

DHANI LOANS AND SERVICES LIMITED

(CIN: U74899DL1994PLC062407)

Registered Office: 1/1 E, First Floor, East Patel Nagar, New Delhi-110008

Email: support@dhani.com, Tel: 011- 41052775, Fax: 011- 42137986

NOTICE

NOTICE is hereby given that 30th Annual General Meeting of the members of **Dhani Loans and Services Limited** will be held on Wednesday, the September 25, 2024 at 11:30 A.M. (IST) at the Registered Office of the Company at 1/1 E, First Floor, East Patel Nagar, New Delhi-110008, to transact the following businesses:

ORDINARY BUSINESSSES:

1. To receive, consider and adopt the Audited Financial Statements of the Company as at March 31, 2024 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sanjeev Kashyap (DIN: 03405178), Whole Time Director & CEO of the Company, who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and relevant circulars issued by the Reserve Bank of India, M/s KAPG & Associates, Chartered Accountants (firm registration no. 032569N), be and is hereby appointed as the Statutory Auditors of the Company, in place of M/s HEM Sandeep & Co, Chartered Accountants (firm registration no. 009907N), to hold office for a term of 3 years from the conclusion of 30th Annual General Meeting till the conclusion of 33rd Annual General Meeting of the Company, for a fee of INR 28,00,000/- (Rupees Twenty Eight Lacs only) plus applicable taxes and reimbursement of out of pocket expenses incurred by them in connection with the audit of the accounts of the Company for each of the financial years 2024-25, 2025-26 and 2026-27.”

By Order of the Board of Directors
For **Dhani Loans and Services Limited**

Place: Gurugram
Date: August 09, 2024

Sd/-
Manish Rustagi
Company Secretary
Membership No. ACS 18479

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and on a poll to vote instead of himself and that a proxy need not be a member. The proxy form to be valid and effective should be lodged with the company at its Registered Office, duly completed and signed, not less than 48 hours before the commencement of the AGM.
2. A Proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on a poll.
3. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send to the Company, a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the AGM.
4. All documents referred to in this Notice and other statutory registers are open for inspection by the Members on the date of the AGM at the venue of the meeting and also at the Registered Office of the Company between 10:00 a.m. to 4:00 p.m on all working days except Saturdays, Sundays and national holidays, from the date hereof up to the date of the AGM.
5. Members desiring any information relating to the financial statement of the Company are requested to write to the Company at the earliest, so as to enable the Board of Directors to keep the information ready at the AGM.

EXPLANATORY STATEMENT IN RESPECT OF THE ORDINARY BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

As required under Section 102(1) of the Companies Act, 2013, the following statement sets out all material facts relating to the ordinary business mentioned in this Notice.

Resolution No. 3: Appointment of M/s. KAPG & Associates, Chartered Accountants (Firm Registration No. 032569N), as Statutory Auditors of the Company and to fix their remuneration:

In compliance with the applicable regulatory provisions, the existing term of M/s Hem Sandeep & Co., Chartered Accountants (Registration No. 009907N), as the Statutory Auditors of the Company shall come to an end at the conclusion of the ensuing 30th Annual General Meeting of the Company. The Board places on record its appreciation for the services rendered by M/s Hem Sandeep & Co. as the Statutory Auditors of the Company.

In view of the above and in compliance with the RBI Circular no. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021, the Board, on the proposal of the Audit Committee, has recommended for the appointment of M/s KAPG & Associates (firm registration no. 032569N), as the Statutory Auditors of the Company for a period of three (3) consecutive years from the conclusion of ensuing 30th Annual General Meeting until the conclusion of 33rd Annual General Meeting of the Company, subject to their continuity of fulfillment of the applicable eligibility norms.

