

March 04, 2021

The General Manager
Department of Corporate Services
BSE Limited,
Phiroze Jeejeeboy Towers, Dalal Street,
Mumbai – 400001.

Scrip Code: 540268

Dear Sir / Madam,

Subject: Proceedings of Extra-Ordinary General Meeting of Dhanvarsha Finvest Limited held on March 04, 2021

We wish to inform you that in terms of the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 20/2020 dated May 05, 2020 General Circular no. 02/2021 dated 13th January, 2021 issued by the Ministry of Corporate Affairs (“MCA”) and in compliance with the provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Extra-Ordinary General Meeting (“EGM”) of the Company was held today i.e. Thursday, March 04, 2021 at 10.00 a.m. (IST) through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”), without the physical presence of the Members at the Registered Office to transact the business as stated in the Notice convening the AGM.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), we submit herewith the summary of the proceedings of the Extra-Ordinary General Meeting (“EGM”) of the Company held at 10.00 a.m. on Thursday, March 04, 2021 through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”).

The proceedings of the AGM will also be hosted on the website of the Company at www.dfltd.in.

We request you to kindly take the above information on record.

Yours faithfully,

For **Dhanvarsha Finvest Limited**



Fredrick M. Pinto
Company Secretary
ACS No. 22085



Encl. As above

Proceedings of Extra-Ordinary General Meeting

The Extra-Ordinary General Meeting (“EGM”) of Dhanvarsha Finvest Limited (“the Company”) was held on Thursday, March 04, 2021 at 10.00 a.m. (IST) through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) at the Registered Office of the Company at 2nd Floor, Bldg. No. 4, D J House, Old Nagardas Road, Andheri-East, Mumbai-400069.

EGM commenced at 10:00 a.m.

Mr. Rakesh Sethi, Non-Executive Independent Chairman of the Company took the Chair, as the Chairman of the Meeting. He informed the Members that Mr. Nirmal Vinod Momaya, Independent Director and Chairperson of Audit Committee, and Mrs. Manjari Ashok Kacker, Independent Director and Chairperson of Nomination & Remuneration Committee were not able to attend the meeting due prior obligations and health reason, respectively and the Joint Managing Directors would address the financial queries.

Mr. Fredrick Pinto, Company Secretary informed that the Register of Members and other Statutory Registers under the Companies Act, 2013 and other documents in connection with the EGM were kept open for online Inspection. The Company Secretary introduced to Members the directors sitting on the dais, viz. Mr. Rakesh Sethi, Non-Executive Independent Chairman of the Board and Chairman of the Meeting, Mr. Karan Neale Desai, Joint Managing Director, Mr. Rohanjeet Singh Juneja, Joint Managing Director, Mr. Rajiv Kapoor, Independent Director and Chairperson of Stakeholders Relationship Committee, Mrs. Manjari Ashok Kacker, Independent Director and Chairperson of Nomination & Remuneration Committee, Mr. K. P. Raghuvanshi, Independent Director, and Mr. Sanjay Kukreja, Chief Financial Officer

Mr. Fredrick Pinto, Company Secretary informed that in view of the outbreak of the COVID-19 pandemic, social distancing norms to be followed therefore we are conducting this EGM on virtual platform provided by CDSL as per the regulatory guidelines.

The Secretarial Auditor and the representatives of Statutory Auditors were also present at the EGM. 21 (Twenty-One) Members attended the EGM through Audio Visual Means. As the requisite quorum was present, the Chairperson called the meeting to order.

The Company Secretary further informed that as required by the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, e-voting facility was provided by the Company through Central Depository Services (India) Limited e-voting platform to enable Members holding shares either in physical form or in dematerialized form, as on the cut-off date being February 25, 2021 to cast their vote during the period commencing from March 01, 2021 (9.00 a.m.) to March 03, 2021 (5.00 p.m.) and during the course of the EGM on all the Special Resolutions as set out in the Notice of the EGM. Members were also informed that remote e-voting had closed on March 03, 2021 (5.00 p.m.) and those members who had not exercised their votes during remote e-voting could vote during EGM via e-voting.

