



24th ANNUAL REPORT 2014-2015

DCM FINANCIAL SERVICES LTD.

BOARD OF DIRECTORS

| | | |
|----------------------|---|--------------------------------------|
| Mr. Om Prakash Gupta | : | Non Executive Chairman |
| Mr. Surender Kumar | : | Executive Director |
| Mr. Rajeshwar Singh | : | Non Executive & Independent Director |

AUDITORS

M/s V. Sahai Tripathi & Co
Chartered Accountants
C-593, Basement, Defence Colony New Delhi -110 024

REGISTERED OFFICE

D 7/3 Okhla Industrial Area-II, Mezzanine Floor,
New Delhi 110020.
e-mail : info@dfsionline.com
Website : www.dfsionline.com

REGISTRAR & SHARE TRANSFER AGENT

(Physical & Electronic)
MCS LTD,
F-65, Okhla Industrial Area,
Phase- I, New Delhi 110020
email : mcsdel@vsnl.com

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NOTICE

Notice is hereby given that the 24th (Twenty Fourth) Annual General Meeting of the Members of the Company will be held on Monday the 30th day of November, 2015 at 10:00 A.M. at The Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi 110030 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Annual Accounts of the Company for the financial year ended March 31, 2015 the Reports of the Directors' and Auditors thereon.
2. To appoint Auditors and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

"RESOLVED THAT M/s V.Sahai Tripathi & Co., Chartered Accountants (Registration number 00262N), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of two years from the conclusion of this annual general meeting until the conclusion of the Annual General Meeting to be convened in the year 2017, subject to ratification of the appointment by the members in each annual general meeting and in this regard the Board of Directors be and are hereby authorized to fix their remuneration as may be determined by the Audit Committee in consultation with the Auditors."

SPECIAL BUSINESS

3. **Appointment of Mr. Sehdev Shori as an Independent Director**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sehdev Shori, who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on August 13, 2015 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a Notice in writing from a Member alongwith the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and clause 49 of the listing agreement, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 (three) years commencing from August 13, 2015 to August 12, 2018."

4. **Re-appointment of Mr. Surender Kumar as a Whole-Time Director**

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

"RESOLVED THAT pursuant to provisions of section 196, 197, 203 of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re enactment thereof for the time being in force), read with schedule V of the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central government/ or Government Authority/agency/board and/or terms and conditions which may be imposed while granting such approval, which the Board of Directors be and is hereby authorized to accept, consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Surender Kumar (DIN: 02188166) as Whole Time Director designated as "Executive Director" of the Company for a period of three years from 1st December 2015 on the following terms and conditions:

| | | | |
|----------------------------------------------------------------------------|-----|-----------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|
| 1. | | Tenure | Three years w.e.f Date of joining i.e. 1st December, 2015 |
| 2. | | Remuneration | Remuneration payable to Mr. Surender Kumar shall be as follows: |
| | a | Salary Basic Salary | Rs. 19217/- per month |
| | b | House rent allowance/Company Leased Accommodation | 50% of basic salary per month |
| LTA & Medical reimbursement shall be in accordance with the Company rules. | | | |
| 3 | | The above remuneration will be inclusive of any other allowance as may be applicable as per Company rules | |
| | ii. | Mr. Surender Kumar will not be paid any sitting fees for attending the meeting of the Board of Directors or any Committee thereof | |

“RESOLVED FURHTER THAT the above may also be treated as notice to the shareholders under section 190 of Companies Act 2013.”

**By Order of the Board
For DCM Financial Services Limited**

**Sd/-
Om Prakash Gupta
Chairman**

Date: November 5th, 2015
Place: New Delhi

NOTES:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY MAY BE SENT IN THE ENCLOSED FORM AND IN ORDER TO BE EFFECTIVE MUST REACH AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED AND SIGNED ATLEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- 2) A copy of Annual Report containing Audited Financial Statements for the financial year ended March 31, 2015 together with the reports of the Board of Directors and Auditors' thereon are enclosed. Members are requested to bring their copy of Annual Report at the AGM.
- 3) **Green Initiative:** The Ministry of Corporate Affairs (MCA), Government of India, through its circular no. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively, has allowed companies to send documents to the shareholders electronically as part of its green initiatives.

