91,084
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>6,12,53,924</b>	<b>11,67,37,160</b>	<b>0</b>	<b>17,79,91,084</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole time director, Director and/or Manager: (Amount in Rs.)

Sr. No.	Particulars of Remuneration	Name of the MD/WTD/Director and/or Manager		TOTAL
		Mr. Chetankumar Hasmukhlal Timbadia (Managing Director)	Mr. Devendra Kishorkumar Sayani (Whole-time Director)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	60,00,000	60,00,000	1,20,00,000
	(b) Value of perquisites u/s 17(2) of the Income tax, Act, 1961	0		0
	(c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0		0
2	Stock option	0		0
3	Sweat Equity	0		0
4	Commission as % of profit others (specify)	0		0
5	Others, please specify	0		0
<b>TOTAL</b>		60,00,000	60,00,000	1,20,00,000

**B. Remuneration to other Directors:****(Amount in Rs.)**

<b>Sr. No.</b>	<b>Particulars of Remuneration</b>	<b>Name of Independent / Non- Executive Directors</b>			
		<b>Mr. Jayeshkumar Sayani (Non-Executive Director)</b>	<b>Ms. Sneha Chotai (Independent Director)</b>	<b>Ms. LipeeRajani(Independent Director)</b>	<b>TOTAL</b>
<b>1</b>	<b>Independent Directors</b>				
	(a) Fee for attending Board and Committee meetings	Nil	Nil	Nil	<b>Nil</b>
	(b) Commission	0	0	0	<b>0</b>
	(c ) Others, please specify	0	0	0	<b>0</b>
	<b>Total (1)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>2</b>	<b>Other Non-Executive Directors</b>				
	(a) Fee for attending Board and Committee meetings	0	0	0	<b>0</b>
	(b) Commission	0	0	0	<b>0</b>
	(c ) Others, please specify.	0	0	0	<b>0</b>
	<b>Total (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>TOTAL (1+2)</b>		<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>



**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

(Amount in Rs.)

Sr. No.	Particulars of Remuneration	Name of the Key Managerial Personnel		TOTAL
		Mr. Piyush Shah (Chief Financial Officer)	Mr. Bhavesh Singh (Company Secretary and Compliance Officer)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	7,58,100	1,74,753	<b>9,32,853</b>
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0	0	<b>0</b>
	(c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	<b>0</b>
2	Stock option	0	0	<b>0</b>
3	Sweat Equity	0	0	<b>0</b>
4	Commission as % of profit others (specify)	0	0	<b>0</b>
5	Others, please specify	0	0	<b>0</b>
<b>TOTAL</b>		7,58,100	1,74,753	<b>9,32,853</b>

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. DIRECTORS</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

There were no penalties / punishment / compounding of offences for breach of any section of Companies Act against the Company or its Directors or other officers in default, if any, during the year.

**By Order of the Board of Directors**



**Mr. Chetankumar Timbadia**

Managing Director

DIN: 06731478

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

## Annexure – B

### Form No. AOC-2

**As on the financial year ended on 31<sup>st</sup> March, 2022**

(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 contract s/ arrangements/ transactions	Duration of the contract s / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts / arrangements s / 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. ChetankumarHas mukhlalTimbadia Managing Director)	Remune-ration Paid	On such Terms and Conditions and amount as may be decided by the Board of Directors	Rs. 60,00,000	01/02/2019	NA
2.	Mr. Devendra Kishorkumar Sayani	Remune-ration Paid	On such Terms and Conditions and amount as may be decided by the Board of Directors	Rs. 60,00,000	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. 36,35,386  Rs.11,73,05,579  Rs. 35,44,470	29/06/2021  29/06/2021  29/06/2021	NA
4	Mr. YashDevendra Sayani	Remune-ration Paid	On such Terms and Conditions and amount as may be decided by the Board of Directors	Rs. 9,78,550	29/06/2021	NA
5	Mr. DevanshKamleshk umar Sayani	Remune-ration Paid	On such Terms and Conditions and amount as may be decided by the Board of Directors	Rs. 9,78,550	29/06/2021	NA

6	Mr. DharmikChetanku marTimbadia	Remune- ration Paid	On such Terms and Conditions and amount as may be decided by the Board of Directors	Rs. 9,78,550	29/06/2021	NA
7	Mr. DhairyaChetanku marTimbadia	Remune- ration Paid	On such Terms and Conditions and amount as may be decided by the Board of Directors	Rs. 9,78,550	29/06/2021	NA

**For and on behalf of the Board of Directors**  
**By Order of the Board of Directors**



**Mr. ChetankumarTimbadia**  
**Managing Director**

DIN: 06731478

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

**Annexure - A TO THE DIRECTORS' REPORT**

**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	60,00,000	contractual	BE - Computer	15th January, 2019	51	NA	24%	NA
2	Mr. Devendra Kishorkumar Sayani	Whole Time Director	60,00,000	contractual	BE - Electronics	15th January, 2019	52	NA	21%	Mr. Jayeshkumar Sayani

**Annexure-A**

**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. 6,80,045

(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	8.82
2	Mr. Devendra Kishorkumar Sayani	8.82
(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	
		0%
(iv)	The number of Permanent employees on the rolls of the Company	
		74
(VIII)	Average Percentile Increase already made in the salaries of employee other than the managerial personnal 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

## 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**

After a turbulent 2020 and 2021, the global economy has been on a recovery roll since late FY22. As markets reopened after the pandemic, demand has been on the rise, based on an improving consumer sentiment.

As per World Bank predictions, global output grew~4% in 2021 after a 4.3% contraction in 2020, but remains below pre-COVID projections. Downside risks include the possibility of a further resurgence of the virus, more severe effects on potential output from the pandemic, and financial stress. The higher level of uncertainty highlights the role of policy-makers in raising the likelihood of better outcomes while warding off worse ones. Policy actions would need to balance the risks from large debts with those from premature fiscal tightening,



while safeguarding health and education, improving governance, and enhancing debt transparency.

The collapse in global economic activity in 2020 is estimated to have been slightly less severe than previously projected, mainly due to shallower contractions in advanced economies and a more robust recovery in China. In contrast, disruptions to activity in the majority of other emerging markets and developing economies were more acute than expected.

After the third wave of the pandemic waned, the overall scenario looks upbeat, and depending on and possible virus variants and booster vaccinations, global growth could accelerate anywhere between 2-5%.

Sources – <https://www.worldbank.org/en/publication/global-economic-prospects>

<https://www.worldbank.org/en/news/press-release/2021/01/05/global-economy-to-expand-by-4-percent-in-2021-vaccine-deployment-and-investment-key-to-sustaining-the-recovery>

### **Business and Commerce**

The Indian marketplace has seen a tremendous growth in eCommerce across various verticals. While B2C eCommerce has proliferated well into the urban, suburban and even rural economies, Consumer buying pattern has become more digital than ever before. This has led to rapid digitization across many verticals, which helps manufacturers to ensure availability and affordability of goods by optimizing the supply chain.

Especially in the post-COVID-19 scenario, many business are getting into the online space to survive and grow, as physical stores and logistics took a hit during the pandemic. Based on a rebound in consumer spending and economic recovery post pandemic, markets have been witnessing robust sales growth through 2021.

Moreover, the government is also supporting this digital journey through various policies. Which lead to consumer internet companies in India received over \$4.32 billion from private equity and venture capital players in 2019. Going forward, digitalization is the key driver for most supply chain players and especially in the BFSI sector.

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

### **About DC Infotech & Communication Limited**

DC Infotech & Communication Limited has been specializing in the IT networking and security business since last twenty years, with a national footprint. 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 and 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. It founded in April 1998 by Mr. Devendra Sayani & Mr. Chetankumar Timbadia, who between them, have a combined experience of four decades in the

field. From an initial six-member outfit, the Company has now grown into an organization with a team of more than seventy.

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 architect and solution provider 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)

## **FINANCIAL OVERVIEW –**

The consolidated financial performance of the Company for the financial year ended March 31<sup>st</sup>, 2022, is as follows:

Total revenue from operations stood at Rs. 232.5 crore for the year ended March 31, 2022, as against Rs. 168.9 crore for the corresponding previous period, an increase of 37.7%, mainly on account of strong recovery in demand post the COVID slowdown.

The PAT (profit after tax) was Rs. 4 crore for the year ended March 31, 2022, as against Rs. 2.2 crore for the corresponding previous period, a growth of 82.08%.

## **RESOURCES AND LIQUIDITY**

As on March 31, 2022, the consolidated networth stood at Rs. 22.5 crore and the consolidated debt was at Rs. 17.8 crore.

The cash, cash equivalents and bank balances at the end of March 31, 2022 were Rs. 8.9 crore.

The net debt to equity ratio of the Company stood at 0.40 as on March 31, 2022.

