

Date: 09.09.2022

REF: DHYAANI/BSE-SME/2022

To,
Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai: 400 001
Scrip code: 543516

Dear Sir/Madam,

Sub: Intimation of Annual General Meeting of the Company.

Pursuant to provision of Regulation 50 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, it is hereby informed that the Annual General Meeting of the Company is schedule to be held on Friday, September 30, 2022 at 05:00 P.M at the REGISTERED OFFICE OF THE COMPANY.

The Notice of Annual General Meeting is attached herewith.

Kindly take the same on record.

Thanking You,

Yours Faithfully,
For Dhyaani Tile And Marblez Limited,

Foram Ajmeri
Company Secretary & Compliance Officer
ACS No: 64483

ENCL A/A

DHYAANI INC

DHYAANI TILE AND MARBLEZ LIMITED

(Formerly known as Dhyaani Tile And Marblez Private Limited)

CIN: U51900GJ2014PLC081004

Regd. Office: 420, Times Square Arcade, Opp. Rambaug, Thaltej-Shilaj Road, Ahmedabad – 380059,
Gujarat, India

Tel: 079-35334673 **Email:** cs@dhyaaniinc.com **Website:** www.dhyaaniinc.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 8th Annual General Meeting (AGM) of the Members of Dhyaani Tile And Marblez Limited will be held on Friday, 30th September, 2022, at 05.00 P.M. at the registered office of the Company at 420, Times Square Arcade, Opp. Rambaug, Thaltej-Shilaj Road, Ahmedabad – 380059, Gujarat, India to transact following businesses:

ORDINARY BUSINESS

1. To consider, approve and adopt the Audited Financial Statement of the Company comprising the Balance Sheet as on March 31, 2022, Statement of Profit & Loss and Notes thereto for the financial year ended on March 31, 2022 together with the Report of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Mr. Nayankumar Labhshanker Rajyaugru, (DIN: 08997548) who retires by rotation and being eligible, offers himself for reappointment;

SPECIAL BUSINESS:

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

Appointment of Mr. Keval Dipakkumar Dave (DIN: 08631601) as an Independent Director of the Company.

“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) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations,2015, Mr. Keval Dipakkumar Dave (DIN: 08631601) who was appointed as an Additional Director of the Company w.e.f 8th June 2022 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 29th September 2027.”

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

Appointment of Mr. Ashish Agarwal (DIN: 06904914) as an Independent Director of the Company.

“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) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations,2015, Mr. Ashish Agarwal (DIN: 06904914) who was appointed as an Additional Director of the Company w.e.f 8th June 2022 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 29th September 2027.”

For and on behalf of the Board of Directors of
DHYAANI TILE AND MARBLEZ LIMITED

Sd/-

Chintan Nayan Bhai Rajyaguru
Chairman & Managing Director
DIN: 08091654

Place: Ahmedabad
Date: 08.09.2022

NOTES FOR MEMBERS' ATTENTION:

1. The relative Explanatory Statement to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 3 and 4 of the Notice, is annexed hereto. The additional and relevant details, pursuant to Regulations 36(3) and regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of auditors seeking appointment/re-appointment of auditors at this Annual General Meeting ("AGM") are also annexed. The Directors have also furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
2. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. Members are requested to note that a can act as a proxy on behalf of Members not exceeding 50 Members provided shareholding of those Members in aggregate should not be more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. All the documents referred to in the accompanying notice and explanatory are open for inspection at the Registered Office of the Company during business hours from Monday to Saturday up to the date of this Annual General Meeting of the Company.
4. Corporate Members intending to send their authorized representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
5. The notice of AGM along with Annual Report for 2021-22 is being sent by electronic mode to all the Members whose email IDs are registered with the Company/Depository Participant(s) unless any member has requested for a physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by the permitted mode.
6. This notice along with Annual Report for 2021-22 is being sent to all Members of the Company whose name appears in the Register of Members/ list of beneficiaries received from the depositories as on September 09, 2022.
7. The entry to the meeting venue will be regulated by means of attendance slips. For attending the meeting, Members, proxies and authorized representatives of the Members, as the case may be, are requested to bring the enclosed attendance slip completed in all respects, including client ID and DP ID, and signed.
8. All Members are requested to support Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses to receive all these documents electronically from the Company in accordance with Rule 18 of the Companies (Management &

Administration) Rules 2014 and Rule 11 of the Companies (Accounts) Rules 2014. All the aforesaid documents have been uploaded on and are available for download from the Company's website, being <https://www.dhyaaniinc.com>. Kindly bring your copy of Annual Report to the meeting.

9. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. A route map showing direction to reach the venue of the AGM is given at the end of this notice as per the requirement of Secretarial Standards -2 on General Meeting.
11. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules 2015, however, pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, SS-2 (Secretarial Standards on General Meeting) issued by the Institute of company Secretaries of India ("ICSI") and the provisions of the MCA Circulars and the SEBI Circulars, the business may be transacted through electronic voting system and the Company is providing for voting by electronic means (E-voting) to its Members through remote e-voting platform provided by the NSDL to cast their votes.
12. The Members who have cast their votes by remote e-voting prior to AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the notice.
13. Members voting rights shall be in proportion to his/her paid up share capital of the company. In case of joint holders attending the meeting together, only whose name appearing first, will be entitled to vote.
14. The persons whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the Depositories as on Tuesday, 23rd September, 2022 i.e cutoff date only shall be entitled to avail the facility of remote e-voting as well as voting in the Annual General Meeting.
15. The Members may cast their votes on electronic voting system from place other than the venue of the Meeting (remote E-voting). The remote E-voting period shall commence at 09:00 AM on Tuesday, 27th September, 2022 and will end at 05:00 PM on Thursday, 29th September, 2022. During this period, the shareholders of the company holding shares either in physical form or in dematerialized form as on Cutoff date i.e 23rd September, 2022 may cast their vote electronically. The E-voting module shall be disabled by the NSDL thereafter.
16. In addition the facility for voting through Ballot Papers shall also be made available at the AGM and the Members attending the AGM who have not cast their votes through Remote e-voting shall be eligible to vote at the Annual General meeting.
17. The Company has appointed M/s. Thakrar and Associates Companies Secretaries, to act as Scrutinizer, to scrutinize the entire e-voting process as well as voting in the Annual General meeting in a fair and transparent manner. The Scrutinizer shall immediately, after the conclusion of e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the company and not later than 3 days from the conclusion of meeting, make a Scrutinizer's report of the votes cast in favour or against, if any, to the Chairman of the Company, who shall Counter sign the same. The results shall be declared at or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed

on the Website of the Company www.dhyaaniinc.com immediately after the result is declared by the Chairman and communicated to BSE Limited.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, 27th September, 2022 at 09:00 A.M. and ends on Tuesday, 29th September, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owner as on the record date (cut-off date) i.e. Friday, 23rd September, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member'

	<p>section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="824 569 1299 856" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the 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. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf

- file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the

Scrutinizer by e-mail to csviralthakrar@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@dhyaaninc.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@dhyaaninc.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

DHYAANI INC

DHYAANI TILE AND MARBLEZ LIMITED

(Formerly known as Dhyaani Tile And Marblez Private Limited)

CIN: U51900GJ2014PLC081004

Regd. Office: 420, Times Square Arcade, Opp. Rambaug, Thaltej-Shilaj Road, Ahmedabad – 380059,
Gujarat, India

Tel: 079-35334673 **Email:** cs@dhyaaniinc.com **Website:** www.dhyaaniinc.com

EXPLANATORY STATEMENTS REQUIRED UNDER SECTION 102 OF COMPANIES ACT, 2013

SPECIAL BUSINESSES:

ITEM NO. 3

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

Appointment of Mr. Keval Dipakkumar Dave (DIN: 08631601) as an Independent Director of the Company

Mr. Keval Dipakkumar Dave was appointed as an Additional Independent Director with effect from June 8th, 2022, 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. Keval Dipakkumar Dave on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No. 3 for approval by the Members of the Company. None of the Directors/ Key Managerial Personnel of the Company / their relatives except Mr. Keval Dipakkumar Dave himself, in any way concerned or interested, in the said resolution. The board recommends the said resolution to be passed as an ordinary resolution.

