



# DHARNI CAPITAL SERVICES LIMITED

(Formerly Known as Dharni Online Services Private Limited)

CIN: U74120KA2015PLC084050

Address: 816, 7TH FLOOR, OXFORD TOWERS, OLD AIRPORT ROAD, KODIHALLI, BANGALORE - 560008

Phone: +91 9945164270; Email: [hemant.dharnidharka@dharnigroup.com](mailto:hemant.dharnidharka@dharnigroup.com); Website: [www.dharnigroup.com](http://www.dharnigroup.com)

DATE: 27.08.2024

ISIN: INE0M9Q01011

SCRIP CODE: 543753

SCRIP ID: DHARNI

PAN NO. AAFCD5116N

To  
BSE LIMITED,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai -400001

**SUB: NOTICE OF 9<sup>TH</sup> ANNUAL GENERAL MEETING AS PER THE REGULATION 29 SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Dear Sir/Madam,

Please find enclosed herewith the Notice of 9<sup>TH</sup> Annual General Meeting to be held on Monday, 23<sup>rd</sup> September, 2024 at 11.00 AM IST at registered office of the Company, in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the relevant circulars of the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

You are requested to kindly take the same on record.

Thanking you,

For M/s. DHARNI CAPITAL SERVICES LIMITED

ANTIMA KATARIA  
COMPANY SECRETARY  
M.NO: A53005



# DHARNI CAPITAL SERVICES LIMITED

(Formerly Known as Dharni Online Services Private Limited)

**CIN:** U74120KA2015PLC084050

**Address:** 816, 7TH FLOOR, OXFORD TOWERS, OLD AIRPORT ROAD, KODIHALLI, BANGALORE - 560008

**Phone:** +91 9945164270;

**Email:** hemant.dharnidharka@dharnigroup.com ; **Website:** www.dharnigroup.com

## NOTICE OF 9TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 9TH ANNUAL GENERAL MEETING OF THE MEMBERS OF DHARNI CAPITAL SERVICES LIMITED WILL BE HELD ON MONDAY, 23RD SEPTEMBER, 2024 AT 11:00 A.M AT 816, 7TH FLOOR, OXFORD TOWERS, OLD AIRPORT ROAD, KODIHALLI, BANGALORE - 560008, TO TRANSACT THE FOLLOWING BUSINESS:

### ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - a) the Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the Cash flow statement, Report of the Board of Directors and Auditors' thereon; and
  - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Cash flow statement and Report of the Auditors thereon.
2. To appoint a Director in place of Ms. PREETI SARAOGI (DIN: 07339758) Director, who is retiring by rotation and being eligible, offers herself for re-appointment.

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 152 of the Companies Act, 2013, Ms. PREETI SARAOGI (DIN: 07339758), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as the Director of the Company, liable to rotation."

### SPECIAL BUSINESS:

#### 3. Authorisation under Section 186 of the Companies Act, 2013

To consider and if thought fit to pass, with or without modification, the following resolution as a SPECIAL RESOLUTION:

RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs.100,00,00,000 (Rupees Hundred Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any one Director or Company Secretary of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

**By Order of the Board of Directors**  
**For, Dharni Capital Services Limited**

**Sd/-**  
**Hemant Dharnidharka**  
**Managing Director**  
**DIN: 07190229**

**Date:** 27.08.2024

**Place:** Bangalore

**Registered Office:**  
816, 7TH FLOOR, OXFORD TOWERS, OLD AIRPORT ROAD,  
KODIHALLI, BANGALORE - 560008

## NOTES:

1. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the notice is annexed.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the meeting instead of himself /herself, and the proxy need not be a member of the company. A person can act as a proxy on behalf of not exceeding fifty (50) members in aggregate not more than ten (10) percent of the total share capital of the company.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
4. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
6. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Register of Contracts or Arrangements, in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. Pursuant to Reg. 42 of the SEBI (LODR) Regulations, 2015 read with section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books will remain closed from (13/09/2024 to 23/09/2024) (Both days inclusive) for the purpose of AGM.
10. Members are requested to notify any correction /change in their name / address including Pin Code number immediately to the Companies Register/ Depository Participant. In the event of non- availability of Members latest address either in the Companies records or in Depository Participant's records, members are likely to miss notice and other valuable correspondence sent by the company.
11. Members are requested to kindly mention their Folio Number/ Client ID Number (in case of Demat shares) in all their correspondence with the Companies Registrar to enable prompt reply to their queries.

