



31st ANNUAL REPORT 2021-2022

DCM FINANCIAL SERVICES LTD.

BOARD OF DIRECTORS

Mr. Shantanu Deveshwar

Chairperson & Whole-Time Director (Cessation on 15.01.2022)

Ms. Daman Preet Kaur

Independent Director

Ms. Rajni Gupta

Independent Director

Ms. Richa Kalra

Independent Director

Mr. Kaushal Kashyap

Director

Mr. Sanjay Sahnii

Independent Director

Ms. Nidhi Deveshwar

Chairperson & Whole Time Director

*Appointed w.e.f. 14.02.2022 & Regularized In EGM dated 6th May, 2022

KEY MANAGERIAL PERSONNEL

Ms. Nidhi Deveshwar

Whole-time Director

Ms. Somali Tiwari

Company Secretary &
Chief Financial Officer

SECRETARIAL AUDITOR

Ojha & Associates

Company Secretaries

Add: 473, Patel Nagar, P.O. Harjinder Nagar,
Kanpur- 208007

STATUTORY AUDITOR

Mukesh Aggarwal & Co.,

Chartered Accountants

102-103, IJS Palace, X-320, Delhi Gate Bazar, Asaf
Ali Road, New Delhi- 110002

REGISTRAR & SHARE TRANSFER AGENT

MCS Share Transfer Agent Limited

Add: F-65, 1st Floor, Okhla Industrial Area, Phase-1,
New Delhi-110020
Tel.: 011-41406149
E-mail: helpdeskdelhi@mcsregistrars.com

CIN

L65921DL1991PLC043087

CORPORATE OFFICE & REGISTERED OFFICE

D-7/3, Okhla Industrial Area, Phase-2,
New Delhi-110020

SHARES LISTED AT

NATIONAL STOCK EXCHANGE OF INDIA LTD.

Exchange Plaza, Plot No. C/1, G Block,
Bandra- Kurla Complex Mumbai - 400 051

BSE LIMITED

Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai- 400001

CALCUTTA STOCK EXCHANGE LIMITED

7, Lyons Range, Dalhousie, Kolkata-700001

E-MAIL

info@dfsionline.in

WEBSITE

www.dfsionline.in

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **31st** Annual General Meeting of the members of **DCM Financial Services Limited** (“DCM” or “the Company”) will be held on **Friday, 30th September, 2022** at **01:00 P.M.** through **video conferencing (VC)** or Other Audio Visual Means (OAVM) to transact the following business(es)

ORDINARY BUSINESS:

- 1. Ordinary Resolution** to receive, consider and adopt Standalone & Consolidated Audited Financial Statements of the Company for the financial year ended on 31st March, 2022 together with the reports of the Auditor's and Directors' thereon.

- 2. Re-appointment of Director liable to retire by rotation**

To appoint **Mr. Kaushal Kashyap (DIN: 07683753)** who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for Re-appointment.

- 3. Re-Appointment of M/s. Mukesh Aggarwal & Co., Chartered Accountants as the Statutory Auditors of the Company**

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, **M/s. Mukesh Aggarwal & Co., Chartered Accountants**, (Firm Registration No. 011393N), be and are hereby re-appointed as the Statutory Auditors of the Company for a term of five years to hold the office from the conclusion of 31st Annual General Meeting till the conclusion of 36th Annual General Meeting of the Company to be held in the financial year ending March 31, 2027, at a remuneration to be decided by Board of Director in consultation with the Auditors along with their reimbursement of out of pocket expenses incurred by them for the purpose of audit.”

SPECIAL BUSINESS

- 4. Re-appointment of Ms. Daman Preet Kaur (DIN: 07475919) as an Independent Director**

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

“RESOLVED THAT subject to the approval of shareholders at the ensuing Annual General Meeting and pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Ms. Daman Preet Kaur (DIN: 07475919), who was appointed as an Independent Director of the Company for a term of five years up to November 29, 2022, by the members at the 26th Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a **second** term of **five consecutive** years commencing from November 30, 2022 up to November 29, 2027, **not liable to retire by rotation.**”

**By order of the Board of Directors
For DCM Financial Services Limited**

(Nidhi Deveshwar)
Whole Time Director
DIN:09505480

Date: 05.09.2022
Place: Delhi

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its Circular no. 2/2022, dated May 05, 2022 and Circular no. 21/2021, dated December 14, 2021 read together with circular dated December 8, 2021, January 13, 2021, April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In accordance with the MCA circulars, provisions of the Companies Act, 2013 (“the Act”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC/ OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. The deemed venue for 31st AGM shall be the Registered Office of the Company situated at D-7/3, Okhla Industrial Area, Phase-2, New-Delhi-110020.
3. The Company has appointed **Beetel Financial Computer Services Pvt. Ltd.** as **“Facilitator of VC”** to facilitate the conduct of AGM through VC.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the

proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, the facility of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

5. Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorization, etc., authorizing their representative to attend the AGM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the scrutinizer by email through its registered email address to jainpandassociates@gmail.com with a copy marked to Company info@dfsionline.in&helpdesk.evoting@cdslindia.com
6. Statement pursuant to Section 102 of the Companies Act, 2013 forms a part of this Notice for special business to be transacted at the 31st AGM.
7. Brief details of the directors, who are eligible to be re-appointed in 31st AGM, are annexed hereto as per requirements of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per provisions of the Companies Act, 2013.
8. The facility of joining the AGM through VC/OAVM will be opened 15 minutes before and will be open up to 15 minutes after the scheduled start time of the e-AGM, i.e., from 12:45 P.M. to 01:15 P.M. and will be available for 1,000 members on a first come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors, etc.
9. Institutional investors, who are members of the Company, are encouraged to attend and vote at the 31st AGM of the Company.
10. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing 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 the Company or its RTA.
11. In terms of sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circular dated 15 January 2021, Notice of 31st AGM along with the Annual Report for FY 2022 is being sent only through electronic mode to those members whose email addresses are registered with the Company/depositories. Members may note that the Notice and Annual Report for FY 2022 will also be available on the Company's website at [https:// www.dfsionline.in](https://www.dfsionline.in); website of the stock exchanges i.e., BSE Limited at

www.bseindia.com and National Stock Exchange of India Limited
at www.nseindia.com and on the website of Facilitators of VC/OAVM at
<http://www.beetalfinancial.com/>

12. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail address & Mobile No. by writing to our RTA, MCS Share Transfer Agent Ltd., Add: F-65, 1st floor, Okhla Industrial Area, Phase-I, New Delhi-110020, or with Beetal Financial Computer Services Pvt. Ltd. ("Facilitators of VC/OAVM") by sending email to the company at info@dfsloonline.in. Members are requested to register their email id and support the green initiative efforts of the Company.
13. Further, those members who have not registered their email addresses and in consequence could not be served the Annual Report for FY 2022 and Notice of AGM may temporarily get themselves registered with the company by sending email at info@dfsloonline.in for receiving the same. Members are requested to support our commitment to environment protection by choosing to receive the Company's communication through email going forward.
14. With a view to enable the Company to serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
15. SEBI vide its notification (SEBI/LADNRO/GN/2018/24) dated 8 June 2018 as amended on 30 November 2018 and notifications & circulars issued thereafter, has stipulated that w.e.f. 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialized form. The Company has complied with the necessary requirements as applicable, including sending of letters to shareholders holding shares in physical form and requesting them to dematerialize their physical holdings.
16. Members who still hold share certificates in physical form are advised to dematerialize their shareholding to also avail of numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
17. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
18. The Company has been maintaining, inter alia, the following statutory registers at its registered office at **D-7/3, Okhla Industrial Area-II, New Delhi-110020**.

- a) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
 - b) Register of directors and key managerial personnel and their shareholding under section 170 of the Act.
19. In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic/Physical mode and shall remain open and be accessible to any member during the continuance of the meeting.
20. The Register of Members and Share Transfer Books will remain closed from **Saturday, 24th September, 2022 to Friday, 30th September, 2022 (both days inclusive).**
21. Pursuant to section 72 of the Act, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 (a copy of which is available on the Company's website at www.dfslonline.in In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
22. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
23. For more details on shareholders' matters, please refer to the section on 'General Shareholder Information', included in the Annual Report.
24. In case a person becomes a member of the Company after dispatch of AGM Notice, and is a member as on the cut-off date for e-voting, i.e., **Friday, 23rd September, 2022**, such person may obtain the user id and password from by email request on evoting@cdsl.co.in
25. Alternatively, member may send signed copy of the request letter providing the email address, mobile number and self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via email to info@dfslonline.in for obtaining the Annual Report and Notice of AGM.
26. The attendance of the Members attending the AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
27. Instructions for remote e-voting and joining the e-AGM are as follows:

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- i. The Board of Directors of the company has appointed **M/s. Jain P & Associates**,

Company Secretaries, as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.

- ii. The voting period begins on **<Tuesday, September 27, 2022 from 09:00 A.M>** and ends on **<Thursday, September 29, 2022 till 05:00 P.M.>**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **<Friday, September 23, 2022>** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- iii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iv. The shareholders should log on to the e-voting website www.evotingindia.com
- v. Click on "Shareholders" module.
- vi. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login – Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- vii. Next enter the Image Verification as displayed and Click on Login.
- viii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- ix. If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact

	Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- x. After entering these details appropriately, click on “SUBMIT” tab.
- xi. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 is to be also 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.
- xii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiii. Click on the EVSN for the relevant Company Name <**DCM FINANCIAL SERVICES LIMITED**> on which you choose to vote.
- xiv. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xvi. 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.
- xvii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xviii. You can also take a print of the votes cast by clicking on “Click here to print”

option on the Voting page.

- xix. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xx. Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@dfsloonline.in (Company Email id) or helpdesk.evoting@cdslindia.com
2. For Demat shareholders- please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@dfsloonline.in (Company Email id) or helpdesk.evoting@cdslindia.com

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC ARE AS UNDER:

- Shareholder will be provided with a facility to attend the AGM through VC through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC will be available in shareholder/members login where the EVSN of Company will be displayed.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss