



## **NOTICE OF 34<sup>TH</sup> ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 34<sup>th</sup> Annual General Meeting of the members of **DCM Financial Services Limited** (“DCM” or “the Company”) will be held on **Friday, September 26, 2025 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 31<sup>st</sup> March, 2025**

To receive, consider and adopt the Standalone & Consolidated Financial statements of the Company for the financial year ended on 31<sup>st</sup> March, 2025 including the Audited Balance Sheet as at March 31, 2025, 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, 2025 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 Mr. Sanjay Sahni (DIN: 08364951) as a Non-Executive Independent 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 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, **Mr. Sanjay Sahni** (DIN: 08364951) who was appointed as an Independent Director at the 29<sup>th</sup> AGM of the Company held on December 18, 2020 to hold office upto December 17, 2025, be and is hereby re-appointed as an Independent Director of the Company, who is eligible to be so appointed and in respect of whom the Company has received a notice in writing 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 Companies Act, 2013 for a **second term** of five consecutive years commencing from **December 18, 2025 up to December 17, 2030**, not liable to retire by rotation.”

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Website: www.dfsionline.in



“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.”

**4. Appointment of M/s. Jain P & Associates, Company Secretaries as Secretarial Auditors**

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 Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 of the Companies Act, 2013 and rules made thereunder, M/s Jain P & Associates, Company Secretaries, (Peer Reviewed Firm: 2985/2023), be and is hereby appointed as the Secretarial Auditor of the Company, to carry out Secretarial Audit for a term of five consecutive years, i.e. from the FY. 2025-26 to FY 2029-30, on such remuneration including out of pocket expenses and other expenses as may be mutually agreed by and between the Board of Directors and the Auditor.

**RESOLVED FURTHER THAT** to give effect to above resolution, the Board of Directors of the Company be and is hereby authorised for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

**5. Voluntary Delisting of Equity Shares of the Company from The Calcutta Stock Exchange Limited (CSE):-**

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

“RESOLVED THAT in accordance with (i) the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 including any statutory modifications or amendments or re-enactments thereof (“SEBI (Delisting) Regulations”); and (ii) the approval of the Board of Directors of the Company in its meeting held on August 30, 2025 for the voluntary delisting of the equity shares of the Company from The Calcutta Stock Exchange Limited (CSE) and (iii) subject to the applicable provisions of the Companies Act, 2013 and rules made there under, the Securities and Exchange Board of India (Delisting) Regulations, 2021 Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time and subject to such approvals, permissions and sanctions, as may be necessary, and subject to the compliance with other statutory formalities and subject to such conditions and modifications as may be prescribed or imposed by any authority including the Stock Exchanges, while granting such approvals, permissions or sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as “the Board”) or a Committee of Directors/ persons authorized by the Board, the approval of the members of the Company be and is hereby accorded to the proposed voluntary delisting of the Equity Shares of the Company from The Calcutta Stock Exchange Limited (CSE).”

“RESOLVED FURTHER THAT the Board of Directors of the Company (‘the Board’), which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the power conferred on the Board under this resolution be and is hereby authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose and too make all necessary filings to facilitate the Delisting Offer in accordance with the conditions specified in the Delisting Regulations and the applicable provisions of the Companies Act, 2013, including making applications to the Stock Exchange for seeking their approvals for the Delisting and to execute all such deeds, documents or writings as are necessary or expedient, to settle and questions, difficulties or doubts that may arise in this regard or delegate the aforesaid authority to any person or to engage any advisor, lawyers, consultant, agent or intermediary, as they may in their absolute discretion deem fit.”

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“RESOLVED FURTHER THAT Mrs. Nidhi Deveshwar, Chairperson & Whole time Director of the Company be and is hereby severally authorized to file applications, documents and other related correspondence as may be required before any regulatory authorities in connection with the said matter and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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

**(Nidhi Deveshwar)**

**Chairperson & Whole Time Director**

**(DIN: 09505480)**

**Date: 30.08.2025**

**Place: Delhi**

**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 to be transacted at the 34<sup>th</sup> 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](mailto:jainpandassociates@gmail.com) (email id of scrutinizer) with a copy marked to Company [info@dfsionline.in](mailto:info@dfsionline.in) & [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

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4. Brief details of the director(s), seeking re-appointment at 34<sup>th</sup> 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 34<sup>th</sup> AGM of the Company.
6. The Register of Members and Share Transfer Books will remain closed from **Saturday, September 20, 2025 to Friday, September 26, 2025** (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](mailto:info@dfsionline.in) and on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://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 19, 2025**.
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 vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 and Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024 has made it mandatory for the Security Holders (holding shares in physical form) to furnish/update PAN, Email address, Mobile number, Signature and Bank account details with

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the Company's RTA/Company. Choice of Nomination is optional, and security holders are requested to avail the nomination facility in their own interest.

