



## DHARNI CAPITAL SERVICES LIMITED

(Formerly Known as Dharni Online Services Private Limited)

CIN: U74120KA2015PLC084050

Address: 226, Brigade Metropolis Arcade, Whitefield Main Road, Garudacharpalya, Bangalore – 560048

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

### NOTICE OF EXTRA ORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF DHARNI CAPITAL SERVICES LIMITED WILL BE HELD ON MONDAY, 18<sup>TH</sup> MARCH, 2024 AT 11:00 A.M AT 226 BRIGADE METROPOLIS ARCADE, WHITEFIELD MAIN ROAD, GARUDACHARPALYA, BANGALORE-560048, TO TRANSACT THE FOLLOWING BUSINESS:**

#### **SPECIAL BUSINESS:**

#### **ITEM NO. 01- TO CONSIDER AND APPROVE INCREASE IN THE LIMIT OF REMUNERATION OF MR. HEMANT DHARNIDHARKA, MANAGING DIRECTOR:**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as Special Resolution:

**“RESOLVED THAT** in terms of provisions contained in Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, and the Articles of Association of the Company and in furtherance of the special resolution passed in the Extra Ordinary General Meeting held on August 10, 2022 and subject to such other approvals as may be necessary, approval of the Members be and is hereby accorded for payment of remuneration to Mr. Hemant Dharnidharka (DIN 07190229), Managing Director, as set out in the Explanatory Statement, w.e.f. 1<sup>st</sup> April, 2024 upto his remaining tenure (Upto 10.08.2025), notwithstanding that such remuneration may exceed 5% (five percent) being the limit specified under Section 197 and Schedule V of the Act in case of inadequacy or absence of profits arising, calculated in accordance with the applicable provisions of the Companies Act, 2013 upto Rs. 1.2 crore per annum.

**RESOLVED FURTHER THAT** the terms and remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits arising during this financial year, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to the Managing Director.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take such steps expedient or desirable to give effect to this Resolution.”

#### **ITEM NO. 02- TO CONSIDER AND APPROVE INCREASE IN THE LIMIT OF REMUNERATION OF MS. PREETI SARAOGI, DIRECTOR:**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as Special Resolution:

**“RESOLVED THAT** in terms of provisions contained in Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, and the Articles of Association of the Company and in furtherance of the special resolution passed in the General Meeting, if any and subject to such other approvals as may be necessary, approval of the Members be and is hereby accorded for payment of remuneration to Ms. Preeti Saraogi (DIN 07339758), Non-Executive Director, as set out in the Explanatory Statement, w.e.f. 1<sup>st</sup> April, 2024 for the period

of 3 years, which is in excess of the limits being specified under Section 197 and Schedule V of the Act in case of inadequacy or absence of profits arising, calculated in accordance with the applicable provisions of the Companies Act, 2013 upto Rs. 1.2 crore per annum.

**RESOLVED FURTHER THAT** the terms and remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits arising during this financial year, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to the Director.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take such steps expedient or desirable to give effect to this Resolution.”

**ITEM NO. 03-ALTERATION IN THE OBJECT CLAUSE OF COMPANY:**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or reenactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Karnataka, to make addition of following in Main Object of the Company of Clause III (A) of the Memorandum of Association of Company after the object no 3: -

4. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods on retail as well as on wholesale basis in India or elsewhere including but not limited to agriculture commodities.

5. To carry on the business as exhibitors of various goods, services and merchandise and to undertake the necessary activities to promote sales of goods, services and merchandise manufactured/dealt with/provided by the Company.

6. To act as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, consultant, collaborator, stockist, liaisoner, job worker, export house of goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including by-products, spares or accessories thereof, on retail as well as on wholesale basis and to provide support services and consultancy services.

