

NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of the Members of Dhanki Securities Private Limited will be held on Tuesday, 12th August, 2025 at the Registered Office of the Company at Office No. 302, Hubtown Solaris, 3rd Floor, N.S. Phadke Road, Near East West Fly Over, Andheri (E), Mumbai – 400069 at 12.30p.m. to transact the following business.:

ORDINARY BUSINESS:

1. To consider and approve audited Financial Statements for the year ended 31st March, 2025 and the report of the Auditors and Directors, thereon;
2. To confirm payment of Interim Dividend of 100% on the Equity Share Capital of the Company paid during FY 2024-25.
3. **APPOINTMENT OF AUDITORS AND FIX THEIR REMUNERATION:**

To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 and the Rules made thereunder, B D G & Co. LLP, Chartered Accountants having Firm Registration Number 119739W/W100900 being eligible, be and is hereby appointed as Statutory Auditor of the Company for a period of five years i.e. upto 31st March, 2030 and to hold office from the conclusion of this Annual General Meeting until the conclusion of corresponding sixth Annual General Meeting **AND THAT** Board of Directors of the Company be and is hereby authorised to fix the remuneration in terms of the provisions of Section 142 of the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to authenticate and digitally sign and file eForm ADT 1 with the Registrar of Companies and also to do such other acts, deeds and things as may be necessary for giving full effect to this resolution.”

SPECIAL BUSINESS:

1. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION (AOA):

To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory amendment(s), or modification(s), or re-enactment thereof, for the time being in force), the approval of the members of Dhanki Securities Private Limited (“Company”) be and is hereby accorded for adoption of new set of Articles of Association, copy of which as placed before the

Branch Offices:

114, Dalamal Tower, 211, Free Press Journal Road, Nariman Point, Mumbai - 400 021. Tel.: +91-22-45008611, 44551260, 22842367
R-401, 4th Floor, Rotunda, Mumbai Samachar Marg, Mumbai - 400001.
CIN - U67120MH1997PTC111852 | GST - 27AAACD3930D1Z4



meeting and duly initialled by the Chairman of the meeting for the purpose of identification, in substitution to existing set of Articles of Association.

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby authorized to file the necessary eForms with the Registrar of Companies and to agree to such variations or modifications of the said alteration of the Articles of Association as may be suggested by the Registrar of Companies, while granting its approval and to do all such acts matters and things necessary to give effect to the said resolution.”

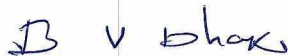
2. REVISION IN THE PAYMENT OF REMUNERATION TO MR. JATIN G. SHAH, COMPLIANCE OFFICER OF THE COMPANY:

To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 188(f) and all other applicable provisions of the Companies Act, 2013, read with the rules made thereunder, and Rule 15(3) of the Companies (Meetings of the Board and its Powers) Rules, 2014, the Company do hereby approve increase in the payment of monthly remuneration to Mr. Jatin Shah, Compliance Officer, who is a relative of Mr. Bharat V. Dhanki and Mr. Amar V. Dhanki, Whole time Directors of the Company, to salary scale between Rs.2,50,000/- to Rs.3,50,000/- per month inclusive of all other perquisites and performance benefits which is not more than Rs.60.00 lakhs per annum as per his appointment letter, with effect from 1st April, 2025.”

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to complete all the necessary formalities with all the regulatory authorities as may be required for the increase in remuneration including filing necessary forms with the Registrar of Companies.”

For and on Behalf of the Board of Directors of
Dhanki Securities Private Limited



Bharat Dhanki

Whole-time Director

DIN: 00404761

Address: 401, 4, Ghumman Villa, 53,
12th Road, JVPD Scheme, Vile Parle (West),
Mumbai – 400049

Place: Mumbai

Date: 3rd July, 2025

Branch Offices:

114, Dalamal Tower, 211, Free Press Journal Road, Nariman Point, Mumbai - 400 021. Tel.: +91-22-45008611, 44551260, 22842367
R-401, 4th Floor, Rotunda, Mumbai Samachar Marg, Mumbai - 400001.
CIN - U67120MH1997PTC111852 | GST - 27AAACD3930D1Z4

NOTES:

- (a) A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself only on a poll and the proxy (ies) need not be a member. A proxy form is attached herewith.
- (b) An explanatory statement required under section 102 of the Companies Act, 2013 is annexed hereto.
- (c) Route Map is enclosed herewith.
- (d) Attendance Slip is enclosed herewith.

