



Since 1991

**Dhanalakshmi**™

Hire Purchase & Leasing Ltd.

**NBFC (A Non Banking Financial Company)**

**YOUR TRUSTED FINANCIAL PARTNER**

### Notice of 33<sup>rd</sup> Annual General Meeting

CIN : U65921KL1991PLC006180

NOTICE is hereby given that the 33<sup>rd</sup> **ANNUAL GENERAL MEETING** of the Members of M/s. Dhanalakshmi Hirepurchase And Leasing Limited will be held on Saturday, September 28, 2024 at 03.00 P.M. at the registered office of the company at Ground Floor, Room No. 18-259/B, Dhanalakshmi Bhavan, NH 544, Kunjanampara P O, Marathakkara, Konikara, Thrissur, Kerala, India, 680306 to transact the following business:

#### **Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statement of the company for the Financial Year ended March 31, 2024 and Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri. Kodappully Bahuleyan Suraj (DIN:08996274), who retires by rotation and being eligible, offers himself for reappointment.
3. To consider the appointment of Statutory Auditors of the company

#### **SPECIAL BUSINESS:**

#### **4. Regularization of Additional Director, Mr. Suhas Soman (DIN: 06853153) as Director of the company.**

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

“RESOLVED THAT Mr. **Suhas Soman** (DIN: 06853153), who was appointed as an Additional Director who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies act 2013 by the Board of Directors with effect from July 19, 2024 anon 161(1) of the Companies Act, 2013 (the “Act”) and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

#### **5. Regularisation of Additional Director, Mr. Pahala Vazhackal (DIN: 08479826) by appointing him as Independent Director of the Company.**

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

“RESOLVED THAT, pursuant to provision of Section 149,150,152 read with Schedule IV to the Companies Act,2013 , and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. **Pahala Vazhackal** (DIN: 08479826) who was appointed as an Additional Director of the Company w.e.f 12th September 2024 in terms of Section 161(1) of the Companies Act,2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment , be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for the maximum period upto 28th September 2029.”

#### **6. Regularisation of Additional Director, Mr. Sabu Joseph Mechery (DIN:10773510) by appointing him as Independent Director of the Company.**

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

“RESOLVED THAT, pursuant to provision of Section 149,150,152 read with Schedule IV to the Companies Act,2013 , and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. **Sabu Joseph Mechery** (DIN: 10773510) who was appointed as an Additional Director of the Company w.e.f 12th September 2024 in terms of Section 161(1) of the Companies Act,2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his

Registered Office : Dhanalakshmi Hire Purchase & Leasing Ltd

Dhanalakshmi Bhavan, Ground Floor, Room No. 18-259/B, NH 544, Kunjanampara P O, Marathakkara, Thrissur, Kerala - 680306

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candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for the maximum period upto 28th September 2029.”

#### **7. Issuance of Fully Secured Redeemable Non-Convertible Debentures on private placement basis.**

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 42, 71, 179, 180 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, Companies (Prospectus and Allotment of Securities) Rules, 2014, Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (“RBI Master Directions”), the relevant provisions of the Memorandum of Association and the Articles of Association of the Company, any other law, rules, guidelines, regulations for the time being in force and any other circulars, notifications and /or clarifications issued by any relevant authority (including any statutory modifications or re-enactments thereof for the time being in force, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution) to create/offer/issue/allot such number of Secured redeemable non-convertible debentures (“NCDs”) through private placement, Public issue, Listed or unlisted and whether rated or otherwise having such face value as may be decided by the board subject to an aggregate limit of Rs.100 cr (Rupees Hundred crore only) during the period commencing from the date of this meeting until the conclusion of the next annual general meeting to such persons eligible to subscribe the issue on such terms and conditions including the rate of interest, tenure and security cover thereof etc.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the board be and is hereby authorized to prepare and authenticate offer letters, issue and allot

debentures, create charge, execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary in relation thereto.