12. With a view to using natural resources responsibly, we request shareholders to update their mail address, with their Depository Participants to enable the Company to send communications electronically. The Annual Report 2023-24 is being sent through electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of their port. For members who have not registered their email addresses, physical copies of the Annual Report 2023-24 are being sent by the permitted mode.

13. As per Section 108 of the Companies Act, 2013, Rule 20(2) of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and Chapter XB or Chapter XC of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Company has not provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Depository due to non-applicability. Voting through ballot paper will only be made available at the AGM.

14. Dr. Ronak Jhuthawat, Company Secretary of M/s. Ronak Jhuthawat & Co. (Membership No: F9738; COP Number: 12094) has been appointed as the scrutinizer to act as scrutinizer to scrutinize the voting (at AGM venue) process in a fair and transparent manner.

15. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.

16. All documents referred to in the Notice will be available for inspection at the Company's registered office during 11:00 am to 5:00 pm normal business working days up to the date of the AGM.

17. The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.

As per provisions of the Companies Act, 2013, facility for making nominations is available to INDIVIDUALS holding shares in the Company. The Nomination Form-2B prescribed by the Government can be obtained from the Share Transfer Agent or may be downloaded from the website of the Ministry of Company affairs. Information required to be furnished under Reg. 36 of the of the SEBI (LODR) REGULATIONS, 2015 for Directors retired by rotation/Appointment of Director/Reappointment ratifications:

a) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 13th September, 2024.

b) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice through Electronic means and holding shares as of the cut-off date i.e. 13th September, 2024, may sending a request at [info@dharnigroup.com](mailto:info@dharnigroup.com)

c) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting at the AGM through ballot paper.

d) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM.

e) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company and shall give not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

f) The Results of AGM voting will be declared along with the report of the Scrutinizer on or before two working days and shall be placed on the website of the Company [www.dharnicapital.com](http://www.dharnicapital.com) after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 2:

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting

Name of Directors	Preeti Saraogi
Date of Birth	23.09.1986
Expertise in specific functional areas	HR
Date of appointment	12.11.2015
No. of Equity Share held in the Company	10,00,000
Disclosure of relationships between directors inter-se	Wife of Managing Director Mr. Hemant Dharnidharka
List of outside Directorship held in Public Company	0
Chairman/Member of the Committee of the Board of Directors of the Company	Member of Nomination and Remuneration Committee

**Item No. 3:**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 100 Crores, as proposed in the Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.3 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 3 of the accompanying notice. The Board recommends the resolution at Item no.3 to be passed as Special Resolution.

