



DHRUV CONSULTANCY SERVICES LIMITED

CIN: L74999MH2003PLC141887

Regd. Office:

501, Pujit Plaza, Palm Beach Road, Sector - 11, Opp. K-Star Hotel, Near CBD Station, CBD Belapur, Navi Mumbai-400614, Maharashtra

mail: cs@dhruvconsultancy.in • Website: www.dhruvconsultancy.in

Tel• Fax: +91 22 27570710

NOTICE

NOTICE is hereby given that the 19th Annual General Meeting (“AGM”) of the Members of DHRUV CONSULTANCY SERVICES LIMITED (“the Company”) will be held on Wednesday, the 7th day of September 2022 at 11.30 a.m. at The Park, No. 1 Sector 10, CBD Belapur, Navi Mumbai – 400614, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2022, together with the Reports of the Board of Directors and Auditor’s thereon.
2. To appoint a Director in place of Ms. Tanvi Auti (DIN:07618878), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. Approval for Related Party Transactions:

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 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/or related parties including the Consortium/Joint Venture (JV), appointment of relative of Director as place of profit 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 3 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.”

4. Re-appointment of & Remuneration to Mrs. Jayashree P Dandawate :

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the Articles of Association of the Company, recommendation of Nomination and Remuneration Committee based on the report of the Board on evaluation of performance of Mrs. Jayashree Dandawate, approval of the Audit Committee and Board and subject to such other approvals, as may be necessary and in respect of whom the Company has received a notice from a member proposing the candidature of Mrs. Jayashree Dandawate for the office of Director, the consent of the Members be and is hereby accorded to the re-appointment of Mrs. Jayashree Dandawate (DIN 02852334) as Executive Director of the Company for a further period of three years from 1st February, 2023 to 31st January, 2026 on the remuneration, perquisites and allowances and on other terms and conditions as mentioned in detail in the explanatory statement and as set out in the draft Agreement to be entered into between the Company and Mrs. Jayashree Dandawate, a copy whereof initialled by a Director of the Company for the purpose of identification is placed before this meeting which draft is specifically approved with liberty and power/ authority to the Board of Directors (including the Nomination and Remuneration Committee) to increase, revise, amend, alter or vary the terms of re-appointment, remuneration, perquisites and allowances including monetary value thereof, other terms, as set out in the Agreement at any time and from time to time and in such manner as the Board of Directors may deem fit and as may be agreed to between the Board and Mrs. Jayashree Dandawate so as not to exceed the maximum limit for the payment of remuneration as per applicable provisions of the Companies Act, 2013 (the Act) read with Schedule V under the Act or any re-enactment / amendment to the Act and the rules thereunder and as required under Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors shall consider where in any financial year during the currency of the tenure of the Executive Director, the Company has no profits or its profits are inadequate, the Company will pay to the Executive Director remuneration by way of Salary, Benefits, Perquisites and Allowances, and Incentive Remuneration as per the provision(s) under Schedule V to the Companies Act, 2013.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors (including the Nomination and Remuneration Committee) be and are hereby authorised to do all acts, deeds, matters and things as the Board of Directors (including the Nomination and Remuneration Committee) may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company.”

5. To appoint Mr. Ashokkumar Nagesh Katte (DIN: 09684126) as an Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 (Act) and the Rules made there under read with Schedule IV to the Act 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 pursuant to the Articles of Association the Company and after considering the declaration that he meets criteria for independence as prescribed in Section 149(6) of the Act, the consent of the members be and is hereby accorded to approve the appointment of Mr. Ashokkumar Nagesh Katte (DIN: 09684126) as an Independent Director of the Company to hold office for a term of 5(five) years with effect from 10th August, 2022.

RESOLVED FURTHER THAT pursuant to the provision of Section 149, 197 and other applicable provisions of the Companies Act, 2013 and Rules made there under, Mr. Ashokkumar Nagesh Katte (DIN: 09684126) be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby singly or severally authorized to file form DIR-12 with the Registrar of Companies and to do all such acts, things and deeds as may be required to give effect to this resolution.”

