



## **NOTICE OF EXTRA ORDINARY GENERAL MEETING**

**NOTICE** is hereby given that an Extra Ordinary General Meeting of the members of **DCM Financial Services Limited** (“DCM” or “the Company”) will be held on **Wednesday, February 28, 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:-

### **SPECIAL BUSINESS:**

**1. Re-appointment of Mrs. Nidhi Deveshwar (DIN: 09505480) as the Whole time Director (Category: Executive):-**

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 the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval be and is hereby accorded to the re-appointment of Mrs. Nidhi Deveshwar as the Whole Time Director of the Company for a term of five consecutive years with effect from **November 29, 2023 to November 28, 2028**, at a remuneration and on the terms and conditions of appointment as contained in the explanatory statement to this resolution, with authority to the Board of Directors and the Nomination and Remuneration Committee to alter and vary the remuneration as it may deem fit, within the limits specified in Section 197 read with Schedule V of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be authorized to do all such acts, deeds, matter and things, as it may, in the absolute discretion, deem necessary proper or desirable and further to execute all necessary documents, application, returns and writing as may be necessary proper, desirable and expedient.”

**2. Regularization of Ms. Priyanka Sisodia (DIN:10479252) as an Independent Director**

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

## **DCM FINANCIAL SERVICES LIMITED**

CIN: L65921DL1991PLC043087  
Regd. Office: D 7/3, Okhla Industrial Area-II, New Delhi-110020  
Tel-011-41077750  
email ID: info@dfsionline.in  
Website: www.dfsionline.in



**“RESOLVED THAT** subject to the approval of shareholders at the ensuing Extra Ordinary 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. Priyanka Sisodia (DIN: 10479252), who was appointed as an Additional (Category: Independent) Director of the Company by the Board of Directors at their Meeting held on January 24, 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 **January 24, 2024** up to **January 23, 2029**, not liable to retire by rotation.”

**3. 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 January 24, 2024 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 SEBI(Delisting) Regulations, 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).”

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**“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 Exchanges 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.”

**“RESOLVED FURTHER THAT** Mrs. Nidhi Deveshwar, Additional (Executive) 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.”

<p><b>Date: 27.01.2024</b> <b>Place: New Delhi</b></p>	<p style="text-align: center;"><b>By order of the Board of Directors For DCM Financial Services Limited</b></p> <p style="text-align: right;"><b>(Ruchi Chordia)</b> <b>Director</b> <b>DIN: 09725509</b></p>
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## NOTES:

- A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business(s) to be transacted at the meeting is annexed hereto.
- **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).
- 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 EGM 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) with a copy marked to Company [info@dfsloonline.in](mailto:info@dfsloonline.in) & [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- Brief details of the Directors, who is eligible to be regularized/re-appointed at EGM, is annexed hereto as per requirements of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per provisions of the Companies Act, 2013.
- Institutional investors, who are members of the Company, are encouraged to attend and vote at the EGM of the Company.
- 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.

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- 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 Extra Ordinary General Meeting by Electronic Means. The business(s) proposed to be transacted as mentioned in the EGM 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 EGM 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 EGM but shall not be entitled to cast their votes again through ballot process.
- Members may note that the Notice of EGM will also be available on the Company's website at [https:// www.dfslonline.in](https://www.dfslonline.in); website of the stock exchanges i.e., 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)
- 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.
- SEBI vide its notification (SEBI/LADNRO/GN/2018/24) dated 8 June, 2018 as amended on 30 November, 2018 and notifications & circulars issued thereafter, has stipulated that w.e.f. 1 April, 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialized form. The Company has complied with the necessary requirements as applicable, including sending of letters to shareholders holding shares in physical form and requesting them to dematerialize their physical holdings.
- 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.
- 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 EGM.

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- The Company has been maintaining, inter alia, the following statutory registers at its registered office at **D-7/3, Okhla Industrial Area-II, New Delhi-110020**.
  - 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.
- In accordance with the Ministry of Corporate Affairs(MCA) Circulars, the said registers will be made accessible for inspection and shall remain open and be accessible to any member during the continuance of the meeting.
- 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 at [www.dfsonline.in](http://www.dfsonline.in)) In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
- The route map is annexed to this Notice.

In case a person becomes a member of the Company after dispatch of EGM Notice, and is a member as on the cut-off date for e-voting, i.e., **Friday, 23<sup>rd</sup> February, 2024**, such person may obtain the user id and password from by email request on [evoting@cdsl.co.in](mailto:evoting@cdsl.co.in).