## **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. 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 Infowon an award from Samsung for significantly contributing to their smart signage business
- The Company signed up with Versa Networks to distribute their range of products across India and SAARC region
- DC Info opened a new branch in Surat, Gujarat, offering the entire basket of products
- The Company won an Award of Excellence from D-Link as a top SMB partner
- DC Infotech added several new clients, including Maruti Suzuki Gujarat, Bluestar and Tata Play, among others

## **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. We counter this risk with the quality of our infrastructure, our customer-centric approach, value-added services and our ability to innovate customer specific solutions, focusing on pricing and aggressive marketing strategy, disciplined project executions, along with prudent financial and human resources management and better control over costs. Thus, we expect to be significantly insulated from 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.
- The COVID-19 pandemic could have a continued impact on business.

## **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, 2022, 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**

In the post-COVID period, we are very optimistic about the near-term and long-term prospects. Over the last two years we witnessed a global slowdown due to the pandemic across sectors. However, markets have been recovering swiftly in India and worldwide, especially since the second half of FY22.

Our value-added business model, diverse product portfolio and strong client relationships help us sustain through such phases and continue growing. In line with this, we continue to refresh our

brand portfolio with new, innovative products, such as Versa Networks. Our value-addition in terms of installation and end-to-end execution, allow us to get good margins.

Demand for various networking and IT security products has been on the rise, especially after the pandemic, as work-from-home becomes the norm across industries. In the long run, such trends bode well for us. Moreover, increasing use of cloud services and data centres etc. are likely to boost the need for networking security solutions.

The Company is well positioned to leverage its strengths and we are optimistic for the ongoing fiscal year.



**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 31<sup>ST</sup> MARCH, 2022

To,  
The Members,  
DC INFOTECH AND COMMUNICATION LIMITED  
Mumbai

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by DC INFOTECH AND 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.

On the Basis of verification of the secretarial compliance and on the basis of secretarial audit of Company's books, papers, minute books, forms and returns filed and other records maintained by the company as given in **Annexure I** and also the information provided by the Company, its officers, agents and authorized representatives 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 31<sup>st</sup> March, 2022, 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 DC INFOTECH AND COMMUNICATION LIMITED for the financial year ended on 31<sup>st</sup> March, 2022 according to the 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. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
- v. Other laws as may be applicable specifically to the company as identified by the management, that is to say:
  - a. Employees' Provident Fund & Miscellaneous Provisions Act, 1952,
  - b. Maternity Benefit Act, 1961,
  - c. Payment of Bonus Act, 1956,
  - d. Payment of Gratuity Act,



I have also examined the compliance on Secretarial Standards issued by the Institute of Company Secretaries of India.

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

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 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:**

- a) The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the code of Business Conduct & Ethics for Directors and Management Personnel.
- b) The Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings/debenture holdings and directorships in other companies and interests in other entities.
- c) The company has advanced loans, given guarantees and provided securities amounting to Rs Nil to companies in which directors were interested, and has complied with the provisions of the Companies Act, 2013.
- d) The Company has made loans and investments; or given guarantees or provided securities to other business entities and has complied with the provisions of the Companies Act, 2013 and any other statutes as may be applicable.
- e) The amount borrowed by the Company from its directors, members, bank(s)/ financial institution(s) and others were within the borrowing limits of the Company. Such borrowings were made by the Company in compliance with applicable laws.
- f) The Company has not defaulted in the repayment of public deposits, unsecured loans and debentures, facilities granted by bank(s)/financial institution(s) and non-banking financial companies.
- g) The Company has created charges on the assets of the company and complied with the applicable laws.
- h) All registrations under the various state and local laws as applicable to the company are valid as on the date of report.
- i) The Company has issued and allotted the securities to the persons-entitled thereto and has also issued letters and certificates thereof as applicable to the concerned persons its shares within the stipulated time in compliance with the provisions of the Companies Act, 2013 and other relevant statutes during the period under review.





- j) The Company has not declared dividends to its shareholders during the year under review.
- k) The Company has paid all its Statutory dues except to the extent disputed amounting to Rs. 165.43 Lacs pending with VAT / Sales Tax and satisfactory arrangements have been made for arrears of any such dues.
- l) The Company has complied with the provisions of the Listing Regulations during the period under review.

I further report that during the review period, no major action having a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. above have taken place.

**CS SHRAVAN A GUPTA**  
**Practising Company Secretary**  
**ACS No - 27484**  
**C.P. No.: 9990**  
**Date: 5<sup>th</sup> September, 2022**  
**Place: Mumbai**  
**UDIN: A027484D000919861**





## ANNEXURE I

### List of documents verified

1. Memorandum & Articles of Association of the Company.
2. Annual Report for the Company.
3. Minutes of the meetings of the Board of Directors and various Committees along with Attendance Register held during the financial year under report.
4. Minutes of General Body Meetings held during the financial year under report.
5. Statutory Registers viz.
  - Register of Directors' & Key Managerial Personnel.
  - Register of Directors' Shareholding.
  - Register of Investment.
  - Register of Charge.
  - Register of Contracts.
6. Agenda papers submitted to all the directors / members for the Board Meetings and Committee Meetings.
7. Declarations received from the Directors of the Company pursuant to the provisions of 184 and 164 of the Companies Act, 2013.
8. E-Forms filed by the Company, from time-to-time, under applicable provisions of the Companies Act, 2013 and attachments thereof during the financial year under report.

**CS SHRAVAN A GUPTA**  
**Practising Company Secretary**  
**ACS No - 27484**  
**C.P. No.: 9990**  
**Date: 5<sup>TH</sup> September, 2022**  
**Place: Mumbai**  
**UDIN: A027484D000919861**



# 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 AND COMMUNICATION LIMITED**  
**4<sup>th</sup> Annual General Meeting – Friday, 30th September, 2022 at 12:00 Noon.**

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 4<sup>nd</sup> Annual General Meeting of the Company to be held at Unit No.13, Aristocrate, Lajya Compound, Mogra Road, Andheri (E), Mumbai - 400069, Maharashtra, India on **Friday, 30th September, 2022 at 12:00 Noon.**

\_\_\_\_\_  
**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 AND COMMUNICATION LIMITED

**4<sup>th</sup> Annual General Meeting – Friday, 30th September, 2022 at 12:00 Noon.**

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 4<sup>th</sup> Annual General Meeting of the Company to be held at **Unit No.13, Aristocrate, Lajya Compound, Mogra Road, Andheri (E), Mumbai - 400069, Maharashtra, India on Friday, 30<sup>th</sup> September, 2022 at 12:00 Noon.**

\_\_\_\_\_  
*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	BenPos date to send Notice and Annual Report to Shareholders	2 <sup>nd</sup> September, 2022
2	Cut-off date to determine the eligibility of the members to cast their votes by electronic means.	23 September, 2022
3	Book Closure Date (Beginning)	24th September, 2022
4	e-Voting Starts	27th September, 2022 @ 09.00 am
5	e-Voting ends	29th September, 2022 @ 5.00 pm
6	Annual General Meeting Date & Time	30th September, 2022 @ 12.00 noon
7	Annual General Meeting Venue	Andheri East
8	Book Closure Date (End)	30th September, 2022
9	Annual General Meeting Venue	Unit No.13, Aristocrate, Lajya Compound, Mogra Road, Andheri (E), Mumbai - 400069, Maharashtra, India
10	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

4<sup>th</sup> Annual General Meeting – Friday, 30<sup>th</sup> September, 2022, 12:00 noon

Particulars / Agenda of AGM		Vote	
Sr. No.	Resolution	For	Against
<b>Ordinary Business</b>			
1	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2022, together with the Reports of the Board of Directors and Auditors thereon.		
2	To re-appoint a Director Mr. Jayeshkumar Kishorekumar Sayani (DIN 08332277) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.		
<b>SPECIAL BUSINESS</b>			
3	<b>"RESOLVED THAT</b> pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mr. Chandrashekar Maruti Gaonkar (DIN 00002016) as an Additional Director in the capacity of an Independent Director of the Company w.e.f. 27 <sup>th</sup> June, 2022, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of		



	<p>Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from 27<sup>th</sup> June, 2022 till 27<sup>th</sup> June, 2027."</p> <p><b>"RESOLVED FURTHER THAT</b> the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."</p>		
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Signed this 2<sup>nd</sup> day of September, 2022.

Affix  
revenue  
stamp of  
not Less  
than  
Re. 1/-

\_\_\_\_\_  
**Signature of Member**

\_\_\_\_\_  
**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 4<sup>th</sup> 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.

**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 **31<sup>st</sup> March 2022**, 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, 2022 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.

Reporting of key audit matters as per SA 701, are not applicable to the Company as it is an unlisted company.

### **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, 2022, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022, 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 31 March 2022 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, 2022.
  - (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, 2022.
  - (d) The management has;
    - (i) 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:

- 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
- 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.