**BY AND ON BEHALF OF THE BOARD OF DIRECTORS
FOR DHRUV CONSULTANCY SERVICES LIMITED**

**TANVI AUTI
MANAGING DIRECTOR**

Place: Navi Mumbai

Date: 10.08.2022

Regd. Office: 501, Pujit Plaza, Palm Beach Road, Sector - 11, Opp. K-Star Hotel, Near CBD Station, CBD Belapur, Navi Mumbai-400614, Maharashtra mail: cs@dhruvconsultancy.in Tel• Fax: +91 22 27570710 CIN: L74999MH2003PLC141887

NOTES:

Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars'), and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 12, 2020, January 15, 2021 and May 13, 2022 respectively (collectively referred to as 'SEBI Circulars'), the Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as a Proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Company. A Member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as Proxy and such Proxy shall not act as a Proxy for any other Member.

The Proxy form is annexed with this Notice. The instrument appointing the Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the Meeting.

Corporate Members intending to send their authorized representatives to attend the Annual General Meeting ("the Meeting") are requested to send to the Company a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting

During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a member is entitled to inspect the Proxies lodged, at any time during the business hours of the Company, provided that not less than 3 days of notice in writing is given to the Company by such Member.

In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

The Explanatory statement as required under Section 102 of the Act in respect of the business referred to under Item No. 3, 4 & 5 (all inclusive) is annexed hereto. The Board of Directors of the Company at its meeting held on 16th May, 2022 & 10th August, 2022 considered that the business under Item No. 3, 4 & 5, be transacted at the 19th AGM of the Company.

The Register of Members and Share Transfer Books will remain closed from September 2, 2022 to September 7, 2022 (both days inclusive).

The Register of Directors and Key Managerial Personnel and their Shareholding, the Register of Contracts or Arrangements in which Directors are interested will be available for inspection at the Meeting.

All the documents referred to in the Notice are annexed thereto including the Annual Report for the financial year 2021-22 and Notice of the 19th Annual General Meeting are open for inspection by the Members, without any fees, at the Registered Office at 501, Pujit Plaza, Palm Beach Road, Sector - 11, Opp. K-Star Hotel, Near CBD Station, CBD Belapur, Navi Mumbai-400614 of the Company between 11.00 a.m and 01.00 p.m. on all working days except Saturday up to the date of the Meeting and the same shall also be made available for inspection by Members at the Meeting

As per Regulation 36(3) of the Listing Regulations and Secretarial Standard-2, details in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting forms integral part of the notice.

Members holding shares in physical form are requested to approach Link Intime India Private Limited, the Registrar and Share Transfer Agents of the Company situated at C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083, India for:

(a) Intimating any change in their address and/or bank mandate; (b) Submitting requests for transfer, transmission, name change, split, consolidation, etc.; (c) Nominating any person to whom the shares shall vest in the event of death; (d) Updating/registering their e-mail address for correspondence; and (e) Any other queries with respect to shares held by them.

Members holding shares in electronic form are hereby informed that the Company or its Registrar cannot act on any request received directly from them for any change of address and/or bank mandate or change in e-mail address. Such changes are to be intimated only to the Depository Participants of the Members.

Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares. Members can contact the Company or Link Intime India Private Limited, for assistance in this regard.

Members who have not registered their e-mail address for receiving all communications including Annual Report, Notices and Circulars, etc. from the Company electronically, are requested to register the same with their Depository Participants (for shares held in electronic form) and with Link Intime India Private Limited, the Registrar and Share Transfer Agents of the Company (for shares held in physical form). Members, who have registered their e-mail address, are also entitled to receive such communication in physical form, upon request.

The Annual Report for the financial year 2021-22 and Notice of the 19th Annual General Meeting, inter-alia, indicating the process and manner of voting along with Attendance Slip, and Proxy Form are being sent in electronic mode to all the Members holding shares in dematerialized form and having their e-mail address registered with their Depository Participants and such other Members who have positively consented in writing to receive the same by electronic mode. Members, who have received the above documents in electronic mode, are entitled to receive the same, free of cost, in physical form, upon making a request in this regard to Link Intime India Private Limited, the Registrar and Share Transfer Agents of the Company or to the Company. Members may note that the Notice calling AGM and Annual Report 2021- 22 are available on the website of the Company at www.dhruvconsultancy.in, on the websites of the Stock Exchanges i.e. BSE Limited and The National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com (the Authorised agency for providing voting through electronic means and AGM through VC/OAVM).