RESOLVED FURTHER THAT the board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s) and or officers of the company, to give effect to the resolution.

#### **8. Ratification of Related Party Transactions entered during the F.Y. 2023-24.**

To consider, and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution for ratification of related party transactions:

“RESOLVED THAT pursuant to the provisions of the Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board & its Powers) Rules, 2014, as applicable and any amendments thereto, and also pursuant to the omnibus approval of the Audit Committee in their Meeting, the Material Related Party Transactions as entered into by the Company if any with Related Parties in ordinary course of business and are at arm’s length basis during the Financial Year 2023-24 as per audited financial statements of FY: 2023-24 be and are hereby ratified and approved.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to this Resolution and to do all such acts, deeds, things as may be necessary in its absolute discretion, to finalize any documents and writings related thereto and to sign and file necessary documents, e-form with Registrar of Companies/MCA Portal.

**By the Order of the Board**

**KADANGOTTU VIBINDAS**

**Managing Director**

**(08799286)**

**SD/-**

Date:06-09-2024

Place: Thrissur

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.
3. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
4. Corporate Members intending to send their authorized representative(s) to attend the Annual General Meeting are requested to forward a certified copy of Board Resolution authorizing their representative to attend and vote at the Annual General Meeting either to the Company in advance or submit the same at the venue of the General Meeting.
5. The relevant Statement made pursuant to Section 102 (1) of the Companies Act, 2013 in respect of Special Business to be transacted at the Annual General Meeting, set out in the Notice, is enclosed hereto and forms part of the Notice.

All relevant documents referred to in the notice and accompanying statement shall be available for inspection at the registered office of the company between 11.00 A.M to 02.00 P.M on all working days(excluding Saturday) up to the date of meeting and will also be available for inspection at the meeting.

6. The notice of the AGM is being sent by electronic mode to all the members, whose email addresses are available with the company and by means of postal communication.
7. Route MAP: Annexed

**STATEMENT IN PURSUANCE OF SECTION 102(1) OF THE COMPANIES ACT, 2013**

**Statement with respect to items under Special Business covered in the Notice of Meeting are given below:**

**4. Regularization of Additional Director, Mr. Suhas Soman (DIN: 06853153) as Director of the company.**

Mr. **Suhas Soman** was appointed as Additional Director with effect from 19th July, 2024, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company. The Board is of the view that the appointment of Mr. **Suhas Soman** on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No 4 for approval by the members of the Company. None of the Directors / Key Managerial Personnel of the Company / their relatives, in any way concerned or interested, in the said resolution. The board recommends the said resolution to be passed as an ordinary resolution.

**5. Regularisation of Additional Director, Mr. Pahala Vazhackal (DIN: 08479826) by appointing him as Independent Director of the Company.**

Mr. **Pahala Vazhackal** was appointed as an Additional Independent Director with effect from September 12th, 2024, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company. The Board is of the view that the appointment of Mr. **Pahala Vazhackal** on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No 5 for approval by the members of the Company. None of the Directors / Key Managerial Personnel of the Company / their relatives in any way concerned or interested, in the said resolution. The board recommends the said resolution to be passed as an ordinary resolution.

**6. Regularisation of Additional Director, Mr. Sabu Joseph Mechery (DIN: 10773510) by appointing him as Independent Director of the Company.**

Mr. **Sabu Joseph Mechery** was appointed as an Additional Independent Director with effect from September 12th, 2024, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association.



Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company. The Board is of the view that the appointment of Mr. **Sabu Joseph Mechery** on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No 6 for approval by the members of the Company. None of the Directors / Key

Managerial Personnel of the Company / their relatives in any way concerned or interested, in the said resolution. The board recommends the said resolution to be passed as an ordinary resolution.