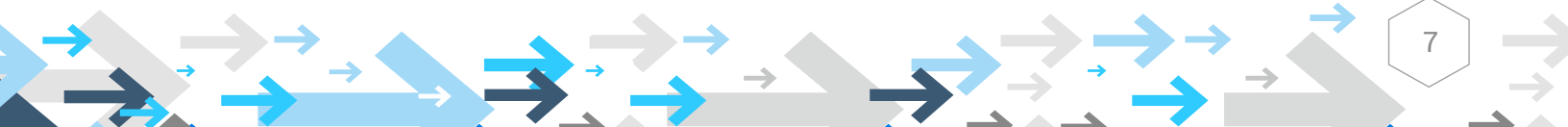
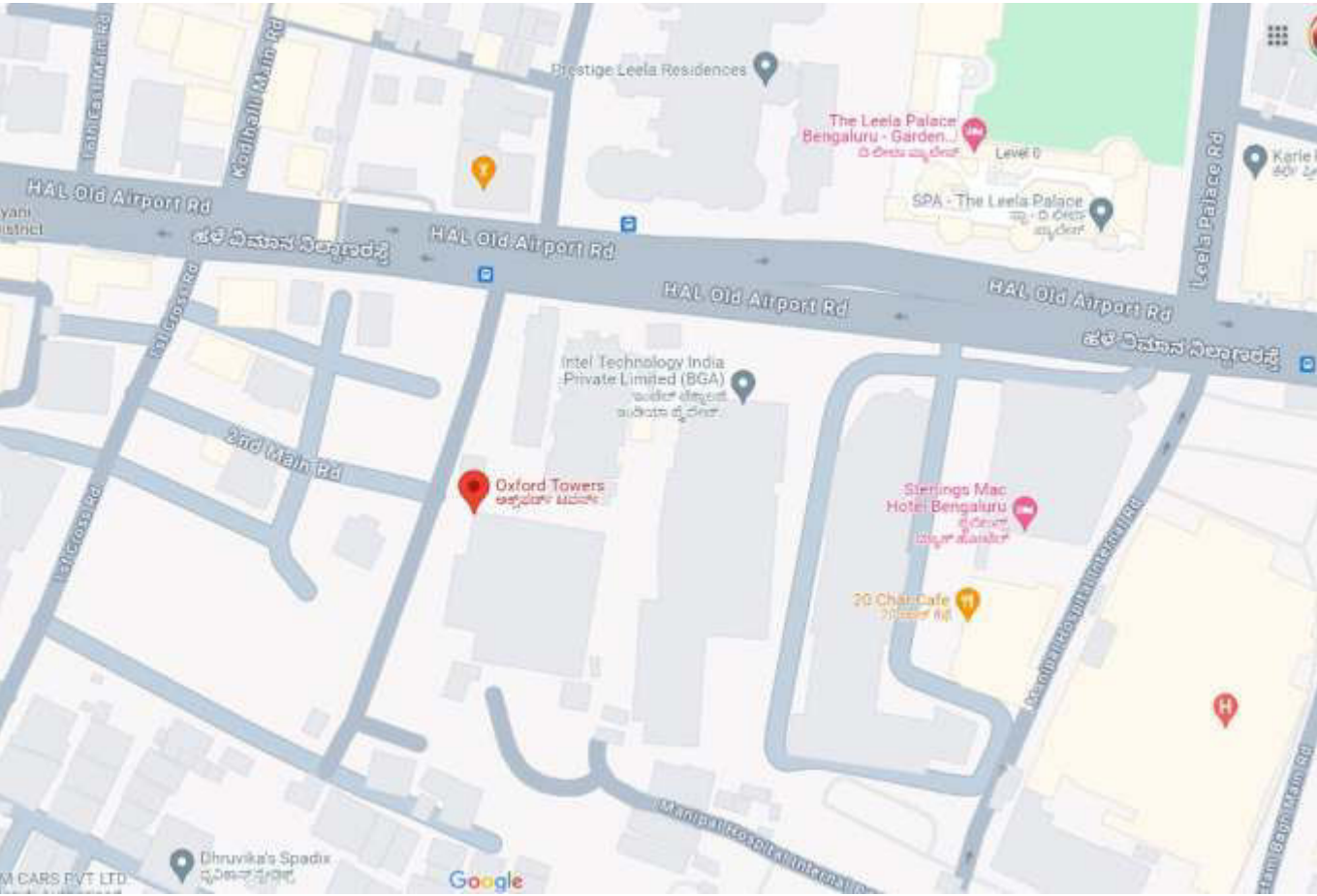
**By Order of the Board of Directors**  
**For, Dharni Capital Services Limited**

**Sd/-**  
**Hemant Dharnidharka**  
**Managing Director**  
**DIN: 07190229**

**Date:** 27.08.2024

**Place:** Bangalore

# ROUTE MAP OF THE ANNUAL GENERAL MEETING:





# Form No. MGT-11

## Proxy form

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

**CIN:** U74120KA2015PLC084050

**Name of the company:** DHARNI CAPITAL SERVICES LIMITED

**Registered office:** 816, 7TH FLOOR, OXFORD TOWERS, OLD AIRPORT ROAD, KODIHALLI, BANGALORE - 560008

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name: .....