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013
AND THE RULES MADE THEREUNDER:**

Item No.1

ALTERATION OF ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY:

An article related to Dematerialization of securities is required to be inserted in the current Articles of Association of the Company and hence it is proposed to adopt a new set of Articles of Association in substitution to existing Articles of Association of the Company in order to align format of AOA in accordance with e-AOA prescribed under the Companies Act, 2013 and to include clause related to Dematerialization of securities.

The Board of Directors of the Company, at their meeting held on 3rd July, 2025 have approved the proposal for adoption of new set of Articles of Association which is subject to the approval of the members as detailed in the resolution.

The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for alteration of Articles of Association of the Company. Hence, the Board recommends the resolution specified in point 1 of the Notice for your approval as a Special Resolution.

Following are the additional disclosures under section 102 of the Companies Act, 2013:

Particular	Remarks
i) To specify the nature of the concerned or interested financial or otherwise, of every director and the manager and of every other key managerial personnel (KMP) and relatives of the said persons.	NIL
ii) To specify any other information and facts that may enable the members to understand the meaning scope and implications of the items of business and to take a decision thereon.	As above
iii) Where any item of Special Business to be transacted at the meeting relates to or affects any other Company, the extent of shareholding interest in that other Company of every promoter director, manager and of every other key managerial personnel of the first mentioned company also to be set out in explanatory statement if such shareholding is not less than two percent of the paid-up share capital of that company.	Nil
iv) Where any document is referred to any Business to be transacted at the meeting, specification of time and place for inspection of such document.	Necessary documents are available for inspection of members at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on any working day, excluding Saturday and including the date of the Extraordinary General Meeting.

Item No. 2**INCREASE IN REMUNERATION OF MR. JATIN SHAH, COMPLIANCE OFFICER:**

The Company proposes to increase the monthly remuneration of Mr. Jatin Shah, Compliance Officer of the Company w.e.f. 1st April, 2025 as per the appointment letter circulated along with the notice.

The Board of Directors at its meeting held on 3rd July, 2025, approved the increase in remuneration of Mr. Jatin Shah, Compliance Officer.

The provisions of section 188(f) of the Companies Act, 2013 and Rule 15(3) of the Companies (Meetings of the Board and its Powers) Rules, 2014 requires special resolution to be passed for appointment of Mr. Jatin Shah, relative of the Whole Time Directors of the Company at a proposed monthly remuneration exceeding Rs.2,50,000/-. Therefore, the Board of Directors recommends the Resolution for approval of the members as set out in item No. 2 of the Notice as a Special Resolution

Following are the additional disclosures under section 102 of the Companies Act, 2013:

Particular	Remarks
i) To specify the nature of the concerned or interested financial or otherwise, of every director and the manager and of every other key managerial personnel (KMP) and relatives of the said persons.	Mr. Bharat Dhanki and Mr. Amar Dhanki, Whole Time Directors of the Company are interested, being related to Mr. Jatin Shah.
ii) To specify any other information and facts that may enable the members to understand the meaning scope and implications of the items of business and to take a decision thereon.	As above
iii) Where any item of Special Business to be transacted at the meeting relates to or affects any other Company, the extent of shareholding interest in that other Company of every promoter director, manager and of every other key managerial personnel of the first mentioned company also to be set out in explanatory statement if such shareholding is not less than two percent of the paid-up share capital of that company.	Nil
iv) Where any document is referred to any Business to be transacted at the meeting, specification of time and place for inspection of such document.	Necessary documents are available for inspection of members at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on any working day, excluding Saturday and including the date of the Extraordinary General Meeting.

Additional disclosures as per Explanation 3 of Rule 15 (3) of The Companies (Meetings of Board and its Powers) Rules, 2014

- (a) Name of the related party: Mr. Jatin Shah
- (b) Name of the director or key managerial personnel who is related, if any: Mr. Bharat Dhanki and Mr. Amar Dhanki
- (c) Nature of relationship: Brother-in-law
- (d) Nature, material terms, monetary value and particulars of the contract or arrangements: Employment
- (e) Any other information relevant or important for the members to take a decision on the proposed resolution: NA

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 : U67120MH1997PTC111852
Name of the Company : Dhanki Securities Private Limited
Registered office : Office No. 302, Hubtown Solaris, 3rd Floor, N.S. Phadke Rd., Nr East West Fly Over, Andheri (E), Mumbai – 400069 IN