- Alternatively, 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@dfsonline.in](mailto:info@dfsonline.in) for obtaining the Notice of EGM.
- Instructions for remote e-voting for the EGM are as follows:

**THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- The Board of Directors of the company has appointed M/s. Jain P & Associates, Company Secretaries, as Scrutinizer for conducting the e-voting process for the Extra Ordinary General Meeting in a fair and transparent manner.

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- The voting period begins on <Sunday, February 25, 2024 from 09:00 A.M> and ends on <Tuesday, February 27, 2024 from 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, February 23, 2024> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- Click on "Shareholders" module.
- 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.

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

	<b>For Shareholders holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

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	<ul style="list-style-type: none"><li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details <b>OR</b> 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> <ul style="list-style-type: none"><li>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).</li></ul>

- After entering these details appropriately, click on “SUBMIT” tab.
- 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.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant Company Name <**DCM FINANCIAL SERVICES LIMITED**> on which you choose to vote.
- On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the 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.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

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- 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.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 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.
- Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**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@dfsloonline.in](mailto:info@dfsloonline.in) (Company Email id) or [helpdesk.evoting@cdslindia.com](mailto: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@dfsloonline.in](mailto:info@dfsloonline.in) (Company Email id) or [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE EGM ARE AS UNDER:-**

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- The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
- Only those shareholders, who are present in the EGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote during the EGM.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

#### **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.
- 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@dfsionline.in](mailto:info@dfsionline.in) (designated email address by company), 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 EGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual

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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.

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

Name of Official	Ms. Somali Trivedi
Designation	Company Secretary & Compliance Officer
Address	D-7/3 Okhla Industrial Area, Phase-2, New Delhi-110020
Contact No.	011-41077750
E-mail	<a href="mailto:info@dfsionline.in">info@dfsionline.in</a>

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

**ITEM NO. 1**

The members of the Company at their Extra Ordinary General Meeting held on May 06, 2022 appointed Mrs. Nidhi Deveshwar (DIN: 09505480) as a Whole time Director of the Company, commencing from February 14, 2022 up to November 29, 2023, to fill up the casual vacancy caused due to cessation of Mr. Shantanu Deveshwar, former Whole time Director of the Company.

Further, the Board of Directors, based on the recommendation of the Nomination and remuneration Committee, appointed Mrs. Nidhi Deveshwar (DIN: 09505480) as an Additional (Executive) Whole time Director of the Company w.e.f. November 29, 2023.

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The Board at their meeting held on November 29, 2023, has received a Consent to act as a Whole time Director in Form DIR-2 and intimation in Form DIR-8 from Mrs. Nidhi Deveshwar that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mrs. Nidhi Deveshwar as a Whole time Director of the Company commencing from November 29, 2023 up to November 28, 2028 in terms of Section 196, 197, 203 and other applicable provisions of the Act and Rules made thereunder. Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mrs. Nidhi Deveshwar, the Board of Directors hereby proposed before the members to re-appoint Mrs. Nidhi Deveshwar as mentioned in the resolution. For your information and record, Mrs. Nidhi Deveshwar has good experience in Administration & General management. The Board considers that her association would be of immense benefit to the Company and it is desirable to avail her services as a Whole time Director.

The Company has already obtained notice in writing, from member under Section 160 of the Companies Act, 2013 proposing her candidature.

Her appointment shall be subject to following terms and condition:-

**Terms & Conditions:** The terms and conditions for appointment of Mrs. Nidhi Deveshwar are proposed keeping in line with the objective of attracting and retaining professional with expertise and high competence on the Board. The material terms of appointment and remuneration as set out in her appointment letter are given below:-

1. **Designation:** Whole time Director
2. **Term:** She shall hold office from November 29, 2023 up to November 28, 2028. However, the Board (powers vested in Nomination & Remuneration Committee) as well as the proposed Whole Time Director would be at free will to terminate the office before the said period upon giving reasonable explanations to the effect. The Nomination & Remuneration Committee shall be obligated to conduct a thorough enquiry and give the proposed Whole Time Director a reasonable opportunity of being heard prior to termination of her office.

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3. **Salary & Remuneration:** She will be paid a monthly salary of Rs.35,300/- (Rupees Thirty Five Thousand three hundred only). However, the Board of Directors has the liberty to fix a minimum remuneration and other perquisites pursuant to the provisions of Section 196, 197, 203 and Schedule V of the Companies Act, 2013 and the Rules made there under and the Articles of Association of the Company.
4. **Duties:**
  - i) She shall perform her duties as such with regard to all work of the Company and she will manage & attend to such business and carry out the orders and direction given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may be given.
  - ii) She shall abide by the provisions contained in Companies Act, 2013 with regard to duties of directors.
  - iii) She shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.