The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.

The Ballot paper should be completed and signed by the Member. In case of joint holding, this paper should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his absence, by the next named Member

A route map showing directions to reach the venue of the 19th AGM is given at the end of this Annual Report

Pursuant to the Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021, the SEBI mandated the listed Companies to record the PAN, Nomination, KYC details and Bank account details of all the shareholders holding physical securities till 31st March, 2023, failing which the account shall be frozen. Accordingly, our RTA has sent a letter along with the KYC form to the concerned members for submitting the aforesaid information. Members holding shares in physical form are requested to provide their details as per the KYC form enclosed to the letter. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at [https:// www.dhruvconsultancy.in](https://www.dhruvconsultancy.in)

SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 mandated the listed Companies to issue the securities only in dematerialized form while processing the service requests viz. issue of duplicate Securities certificate, Claim from unclaimed Suspense Account, renewal / exchange of Securities certificate, Endorsement, Sub-division / splitting of Securities certificate, Consolidation of Securities certificate / folios, Transmission and Transposition. In view of this, to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company Secretary or Link Intime India Private Limited, Company's Registrar and Share Transfer Agents ("RTA") for assistance in this regard.

To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant ('DP') and holdings should be verified from time to time

To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

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

The remote e-voting period begins on Sunday, September 4, 2022 at 9:00 A.M. and ends on Tuesday, September 6, 2022 at 5:00 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 Owners as on the record date (cut-off date) i.e. **September 2, 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 **September 2, 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.	<p>1. 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</p> <p>2. 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’ 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> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1) 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.</p> <p>2) 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</p>

	<p>NSDL to cast your vote.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) 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.</p>
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

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 e.g., 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 e.g., 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 atulvkulkarni@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 to (Name of NSDL Official) 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 cs@dhruvconsultancy.in
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 cs@dhruvconsultancy.in. 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.
4. 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.

For any other queries relating to the shares of the Company, you may contact the Registrar and Share Transfer Agent at the following address:

Link Intime India Private Limited

C 101, 247 Park, L B S Marg,
Vikhroli West, Mumbai 400 083
Tel.: 91 22 49186270 Fax: 91 22 49186060
E-mail: rnt.helpdesk@linkintime.co.in

Sharex Dynamic (India) Private Limited.,

Unit No. 1, Luthra Ind. Premises, Safed Pool,
Andheri Kurla Road, Andheri East- 400 072
Tel./ Fax: 022 28515606
support@sharexindia.com

Registered Office and Communication details of the Company:

501, Pujit Plaza, Palm Beach Road, Sector - 11,
Opp. K-Star Hotel, Near CBD Station, CBD Belapur,
Navi Mumbai-400614, Maharashtra
CIN: L74999MH2003PLC141887
mail: cs@dhruvconsultancy.in
Tel • Fax: +91 22 27570710

**Annexure forming part of the Notice
EXPLANATORY STATEMENT PURSUANT TO SECTION 102
OF THE COMPANIES ACT, 2013**

Special Business:

Item No. 3: Approval of Related Party Transaction

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with the related parties of the Company. The provisions of section 188(1) of the Companies Act, 2013 govern the related Party Transactions for entering into any contracts, transactions or arrangements with the related party(ies), the Company obtains the approval of members by way of resolution as prescribed in rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014 in the following matters:

1. Sale, purchase or supply of any goods or materials;
2. Selling or otherwise disposing of or buying property of any kind;
3. Leasing of property of any kind;
4. Availing or rendering of any services;
5. Appointment of any agent for purchase or sale of goods, materials, services or property;
6. Such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company and
7. Underwriting the subscription of any securities or derivatives thereof of the company

In the Light of the provisions of the Companies Act, 2013 The Board of Directors of the Company has approved proposed transactions along with annual limit that the Company may enter into with the related parties (As defined under section 2(76) of the Companies Act 2013).

