



**Corporate Governance Report**

1. Name of Listed Entity : **DCM Financial Services Limited**  
 2. Quarter ending : **31.03.2023**

**Annexure-I**

<b>I. Composition of Board of Directors</b>												
<b>Title (Mr / Ms.)</b>	<b>Name of the Directors</b>	<b>PAN &amp; DIN</b>	<b>Category (Chairperson/ Executive / Non-Executive / Independent/ Nominee)</b>	<b>Initial Date of Appointment</b>	<b>Date of Re-Appointment</b>	<b>Date of Cessation</b>	<b>Tenure of Director s in month*</b>	<b>Date of Birth</b>	<b>No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]</b>	<b>No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]</b>	<b>Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>	<b>No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>

**DCM FINANCIAL SERVICES LIMITED**

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Website: www.dfsionline.in



<b>Mr.</b>	<b>Sanjay Sahni</b>	PAN - ABP PS92 33B  DIN- 0836 4951	Non-Executive Independent Director	1st September, 2020	18 <sup>th</sup> December, 2020	-	31Months	20/11/1969	3	3	4	1
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<b>Mr.</b>	<b>KaushalK ashyap</b>	PAN - BPT PK30 45L  DIN- 0768 3753	Non- Executive Director	1st Septemb er, 2020	18th December, 2020	-	31month s	23/12/1991	2	1	1	1
<b>Ms.</b>	<b>RichaKalr a</b>	PAN - APD PK39 72P  DIN- 0763 2571	Non- Executive Independe nt Director	6 <sup>th</sup> Octob er, 2016	30 <sup>th</sup> Septemb er, 2019	-	77.8	22/01/1979	2	2	0	2

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<b>Ms.</b>	<b>Rajni Gupta</b>	PAN - AFIP G605 7N  DIN-0724 2992	Non-Executive Independent Director	12 <sup>th</sup> February, 2018	30 <sup>th</sup> November, 2018	-	61.61 Months	01/05/1973	1	1	0	0
<b>Mrs.</b>	<b>Nidhi Deveshwar</b>	PAN - AW UPD 4394 C  DIN-0950 5480	Executive Director (Whole Time)	14 <sup>th</sup> February, 2022	06 <sup>th</sup> May, 2022	-	13.5	27/06/1975	1	0	2	0
<b>Ms.</b>	<b>Parul Singh</b>	PAN: JGSP S948 5Q  DIN: 0981 1725	Non-Executive Independent Director	29 <sup>th</sup> November, 2022	20 <sup>th</sup> January, 2023	-	4.07	17/04/1996	1	1	0	0
<b>Whether Regular chairperson appointed</b>			<b>Yes</b>									

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	<b>Whether Chairperson is related to managing director or CEO</b>	<b>NA</b>					
<b>II.</b>	<b>Composition of Committees</b>						
<b>Name of Committee</b>	<b>Whether Regular chairperson appointed</b>	<b>Name of Committee Members</b>	<b>Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>		
1. Audit Committee	YES	Ms. Richa Kalra	Chairperson-Non-Executive Independent Director	06-10-2016	-		
		Mr. Sanjay Sahni	Non-Executive Independent Director	14-08-2021	-		
		Mrs. Nidhi Deveshwar	Executive Director (Whole Time)	29-11-2022	-		
2. Nomination & Remuneration Committee	YES	Ms. Richa Kalra	Chairperson-Non-Executive Independent Director	06-10-2016	-		

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		Mr. Sanjay Sahni	Non-Executive Independent Director	14-08-2021		
		Mrs. Nidhi Deveshwar	Executive Director (Whole Time)	29-11-2022		
3.Risk Management Committee	NA	NA	NA			
4. Stakeholders Relationship Committee	YES	Ms. RichaKalra	Chairperson-Non-Executive Independent Director	06-10-2016	-	
		Mr. Kaushal Kashyap	Director	15-01-2022		
		Mrs. Nidhi Deveshwar	Executive Director (Whole Time)	29-11-2022		

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III.	IV. 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*	Total Number of Directors as on the date of the meeting	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive meeting (in number of days)
22.10.2022	08.02.2023	YES	6	6	4	50
10.11.2022						
29.11.2022						
19.12.2022						

V.	VI. Meeting of Committees						
Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Total Number of Directors as on date of the meeting	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						22 <sup>nd</sup> October, 2022	18
	08 <sup>th</sup> February, 2023	Yes	3	3	2	10 <sup>th</sup> November, 2022	89
Stakeholders'	08 <sup>th</sup> February,	Yes	3	3	1		89

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<b>Relationship Committee</b>	2023					10 <sup>th</sup> November, 2022	
<b>Nomination &amp; Remuneration Committee</b>	-	-	-	-	-	22 <sup>nd</sup> October, 2022	37
						29 <sup>th</sup> November, 2022	19
						19 <sup>th</sup> December, 2022	-

#### VII. Related Party Transaction

<b>Subject</b>	<b>Compliance Status (Yes/No/NA) refer note below</b>
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.

