



Date: 21.05.2024

The Head- Listing Compliance <b>BSE Limited,</b> Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai- 400001  <b>Security Code: 511611</b>	The Head- Listing Compliance <b>National Stock Exchange of India Ltd.</b> Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Mumbai - 400 051  <b>Stock Code: DCMFINSERV</b>	The Manager <b>The Calcutta Stock Exchange Ltd.</b> 7, Lyons Range, Murgighata, BBD Bagh, Kolkata, West Bengal- 700001  <b>Scrip Code: 014032</b>
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**Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2024**

Dear Sir/Ma'am,

Pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Secretarial Compliance Report as issued by **M/s. Jain P & Associates, Company Secretaries.**

You are requested to take the same on record.

Thanking you.

Yours Sincerely,

**For DCM Financial Services Limited**

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**TRIVEDI**  
Digitally signed by  
SOMALI TRIVEDI  
Date: 2024.05.21  
14:35:01 +05'30'

**Somali Trivedi**  
**Company Secretary & Compliance officer**

Encl: as stated

**DCM FINANCIAL SERVICES LIMITED**

CIN: L65921DL1991PLC043087

Regd. Office: Upper Ground Floor, South Tower, NBCC Place, Bhisham Pitamah Marg, Delhi, 110003

Tel-011-41077750

email ID: info@dfsionline.in

Website: www.dfsionline.in



**JAIN P & ASSOCIATES**

**Company Secretaries**

**Add: B-40, Phase-2, Vivek Vihar, Delhi-110095**

**E-Mail: [jainpandassociates@gmail.com](mailto:jainpandassociates@gmail.com), Ph: +91-9599473294**

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**Secretarial Compliance Report of DCM Financial Services Limited for the financial year ended March 31, 2024**

To,  
The Board of Directors  
**DCM Financial Services Limited**  
Add: Upper Ground Floor, South Tower,  
NBCC Place, Bhisham Pitamah Marg,  
Delhi, 110003

Dear Sir

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **DCM Financial Services Limited** (hereinafter referred as ‘the listed entity’), having its Registered Office at Upper Ground Floor, South Tower, NBCC Place, Bhisham Pitamah Marg, Delhi- 110003. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity’s books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on **March 31, 2024**, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We, **Jain P & 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, 2024** (“**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 and Sweat Equity) Regulations, 2021; **Not Applicable for the said review period**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable for the said review period**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) 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:

**We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:**

S. No.	Particulars	Compliance Status (Yes/No/NA)	Observation/ Remarks by PCS
1.	<b><u>Secretarial Standards:</u></b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	

2.	<p><b><u>Adoption and timely updation of the Policies:</u></b></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	<p><b>Yes</b></p> <p><b>Yes</b></p>	
3.	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website</li> </ul>	<p><b>Yes</b></p> <p><b>Yes</b></p> <p><b>Yes</b></p>	
4.	<p><b><u>Disqualification of Director:</u></b> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the Listed Entity.</p>	<p><b>Yes</b></p>	
5.	<p><b><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></b></p> <ul style="list-style-type: none"> <li>(a) Identification of material subsidiary companies</li> <li>(b) Disclosure requirement of material as well as other subsidiaries</li> </ul>	<p><b>Yes</b></p> <p><b>Yes</b></p>	
6.	<p><b><u>Preservation of Documents:</u></b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	<p><b>Yes</b></p>	
7.	<p><b><u>Performance Evaluation:</u></b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	<p><b>Yes</b></p>	
8.	<p><b><u>Related Party Transactions:</u></b></p> <ul style="list-style-type: none"> <li>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</li> <li>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</li> </ul>	<p><b>Yes</b></p> <p><b>Yes</b></p>	

9.	<p><b><u>Disclosure of events or information:</u></b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI (LODR) Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	
10.	<p><b><u>Prohibition of Insider Trading:</u></b> The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	
11.	<p><b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b> No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges(including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder</p>	NA	No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges(including under the Standard Operating Procedures (SOP) issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder
12.	<p><b><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></b> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	During the year under review, the statutory auditor did not resigned from the listed entity or any of its material subsidiaries.
13.	<p><b><u>Additional Non-compliances, if any:</u></b> No of any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.</p>	No	

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: -**

S L N o .	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
1	The Chairperson of the Stakeholders Relationship Committee shall be present at the annual general meetings to answer queries of the security holders.	Regulation 20(3) of SEBI (LODR) Regulations, 2015	Ms. Richa Kalra, the Chairperson of the Stakeholders Relationship Committee was not present at the 32 <sup>nd</sup> Annual General Meeting held on September 15, 2023.	Stock Exchange-BSE Limited	Clarification	Ms. Richa Kalra, the Chairperson of the Stakeholders Relationship Committee was not present at the 32 <sup>nd</sup> Annual General Meeting held on September 15, 2023.	NA	Ms. Richa Kalra, the Chairperson of the Stakeholders Relationship Committee was not present at the 32 <sup>nd</sup> Annual General Meeting held on September 15, 2023.	Due to some medical reason, Ms. Richa Kalra, Chairperson of Stakeholders Relationship Committee was not present at the 32 <sup>nd</sup> Annual General Meeting of Company which was held on Friday, September 15, 2023. Further she had authorized Ms. Ankita Kumari (PAN: LSNPK 8089H)	Clarification was given by the Company to BSE Limited vide letter dated February 09, 2024 to their satisfaction. Subsequently the query was closed by the exchange.

									to attend the Annual General Meeting as a representative on her behalf. It has been also been clarified in Corporate Governance Report filed for the quarter ended September 30, 2023.	
2	The chairperson of the audit committee shall be an independent director and he/she shall be present at Annual general meeting to answer shareholder queries.	Regulation 18(1)(d) of SEBI (LODR) Regulations, 2015	Ms. Richa Kalra, the Chairperson of the Audit Committee was not present at the 32 <sup>nd</sup> Annual General Meeting held on September 15, 2023.	Stock Exchange-BSE Limited	Clarification	Ms. Richa Kalra, the Chairperson of the Audit Committee was not present at the 32 <sup>nd</sup> Annual General Meeting held on September 15, 2023.	NA	Ms. Richa Kalra, the Chairperson of the Audit Committee was not present at the 32 <sup>nd</sup> Annual General Meeting held on September 15, 2023.	Due to some medical reason, Ms. Richa Kalra, Chairperson of Audit Committee was not present at the 32 <sup>nd</sup> Annual General Meeting of Company which was held on Friday, September 15, 2023.	Clarification was given by the Company to BSE Limited vide letter dated February 09, 2024 to their satisfaction. Subsequently the query was closed by the

									Further she had authorized Ms. Ankita Kumari (PAN: LSNPK 8089H) to attend the Annual General Meeting as a representative on her behalf. It has been also been clarified in Corporate Governance Report filed for the quarter ended September 30, 2023.	exchange.

**b) The listed entity has taken the following actions to comply with the observations made in previous reports:**

S l. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
<b>Not Applicable as No Observation was in Previous Report</b>										

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For Jain P& Associates,  
Company Secretaries  
(Peer Review No. : 2985/2023)**

**PREETI  
MITTAL**

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PREETI MITTAL  
Date: 2024.05.21  
12:40:50 +05'30'

**Date: 21.05.2024  
Place: Delhi**

**Preeti Mittal  
Company Secretary  
Membership No.: 12900  
C.O.P. No.: 17079  
UDIN: F012900F000410715**