ITEM NO. 4

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

Appointment of Mr. Ashish Agarwal (DIN: 06904914) as an Independent Director of the Company

Mr. Ashish Agarwal was appointed as an Additional Independent Director with effect from June 8th, 2022, 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. Ashish Agarwal 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 except Mr. Ashish Agarwal Dave himself, in any way concerned or interested, in the said resolution. The board recommends the said resolution to be passed as an ordinary resolution.

**BRIEF PROFILE OF DIRECTORS RETIRING BY ROTATION/ SEEKING APPOINTMENT/REAPPOINTMENT AT
THE ENSUING ANNUAL GENERAL MEETING**

Details of Directors as required in Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in Secretarial Standards-II on General Meetings.

1. Mr. Nayankumar L. Rajyaguru

Director Identification No.	: 08997548
Date of Birth	: 20/08/1961
Date of appointment	: 31/12/2020
Relationship with directors	: Mr. Chintan Nayan Bhai Rajyaguru (Father - Son) Mrs. Ilaben Nayanbhai Rajyaguru (Spouse)
Expertise in specific functional areas	: He has experience of close to 10 years in accounting.
Qualifications	: Graduated, Bachelor of Commerce
Shareholding in Dhyaani Tile and Marblez Limited as on 31/03/2022	: 8000 Shares
List of other Public Companies in which Directorship held as on 31/03/2021	: Gandhinagar Leasing and Finance Limited
Chairman / Membership of the Committees of the Board of the Companies on which he / she is a Director	: -

2. Mr. Keval D. Dave:

Director Identification No.	: 08631601
Date of Birth	: 26/08/1989
Date of appointment	: 08/06/2022
Relationship with directors	: -
Expertise in specific functional areas	: He is having good experience of secretarial and financial field
Qualifications	: Company Secretary from ICSI New Delhi
Shareholding in Dhyaani Tile and Marblez Limited as on 31/03/2022	: -
List of other Public Companies in which Directorship held as on 31/03/2021	: -
Chairman / Membership of the Committees of the Board of the Companies on which he / she is a Director	: The Audit Committee – Chairman The Nomination and Remuneration Committee – Member Stakeholder’s Relationship Committee - Member

3. Mr. Ashish Agarwal:

Director Identification No.	: 06904914
Date of Birth	: 04/07/1989
Date of appointment	: 08/06/2022
Relationship with directors	: NA
Expertise in specific functional areas	: He possesses a very rich experience in the fields of Finance, Internal Control, Risk Assessment and Risk Management, Accounting and Auditing Standards, Company Law matters and Taxation.
Qualifications	: Graduated, Bachelor of Commerce
Shareholding in Dhyaani Tile and Marblez Limited as on 31/03/2022	: -
List of other Public Companies in which Directorship held as on date of appointment	: Mishtann Foods Limited Adjia Technologies Limited Premier Bars Limited Roopyaa Finbizz Limited
Chairman / Membership of the Committees of the Board of the Companies on which he / she is a Director	: The Audit Committee – Chairman The Nomination and Remuneration Committee – Member Stakeholder’s Relationship Committee - Member

PROXY FORM

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]

Annual General Meeting held on Friday, 30th September 2022

DHYAANI TILE AND MARBLEZ LIMITED

(Formerly known as Dhyaani Tile And Marblez Private Limited)

CIN: U51900GJ2014PLC081004

Regd. Office: 420, Times Square Arcade, Opp. Rambaug, Thaltej-Shilaj Road, Ahmedabad – 380059, Gujarat, India

Tel: 079-35334673 Email: cs@dhyaaniinc.com Website: www.dhyaaniinc.com

Name of the Member(s):	
Registered address:	
Folio No./Client Id:	
E-mail Id:	

