



DHARNI CAPITAL SERVICES LIMITED

(Formerly Known as Dharni Online Services Private Limited)

CIN: L74120KA2015PLC084050

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

Phone: +91 9945164270; Email: hemant.dharnidharka@dharnigroup.com; Website: www.dharnigroup.com

DATE: 02.08.2025

ISIN: INE0M9Q01011

SCRIP CODE: 543753

SCRIP ID: DHARNI

PAN NO. AAFCD5116N

**To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001**

Sub: Outcome of Board Meeting dated 2nd August, 2025

Dear Sir/Madam,

With reference to the above subject and pursuant to Regulation 30 of SEBI (LODR), we hereby inform you that the meeting of Board of Directors of the Company held on Saturday, 2nd August, 2025 at the Registered Office of the Company at 816, 7th Floor, Oxford Towers, Old Airport Road, Kodihalli, Bangalore - 560008 commenced at 1:00 P.M. and concluded at 02:05 P.M. have inter alia considered and approved the following:

1. Appointment of Ms. Shenaz Zoobin Bapooji (DIN: 10186591) as an Independent director of the company with effect from 2nd August, 2025 for the period of 5 years, subject to the approval of shareholders.

The required details pursuant to Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 with respect to aforesaid appointment are annexed herewith as Annexure- I

Ms. Shenaz Zoobin Bapooji is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other such authority.

2. Resignation of Mr. Vinay Agarwal (DIN: 09630941) as Non-Executive Independent director of the company with effect from 2nd August, 2025.

The required details pursuant to Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 with respect to aforesaid appointment are annexed herewith as Annexure- II

3. Re-appointment and remuneration of Mr. Hemant Dharnidharka (DIN: 07190229), Managing Director of the Company with effect from 8th August, 2025 for the period of 3 years, subject to the approval of shareholders.

The required details pursuant to Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 with respect to aforesaid appointment are annexed herewith as Annexure- III

Mr. Hemant Dharnidharka is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other such authority



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4. The Director's Report of the Company for the financial year ended on 31.03.2025.
5. The appointment of M/s. Ronak Jhuthawat & Co., Peer Reviewed firm of Practicing Company Secretaries, as the Secretarial Auditors of the Company to conduct Secretarial Audit for a period of 5 (five) consecutive years commencing from financial year 2025-26 till financial year 2029-2030, subject to approval of the members of the Company at the ensuing AGM.

The required details pursuant to Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 with respect to aforesaid appointment are annexed herewith as Annexure- IV

6. Appointment of M/s. Ronak Jhuthawat & Co., Peer Reviewed firm of Practicing Company Secretaries as Scrutinizer for conducting voting at Annual General Meeting.
7. Approved the date, time & venue for the Annual General Meeting (AGM) of the Company, record date for Book Closure & the draft notice of the Annual General Meeting of the Company

Kindly take note of the above.

Thanking you,

For DHARNI CAPITAL SERVICES LIMITED

ANTIMA KATARIA
COMPANY SECRETARY
M. NO.: A53005



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Annexure I

Appointment of Ms. Shenaz Zoobin Bapooji (DIN: 10186591) as an Independent director of the company

Sr. No.	Details of events that needs to be provided	Information of such event (s)
1.	Reason for Change viz. appointment, resignation, cessation, removal, death or otherwise	Appointment of Ms. Shenaz Zoobin Bapooji (DIN: 10186591) as Independent Director of the company with effect from 2 nd August, 2025 for the period of 5 years.
2.	Date of appointment & Term of appointment	Date : 2 nd August, 2025, Subject to the approval of members of the Company at the ensuing Annual General Meeting. Term of 5 (five) years
3	Brief Profile (In case of appointment)	Ms. Shenaz Zoobin Bapooji is having 30 years of hands-on experience in Brand Building, Marketing Strategy, GTM, Digital & Influencer Marketing, CRM, and 360° Communications; She has become one of India's most trusted voices in both B2B and B2C marketing. She has successfully navigated large-scale enterprises, digitally native startups, and everything in between — building brands, turning businesses around, and grooming marketing leaders of tomorrow. Currently She is Founder, CEO & CMO of Skyful, Shenaz partners with growth-oriented companies, startups, VCs, accelerators, and incubators to drive high-impact, strategic marketing that's practical, powerful, and profitable.
4	Disclosure of Relationship between Directors (in case of appointment of a Director)	Not applicable
5	Other disclosure(s)	Ms. Shenaz Zoobin Bapooji is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India or any other authority.



