



Dhani Services Limited

CIN: L74110HR1995PLC121209

Registered Office: 5th Floor, Plot No. 108, IT Park, Udyog Vihar, Phase 1, Industrial Complex Dundhera, Gurgaon – 122016, Haryana

Email: secretarial@indiabulls.com, Tel: 0124-6685800, Website: www.dhani.com

NOTICE

NOTICE is hereby given that the **30TH ANNUAL GENERAL MEETING** of the members of **DHANI SERVICES LIMITED** will be held on **Tuesday, September 23rd, 2025 at 11:30 AM IST ("AGM")** through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**"), to seek the consent of the shareholders of the Company ("**Members**"), on the agenda herein below through remote electronic voting ("**E-voting**").

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company as at March 31, 2025, and Reports of the Board's and Auditors thereon.
2. To appoint a Director in place of Mr. Gurbans Singh (DIN: 06667127), Whole Time Director & Key Managerial Personnel, designated as Executive Chairman of the Company, who, as a director, retires by rotation and being eligible offers himself for re- appointment and to consider and, if thought fit, to pass the following resolution, as an Ordinary Resolution:

"RESOLVED THAT Mr. Gurbans Singh (DIN: 06667127), Whole Time Director & Key Managerial Personnel, designated as Executive Chairman of the Company, who retires by rotation at this 30th Annual General Meeting and, being eligible offers himself for re- appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

Item No. 3:

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

"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, re-appointment of Mr. Prem Prakash Mirdha (DIN: 01352748), as Non-Executive Independent Director of the Company, for second consecutive term, from August 11, 2025 up to August 10, 2027, be and is hereby approved AND THAT he shall not be liable to retire by rotation."

Item No. 4:

To consider and if thought fit to pass the following resolution as an Ordinary Resolution, for the appointment of M/s Sukesh & Co., Company Secretaries (Firm Registration No. S2014HR239100), as Secretarial Auditors of the Company and to fix their remuneration:

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 including Companies (Appointment and Remuneration of Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force, and on the basis of recommendation of the Audit Committee and the Board of Directors of the Company, M/s Sukesh & Co., Company Secretaries (Firm Registration No. S2014HR239100 and ICSI Peer Review Certificate No. 3473/2023) be and are hereby appointed as the Secretarial Auditors of the Company, for a period of 5 (Five) consecutive years, for financial year 2025-26 to financial year 2029-30, subject to their continuity of fulfillment of the applicable eligibility norms, for a fee of upto INR 3,00,000/- (Rupees Three Lacs only) plus applicable taxes and reimbursement of out of pocket expenses for each financial year, during their tenure."

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

Sd/-
Ram Mehar

Company Secretary
FCS: 6039

Place: Mumbai
Date: August 22, 2025

Notice (Contd.)

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) 2015, in respect of the businesses as set out in the AGM Notice is annexed hereto.
2. The Ministry of Corporate Affairs ("**MCA**") has vide its circular no. 09/2024 dated September 19, 2024 read together with circulars dated April 8, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (**collectively referred to as "MCA Circulars"**) and the Securities and Exchange Board of India ("**SEBI**") Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133, dated October 3, 2024, permitted convening the Annual General Meeting ("**AGM**" / "**Meeting**" / "**e-AGM**") through Video Conferencing ("**VC**") or Other Audio Visual Means ("**OAVM**"), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("**the Act**") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
3. The Company has made arrangements through KFin Technologies Limited ("**KFin**" / "**KFintech**"), to provide Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**") facility for conducting of the e-AGM. The Members can join the e-AGM 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
4. Pursuant to the provisions of Section 105 the Companies Act, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/ her behalf and the Proxy need not be a Member of the Company. However, since this AGM is being held pursuant to the applicable MCA and SEBI Circulars as mentioned hereinabove, through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this AGM Notice.
5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. Institutional/Corporate Members (i.e., other than individuals/HUF, NRI, etc.) intending to depute their authorized representatives to attend the Meeting through VC/ OAVM are requested to send to the Company a certified true copy of the Board Resolution/ Letter of Authorisation together with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote at the Meeting on their behalf.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
8. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and all documents referred to in the Notice, are available for inspection by the Members electronically from the date of circulation of this Notice up to the date of the 30th AGM.
9. As mandated by the SEBI, securities of the Company can be transferred / traded only in dematerialised form. Members holding shares in physical form are advised to avail the facility of dematerialisation. Members may please note that the SEBI Listing Regulations mandate transfer, transmission and transposition of securities of listed companies held in physical form only in demat mode. Further, SEBI vide its Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 (available at Company's website at <https://www.dhani.com/services/wp-content/uploads/2022/09/Form-ISR-4.pdf>) along with requisite supporting documents to Company's RTA as per the requirement of the aforesaid circular.
10. The Register of Members and Share Transfer Books of the Company shall remain closed from **Wednesday, September 17, 2025 to Tuesday, September 23, 2025 (both days inclusive)** for the purpose of 30th AGM of the Company.
11. The Company has appointed Mr. Raj Kumar (Membership No. 501863) of M/s. AMRK & Associates, Practicing Chartered Accountant, Gurugram, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