Address:

E-mail Id:

Signature:....., or failing him

2. Name: .....

Address:

E-mail Id:

Signature:....., or failing him

3. Name: .....

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9TH Annual general meeting of the company, to be held on the 23RD day of SEPTEMBER, 2024 At 11 a.m. at registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. To receive, consider and adopt:
  - a) the Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the Cash flow statement, Report of the Board of Directors and Auditors' thereon; and
  - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Cash flow statement and Report of the Auditors thereon
2. To appoint a Director in place of Ms. PREETI SARAOGI (DIN: 07339758) Director, who is retiring by rotation and being eligible, offers herself for re-appointment
3. Authorisation under Section 186 of the Companies Act, 2013

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder (s)

Affix Revenue Stamp
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**Note: 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.**

# Format of Attendance Slip of Annual General Meeting

## ATTENDANCE SLIP

**9th Annual General Meeting, Monday, 23rd September, 2024 at 11.00 A.M.**

Regd. Folio No.\_\_\_\_\_/DP ID\_\_\_\_\_/Client ID/Ben. A/C\_\_\_\_\_/No. of shares held\_\_\_\_\_

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 9th Annual General Meeting of the Company on Monday, 23rd September, 2024 at 11.00 AM at registered office of the Company.

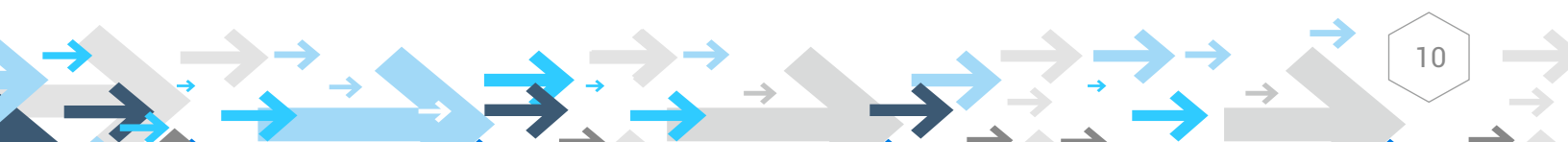
\_\_\_\_\_  
\_\_\_\_\_

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

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**Form No. MGT- 12****Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies  
(Management and Administration) Rules, 2014]

<b>Name of the Company:</b> DHARNI CAPITAL SERVICES LIMITED				
<b>Registered Office:</b> 816, 7th Floor, Oxford Towers, Old Airport Road, Kodihalli, Bangalore - 560008				
<b>CIN:</b> U74120KA2015PLC084050				
<b>BALLOT PAPER</b>				
<b>S No</b>	<b>Particulars</b>	<b>Details</b>		
1.	Name of the first named Shareholder (In Block Letters)			
2.	Postal address			
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)			
4.	Class of Share	Equity Shares		
I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:				
<b>No.</b>	<b>Ordinary Business</b>	<b>No. of Shares held by me</b>	<b>I assent to the resolution</b>	<b>I dissent from the resolution</b>
1.	To receive, consider and adopt: a) the Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the Cash flow statement, Report of the Board of Directors and Auditors'thereon; and b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Cash flow statement and Report of the Auditors thereon			
2.	To appoint a Director in place of Ms. PREETI SARAOGI (DIN: 07339758) Director, who is retiring by rotation and being eligible, offers herself for re-appointment			
<b>No.</b>	<b>Special Business</b>	<b>No. of Shares held by me</b>	<b>I assent to the resolution</b>	<b>I dissent from the resolution</b>
1.	Authorization under Section 186 of the Companies Act, 2013			
<b>Place:</b>				
<b>Date:</b>				
<b>(Signature of the shareholder*)</b>				

(\*as per Company records)