



NOTICE OF 33RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the 33rd Annual General Meeting of the members of **DCM Financial Services Limited** (“DCM” or “the Company”) will be held on **Friday, September 27, 2024 at 01:00 P.M.)** at **Sarita Sadan, NS 3B, Sarita Vihar, Adj. to St. Giri Public School New Delhi-110076**, to transact the following business (es):-

ORDINARY BUSINESS:

1. **Adoption of Standalone and Consolidated Financial Statements for the year ended 31st March, 2024**

To receive, consider and adopt the Standalone & Consolidated Financial statements of the Company for the financial year ended on 31st March 2024 including the Audited Balance Sheet as at March 31, 2024, Profit & Loss Statement for the financial year ended on that date together with the Reports of Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **Ordinary Resolution**:

“**RESOLVED THAT** the Standalone & Consolidated Audited Financial Statement of the Company for the financial year ended March 31, 2024, and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. **Re-appointment of Mr. Kaushal Kashyap (DIN: 07683753), 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 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Mr. Kaushal Kashyap** (DIN:

07683753), who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESS:

3. Re-appointment of Ms. Richa Kalra (DIN:07632571) as an Independent Director(Category: Non-Executive)

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

“**RESOLVED THAT** pursuant to the recommendation of Nomination & Remuneration Committee of the Board and Board of Directors and 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. Richa Kalra (DIN: 07632571), who was re-appointed as an Independent Director(Category: Non-Executive) of the Company for a term of five consecutive years commencing from October 06, 2019 to October 05, 2024, by the members at the 28th Annual General Meeting, ,has submitted a declaration that she meets the criteria for independence as provided in Section 149 of the Companies Act, 2013 and Regulation16(1)(b) of Listing Regulations, be and is hereby re-appointed as an Independent Director(Category: Non-Executive) of the Company for a term of two consecutive years commencing from **October 06, 2024 up to October 05, 2026, not liable to retire by rotation.**”

“**RESOLVED FURTHER THAT** any of the Director of the Company be is hereby authorised to sign and file all the necessary e-forms, applications, documents, inter alia, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto.”

4. Adoption of New Set of Articles of Association in accordance with Companies Act, 2013

To consider and if though fit, to pass with or without modification the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and 15 of the Companies Act, 2013, together with Schedule I as enacted there under in the Act, to be read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and all other applicable provisions, if any, of the Companies Act 2013, a new set of Articles of Association, primarily based on Table F of Schedule I to the Companies Act 2013, be and

is hereby approved and adopted as the new set of Articles of Association in place of the existing Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** any of the Director of the Company be is hereby authorised to sign and file all the necessary e-forms, applications, documents, inter alia, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto.”

5. Adoption of new set of Memorandum of Association in accordance with Companies Act, 2013

To consider and if though fit, to pass with or without modification the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 13, 15 and all other applicable provisions of the Companies Act, 2013 to be read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the draft clauses as contained in the Memorandum of Association(primarily based on Table A as set out under Schedule I to the Act) which are submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the clauses as contained in the existing Memorandum of Association of the Company with immediate effect.”

“**RESOLVED FURTHER THAT** any of the Director of the Company be is hereby authorised to sign and file all the necessary e-forms, applications, documents, inter alia, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto.”

6. Approval for Borrowing Limits of the Company as provided under Section 180 (1)(c) of the Companies Act, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company and in suppression of all earlier resolutions passed (if any) in this regard under the Companies Act, 1956 (earlier in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company and / or any Committee thereof to borrow at its discretion, either from the Company’s Bank(s) or

any other Indian or Foreign Bank(s), Financial Institution(s) and / or any other Lending Institutions or Persons from time to time such sum(s) of money(s) and the sum(s) to be borrowed together with the money(s) already borrowed by the Company (apart from temporary loans obtained from the Company's bankers / FIs in the ordinary course of business) with or without security on such terms and conditions as they may think fit shall exceed the aggregate of the paid-up capital and free reserves and securities premium of the Company that is to say, reserves not set apart for any specific purpose provided that the total amount together with the money(s) already borrowed by the Board of Directors shall not exceed the sum of Rs. 100 Crores (Rupees One Hundred Crores only) at any given point of time.”

“**RESOLVED FURTHER THAT** any of the Director of the Company be and are hereby severally authorised to sign and file all the necessary e-forms, applications, documents, inter alia, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto.”