M/s. KAPG & Associates, Chartered Accountants (Registration No. 032569N) is a reputed firm of Chartered Accountants registered with The Institute of Chartered Accountants of India (ICAI). The firm is having an overall experience of 13 years and it strives to provide quality services in the areas of Audit, Investigation, Due Diligence, Accounting outsourcing, Direct Taxation, Company Law Matters for both domestic and foreign companies, Management Consultancy, Fixed Assets Verification, Information System Audit and FEMA. The Firm has a valid Peer Review Certificate. The firm is well geared to take up any professional assignments in the above areas. It has association with firms of Chartered Accountants, Management Consultants, Company Secretaries and IT Professionals etc. to provide complete range of services. In line with the Mission Statement, we always strive to acquire more and more knowledge in such ever changing laws.

M/s KAPG & Associates, Chartered Accountants has consented to the said appointment and issued a certificate along with relevant information to the effect that the appointment, if made, shall be in accordance with the conditions as prescribed in Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014. The said Auditor firm has also confirmed that it meets the criteria for independence, eligibility and qualification as prescribed under Section 141 of the Companies Act, 2013 and has a valid Peer Review Certificate.

The fees proposed to be paid to M/s KAPG & Associates, Chartered Accountants, towards statutory audit, limited review and consolidation of accounts for each of the financial year during the aforesaid tenure shall be upto INR 28,00,000/- (Rupees Twenty Eight Lacs only). The said fees shall exclude certification fees, applicable taxes, reimbursements and other outlays.

Accordingly, basis the aforesaid credentials of M/s. KAPG & Associates, Chartered Accountants, the Audit Committee and the Board of Directors of the Company have unanimously recommended the appointment of M/s. KAPG & Associates, as the Statutory Auditors of the Company including the payment of audit fees to them as set out at Resolution No. 3 of this Notice, as an Ordinary resolution, for approval by the shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

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: U74899DL1994PLC062407

Name of the Company: **Dhani Loans and Services Limited**

Registered Office: 1/1 E, First Floor, East Patel Nagar, New Delhi-110008

Name of the Member (s): _____

Registered address: _____

E-mail Id: _____

Folio No. / DP ID No. _____

Client ID No. _____

I / We, being the member(s) of _____ Equity Shares of the above named Company, hereby appoint:

1. Name: _____ E-mail ID: _____

Address: _____

Signature: or failing him / her

2. Name: _____ E-mail ID: _____

Address: _____

Signature: or failing him / her

3. Name: _____ E-mail ID: _____

Address: _____

Signature:

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 30th Annual General Meeting of the Company, to be held on Wednesday, the September 25, 2024 at 11:30 A.M. (IST) at the registered office of the Company at 1/1 E, First Floor, East Patel Nagar, New Delhi-110008, and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

RESOLUTION NO.	RESOLUTIONS
ORDINARY BUSINESSES	
1	To receive, consider and adopt the Audited Financial Statements of the Company as at March 31, 2024 and the Reports of the Board of Directors and Auditors thereon.
2	To appoint a Director in place of Mr. Sanjeev Kashyap (DIN: 03405178), Whole Time Director & CEO of the Company, who retires by rotation and being eligible, offers himself for re-appointment.
3	To appoint M/s. KAPG & Associates (firm registration no. 032569N), as the Statutory Auditors of the Company.

Signed this, 2024

Signature of Shareholder: _____

Signature of Proxy Holder(s): _____

Affix Revenue Stamp of Re. 1/-

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not later than 48 hours before the commencement of the Meeting.

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ATTENDANCE SLIP

Folio No.*: _____

No. of Shares: _____

DP ID: _____

Client ID: _____

Members or their Proxies are requested to present this Slip in accordance with the Specimen Signatures registered with the Company, at the entrance of the Meeting Hall, for admission.

Name of the attending Member / Proxy _____
(in BLOCK LETTERS)

I hereby record my presence at the 30th Annual General Meeting of the Company held on Wednesday, the September 25, 2024 at 11:30 A.M. (IST) at the registered office of the Company at 1/1 E, First Floor, East Patel Nagar, New Delhi-110008.

Member's Signatures

Proxy's Signatures

*Applicable for Members holding shares in Physical form.