And also Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015"), a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity and all material related party transactions shall require approval of the shareholders of the Company.

As per Companies Act 2013, the required resolution is ordinary resolution but for abundant precaution we propose the said resolution as a Special resolution.

The details of the Material Related Party Transactions executed or to be executed are given below: (all are at arms' length basis)

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangement s/transaction	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board
1	Samarth Softech Solutions Pvt. Ltd. Related Party- Relative of Director is a Promoter and Director.	Consultancy Services for traffic survey	12 months	1000.00 Lakh	16/05/2022
2	Infovibe Ventures Pvt. Ltd Related Party - Relative of Director	Design Consultancy Services	12 months	500.00 Lakh	16/05/2022

	is a Promoter and Director.				
3	Innovision Studios (Prop: Tejas Auti – Relative of Director)	Design Consultancy Services	12 months	1000.00 Lakh	16/05/2022

Item No. 4: Re-appointment of Mrs. Jayashree P Dandawate & along with remuneration details

Mrs. Jayashree P. Dandawate is one of the promoters of the Company and has been associated with the Company as the Executive Director of the Company.

Over the years, Mrs. Jayashree P Dandawate has been instrumental in the growth and success of the Company, with her valuable suggestions & remarks in achieving goals of the Company. Mrs. Dandawate was initially appointed as Executive Director of the Company w.e.f February 1, 2018 for a period of 5 years and since then has continued to discharge her duties in the capacity as the Executive Director. Her recent tenure as the Executive Director of the Company was duly approved by way of Shareholders' Resolution dated February 5, 2018, along with the remuneration particulars, in terms of Section 198 of the Companies Act, 2013 ("Act").

Furthermore, considering the Profile, Experience & Qualification (the details of which are provided in Annexure A attached to this notice) and Company's performance under the leadership of Mrs. Dandawate, the Board of Directors of the Company ("Board"), at its meeting held on August, 10, 2022 had, subject to the approval of the shareholders in the General Meeting and the Central Government in terms of Part I of Schedule V of the Act, as recommended by the Nomination and Remuneration Committee of the Company ("NRC") and approved further term as Executive Director of the Company and also the revision in the remuneration.

The said resolution covering the revision in the remuneration shall be within the overall limit of the net profits of the Company in accordance with Section 197 of the Act, in view of the requirement under Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

The Nomination and Remuneration Committee and the Board of Directors have recommended and approved the re-appointment of Mrs. Jayashree Dandawate as Executive Director of the Company and payment of remuneration on the below mentioned terms & conditions from 1st February, 2023 to 31st January, 2026.

Further, the Nomination and Remuneration Committee and the Board of Directors have also recommended and approved payment of annual remuneration to the limit of Rs. 18 lacs under Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended, but however that such remuneration will be as per applicable provisions of the Companies Act, 2013 including Schedule V under the Companies Act, 2013 and the Rules made thereunder.

With regard to the above, the Nomination and Remuneration Committee and the Board at their respective meetings held on August 10, 2022 have also considered the matter in significant detail and have inter-alia considered the following:

Remuneration for the Period: B. Period: From February 1, 2023 to January 31, 2026

- (a) Fixed pay, including allowances: Rs. 18,00,000/- per annum.
- (b) Perquisites (evaluated as per taxation laws, wherever applicable and at actual cost in other cases) as per Company policy within maximum limit of Rs NIL per annum:
 - I. Furnishings for residence and reimbursement for utilities based on actuals.
 - II. One Company provided and maintained car.
 - III. Medical expenses (including hospitalisation insurance premium) for self & family on actuals.
 - IV. Leave Travel reimbursement on actuals.
 - V. Club membership for self & family

Overall remuneration, including Fixed pay, perquisites, other benefits and commission shall not exceed the limit mentioned in section 198 read with Schedule V of the Companies Act 2013.

Subject to the overall ceiling provided above, the Board of Directors of the Company based on the recommendations of the Nomination and Remuneration Committee is authorised to determine the annual increase in fixed pay, allowances, perquisites and commission.