Notice (Contd.)

12. SEBI vide its Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025 has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jul-2025/1752726453064.pdf

13. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc.
- For shares held in electronic form to their Depository Participant for making necessary changes. NSDL has provided a facility for registration/updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login> and opt-in/opt-out of nomination through the link: <https://eservices.nsdl.com/instademat-kyc-nomination/#/login>.
 - For shares held in physical form by submitting to Company's RTA the forms given below along with requisite supporting documents available on Company's website at <https://www.dhani.com/services/kyc-updation/>:

| S. No | Particulars | Form |
|-------|---|--------|
| 1 | Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes / updation thereof. | ISR -1 |
| 2 | Confirmation of Signature of shareholder by the Banker | ISR-2 |
| 3 | Registration of Nomination | SH-13 |
| 4 | Cancellation or Variation of Nomination | SH-14 |
| 5 | Declaration to opt out of Nomination | ISR-3 |

The aforesaid forms can also be downloaded from the website of Company's RTA at https://www.skylinerta.com/downloads_page.php. All aforesaid documents/requests should be submitted to Company's RTA, at the address mentioned hereinafter.

14. Members of the Company are requested to note that as per the provisions of Section 124 of the Companies Act, 2013, dividends not en-cashed/ claimed by the Members of the Company, within a period of 7 (seven) years from the date of declaration of dividend, shall be transferred to the Investor Education and Protection Fund (IEPF) by the Company. Accordingly, during the FY 2024-25, unclaimed dividend of Rs. 13.25 lacs pertaining to FY 2016-17, has been transferred to IEPF and 46,896 fully paid-up equity shares pertaining to FY 2016-17, in respect of which dividend has not been received or claimed for seven consecutive years, have been transferred to Demat Account of IEPF Authority. Thereafter, the unclaimed dividend of Rs. 12.62 lacs pertaining to FY 2018-19, has also been transferred to IEPF and 1,22,175 fully paid-up equity shares pertaining to FY 2018-19, in respect of which dividend has not been received or claimed for seven consecutive years, have been transferred to Demat Account of IEPF Authority. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on <https://www.mca.gov.in/>.
15. The details of Dividends declared and paid by the Company and the corresponding tentative due dates for transfer of such un-cashed/ un-claimed dividend to IEPF are provided on the website of the Company at <https://www.dhani.com/>.

Members who have not encashed/claimed the dividend warrant(s) so far in respect of the those Financial Years are, therefore, requested to make their claims to the RTA of the Company well in advance of the above tentative dates.

Further, pursuant to the provisions of Section 124 of the Companies Act, 2013 and Investor Education and Protection Fund Authority Rules, 2016 (IEPF Rules), all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to an IEPF suspense account (in the name of the Company) within 30 (thirty) days of such shares becoming due for transfer to the Fund.

It is in the Members interest to claim any un-cashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members account on time.

The details of the unclaimed dividends are available on the Company's website at <https://www.dhani.com/> and Ministry of Corporate Affairs at www.mca.gov.in.

Notice (Contd.)

16. In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent through electronic mode to those Members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Further, in compliance with applicable regulations, a letter providing the web-link, including the exact path, where the said Annual Report is available, is being sent to those shareholders who have not registered their email addresses with the Company/RTA or Depository Participant(s).

Members may note that the Notice and Annual Report for the financial year 2024-25 will also be available on the Company's website at <https://www.dhani.com/> and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com/> and www.nseindia.com, respectively and on the website of Registrar and Share Transfer Agent at www.skylinerta.com and KFintech at <https://evoting.kfintech.com>, for those members whose email ids are not registered with the Company/Skyline.