#### VIII. 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

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- 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:

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

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

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<b>c) Composition of various committees of board of directors</b>	Yes	<a href="http://dfslonline.in/policy/3.pdf">http://dfslonline.in/policy/3.pdf</a>
<b>d) Code of conduct of board of directors and senior management personnel</b>	Yes	<a href="http://dfslonline.in/policy/coc.pdf">http://dfslonline.in/policy/coc.pdf</a>
<b>e) Details of establishment of vigil mechanism/ Whistle Blower policy</b>	Yes	<a href="http://dfslonline.in/policy/5.pdf">http://dfslonline.in/policy/5.pdf</a>
<b>f) Criteria of making payments to non-executive directors</b>	Yes	<a href="http://dfslonline.in/policy/6.pdf">http://dfslonline.in/policy/6.pdf</a>
<b>g) Policy on dealing with related party transactions</b>	Yes	<a href="http://dfslonline.in/policy/7.pdf">http://dfslonline.in/policy/7.pdf</a>
<b>h) Policy for determining 'material' subsidiaries</b>	Yes	<a href="http://dfslonline.in/policy/8.pdf">http://dfslonline.in/policy/8.pdf</a>
<b>i) Details of familiarization programmes imparted to independent directors</b>	Yes	<a href="http://dfslonline.in/policy/9.pdf">http://dfslonline.in/policy/9.pdf</a>
<b>j) Email address for grievance redressal and other relevant details</b>	Yes	<a href="http://dfslonline.in/policy/11.pdf">http://dfslonline.in/policy/11.pdf</a>
<b>k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances</b>	Yes	<a href="http://dfslonline.in/policy/11.pdf">http://dfslonline.in/policy/11.pdf</a>
<b>l) Financial results</b>	Yes	<a href="http://dfslonline.in/frr.html">http://dfslonline.in/frr.html</a>
<b>m) Shareholding pattern</b>	Yes	<a href="http://dfslonline.in/shp.html">http://dfslonline.in/shp.html</a>
<b>n) Details of agreements entered into with the media companies and/or their associates</b>	Yes	<a href="http://dfslonline.in/policy/14.pdf">http://dfslonline.in/policy/14.pdf</a>
<b>o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with</b>	NA	

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submission to stock exchange		
p) New name and the old name of the listed entity	Yes	<a href="http://dfslonline.in/policy/15.pdf">http://dfslonline.in/policy/15.pdf</a>
q) Advertisements as per regulation 47 (1)	Yes	<a href="http://dfslonline.in/np.html">http://dfslonline.in/np.html</a>
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	<a href="http://dfslonline.in/frr.html">http://dfslonline.in/frr.html</a>
<b>As per other regulations of the LODR:</b>		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="https://dfslonline.in/cp.html">https://dfslonline.in/cp.html</a>
b) Materiality Policy as per Regulation 30	Yes	<a href="http://dfslonline.in/policy/pod.pdf">http://dfslonline.in/policy/pod.pdf</a>
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>		

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>

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		(Yes/No/NA) refer note below
<b>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</b>	<b>16(1)(b) &amp; 25(6)</b>	<b>Yes</b>
<b>Board composition</b>	<b>17(1), 17(1A) &amp; 17(1B)</b>	<b>Yes</b>
<b>Meeting of board of directors</b>	<b>17(2)</b>	<b>Yes</b>
<b>Quorum of board meeting</b>	<b>17(2A)</b>	<b>Yes</b>
<b>Review of Compliance Reports</b>	<b>17(3)</b>	<b>Yes</b>
<b>Plans for orderly succession for appointments</b>	<b>17(4)</b>	<b>Yes</b>  Link of policy is  <a href="http://dfsionline.in/policy/reg17.pdf">http://dfsionline.in/policy/reg17.pdf</a>
<b>Code of Conduct</b>	<b>17(5)</b>	<b>Yes</b>
<b>Fees/compensation</b>	<b>17(6)</b>	<b>Yes</b>
<b>Minimum Information</b>	<b>17(7)</b>	<b>Yes</b>
<b>Compliance Certificate</b>	<b>17(8)</b>	<b>Yes</b>
<b>Risk Assessment &amp; Management</b>	<b>17(9)</b>	<b>Yes</b>