7. **Approval under section 180 (1)(a) of the Companies Act, 2013**

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and subject to other approvals, if applicable or required under any statute(s) / rule(s)/ regulation(s) or any law for the time being in force or required from any other concerned authorities and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and in supersession of all earlier resolutions passed in this regard under the Companies Act, 1956 (earlier in force), the Board of Directors of the Company and / or Committee thereof be and are hereby authorised and shall be deemed to have always been so authorised to create such mortgages/ charges/ hypothecation and / or other encumbrances, in addition to the existing mortgages, charges, hypothecation and other encumbrances, if any created by the Company on all or any part of the immovable and /or movable properties, current and / or fixed assets, tangible or intangible assets, book debts and / or claims of the Company wheresoever situate, present and future such charge to rank either *pari-passu* with or second, subsequent, subservient and subordinate to all mortgages, charges, hypothecation and other encumbrances created / to be created by the Company in favour of Indian or Foreign Bank(s), Financial Institution(s), Foreign Financial Institution(s), and other Lending Institution, and / or to such other Persons, if any, from whom the Company has / or proposed / proposes to borrow money/ sums of moneys by way of Term Loans, Cash Credits, Overdrafts, discounting of bills, inter corporate deposits, commercial papers or such other financial instruments permitted to be used by the appropriate authorities from time to time together with interest, cost, charges and

other incidental expenses in terms of agreement(s) entered / to be entered into by the Board of Directors / Committee(s) thereof of the Company within the overall borrowing limits fixed pursuant to Section 180(1)(c) of the Companies Act, 2013 i.e. Rs. 100 Crores (Rupees One Hundred Crores only) at any given point of time.

“RESOLVED FURTHER THAT any of the Director of the Company be is hereby authorised to sign and file all the necessary e-forms, applications, documents, inter alia, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto.”

8. Approval for Related Party Transactions as per Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and provisions of Section 188 of the Companies Act, 2013 and other applicable provisions, if any, of Listing Regulations and Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the Company’s Policy on Materiality of and Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of ‘Related Party Transaction’ under Regulation 2(1)(zc) of the Listing Regulations read with provisions of Section 188 of the Companies Act, 2013 and the rules made thereunder to be entered into between the Company and Related party falling within the definition of ‘Related Party’ under Regulation 2(1)(zb) of the Listing Regulations read and Section 2(76) of the Companies Act, 2013, on such material terms and conditions as may be mutually agreed between the parties, for a period commencing from the 32nd Annual General Meeting upto 35th Annual General Meeting of the Company to be held in the year 2027 provided that the said contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) shall be carried out in the ordinary course of business and at an arm’s length basis.”

“FURTHER RESOLVED that Audit Committee and Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this

connection including finalising and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this Resolution, for and on behalf of the Company, without being required to seek further consent or approval of the Members or otherwise and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

“**FURTHER RESOLVED** that all actions taken by the Audit Committee and Board of Directors of the Company in connection with any matter referred to or contemplated in this Resolution, be approved, ratified and confirmed in all respects.

“**RESOLVED FURTHER THAT** any of the Director of the Company be is hereby authorised to sign and file all the necessary e-forms, applications, documents, inter alia, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto.”

9. APPROVAL OF LIMITS FOR THE LOANS, GUARANTEES AND INVESTMENT BY THE COMPANY AS PER SECTION 186 OF THE COMPANIES ACT, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and subject to other approvals, if applicable or required under any statute(s) / rule(s)/ regulation(s) or any law for the time being in force or required from any other concerned authorities and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and in supersession of all earlier resolutions passed in this regard under the Companies Act, 1956 (earlier in force), the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 50 Crore (Rupees Fifty Crore only) over & above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of

free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** any of the Director of the Company be is hereby authorized to sign and file all the necessary e-forms, applications, documents, inter alia, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto.”

10. Regularization of Ms. Honey Agarwal (DIN: 10401335) 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. Honey Agarwal (DIN: 10401335), who was appointed as an Additional (Category: Independent) Director of the Company by the Board of Directors at their Meeting held on August 30, 2024 in terms of Section 149 of the Companies Act, 2013, on recommendation of Nomination & Remuneration Committee, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing from **August 30, 2024 up to August 29, 2029, not liable to retire by rotation.**”

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

**Date: 30.08.2024
Place: Delhi**

**(Nidhi Deveshwar)
Chairperson & Whole Time Director
(DIN: 09505480)**

NOTES:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business(s) specified under Item No. 3, 4, 5, 6, 7, 8 & 9 to be transacted at the 33rd Annual General Meeting is annexed hereto.
2. **A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, PROXY FORMS DULY COMPLETED IN ALL RESPECTS SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**

A person can act as a proxy on behalf of members **not exceeding fifty** and holding in 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(s) or shareholder(s).

3. 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 (email id of scrutinizer) with a copy marked to Company info@dfsionline.in & helpdesk.evoting@cdslindia.com
4. Brief details of the director(s), seeking re-appointment at 33rd Annual General Meeting are annexed hereto Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India and as per the provisions of Companies Act, 2013 and forms part of this Notice.
5. Institutional investors, who are members of the Company, are encouraged to attend and vote at the 33rd AGM of the Company.
6. The Register of Members and Share Transfer Books will remain closed from **Saturday, September 21, 2024 to Friday, September 27, 2024** (both days inclusive).

