



Dhruv Consultancy Services Limited

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DHRUV /OUTWARD/2019-20/892
September 10, 2019

“By Mail”

Corporate Relationship Department
BSE Limited (SME Segment)
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001
Fax No. 022-22723121/3027/2039/2061
Security Code: 541302, Security ID : DHRUV

Dear Sir/Ma'am,

Re: ISIN - INE506Z01015

Sub: Minutes of the 16th Annual General Meeting held on Wednesday, August 14, 2019.

We are pleased to enclose herewith copy of the Minutes of the 16th Annual General Meeting of the Members of Dhruv Consultancy Services Limited held on Wednesday, August 14, 2019.

This is for your information and records.

Thanking you,

Yours faithfully,
for **DHRUV CONSULTANCY SERVICES LIMITED**


TANVI T AUTI
Managing Director



Encl: As above

HELD AT _____ ON _____ TIME _____

MINUTES OF THE 16TH ANNUAL GENERAL MEETING OF THE MEMBERS OF DHRUV CONSULTANCY SERVICES LIMITED HELD ON WEDNESDAY, THE 14TH DAY OF AUGUST, 2019, AT THE PARK HOTEL, SECTOR 10, CBD BELAPUR, NAVI MUMBAI - 400 614, COMMENCED AT 10.30 AM AND CONCLUDED AT 11.05 AM

PRESENT:

Mr. Pandurang Dandawate : Chairman
Mrs. Jayashree Dandawate : Executive Director
Ms. Tanvi Auti : Managing Director
Mr. Sandeep Dandawate : Executive Director
Mr. Milind Kulkarni : Executive Director
Mr. D. B Mahamuni : (Chairman of Stakeholders' Relationship Committee)
Independent Director - Non-Executive Director

Company Secretary : Ms. Isha Kulkarni

Chief Financial Officer : Mr. Snehal Patil

Statutory/Internal Auditors: Ms. Pooja Shinde, Practising Chartered Accounts

Secretarial Auditor(s) & Scrutinizer : Mr. Atul Kulkarni, Practising Company Secretary

In aggregate, 20 Members were present in person including Representatives.

On the request of the members, Mr. Pandurang Dandawate, Chairman of the Company took the Chair and then announced that except Mr. Sudhir Shringare and Ms. Shaila Patil who were unable to attend, due to prior commitments, all other Board members were present at the AGM.

Post which the Chairman delivered opening remarks on behalf of the Company.

1. After ascertaining the requisite quorum viz. 15 Members in person including Representatives were present, the Chairman called the meeting to order.
2. The Chairman then announced that until 48 hours before the time of the Commencement of the Annual General meeting ("AGM"), no proxies had been received by the Company.
3. The Chairman welcomed the Members and introduced to them the Board of Directors of the Company present at the dais.

CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

4. The Chairman informed the Members that as required under the Companies Act, 2013, the following Registers and Documents were available and kept open for inspection by the Members:
- The Proxy Register;
 - The Register of Directors and Key Managerial Personnel and their shareholding;
 - The Register of Contract or Arrangements in which Directors are interested.
 - The Auditors Report.
 - Memorandum of Association and Article of Association of the Company.
5. The Chairman then delivered his speech to the Members.
6. Ms. Tanvi Auti, Managing Director of the Company thereafter commenced the formal agenda of the AGM and with the consent of the Members Present, the Notice convening the meeting, the Directors Report with annexures thereto and the Audited Financial Statements for the Financial Year ended 31st March, 2019, were taken as read.
7. Ms. Tanvi Auti, Managing Director further informed to the Members that the Board of Directors had appointed Mr. Atul Kulkarni, Practicing Company Secretary, as the Scrutinizer for the voting process of this AGM. He then requested Mr. Kulkarni to show empty ballot box to the Members present and thereafter to seal the ballot box.
8. The Scrutinizer then showed to the Members present the empty ballot box and thereafter locked/sealed it in their presence.
9. Ms. Tanvi Auti, Managing Director of the Company informed the Shareholders that the Auditors Report for the year under review has unmodified opinion therefore as per Section 145 of the Companies Act 2013, it is not required to be read.
10. Ms. Tanvi Auti, Managing Director informed to the Members that as per provisions of the Companies Act, 2013, voting by show of hands is not permitted and as required under Section 108 of the Companies Act, 2013 and Rule made thereunder, the Company had provided to the Members of the Company the facility to cast their vote through e-voting and Ballot Forms and the electronic voting process commenced on Sunday, 11th August, 2019, 9.00 A.M. and ended on Tuesday, 13th August, 2019, 5.00 P.M., cut-off date for providing e-voting facility was Wednesday, August 7, 2019. She further stated that arrangement had been made for casting votes through Ballot Paper on all the resolution set forth in the Notice of the AGM for the Members who had not cast their vote either through e-voting or through Ballot Forms. She then asked for the confirmation from the Members about receipt of Ballot Papers.
11. Ms. Tanvi Auti, Managing Director of the Company then took up the Ordinary and Special businesses of the meeting with the permission of the Members.

HELD AT _____ ON _____ TIME _____

ORDINARY BUSINESS:**11.1 ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019 AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

Ms. Tanvi Auti, Managing Director of the Company placed for consideration Item No. 1 of the notice pertaining to adoption of Audited Financial Statements for the Financial Year ended 31st March, 2019 and the Reports of the Directors and Auditors thereon.

The following Ordinary Resolution was proposed by Ms. Varsha Kaikadi

"RESOLVED THAT the Balance Sheet as at 31st March, 2019 and the Statement of Profit & Loss for the year ended 31st March, 2019 together with the Directors' Report and Auditor's Report thereon and all documents annexed to the said Balance Sheet and Statement Profit and Loss which have been circulated to the Members and are now laid before the meeting be and are hereby received, approved and adopted."