The Board recommends the re-appointment of Mrs. Nidhi Deveshwar as the Whole time Director, by the shareholders of the Company

*Except for Mrs. Nidhi Deveshwar 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.*

## **ITEM NO. 2**

Ms. Priyanka Sisodia (DIN: 10479252) was appointed as an Additional (Independent) Director on the Board of the Company on January 24, 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 the shareholders. The Company has received intimation in Form DIR-8 from Ms. Priyanka Sisodia, that she is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and 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. Priyanka Sisodia as an Independent Director of the Company commencing from January 24, 2024 up to January 23, 2029

## **DCM FINANCIAL SERVICES LIMITED**

CIN: L65921DL1991PLC043087

Regd. Office: D 7/3, Okhla Industrial Area-II, New Delhi-110020

Tel-011-41077750

email ID: info@dfsionline.in

Website: www.dfsionline.in



in terms of Section 149 and other applicable provisions of the Act and Rules made there under. She shall not liable to retire by rotation.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Ms. Priyanka Sisodia, the Board of Directors at its meeting held on January 24, 2024 approved the appointment of Ms. Priyanka Sisodia as mentioned in the resolution. For your information, Ms. Priyanka Sisodia has experience of five years 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 Priyanka recommends appointment of Ms. Priyanka Sisodia as an Independent Director of the Company.

*Except for Ms. Priyanka Sisodia 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.*

### **ITEM NO.3**

The Board has considered that the Company's Equity Shares are currently listed with the BSE Limited(BSE), National Stock Exchange of India Limited (NSE) and The Calcutta Stock Exchange Limited (CSE) and there is no trading or negligible trading of equity shares since listing at the Calcutta Stock Exchange. However, the Company's shares are regularly being traded at BSE Limited and National Stock Exchange of India Limited. Therefore, in terms of 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 applicable provisions of all other Acts and Regulations of respective authorities, the Companies have been permitted for voluntary delisting of shares including from the Regional Stock Exchange, subject to the compliance of the terms and conditions of the said regulations.

The company has not been suspended by any of the recognized Stock exchanges having nationwide trading terminals for any non-compliance in the preceding one year.

The Board further considered that BSE Limited and National Stock Exchange of India Limited are having nationwide trading terminals and the investors have access to trade and deal in Company's shares across the country and listing on the Calcutta Stock Exchange Limited (CSE) are not providing any significant tangible advantage to the shareholders and investors of the Company and

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the Company should take effective steps for voluntary delisting of the Company's Equity Shares from The Calcutta Stock Exchange Limited (CSE) and continue its listing only with BSE Limited and National Stock Exchange of India Limited to avoid unnecessary financial and administrative burden due to multiple compliance of the various Regulations under the applicable rules and regulations prescribed by the SEBI and other related provisions from time to time and to provide better services to the investors through the Stock Exchanges having nationwide trading terminals.

*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(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE REAPPOINTED IS FURNISHED BELOW:**

Name	<b>Mrs. Nidhi Deveshwar</b>	<b>Ms. Priyanka Sisodia</b>
Director Identification Number (DIN)	<b>09505480</b>	<b>10479252</b>
Date of Birth	27 <sup>th</sup> June, 1975	15 <sup>th</sup> September, 1996
Date of Appointment in the Board	14 <sup>th</sup> February, 2022	24 <sup>th</sup> January, 2024
Qualification	Post-Graduate	Post-Graduate and Qualified Company Secretary
Nature of Expertise in specific functional areas	Having vast experience in the field of Management, Administration, Finance and related Business	Corporate Laws, Accounts, Finance and Corporate Governance
Shareholding in the Company including shareholding as beneficial owner	NIL	NIL
List of Directorship held in other companies	NIL	NIL
Names of Listed Entities in which the person holds	NIL	NIL

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membership of Committees of the Board		
Name of listed entities from which the person has resigned in the past three years	NIL	NIL
Relationship between Directors Inter-se	None	None
Terms and conditions of appointment/ re-appointment	Re-appointment as a Whole time 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	Not Applicable	The role and capabilities as required in the case of an independent director are well defined in the Policy on Nomination, Appointment, and Removal of Directors. 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 profile of Ms.Priyanka Sisodia and concluded that she possesses the relevant skill and capabilities to discharge the role of Independent Director.