7. The shares of the Company are at presently listed on BSE Limited(BSE), National Stock Exchange of India Limited(NSE)& Calcutta Stock Exchange Limited(CSE).
8. Pursuant to the provisions under Section 108 of Companies Act, 2013 to be read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time along with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members, the facility to exercise their right to vote at the ensuing Annual General Meeting by Electronic Means. So the business(s) proposed to be transacted as mentioned in the Annual General Meeting Notice may be transacted through voting by Electronic Means (Remote e-voting) as well. For this, Company is availing the services provided by **Central Depository Services (India) Limited (CDSL)**.The facility for voting through Ballot Paper will also be made available at the meeting venue, for the members who have not cast their votes by remote e-voting.They shall also be able to exercise their voting rights at the AGM by voting through ballot paper.Members who have already cast their vote by remote e-voting process prior to the date of meeting shall be eligible to attend the Annual General Meeting but shall not be entitled to cast their votes again through ballot process.
9. The Scrutinizer, after scrutinizing the votes cast at the meeting through Poll and through remote e-voting, shall, not later than two working days of conclusion of the Meeting, make a “**Consolidated Scrutinizer’s Report**” and submit the same to the Chairperson. The results declared along with the consolidated scrutinizer’s report shall be placed on website of the Company info@dfsionline.in and on the website of BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com The Report shall simultaneously be placed on Notice Board of the Company at premises of the Registered Office.
10. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the General Meeting.
11. Voting rights shall be reckoned on the Paid-up value of shares registered in the name of Member / Beneficial Owner (in case of shares in Dematerialized form) as on the **cut-off date i.e. Friday, September 20, 2024**.
12. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, shall only be entitled to avail the facility of e-voting / Poll.

Note: A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

13. No gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the General Meeting.

- 14.** 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.
- 15.** 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 MCA General Circular No.14/2020 dated 08.04.2020, General Circular 03/2022 dated 05.05.2022, General Circular No.11/2022 dated 28.12.2022 and General Circular No.09/2023 dated 25.09.2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023; Notice of 33rd AGM along with the Annual Report for FY 2024 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 2024 will also be available on the Company's website at www.dfslonline.in the website of the stock exchange i.e., BSE Limited (BSE) at www.bseindia.com and National Stock Exchange of India Limited (NSE) at www.nseindia.com and on the website of the RTA at (helpdeskdelhi@mcsregistrars.com). The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., Central Depository Services (India) Limited (CDSL), viz., www.evotingindia.com.
- 16.** 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 and mobile number by sending email to Company's email Id info@dfslonline.in or to by writing to our RTA, MCS Share Transfer Agent Ltd., Add: F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 at helpdeskdelhi@mcsregistrars.com Members are requested to register their email id and support the green initiative efforts of the Company. Company had already sent communication of updation of relevant records by the member shareholders with the company vide its letter dated December 20, 2022 in pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023.
- 17.** 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.
- 18.** 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.
- 19.** 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.

- 20.** The Company has been maintaining, inter alia, the following statutory registers at its registered office at **Upper Ground Floor, South Tower, NBCC Place, Bhisham Pitamah Marg, Pragati Vihar, Delhi-110003**
- 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.
- 21.** 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.
- 22.** 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). In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
- 23.** The route map attending the **33rdAnnual General Meeting(AGM)** by the Member Shareholders is annexed to this Notice
- 24.** For more details on shareholders' matters, please refer to the section on 'General Shareholder Information', included in the Annual Report.
- 25.** 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, September 20, 2024** such person may obtain the user id and password from by email request on evoting@cdsl.co.in.
- 26.** 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@dfsionline.in for obtaining the Annual Report and Notice of AGM.
- 27. 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@dfsionline.in 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@dfsionline.in or helpdesk.evoting@cdslindia.com

28. The Instructions for shareholders for remote e-voting areas under:

- i. The Board of Directors of the company has appointed **M/s. Jain P & Associates, Practicing Company Secretaries**, as Scrutinizer for conducting the e-voting and ballot process for the Annual General Meeting in a fair and transparent manner.
- ii. The voting period begins on **<Tuesday, September 24, 2024 at 09:00 A.M.>** and ends on **<Thursday, September 26, 2024, 05:00 PM.>**. 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 20, 2024>** 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

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

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..

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.

viii. If you are a first time user then follow the steps given below:

	For Members holding shares in Demat Form or Physical
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> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digit of the sequence number in the PAN Field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA000 00001 in the PAN Field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <p>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).</p>

ix After entering these details appropriately, click on "SUBMIT" tab.

x. 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.