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



**Place: Mumbai**  
**Date: 30<sup>th</sup> May 2022**

**Hiren J Maru**  
**Partner**  
**M. No. 115279**  
**FRN: 0112187W**  
**UDIN: 22115279AJVRCI7152**

**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 2022**

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, 2022 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, except stock lying with third parties. Confirmations of such stocks with third parties have been obtained by the Company in most of the cases. 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.

**(iv) Loan to directors:**

a) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has not provided any guarantee or security as specified under Section 186 of the Companies Act, 2013. Further, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in relation to loans given and investments made.

**(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 it. 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 31.03.22 for a period of more than six months from the date they became payable.
- b) 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.

Name of Statue	Nature of Dues	Period	Amount (In lakhs)	Forum where the dispute is pending
The Maharashtra Value Added Tax Act 2002	VAT	AY 2015-16	62.71	Appeal with JC Maharashtra
The Maharashtra Value Added Tax Act 2002	VAT	AY 2016-17	17.98	Appeal with JC Maharashtra
The Maharashtra Value Added Tax Act 2002	VAT	AY 2017-18	40.38	Appeal with JC Maharashtra
The Maharashtra Value Added Tax Act 2002	CST	AY 2016-17	1.85	Appeal with JC Gujarat
The Maharashtra Value Added Tax Act 2002	VAT	AY 2016-17	27.14	Appeal with JC Haryana
The Maharashtra Value Added Tax Act 2002	VAT	AY 2017-18	13.40	Appeal with JC Haryana
The Maharashtra Value Added Tax Act 2002	VAT	AY 2017-18	1.97	Appeal with JC West Bengal

**(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 not raised moneys by way of initial public offer 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 not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x) (b) of the Order is not applicable.

**(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) We have taken into consideration the whistle blower complaints received by the Company during the year (and upto the date of this report), while determining the nature, timing and extent of our audit procedures.

**(xii) Nidhi Company:**

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

**(xiii) 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.

**(xiv) 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.

**(xvi) 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.

**(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.

**(xx) 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 is not required to spent amount towards Corporate Social Responsibility (CSR) as per the section 135 of companies' act, 2013, reporting under clause 3(xx)(a) of the Order is applicable for the year.

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



**Place: Mumbai  
Date: 30<sup>th</sup> May 2022**

**Hiren J Maru  
Partner  
M. No. 115279  
FRN: 0112187W  
UDIN: 22115279AJVRCI7152**

**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 2022**

**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, 2022 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 2022 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, 2022, 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**



**Place: Mumbai  
Date: 30<sup>th</sup> May 2022**

**Hiren J Maru  
Partner  
M. No. 115279  
FRN: 0112187W  
UDIN: 22115279AJVRCI7152**



**D C INFOTECH & COMMUNICATION LIMITED**

**CIN: U74999MH2019PLC319622**

**Standalone Balancesheet as at 31st March ,2022**

Particulars	Note No.	March 31, 2022	March 31, 2021	April 1, 2020
<b>ASSETS</b>				
<b>Non-Current Assets</b>				
Property, Plant and Equipment	2	1,81,41,583	72,73,704	83,18,063
Financial Assets				
i) Investments	3	49,375	49,375	49,375
Deferred tax assets [Net]	4	18,61,884	13,00,218	19,36,710
		<u>2,00,52,842</u>	<u>86,23,297</u>	<u>1,03,04,148</u>
<b>Current Assets</b>				
Inventories	5	36,65,39,978	32,11,29,341	29,55,16,042
Financial Assets				
i) Trade Receivables	6	46,02,92,849	32,74,14,557	31,91,65,028
ii) Loans	7	-	-	-
iii) Cash and Cash Equivalents	8	7,74,99,073	17,79,977	2,12,11,382
iv) Other Bank Balance	9	1,17,29,403	1,09,30,000	1,40,20,374
v) Other Current Financial Assets	10	26,10,134	25,72,544	23,37,245
v) Derivative Financial Instrument	11	-	-	-
Other Current Assets	12	7,83,44,149	5,53,16,644	3,99,97,571
		<u>99,70,15,587</u>	<u>71,91,43,163</u>	<u>69,22,47,642</u>
<b>Total Assets</b>		<u>1,01,70,68,429</u>	<u>72,77,66,460</u>	<u>70,25,51,790</u>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
Equity Share Capital	13	12,00,00,000	6,00,00,000	6,00,00,000
Other Equity	14	10,45,25,759	12,44,90,268	10,25,02,028
		<u>22,45,25,759</u>	<u>18,44,90,268</u>	<u>16,25,02,028</u>
<b>Liabilities</b>				
<b>Non-Current Liabilities</b>				
Financial Liabilities	15	3,77,54,840	6,24,67,464	6,09,07,978
Provisions				
Deferred tax Liabilities [Net]	4	-	-	-
		<u>3,77,54,840</u>	<u>6,24,67,464</u>	<u>6,09,07,978</u>
<b>Current Liabilities</b>				
Financial Liabilities				
i) Borrowings	16	14,02,36,244	10,94,37,438	13,04,14,024
ii) Trade Payables	17	-	-	-
Total outstanding dues of micro enterprises and small enterprises		-	-	-
Total outstanding dues creditors other than micro enterprises and small enterprises		55,14,34,208	35,31,59,498	33,97,61,130
ii) Other Financial Liabilities	18	1,93,81,818	74,82,551	29,36,180
Provisions	19	23,75,969	-	-
Current Tax Liabilities [Net]	20	2,35,36,815	90,83,815	53,42,536
Other Current Liabilities	21	1,78,22,776	16,45,426	6,87,914
		<u>75,47,87,830</u>	<u>48,08,08,728</u>	<u>47,91,41,784</u>
<b>Total Equity and Liabilities</b>		<u>1,01,70,68,429</u>	<u>72,77,66,460</u>	<u>70,25,51,790</u>

Significant Accounting Policies  
Notes to the Financial Statements  
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



Hiren J. Maru  
Partner  
Membership No : 115279  
UDIN: 2115279AJVRC117152  
Place: Mumbai  
Date : 30th May 2022

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 Savaji  
DIN : 06731484

Company Secretary  
Bhavesh Singh  
PAN : BKEPS0087E

**D C INFOTECH & COMMUNICATION LIMITED**  
**Standalone Statement of Profit and Loss for the year ended 31st March 2022**

Particulars	Note No.	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>REVENUE</b>			
Revenue from Operations	22	2,32,51,17,527	1,68,89,97,274
Other Income	23	9,18,032	5,85,073
<b>Total Income (A)</b>		<b>2,32,60,35,559</b>	<b>1,68,95,82,347</b>
<b>EXPENDITURE</b>			
Purchase of Product and Software		2,19,51,37,950	1,59,11,94,675
Changes in Inventory	24	(4,54,10,637)	(2,56,13,299)
Employee Benefits Expense	25	5,36,15,248	3,75,53,999
Finance Costs	26	1,52,91,113	1,87,92,234
Depreciation and Amortization Expenses	2	41,58,027	29,91,609
Other Expenses	27	4,85,13,722	3,29,54,881
<b>Total Expenses (B)</b>		<b>2,27,13,05,432</b>	<b>1,65,78,74,099</b>
<b>Profit Before Exceptional Item and Tax [C = (A-B)]</b>		<b>5,47,30,127</b>	<b>3,17,08,248</b>
Less: Tax Expense:			
Current Tax		1,44,53,000	90,83,815
Earlier year		8,03,302	
Deferred Tax		(5,61,666)	6,36,192
<b>Total (D)</b>		<b>1,46,94,636</b>	<b>97,20,007</b>
<b>Profit After Tax (C-D)</b>		<b>4,00,35,491</b>	<b>2,19,88,240</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>4,00,35,491</b>	<b>2,19,88,240</b>
Basic Earnings per Share of Face Value of Rs. 10 each (Rs.)	28	3.34	1.83
Diluted Earnings per Share of Face Value of Rs. 10 each (Rs.)	28	3.34	1.83
Refer Note No. 32			

**Significant Accounting Policies**

1

**Notes to Accounts**

2 to 46

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

As per our report of even date

For and on behalf of the Board

For D G M S & Co.