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

Name:	Address:
E-mail Id:	Signature:
or failing him/her	
Name:	Address:
E-mail Id:	Signature:

as my/our proxy to attend and vote for me/us and on my/our behalf at the 8th Annual General Meeting of the Company to be held on Friday, 30th September 2022 at 05:00 pm at the registered office at 420, Times Square Arcade, Opp. Rambaug, Thaltej-Shilaj Road, Ahmedabad – 380059, Gujarat, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No. and Brief Description of Item	Type of Resolution	(For)	(Against)
1.To consider, approve and adopt the Audited Financial Statement of the Company comprising the Balance Sheet as on March 31, 2022, Statement of Profit & Loss and Notes thereto for the financial year ended on March 31, 2022 together with the Report of the Board of Directors and Auditors' thereon.	Ordinary		
2.To appoint a Director in place of Mr. Nayankumar Labhshanker Rajyaugru, (DIN: 08997548) who retires by rotation and being eligible, offer himself for reappointment.	Ordinary		

3. Appointment of Mr. Keval Dipakkumar Dave (DIN: 08631601) as an Independent Director of the Company	Ordinary		
4.Appointment of Mr. Ashish Agarwal (DIN: 06904914) as an Independent Director of the Company	Ordinary		

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

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.

ATTENDANCE SLIP

DHYAANI TILE AND MARBLEZ LIMITED

(Formerly known as Dhyaani Tile And Marblez Private Limited)

CIN: U51900GJ2014PLC081004

Regd. Office: 420, Times Square Arcade, Opp. Rambaug, Thaltej-Shilaj Road, Ahmedabad – 380059,
Gujarat, India

Tel: 079-35334673 **Email:** cs@dhyaaniinc.com **Website:** www.dhyaaniinc.com

Regd. Folio/DP ID & Client ID	
Name and Address of the Shareholder(s)	
Joint Holder 1/	
Joint Holder 2	

I hereby record my presence at the 8th ANNUAL GENERAL MEETING of the Company being held on Friday, 30th September 2022 at 05:00 pm. at the registered office at 420, Times Square Arcade, Opp. Rambaug, Thaltej-Shilaj Road, Ahmedabad – 380059, Gujarat, India.

Signature of the Shareholder/Proxy Present:

.....

Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.

Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of the Annual Report for reference at the meeting.

Note: Please complete the Attendance slip and hand it over at the Registration counter at the venue

BALLOT FORM**DHYAANI TILE AND MARBLEZ LIMITED***(Formerly known as Dhyaani Tile And Marblez Private Limited)***CIN:** U51900GJ2014PLC081004**Regd. Office:** 420, Times Square Arcade, Opp. Rambaug, Thaltej-Shilaj Road, Ahmedabad – 380059, Gujarat, India**Tel:** 079-35334673 **Email:** cs@dhyaaniiinc.com **Website:** www.dhyaaniiinc.com**FORM – MGT -12****BALLOT PAPER/POLLING PAPER**

Name(s) of Member(s) : (In BLOCK/CAPITAL LETTE [₹])	
Registered Address :	
DP ID / Client ID* or Registered Folio No :	
No. of equity shares held :	

***Applicable in case of Share held in electronic form:**

I/We hereby exercise my/our vote in respect of the following resolution(s) as set out in the Notice of 8th Annual General Meeting of Company scheduled to be held on Friday, 30th September 2022 at 05:00 pm at the registered office at 420, Times Square Arcade, Opp. Rambaug, Thaltej-Shilaj Road, Ahmedabad – 380059, Gujarat, India, which is proposed to be placed for consideration of Members at the aforesaid Annual General Meeting of the Company, by conveying my/our assent and/or dissent to the said Resolution(s) in the relevant box as stated herein below:

