Date of the AGM: 31st Dec,2014

Total number of shareholders on record date:22773

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group:3

Public:170

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group: Nil

Public: Nil

(Agenda-wise)

Detail of the Agenda:

Resolution required: (Ordinary)

Mode of voting: (Poll/Postal ballot/E-voting)

1To receive, consider and adopt the Audited Balance Sheet as on March 31, 2014 and Profit and Loss Account for the year ended on that date, together with the reports of the Auditors and the Board of Directors thereon

Resolution required: (Ordinary/Special)

Mode of voting: (Poll/Postal ballot/E-voting)

2.To appoint Statutory Auditors in place of M/s. V. Sahai Tripathi & Co., Chartered Accountants, who retire at the ensuing Annual General Meeting and being eligible, offer themselves for re- appointment as Statutory Auditors of the Company and to authorize the Board to fix their remuneration

Resolution required: (Ordinary)

Mode of voting: (Poll/Postal ballot/E-voting)

3.To consider appointment of Mr. Surender Kumar (DIN: 02188166) as Director who retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re- appointment

Resolution required: (Ordinary)

Mode of voting: (Poll/Postal ballot/E-voting)

4.To appoint Mr. Rajeshwar Singh (DIN: 06853097) and in this regard, to consider and if thought fit, to pass with or without modification (s),

Resolution required: (Ordinary)

Mode of voting: (Poll/Postal ballot/E-voting)

5.To reappoint Mr. Om Prakash Gupta (DIN: 00024646) and in this regard, to consider and if thought fit, to pass with or without modification (s)

Resolution required: (Special)

Mode of voting: (Poll/Postal ballot/E-voting)

6. Appointment of Mr. Surender Kumar as a Whole Time Director

To Consider and if thought fit, pass with or without modifications, if any,

In case of Poll/Postal ballot/E-voting:DCM Financial Services Limited

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	8739952	8739937	99.99	8739937	0	100	0
Public – Institutional holders	1386400	0	0	0	0	0	0
Public-Others	11998702	19491	0.16	9291	10200	47.67	52.33
Total	22125054	8934848		8749228			

Ref:DFS-AGM2014/

31st Dec,2014

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th FloorPlot No C/1,
G Block,Bandra-Kurla Complex, Bandra (East),
MUMBAI - 400051

Subject: **SCRUTINIZER'S REPORT AND PROCEEDINGS OF 23rd ANNUAL GENERAL MEETING HELD ON DEC 31ST, 2014 UNDER CLAUSE 31(D) OF THE LISTING AGREEMENT**

Dear Sir(s),

Please find enclosed herewith the Scrutinizer's Report on e-voting and poll at the 23RD Annual General Meeting (AGM) as Annexure- 1.

Further, We wish to inform you that the shareholders of the Company at the 23rd AGM held on December 31st, 2014 at The Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi - 110030 have adopted and approved the following resolutions with requisite majority:

A. Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as on March 31, 2014 and Profit and Loss Account for the year ended on that date, together with the reports of the Auditors and the Board of Directors thereon

2. To appoint Statutory Auditors in place of M/s. V. Sahai Tripathi & Co., Chartered Accountants, who retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment as Statutory Auditors of the Company and to authorize the Board to fix their remuneration.

   "RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, as amended from time to time, M/s V. Sahai Tripathi & Co., Chartered Accountants, (FRN: 00262N), be and are hereby, reappointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting subject to the ratification of shareholders and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors."

3. To consider appointment of Mr. Surender Kumar (DIN: 02188166) as Director who retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

B SPECIAL BUSINESS

Appointment of Mr. Rajeshwar Singh as an Independent Director

4. To appoint Mr. Rajeshwar Singh (DIN: 06853097) and in this regard, 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 Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, read with schedule IV to the Act, as amended from time to time, Mr. Rajeshwar Singh (DIN: 06853097) Independent Director of the Company, who has submitted a declaration that he meet the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold the office for a period of three years from 07.02.2014 to 07.02.2017".

Re appointment of Mr. Om Prakash Gupta as an independent Director

5. To reappoint Mr. Om Prakash Gupta (DIN: 00024646) and in this regard, 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 Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, read with schedule IV to the Act, as amended from time to time, Mr. Om Prakash Gupta (DIN: 00024646) Independent Director of the Company, who has submitted a declaration that he meet the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold the office for a period of three year from 01.04.2014 to 31.03.2017".