D C Infotech & Communication Limited

Chartered Accountants

Firm Registration No. : 0112187W

Hiren J. Maru

Partner

Membership No : 115279

UDIN: 2115279AJVRCI17152

Place: Mumbai

Date : 30th May 2022



*Chetankumar Timbadia*

Managing Director

Chetankumar Timbadia

DIN : 06731478

*Piyush Shah*

Chief Financial Officer

Piyush Shah

PAN : AZTPS0999Q

*Devendra Sayani*

Director

Devendra Sayani

DIN : 06731484

*Bhavesh Singh*

Company Secretary

Bhavesh Singh

PAN : BKEPS0087E

**D C INFOTECH & COMMUNICATION LIMITED**

**Standalone Cash Flow Statement for the financial year 2021-22**

Particulars	Amount in Rs March 31, 2022	Amount in Rs March 31, 2021
<b>CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit before tax as per Statement of Profit and Loss	5,47,30,127	3,17,08,248
Adjustment for:		
Bad Debts	10,14,014	1,13,23,462
Provision for Gratuity	18,13,994	
Depreciation/ Amortisation	39,82,643	28,16,225
Unrealised Foreign Exchange Gain/Loss	(9,85,399)	(49,22,184)
Sundry dr/cr w/off	90,390	(3,48,770)
Preliminary Expenses	1,75,384	1,75,384
Interest Income	(9,18,032)	(3,76,435)
Interest Expenses	1,13,18,094	1,44,12,597
<b>Operating Profit before Working Capital Changes</b>	<b>7,12,21,215</b>	<b>5,47,88,526</b>
Adjusted for:		
Other Current Assets (Excluding Advance Tax)	(2,30,27,506)	(1,53,19,073)
Other Financial Assets	(37,490)	(2,35,399)
Derivative Financial Instrument	-----	-----
Loans	-----	-----
Other Financial Liabilities	1,13,63,550	45,46,371
Inventories	(4,54,10,637)	(2,56,13,299)
Trade Receivable	(13,28,78,292)	(1,95,72,991)
Trade Payable	19,82,74,710	1,33,98,368
Bank Overdrafts	-----	-----
Other Current Liabilities	1,61,77,350	2,44,61,685
Cash Generated from Operations	9,56,82,900	1,27,03,349
Taxes refund / (paid) - (net)	-----	-----
<b>Net Cash from/(used in) Operating Activities (A)</b>	<b>9,56,82,900</b>	<b>1,27,03,349</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Fixed Assets	(1,48,50,522.30)	(17,71,865.46)
Interest Received	9,18,032	3,76,435
<b>Net Cash from Investing Activities (B)</b>	<b>(1,39,32,490)</b>	<b>(13,95,430)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Dividend including Dividend distribution tax	-----	-----
Long term borrowings	(2,47,12,624)	15,59,486
Short term borrowings	3,07,98,806	(2,09,76,586)
Interest expenses	(1,13,18,094)	(1,44,12,597)
<b>Net Cash from Financing Activities (C)</b>	<b>(52,31,913)</b>	<b>(3,38,29,697)</b>
<b>Net cash and cash equivalents (A + B + C)</b>	<b>7,65,18,497</b>	<b>(2,25,21,778)</b>
Cash and cash equivalents at beginning of the period	1,27,09,978	3,52,31,756
<b>Cash and cash equivalents at end of the period</b>	<b>8,92,28,475</b>	<b>1,27,09,978</b>

**Notes:-**

- Figures in bracket indicates cash outflow.
- Components of cash and cash equivalents at the year end comprise of;

	March 31, 2022	March 31, 2021
Balances with bank	7,74,74,970	10,66,422
Fixed deposits	1,17,29,403	1,09,30,000
Cheque in hand	-----	-----
Cash on hand	24,103	7,13,555
	<b>8,92,28,476</b>	<b>1,27,09,977</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 : 2115279AJVRC117152  
Place: Mumbai  
Date : 30th May 2022



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

Managing Director  
Chetankumar Timbadia  
DIN : 06731478

Chief Financial Officer  
Piyush Shah  
PAN : AZTP50999Q

Director  
Devendra Sayani  
DIN : 06731484

Company Secretary  
Bhavesh Singh  
PAN : BKEP50087E

# D C INFOTECH & COMMUNICATION LIMITED

## Statement of Change in Equity as at 31st March 2022

### A Equity Share Capital:

	No of shares	Amount In Rs.
Equity Shares of INR 10/- each, Issued, Subscribed and Fully Paid-up:		
<b>As at April 01, 2020</b>	60,00,000	6,00,00,000
Issued during the period	-	-
<b>As at March 31, 2021</b>	60,00,000	6,00,00,000
Issued during the period	60,00,000	6,00,00,000
<b>As at March 31, 2022</b>	1,20,00,000	12,00,00,000

### B Other Equity:

Particulars	Securities Premium	Retained earnings	Items of Other Comprehensive Income	Total (In Rs.)
<b>As at April 1, 2020</b>	8,40,00,000	1,85,02,028		10,25,02,028
Add: Profit for the year	-	2,19,88,240		2,19,88,240
Dividend (including dividend distribution tax)		-		-
Employee defined benefit obligation			-	-
<b>As at March 31, 2021</b>	8,40,00,000	4,04,90,268	-	12,44,90,268
Add: Profit for the year	-	4,00,35,491	-	4,00,35,491
Less : Utilised for Issue of Bonus Shares	(6,00,00,000)	-	-	(6,00,00,000)
Employee defined benefit obligation	-	-	-	-
<b>As at March 31, 2022</b>	2,40,00,000	8,05,25,759	-	10,45,25,759

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



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**

**Note :- 1.**

**Significant Accounting Policies and Notes to Accounts forming part of financial Statement for year ended March 31, 2022.**

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**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 30th May 2022.

**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 has prepared in accordance with IND - AS. The Company has 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 has 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.

**D C INFOTECH & COMMUNICATION LIMITED**

**Note :- 1.**

**Significant Accounting Policies and Notes to Accounts forming part of financial Statement for year ended March 31, 2022.**

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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.

**(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 C INFOTECH & COMMUNICATION LIMITED**

**Note :- 1.**

**Significant Accounting Policies and Notes to Accounts forming part of financial Statement for year ended March 31, 2022.**

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**(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**

At each reporting date, the Company assesses whether 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 diminution 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.

**D C INFOTECH & COMMUNICATION LIMITED**

**Note :- 1.**

**Significant Accounting Policies and Notes to Accounts forming part of financial Statement for year ended March 31, 2022.**

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**(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.



## **D C INFOTECH & COMMUNICATION LIMITED**

### **Note :- 1.**

#### **Significant Accounting Policies and Notes to Accounts forming part of financial Statement for year ended March 31, 2022.**

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##### **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.

**D C INFOTECH & COMMUNICATION LIMITED**

**Note :- 1.**

**Significant Accounting Policies and Notes to Accounts forming part of financial Statement for year ended March 31, 2022.**

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The company has defined its financial assets and liabilities below..

**Cash and Cash Equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and Cash Equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

**Trade Payables**

These amounts represent liability for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid either within 30 days of recognition or as per terms of trade. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

**Trade Receivables**

These amounts represent receivables for goods and services provided by the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually received within 45 days of recognition or as per terms of trade. Trade and other receivables are presented as current assets unless payment is not due within 12

**(I) 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

Equipment 5 Years

Furniture & Fixtures 10 Years

Installatin and Equipments 10 Years

Office  
Vehicle 8 Years  
Electrical

**D C INFOTECH & COMMUNICATION LIMITED**

**Note :- 1.**

**Significant Accounting Policies and Notes to Accounts forming part of financial Statement for year ended March 31, 2022.**

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**(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 substantively 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.

**D C INFOTECH & COMMUNICATION LIMITED**

**Note :- 1.**

**Significant Accounting Policies and Notes to Accounts forming part of financial Statement for year ended March 31, 2022.**

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**(q) Employee benefits**

The Company operates the following post-employment schemes:

- A. Defined benefit plans Gratuity; and
- 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) 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.

**(s) 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.

**(t) 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**

### **Notes to the Financial Statements**

					<b><u>(Amt in Rs.)</u></b>
<b><u>Note: 2-Property,Plant &amp; Equipment</u></b>					
	<b>Tangible Assets</b>				
	<b>Computer</b>	<b>Office Equipments</b>	<b>Furniture &amp; Fixtures</b>	<b>Motor Vehicles</b>	<b>Total</b>
<b>Gross Block:</b>					
<b>As at April 1, 2020</b>	<b>7,63,818</b>	<b>16,34,617</b>	<b>27,07,067</b>	<b>90,03,484</b>	<b>1,41,08,986</b>
Additions	1,50,669	12,66,348	3,54,849	-	17,71,865
Disposal / Adjustments	-	-	-	-	-
<b>As at March 31, 2021</b>	<b>9,14,487</b>	<b>29,00,965</b>	<b>30,61,916</b>	<b>90,03,484</b>	<b>1,58,80,851</b>
Additions	10,29,342	31,88,064	27,000	1,06,06,117	1,48,50,522
Disposal / Adjustments	-	-	-	-	-
<b>As at March 31, 2022</b>	<b>19,43,829</b>	<b>60,89,029</b>	<b>30,88,916</b>	<b>1,96,09,601</b>	<b>3,07,31,374</b>
<b>Depreciation and Impairment:</b>					
<b>As at April 1, 2020</b>	<b>4,20,770</b>	<b>7,78,974</b>	<b>2,90,895</b>	<b>43,00,284</b>	<b>57,90,923</b>
For the year 20-21	2,17,193	4,89,115	6,80,651	14,29,265	28,16,224
Disposal 20-21	-	-	-	-	-
<b>As at March 31, 2021</b>	<b>6,37,963</b>	<b>12,68,089</b>	<b>9,71,546</b>	<b>57,29,549</b>	<b>86,07,147</b>
For the year 21-22	5,07,468	11,46,692	5,45,431	17,83,053	39,82,644
Disposal 21-22	-	-	-	-	-
<b>As at March 31, 2022</b>	<b>11,45,431</b>	<b>24,14,781</b>	<b>15,16,977</b>	<b>75,12,602</b>	<b>1,25,89,791</b>
<b>Net Block:</b>					
<b><u>Tangible assets</u></b>					
As at March 31, 2021	2,76,524	16,32,876	20,90,369	32,73,935	72,73,704
As at March 31, 2022	7,98,398	36,74,248	15,71,939	1,20,96,999	1,81,41,583

