



Corporate Governance Report

1. Name of Listed Entity : **DCM Financial Services Limited**
 2. Quarter ending : **31.03.2020**

Annexure-I

I. Composition of Board of Directors												
Title (Mr / Ms.)	Name of the Directors	PAN & DIN	Category (Chairperson/ Executive / Non-Executive / Independent/ Nominee)	Initial Date of Appointment	Date of Re-Appointment	Date of Cessation	Tenure of Director s in month*	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Ms.	Richa	PAN	Non-	6 th Octob	30 th Septemb	-	41.8	22/01/1979	1	1	0	2

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	Kalra	AAD PK39 72P DIN- 0763 2571	Executive Independent Director	er, 2016	er, 2019							
Ms.	Daman Preet Kaur	PAN - COE PK16 95B DIN- 0747 5919	Non- Executive Independent Director	11 th August, 2017	30 th November, 2017	-	31.64 Months	09/10/1991	1	1	1	0
Ms.	Rajni Gupta	PAN - AFIP G605 7N DIN- 0724 2992	Non- Executive Independent Director	12 th February, 2018	30 th November, 2018	-	25.61 Months	01/05/1973	2	2	2	1
Mr.	Shantanu Deveshwar	PAN - AGH PD88 22E DIN-	Executive Director (Whole Time)	22 nd October, 2018	30 th November, 2018	-	-	16/05/1969	1	0	2	0

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		0826 8523									
	Whether Regular chairperson appointed	NO									
	Whether Chairperson is related to managing director or CEO	NA									
II.	Composition of Committees										
Name of Committee	Whether Regular chairperson appointed	Name of Committee Members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of Cessation						
1. Audit Committee	YES	Ms. Richa Kalra	Chairperson-Non-Executive Independent Director	06-10-2016	-						
		Ms. Rajni Gupta	Non-Executive Independent Director	12-02-2018	-						
		Mr. Shantanu Deveshwar	Executive director	22-11-2018	-						
2. Nomination & Remuneration Committee	YES	Ms. Richa Kalra	Chairperson-Non-Executive	06-10-2016	-						

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		Ms. Daman Preet Kaur	Independent Director Non-Executive Independent Director	11-08-2017	-	
		Ms. Rajni Gupta	Non-Executive Independent Director	12-02-2018	-	
3.Risk Management Committee	NA	NA	NA			
4. Stakeholders Relationship Committee	YES	Ms. Richa Kalra	Chairperson-Non-Executive Independent Director	06-10-2016	-	
		Ms. Daman Preet Kaur	Non-Executive Independent Director	11-08-2017	-	
		Mr. Shantanu Deveshwar	Executive Director	22-11-2018	-	

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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	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive meeting (in number of days)
13 th November, 2019	13 th February, 2020	YES	4	3	91

**to be filled in only for the current quarter meetings*

IV. Meeting of Committees

Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee	13 th February, 2020	Yes	3	2	13 th November, 2019	91
Stakeholders' Relationship Committee	13 th February, 2020	Yes	3	2	13 th November, 2019	91
Nomination & Remuneration Committee	Nil	NA	NA	NA	Nil	NA

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V. Related Party Transaction

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

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:

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Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
<i>Item</i>	<i>Compliance status</i> <i>(Yes/No/NA)</i> refer note below	<i>If Yes provide link to website. If No / NA provide reasons</i>
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	http://dfsloonline.com/policy/1.pdf
b) Terms and conditions of appointment of independent directors	Yes	http://dfsloonline.com/policy/2.pdf

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c) Composition of various committees of board of directors	Yes	http://dfsionline.com/policy/3.pdf
d) Code of conduct of board of directors and senior management personnel	Yes	http://dfsionline.com/conduct.html
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	http://dfsionline.com/policy/5.pdf
f) Criteria of making payments to non-executive directors	Yes	http://dfsionline.com/policy/6.pdf
g) Policy on dealing with related party transactions	Yes	http://dfsionline.com/policy/7.pdf

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h) Policy for determining ‘material’ subsidiaries	Yes	http://dfsloonline.com/policy/8.pdf
i) Details of familiarization programmes imparted to independent directors	Yes	http://dfsloonline.com/policy/9.pdf
j) Email address for grievance redressal and other relevant details	Yes	http://dfsloonline.com/policy/11.pdf
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	http://dfsloonline.com/policy/10.pdf
l) Financial results	Yes	http://dfsloonline.com/frr.html

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m) Shareholding pattern	Yes	http://dfsionline.com/shp.html
n) Details of agreements entered into with the media companies and/or their associates	Yes	http://dfsionline.com/policy/14.pdf
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	
p) New name and the old name of the listed entity	Yes	http://dfsionline.com/policy/15.pdf
q) Advertisements as per regulation 47 (1)	Yes	http://dfsionline.com/notice.html

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r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	http://dfsloonline.com/git.html
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	http://dfsloonline.com/cp.html
b) Materiality Policy as per Regulation 30	Yes	http://dfsloonline.com/cp.html

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c) Dividend Distribution policy as per Regulation 43A (as applicable)	NA	
<i>It is certified that these contents on the website of the listed entity are correct.</i>		

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for	17(4)	No

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appointments		
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
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes

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Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA
Meeting of Risk Management Committee	21(3A)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes

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Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	No
Maximum Tenure	25(2)	No
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	NA
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes

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Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
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III Affirmations: The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.		

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For DCM Financial Services Limited

**Sd/-
Shantanu Deveshwar
(Whole Time Director)
DIN: 08268523**

Date: 21.04.2020

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