The Company Secretary further informed that the Company had appointed Ms. Manisha Maheshwari (ACS 30224, holding CP No. 11031) Partner of Bhandari & Associates, Practicing Company Secretaries, as Scrutinizer for conducting process of remote e-voting and e-voting during the EGM in accordance with the provisions of the Act, Rules, and the MCA Circulars in a fair and transparent manner. He further informed the Members that General Instructions for remote e-voting and e-voting during the EGM were circulated to the Members alongwith the Notice of EGM.

The Chairperson informed that with the permission of the members present at the meeting, the Notice convening the EGM as circulated to the members of the Company and the corrigendum to the Notice convening EGM as published in Financial Express, English, all India edition and Mumbai Lakshdeep in Marathi, Mumbai edition in edition of March 3, 2021 informing the members about the correction in the pre & post shareholding of one of the proposed allottee i.e. Manphool Exports Limited as mentioned in the Notice of the EGM, which was also made available on the website of the Company, BSE and CDSL and the Statutory Auditors Certificate dated February 06, 2021 on Pricing be taken as read.

The Chairman then stated that the following items of business, as per the Notice of the EGM dated February 06, 2021 were proposed for approval at the meeting:

S No.	Particulars
Special Business	
1.	<p>Issuance of Compulsorily Convertible Debentures on Preferential Basis to various non promoter investors</p> <p>The Company Secretary informed the Members that, one of the proposed allottees of CCDs i.e. Manphool Exports Limited (PAN: AAACM1426D)] had purchased 20,000 Equity Shares of the Company and being, his pre-preferential shareholding, these shares were required to be disclosed in the Notice of General Meeting and put under Lock-In for a period of six months from the date of allotment of CCDs in compliance with regulation 167(6) of the SEBI (ICDR) Regulations, 2018. Company has also issued Corrigendum to the notice of EGM in this matter to the members in consultation with Stock exchange. By way of the corrigendum, the Members were informed that Annexure-A to the Notice be considered and noted with revision in pre & post shareholding pattern of Manphool Exports Limited.</p> <p>The Members were informed that Annexure-A to the Notice of the EGM be considered and noted with aforesaid revision.</p>
2.	Approval of DFL Employees Stock Option Scheme - 2021
3.	Approval for Employee Stock Option Scheme to employees of Subsidiary Company(ies) under DFL Employees Stock Option Scheme - 2021
4.	Approval of the grant of options to the identified employees during any one year, equal to or exceeding one percent of the issued capital of the Company at the time of grant of option
5.	Approval of secondary acquisition of shares through Trust route for the implementation of DFL Employee Stock Option Scheme -2021
6.	Provisioning of money by the company for purchase of its own shares by the trust / trustees for the benefit of employees under DFL Employee Stock Option Scheme -

	2021
7.	Amendments to the Articles of Association of the Company

Members were requested to participate in the e-voting facility provided for transacting the above business mentioned in the Notice of the EGM. Members were further informed that the business as specified in the Notice of EGM shall be deemed to have been passed today i.e. March 4, 2021 subject to the receipt of requisite number of votes.

The Chairperson invited the Members to express their views and make their observations on the performance of the Company, Items mentioned in the Notice and related matters. The Joint Managing Director, Mr. Rohanjeet Singh Juneja responded to the Members' queries.

The Chairperson announced that the Scrutinizer shall within a period not exceeding 48 hours from the conclusion of EGM submit the consolidated Scrutinizer's Report in respect of e-voting. The Chairperson authorised the Joint Managing Directors and Company Secretary, singly to declare the voting results, intimate the stock exchange and place the same on the website of the Company.

The Chairperson thanked all the Members present at the EGM and concluded the Meeting.

The EGM commenced at 10.00 a.m. and concluded at 10: 14 am.