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

<b><u>Particulars</u></b>	<b><u>As at March 31, 2022</u></b>	<b><u>As at March 31, 2021</u></b>
<b><u>Note: 3 Investments</u></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	49375	49375
<b>Total</b>	<b>49,375</b>	<b>49,375</b>

**Note: 4 Deferred Tax**

Break up of Deferred Tax Liabilities and Assets into major components of the respective balances are as under:

**Deferred Tax Liabilities**

Differences in depreciation and other differences in block of fixed assets as per tax books and financial books	-	
On unrealised profit on derivatives	-	
	-	-

**Deferred Tax Assets**

Differences in depreciation and other differences in block of fixed assets as per tax books and financial books	13,40,318	13,00,218
Provision for gratuity	5,21,566	-
	<b>18,61,884</b>	<b>13,00,218</b>
Net Deferred Tax Asset/ ( Liabilities)	<b>18,61,884</b>	<b>13,00,218</b>

**Note: 5 Inventories**

Classification of Inventories:

Stock-In-Trade*	36,65,39,978	32,11,29,341
<b>Total</b>	<b>36,65,39,978</b>	<b>32,11,29,341</b>

(Refer Note Number 16 on Borrowings)

**Note: 6 Trade Receivables**

<b>(A) Trade Recievables</b>		
Considered Good - Secured	44,98,44,141	31,40,11,404
Trade Receivable which have significant increase in credit risk	1,04,48,708	1,34,03,153
Trade Receivable - credit impaired	-	-
<b>Others</b>	-	-
<b>TOTAL</b>	<b>46,02,92,849</b>	<b>32,74,14,557</b>

NOTE No. 6.1 :Classification of Trade Receivables

**Classification of Trade Receivables****(A) Ageing of Trade Recievables**

Less than 6 months	42,34,37,295	30,90,55,628
6 Months -1 Year	2,64,06,846	49,55,776
1 yr - 2 Years	7,47,316	67,26,282
2 yrs - 3 Years	42,40,147	8,53,033
More than 3 Years	54,61,245	58,23,838

**(B) Considered Good - Secured**

Undisputed Trade Receivables - considered good	44,98,44,141	31,40,11,404
Disputed Trade Receivables - considered good		

**(C) Trade Receivable which have significant increase in credit risk**

Undisputed Trade Receivables - which have significant significant increase in credit risk	65,77,716	95,32,161
Disputed Trade Receivables - which have significant significant increase in credit risk	38,70,992	38,70,992

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

<b><u>Particulars</u></b>	<b><u>As at March 31, 2022</u></b>	<b><u>As at March 31, 2021</u></b>
<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)		
<b><u>Note: 7 Loans</u></b>		
Loan to Related party	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
(Refer note number 35 on related party)		
<b><u>Note: 8 Cash and Cash Equivalent*</u></b>		
Balances with banks	7,74,74,970	10,66,422
Fixed deposits with maturity less than 3 months **	-	-
Cheque in hand	-	-
Cash in Hand	24,103	7,13,555
<b>Total</b>	<b>7,74,99,073</b>	<b>17,79,977</b>
*Cash and cash equivalents are held for the purpose of meeting short term commitments rather than for investment purpose.		
** Carrying amount of the same is under lien in favour of Kotak Mahindra bank against credit facility.		
(Refer Note Number 16 on Borrowings)		
<b><u>Note: 9 Other Bank Balances</u></b>		
Fixed Deposit /Margin Money with maturity more than 3 months but less than 12 months	1,17,29,403	1,09,30,000
<b>Total</b>	<b>1,17,29,403</b>	<b>1,09,30,000</b>
<b>Note 9.1</b>		
FDR under lien amounting to Rs. : 1,09,30,000/- given to Kotak Mahindra Bank for availing LC Limit worth Rs. 11 Crores and as per sanction terms, if cash margin		
<b><u>Note: 10 Other Current Financial Assets</u></b>		
Deposits	16,62,336	25,39,949
Margins & balance with brokers	9,16,591	-
Interest accrued but not due on fixed deposits	31,207	32,695
<b>Total</b>	<b>26,10,134</b>	<b>25,72,644</b>
<b><u>Note: 11 Derivative Financial Asset</u></b>		
<b>Commodity Derivatives</b>		
Fair Value - Assets	-	-
Fair Value - Liabilities	-	-
<b>Total Fair Value - Asset / (Liability)</b>	<b>-</b>	<b>-</b>
<b><u>Note: 11.1 : Notional Amount</u></b>		
Commodity Derivatives	-	-
<b><u>Note: 12 Other Current Assets</u></b>		
[Unsecured, Considered Good]		
Advance Tax	-	10,00,000
Balance with revenue authorities	7,36,63,445	5,32,51,809
Prepaid expenses	6,89,432	2,85,501
Advance to employee	3,44,982	2,53,184
Security Deposits	-	-
Other receivables	32,95,525	-
Preliminary Expenses	3,50,765	5,26,149
Incentive Receivable	-	-
<b>Total</b>	<b>7,83,44,149</b>	<b>5,53,16,644</b>

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

<b>Particulars</b>	<b><u>As at</u> <u>March 31, 2022</u></b>	<b><u>As at</u> <u>March 31, 2021</u></b>
<b><u>Note: 13 Equity Share Capital</u></b>		
<b><u>Authorised</u></b>		
Equity Shares		
15,000,000 nos. - face value of Rs 10/- each	15,00,00,000	-
6,000,000 nos. - face value of Rs 10/- each	-	6,00,00,000
<b>Total</b>	<b>15,00,00,000</b>	<b>6,00,00,000</b>
<b><u>Issued, Subscribed and Paid-up</u></b>		
Equity Shares		
12,000,000 nos. - face value of Rs 10/- each	12,00,00,000	-
6,000,000 nos. - face value of Rs 10/- each	-	6,00,00,000
Out of 12,000,000 Equity Shares, 6,000,000 Equity shares were issued as bonus of face Value of Rs. 10/- each		
<b>Total</b>	<b>12,00,00,000</b>	<b>6,00,00,000</b>
<b>A. The details of shareholders holding more than 5% equity shares :-</b>		
Name of the Shareholder		
1) Chetankumar Hasmukhlal Timbadia		
% held	24.00%	24.00%
No. of Shares	28,80,000	14,40,000
2) Devendra Kishorkumar Sayani		
% held	21.00%	21.00%
No. of Shares	25,20,000	12,60,000
3) Unified Data Tech Solutions Private Limited		
% held		7.45%
No. of Shares		4,47,000
<b>B. Reconciliation of number of equity shares :-</b>		
At the beginning of the year	60,00,000	60,00,000
Add : Shares issued / Bonus issued	60,00,000	-
At the End of the year	<b>1,20,00,000</b>	<b>60,00,000</b>
<b>C. Rights, Preferences and Restrictions of share holder :-</b>		
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 f 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 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 amount. The distribution will be in proportion to the number of equity shares held by the share holders.		
<b>D. Particulars of shares issued for consideration other than cash, shares bought back and bonus shares in last five years :-</b>		
The company has issued bonus shares during the year in ratio of 1:1		
<b><u>Note: 14 Other Equity</u></b>		
Equity Share Securities Premium		
Opening Balance	8,40,00,000	8,40,00,000
Add : Addition during the year	-	-
Less: Transfer to Equity Share Capital during the year for bonus shares	6,00,00,000	-
Closing Balance	<b>2,40,00,000</b>	<b>8,40,00,000</b>
<b><u>Profit &amp; Loss balance</u></b>		
Opening Balance	4,04,90,268	1,85,02,028
Add : Profit during the year	4,00,35,491	2,19,88,240
Less : Dividend (including DDT)	-	-
Closing Balance	<b>8,05,25,759</b>	<b>4,04,90,268</b>
<b><u>Items of Other Comprehensive Income</u></b>		
Opening Balance	-	-
Less : Employee benefit	-	-
Closing Balance	-	-
<b>Total</b>	<b>10,45,25,759</b>	<b>12,44,90,268</b>



