

NOTICE OF THE 25TH ANNUAL GENERAL MEETING

Notice is hereby given that the 25th (Twenty Fifth) Annual General Meeting of the Members of the Company will be held on Wednesday the 30th day of November, 2016 at 10:00 A.M. at The Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi - 110030 to transact the following business:

ORDINARY BUSINESS

1. **To receive, consider and adopt the Audited Annual Accounts of the Company for the financial year ended March 31, 2016 and the Reports of the Board of Directors' and Auditors thereon.**
2. **To ratify the appointment of Auditors**

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof), appointment of M/s V. Sahai Tripathi & Co., Chartered Accountants (Registration number 00262N) as the Statutory Auditors of the Company, be and is hereby ratified to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting on a remuneration to be fixed by the Board of Directors of the Company, in addition to the service tax and actual out of pocket expenses incurred in connection with the audit of the accounts of the Company to be reimbursed for the financial year ending March 31, 2017."

SPECIAL BUSINESS

3. **Appointment of Ms. Richa Kalra as an Independent Director**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Richa Kalra, who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on 6th October, 2016 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and clause 49 of the listing agreement, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 (three) years commencing from 6th October, 2016 to 5th October, 2019."

By Order of the Board
For DCM Financial Services Limited

(Richa Kalra)
Chairperson
Date: 28th Oct, 2016
Place: New Delhi

NOTES:

- 1) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on a poll on his behalf and such proxy need not be a member of the company. A proxy may be sent in the enclosed form and in order to be effective must reach at the registered office of the company duly completed and signed at least 48 hours before the commencement of the AGM.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the 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 or shareholder.

- 2) A copy of Annual Report containing Audited Financial Statements for the financial year ended March 31, 2016 together with the reports of the Board of Directors and Auditors' thereon are enclosed. Members are requested to bring their copy of Annual Report at the AGM.
- 3) Green Initiative: The Ministry of Corporate Affairs (MCA), Government of India, through its circular no. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively, has allowed companies to send documents to the shareholders electronically as part of its green initiatives.

Recognizing the spirit of the said circular, we are sending documents like the Notice of General Meeting, Financial Statements, Directors' Report, Auditors' Report and other Communication etc., to the e-mail address as registered with the Company/ your depositories. We request you to update your e-mail address with your Depositories Participant(s) to ensure that the Annual Report and other documents reach you on preferred e-mail address and the shareholders holding shares in physical mode may inform their e-mail address to the Company.

- 4) The Register of Members and Share Transfer Books of the Company will remain closed from 23rd Nov,2016 to 29th Nov,2016, (both days inclusive) as per announcement made by the Company for the purpose of the AGM
- 5) Shareholders/ Proxy holders are requested to produce attached attendance slip duly completed and signed, at the shareholder registration counter of the AGM hall.
- 6) Members are informed that Share Transfer and related activities are being carried out by M/s MCS Share Transfer Agent Ltd (MCS) Registrar and Share Transfer Agents, from the following address: -

M/s MCS Share Transfer Agent Limited

F-65, Okhla Industrial Area, Phase-1

New Delhi 110020

Email: helpdeskdelhi@mcsregistrars.com

All correspondence may kindly be sent to the above address only.

- 7) The Equity shares of the Company can only be traded in electronic mode as per SEBI guidelines. The Company has already entered into agreements with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for the same. Interested members may opt to convert physical shares of the Company in electronic mode after sending request for dematerialization through their Depository Participant.
- 8) Members of the Company who are holding shares in physical form and have multiple accounts in identical name(s) or are holding more than one share certificate in the same name under different ledger folio(s) are requested to apply for consolidation of such folio(s).
- 9) Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share Capital & Debenture) Rules, 2014 has extended nomination facility to individual shareholders holding shares in physical form. Shareholders are requested to avail the above facility by submitting prescribed Nomination Form SH-13 to MCS RTA. This form is also available on the Company's website WWW.DFSLONLINE.COM
- 10) Please send all correspondence including requests for transfer/ transmission of shares & change of address etc. to MCS RTA.

- 11) Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least ten days before the date of the meeting, so that the required information may be made available at the meeting.
- 12) Pursuant to the requirements of the Listing Agreement with the Stock Exchange on Corporate Governance the information required to be given in case of appointment or re-appointment of Director, is given in the Corporate Governance Report forming part of this Annual Report.
- 13) Electronic copy of the Notice of AGM of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice is being sent in the permitted mode.
- 14) Members may note that the Notice of the AGM and the Annual Report for the financial year ended on March 31, 2016 will also be available on the Company's website www.dfsonline.com. The physical copies of the aforesaid documents along with all documents referred to in the accompanying Notice and the Explanatory Statement will also be available at the Company's website www.dfsonline.com
- 15) Registered Office in New Delhi for inspection during normal business hours on working days between 11.00 A.M. to 3.00 P.M. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's e-mail id info@dfsonline.com through electronic means:-

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the revised Clause 35B of the Listing Agreement, the Company is pleased to provide to Members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means i.e. Remote e-voting. The Company has appointed CDSL as the Authorised Agency to provide Remote e-voting facility for casting the votes by the members using an electronic voting system from a place other than venue of AGM ("Remote e-voting").