Rule 18 of the Companies (Management and Administration) Rules, 2014 requires a company to provide advance opportunity at least once in a Financial Year to the Members to register his/her e-mail Ids and any changes therein. In accordance with the said requirements, Members are requested to follow the process set out in Note No. 13 in this Notice.

17. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
18. Non-Resident Indian members are requested to inform the Company/ Company's RTA (if shareholding is in physical mode) / respective DPs (if shareholding is in demat mode), immediately of change in their residential status on return to India for permanent settlement.
19. Members desiring any information with regard to financial statements are requested to write to the Company at an early date so as to enable the management to keep the information ready.

20. PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI master circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, pursuant to SEBI master circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. **The remote e-Voting period commences Wednesday, September 17, 2025 at 10.00 A.M. and ends on Monday, September 22, 2025 at 5.00 P.M.**
- v. **The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, September 16, 2025.**
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under **"Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."**

Notice (Contd.)

viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Access to join virtual meetings (e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | <p>1. User already registered for IDeAS facility:</p> <p>I. Visit URL: https://eservices.nsdl.com</p> <p>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link : https://eservices.nsdl.com</p> <p>II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in points 1.</p> <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <p>I. Open URL: https://www.evoting.nsdl.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e. your 16 digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech.</p> <p>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p> |

Notice (Contd.)

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with CDSL | 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com Click on New System Myeasi Login with your registered user id and password. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. Kfintech e-Voting portal. Click on e-Voting service provider name to cast your vote. |
| | 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Proceed with completing the required fields. Follow the steps given in point 1. |
| | 3. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> Visit URL: https://evoting.cdslindia.com/EVoting/EVotingLogin Provide your demat Account Number and PAN No. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP, i.e. Kfintech where the e- Voting is in progress. |
| Individual Shareholder login through their demat accounts / Website of Depository Participant | <ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of Kfintech for casting your vote during the remote e-Voting period without any further authentication. |

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|---------------------------|--|
| Securities held with NSDL | Please contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 1800 102 0990 |
| Securities held with CDSL | Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800 22 55 33 |

Details on Step 2 are mentioned below:

Notice (Contd.)

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- A. Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:**
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Dhani Services Limited AGM' and click on "Submit".
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id raj@macroconsulting.in with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."
- B. Members whose email IDs are not registered with the Company/Depository Participants(s), will have to follow the following process:**

Procedure for Registration of email and Mobile: securities in physical mode:

Physical shareholders are hereby notified that based on SEBI Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/ CIR/2025/91 dated June 23, 2025, all holders of physical securities in listed companies shall register the postal address

Notice (Contd.)

with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite Form ISR-1 along with the supporting documents. Form ISR-1 can be obtained by following the link: https://www.skylinerta.com/pdf_file/66_642181213_Form_ISR-1.pdf ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

| | |
|----------------|---|
| Name | Skyline Financial Services Private Limited |
| Address | D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 |

- c) Through electronic mode with e-sign by following the link: <https://www.skylinerta.com/submit-document-to-rta.php>

Detailed FAQ can be found on the link:

https://www.skylinerta.com/pdf_file/66_1084699807_FAQonServiceRequest.pdf

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC/ OAVM shall open atleast 30 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at Secretarial@indiabulls.com. Questions /queries received by the Company till Friday, September 19, 2025 shall only be considered and responded during the AGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

Notice (Contd.)

- viii. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from Friday, September 19, 2025 to Sunday, September 21, 2025. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened Friday, September 19, 2025 to Sunday, September 21, 2025.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website) or contact Ms. C Shobha Anand, at evoting@kfintech.com or call Kfintech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. **The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday, September 16, 2025, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.**
- V. This AGM Notice and Annual Report of FY 2024-25 are being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on **Friday, August 22, 2025**. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - i) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - ii) Members who may require any technical assistance or support before or during the AGM are requested to contact Kfintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- VI. The Scrutinizer shall, immediately after the conclusion of AGM, count the votes cast at the AGM and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses, who are not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, within the prescribed time limit after the conclusion of the AGM to the Chairman or a person authorised by him. The Chairman or any other person authorised by him shall declare the result of the voting accordingly.
- VII. The resolution(s) will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolution(s). The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company at <https://www.dhani.com/> and Service Provider's website at <https://evoting.kfintech.com> and the communication will be sent to the BSE Limited and National Stock Exchange of India Limited, within the prescribed time limit.
- VIII. SEBI vide Master Circular no. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023, as amended, has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.