**D C INFOTECH & COMMUNICATION LIMITED**

**Notes to the Financial Statements**

<b><u>Particulars</u></b>	<b><u>As at</u></b>	<b><u>As at</u></b>
	<b><u>March 31, 2022</u></b>	<b><u>March 31, 2021</u></b>
<b><u>Note: 15 Long Term Borrowings</u></b>		
Secured Term Loan	1,29,40,887	1,66,39,696
Unsecured loans from Directors	2,48,13,953	4,58,27,768
<b>Total</b>	<b>3,77,54,840</b>	<b>6,24,67,464</b>
<b><u>Note: 16 Borrowings</u></b>		
Financial liabilities carried at amortised cost		
Secured working capital facilities from banks	4,83,13,037	(37,41,953)
Unsecured working capital facilities from banks	9,19,23,207	11,31,79,391
<b>Total</b>	<b>14,02,36,244</b>	<b>10,94,37,438</b>
<b>Non-current Borrowings</b>		
Term loans	1,11,11,112	1,25,00,000
Indian rupee loan from banks (secured)	-	-
Car Loan	1,04,47,591	41,39,696
General purpose borrowings	-	-
Less : current maturities	86,17,816	-
<b>Total (a)</b>	<b>1,29,40,887</b>	<b>1,66,39,696</b>
Indian rupee loan from financial institutions (secured)		
Project loans for SPVs		
Equipment finance		
General purpose borrowing	3,96,95,221	(37,41,953)
Less : current maturities	3,96,95,221	(37,41,953)
<b>Total (b)</b>	<b>-</b>	<b>-</b>
Redeemable non-convertible debentures (secured)	-	-
Less: Unamortised transaction cost	-	-
<b>Total ©</b>	<b>-</b>	<b>-</b>
<b>TOTAL A+B-C</b>		
<b>Current Borrowings</b>		
From Banks (Secured)		
a) Indian rupee loan from banks	86,17,816	-
b) Indian rupee loan from financial institutions	-	-
c) Overdraft	-	-
d) Cash credit and working capital demand loan	3,96,95,221	(37,41,953)
<b>Unsecured loans</b>		
a) Indian rupee loan from banks	4,47,70,227	6,38,48,630
b) Indian rupee loan from financial institutions	4,71,52,980	4,93,30,761
c) Loan from Directors and Shareholders	2,48,13,953	4,58,27,768
<b>Total current borrowings</b>		
<b>Aggregate Secured loans</b>	<b>4,83,13,036</b>	<b>(37,41,953)</b>
<b>Aggregate Unsecured loans</b>	<b>9,19,23,207</b>	<b>11,31,79,391</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.

Collateral Security:

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

2. Interest rate varies from 7% to 10%

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

**D C INFOTECH & COMMUNICATION LIMITED**

**Notes to the Financial Statements**

<b><u>Particulars</u></b>	<b><u>As at</u></b>	<b><u>As at</u></b>
	<b><u>March 31, 2022</u></b>	<b><u>March 31, 2021</u></b>
<b>Note 17: Payables</b>		
<b>Trade Payables</b>		
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	55,14,34,208	35,31,59,498
<b>Other Payables</b>		
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>		

**Note 17.1: Trade Payables ageing schedule**

<b><u>Particulars</u></b>	<b><u>Ageing as on 31st</u></b>	<b><u>Ageing as on 31st March</u></b>
	<b><u>March 2022</u></b>	<b><u>2021</u></b>
(i) MSME	-	-
(ii) Others		
Less than 1 yr	55,13,31,123	35,26,22,919
1 yr - 2 yrs	1,02,800	5,36,579
2 yrs - 3 yrs	285	
More than 3 yrs	-	
(iii) Disputed Dues -MSME	-	
(iv) Disputed Dues -Others	-	
<b>Total</b>	<b>55,14,34,208</b>	<b>35,31,59,498</b>

(Refer note number 37 on related party)

**Note: 18 Other Financial Liabilities**

Audit Fees Payable	1,50,000	1,15,625
Other payables	1,92,31,818	73,66,926

<b>Total</b>	<b>1,93,81,818</b>	<b>74,82,551</b>
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**Note: 19 Provisions**

Provision for Bonus	5,61,975	-
Provision for Gratuity	18,13,994	-

<b>Total</b>	<b>23,75,969</b>	<b>-</b>
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**Note: 20 Current Tax Liabilities [Net]**

Provision for Taxation (net of advance tax)	2,35,36,815	90,83,815
<b>Total</b>	<b>2,35,36,815</b>	<b>90,83,815</b>

**Note: 21 Other Current Liabilities**

Advance Received from Customers	-	-
Deferred Income	1,15,05,947	
Statutory Liabilities	63,16,829	16,45,426

<b>Total</b>	<b>1,78,22,776</b>	<b>16,45,426</b>
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**D C INFOTECH & COMMUNICATION LIMITED**  
**Notes to the Financial Statements**

	<u>For the year ended</u>	<u>For the year ended</u>
	March 31, 2022	March 31, 2021
<b><u>Note: 22 Revenue from Operations</u></b>		
Sale of Product	1,89,15,18,614	1,38,46,43,892
Sale of Software & Services	43,35,98,913	30,43,53,382
<b>Total</b>	<b>2,32,51,17,527</b>	<b>1,68,89,97,274</b>
<b><u>Note: 23 Other Income</u></b>		
Interest Income	9,18,032	4,03,205
Net gain on Foreign Exchange	-	1,81,868
<b>Total</b>	<b>9,18,032</b>	<b>5,85,073</b>
<b><u>Note: 24 Changes in Inventory</u></b>		
Opening stock of Inventory	32,11,29,341	29,55,16,042
Less: Closing Stock of Inventory	36,65,39,978	32,11,29,341
<b>Total</b>	<b>(4,54,10,637)</b>	<b>(2,56,13,299)</b>
<b><u>Note: 25 Employee Benefits Expense</u></b>		
Salaries and Wages	5,03,23,348	3,64,38,726
Provision for gratuity	18,13,994	-
Contribution to provident and other funds	6,05,030	6,19,818
Staff welfare expenses	8,72,876	4,95,455
<b>Total</b>	<b>5,36,15,248</b>	<b>3,75,53,999</b>
<b><u>Note: 26 Finance Cost</u></b>		
Interest on financial liabilities carried at amortised cost		
Interest expenses - amortised cost	1,11,58,384	1,34,57,778
Other cost		
Processing and Bank charges	39,73,019	43,79,637
Interest on late deposit of statutory liabilities	1,59,711	9,54,818
<b>Total</b>	<b>1,52,91,113</b>	<b>1,87,92,234</b>
<b><u>Note: 27 Other Expenses</u></b>		
Audit Fees	1,50,000	1,25,000
Bad Debts	10,14,014	1,13,23,462
Commission	75,44,303	21,78,694
Conveyance	35,36,551	22,80,226
Depository & RTA Expenses	1,10,000	77,500
Discount & Incentives	43,53,807	27,46,990
Donation	-	17,001
Electricity Expenses	3,95,397	3,32,270
Net Loss on Foreign Exchange	47,86,460	
Insurance	28,20,608	23,18,208
Legal & Professional Fees	52,28,222	29,45,591
Rent Expenses	54,71,616	44,27,593
Sales Tax / GST (Earlier Years)	7,33,516	1,36,116
Sales Promotion and Advertisement	58,67,444	21,13,505
Printing & Stationery	4,28,165	1,24,743
Telephone	3,57,267	3,47,782
Traveling Expenses	25,92,031	1,09,337
Other Expenses	31,24,320	13,50,863
<b>Total</b>	<b>4,85,13,722</b>	<b>3,29,54,881</b>
<b><u>Note: 2 Depreciation</u></b>		
Depreciation	39,82,643	28,16,225
Amortisation of Preliminary Expenses	1,75,384	1,75,384
<b>Total</b>	<b>41,58,027</b>	<b>29,91,609</b>

**D C INFOTECH & COMMUNICATION LIMITED****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:

<u>Particulars</u>		<u>Units</u>	<u>Year ended</u>	
			<u>March 31, 2022</u>	<u>March 31, 2021</u>
Profit attributable to Equity shareholder	(A)	Rs	4,00,35,491	2,19,88,240
Number of equity shares		Nos	1,20,00,000	1,20,00,000
Weighted average number of shares for calculation of Basic EPS	(B)	Nos	1,20,00,000	1,20,00,000
Weighted average number of shares for calculation of Diluted EPS	(C)	Nos	1,20,00,000	1,20,00,000
Nominal value of equity shares		Rs	10.00	10.00
<b>Basic EPS</b>			<b>3.34</b>	<b>1.83</b>
<b>Diluted EPS</b>			<b>3.34</b>	<b>1.83</b>

**Note: 29 Details of auditors remuneration**

<u>Particulars</u>		<u>Units</u>	<u>Year ended</u>	
			<u>March 31, 2022</u>	<u>March 31, 2021</u>
As auditor :				
Audit fees		Rs	1,50,000	1,25,000
Tax audit fees		Rs	50,000	50,000
other matters		Rs	1,22,500	1,55,000
<b>Total payment to auditors</b>		Rs	<b>3,22,500</b>	<b>3,30,000</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 Maharashtra in the name of erstwhile partnership firm as follows:

<u>Particulars</u>	<u>March 31, 2022</u>	<u>March 31, 2021</u>
2016-17 VAT & CST	4038649.00	49631774.00
2015-16 VAT & CST	1798889.00	1798889.00
2014-15 VAT & CST	6271045.00	6271045.00

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 Gujarat in the name of erstwhile partnership firm as follows:

<u>Particulars</u>	<u>March 31, 2022</u>	<u>March 31, 2021</u>
2015-16 CST	185029.00	0.00

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:

<u>Particulars</u>	<u>March 31, 2022</u>	<u>March 31, 2021</u>
2016-17 VAT & CST	1340694.00	0.00
2015-16 VAT & CST	2714329.00	

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 West Bengal in the name of erstwhile partnership firm as follows:

<u>Particulars</u>	<u>March 31, 2022</u>	<u>March 31, 2021</u>
2016-17 VAT	197478.00	0.00

**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**

<u>Particulars</u>	<u>March 31, 2022</u>	<u>March 31, 2021</u>
Gratuity - Current	-	-
Gratuity - Non-current	(2,91,88,072)	-
Compensated Absences (Leave Salary) - Current	-	-
Compensated Absences (Leave Salary) - Non-current	4,58,27,768	-
Total outstanding as on reporting date	1,66,39,696	-

**D C INFOTECH & COMMUNICATION LIMITED**

**Notes to the Financial Statements**

**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.

<b>Particulars</b>	<b><u>March 31, 2022</u></b>	<b><u>March 31, 2021</u></b>
<b>ii) Change in the present value of the defined benefit obligation</b>		
Opening defined benefit obligation	-	-
Past service cost	11,29,524	-
Current service cost	6,84,470	-
Interest cost	-	-
Actuarial (gain) / loss due to remeasurement on change in assumptions	-	-
Experience (gain) / loss on plan liability	-	-
Benefits paid and transfer out	-	-
Contributions by employee	-	-
Transfer in	-	-
Closing defined benefit obligation	<b>18,13,994</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	6,84,470	-
Past service cost	11,29,524	-
(Gains) / losses - on settlement	-	-
Interest cost / (Income) on benefit obligation	-	-
Net expenses/ [benefits]	<b>18,13,994</b>	-
<b>vi) Other Comprehensive Income</b>		
Actuarial (Gain)/Loss recognized for the period due to change in assumptions	-	-
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>vii) Movement in net liabilities recognised in Balance Sheet:</b>		
Opening net liabilities	-	-
Expenses as above [P & L Charge]	18,13,994	-
Benefits Paid	-	-
Other Comprehensive Income (OCI)	-	-
Liabilities/ [Assets] recognised in the Balance Sheet	<b>18,13,994</b>	-
<b>viii) Amount recognized in the balance sheet:</b>		
PVO at the end of the year	18,13,994	-
Fair value of plan assets at the end of the year	-	-
Deficit	(18,13,994)	-
Unrecognised past service cost	-	-
(Liabilities)/Assets recognized in the Balance Sheet	<b>(18,13,994)</b>	-
<b>ix) Principal actuarial assumptions as at Balance sheet date:</b>		
<u>Discount rate</u>	7.32%	0.00%
[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].		
<u>Annual increase in salary cost</u>	10.00%	0.00%

**D C INFOTECH & COMMUNICATION LIMITED**

**Notes to the Financial Statements**

[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	30.00%	0.00%
From 31 to 44 Years	18.00%	
Above 44 Years	6.00%	

Decrement adjusted remaining working life (years)

- -

Sensitivity analysis:

March 31, 2022

	<u>Discount rate of 0.5%</u>	<u>Salary Escalation rate of 0.5%</u>
Impact on statement of Profit & Loss increase in rate	(63,733)	65,675
Impact on statement of Profit & Loss of decrease in rate	67,682	(62,500)

March 31, 2021

	<u>Discount rate of 1%</u>	<u>Salary Escalation rate of 1%</u>
Impact on statement of Profit & Loss increase in rate	-	-
Impact on statement of Profit & Loss of decrease in rate	-	-

**D C INFOTECH & COMMUNICATION LIMITED**

**Notes to the Financial Statements**

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

**A. Accounting classification**

	<u>Fair Value through Profit / (Loss)</u>	<u>Fair Value through OCI</u>	<u>Amortised Cost</u>	<u>Total</u>
<b>March 31, 2022</b>				
<u>Financial assets - Current</u>				-
Trade Receivables	-	-	46,02,92,849	46,02,92,849
Loans			-	-
Cash and Cash Equivalents	-	-	7,74,99,073	7,74,99,073
Other bank balances	-	-	1,17,29,403	1,17,29,403
Others	-	-	26,10,134	26,10,134
Derivative Financial Instrument	-	-	0	-
<b>Total Financial Assets</b>	-	-	<b>55,21,31,459</b>	<b>55,21,31,459</b>
<u>Financial liabilities – Current</u>				
Working Capital Loan	-	-	4,83,13,037	4,83,13,037
Trade Payables	-	-	55,14,34,208	55,14,34,208
Other Financial Liabilities	-	-	1,93,81,818	1,93,81,818
<b>Total Financial Liabilities</b>	-	-	<b>61,91,29,063</b>	<b>61,91,29,063</b>
<b>March 31, 2021</b>				
<u>Financial assets - Current</u>				-
Trade Receivables	-	-	32,74,14,557	32,74,14,557
Cash and Cash Equivalents	-	-	17,79,977	17,79,977
Other bank balances			1,09,30,000	1,09,30,000
Others	-	-	25,72,644	25,72,644
Derivative Financial Instrument	-	-	-	-
<b>Total Financial Assets</b>	-	-	<b>34,26,97,178</b>	<b>34,26,97,178</b>
<u>Financial liabilities – Current</u>				
Working Capital Loan	-	-	(37,41,953)	(37,41,953)
Trade Payables	-	-	35,31,59,498	35,31,59,498
Other Financial Liabilities	-	-	74,82,551	74,82,551
<b>Total Financial Liabilities</b>	-	-	<b>35,69,00,096</b>	<b>35,69,00,096</b>

**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

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<b>March 31, 2022</b>				
<u>Financial assets</u>				
Derivative financial instruments	-	-	-	-
<b>Total Financial Assets</b>	-	-	-	-
<b>March 31, 2021</b>				
<u>Financial assets</u>				
Derivative financial instruments	-	-	-	-
<b>Total Financial Assets</b>	-	-	-	-

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 C INFOTECH & COMMUNICATION LIMITED**

**Notes to the Financial Statements**

**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 draw 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.

<b><u>March 31, 2022</u></b>	<b><u>Contractual cash flows</u></b>	
	<b><u>Within 1 year</u></b>	<b><u>1 year and above</u></b>
<b>Non-derivative financial liabilities :</b>		
Working Capital Facilities from banks	14,02,36,244	
Trade payables	55,14,34,208	
Other Financial Liabilities	1,93,81,818	

<b><u>March 31, 2021</u></b>	<b><u>Contractual cash flows</u></b>	
	<b><u>Within 1 year</u></b>	<b><u>1 year and above</u></b>
<b>Non-derivative financial liabilities :</b>		
Working Capital Facilities from banks	10,94,37,438	-
Trade payables	35,31,59,498	-
Other Financial Liabilities	74,82,551	

**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.

<b><u>Particulars</u></b>	<b><u>Impact on statement of profit and (loss) - [Net of tax]</u></b>	
	<b><u>March 31, 2022</u></b>	<b><u>March 31, 2021</u></b>
Interest rates – increase by 100 basis points (100 bps)	(9,23,793)	(8,87,450)
Interest rates – decrease by 100 basis points (100 bps)	9,23,793	8,87,450



**D C INFOTECH & COMMUNICATION LIMITED****Notes to the Financial Statements****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, 2022 and March 31, 2021 total capital is Rs 22,45,25,759/- and Rs 18,44,90,268/- respectively. No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2022, March 31, 2021.