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Annexure II

Resignation of Mr. Vinay Agarwal (DIN: 09630941) as an Independent director of the company

Sr. No.	Details of events that needs to be provided	Information of such event (s)
1.	Reason for Change viz. appointment, resignation, cessation, removal, death or otherwise	Resignation of Mr. Vinay Agarwal (DIN: 09630941) as Independent director of the company with effect from 2 nd August, 2025.
2.	Date of cessation	Date: 2 nd August, 2025,
3.	Brief Profile (In case of appointment)	Not applicable
4.	Disclosure of Relationship between Directors (in case of appointment of a Director)	Not applicable
Additional Information in case of resignation of an Independent Director (Schedule III - Para A(7B) of Part A of SEBI LODR)		
5.	Letter of Resignation along with detailed reason for resignation.	Enclosed herewith
6.	Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any	Other Directorship: NIL Membership in board committees: NIL
7.	The independent director shall, along with the detailed reasons, also provide confirmation that there is no other material reason other than those provided.	The required confirmation has been provided in the enclosed resignation letter.



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Annexure III

Re-appointment of Mr. Hemant Dharnidharka as Managing director of the company

Sr. No.	Details of events that needs to be provided	Information of such event (s)
1.	Reason for Change viz. appointment	The re-appointment of Mr. Hemant Dharnidharka, Managing Director of the Company with effect from 8th August 2025 for the period of 3 years
2.	Date of appointment & Term of appointment	Date: 8 th August 2025, Subject to the approval of members of the Company at the ensuing Annual General Meeting. Term of 3 (Three) year.
3	Brief Profile (In case of appointment)	Mr. Hemant is a Commerce Graduate from St. Xavier's College, Kolkata and MBA (Finance and Strategy) From IIM- Lucknow. He has also completed Chartered Accountancy and Company Secretary Courses. He also possesses Certification from Association of Mutual Funds of India (AMFI) in Mutual Funds, NCFM Certification in Derivatives. He has an overall Experience of 20years in the Finance Industry. He was last working as Managing Director with SJS Markets in Bangalore. He has previously worked with YL eServices, Frontline Analysts, Cadbury and Citibank.
4	Disclosure of Relationship between Directors (in case of appointment of a Director)	Preeti Saraogi- Wife Pramod Dharnidharka- Father
5	Other disclosure(s)	Mr. Hemant Dharnidharka is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India or any other authority.



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Annexure IV

Appointment of M/S Ronak Jhuthawat & Co. as Secretarial Auditor of the company

Sr. No.	Details of events that needs to be provided	Information of such event (s)
1.	Reason for Change viz. appointment	Appointment of M/s. Ronak Jhuthawat & Co. Peer Reviewed firm of Practicing Company Secretaries, as the Secretarial Auditors of the Company to conduct Secretarial Audit for a period of 5 (five) years commencing from financial year 2025-26 till financial year 2029-2030, subject to approval of the members of the Company at the ensuing AGM.
2.	Date of appointment & Term of appointment	Date: 2 nd August, 2025, Subject to the approval of members of the Company at the ensuing Annual General Meeting. Term of 5 (five) consecutive years commencing from financial year 2025-26 till financial year 2029-2030.
3.	Brief Profile (In case of appointment)	M/s. Ronak Jhuthawat & Co., is well known Practicing Company Secretary firm established by Dr. CS Ronak Jhuthawat, a fellow member of the Institute of Company Secretaries of India ("ICSI") having experience of more than 10 years in the field of corporate secretarial and other compliance management services. The firm is primarily engaged in providing secretarial audit, Corporate Governance, Compliance Management, Diligence Report and assurance services.
4.	Disclosure of Relationship between Directors (in case of appointment of a Director)	Not applicable
5.	Other disclosure(s)	Not applicable

Date: 02.08.2025

To
The Board of Directors
Dharni Capital Services Limited
816, 7th Floor, Oxford Towers,
Old Airport Road, Kodihalli,
Bangalore - 560008

Subject: Resignation from the Position of Independent Director

Dear Members of the Board,

I hereby tender my resignation from the position of **Independent Director of Dharni Capital Services Limited**, with effect from **02.08.2025**.

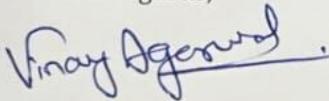
This decision has been taken after careful consideration, due to personal and professional commitments that require my full attention. It has been an honor to serve on the Board and to contribute to the company's journey toward responsible growth and good governance.

I would like to extend my sincere appreciation to the Board, the management team, and my fellow directors for their continued support and collaboration during my tenure. I am confident that the company is well-positioned for sustained success and will continue to uphold the highest standards of corporate governance.

I request the Board to kindly take note of my resignation and initiate necessary filings with the Registrar of Companies and other regulatory authorities as may be required.

I remain grateful for the opportunity to have served, and I wish the company continued progress in all its future endeavors.

Warm regards,



Vinay Agarwal
Independent Director
DIN:09630941