Notice (Contd.)

EXPLANATORY STATEMENT IN RESPECT OF THE ORDINARY/ SPECIAL BUSINESSES 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/special business mentioned in this Notice.

Resolution No. 2: Appointment of Mr. Gurbans Singh (DIN: 06667127), Whole Time Director & Key Managerial Personnel, designated as Executive Chairman of the Company, as a director retiring by rotation:

Mr. Gurbans Singh is a retired Indian Revenue Services ("IRS") (Customs and Central Excise) officer where over 24 years, he worked at different senior level positions with the Government of India in the areas of Customs, Central Excise and Service Tax and finally as a Commissioner of Customs, Delhi. He has extensive expertise on the process and operations, required for running a company in a very professional manner. Mr. Singh is a gold medalist post graduate in Economics from Panjab University, Chandigarh. He was a recipient of the British Chevening scholarship awarded by the Foreign and Commonwealth Office in the year 1993-1994 and during which he completed his master of science in fiscal studies from the University of Bath, United Kingdom. He was holding the office of Joint Managing Director of Indiabulls Real Estate Limited during the period from September 2014 to August 2022. He brings deep operational knowledge and has rich and varied experience in various fields by virtue of his past experience with the Govt. of India, as a member of Indian Revenue Services (Customs & Central Excise). With more than three decades of experience in regulatory, planning, management and administration, he brings on the Board his unique vision, management and administration capabilities.

Mr. Gurbans Singh is Whole-time Director & Key Managerial Personnel designated as Executive Chairman of the Company w.e.f. June 18, 2023. In compliance with applicable provisions under the Companies Act, 2013 and SEBI Listing Regulations, the shareholders of the Company, on September 14, 2023, through postal ballot, had approved his appointment as Whole-time Director & Key Managerial Personnel designated as Executive Chairman of the Company, on the terms & conditions mentioned in the said postal ballot notice.

Mr. Singh is holding 2,70,000 fully paid-up equity shares in the Company and is not related to any other director or key managerial personnel of the Company. He is also on the Board of VRS Buildwell Private Limited, T.R. Realtors Private Limited, Lovely Educational Institute Private Limited and Perpetual Management Private Limited. He is a member of Reorganisation Committee of the Company.

In compliance with the applicable provisions of the Companies Act, Mr. Singh, as a Whole-time Director & Key Managerial Personnel designated as Executive Chairman of the Company, retires by rotation as a director, and being eligible, he has offered himself to be reappointed as such in the ensuing AGM. Keeping in view his experience in regulatory matters, planning, management and administration capabilities, the Board is of the view that it will be in the best business interest of the Company that Mr. Gurbans Singh, Whole-time Director & Key Managerial Personnel designated as Executive Chairman, who retires by rotation, as a director, be re-appointed as a director as set out at Item No. 2 of this Notice.

Accordingly, the Board recommends the resolution as set out at Item No. 2 of this Notice, as an Ordinary resolution, for the approval by the shareholders.

Except the proposed appointee, in resolution set out at Item No. 2 of this Notice, proposing his appointment, none of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution.

Resolution No. 3: Re-appointment of Mr. Prem Prakash Mirdha (DIN: 01352748), as an Independent Director:

Mr. Prem Prakash Mirdha is an Industrialist with over 25 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.

In terms of members authorisation dated September 14, 2023, the existing first term of Mr. Prem Prakash Mirdha (DIN: 01352748) as Non-Executive Independent Director of the Company is upto August 10, 2025. As a member of the Board of Directors, Mr. Prem Prakash Mirdha has provided valuable guidance to the Company. Taking into consideration performance and contributions of Mr. Prem Prakash Mirdha, in the Board/Committee meetings including Stakeholders Relationship Committee, during his current tenure and on the recommendation of the Nomination & Remuneration Committee, the Board at its meeting held on July 25, 2025 has re-

Notice (Contd.)

appointed Mr. Prem Prakash Mirdha (DIN: 01352748) as Non-Executive Independent Director of the Company for second consecutive term of 2 years effective from August 11, 2025 up to August 10, 2027. 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 re-appointment w.e.f. August 11, 2025 up to August 10, 2027, is required in the manner as set out at Item No. 3 of this Notice.

