



**Secretarial Compliance Report of DCM Financial Services Limited for the year ended
March 31, 2021**

We, **Ojha & Associates**, have examined:

- (a) all the documents and records made available to us and explanation provided by **DCM Financial Services Limited** (“**the listed entity**”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **March 31, 2021** (“**Review Period**”) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“**SEBI Act**”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“**SCRA**”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“**SEBI**”);

The Specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable for the said review period**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable for the said review period**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable for the said review period**



- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable for the said review period**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as applicable;

and circulars/ guidelines issued thereunder; and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 17(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- <i>The board of directors of the top 1000 listed entities (with effect from April 1, 2019) and the top 2000 listed entities (with effect from April 1, 2020) shall comprise of not less than six directors.</i>	The Composition of the Board of Directors of the Company was not as per the requirement of the Regulation for quarter ended 30 th June 2020 & 30 th September 2020	The company had appointed Mr. Sanjay Sahni (Non-Executive Independent Director) & Mr. Kaushal Kashyap (Non-Executive Director) w.e.f. 01 st September, 2020 to comply with the said requirement.
2.	Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- <i>[The listed entity shall submit within 30 days from the date of publication of its standalone and consolidated financial results for the half year, disclosures of related party transactions on a</i>	The Company had not submitted disclosures of related party transactions on a consolidated basis within 30 days from the date of publication of	The Company had submitted the said disclosure on 20.01.2021 & made the compliance good



	<i>consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges and publish the same on its website.]</i>	its standalone and consolidated financial results for the half year ended 30 th September, 2020	
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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ Remarks of the Practicing Company Secretary, if any.
1	National Stock Exchange of India Limited (NSE)	Regulation 17(1)(c) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015- Board of Directors	Imposing the Penalty of Rs. 9,02,700/-	The Compliance was made good and keeping in view the unprecedented and extraordinary circumstances for non-compliances of the Regulations, the Company has made an application for Waiver of Penalty

**OJHA & ASSOCIATES**

Company Secretaries

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				imposed by the Exchange vide its letter dated September 03, 2020 (for quarter ended June 2020) & November 24, 2020 (for quarter ended September, 2020) which was rejected by the exchange vide their letter dated April 13, 2021. The Company has made a fresh application on May 10, 2021 for reconsideration of Waiver of Penalty.
2	BSE Limited	Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Related Party Transactions	Imposing the penalty of Rs. 2,12,400/-	The Compliance was made good and the Company has made an application vide its letter dated January 29, 2021 for Waiver of Penalty imposed by the Exchange.
3	National Stock Exchange of India Limited (NSE)	Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Related Party Transactions	Imposing the penalty of Rs. 2,12,400/-	The Compliance was made good and the Company vide its letter dated January 29, 2021 has made an application for Waiver of Penalty imposed by the Exchange. The Exchange vide its letter dated May 20,



				2021 have considered the request for waiver of fine as favourable and Waived off the Fine levied on the Company.
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Regulation 33 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015-The company has not submitted financial results for the quarter ended 30th June, 2019 as per due date	The company has not submitted financial results for the quarter ended 30th June, 2019 as per due date	The company has submitted financial results for the quarter ended 30th June, 2019 as per due date but the Company is having a subsidiary and as per SEBI (LODR) (Amendment) Regulation, 2018 the Company have to submit consolidated result for June Quarter also. The Company filed again its Quarterly	The Company has paid the penalty after making the compliance good.



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			Financial Result after due date.	
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Date: 11.06.2021

Place: Kanpur

**For Ojha & Associates,
Company Secretaries**

**Tanay Ojha
Company Secretary
Membership No.: A29658
C.O.P. No.: 10790**

UDIN: A029658C000449517