Ms. Auti then requested the Members to ask any queries relating to accounts or any other matter.

As there were no queries on the Financial Statements, the said resolution was then seconded by Mr. Phadke.

11.2 RE-APPOINTMENT OF MR. PANDURANG B. DANDAWATE AS A DIRECTOR, RETIRING BY ROTATION.

Ms. Tanvi Auti, Managing Director of the Company then placed for consideration Item No. 2 of the notice pertaining to the appointment of a Director in place of Mr. Pandurang Dandawate (DIN:01202414), who retires by rotation and being eligible, offers himself for re-appointment.

The following Ordinary Resolution was proposed by Mr. Sachin Sondkar.

"RESOLVED THAT Mr. Pandurang Dandawate (DIN:01202414), who retires by rotation at the 16th Annual General Meeting as per the Section 152(6) of the Companies Act, 2013, and is eligible for reappointment, be and is hereby re-appointed as a Director of the Company."

Mr. Shriniwas Deshpande seconded the above resolution.

SPECIAL BUSINESS**11.3 APPROVAL OF RELATED PARTY TRANSACTION(S).**

CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

Ms. Tanvi Auti, Managing Director of the Company then placed for consideration Item No. 3 of the notice pertaining to the Approval of Related Party Transaction(s).

The following Ordinary Resolution was proposed by Ms. Madhavi Shinde

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Members of the Company hereby accord their consent and also approve the material Related Party Transaction(s) entered or to be entered between the Company and its subsidiaries and/or related parties including the Consortium/Joint Venture (JV) or such other Contracts and/or arrangements as deemed fit by the Board and Audit Committee and also as per the details as set out in the Explanatory Statement for Item No 1 annexed to this Notice."

"RESOLVED FURTHER THAT the Board of Directors and/or any Committee constituted by the Board of the Company be and is hereby authorized to do all such acts, deeds and things, settle any queries, difficulties, doubts including variation in amount that may arise with regard to any transaction with the related party, finalise the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the best interest of the Company."

Ms. Jyoti Pargarkar seconded the above resolution.

12. Ms. Tanvi Auti, Managing Director of the Company then requested the Members to vote and sign their ballot papers and cast their votes by dropping Ballot Paper in the ballot box and thereafter requested the Scrutinizer, to take the custody of the votes casted through Ballot Paper. She further informed that the combined Results of remote e-voting, voting through ballot form and ballot paper would be available on the website of the Company, BSE and NSDL within 2 days from the conclusion of the Meeting. She requested Members to give vote of thanks to the Chair.
13. The meeting was concluded at 11.05 AM, with vote of thanks to the Chair given by Mr. Phadke.

Place: Mumbai

Date of Entry: 16/8/2019

Date of Signing: 23/8/2019.


CHAIRMAN


CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

Summary of Voting Result and Scrutinizer's Report**Result of e-voting, voting through Ballot Forms and Ballot Papers at the Meeting on the items of Ordinary Business and Special Business at the 16th Annual General Meeting of the Company held on 14th August, 2019.**

On the basis of Consolidated Scrutinizer's Report for e-voting, voting through ballot forms and ballot papers dated August 14, 2019 all the resolutions for the Ordinary and Special business as set out in Item Nos. 1 to 3 of the Notice dated 3rd July, 2019 have been duly passed by the Members with requisite majority and the same was declared by the Company on the 14th August, 2019, on the website of the Company & NSDL and the website of the Stock Exchanges i.e. BSE.

The result of e-voting, voting through Ballot Forms and Ballot Papers are as under:

a) Resolution 1. Ordinary Resolution

To Receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2019, together with Reports of the Board of Directors and Auditors thereon.

I. Voted in favour of the resolution;

Voting at AGM through Ballot Forms and Ballot Forms in lieu of E-voting:

Number of members present and voting through Ballot Forms (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
20	8519080	98.58

Voting at AGM through e-voting:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

II. Voted against the resolution;

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Voting at AGM through e-voting:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	122000	1.42


CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

III.

Total number of members (in person or by proxy) whose votes were declared invalid)	Total number of votes cast by them
0	0

e) Resolution 2. Ordinary Resolution

To appoint a Director in place of Mr. Pandurang Dandawate (DIN: 01202414), who retires by rotation and being eligible, offers himself for re-appointment.

I. Voted in favour of the resolution;

Voting at AGM through Ballot Forms and Ballot Forms in lieu of E-voting:

Number of members present and voting through Ballot Forms (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
20	8519080	98.58

Voting at AGM through e-voting:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

II. Voted against the resolution;

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Voting at AGM through e-voting:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	122000	1.42

III

Total number of members (in person or by proxy) whose votes were declared invalid)	Total number of votes cast by them
0	0

c) Resolution 3. Special Business - Ordinary Resolution

Approval of Related party Transactions

I. Voted in favour of the resolution;

Voting at AGM through Ballot Forms and Ballot Forms in lieu of E-voting:


 CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

Number of members present and voting through Ballot Forms in lieu of E Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
20	8519080	98.58

Voting at AGM through e-voting:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

II. Voted against the resolution;

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Voting at AGM through e-voting:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	122000	1.42

III

Total number of members (in person or by proxy) whose votes were declared invalid)	Total number of votes cast by them
0	0

Place: Mumbai

Date: 16/8/2019.

and signed on. 26/8/19.


 CHAIRMAN



CHAIRMAN'S INITIALS