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

| | |
|--------------|--|
| Period | 2 (two) years from August 11, 2025 up to August 10, 2027 |
| 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. Prem Prakash 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 holds 20,000 fully paid-up equity shares in the Company and is not related to any other director or Key Managerial Personnel of the Company. Mr. Mirdha is also on the Board of Yaari Digital Integrated Services Limited, Indiabulls Enterprises Limited, Indiabulls Rural Finance Private Limited, Indiabulls Condominiums Limited (formerly Airmid Aviation Services Limited), Indiabulls General Insurance Limited, Indiabulls Asset Reconstruction Company Limited, Dhani Loans and Services Limited and Indiabulls Securities Limited (formerly Dhani Stocks Limited). He is chairman of Allotment Committee and Securities Issuance Committee of the Company, Nomination & Remuneration committee and Stakeholders Relationship Committee of Indiabulls Enterprises Limited, Audit Committee and Nomination & Remuneration committee of Dhani Loans and Services Limited, Corporate Social Responsibility (CSR) Committee and Investment Committee of Indiabulls Asset Reconstruction Company Limited. He is member of Stakeholders Relationship Committee and Risk Management Committee of the Company, Audit committee of Indiabulls Enterprises Limited, Allotment Committee of Indiabulls Asset Reconstruction Company Limited and Corporate Social Responsibility (CSR) Committee of Indiabulls General Insurance Limited.

Accordingly, the Board recommends the resolution as set out at Item No. 3 of this Notice, as a Special resolution, for approval by the shareholders.

Except the proposed appointee, in resolution set out at Item No. 3 of this Notice, proposing his re-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.

Resolution No. 4: Appointment of M/s Suresh & Co., Company Secretaries (Firm Registration No. S2014HR239100 and Peer Review Certificate No. 3473/2023), as Secretarial Auditors of the Company and to fix their remuneration:

Pursuant to and in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with SEBI Notification No. SEBI/LAD-NRO/GN/2024/218 dated December 12, 2024 (**SEBI Listing Regulations**) and any other applicable regulatory provisions, the Audit Committee and the Board of Directors of the Company have recommended the appointment of M/s Suresh & Co., Company Secretaries (Firm Registration No. S2014HR239100 and Peer Review Certificate No. 3473/2023) as the Secretarial Auditors of the Company, for a period of 5 (Five) consecutive years, for financial year 2025-26 to FY 2029-30, subject to their continuity of fulfillment of the applicable eligibility norms, during their tenure.

M/s. Suresh & Co., Practicing Company Secretaries having Firm Registration No.: S2014HR239100 and ICSI Peer Review Certificate No. 3473/2023, is a group of young, vibrant & dynamic Company Secretaries, driven by a passion for excellence and professionalism, with rich industry experience in Corporate Laws, Foreign Exchange Laws and FEMA matters, EXIM Policies, SEBI Listing Regulations, Non-Banking Finance (NBFC) matters, Compliance Audit and Secretarial Audit. Over the years, M/s. Suresh & Co., is well-connected

Notice (Contd.)

with reputed firms of Chartered Accountants and Legal professionals, enabling it to provide multi-disciplinary, end-to-end solutions under one roof. M/s. Sukesh & Co., is committed to meeting the evolving expectations of the corporate sector, while upholding the standards of corporate governance and professional integrity.

M/s. Sukesh & Co., Company Secretaries have consented to the said appointment and have confirmed that their appointment, if made, shall be in accordance with the conditions as prescribed in SEBI Listing Regulations and also confirmed on meeting the criteria for independence, eligibility and qualification as prescribed in terms of provisions of SEBI Listing Regulations and has a valid Peer Review Certificate.

The fees proposed to be paid to M/s. Sukesh & Co., Company Secretaries, towards Secretarial Audit and Annual Compliance Report for each of the financial year, during the aforesaid tenure, is proposed upto INR 3,00,000/- (Rupees Three Lacs only). The said fees shall exclude applicable taxes, reimbursements of out of pocket expenses and other fee for other assignments as he would be eligible in terms of SEBI Listing Regulations.

The Board accordingly recommended the appointment of M/s. Sukesh & Co., as the Secretarial Auditors of the Company including the payment of fees to them as set out at Resolution No. 4 of this Notice, as an Ordinary resolution, for approval of the shareholders.

None of the Promoters, 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.

By Order of the Board of Directors
For Dhani Services Limited

Sd/-

Ram Mehar
Company Secretary
FCS: 6039

Place: Mumbai
Date: August 22, 2025