- xi. For Members holding shares in physical form, the details can be used for remote e-voting on the resolutions contained in this Notice only.
- xii. Click on the EVSN for **<DCM FINANCIAL SERVICES LIMITED>** on which you choose to vote.
- xiii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same you will find an 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”.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution’s details.
- xv. 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.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote
- xvii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xviii. If a demata 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.
- xix. Note for Non-**Individual Shareholders and Custodians:-**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@dfslonline.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. NitinKunder (022-23058738) or Mr. MehboobLakhani (022-23058543) or Mr. RakeshDalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. RakeshDalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

- To address issues/grievances of shareholders relating to the ensuing AGM, including e-voting, the following official has been designated:

Name of Official	Ms. Somali Trivedi
Designation	Company Secretary & Compliance Officer
Address	Upper Ground Floor, South Tower, NBCC Place, Bhisham Pitamah Marg, Pragati Vihar, Delhi-110003
Contact	011-20818570
E-mail	info@dfslonline.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

ITEM NO. 3: RE-APPOINTMENT OF MS. RICHA KALRA (DIN:07632571) AS AN INDEPENDENT DIRECTOR(CATEGORY: NON-EXECUTIVE)

Ms. Richa Kalra (DIN: 07632571) was appointed as an Additional Director on the Board of the Company on October 06, 2016. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, members of the Company at the 25th Annual General Meeting held on November 30, 2016 approved the appointment of Ms. Richa Kalra as an Independent Director (Category: Non-Executive) of the Company for a period of 3 (three) consecutive years commencing from October 06, 2016 to October 05, 2019.

Further, the members of the Company at the 28th Annual General Meeting held on September 30, 2019 approved the re-appointment of Ms. Richa Kalra as an Independent Director (Category: Non-Executive) of the Company for a period of 5 (five) consecutive years commencing from October 06, 2019 to October 05, 2024.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for reappointment, for another term of upto five years, on passing of a special resolution by shareholders.

Subject to the shareholder's approval and keeping in view the expertise of Ms. Richa Kalra, Nomination & Remuneration Committee of the Board and Board of Directors at their meeting held on August 21, 2024 respectively has approved her re-appointment as an Independent Director (Category: Non-Executive) for a term of 2 (Two) consecutive years with effect from October 06, 2024 up to October 05, 2026 and not be liable to retire by rotation

The Company has received intimation in Form DIR-8 from Ms. Richa Kalra that, she is not disqualified from being re-appointed as an Director in terms of Section 164 of the Act, declaration that she meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI Listing Regulations and her consent to continue as an Independent Director.

For your information and record, Ms. Richa Kalra has vast experience in the field of accounts, Company Law, finance and general management. Besides being a Qualified Company Secretary, she had made a valuable contribution in the field of educational system as well. Board considers that her association would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director. Therefore, after consideration of all facts and circumstances, Nomination and Remuneration Committee & Board recommends re-appointment of Ms. Richa Kalra (Category: Non-Executive) as an Independent Director of the Company.

Except for Ms. Richa Kalra and/or her relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the passing of resolution set out at Item No. 03 of the Notice except to the extent of their directorships and shareholding in the Company (if any).

ITEM NO.4: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

The Companies Act, 2013 is now largely in force. The existing Articles of Association (“AOA”) of the Company are based on the Companies Act, 1956. Not only do several regulations in the existing AOA contain references to the specific Sections of the Companies Act, 1956, but some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013. With the coming into force of the Companies Act, 2013 several regulations of the existing AOA of the Company require alteration or deletion. It is therefore, considered expedient to replace the existing AOA with an entirely new set of AOA (primarily based on Table F of Schedule I to the Companies Act 2013). The substitution of the existing AOA with the new AOA is proposed to align the AOA of the Company with the provisions of the Companies Act, 2013. The proposed new draft of AOA is kept available for inspection during office hours at registered office of the Company up to the date of ensuing General Meeting.

None of the following persons is/are interested in the aforesaid resolution, financially or otherwise:- (i) Any Director(s) or Manager, (ii) Any Other Key Managerial Personnel(s), (iii) Relatives of the persons mentioned in sub clauses (i) and (ii) above.

The Board recommends passing of the resolution as set out at Item No. 04 as a Special Resolution.

ITEM NO.5: ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION

The existing Memorandum of Association (“MOA”) of the Company is based on Companies Act, 1956 and is no longer in conformity with the Companies Act, 2013. With the enactment of Companies Act, 2013 Act, several clauses of MOA require alteration/deletion. Given this position, it is considered expedient to adopt the new set of Memorandum of Association (primarily based on Table A as set out under Schedule I to the Act) in place of existing MOA, instead of amending it by alteration/incorporation of provisions of Companies Act, 2013 Act. In terms of Section 13 of Companies 2013 Act, consent of Members by way of a Special Resolution is required for adoption of a new set of Memorandum of Association.

None of the following persons are interested in the aforesaid resolution, financially or otherwise:- (i) Any Director(s) or Manager, (ii) Any Other Key Managerial Personnel(s), (iii) Relatives of the persons mentioned in sub clauses (i) and (ii) above.

The Board recommends passing of the resolution set out at Item No. 05 as a Special Resolution.

ITEM NO.6: APPROVAL FOR BORROWING LIMITS OF THE COMPANY AS PROVIDED UNDER SECTION 180 (1)(C) OF THE COMPANIES ACT, 2013

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the “Rules”) (as amended from time to time), the Board of Directors have the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the company could exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company’s bankers in the ordinary course of business provided a consent by way of Special Resolution by the Shareholders of the Company has been obtained.

