

Date: April 9, 2024

**Scrip Code – 532960, 890145**  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
MUMBAI – 400 001

**DHANI – EQ, DHANIPP**  
**National Stock Exchange of India Limited**  
“Exchange Plaza”,  
Bandra-Kurla Complex, Bandra (E).  
MUMBAI – 400 051

**Ref: BSE email dated April 6, 2024**

**Sub: Clarification/Explanation on delayed submission of proceedings of 28<sup>th</sup> Annual General Meeting of the Members of Dhani Services Limited (‘the Company’) held on Wednesday, September 27, 2023 and disclosures under Regulations 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended [“SEBI (Listing Regulations)”]**

Dear Sir/Madam,

With reference to your email dated April 6, 2024 seeking clarification and explanation on the subject matter, we wish to submit that the reason of filing of proceedings of Annual General Meeting held on September 27, 2023 (AGM) beyond 12 hours prescribed time is due to oversight and purely inadvertent and unintentional because of the fact that we were focusing on intimating the proceedings of AGM along with confirmation on the status of approval of resolutions proposed in the AGM based on Scrutinizer Report, which was received on September 28, 2023. Based on Scrutinizer Report received on September 28, 2023, we promptly intimated the AGM proceedings on September 28, 2023 at 3:01:11 P.M capturing the status of approvals of all the resolutions proposed in the AGM. Please refer to last para of the proceedings as attached.

Being a law abiding Company, we always focus on timely compliances and we hereby confirm that other than above there was no other reason for the aforesaid inadvertent delay and we will be extra careful for the timely compliance in the matter.

As advised by you, please find enclosed proceedings of 28th Annual General Meeting of the Members of the Company held on Wednesday, September 27, 2023.

We request you to kindly take the same on record.

Thanking you,  
Yours truly,

For **Dhani Services Limited**

Ram Mehar  
*Company Secretary*

*Encl: as above*

**Dhani Services Limited**

CIN: L74110DL1995PLC069631

Reg. Off: 1/1 E, First Floor, East Patel Nagar, New Delhi-110008, Tel: 011-41052775, Fax: 011-42137986

Corp. Off: 5th Floor, Plot No. 108, IT Park, Udyog Vihar, Phase 1, Gurugram – 122016, Haryana T. +91 124 6685800 F. +91 124 6681240

Website: [www.dhani.com](http://www.dhani.com) | Email: [support@dhani.com](mailto:support@dhani.com)

Date: September 28, 2023

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“Exchange Plaza”,  
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MUMBAI – 400 051

**Sub: Proceedings / Outcome of 28<sup>th</sup> Annual General Meeting of the Members of Dhani Services Limited (‘the Company’) held on Wednesday, September 27, 2023 and disclosures under Regulations 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended [“SEBI (Listing Regulations)”]**

Dear Sir/Madam,

Pursuant to Regulations 30 of the SEBI (Listing Regulations), we submit the following:

### **Summary of the proceedings of 28<sup>th</sup> Annual General Meeting**

The 28<sup>th</sup> Annual General Meeting of Members of the Company (“AGM”) was held on Wednesday, September 27, 2023 through Video Conferencing (“VC”). The AGM commenced at 03:30 P.M. (IST) and concluded at 04:28 P.M. (IST) with the closure of the voting at the meeting (“Meeting”).

Mr. Ram Mehar, Company Secretary welcomed the Members to the Meeting and invited Mr. Gurbans Singh, Executive Chairman of the Company, to chair the Meeting.

Mr. Gurbans Singh occupied the chair and welcomed the Members to the Meeting. The members were informed that this meeting is held through Video Conferencing, in compliance with the circulars issued by the Regulators. He informed the Members that since the requisite quorum was present, he called the Meeting to order.

The Chairman informed that Register of Directors’ and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which the Directors are interested, Memorandum and Articles of Association of the Company along with certificate from Secretarial Auditors of the Company in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are available for electronic inspection and open for inspection by the members till the conclusion of the meeting.

The Chairman introduced the Board members and Key Managerial Personnel of the Company present at the Meeting, namely, Mr. Aishwarya Katoch, Ms. Swati Jain and Mr. Prem Prakash Mirdha, Independent Directors, Mr. Divyesh Shah, Whole-time Director & CEO, Mr. Amit Ajit Gandhi, Non-Executive Director, Mr. Rajeev Lochan Agarwal, Chief Financial Officer and Mr. Ram Mehar, Secretary. The authorised representatives of the Statutory Auditors, Secretarial Audi-

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tors of the Company and Scrutinizer appointed for e-voting process, were also present at the Meeting.

He further informed that Mr. Aishwarya Katoch is the Chairman of Audit Committee and Nomination and Remuneration Committee and Ms. Swati Jain is the Chairperson of Stakeholders Relationship Committee.

He further informed that Notice dated September 1, 2023 convening this Annual General Meeting and copy of Annual Report for the Financial Year 2022-23 were circulated to the members of the Company electronically.

On the Auditors' Report dated May 26, 2023, on Consolidated Financials, it was informed that the Auditors have qualified their opinion as mentioned on page no. 115 on the Consolidated Financials, to which the Management's response has been given on page no. 10 of the Board's Report forming part of Annual Report of the Company for FY 2022-23. Mr. Divyesh B. Shah, Whole-time Director & CEO apprised the members in detail on the reasons for such qualification and its impact on the financials of the Company. It was further informed that except reference of the said qualification, the Report of Secretarial Auditors is unqualified and without any adverse observations or comments.

The Chairman then apprised the shareholders on the Company's performance, significant developments during the financial year 2022-23, opportunities and business restructuring plans of the Company and concluded by placing on records his appreciation to the Board, management team, stakeholders, shareholders and the Dhani team for having the belief and supporting the Company at every stage.

The members were informed that the Company had offered the facility of remote e-voting through electronic means from 10.00 A.M. (IST) on September 24, 2023 till 5:00 P.M. (IST) on September 26, 2023 and has also made arrangements for e-voting during the Meeting, for those shareholders, who did not participate in this remote e-voting (Insta poll). It was also informed that the Company had appointed Mr. Nishant Mittal (Membership No. 553860), Proprietor of M/s N Mittal & Associates, Practicing Chartered Accountants, Gurugram, as the Scrutinizer to scrutinize the e-voting process as well as voting at the Meeting, in a fair and transparent manner.

The businesses as set out in the Notice dated September 1, 2023 convening this AGM were transacted through e-voting (remote e-voting and e-voting during the AGM).

During the Questions and Answers Session, the queries raised by the Members, who had registered themselves as speakers for the Meeting, were responded by the Chairman of the Company.

The members were also informed that the combined result of remote e-voting, exercised earlier during September 24, 2023 to September 26, 2023 and the e-voting exercised during AGM (through instapoll) on September 27, 2023, will be declared on or before September 29, 2023, which will also be placed on the website of the Company and of KFinTech and will also be forwarded to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed.

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Post conclusion of Meeting and closure of the e-voting (through instapoll), the Scrutinizer downloaded all reports of remote e-voting held during September 24, 2023 to September 26, 2023 and the e-voting exercised during AGM (through instapoll) on September 27, 2023, from the website of KFintech, finalized and issued his report dated September 28, 2023, in terms whereof, the Scrutinizer has confirmed that all the businesses as set out vide agenda item no.(s) 1 to 4 in the 28<sup>th</sup> AGM Notice dated September 1, 2023 convening the Meeting, were passed by the Members with requisite majority.

We request you to kindly take the same on record.

Thanking you,  
Yours truly,

For **Dhani Services Limited**

Ram Mehar  
*Company Secretary*

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