Recognising the spirit of the said circular, we are sending documents like the Notice of General Meeting, Financial Statements, Directors' Report, Auditors' Report and other Communication etc., to the e-mail address as registered with the Company/ your depositories. We request you to update your e-mail address with your Depositories Participant(s) to ensure that the Annual Report and other documents reach you on preferred e-mail address and the shareholders holding shares in physical mode may inform their e-mail address to the Company.

- 4) The Register of Members and Share Transfer Books of the Company have already been closed from 22nd Oct,2015 to 29th Oct,2015, (both days inclusive) as per earlier announcement made

by the Company for the purpose of the AGM

- 5) Shareholders/ Proxy holders are requested to produce attached attendance slip duly completed and signed, at the shareholder registration counter of the AGM hall.
- 6) Members are informed that Share Transfer and related activities are being carried out by M/s MCS Share Transfer Agent Ltd (MCS) Registrar and Share Transfer Agents, from the following address:-
M/s MCS Share Transfer Agent Limited
F-65, Okhla Industrial Area, Phase-1
New Delhi 110020
Email: mcsdel@vsnl.com
All correspondence may kindly be sent to the above address only.
- 7) The Equity shares of the Company can only be traded in electronic mode as per SEBI guidelines. The Company has already entered into agreements with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for the same. Interested members may opt to convert physical shares of the Company in electronic mode after sending request for dematerialization through their Depository Participant.
- 8) Members of the Company who are holding shares in physical form and have multiple accounts in identical name(s) or are holding more than one share certificate in the same name under different ledger folio(s) are requested to apply for consolidation of such folio(s).
- 9) Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share Capital & Debenture) Rules, 2014 has extended nomination facility to individual shareholders holding shares in physical form. Shareholders are requested to avail the above facility by submitting prescribed **Nomination Form SH-13** to MCS RTA. This form is also available on the Company's website WWW.DFSLONLINE.COM
- 10) Please send all correspondence including requests for transfer/ transmission of shares & change of address etc. to MCS RTA.
- 11) Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least ten days before the date of the meeting, so that the required information may be made available at the meeting.
- 12) Pursuant to the requirements of the Listing Agreement with the Stock Exchange on Corporate Governance the information required to be given in case of appointment or re-appointment of Director, is given in the Corporate Governance Report forming part of this Annual Report.
- 13) Electronic copy of the Notice of AGM of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice is being sent in the permitted mode.
- 14) Members may note that the Notice of the AGM and the Annual Report for the financial year ended on March 31, 2015 will also be available on the Company's website www.dfsonline.com. The physical copies of the aforesaid documents alongwith all documents referred to in the accompanying Notice and the Explanatory Statement will also be available at the Company's website www.dfsonline.com
- 15) Registered Office in New Delhi for inspection during normal business hours on working days between 11.00 A.M. to 3.00 P.M. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's e-mail id info@dfsonline.com through electronic means:-
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the revised Clause 35B of the Listing Agreement, the Company is pleased to provide to Members facility to exercise their right to vote on resolutions proposed to be considered at the

AGM by electronic means i.e. Remote e-voting. The Company has appointed CDSL as the Authorised Agency to provide Remote e-voting facility for casting the votes by the members using an electronic voting system from a place other than venue of AGM ("Remote e-voting").

- II. The facility for voting through Ballot Paper shall be made available at the venue of AGM and the Members who have not cast their vote by Remote e-voting shall be eligible to exercise their right at the AGM through Ballot Paper.
- III. The Members who have already cast their votes by Remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. It is hereby clarified that it is not mandatory for a Member to vote using the Remote e-voting facility.
- IV. The process and manner for Remote e-voting are as under:

Instruction for Voting:-

A. In case of members receiving e-mail:

- i. Log on to the e-voting website **www.evotingindia.com** during Remote e-voting period.
- ii. Click on "Shareholders" tab.
- iii. Now, select the Electronic Voting Sequence Number – "EVSN"151104005 along with "DCM Financial Services Limited" from the drop down menu and click on "SUBMIT".
- v. Now, enter your User ID :
 - a. For NSDL: 8 Character DP ID followed by 8 digits Client ID
 - b. For CDSL: 16 digits beneficiary ID
 - c. For Members holding shares in Physical Form should enter Folio Number registered with the Company
- vi. Next enter the image verification as displayed and click on Login.
- vii. In case you are holding shares in Demat form and had logged on **www.evotingindia.com** and voted on an earlier voting of any Company, then your existing password is to be used.
- viii. If you are a first time user, please follow the steps given below and fill up the following details in the appropriate boxes.