Name of the member (s)	:
Registered address	:
E-mail Id	:
Folio No/ Client Id	:
DP ID	:

I/We, being the member (s) of equity shares of Rs./- each of Dhanki Securities Private Limited, 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 Annual General Meeting (AGM) of the Company, to be held on Tuesday, 12th August, 2025 at the Registered Office of the Company at Office No. 302, Hubtown Solaris, 3rd Floor, N.S. Phadke Rd., Nr East West Fly Over, Andheri (E), Mumbai – 400069 at 12.30p.m. and at any adjournment thereof in respect of such resolution, as are indicated below:

SR No.	Resolutions
ORDINARY BUSINESS	
1.	To consider and approve Financial Statements for the year ended 31st March, 2025 and the report of the Auditors and Directors, thereon
2.	To appoint Auditors and to fix their remuneration.
SPECIAL BUSINESS	
3.	Alteration of Articles of Association of the Company.
4.	To consider and approve increase in payment of monthly remuneration of Mr. Jatin Shah, Compliance Officer of the Company effective from 1 st April, 2025.

Signed this day of..... 2025

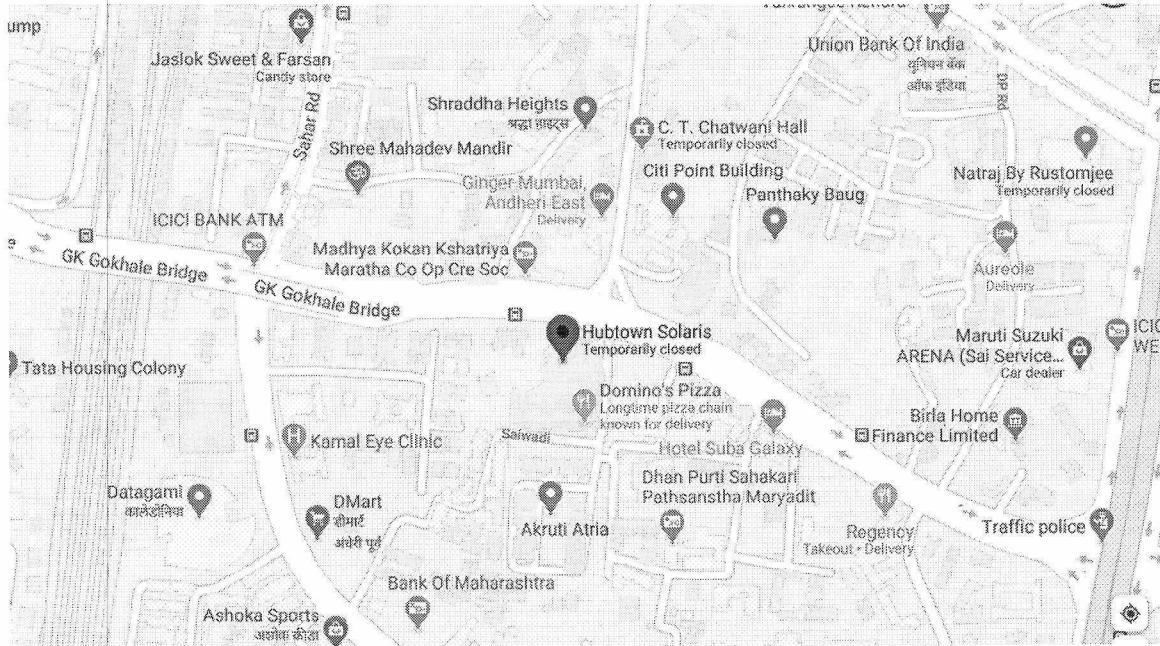
Signature of shareholder

Signature of Proxy holder(s)

Affix a
Revenue
Stamp

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.

ROUTE MAP



ATTENDANCE SLIP FOR ANNUAL GENERAL MEETING
OF
DHANKI SECURITIES PRIVATE LIMITED

Date : 12th August, 2025

Time: 12.30 p.m.

Venue: Office No. 302, Hubtown Solaris, 3rd Floor, N.S. Phadke Road, Near East West Fly Over, Andheri (E), Mumbai – 400069

Name and Registered address
of Sole / First named member :

Name(s) of Joint Holders, if any :

Ledger Folio / DP ID & Client ID No. :

Number of Shares held :

Please tick in the box ☐ Member ☐ Proxy :

Member's Signature

Name of the Proxy in Block Letter

Proxy's Signature