Resolution No.	Resolution	No. of Equity Share(s) held	I/We assent to the resolution (For)*	I/We dissent to the resolution (Against)*
1	To consider, approve and adopt the Audited Financial Statement of the Company comprising the Balance Sheet as on March 31, 2022, Statement of Profit & Loss and Notes thereto for the financial year ended on March 31, 2022 together with the Report of the Board of Directors and Auditors' thereon.			
2	To appoint a Director in place of Mr. Nayankumar Labhshanker Rajyaugru, (DIN: 08997548) who retires by rotation and being eligible, offers himself for reappointment			
3	Appointment of Mr. Keval Dipakkumar Dave (DIN: 08631601) as an Independent Director of the Company			
4	Appointment of Mr. Ashish Agarwal (DIN: 06904914) as an Independent Director of the Company			

Signature of the Shareholder/Proxy Present

*Please put a tick mark (✓) in appropriate column against the resolution(s) indicated above. In case of member/proxy wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns 'For' and/or 'Against'.

INSTRUCTIONS

1. This Ballot Paper is provided, pursuant to Regulation 4(2) (a) (iii) read with regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 to enable the shareholder(s) or their proxy(ies) for voting by way of Ballot Paper(s), who does not have access to e-voting facility and /or who have not voted through e-voting, so that they can also participate in voting through this physical Ballot Paper.
2. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot paper if a Member casts votes by both modes, then voting done through remote e-voting shall prevail and voting by Ballot paper shall be treated as invalid.
3. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through physical ballot paper from member(s) at the venue of AGM for declaring the final result for each of the resolutions forming part of 8th AGM notice of company.

Process and manner for Members opting to vote by using the Ballot Paper:

1. Please complete and sign this Ballot Paper and drop in the locked ballot box placed in the meeting hall for voting purpose with respect to 8th AGM of the company as scheduled on Friday, 30th September 2022 at 05:00 pm
2. This ballot Paper should be signed by the Member(s) as per the specimen signature (s) registered with Registrar and Share Transfer Agent of the Company viz. M/s KFIN Technologies Limited or by their proxy(ies) duly authorized by the member In case of joint holding, the ballot Paper should be completed and signed by the first name Member and in his/her absence, by the next name joint holder or by their proxy(ies) duly authorized by any one of the joint holders. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing and duly attested copy of the POA registered with the company or enclosing therewith duly attested/notarized copy of the POA.
3. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Paper should be accompanied by a certified true copy of the relevant Board Resolution/Authorization document(s) consisting therein the attested signature(s) of authorized person(s).
4. Votes should be cast in case of each resolution either in favour or against by putting the tick (✓) mark in the respective column(s) provided in the Ballot Paper.
5. The voting rights of shareholders shall be in proportion of the shares held by them in the Paid-up Equity Share Capital of the Company as on cut-off day Friday, 23rd September, 2022 and each fully paid up equity shares carries one voting right.
6. A Member may request Ballot Paper from the Company or they can download the Paper from the website of the Company viz. www.dhyaaniinc.com, if so required.
7. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Papers will be rejected. The Ballot Papers will also be rejected if it is received torned, defaced or mutilated to the extent which makes it difficult for the Scrutinizer to identify either the Member or when it is not ascertainable that vote(s) have

been cast by member (s) in favour or against the resolution or when the signature(s) of member(s) cannot be verified with the available records of registrar & share transfer agent of company M/S KFIN Technologies Limited

8. The decision of the Scrutinizer on the validity of the Ballot Paper(s) and any other allied matter(s) thereto shall be final and binding the on member(s) of company.

9. The consolidated result for voting's done by the Members of company through e-votings & ballot votings for all the resolution(s) placed in the 8th AGM of company and as declared by Chairman/duly authorized person along with respective scrutinizer's report shall be uploaded on the company's website i.e. www.dhyaaniinc.com within 48 hours of conclusion of AGM and on the website of NSDL at www.evotingindia.com whenever they upload, and will simultaneously be also forwarded to the stock exchange (viz. BSE) where the company's equity shares are listed, as per respective rules/regulations applicable thereto.

VENUE OF THE MEETING

420, Times Square Arcade, Opp. Rambaug, Thaltej-Shilaj Road, Ahmedabad – 380059, Gujarat, India

MAP