6. Appointment of Mr. Surender Kumar as a Whole Time Director

To Consider and if thought fit, pass with or without modifications, if any, the following resolution as special resolution:-

"RESOLVED THAT pursuant to provisions of section 196, 197, 203 of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re enactment thereof for

he time being in force), read with schedule V of the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central government/ or Government Authority/agency/board and/or terms and conditions which may be imposed while granting such approval, which the Board of directors be and is hereby authorized to accept, consent of the members of the Company be and is hereby accorded for appointment of Mr. Surender Kumar (DIN: 02188166) as whole time director designated as "Executive Director" of the Company for a period of three years from 1st December 2014 on the following terms and conditions:

1.		Tenure	Three years w.e.f Date of joining i.e 1st December, 2014
2.		Remuneration	Remuneration payable to Mr. Surender Kumar shall be as follows:
	a	Salary Basic Salary	Rs. 19217/- per month
	b	Company	leased accommodation50% of basic per month
LTA & Medical shall be in accordance with the Company rules.			
3	i	The above remuneration will be inclusive of any other allowance as may be applicable as per Company rules	
	ii	Mr. Surender Kumar will not be paid any sitting fees for attending the meeting of the Board of directors or any Committee thereof	

The above is for your information and record please.

Thanking you

Yours faithfully,

For DCM Financial Services Limited

Director

CC: Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400051

LATIKA CHAWLA & ASSOCIATES
COMPANY SECRETARIES

Scrutinizer's Combined Report for E-Voting & Poll of M/s DCM FINANCIAL SERVICES LIMITED

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi)of the Companies Management and Administration) Rules, 2014]

To,
The Chairman
The 23rd Annual General Meeting of
Equity Shareholder of M/s DCM FINANCIAL SERVICES LIMITED

Sub: Result of Voting conducted through electronic voting and poll conducted at the 23rd Annual General Meeting ("AGM") of M/s DCM FINANCIAL SERVICES LIMITED held on Wednesday, 31st December, 2014 at 10:00 A.M. at The Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi – 110030.

Dear Sir,
I, **Latika Chawla** , Practicing Company Secretary , appointed as a Scrutinizer by the Board of Directors of M/s DCM FINANCIAL SERVICES LIMITED (the Company) for the purpose of scrutinizing the e-voting held between 23rd December, 2014 and 24th December, 2014 and the Poll taken on the below mentioned resolutions at the 23rd Annual General Meeting of M/s DCM FINANCIAL SERVICES LIMITED held on Wednesday, 31st December,2014 at The Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi - 110030 at 10:00 A.M , I have issued separate Scrutinizer's Report on the **e-voting results** and **on the poll** on the resolutions contained in the notice of the above stated AGM. As requested by management submit herewith my combined report on the results of e-voting together with that of poll as under:-

1. The Company dispatched Notice of the 23rd Annual General Meeting, the Annual Report 2013-2014, Attendance Slip & Proxy Form to 22773 Shareholders as per the records of the Company as on 6th December, 2014 i.e. the cut-off date through Email, Courier and by Registered Post The entitlement to voting by equity shareholders was determined on the basis of shareholding as on cut-off date.

2. As. prescribed in clause (v) of Sub Rule 3 of Rule 20 of the Companies (Management and Administration) Rules, 2014, Company also released an advertisement, published in English in 'Money Makers dated 10th December 2014 and in Hindi in 'Dainik Mahalaxmi dated 10th December 2014.

ADDRESS:- D-248/10, OFFICE NO. 23 GROUND FLOOR , RAJA JI COMPLEX, LAXMI NAGAR NEW DELHI- 110092

3. The Company extended the facility of electronic voting to the shareholders of the Company from 9.00 A.M. on, 23rd December, 2014 upto 5.00 P.M. on 24th December, 2014 through the Central Depository Services (India) Limited ("CDSL") being the service provider for providing the facility of e-voting to the shareholders on their website www.evotingindia.com. The e-voting results were unblocked by me on 26th December, 2014.

4. As per the provision of Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management & Administration) Rules 2014 and the revised clause 35B of the listing agreement, the Company had provided the facility of electronic voting to the shareholders to cast votes electronically and therefore at the 23rd Annual General Meeting the voting was conducted by means of poll.

5. At the 23rd Annual General Meeting of the company held on Wednesday, 31st December, 2014 the Chairman suo moto called for a Poll to facilitate the members present at the meeting who could not participate in the e-voting to record their votes through the Poll process. The Chairman of the AGM had appointed me as Scrutinizer for the same.

6. Based on the reports generated from the e-voting system by CDSL and votes casted on Poll, I submit the consolidated voting results as under:-

VOTING RESULTS

In case of E-voting and Poll:

a) Resolution 1 – Ordinary Resolution
To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2014 including the Audited Balance Sheet as at March 31, 2014 and the Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

MODE	BALLOTS RECEIVED	TOTAL SHARES	INVALID		FAVOUR		AGAINST	
			BALLOTS	VOTES	BALLOTS	VOTES	BALLOTS	VOTED
1	2	3	4	5	6	7	8	9
ELEC.	2	10400	0	0	1	200	1	10200
PHY.	69	8924448	0	0	69	8924448	0	0
Total	**71**	**8934848**	**0**	**0**	**70**	**8924648**	**1**	**10200**

Total Valid Shares (3-5) = 8934848

Votes in Favour (% of Total Valid Shares) = 99.89%
Votes in Against (% of Total Valid Shares) = 0.11%

b) Resolution 2 - Ordinary Resolution
To appoint Statutory Auditors M/s V. Sahai Tripathi & Co. Chartered Accountants.