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 27th Nov,2016 at 9.00 AM and ends on 29th Nov,2016 at 5.00PM. 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 23rd Nov,2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:
For Members holding shares in Demat Form and Physical Form
PAN Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
 - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
 - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
 Dividend Bank Details OR Date of Birth (DOB) 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.

- 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 (iv).
- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN 161104002 for the relevant DCM Financial Services Ltd on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 emailed to 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.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
 - Members can opt for only one mode of voting i.e. either by Remote e-voting or physically at the AGM venue through Ballot Paper. In case you are opting for Remote e-voting then do not vote by physical mode at AGM venue and vice-versa. In case members cast their vote both via physical as well as e-voting then voting done through physical mode shall not prevail and voting done by e-voting shall be considered as valid vote. Mr Amit Kumar , Practicing Company Secretary (Membership No:FCS 5917) has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner. The Scrutinizer shall, after the conclusion of voting at the AGM, will first count the votes cast at -the meeting and there after unblock the votes cast through Remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, (if any), to the Chairman of the Company or a person authorised by him in writing, who shall counter sign the same and declare the results of the voting forthwith. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.dflonline.com and on the website of CDSL at www.evotingindia.com immediately after the result is declared by the Chairman. The Company shall also simultaneously forward the results to BSE Limited where its shares are listed. The Securities and Exchange Board of India (SEBI) has mandated submission of PAN by every participant 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 MCS RTA.

By Order of the Board
For DCM Financial Services Limited

(Richa Kalra)
Chairperson
Date: 28th Oct,2016
Place: New Delhi

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013
Item No. 3**

Ms Richa Kalra was inducted as an Additional (Independent) Director of the Company by Board on 6th Oct,2016. Pursuant to the provisions as specified u/s 161(1) of the Companies Act, 2013, Ms Richa Kalra holds office upto the date of the ensuing Annual General Meeting but is eligible for the appointment as an Independent Director.

The Company has received a Notice from a member in writing, along with a requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director.

Further, Ms Richa Kalra has furnished a declaration to the Company/Board that he meets the criteria of independence as provided under section 149(6) of the Act.

For your information and record, Ms Richa Kalra have vast experience in as Company Secretary and general management. 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.

Accordingly, the Board recommends the passing of the Ordinary Resolution as set out in the Item no. 3 of the Notice for appointment of Ms Richa Kalra as an Independent Director, not liable to retire by rotation.

The nature of concern or interest, financial or otherwise, if any, in respect of the Appointment of Ms Richa Kalra

- (i) Directors: No other Director is interested
- (ii) Every other Key Managerial Personnel: NIL;
- (iii) Relatives: NIL.

By Order of the Board
For DCM Financial Services Limited

(Richa Kalra)
Chairperson
Date: 28th Oct,2016
Place: New Delhi

(Route Map of venue is given in the end of Annual Report)



PROXY FORM (MGT-11)

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of Companies (Management and Administration) Rules, 2014]

CIN : L65921DL1991PLC043087

Name of the Company : DCM Financial Services Limited

Registered & Corporate Office : DCM Financial Services Limited Regd Office: D 7/3, Okhla Industrial Area- II, New Delhi 110020, TEL : 011 26387750, Fax: 91- 11-26385996

email ID : info@dfsionline.com, **Website :** www.dfsionline.com

Name of the Member:
Registered Address :
Email ID :
Regd. Folio No./Client ID:
DP ID :

I/We, being a member/members of shares of the above named Company, hereby appoint

1.	Name:	
	Address:	
	E-mail Address:	or failing him:
2.	Name:	
	Address:	
	E-mail Address:	or failing him:
3.	Name:	
	Address:	
	E-mail Address:	or failing him:

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on Wed, November 30, 2016 at The Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110030 at 10:00 A.M and at any adjournment thereof in respect of such resolutions as are indicated below:

S.NO.	ORDINARY BUSINESS
1.	To receive, consider and adopt the Audited Annual Accounts of the Company for the financial year ended March 31, 2016 the Reports of the Directors' and Auditors thereon.
2.	Ratification of appointment of M/s V. Sahai Tripathi & Co., Chartered Accountants (Registration number 00262N) as the statutory auditors of the Company to hold office from the conclusion of this meeting until the conclusion of Annual General Meeting to be held for the financial year 2016-17
SPECIAL BUSINESS	
3.	Appointment of Ms. Richa Kalra as an Independent Director.

Signed this.....day of.....2016

.....
 Signature of Shareholder

.....
 Signature of Proxy Holder(s)

Affix
 Revenue
 Stamp
 Re.1/-

Notes:

This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



ATTENDANCE SLIP

FOR 25th Annual General Meeting to be held on Wednesday, the 30th day of November, 2016 at 10:00 A.M. at Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi 110030

Please fill attendance slip and hand it over at the entrance of the meeting venue:

Name	
Address	
DP ID*	
Client ID*	
Folio No.	
No. of Shares held	

*[*Applicable for investors holding shares in Electronic form/Applicable for shareholders holding shares in electronic form.]*

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company and hereby record my presence at the Annual General Meeting of the Company on Wednesday the 30th day of November, 2016 at 10:00 A.M. at Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi 110030.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over.

ROUTE MAP FROM QUTAB MINAR