**RESOLVED FURTHER THAT** any director of the Company be and is hereby authorized to file E-Form & to do all such acts, deeds, things and matters as may be required or necessary in this matter on behalf of the Company”

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

**Sd/-  
Antima Kataria  
Company Secretary  
M No A53005**

**Date: 20.02.2024  
Place: Bangalore**

## 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 EOGM 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 EOGM 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. All documents referred to the accompanying Notice of Extra Ordinary General Meeting will be available for inspection by members in electronic mode at the Registered Office of the Company during the normal business hours on any working day and the same has also been put on the Company's website.
8. 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 (08.03.2024 to 18.03.2024) (Both days inclusive) for the purpose of EOGM. Further, cut-off date for sending email communications of notice of EOGM is 16.02.2024.
9. 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.
10. Members are requested to kindly mention their Client ID Number in all their correspondence with the Companies Registrar to enable prompt reply to their queries.
11. 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.
12. 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 EOGM.

13. Dr. Ronak Jhuthawat, Practicing 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 EOGM venue) process in a fair and transparent manner

14. 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. 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 EOGM 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 08.03.2024.

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. 08.03.2024, 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 EOGM through ballot paper.

d) The Chairman shall, at the EOGM, 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 EOGM.

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 EOGM, 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 EOGM 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.dharnigroup.com](http://www.dharnigroup.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.

**Annexure to notice calling Extra Ordinary General Meeting to be held on Monday, 18<sup>th</sup> March, 2024**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**ITEM NO. 01 & 02: TO CONSIDER AND APPROVE INCREASE IN THE LIMIT OF REMUNERATION OF MR. HEMANT DHARNIDHARKA, MANAGING DIRECTOR AND MS. PREETI SARAOGI, DIRECTOR: -**

The Company had approved the appointment of Mr. Hemant Dharnidharka (DIN: 07190229) as Chairman and Managing Director (MD) of the Company and payment of remuneration for a period of three years with effect from August 10, 2022 on payment of an annual fixed compensation of Rs.60,00,000/- (Rupees Sixty Lakhs Only) and other terms and conditions as mentioned in the Appointment Letter approved by the Board of Directors.

Now the Company wants to increase remuneration upto Rs. 1.2 Crore per annum of Mr. Hemant Dharnidharka, Managing Director and Ms. Preeti Saraogi, Non-Executive Director of the Company separately.

Disclosures as required under Schedule V Part II Section II-Paragraph B (iv) is provided hereunder:

**I. GENERAL INFORMATION**

(1) Nature of Industry: Consultancy, Advisory and Distribution Services

(2) Date or expected date of commencement of commercial production: Company is already in Operation.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

(4) Financial performance based on given indicators: Financial performance of the Company during last three year:

(Amt. in Thousands)

Financial Parameters	Financial Year		
	2022-23	2021-22	2020-21
Total Revenue	47014	146528	25541
Net Profits/(loss) under Section 198 of the Companies Act"2013	11906	9658	1526
Net profit after tax as per Statement of Profit and Loss	11906	9658	1526

(5) Foreign Investments or collaborations, if any: None

**II. INFORMATION ABOUT THE APPOINTEE:**

**A. Hemant Dharnidharka**

(1) Background details: Mr. Hemant Dharnidharka is the Promoter Director of the Company since incorporation. He has over 20 years of experience in Financial Services Industry, advisory and consulting. Mr. Hemant Dharnidharka is a CA, CS, and PGD in Management from IIM Lucknow.

(2) Past remuneration: The Current remuneration is upto Rs. 60 lakhs per annum.

(3) Recognition or awards: NIL

(4) Job profile and his suitability: Mr. Hemant Dharnidharka as Director looks after the overall operations of the Company. He plays an active role in business strategy and business development of the Company.

Considering the increase in responsibilities shouldered by him and his qualification, vast experience of the business in which the Company operates, the remuneration proposed is justified.

(5) Remuneration proposed: Mentioned in the Resolution.

(6) Comparative remuneration profile: The remuneration being paid to him is most reasonable considering the size of the Company, the type of industry and his position and profile.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any: Besides the remuneration to be paid to him as Managing Director, he does not have any other pecuniary relationship with the Company. He is husband of Ms. Preeti Saraogi, Director and son of Mr. Pramod Kumar Dharnidharka, CFO.

## **B. Preeti Saraogi**

(1) Background details: Ms. Preeti Saraogi is a B.com Graduate and has done her Postgraduate Diploma in Human Resource Management in 2010. She handles HR and admin matters at the company.

