



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.dharnicapital.com

RESOLUTION PROPOSED TO BE PASSED BY CIRCULATION [Pursuant to Section 175 of the Companies Act, 2013 read with the Rules prescribed thereunder]

Date of Circulation: 03rd November, 2025

To,
The Board of Directors
Dharni Capital Services Limited
816, 7TH FLOOR, OXFORD TOWERS, OLD
AIRPORT ROAD, KODIHALLI, BANGALORE – 560008

Dear Sir,

Date of Circulation	03.11.2025
Subject	Board resolution below mentioned Agenda
Total No. of Item passed	1 (One)
Circular Resolution No.	1

This is with reference to passing of following resolution by circulation as per the provisions of Section 175 of the Companies Act, 2013. A note explaining the urgency and necessity for passing the said Resolution by circulation is enclosed.



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A brief note containing the details of the proposal is as under:

This is to inform to the Board Members that approval of board is required for below mentioned:

Approval for change in the composition of the Audit Committee and Nomination & Remuneration Committee.

The following business item is proposed by way of Circulation.

The Board is requested to consider and pass the following resolution by Circulation:

Circular Resolution No. 1:

Approval for change in the composition of the Committees:

“RESOLVED THAT, pursuant to the provisions of Sections 177, 178 and 179(3) of the Companies Act, 2013, read with the Rules made thereunder, Regulation 18, 19 and 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), and other applicable provisions, the consent of the Board of Directors of the Company be and is hereby accorded for the reconstitution of the following Committees of the Board with effect from 05.11.2025:

1. Appointment of Ms. Shenaz Zoobin Bapooji as Chairperson & member of Audit Committee in place of Mr. Vinay Agarwal.
2. Appointment of Ms. Shenaz Zoobin Bapooji as Chairperson & member of Nomination & Remuneration Committee in place of Mr. Vinay Agarwal.
3. Appointment of Ms. Shenaz Zoobin Bapooji as Chairperson & member of Stakeholders Relationship Committee in place of Mr. Vinay Agarwal.

Post reconstitution, the composition of the Committee shall be as under:

Audit Committee:

Sr. No.	Name of the Director	Designation in the Committee
1	Ms. Shenaz Zoobin Bapooji	Chairperson
2	Mr. Jaideep Mittra	Member
3	Mr. Hemant Dharnidharka	Member

Nomination & Remuneration Committee:

Sr. No.	Name of the Director	Designation in the Committee
1	Ms. Shenaz Zoobin Bapooji	Chairperson
2	Mr. Jaideep Mittra	Member
3	Ms. Preeti Saraogi	Member

Stakeholders Relationship Committee:

Sr. No.	Name of the Director	Designation in the Committee
1	Ms. Shenaz Zoobin Bapooji	Chairperson
2	Mr. Jaideep Mittra	Member
3	Mr. Hemant Dharnidharka	Member

RESOLVED FURTHER THAT the Company Secretary of the Company be and is hereby authorized to file necessary intimations with the Stock Exchange(s), the Registrar of Companies and to update the Company’s website and records accordingly.

RESOLVED FURTHER THAT any Director or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or incidental to give effect to this resolution.



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NOTES:

- The circulated resolution shall deem to have been passed by circulation when it is approved by majority of Directors.
 - In case of where not less than one-third of the total number of present Directors of the Company require that this resolution under circulation must be decided at a duly convened meeting, this resolution shall be placed before the next meeting of the Board for their approval. If you require this resolution to be decided at a duly convened meeting, please intimate us within 2 days of receipt of this notice.
 - The Companies Act, 2013 allows the Company or its Authorised Person to send the circular resolution by hand delivery /electronic mode of communication to the Directors of the Company. In case of Hand deliver, the same shall be delivered to their address registered with the Company in India. In case of electronic mode delivery, the same shall be sent to the e-mail ID as provided and updated by the Directors with the Company as the case may be.
 - You can send your acceptance/ rejection via hand delivery to the Registered/corporate Office of the Company or through email.
 - You are requested to send your acceptance/rejection in the format enclosed herewith **within 2 working days** of receipt of notice we will be happy to provide you further details/information as may be required by you in the concerned matter.
- **Format for Acceptance/ Rejection to the above Circular Resolution.**

I hereby convey my assent/ dissent to the above resolution as follows:

Particulars	Assent	Dissent	Signature	Date of Signing	Remark if Any
Item No. 1					

Assent/ Dissent may be given by mentioning 'YES' in the respective field. Signature is not required in case of response through e-mail.

Yours faithfully,

For M/s. DHARNI CAPITAL SERVICES LIMITED

DISHA JAIN
COMPANY SECRETARY
M.NO: A64700