In terms of the above Circulars, Physical folios wherein the said details are not available would be eligible for lodging grievance or any service request only after registering the required details.

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, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and MCA, vide General Circular No.09/2024 dated September 19, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024. Notice of 34<sup>th</sup> AGM along with the Annual Report for FY 2024-25 is being sent 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 2024-25 will also be available on the Company's website at [www.dfslonline.in](http://www.dfslonline.in) the website of the stock exchange i.e., BSE Limited(BSE) at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited (NSE) at [www.nseindia.com](http://www.nseindia.com) and on the website of the RTA at ([helpdeskdelhi@mcsregistrars.com](mailto: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](http://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](mailto: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, NewDelhi-110020 at [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com). Members are requested to register their email id and support the green initiative efforts of the Company.
17. Additionally, in accordance with Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015, the Company is also sending a letter to Shareholders whose e-mail address is not registered with the Company or its Registrar and Share Transfer Agent / Depository Participant ('DPs') providing the exact web-link of Company's website from where the Annual Report for financial year 2024-25 can be accessed.
18. SEBI vide its Circulars dated July 31, 2023 and August 4, 2023, read with Master Circular dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES 2.0 platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>)
19. 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.
20. 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.
21. 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.

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22. 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**
- Register of contracts or arrangements in which directors are interested under section 189 of the Act.
  - Register of directors and key managerial personnel and their shareholding under section 170 of the Act.
23. 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.
24. 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.
25. The route map attending the **34<sup>th</sup> Annual General Meeting(AGM)** by the Member Shareholders is annexed to this Notice.
26. For more details on shareholders' matters, please refer to the section on 'General Shareholder Information', included in the Annual Report.
27. 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 19, 2025** such person may obtain the user id and password from by email request on [evoting@cDSL.co.in](mailto:evoting@cDSL.co.in).
28. 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](mailto:info@dfslonline.in) for obtaining the Annual Report and Notice of AGM.
29. **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:**
- 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@dfslonline.in](mailto:info@dfslonline.in) or [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - 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@dfslonline.in](mailto:info@dfslonline.in) or [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
30. The **Instructions for shareholders for remote e-voting are as under:**
- 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.
  - The voting period begins on **<Tuesday, September 23, 2025 at 09:00 A.M.>** and ends on **<Thursday, September 25, 2025, 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 19, 2025>** may cast their vote

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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](http://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](http://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:

	<b>For Members holding shares in Demat Form or Physical</b>
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 digits 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>

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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).
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- 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 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.
- 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](http://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](mailto: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.

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- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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](http://www.evotingindia.com); under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

- i. 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	<a href="mailto:info@dfslonline.in">info@dfslonline.in</a>

**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 MR. SANJAY SAHNI (DIN: 08364951) AS A (NON-EXECUTIVE) INDEPENDENT DIRECTOR**

Mr. Sanjay Sahni (DIN: 08364951) was appointed as an Independent Director on the Board of the Company at the 29<sup>th</sup> AGM held on December 18, 2020 for a term of five consecutive years. His was appointed from December 18, 2020 to December 17, 2025.

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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. The Company has received intimation in Form DIR-8 from Mr. Sanjay Sahni that, he is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013, declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and his consent to continue as an Independent Director.

The resolution seeks the approval of members for the re-appointment of Mr. Sanjay Sahni as an Independent Director of the Company commencing from December 18, 2020 up to December 17, 2025 in terms of Section 149 and other applicable provisions of the Act and Rules made there under. He is not liable to retire by rotation.

Based on the recommendations of the Nomination & Remuneration Committee and Board of Directors and keeping in view the expertise of Mr. Sanjay Sahni, the Board of Directors at its meeting held on August 18, 2025 approved the re-appointment of Mr. Sanjay Sahni as mentioned in the resolution. For your information and record, Mr. Sanjay Sahni is a Chartered Accountant and holds vast experience in the areas of accounts, finance and general management. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director.

*Except for Mr. Sanjay Sahni and/or his 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: APPOINTMENT OF M/S. JAIN P & ASSOCIATES, COMPANY SECRETARIES AS SECRETARIAL AUDITORS**

The Board of Directors has recommended the appointment of M/s Jain P & Associates, Company Secretaries, (Peer Reviewed Firm: 2985/2023), as the Secretarial Auditor of the Company, pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 of the Companies Act, 2013 and rules made thereunder to carry out Secretarial Audit for consecutive five years, i.e., from the FY.2025-26 to FY.2029-30. Written consent of the Secretarial Auditors and confirmation to the effect that they are eligible and not disqualified to be appointed as the Auditors of the Company in the terms of the provisions of the Listing Regulations, the Companies Act, 2013 and the rules made thereunder is obtained.