(2) Past remuneration: The Current remuneration is upto Rs. 60 lakhs per annum.

(3) Recognition or awards: NIL

(4) Job profile and his suitability: Ms. Preeti Saraogi has been involved with the Company's activities since the inception of the Company. She handles HR and admin matters at the company

Considering the increase in responsibilities shouldered by her and her qualification, vast experience of the business in which the Company operates, the remuneration proposed is justified.

(5) Remuneration proposed: Mentioned in the Resolution.

(6) Comparative remuneration profile: The remuneration being paid her is most reasonable considering the size of the Company, the type of industry and her position and profile.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any: Besides the remuneration to be paid to her as Director, she does not have any other pecuniary relationship with the Company. She is wife of Mr. Hemant Dharnidharka, Managing Director and daughter in law of Mr. Pramod Kumar Dharnidharka, CFO.

### **III. Other Information:**

(1) Reasons of loss or inadequate profits: Global recession and market conditions; Civil unrest, acts of violence including terrorism or war involving India and other countries could materially and adversely affect the financial markets and our business; Exposure to interest rate fluctuations; Global economic, political and social conditions may harm our ability to do business, increases our costs and selling prices;

(2) Steps taken or proposed to be taken for improvement: The Company is taking adequate steps for improvement.

(3) Expected increase in productivity and profits in measurable terms: The Company is taking adequate steps for improvement.

The Directors accordingly recommend the resolution as set out in Item No. 1 & 2 for your approval as a Special resolution.

Except Mr. Hemant Dharnidharka, Mrs. Preeti Saraogi and Mr. Pramod Kumar Dharnidharka, none of the other Directors / Key Managerial Personnel / relatives of the Director or Key Managerial Personnel of the Company, may be deemed to be concerned or interested, financially or otherwise, in the said resolution.

### **ITEM NO. 03: ALTERATION IN THE OBJECT CLAUSE OF COMPANY: -**

The resolution set out in Item No. 3 seeks to alter the capital clause of Memorandum of Association in order to make addition in the main object of the Company for expanding business of the Company.

The Directors accordingly recommend the resolution as set out in Item No. 3 for your approval as a Special resolution.

None of the Directors of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice except to the extent of their respective shareholding in the Company.