Keeping in view the future plans of the Company and to fulfil long term strategic and business objectives and as a measure of achieving greater financial flexibility and to enable optimal financing structure, the Board of Directors in its meeting held on May 04, 2024 has, subject to the approval of shareholders of the Company, proposed and approved for seeking the shareholder approval for giving authorization to Board of Directors under section 180(1)(c) of the Companies Act, 2013 upto an aggregate limit of Rs.100 crores.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Accordingly, the Board/Committee sought consent/approval of the members for passing an Special Resolution as set out in Item No. 6 of Notice.

ITEM NO.7: APPROVAL UNDER SECTION 180 (1)(A) OF THE COMPANIES ACT, 2013

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the “Rules”) (as amended from time to time), the Board of Directors have the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings; provided a consent by way of an Special Resolution by the Shareholders of the Company has been obtained.

In order to secure the borrowings / financial assistance, the Company may be required to create security by way of mortgage/ charge and/or hypothecation of its assets and properties both present and future.

Keeping in view the future plans of the Company and to fulfil long term strategic and business objectives and as a measure of achieving greater financial flexibility and to enable optimal financing structure, the Board of Directors in its meeting held on May 04, 2024 has, subject to the approval of shareholders of the Company, proposed and approved for seeking the shareholder approval for setting up limit upto an aggregate limit of Rs.100 Crores under Section 180(1)(a) of the Companies Act, 2013 due to the sanction of limits under Section 180(1)(c) of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any)

Accordingly, the Board/Committee sought consent/approval of the members for passing a Special Resolution as set out in Item No. 7 of Notice.

ITEM NO.8. APPROVAL FOR RELATED PARTY TRANSACTION AS PER COMPANIES ACT, 2013 AND SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As per the provision of Section 188 of the Companies Act, 2013 read with rules made thereunder transactions with related parties which are at arm length basis and in ordinary course of business are exempt from the obligation of obtaining prior approval of shareholders. However, prior approval of the shareholders is required for the Related Party Transactions, as defined in Section 188 of the Companies Act, 2013, where the amount of transaction with Related party (i.e., Related party falling within the definition of 'Related Party' Section 2(76) of the Companies Act, 2013) exceeds the limits as specified in Section 188 of the Companies Act, 2013 read with Rule 15(3) of Companies (Meeting of Board and its Power) Rules, 2014.

As per Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), prior approval of the shareholders is required for Related Party Transactions (as per 'Related Party Transaction' defined under Regulation 2(1)(zc) of the Listing Regulations) exceeding the threshold of lower of Rs. 1,000 crores (Rupees one thousand crores) or 10% (ten per cent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity (i.e., transaction between the Company and Related party. Related party falling within the definition of 'Related Party' under Regulation 2(1)(zb) of the Listing Regulations).

Given the nature of the Company's business, the Company works closely with its related party including its subsidiary(ies) to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on an arm's length basis.

Amongst the transactions that the Company enters into with its related parties, the estimated value of the contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) of the Company with the Related Party may exceed the threshold of Material Related Party Transactions within the meaning of Regulation 23(1) of the Listing Regulations i.e. Rs. 1,000 crores (Rupees one thousand crores) being the lower of Rs. 1,000 crores (Rupees one thousand crores) or 10% (ten per cent) of the annual consolidated turnover of the Company as per the last audited financial statements of the Company or exceeds the threshold limits as specified in Section 188 of the Companies Act, 2013 read with Rule 15(3) of Companies (Meeting of Board and its Power) Rules, 2014.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any)

Accordingly, the Board/Committee sought consent/approval of the members for passing a Special Resolution as set out in Item No. 8 of Notice.

ITEM NO.9: APPROVAL OF LIMITS FOR THE LOANS, GUARANTEES AND INVESTMENT BY THE COMPANY AS PER SECTION 186 OF THE COMPANIES ACT, 2013

Pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the “Rules”) (as amended from time to time), the Board of Directors of a Company can give loan to any person or body corporate, give guarantee or provide security in connection with a loan to any other body corporate or person(s); and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, any sum or sum of money(ies) on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the loans, guarantee, security and investment given/provided/made by the Company, beyond the maximum permissible limit under Section 186 of the Companies Act, 2013 i.e. 60% of the paid-up capital of the Company and its free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, provided that if special resolution has been passed by the shareholders of the Company to that effect.

Keeping in view the future plans of the Company and to fulfil long term strategic and business objectives and as a measure of achieving greater financial flexibility and to enable optimal financing structure, the Board of Directors in its meeting held on May 04, 2024 has, subject to the approval of shareholders of the Company, has proposed and approved for seeking the shareholder approval for setting up limit upto an amount of Rs.50 Crores(Rupees Fifty Crore only) over & above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013 and to give powersto the Board of Directors or any duly constituted committee thereof to that effect under Section 186 of the Companies Act, 2013.