Accordingly, The Board of Directors recommends an Ordinary Resolution set out at Resolution No. 4 of the Notice for approval by the Shareholders.

**ITEM NO.5: VOLUNTARY DELISTING OF EQUITY SHARES OF THE COMPANY FROM THE CALCUTTA STOCK EXCHANGE LIMITED (CSE):-**

The equity shares of our Company, DCM Financial Services Limited are listed on the BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and the Calcutta Stock Exchange Limited ("CSE"). The trading in the equity shares of the Company on the CSE has been suspended due to non-compliance with certain listing regulations and non-payment of listing fees.

The Company has taken all necessary steps to rectify the non-compliances and has paid all outstanding dues to CSE. In this regard, the Company has received a communication from CSE vide its letter no. CSE/LD/16763/2025 dated 14<sup>th</sup> May, 2025, confirming the revocation of the suspension of trading in its equity shares with effect from 21<sup>st</sup> May, 2025.

The Board of Directors of the Company are of the opinion that the listing of the Company's shares on the CSE is no longer beneficial to the Company and its shareholders due to the limited trading volumes on this exchange compared to the significantly higher trading volumes on BSE and NSE . The listing fees, compliance costs, and administrative burdens associated with maintaining a separate

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listing on the CSE outweigh the benefits. Furthermore, all the Company's public shareholders have an active and liquid trading platform available on the BSE and NSE

Considering these factors, the Board of Directors of the Company, at its meeting held on 18<sup>th</sup> August 2025, has decided to propose the voluntary delisting of the equity shares of the Company from the Calcutta Stock Exchange Limited, subject to compliance with the applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, and other applicable laws and regulations.

The voluntary delisting from the CSE will be pursued as per the provisions of Regulation 22(3) of the SEBI (Delisting of Equity Shares) Regulations, 2021, which provides that a company may delist its equity shares from a recognized stock exchange where its shares are also listed on another recognized stock exchange with nationwide trading terminals, without making an exit offer to the public shareholders. This is permissible as the Company's shares will continue to be listed and traded on BSE and NSE, which have nationwide trading terminals.

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

**DISCLOSURE PURSUANT TO REGULATION 36(5) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**Terms & Conditions:** The terms and conditions for the appointment of M/s. Jain P & Associates, Company Secretaries are proposed keeping in line with the objective of fair and accurate representation of financial position of the Company. The material terms of appointment and remuneration are given below:-

- 1. Designation:** Secretarial Auditor.
- 2. Term:** They shall hold office for a term of five consecutive years (FY 2025-26 to FY 2029-30).
- 3. Audit Fees:** Audit fees will be paid to them as mutually agreed between the proposed Auditor and the Board from time to time.
- 4. Basis of Recommendation:** The Board based on the recommendation of the Audit Committee proposes to appoint M/s. Jain P & Associates, Company Secretaries as the Secretarial Auditor of the Company.

*None of the Directors, Key Managerial Personnel, or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the passing of resolution set out at Item No. 04 of the Notice.*

**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	Mr. Sanjay Sahni
Director Identification Number (DIN)	07683753	08364951
Date of Birth	23/12/1991	20/11/1969

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<b>Date of Appointment in the Board</b>	01/09/2020	01/09/2020
<b>Qualification</b>	Graduate	Chartered Accountant
<b>Nature of Expertise in specific functional areas</b>	Experience in Administration and Management	Expertise in the field of Accounts, Finance and general management
<b>Shareholding in the Company including shareholding as beneficial owner</b>	NIL	NIL
<b>List of Directorship held in other companies</b>	<ol style="list-style-type: none"> <li>Accuvant Advisory Services Limited</li> <li>Gupta Power Technologies Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>Sueryaa Knitwear Limited</li> <li>Garg Acrylics Limited</li> </ol>
<b>Names of Listed Entities in which the person holds membership of Committees of the Board</b>	<p><b>Chairperson of Audit Committee:</b></p> <p>Accuvant Advisory Services Limited</p> <p><b>Member of Nomination and Remuneration Committee &amp; Stakeholder Relationship Committee:</b></p> <p>Accuvant Advisory Services Limited</p>	<p><b>Chairperson of Audit Committee:</b></p> <p>DCM Financial Services Limited Sueryaa Knitwear Limited</p> <p><b>Member of Audit Committee:</b></p> <p>Garg Acrylics Limited</p> <p><b>Member of Nomination and Remuneration Committee:</b></p> <p>DCM Financial Services Limited Sueryaa Knitwear Limited Garg Acrylics Limited</p>