**7. Issuance of Fully Secured Redeemable Non-Convertible Debentures on private placement basis.**

As per the provisions of section 42 read with rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 a company offering or making an invitation to subscribe to non-convertible debentures (NCD) on a private placement basis, is required to obtain the prior approval of the share holders by way of a special resolution which can be obtained once a year for all the offers and invitations for such NCDs during the year. The NCD's are proposed to be issued with face value of Rs.1000/ each and shall be as per the applicable guidelines issued by the reserve bank of India in this regard. The Board recommend the resolution set out at Item No.7 for the approval of the members of the company. None of the Directors / Key Managerial Personnel of the Company / their relatives in any way concerned or interested, in the said resolution. The board recommends the said resolution to be passed as an ordinary resolution.

The approval of the members is being sought by way of a special resolution under section 42 and other applicable provisions, if any of the act read with the rules made thereunder to enable the company to offer or invite the subscriptions for the debentures issued on private placement basis.

**8. Ratification of Related Party Transactions entered during the F.Y. 2023-24.**

As per the provisions of Section 188 (1) of the Companies Act, 2013 "Related Party Transactions" requires obtaining prior consent of the Board where transactions proposed to be entered into falls in the list of items referred therein and are within threshold limits prescribed under Rule 15 of Companies (Meeting of Board and its Power) Rules, 2015. Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014 requires taking prior approval of the Company by Resolution

where transactions proposed to be entered to falls, in the list of items referred therein and are in excess of threshold limits. Proviso to Section 188 further provides that nothing contained in sub-section (1) of Section 188 applies where transactions are entered into by the company in the ordinary course of business other than transactions which are not on an arm's length basis. All transactions entered into by the Company with Related Parties as mentioned above are in the ordinary course of business and are at arm's length basis. The Board recommends the Ordinary Resolution as set out at item no. 8 for approval by the Members