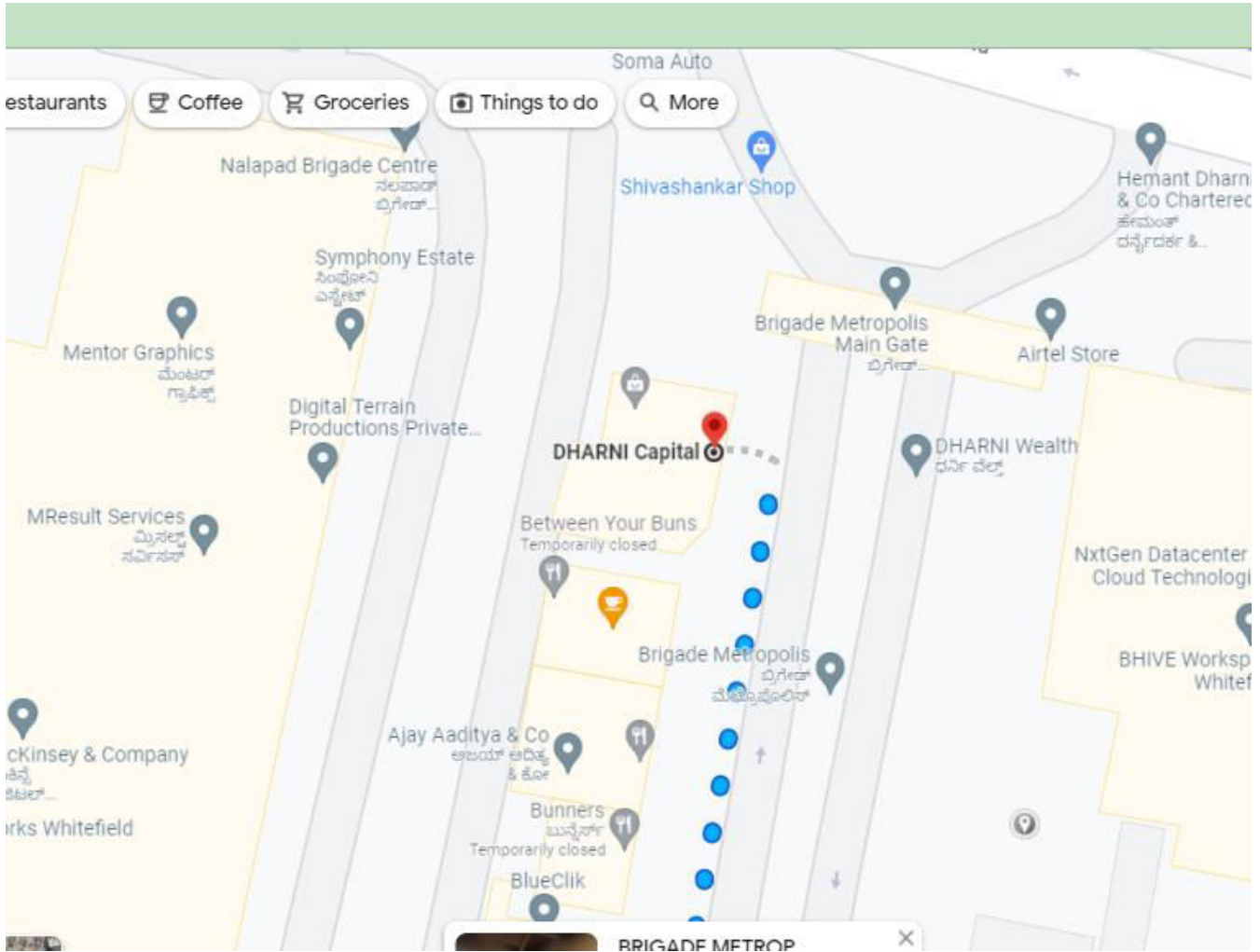
A copy of the Memorandum of Association of the Company together with the proposed alteration is available for inspection at registered office of the Company during business hours up to the date of the Extra ordinary General Meeting.

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

**Sd/-  
CS Antima Kataria  
Company Secretary  
M No A53005**

**Date: 20.02.2024  
Place: Bangalore**

**ROUTE MAP FOR THE EOGM:**







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## 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:** 226 Brigade Metropolis Arcade, Whitefield Main Road, Garudacharpalya, Bangalore

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 Extra Ordinary general meeting of the company, to be held on the 18<sup>th</sup> day of March, 2024 At 11.00 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 Consider and Approve Increase in the limit of remuneration of Mr. Hemant Dharnidharka, Managing Director
2. To consider and approve increase in the limit of remuneration of Ms. Preeti Saraogi, Director
3. To consider and approve alteration of Memorandum of Association of the company by way of addition in the main object of the Company

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

Signature of shareholder

Affix  
Revenue  
Stamp

Signature of Proxy holder(s)

**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.**



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## Format of Attendance Slip of Extra Ordinary General Meeting

### ATTENDANCE SLIP

**Extra Ordinary General Meeting, Monday, 18<sup>th</sup> March, 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 Extra Ordinary General Meeting of the Company on Monday, 18<sup>th</sup> March, 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]

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

**Registered Office:** 226 Brigade Metropolis Arcade, Whitefield Main Road, Garudacharpalya, Bangalore

**CIN:** U74120KA2015PLC084050

**BALLOT PAPER**

S No	Particulars	Details
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:

No.	Special Business	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	To Consider and Approve Increase in the limit of remuneration of Mr. Hemant Dharnidharka, Managing Director			
2.	To consider and approve increase in the limit of remuneration of Ms. Preeti Saraogi, Director			
3.	To consider and approve alteration of Memorandum of Association of the company by way of addition in the main object of the Company			

**Place:**

**Date:**

**(Signature of the shareholder\*)**

(\*as per Company records)