The loan(s), guarantee(s), security (ies) and investment(s), as the case may be, shall be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 9 of this Notice, in relation to the details as stated above and thus the Board of

Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

ITEM NO. 10: REGULARIZATION OF MS. HONEY AGARWAL (DIN: 10401335) AS AN INDEPENDENT DIRECTOR

Ms. Honey Agarwal (DIN: 10401335) was appointed as an Additional (Independent) Director on the Board of the Company on August 30, 2024. As per the provisions of Regulation 25 of SEBI (LODR) Regulations, 2015 an Independent Director shall be appointed on the Board of a Company on passing of a special resolution by shareholders.

The Company has received intimation in Form DIR-8 from Ms. Honey Agarwal (DIN: 10401335) that, she is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act, declaration that she meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015.

The resolution seeks the approval of members for the appointment of Ms. Honey Agarwal (DIN: 10401335) as an Independent Director of the Company commencing from August 30, 2024 up to August 29, 2029 in terms of Section 149 and other applicable provisions of the Act and Rules made there under. She is not liable to retire by rotation.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Ms. Honey Agarwal (DIN: 10401335), the Board of Directors at its meeting held on August 30, 2024 approved the appointment of Ms. Honey Agarwal (DIN: 10401335) as mentioned in the resolution.

For your information and record, Ms. Honey Agarwal (DIN: 10401335) has vast experience in the field of Corporate Laws, Accounts, Finance and Corporate Governance. Board considers that her association would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director. Therefore, after consideration of all facts and circumstances, the Board recommends appointment of Ms. Honey Agarwal (DIN: 10401335) as an Independent Director of the Company.

Except for Ms. Honey Agarwal (DIN: 10401335) and/or her relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE RE-APPOINTED IS FURNISHED BELOW:

Name	Mr. Kaushal Kashyap	Ms. Richa Kalra	Ms. Honey Agarwal
Director Identification Number (DIN)	07683753	07632571	10401335
Date of Birth	23/12/1991	22/01/1979	06/11/1985
Date of Appointment in the Board	01/09/2020	06/10/2016	30/08/2024
Qualification	Graduate	Qualified Company Secretary	Qualified Company Secretary
Nature of Expertise in specific functional areas	Experience in Administration and Management	She has vast experience as a Company Secretary, general management in Corporate Sector and has been actively involved in the field of education.	She has around 15 years of vast experience as a Qualified Company Secretary in Corporate Sector.
Shareholding in the Company including shareholding as beneficial owner	NIL	NIL	NIL
List of Directorship held in other companies	1. Accuvant Advisory Services Limited 2. Gupta Power Technologies Private Limited	Avro India Limited	Scriptech Wealth Management Services Private Limited
Names of Listed Entities in which the person holds membership of Committees of the Board	Member of Stakeholder Relationship Committee: DCM Financial Services Limited Chairperson of Audit Committee: Accuvant Advisory Services Limited Member of Nomination	Chairperson of Audit Committee, Stakeholders Relationship Committee & Nomination and Remuneration Committee: DCM Financial Services Limited	None

	and Remuneration Committee & Stakeholder Relationship Committee: Accuvant Advisory Services Limited		
Name of listed entities from which the person has resigned in the past three years	-	-	-
Number of Meetings of the Board attended during the FY 2023-24	8	10	-
Relationship between Directors Inter-se	None	None	None
Terms and conditions of appointment/re-appointment	Re-appointment as a Non-Executive, Non-Independent Director	Re-appointment as a Non-Executive, Independent Director	Appointment as a Non-Executive, Independent Director
In case of Independent Director: The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA	<p>The role and capabilities as required in the case of Independent Director are well defined in the Policy on Nomination, Appointment, and Removal of Directors.</p> <p>Further, the Board has a defined list of core skills / expertise/ competencies, in the context of its business and sector for it to function effectively. The Nomination and Remuneration Committee of the Board has evaluated the profiles of Ms. Richa Kalra and concluded that she possess the relevant skill and capabilities to discharge the role of Independent Director.</p>	

DCM FINANCIAL SERVICES LIMITED

CIN: L65921DL1991PLC043087, Tel-011-20818570
Regd. Office: Upper Ground Floor, South Tower, NBCC Place,
BhishamPitamah Marg, PragatiVihar, Delhi-110003
Email ID: info@dfsloonline.in; Website: www.dfsloonline.in

PROXY FORM

Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN L65921DL1991PLC043087
Name of the Company **DCM FINANCIAL SERVICES LIMITED**
Registered Office Upper Ground Floor, South Tower, NBCC Place,
BhishamPitamah Marg, PragatiVihar, Delhi-110003

Name of the Member(s)	
Registered address	
E-mail I. d.	
Folio no./Client Id*	
DP ID	

I/We, being the member(s) of **DCM Financial Services Limited** holding _____ shares hereby appoint:

1 Name

Address

E-Mail I.D.

Signature or failing him
 2 Name
 Address
 E-Mail I.D.

Signature or failing him
 3 Name
 Address
 E-Mail I.D.