**By the Order of the Board**

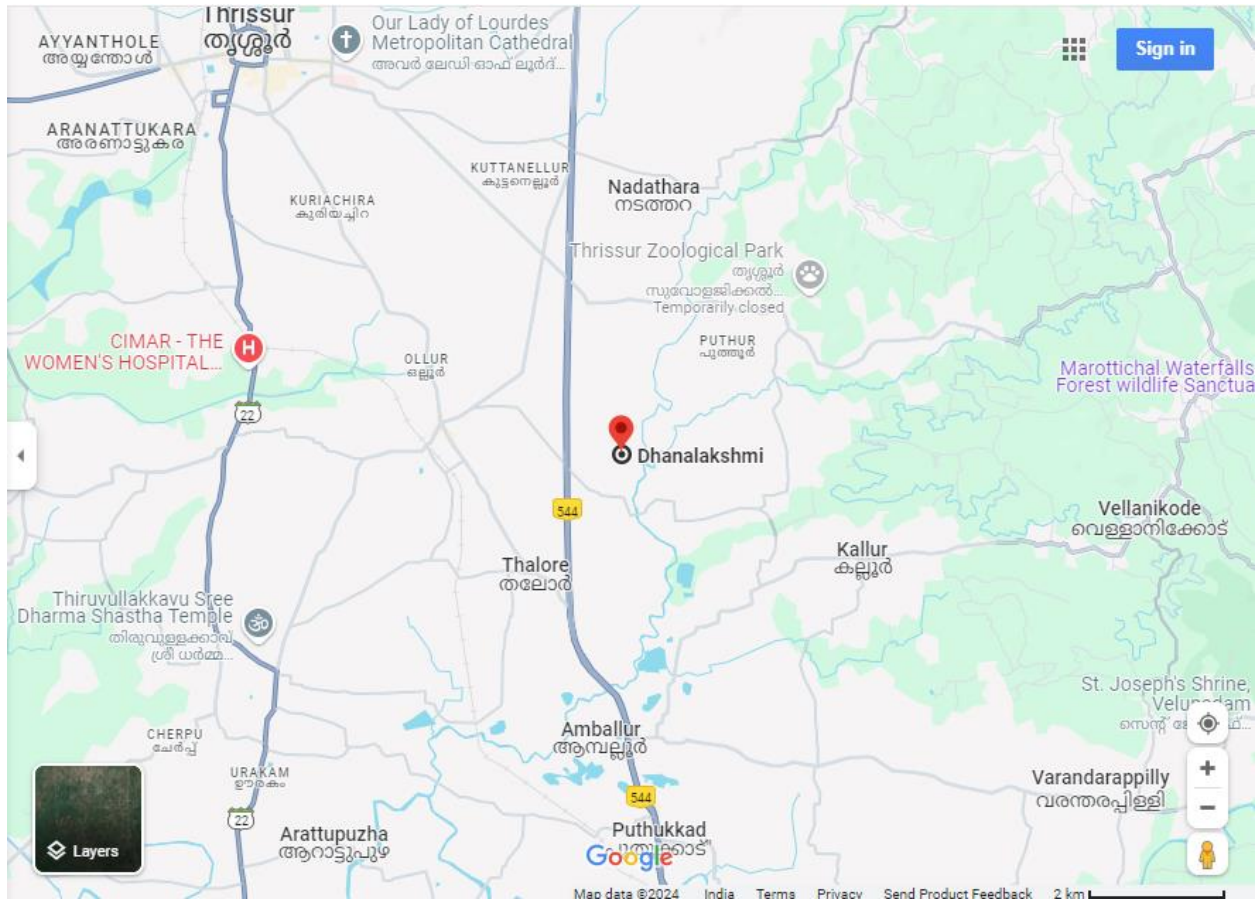
**KADANGOTTU VIBINDAS**

**Managing Director**

**(08799286)**

**SD/-**





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**FORM NO. MGT -II**

CIN : U65921KL1991PLC006180

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):	E-mail Id:
	No. of shares held
Registered address:	Folio No.
	DP ID*.
	Client ID*.

\* Applicable for investors holding shares in electronic form.

I/We being the member(s) of the above-named Company hereby appoint:

S.No.	Name	Address	Email address	
1				or failing him
2				or failing him
3				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33<sup>rd</sup> Annual General Meeting of the Company to be held on Saturday, 28th day of September, 2024 at 03.00 P.M at Dhanalakshmi Bhavan, NH 544, Kunjanampara P O, Marathakkara, Konikara, Thrissur, Kerala, India, 680306 and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my above Proxy to vote in the manner as indicated in the box below:

S.No.	Resolution	For	Against
1	To receive, consider and adopt the Audited Financial Statement of the company for the Financial Year ended March 31, 2024 and Reports of the Board of Directors and Auditors thereon.		
2	To appoint a Director in place of Shri. Kodappully Bahuleyan Suraj (DIN:08996274), who retires by rotation and being eligible, offers himself for reappointment.		
3	To consider the appointment of Statutory Auditors of the company		
4	Regularization of Additional Director, Mr. Suhas Soman (DIN: 06853153) as Director of the company.		
5	Regularisation of Additional Director, Mr. Pahala Vazhackal (DIN: 08479826) by appointing him as Independent Director of the Company.		
6	Regularisation of Additional Director, Mr. Sabu Joseph Mechery (DIN: _____) by appointing him as Independent Director of the Company		
7	Issuance of Fully Secured Redeemable Non-Convertible Debentures on private placement basis.		
8	Ratification of Related Party Transactions entered during the F.Y. 2023-24.		

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\*\* It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed this ..... day of..... 2024

Signature of shareholder.....

Signature of Proxy holder(s) (1).....

Signature of Proxy holder(s) (2).....

Signature of Proxy holder(s) (3).....

Affix  
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less than  
Re.1

**Notes:**

1. 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.
2. A Proxy need not be a member of the company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
5. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 33<sup>rd</sup> Annual General Meeting.
6. Please complete all details including details of member(s) in above box before submission.