



Corporate Governance Report

1. Name of Listed Entity : DCM Financial Services Limited
 2. Quarter ending : 31.03.2019

Annexure-I

I. Composition of Board of Directors									
Title (Mr./ Ms.)	Name of the Directors	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment in the current term	Cessation	Tenure of Directors in month*	No. of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Ms.	Richa Kalra	PAN- AADPK3972P DIN-07632571	Non-Executive Independent Director	30 th November, 2016	-	2 Years and 4 Month	1	2	2
Ms.	Daman Preet Kaur	PAN- COEPPK1695B DIN-07475919	Non-Executive Independent Director	11 th August, 2017	-	19 Months & 21 days	1	1	0
Ms.	Rajni Gupta	PAN- AFIPG6057N DIN-07242992	Non-Executive Independent Director	30 th November, 2018	-	13 Months & 17 days	2	3	1
Mr.	Shantamu Deveshwar	PAN- AGHPD8822E DIN-08268523	Executive Director	30 th November, 2018	-	5 Months 9 days	1	2	0

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II. Composition of Committees			
Name of Committee	Name of Committee Members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	
Audit Committee	Ms. Richa Kalra Ms. Rajni Gupta	Chairperson-Non-Executive Independent Director	
Nomination & Remuneration Committee	Mr. Shantanu Deveshwar Ms. Richa Kalra	Non-Executive Independent Director Executive director	
Risk Management Committee	Ms. Daman Preet Kaur Ms. Rajni Gupta	Chairperson-Non-Executive Independent Director Non-Executive Independent Director	
Stakeholders Relationship Committee	Not Applicable Ms. Richa Kalra Ms. Daman Preet Kaur Mr. Shantanu Deveshwar	Not Applicable Chairperson-Non-Executive Independent Director Non-Executive Independent Director Executive director	
III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meeting (in number of days)	
22 nd October, 2018			
14 th November, 2018			
3 rd December, 2018			
	12 th February, 2019		
	13 th March, 2019		70

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IV. Meeting of Committees

Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee	12 th February, 2019	Yes	14 th November, 2018	89
Stakeholders' Relationship Committee	12 th February, 2019	Yes	14 th November, 2018	89
Nomination & Remuneration Committee	12 th February, 2019	Yes	22 nd October, 2018 14 th November, 2018	89

V. Related Party Transaction

Subject	Whether prior approval of audit committee obtained	Whether shareholder approval obtained for material RPT	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Compliance Status (Yes/No/NA)refer note below
				NA
				NA
				NA

- Note**
- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
 - If status is "No" details of non-compliance may be given here.

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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 :
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:



Priya Sharma
(Company Secretary & Compliance Officer)

Date: 10.04.2019

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I. Disclosure on website in terms of Listing Regulations

Annexure II

Item	Compliance Status (Yes/No/NA)
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	Yes
New name and the old name of the listed entity	Yes
II. Annual Affirmations	Yes
Particulars	
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'.</i>	Yes
Regulation Number	Compliance status (Yes/No/NA)
16(1)(b) & 25(6)	Yes

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Board composition	17(1)		Yes
Meeting of Board of directors	17(2)		Yes
Review of Compliance Reports	17(3)		Yes
Plans for orderly succession for appointments	17(4)		Yes
Code of Conduct	17(5)		Yes
Fees/compensation	17(6)		Yes
Minimum Information	17(7)		Yes
Compliance Certificate	17(8)		Yes
Risk Assessment & Management	17(9)		Yes
Performance Evaluation of Independent Directors	17(10)		Yes
Composition of Audit Committee	18(1)		Yes
Meeting of Audit Committee	18(2)		Yes
Composition of nomination & remuneration committee	19(1) & (2)		Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)		Yes
Vigil Mechanism	21(1),(2),(3),(4)		Yes
Policy for related party Transaction	22		N.A
Prior or Omnibus approval of Audit Committee for all related party transactions	23(1),(5),(6),(7) & (8)		Yes
Approval for material related party transactions	23(2), (3)		Yes
Composition of Board of Directors of unlisted material Subsidiary	23(4)		N.A
Other Corporate Governance requirements with respect to subsidiaries of listed entity	24(1)		Yes
Maximum Directorship & Tenure	24(2),(3),(4),(5) & (6)		Yes
Meeting of independent directors	25(1) & (2)		Yes
Familiarization of independent directors	25(3) & (4)		Yes
Memberships in Committees	25(7)		Yes
Affirmation with compliance to code of conduct from members	26(1)		Yes
	26(3)		Yes

Yes, will be complied when due

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<i>of Board of Directors and Senior management personnel</i>		
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes
		Yes

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - Yes


 Priya Sharma
 (Company Secretary & Compliance Officer)

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