Signature

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the company, to be held on **Friday, September 27, 2024 at 01:00 P.M. at SaritaSadan, NS 3B, SaritaVihar, Adj to St. Giri Public School New Delhi-110076** and at any adjournment thereof in respect of such resolutions as are indicated below.

S. No.	Resolution	For	Against
Ordinary Business			
1.	To receive, consider and adopt the standalone & consolidated financial statements of the Company for the financial year ended on 31 st March, 2024 including the audited Balance Sheet as at 31 st March, 2024, Profit & Loss Statement for the financial year ended on that date together with the Reports of Board of Directors and Auditors thereon (Ordinary Resolution)		
2.	To appoint Mr. Kaushal Kashyap (DIN: 07683753) as Director (Ordinary Resolution)		
Special Business			
3.	Re-appointment of Ms. Richa Kalra (DIN: 07632571) as an Independent Director (Special Resolution)		
4.	Adoption of New Set of Articles of Association in accordance with Companies Act, 2013 (Special Resolution)		
5.	Adoption of new set of Memorandum of Association in accordance with Companies Act, 2013 (Special Resolution)		
6.	Approval for Borrowing Limits of the Company as provided under Section 180 (1)(c) of the Companies Act, 2013 (Special Resolution)		
7.	Approval under Section 180 (1)(a) of the Companies Act,		

	2013(Special Resolution)		
8.	Approval for Related Party Transaction as per Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(Special Resolution)		
9.	Approval of limits for the loans, guarantees and investment by the Company as per Section 186 of the Companies Act, 2013(Special Resolution)		
10.	<u>Regularization of Ms. Honey Agarwal (DIN: 10401335) as an Independent Director (Special Resolution)</u>		

Signed this _____ day of _____ 2024.

Affix Revenue
Stamp of Rs. 1/-

Signature of Shareholder

Signature of Proxy holder(s)

Notes:

- (1) This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the meeting.*
- (2) For the resolutions, statement setting out material facts, notes and instructions please refer to the notice o-f Annual General Meeting.*
- (3) *Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.*
- (4) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.*

Please complete all details including details of member(s) and proxy(ies) in the above box before submission.

DCM FINANCIAL SERVICES LIMITED

CIN: L65921DL1991PLC043087, Tel-011-20818570
Regd. Office: Upper Ground Floor, South Tower, NBCC Place,
Bhisham Pitamah Marg, Pragati Vihar, Delhi-110003
Email ID: info@dfsloonline.in; Website: www.dfsloonline.in

Form No. MGT-12

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of
the Companies (Management and Administration) Rules, 2014]

BALLOT PAPER

**33rdAnnual General Meeting of the members of DCM Financial Services Limited to be held on
Friday, September 27, 2024 at 01:00 P.M. at Sarita Sadan, NS 3B, Sarita Vihar, Adj to St.
Giri Public School New Delhi-110076:-**

Name of First Named Shareholder
(In Block Letters)
Postal Address

Folio No./DP ID & Client ID

No. of Shares held

Class of Shares

I hereby exercise my vote in respect of Ordinary/ Special Resolution enumerated below by
recording my assent or dissent to the said resolution in the following manner:

S. No.	Brief of Resolutions	In favor	Against
Ordinary Business			
1.	To receive, consider and adopt the standalone & consolidated financial statements of the Company for the financial year ended on 31 st March, 2024 including the audited Balance Sheet as at 31 st March, 2024, Profit & Loss Statement for the financial year ended on that date together with the Reports of Board of Directors and Auditors thereon(Ordinary Resolution)		
2.	To appoint Mr. Kaushal Kashyap (DIN: 07683753) as Director retiring by Rotation(Ordinary Resolution)		
Special Business			
3.	Re-appointment of Ms. Richa Kalra (DIN: 07632571) as an Independent Director(Special Resolution)		
4.	Adoption of New Set of Articles of Association in accordance with Companies Act, 2013 (Special Resolution)		
5.	Adoption of new set of Memorandum of Association in		

	accordance with the Companies Act, 2013 (Special Resolution)		
6.	Approval for Borrowing Limits of the Company as provided under Section 180 (1)(c) of the Companies Act, 2013(Special Resolution)		
7.	Approval under Section 180 (1)(a) of the Companies Act, 2013 (Special Resolution)		
8.	Approval for Related Party Transaction as per Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(Special Resolution)		
9.	Approval of limits for the loans, guarantees and investment by the Company as per Section 186 of the Companies Act, 2013(Special Resolution)		
10.	<u>Regularization of Ms. Honey Agarwal (DIN: 10401335) as an Independent Director (Special Resolution)</u>		

Date: .