**Note: 37 Related party disclosure****A. List of related party**

<b>Relationship Category</b>	<b>Particulars</b>	<b>Name</b>
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.**

<b>Nature of transactions</b>	<b>Relationship Category</b>	<b>March 31, 2022 (Amount in Rs)</b>	<b>March 31, 2021 (Amount in Rs)</b>
Remuneration payment			
Chetankumar Timbadia	1	60,00,000	60,00,000
Devendra Sayani	1	60,00,000	60,00,000
Dhairya Timbadia	2	9,78,550	-
Dharmik Timbadia	2	9,78,550	-
Yash Sayani	2	9,78,550	-
Devansh Sayani	2	9,78,550	-
Piyush Shah	1	7,58,100	7,97,964
Bhavesh Singh	1	1,74,753	1,78,106
Total		<u>1,68,47,053</u>	<u>1,29,76,070</u>
Purchase			
DC Systems	3	<u>36,35,386</u>	<u>27,79,760</u>
Total		<u>36,35,386</u>	<u>27,79,760</u>
Sales			
DC Systems	3	<u>11,73,05,579</u>	<u>7,20,68,221</u>
Total		<u>11,73,05,579</u>	<u>7,20,68,221</u>
Incentive Paid			
DC Systems	3	<u>35,44,470</u>	<u>29,17,270</u>
Total		<u>35,44,470</u>	<u>29,17,270</u>

**D C INFOTECH & COMMUNICATION LIMITED****Notes to the Financial Statements****Loan Repaid (Net)**

Chetankumar Timbadia	1	1,24,05,626	31,41,903
Devendra Sayani	1	58,91,991	60,48,624
Dhairya Timbadia	2	5,26,287	-
Dharmik Timbadia	2	5,26,287	-
Yash Sayani	2	11,37,337	-
Devansh Sayani	2	5,26,287	-
Total		<u>2,10,13,815</u>	<u>91,90,527</u>

**C. Closing Balance of Related Party**

Name	Nature	<b><u>March 31, 2022</u></b> <b><u>(Amount in Rs)</u></b>	<b><u>March 31, 2021</u></b> <b><u>(Amount in Rs)</u></b>
DC Sytsems	Debtor	2,93,77,890	1,21,34,836
DC Sytsems	Creditor	17,37,531	3,12,545
Chetankumar Hasmukhlal Timbadia	Unsecured Loan	1,27,36,755	2,51,42,381
Devendra Kishorkumar Sayani	Unsecured Loan	1,16,03,492	1,74,95,483
Jayeshkumar Kishorekumar Sayani	Unsecured Loan	4,73,706	4,73,706
Devansh K Sayani	Unsecured Loan	-	5,26,287
Dhairya ChetanKumar Timbadia	Unsecured Loan	-	5,26,287
Dharmik ChetanKumar Timbadia	Unsecured Loan	-	5,26,287
Yash Devendra Sayani	Unsecured Loan	-	11,37,337
Chetankumar Hasmukhlal Timbadia	Remuneration Payable	3,63,256	2,76,450
Devendra Kishorkumar Sayani	Remuneration Payable	4,06,780	3,28,950
Devansh K Sayani	Remuneration Payable	1,61,296	-
Dhairya ChetanKumar Timbadia	Remuneration Payable	1,61,296	-
Dharmik ChetanKumar Timbadia	Remuneration Payable	1,61,296	-
Yash Devendra Sayani	Remuneration Payable	1,61,296	-
Piyush Shah	Remuneration Payable	64,500	-
Bhavesh Singh	Remuneration Payable	14,739	-

**D C INFOTECH & COMMUNICATION LIMITED****Notes to the Financial Statements****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.

<b>Particulars</b>	<b>Year ended</b>	
	<b>March 31, 2022</b> <b>(Amount in Rs)</b>	<b>March 31, 2021</b> <b>(Amount in Rs)</b>
<b>1. Segment Revenue</b>		
a) Segment - Sale of Product	1,89,15,18,614	1,38,46,43,892
b) Segment - Sale of Software & Services	43,35,98,913	30,43,53,382
Total	2,32,51,17,527	1,68,89,97,274
Less: Inter Segment Revenue	-	-
Total Sales / Income from Operations	2,32,51,17,527	1,68,89,97,274
<b>2. Segment Results</b>		
Profit / (Loss ) before tax and interest from each segment		
a) Segment - Sale of Product	11,54,15,102	8,06,35,474
b) Segment - Sale of Software & Services	5,99,75,103	4,27,80,423
Total	17,53,90,205	12,34,15,897
Less		
Finance cost	1,52,91,113	1,87,92,234
Total profit before exceptional item & tax	16,00,99,092	10,46,23,663
<b>3. Capital Employed</b>		
Segment Assets		
a) Segment - Trading in Goods	43,78,13,689	27,25,96,898
b) Segment - Trading in Software & Services	2,24,79,160	5,48,17,659
c) Segment - Others / un allocable	-	-
Total	46,02,92,849	32,74,14,557
Segment Liabilities		
a) Segment - Trading in Goods	55,14,34,208	31,04,98,554
b) Segment - Trading in Software & Services	1,21,23,171	4,26,60,945
c) Segment - Others / un allocable	-	-
Total	56,35,57,379	35,31,59,498

**Note 39: Tax expense**

Reconciliation of tax expense

<b>Particulars</b>	<b>For the year ended</b>	
	<b>March 31, 2022</b>	<b>March 31, 2021</b>
<b>a) Income tax recognised in profit &amp; loss account</b>		
Current tax	1,44,53,000	90,83,815
Earlier year tax	8,03,302	-
Deferred tax	(5,61,666)	6,36,192
	1,46,94,636	97,20,007

**D C INFOTECH & COMMUNICATION LIMITED****Notes to the Financial Statements****Note: 40 Impact on business due to COVID -19**

On March 11, 2020, the World Health Organisation (WHO) officially declared COVID-19, the disease caused by novel coronavirus, a pandemic. It continued to progress and evolve from the year end till the date of signing of this financials. Due to its nature, it is challenging at this juncture, to predict the full extent and duration of its impact on financial performance and business. However, management is closely monitoring the evolution of this pandemic and has evaluated and re-assessed its impact on all major class of assets, liabilities, income and expenditures which are likely to have significant impact on the operations, profitability and continuity of the business. Areas of re-assessment includes;

1. Asset impairment- Our assets consist of investments, unsettled receivables for trade and advances for trade. The investments are of long term in nature and receivable are being settled on the basis of contractual terms without any substantial delay/ delinquencies. Management don't see any impairment on these assets.
2. Expected credit loss- Receivables and advances are being recovered wherever applicable without any delinquencies, management do not expect any additional credit loss on the same.
3. Inventory - Nature of Inventory does not pose any physical and market risk and based on present market conditions management do not foresee any loss on account of sale or its ultimate collection.
4. Debt repayment - Projected cash flow reflects ability of the company to discharge its debts in form of working capital loan as per contractual terms through realisation of current assets.
5. Fair value measurement - There are no indicators (except accounted for) which requires further provision / disclosure to the carrying value based on fair value measurement.
6. Revenue – Company operates in two different segments viz trading in derivatives on recognised exchanges and trading in physical commodities. The business of trading in derivatives on recognised exchange does not have any impact of Covid-19. The other segment of the business is trading in physical commodities, which has temporary impact due to restrictions on physical movement of goods due to nationwide lockdown imposed by government. However the management is of the view, this being temporary in nature will not have any substantial impact on long term business prospects of the company.

Based on above, Management is of the view that till date there is no significant impact of COVID-19 which requires adjustment to the carrying value of its assets and liabilities and provide for losses. Management currently has an appropriate response plan in place. Management will continue to monitor and assess the on going development and respond accordingly.

**Note: 41 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: 42 Wilful Defaulter**

During the year, the company is not declared as wilful defaulter by any bank or financial Institution or other lender

**Note: 43 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: 44 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: 45 Foreign Currency Transactions****Expenditure in Foreign Currency:-**

Particulars	For the year ended March 31,2022		For the year ended March 31,2021	
	US\$	Rupees	US\$	Rupees
Import Purchase	1,08,11,078	80,94,08,614	79,12,163	58,48,35,764
Capital Goods (Machinery)	-	-	-	-
Total	1,08,11,078	80,94,08,614	79,12,163	58,48,35,764

**Earnings in Foreign Currency:-**

Particulars	For the year ended March 31,2022		For the year ended March 31,2021	
	US\$	Rupees	US\$	Rupees
Export Sales	5,49,683	4,04,89,328	1493273	110278177
Total	5,49,683	4,04,89,328	1493273	110278177

Note: 46 Other

Previous year's figures have been regrouped/rearranged/reworked wherever necessary and possible so as to confirm to current year's classification.

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 : 30th May 2022



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

A handwritten signature in black ink, appearing to read "Chetankumar Timbadia".

Managing Director  
Chetankumar Timbadia  
DIN : 06731478

A handwritten signature in black ink, appearing to read "Piyush Shah".

Chief Financial Officer  
Piyush Shah  
PAN : AZTPS0999Q

A handwritten signature in black ink, appearing to read "Devendra Sayani".

Director  
Devendra Sayani  
DIN : 06731484

A handwritten signature in black ink, appearing to read "Bhavesh Singh".

Company Secretary  
Bhavesh Singh  
PAN : BKEPS0087E