The appointment and remuneration of Mrs. Dandawate is in compliance with the provisions of Sections 196, 197, 203, the rules made thereunder and other relevant and applicable provisions, if any, of the Act and the Articles of Association of the Company and SEBI LODR. She is not disqualified from being appointed as Director in terms of Section 164 of the Act and is also eligible to act as Executive Director of the Company pursuant to applicable provisions of the Act, subject to approval of the Central Government and the shareholders of the Company.

The Notice read with Explanatory Statement should be considered as written Memorandum setting out the terms of appointment and remuneration of Mrs. Jayanshree P. Dandawate as Executive Director as required under Section 190 of the Companies Act, 2013

Except Mrs. Jayashree P. Dandawate, none of the Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise in the said Resolutions, except to the extent of their shareholding.

The Board recommends the Resolution as set out under business item no. 4 of this notice for approval of the Members by means of Special Resolution.

Item No. 5: To appoint Mr. Ashokkumar Nagesh Katte (DIN: 09684126) as an independent director of the Company:

Mr. Ashokkumar Nagesh Katte holds a bachelor's degree in commerce from Shivaji University, Kolhapur. He also cleared his LLB from Bombay university in year 1983 as his major subjects included General Laws. He qualified as Chartered Accountant in year 1988. His experience of Statutory Audit, Income Tax Audit, Audit of Branch of Public Sector Banks and Co-operative Banks shall help the Board towards the guidance in its business operations & future endeavors.

In accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013 appointment of an Independent Director requires approval of Members. on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Mr. Ashokkumar Nagesh Katte (DIN: 09684126), be appointed as an Independent Director on the Board of the Company for a period of 5(five) consecutive years with effect from 10th August, 2022. The appointment of Mr. Ashokkumar Nagesh Katte shall be effective upon approval by the Members in the General Meeting.

Mr. Ashokkumar Nagesh Katte is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Ashokkumar Nagesh Katte that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. Ashokkumar Nagesh Katte as being appointed is not debarred from holding the office of director by virtue of any SEBI Order or any other such authority.

In the opinion of the Board, Mr. Ashokkumar Nagesh Katte fulfils the conditions for his appointment as an Independent Director as specified in the Act. He is independent of the management and possesses appropriate skills, experience and knowledge.

Therefore, the approval of the Members is now sought for the appointment of Mr. Ashokkumar Nagesh Katte as an Independent Director of the Company, for a period of five (5) consecutive years commencing from August 10, 2022 to hold office up to August 09, 2027 (both days inclusive).

Mr. Ashokkumar Nagesh Katte shall be paid sitting fees and reimbursement of expenses for attending the meetings of the Board and Committees thereof, as may be approved by the Board and/ or duly authorised Committee of the Board, within the limits prescribed under the Act, SEBI Listing Regulations, in this regard, from time to time. Mr. Ashokkumar Nagesh Katte shall not be liable to retire by rotation during his tenure as an Independent Director of the Company.

The terms and conditions of appointment of Independent Directors shall be open for inspection at the registered office of the company by any member during normal business hours and shall also be posted on the website of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the Notice.

The Board commends a Special Resolution set out at Item No.5 of the Notice for approval by the Members.

**BY AND ON BEHALF OF THE BOARD OF DIRECTORS
FOR DHRUV CONSULTANCY SERVICES LIMITED**

**TANVI AUTI
MANAGING DIRECTOR**

Place: Navi Mumbai

Date: 10.08.2022

Regd. Office: 501, Pujit Plaza, Palm Beach Road, Sector - 11, Opp. K-Star Hotel, Near CBD Station, CBD Belapur,
Navi Mumbai-400614, Maharashtra mail: cs@dhruvconsultancy.in Tel•Fax:+91 22 27570710 CIN:
L74999MH2003PLC141887

Annexure A

ANNEXURE TO THE EXPLANATORY STATEMENT PURSUANT TO REGULATION 36 OF THE LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:

Particulars	Tanvi Auti (DIN: 07618878)
Brief Resume (covering Age, Qualification)	aged 29 years, is the Managing Director our Company. She holds a bachelor's degree in civil engineering from Pune University. She joined our Company as Director in the year 2016 and designated as Managing Director with effect from December 21, 2016.
Experience & Expertise in specific functional areas	She has over 7 years of experience in this infrastructure industry. She liasons with government and non-government agencies and is focused on business development and stakeholder management. She oversees the overall functioning of our Company including the monitoring the day to day activities of the administrative work, financial operations, handling projects etc.
Date of First Appointment on the Board of the Company.	21/12/2016 & then again on 29/10/2020 (at AGM)
Shareholding in the Company	15,86,950 Shares
Terms & Conditions of the re-appointment	NA
Remuneration Last drawn	Rs. 48 lacs p.a.
Number of Meetings of the Board attended during the year	8 (Eight)
List of Directorships held in other Companies	N.A.
Membership/Chairmanship in committees of other companies as on date	N.A.
Relationships between Directors inter-se	Mr. Pandurang Dandawate, Mr. Sandeep Dandawate and Mrs. Jayashree Dandawate.

PROFILE OF DIRECTOR BEING APPOINTED/RE-APPOINTED As required by Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with clause 1.2.5 of Secretarial Standard-2 on General Meetings, the particulars of Director who is proposed to be re-appointed is given below:

A: RE-APPOINTMENT OF MRS. JAYASHREE P. DANDAWATE.

Particulars	Jayashree P. Dandawate (DIN: 02852334)
Brief Resume (covering Age, Qualification)	Aged 55 years and holds a Bachelor degree in Home Science from Bombay University. She has been on the Board of your Company since incorporation and was designated as an Executive Director w.e.f February 01, 2018.
Experience & Expertise in specific functional areas	She is actively involved in the administrative, HR related – Recruitment, interviews, Decisions regarding the welfare and requirements of the employees and project implementation activities of our Company
Date of First Appointment on the Board of the Company.	01/02/2018
Shareholding in the Company	29,10,740 Shares
Terms & Conditions of the re-appointment	As per Item No.4 of the Notice: The approval of the Members is sought for re-appointment of Mrs. Jayashree Dandawate as Executive Director, of the Company
Remuneration Last drawn	Rs. 10.80 lacs p.a. No Sitting Fees are paid.
Number of Meetings of the Board attended during the year	8 (Eight)
List of Directorships held in other Companies	N.A.
Membership/Chairmanship in committees of other companies as on date	N.A.
Relationships between Directors inter-se	Mr. Pandurang Dandawate, Mr. Sandeep Dandawate and Ms. Tanvi Auti

B. Appointment of Mr. Ashokkumar Nagesh Katte:

Particulars	Mr. Ashokkumar Nagesh Katte (DIN : 09684126)
Age	63 Years
Qualification	He holds a bachelor's degree in commerce from Shivaji University, Kolhapur. He also cleared his LLB from Bombay university in year 1983 as his major subjects included General Laws. He qualified as Chartered Accountant in year 1988.
Date of first Appointment on the Board	N.A.
Experience/Brief Resume	He has achieved excellence in account, audit, tax, finance and other commerce related fields for more than 32 years. Experience of Statutory Audit, Income Tax Audit, Audit of Branch of Public Sector Banks and Co-operative Banks. Practice mainly in Income Tax and related matters.
List of Companies in which holds Directorship as on 31.03.2022	Nil
Chairman/member of the Committee as on 31.03.2022	N.A.
Inter-se Relationship with other Directors.	N.A.
Shareholding in Company	Nil
Terms and conditions of appointment & Remuneration sought for and remuneration last drawn, if any.	N.A. (as being the Independent Director)
Number of Meetings of the Board attended during the year	N.A.
Justification for choosing the appointees for appointment as Independent Director.	Considering the financial expertise of the Independent Director of the Company (proposed to be appointed) and to make the strength of the Board more stronger, the Board of Director of the Company intend to induct the additional Director with the approval of the member

ANNEXURE B

Statement required pursuant to the provision of schedule V of the companies Act, 2013 is given below

I. General Information

1. Nature of industry:

The Company is engaged in business of Consulting services in the infrastructural projects/segment since incorporation.