Place: Delhi

Signature of Shareholder

** Please tick in the appropriate column*

DCM FINANCIAL SERVICES LIMITED

CIN: L65921DL1991PLC043087, Tel-011-20818570

Regd. Office: Upper Ground Floor, South Tower, NBCC Place,

Bhisham Pitamah Marg, Pragati Vihar, Delhi-110003

Email ID: info@dfsloonline.in ; Website: www.dfsloonline.in

ATTENDANCE SLIP

33rd Annual General Meeting on Friday, September 27, 2024 at 01:00 P.M. at Sarita Sadan, NS 3B, Sarita Vihar, Adj to St. Giri Public School New Delhi-110076

Name of the Member
(In Block Letters)

Folio No./DP ID & Client ID

No. of Shares held

Name of Proxy
(To be filled in, if the proxy attends instead of
the member)

I, hereby certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 33rd Annual General Meeting of the Company held on **Friday, September 27, 2024 at 01:00 P.M. at Sarita Sadan, NS 3B, Sarita Vihar, Adj to St. Giri Public School New Delhi-110076.**

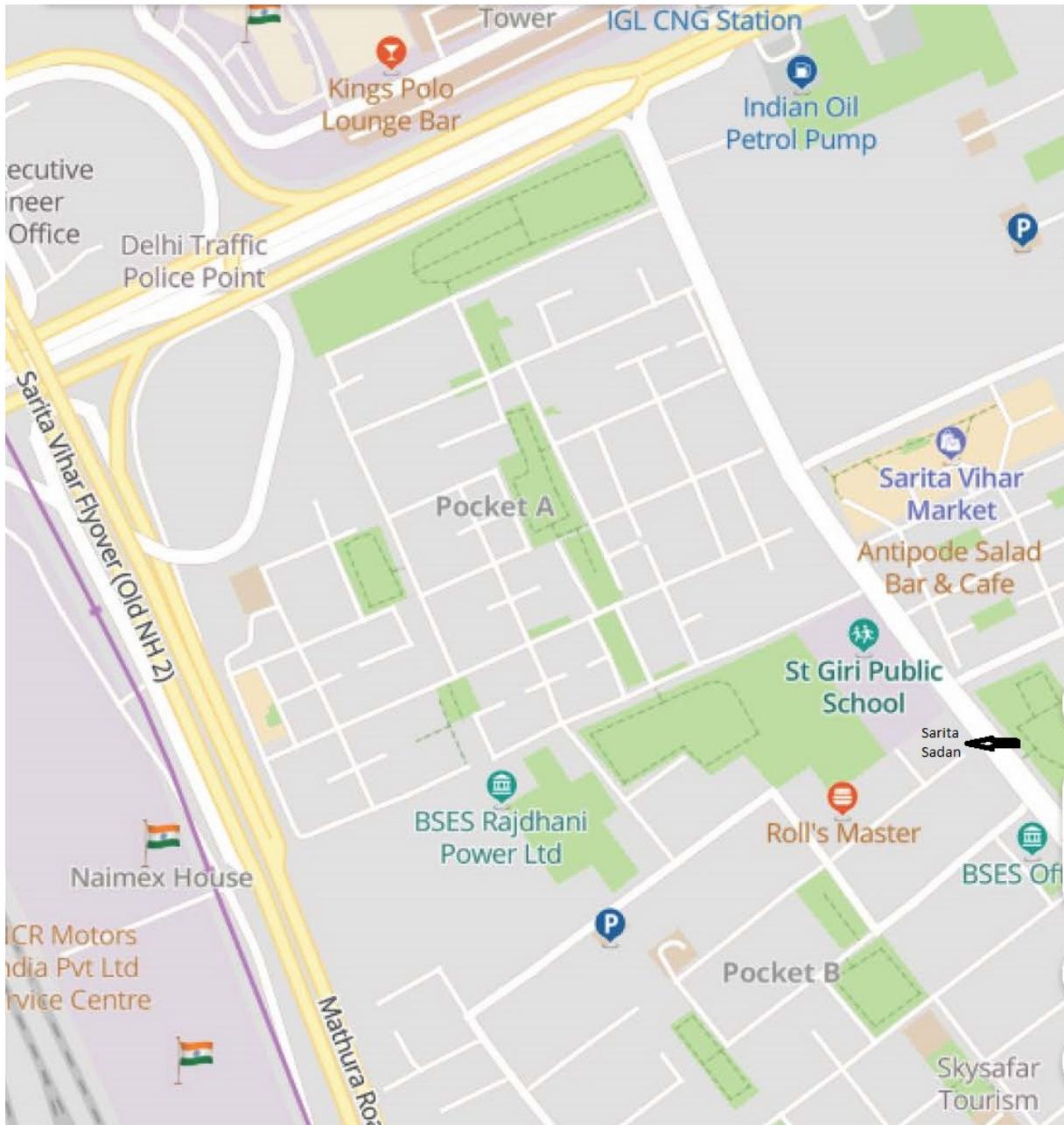
Member's /Proxy's Signature

Note:

- 1) *Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be distributed at the meeting venue.*



ROUTE MAP OF AGM



Address : Sarita Sadan, NS 3B, Sarita Vihar, Adj to St. Giri Public School New Delhi-110076.