| For Member holding shares in Demat and physical form: | |
|-------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|
| PAN* | Enter your 10 digit alpha-numeric *Permanent Account Number (PAN) issued by Income Tax Department when prompted by the system while e-voting |
| DOB# | Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format. |
| Bank Details# | Enter the Bank details as recorded in your demat account or in the Company records for the said demat account or folio. |

*Members who have not updated their PAN with the Company/ Depository Participant can enter in the PAN field the 10 characters as First 2 Alphabets of First Holder Name followed by 8 Characters consisting of Folio No. prefix by "0" (or 8 Characters from the right BO-ID). No special characters will be taken from the Name and Folio No.

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository/ Company, please enter the no. of shares held by you as on November 24, 2015 in the Bank Details field.

- ix. Members holding shares in physical form will then directly reach the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password shall be used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly

recommended not to share your password with any other person and take utmost care to keep your password confidential.

- x. For members holding shares in physical form, the details can be used for only e-voting on the resolutions contained in this Notice.
 - xi. Click on the EVSN151104005 for DCM Financial Services Ltd.
 - xii. On the voting page, you will see Resolution Description and against the same the option YES/ NO for voting. Select your desired option. The option "YES" implies that you assent to the Resolution and option "NO" implies that you dissent to the Resolution.
 - xiii. Click on the "Resolutions File Link" if you wish to view the entire Resolution(s).
 - xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - xvi. You can also take printout of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - xvii. If Demat account holder has forgotten the changed password then enter the User ID and Capcha Code click on Forgot Password & enter the details as prompted by the system.
 - xviii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to **www.evotingindia.com** and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorized to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote.
- B. In case of Members receiving the **physical copy of AGM Notice** (for members whose email IDs are not registered with the Company/ Depository Participant(s) or requesting for physical copy), please follow all steps from sl. no. (i) to sl. no. (xvi) above, to cast your vote.
- V. In case you have any queries regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at **www.evotingindia.com** under help section or write an email to **helpdesk.evoting@cdslindia.com**.
- VI. The e-voting period commences on **Friday, the 27th day of November, 2015 (9:00 am IST) and ends on Sunday the 29th day of November, 2015 (5:00 pm IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the **cut-off date i.e. November 24, 2015**, may cast their vote electronically. The Name of DCM Financial Services Limited shall be disabled by CDSL for voting thereafter from their e-voting module.
- VII. The voting rights of Members shall be in proportion to their share in the Paid-up Equity Capital of the Company as on the cut-off date i.e. **November 24, 2015**.
- VIII. **Members can opt for only one mode of voting i.e.** either by Remote e-voting or physically at the AGM venue through Ballot Paper. In case you are opting for Remote e-voting then do not vote by physical mode at AGM venue and vice-versa. In case members cast their vote both via physical as well as e-voting then voting done through physical mode shall not prevail and voting done by e-voting shall be considered as valid vote.
- IX. Ms. Sweeny Gulati, Practicing Company Secretary (Membership No.29367) has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
- X. The Scrutinizer shall, after the conclusion of voting at the AGM, will first count the votes cast at the meeting and there after unblock the votes cast through Remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, (if any), to the Chairman of the Company

or a person authorised by him in writing, who shall counter sign the same and declare the results of the voting forthwith.

- XI. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.dfslonline.com and on the website of CDSL at www.evotingindia.com immediately after the result is declared by the Chairman. The Company shall also simultaneously forward the results to BSE Limited where its shares are listed.
- 16) The Securities and Exchange Board of India (SEBI) has mandated submission of PAN by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to MCS RTA.

**By Order of the Board
For DCM Financial Services Limited**

**Sd/-
Om Prakash Gupta
Chairman**

Date: November 5th, 2015
Place: New Delhi

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3

Mr. Sehdev Shori was inducted as an Additional (Independent) Director of the Company by Board on August 13, 2015. Pursuant to the provisions as specified u/s 161(1) of the Companies Act, 2013, Mr. Sehdev Shori holds office upto the date of the ensuing Annual General Meeting but is eligible for the appointment as an Independent Director.