2. Date or expected date of commencement of commercial production:

Company commenced the business of consulting since incorporation.

3. Financial Performance based on given indicators:

(Rs. In lakhs)

Financial Year	Sales	Net profit before remuneration	Remuneration to directors	Net profit after remuneration
2021-22	7506.48	885.75	94.80	790.95
2020-21	6339.38	811.85	103.80	708.05
2019-20	4873.77	259.78	118.80	140.98

4. Foreign investment or collaboration:

Company does not have any foreign investment and collaborations.

II. **Information about appointee:** The information has been provided in an Explanatory Statement to the Notice.

III. **Other Information:**

5. Reasons of loss or inadequate profits:

There is no loss to the Company. Hence Not applicable at present.

6. Steps taken or proposed to be taken for improvement:

Company has adopted various drastic strategies to improve its performance & accordingly company could complete its projects profitably.

7. Expected increase in productivity and profit:

The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.



PROXY FORM (FORM NO. MGT-11)

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

Dhruv Consultancy Services Limited

CIN: L74999MH2003PLC141887

Registered Office: 501, Plot No. 67, Pujit Plaza, Opp. K-Star Hotel, Sector-11, C.B.D. Belapur, Navi Mumbai – 400 614.

Website: www.dhruvconsultancy.in Phone – 022 27570710

CIN : L74999MH2003PLC141887
Name of the Company : **Dhruv Consultancy Services Limited**
Registered Office : 501, Plot No. 67, Pujit Plaza, Opp. K-Star Hotel, Sector-11, C.B.D. Belapur,
Navi Mumbai – 400 614.
Name of the member :
Registered address :
Email id :
Folio No./ DP ID* and Client ID :
ID

****Applicable for Members holding shares in dematerialized form.***

I/ We, being the member(s) of Dhruv Consultancy Services Limited holding _____ shares of the Company, hereby appoint:

1. Name
Address
Email id
Signature

Or failing him / her

2. Name
Address
Email id
Signature

Or failing him / her

3. Name
Address
Email id
Signature

Or failing him / her

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 19th Annual General Meeting of the Company, to be held on Wednesday, September 7th , 2022 at 11:30 a.m. at

and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
ORDINARY BUSINESS				
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2022, together with the Reports of the Board of Directors and Auditor's thereon			
2.	To appoint a Director in place of Ms. Tanvi Auti (DIN:07618878), who retires by rotation and being eligible, offers herself for re-appointment.			

Resolution No.	Resolutions	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
SPECIAL BUSINESS				
3.	Approval for Related Party Transactions			
4.	Re-appointment of & Remuneration to Mrs. Jayashree P Dandawate			
5.	To appoint Mr. Ashokkumar Nagesh Katte (DIN: 09684126) as an Independent Director of the Company			

Signed this _____ day of _____ 2022.

Signature of Member: _____

Signature of Proxy holder(s):



1. **THIS FORM OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING;**
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate; and
3. For other details, please refer to the notes to the Notice convening 19th Annual General Meeting.



Dhruv Consultancy Services Limited

CIN: L74999MH2003PLC141887

Registered Office: 501, Plot No. 67, Pujit Plaza, Opp. K-Star Hotel, Sector-11,
C.B.D. Belapur, Navi Mumbai – 400 614.

Website: www.dhruvconsultancy.in, **Phone** – 022 7570710

ATTENDANCE SLIP

I / We record my / our presence at the 19th Annual General Meeting of the Company on Wednesday, September 07, 2022 at 11:30 a.m. at _____

NAME AND ADDRESS OF THE MEMBER(S) / PROXY :
(in Block Letters)

FOLIO NO./DP ID - CLIENT ID :

SIGNATURE OF THE MEMBER(S) / PROXY :

NOTE:

You are requested to sign and handover this slip at the entrance of the meeting venue. Joint Members may obtain additional slip on request at the venue of the meeting.