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		<p><b>Member of Stakeholder Relationship Committee:</b></p> <p>Garg Acrylics Limited</p>
<b>Name of listed entities from which the person has resigned in the past three years</b>	-	-
<b>Number of Meetings of the Board attended during the FY 2024-25</b>	9	10
<b>Relationship between Directors Inter-se</b>	None	None
<b>Terms and conditions of appointment/re-appointment</b>	Re-appointment as a Non-Executive, Non-Independent Director	Re-appointment as a Non-Executive, Independent Director
<p><b>In case of Independent Director:</b></p> <p><b>The skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b></p>	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</p>

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		<p>function effectively. The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Sanjay Sahni and concluded that he possess the relevant skill and capabilities to discharge the role of Independent Director.</p>
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**DCM FINANCIAL SERVICES LIMITED**

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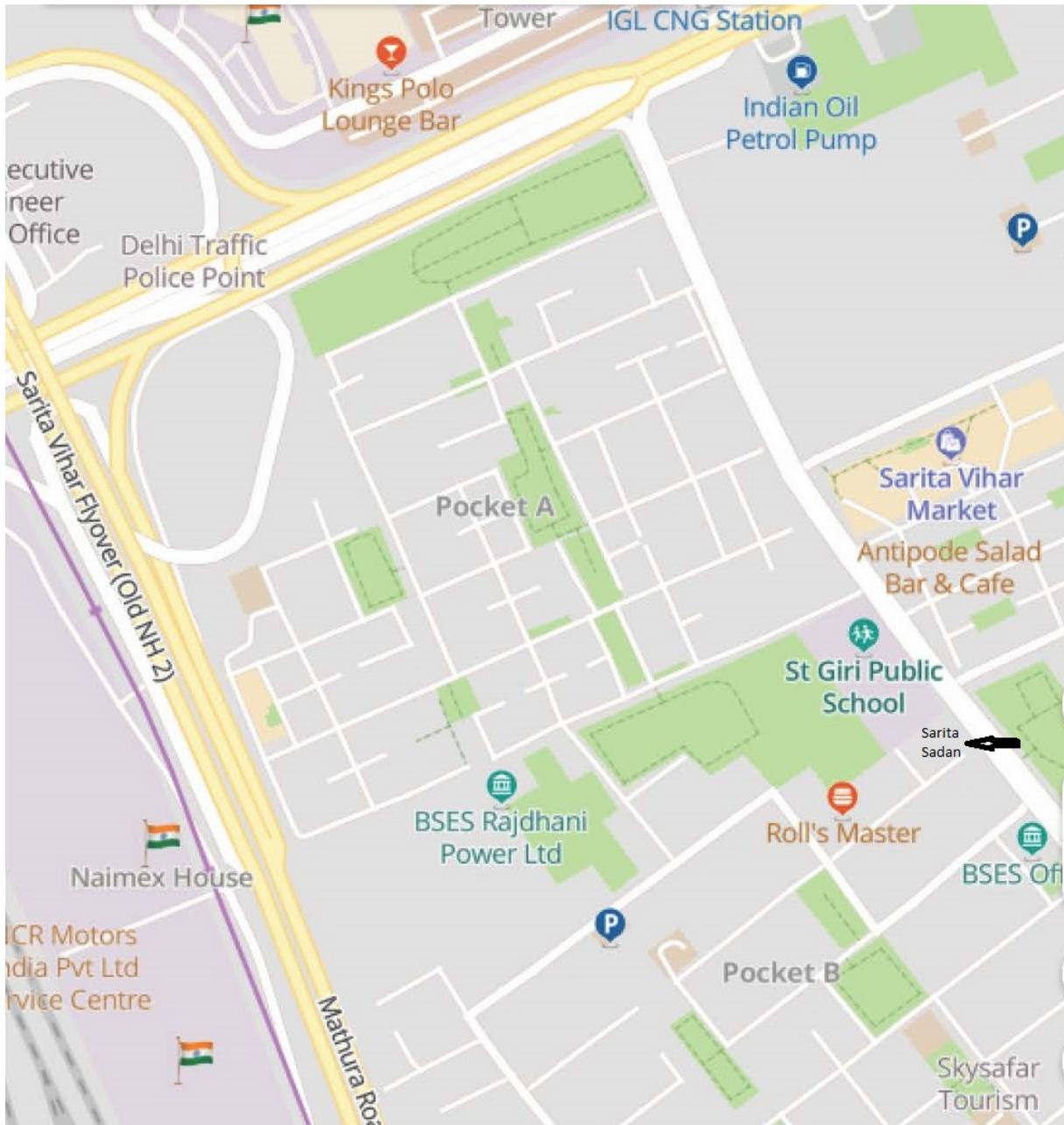
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## ROUTE MAP OF AGM



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