The Company has received a Notice from a member in writing, along with a requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director.

Further, Mr. Sehdev Shori has furnished a declaration to the Company/Board that he meets the criteria of independence as provided under section 149(6) of the Act.

For your information and record, Mr. Sehdev Shori is a person with great acumen and having rich and vast experience of 32 years in construction projects and general management. Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Sehdev Shori as an Independent Director.

Accordingly, the Board recommends the passing of the Ordinary Resolution as set out in the Item no. 3 of the Notice for appointment of Mr. Sehdev Shori as an Independent Director, not liable to retire by rotation.

The nature of concern or interest, financial or otherwise, if any, in respect of the Appointment of Mr. Sehdev Shori:

- (i) Directors: No other Director is interested Except Mr. Om Prakash Gupta and Mr. Sehdev Shori;
- (ii) Every other Key Managerial Personnel: NIL;
- (iii) Relatives: NIL.

Item No. 4

Mr. Surender Kumar was appointed as Whole Time Director by passing special resolution in the Annual General Meeting held on 31st December, 2014 for a period of three years w.e.f 1st December, 2014 on the terms and conditions as specified in the said special resolution.

Further, Mr. Surender Kumar has not been paid any remuneration/monetary benefits from the date of his appointment till the date of this notice; as the Company could not obtain the Central Government approval for the payment of the said remuneration.

Accordingly, the Board recommends the passing of the Special Resolution as set out in the Item no. 4 of the Notice for the re-appointment of Mr. Surender Kumar as a Whole-Time Director.

The nature of concern or interest, financial or otherwise, if any, in respect of re-appointment of Mr. Surender Kumar as a Whole-Time Director

- (i) Directors: No other Director is interested except Mr. Surender Kumar;
- (ii) Every other Key Managerial Personnel: NIL;
- (iii) Relatives: NIL.

**By Order of the Board
For DCM Financial Services Limited**

**Sd/-
Om Prakash Gupta
Chairman**

Date: November 5th , 2015
Place: New Delhi

DIRECTOR'S REPORT

To
The Members,

Your Directors have pleasure in submitting their 24th (Twenty Fourth) Annual Report of the Company together with the Audited Statements of Accounts for the financial year ended March 31, 2015.

1. FINANCIAL RESULTS

The Company's financial performance for the year under review alongwith previous year's figures are given hereunder:

Particulars for the Year ended March 31, 2015:

(Rupees in Lacs)

| PARTICULARS | For the Year ended 31st March,2015 | For the Year ended 31st March,2014 |
|------------------------------------------------------------------|---------------------------------------|---------------------------------------|
| INCOME | | |
| Income from Business Operations | - | - |
| Other operating revenues | 0.11 | 0.10 |
| Less Excise Duty | - | - |
| Net Revenue from Operations | 0.11 | 0.10 |
| Other Income | 408.40 | 432.18 |
| Total Income | 408.51 | 432.28 |
| EXPENSES | | |
| Total Expenses | 691.02 | 1,030.62 |
| Profit before Exceptional and Extraordinary items and tax | (282.51) | (598.34) |
| Exceptional Items | - | - |
| Profit before Extraordinary items and tax | (282.51) | (598.34) |
| Extraordinary items | - | - |
| Profit before Tax | (282.51) | (598.34) |
| VI. Tax Expenses | | |
| Current year tax | 28.52 | |
| Mat Credit Adjustment | (28.52) | |
| Profit After Tax | (282.51) | (598.34) |
| Profit/(Loss) for the year | (282.51) | (598.34) |
| Earnings per Equity share | | |
| Basic | (1.28) | (2.70) |
| Diluted | | |
| | (1.28) | (2.70) |

The Gross Income comprises of amount(s) received on recovery of delinquent assets through settlement/ compromise/ legal action.

2. DIVIDEND

In view of losses suffered by the Company, no dividend has been considered for the year.

3. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no unpaid/unclaimed Dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 do not apply.

4. CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements prepared in accordance with the Companies Act, 2013 and Accounting Standards-21 is attached with the Annual Report.