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)

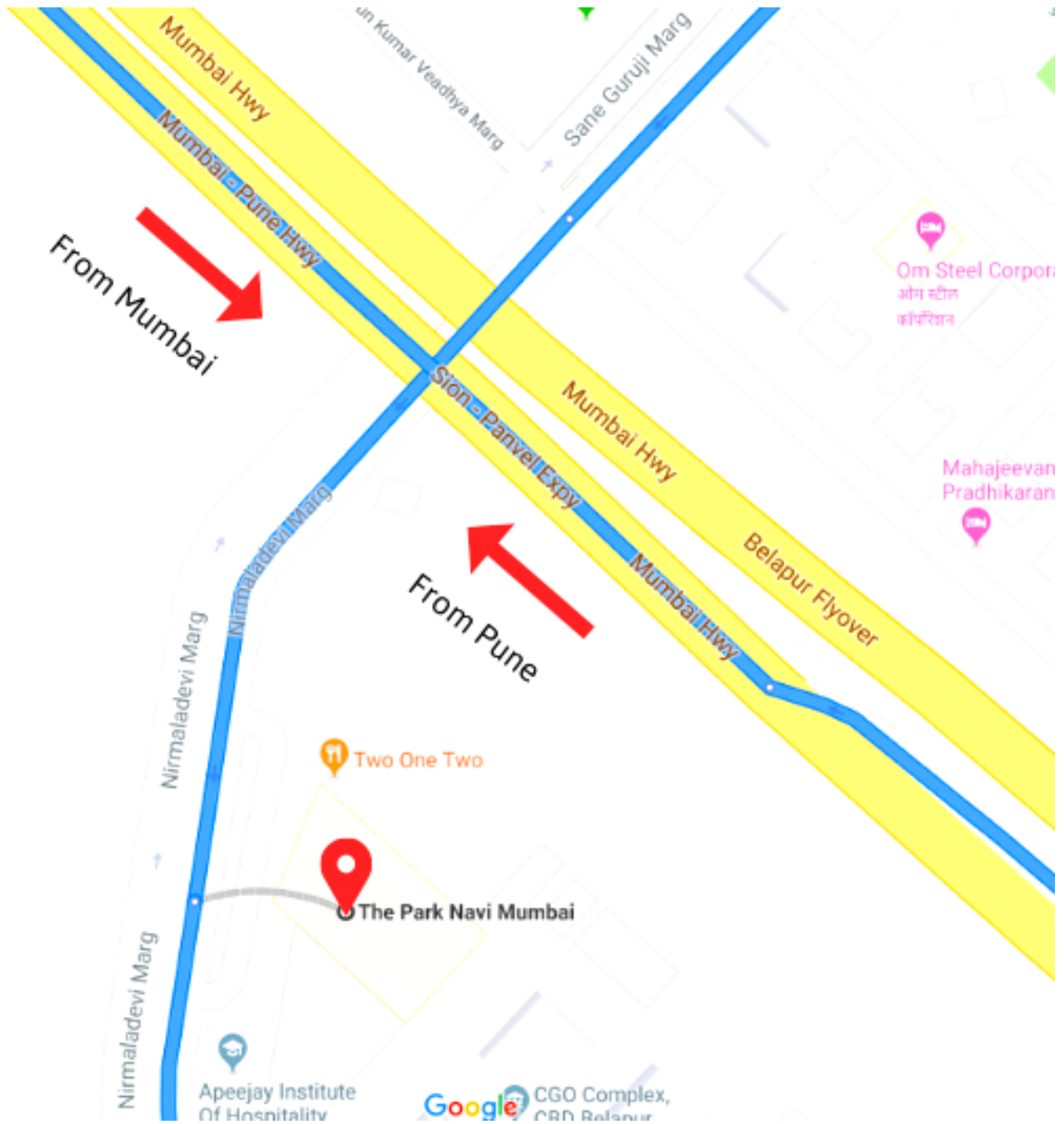
User Id

Password / PIN

ROUTE MAP

to the AGM Venue of Dhruv Consultancy Services Limited

19th Annual General Meeting September 07, 2022



VENUE

Note: Map given above is indicative and distance is approximate.