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**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]***

<b>CIN</b>	<u>L65921DL1991PLC043087</u>
<b>Name of Company</b>	DCM Financial Services Limited
<b>Registered Office</b>	D-7/3 Okhla Industrial Area,Phase-2 New Delhi-110020
<b>Name of the Member(s)</b>	
<b>Registered address</b>	
<b>E-mail I. d.</b>	
<b>Folio no./Client Id*</b>	
<b>DP ID</b>	

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

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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 Extra-Ordinary General Meeting of the Company, to be held on Wednesday, February 28, 2024 at 01:00 P.M. at Sarita Sadan, NS 3B, Sarita Vihar, 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
1.	Re-appointment of Mrs. Nidhi Deveshwar (DIN: 09505480) as the Whole time Director (Category: Executive)		
2.	Regularization of Ms. Priyanka Sisodia (DIN: 10479252) as an Independent Director		
3.	Voluntary Delisting of Equity Shares of the Company form The Calcutta Stock Exchange Limited (CSE)		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024.

Affix Revenue  
Stamp of Rs. 1/-

**Signature of Shareholder**

**Signature of Proxy holder(s)**

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

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**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**

Extra-Ordinary General Meeting of the members of **DCM Financial Services Limited** to be held on Wednesday, February 28, 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:

<b>S. No.</b>	<b>Resolution</b>	<b>For</b>	<b>Against</b>
1.	Re-appointment of Mrs. Nidhi Deveshwar (DIN: 09505480) as the Whole time Director (Category: Executive)		
2.	Regularization of Ms. Priyanka Sisodia (DIN: 10479252) as an Independent Director		

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3.	Voluntary Delisting of Equity Shares of the Company form The Calcutta Stock Exchange Limited (CSE)		
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**Date:**

**Signature of Shareholder**

**Place:**

*\* Please tick in the appropriate column*

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## **ATTENDANCE SLIP**

**(To be handed over at the entrance of the meeting hall)**

Extra-Ordinary General Meeting, on Wednesday, February 28, 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)

Address .....

.....

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 Extra-Ordinary General Meeting of the Company on Wednesday, February 28, 2024 at 01:00 P.M. at Sarita Sadan, NS 3B, Sarita Vihar, Adj to St. Giri Public School, New Delhi-110076

**Member/Proxy's Signature**

*Note:*

- 1) Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and handover at the entrance of the premise.*

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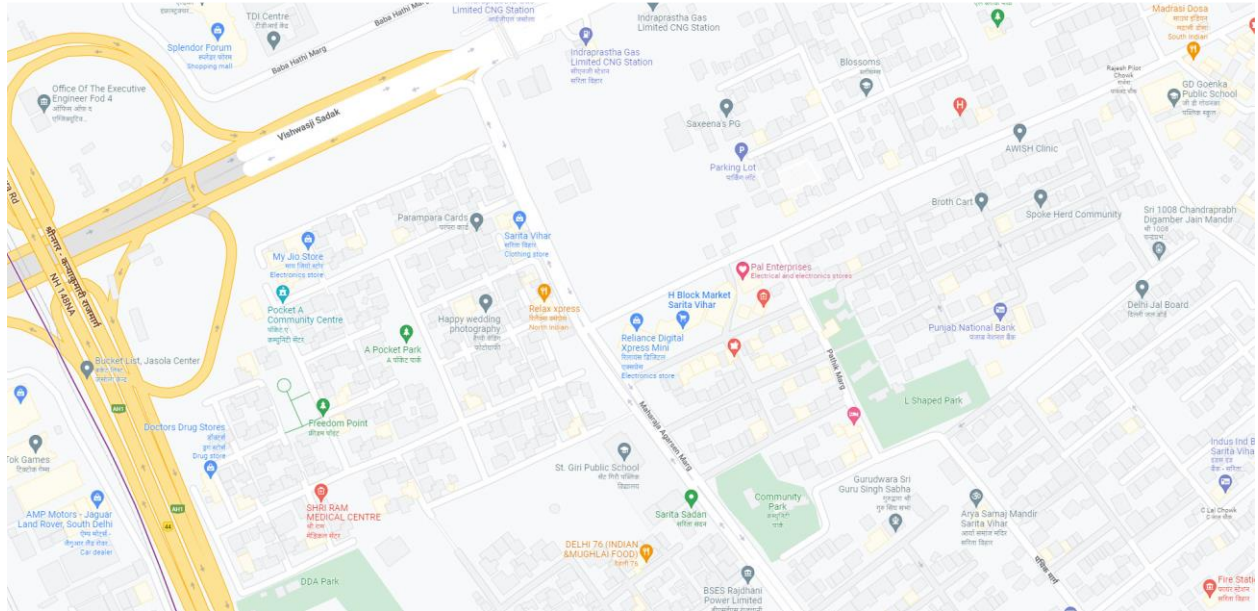
Website: www.dfsionline.in



## ROUTE MAP

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

**Nearest Place:** St. Giri Public School



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Website: [www.dfsloonline.in](http://www.dfsloonline.in)