MODE	BALLOTS RECEIVED	TOTAL SHARES	INVALID		FAVOUR		AGAINST	
			BALLOTS	VOTES	BALLOTS	VOTES	BALLOTS	VOTED
1	2	3	4	5	6	7	8	9
ELEC.	2	10400	0	0	1	200	1	10200
PHY.	69	8924448	0	0	69	8924448	0	0
Total	**71**	**8934848**	**0**	**0**	**70**	**8924648**	**1**	**10200**

Total Valid Shares (3-5) = 8934848
Votes in Favour (% of Total Valid Shares) = 99.89%
Votes in Against (% of Total Valid Shares) = 0.11%

c) Resolution 3 - Ordinary Resolution
Re- appointment of Mr Surender Kumar as a Director who retires by rotation.

MODE	BALLOTS RECEIVED	TOTAL SHARES	INVALID		FAVOUR		AGAINST	
			BALLOTS	VOTES	BALLOTS	VOTES	BALLOTS	VOTED
1	2	3	4	5	6	7	8	9
ELEC.	2	10400	0	0	1	200	1	10200
PHY.	69	8924448	0	0	69	8924448	0	0
Total	**71**	**8934848**	**0**	**0**	**70**	**8924648**	**1**	**10200**

Total Valid Shares (3-5) = 8934848
Votes in Favour (% of Total Valid Shares) = 99.89%
Votes in Against (% of Total Valid Shares) = 0.11%

d) Resolution 4 –Ordinary Resolution
Appointment of Mr Rajeshwar Singh as an Independent Director

LATIKA CHAWLA & ASSOCIATES COMPANY SECRETARIES C.P. No. 11096

MODE	BALLOTS RECEIVED	TOTAL SHARES	INVALID		FAVOUR		AGAINST	
			BALLOTS	VOTES	BALLOTS	VOTES	BALL OTS	VOTED
1	2	3	4	5	6	7	8	9
ELEC.	2	10400	0	0	1	200	1	10200
PHY.	69	8924448	0	0	69	8924448	0	0
Total	**71**	**8934848**	**0**	**0**	**70**	**8924648**	**1**	**10200**

Total Valid Shares (3-5) = 8934848
Votes in Favour (% of Total Valid Shares) = 99.89%
Votes in Against (% of Total Valid Shares) = 0.11%

e) Resolution 5 –Ordinary Resolution
Appointment of Mr Om Prakash Gupta as an Independent Director

MODE	BALLOTS RECEIVED	TOTAL SHARES	INVALID		FAVOUR		AGAINST	
			BALLOTS	VOTES	BALLOTS	VOTES	BALL OTS	VOTED
1	2	3	4	5	6	7	8	9
ELEC.	2	10400	0	0	1	200	1	10200
PHY.	69	8924448	0	0	69	8924448	0	0
Total	**71**	**8934848**	**0**	**0**	**70**	**8924648**	**1**	**10200**

Total Valid Shares (3-5) = 8934848
Votes in Favour (% of Total Valid Shares) = 99.89%
Votes in Against (% of Total Valid Shares) = 0.11%

f) Resolution 6 – Special Resolution
Appointment of Mr Surender Kumar as a Whole Time Director

MODE	BALLOTS RECEIVED	TOTAL SHARES	INVALID		FAVOUR		AGAINST	
			BALLOTS	VOTES	BALLOTS	VOTES	BALL OTS	VOTED
1	2	3	4	5	6	7	8	9
ELEC.	2	10400	0	0	1	200	1	10200
PHY.	69	8924448	0	0	69	8924448	0	0
Total	**71**	**8934848**	**0**	**0**	**70**	**8924648**	**1**	**10200**

Total Valid Shares (3-5) = 8934848
Votes in Favour (% of Total Valid Shares) = 99.89%
Votes in Against (% of Total Valid Shares) = 0.11%

LATIKA CHAWLA & ASSOCIATES
C.P. No 11096

Based on the above, all the resolution stand passed under e-voting and Poll with the requisite majority.

I hereby confirm that I am maintaining the Registers in respect of the votes cast through e-voting and poll alongwith poll papers. I shall make necessary arrangements to hand over these records to Mr Surender Kumar,Compliance Officer for safe keeping.

Thanking You

Yours faithfully

For Latika Chawla & Associates

Latika Chawla
Proprietor
ACS No: 30554
CP No: 11096

Place :-New Delhi
Date :31st December, 2014