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<b>Performance Evaluation of Independent Directors</b>	<b>17(10)</b>	<b>Yes</b>
<b>Recommendation of board</b>	<b>17(11)</b>	<b>Yes</b>
<b>Maximum number of directorship</b>	<b>17A</b>	<b>Yes</b>
<b>Composition of Audit Committee</b>	<b>18(1)</b>	<b>Yes</b>
<b>Meeting of Audit Committee</b>	<b>18(2)</b>	<b>Yes</b>
<b>Composition of Nomination &amp; Remuneration Committee</b>	<b>19(1) &amp; (2)</b>	<b>Yes</b>
<b>Quorum of Nomination and Remuneration Committee meeting</b>	<b>19(2A)</b>	<b>Yes</b>
<b>Meeting of Nomination &amp; Remuneration Committee</b>	<b>19(3A)</b>	<b>Yes</b>
<b>Composition of Stakeholder Relationship Committee</b>	<b>20(1), 20(2) and 20(2A)</b>	<b>Yes</b>
<b>Meeting of Stakeholder Relationship Committee</b>	<b>20 (3A)</b>	<b>Yes</b>
<b>Composition and role of Risk Management Committee</b>	<b>21(1),(2),(3),(4)</b>	<b>NA</b>

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<b>Meeting of Risk Management Committee</b>	<b>21(3A)</b>	<b>NA</b>
<b>Vigil Mechanism</b>	<b>22</b>	<b>Yes</b>
<b>Policy for related party Transaction</b>	<b>23(1),(1A),(5),(6),(7) &amp; (8)</b>	<b>Yes</b>
<b>Prior or Omnibus approval of Audit Committee for all related party transactions</b>	<b>23(2), (3)</b>	<b>Yes</b>
<b>Approval for material related party transactions</b>	<b>23(4)</b>	<b>Yes</b>
<b>Disclosure of related party transactions on consolidated basis</b>	<b>23(9)</b>	<b>Yes</b>
<b>Composition of Board of Directors of unlisted material Subsidiary</b>	<b>24(1)</b>	<b>Yes</b>
<b>Other Corporate Governance requirements with respect to subsidiary of listed entity</b>	<b>24(2),(3),(4),(5) &amp; (6)</b>	<b>Yes</b>
<b>Annual Secretarial Compliance Report</b>	<b>24(A)</b>	<b>Yes</b>
<b>Alternate Director to Independent Director</b>	<b>25(1)</b>	<b>NA</b>
<b>Maximum Tenure</b>	<b>25(2)</b>	<b>Yes</b>

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<b>Meeting of independent directors</b>	<b>25(3) &amp; (4)</b>	<b>Yes</b>
<b>Familiarization of independent directors</b>	<b>25(7)</b>	<b>Yes</b>
<b>Declaration from Independent Director</b>	<b>25(8) &amp; (9)</b>	<b>Yes</b>
<b>Directors and Officers insurance</b>	<b>25(10)</b>	<b>NA</b>
<b>Memberships in Committees</b>	<b>26(1)</b>	<b>Yes</b>
<b>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</b>	<b>26(3)</b>	<b>Yes</b>
<b>Disclosure of Shareholding by Non-Executive Directors</b>	<b>26(4)</b>	<b>Yes</b>
<b>Policy with respect to Obligations of directors and senior management</b>	<b>26(2) &amp; 26(5)</b>	<b>Yes</b>

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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 the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.

**Annexure-IV**

**Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year  
Half year ending – 31st March, 2023**

**I. Disclosure of Loans / guarantees / comfort letters / securities etc.**

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance Outstanding at the end of six months</b>
Promoter or any other entity controlled by them	<b>NIL</b>	<b>NIL</b>
Promoter group or any other entity controlled by them	<b>NIL</b>	<b>NIL</b>
Directors (including relatives) or any other entity controlled by them	<b>NIL</b>	<b>NIL</b>

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KMPs or any other entity controlled by them	NIL	NIL
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(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (Guarantee, comfort, letter etc.)	Aggregate amount of issuance during six months	Balance Outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance Outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by	NIL	NIL	NIL

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them			
KMPs or any other entity controlled by them	NIL	NIL	NIL
<p>II.</p> <p><b>Affirmations:</b> All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.</p> <p><b>Name:</b> Somali Trivedi <b>Designation:</b> Chief Financial Officer</p>			

**For DCM Financial Services Limited**

**Somali Trivedi**  
**(Company Secretary & Compliance Officer)**

**Date: 19.04.2023**

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