

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 Extra Ordinary General Meeting (EGM) of the members of **Dhani Loans and Services Limited** will be held on Tuesday, January 02, 2024 at 5:30 P.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:

SPECIAL BUSINESS:

- 1. To consider and if thought fit to pass the following resolution as an Special Resolution, for appointment of Mr. Prem Prakash Mirdha (DIN: 01352748) as Independent Director of the Company:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 160 and any other applicable provisions of the Companies Act, 2013 (the “Act”) including Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, appointment of Mr. Prem Prakash Mirdha (DIN: 01352748), as Independent Director of the Company, from October 04, 2023 upto October 03, 2026, be and is hereby approved AND THAT he shall not be liable to retire by rotation.”

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

Place: Gurugram
Date: November 10, 2023

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

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under Item No. 1 of the accompanying Notice, is annexed hereto.
2. A member entitled to attend and vote at the EGM 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 EGM.
3. A Proxy shall not have a right to speak at the EGM and shall not be entitled to vote except on a poll.
4. Corporate Members intending to send their authorized representatives to attend the EGM 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 EGM.
5. All documents referred to in this Notice and other statutory registers are open for inspection by the Members on the date of the EGM 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 EGM.
6. Members desiring any information relating to the said special business items 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 EGM.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) sets out all material facts relating to the business mentioned at item no. 1 of the accompanying Notice dated November 10, 2023.

Resolution No. 1: Special Resolution for appointment of Mr. Prem Prakash Mirdha (DIN: 01352748) as Independent Director of the Company.

Mr. Prem Prakash Mirdha aged about 68 years is an Industrialist with over 23 years of rich and varied experience in the areas of administration, finance, regulatory and projects execution. He has been a committed professional with strong leadership qualities and expertise in management. He has a knack of diffusing crisis with practical solutions and strong communication skills and has left his indelible mark on each aspect of business and general administration. Prior to his own business, he was an enrolled member of the merchant navy and had a long stint of 11 years with the merchant navy, qualified as a “second mate” of foreign going ships as certified by the Directorate General of Shipping, Mumbai.

The Board of Directors of the Company has appointed Mr. Prem Prakash Mirdha as an Additional Independent Director of the Company w.e.f. October 04, 2023 for a term of three years up to October 03, 2026. In compliance with applicable provisions under the Companies Act, 2013 and SEBI Listing Regulations, shareholders’ approval by way of Special Resolution, in respect of his appointment w.e.f. October 04, 2023 up to October 03, 2026, is required in the manner as set out at Item No. 1 of this Notice.

The main terms and conditions of appointment of Mr. Mirdha, as Independent Director of the Company, are as under:-

Period	3 (Three) years from October 04, 2023 up to October 03, 2026
Nature	Director, not liable to retire by rotation
Designation	Independent Director
Sitting Fees	Rs. 1 lakh per Board Meeting
Remuneration	Apart from Sitting Fees – Nil

The Company has received a declaration from Mr. Mirdha confirming that he fulfils the criteria of independence as provided in Section 149(6) of the Act and in regulation 16(1)(b) of SEBI Listing Regulations. In the opinion of the Board, he fulfils the conditions specified in the Act and Rules made thereunder and SEBI Listing Regulations and he is independent of the Management of the Company.

Keeping in view of his vast experience, knowledge and skills, the Board constituted Nomination & Remuneration Committee had recommended seeking shareholders’ approval in respect of his appointment as an Independent Director of the Company which the Board has recommended in the best business interest of the Company.

Mr. Mirdha does not hold any shares in the Company is not related to any other director or Key Managerial Personnel of the Company. Mr. Mirdha is also on the Board of Dhani Services Limited, Yaari Digital Integrated Services Limited, Indiabulls Enterprises Limited, Indiabulls Rural Finance Private Limited, Airmid Aviation Services Limited, Indiabulls Life Insurance Company Limited and Indiabulls Asset Reconstruction Company Limited. He is chairman of Allotment Committee of Dhani Services Limited, Nomination & Remuneration committee and Stakeholders Relationship Committee of Indiabulls Enterprises Limited, Stakeholders Relationship Committee of Yaari Digital Integrated Services Limited,



Corporate Social Responsibility (CSR) Committee and Investment Committee of Indiabulls Asset Reconstruction Company Limited. He is member of Stakeholders Relationship Committee, Risk Management Committee and Capital Raising Committee of Dhani Services Limited, Audit committee of Indiabulls Enterprises Limited, Audit committee, Nomination & Remuneration Committee, Corporate Social Responsibility (CSR) Committee, Compensation Committee, Management Committee, Issuance Committee, Reorganization Committee and Risk Management Committee of Yaari Digital Integrated Services Limited, Allotment Committee of Indiabulls Asset Reconstruction Company Limited and Corporate Social Responsibility (CSR) Committee of Indiabulls Life Insurance Company Limited.

Except the proposed appointee, in resolution set out at Item No. 1 of this Notice, proposing his appointment, none of the Promoters, Directors and Key Managerial Personnel (KMP) of the Company or any relatives of such Promoters, Directors or KMP, are in any way concerned or interested, financially or otherwise, in the resolution.

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

Place: Gurugram
Date: November 10, 2023

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

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: _____

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Signature: or failing him / her

2. Name: _____ E-mail

ID: _____

Address: _____

—

Signature: or failing him / her

3. Name: _____ E-mail ID: _____

Address: _____

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Signature:

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the EGM of the Company, to be held on Tuesday, January 02, 2024 at 5:30 P.M. 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.	RESOLUTION
SPECIAL BUSINESS	
1	Special Resolution, for appointment of Mr. Prem Prakash Mirdha (DIN: 01352748) as Independent Director of the Company w.e.f October 04, 2023.

Signed this, 2023

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 Extra Ordinary General Meeting of the Company held on Tuesday, January 02, 2024 at 5:30 P.M. 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.