



DHRUV WELLNESS LTD.

(Earlier Known As Dhruv Wellness Private Limited)

Chawl No -1, R No. 2, Amba Mata Mandir Compound, Near Italiya Comp,
Veetbhatti, Goregaon (East), Mumbai – 400063. Tel.: 022-28711486
Cell : 9619537587 / 9821461744 CIN No.: U74900MH2015PLC263089
Website : www.dhruvwellness.com / Email : pravinprajapati_dhru@yahoo.in

Date: 14th February, 2022

To,
The Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai- 400001.

Type of Security: Equity Shares
Scrip Code: 540695

Dear Sir / Madam,

**SUB: TO SUBMIT SCRUTINIZERS REPORT OF SPECIAL RESOLUTION PASSED IN EOGM OF
M/S. DHRUV WELLNESS LIMITED ("THE COMPANY") FOR MIGRATION FROM BSE SME
PLATFORM TO MAIN BOARD OF BSE LIMITED**

With reference to the captioned subject we hereby submit Scrutinizers Report of special resolution passed in EOGM of M/s. Dhruv Wellness Limited ("the company") for Migration from BSE SME platform to Main Board of BSE Limited. **Extra Ordinary General Meeting of Dhruv Wellness Limited held on Saturday 12th February, 2022 at 11:00 A.M. at Chawl No -1, RN 2, Amba Mata Mandir Compound, Near Italiya Compund, Veetbhatti, Goregaon (East), Mumbai – 400063.**

In this regard, please find enclosed the following:

- (1) Voting Results as required under regulation 44(3) of the Securities & Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015.
- (2) Scrutinizer's Report dated 14th February, 2022, pursuant to section 108 and I 10 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

The business contained in the notice of EOGM were transacted and approved by shareholders with requisite majority.

Kindly take the said information on your record and acknowledge the receipt of the same.

Thanking You,

Yours Faithfully,
For Dhruv Wellness Limited

Pravinkumar Prajapati
Managing Director



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Details of Voting Result.

Name of Company	Dhruv Wellness Limited
Date of EOGM	12/02/2022
E voting Period	08-02-2022 at 10:00 A.M. and ends on 11-02-2022 at 05:00 P.M.
Resolution Required	Special Resolution :) MIGRATION FROM BSE SME PLATFORM TO MAIN BOARD OF BSE LIMITED.

Category	Mode of Voting	No of Shares Held	No of Votes Polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		1	2	$(3) = \frac{(2)}{(1)} * 100$	4	5	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$	8
Promoter and Promoter Group	E-Voting	7719450	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0
	Total	7719450	0	0	0	0	0	0	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	2820400	1363500	48.34	1363500	0	100	0	0
	Poll		903000	32.02	903000	0	100	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	2266500	2266500	80.36	2266500	0	100	0	0
Total	10539850	2266500	21.50	2266500	0	100	0	0	



M/s. Sanjay M. Kangutkar & Associates

Mobile : 9004866050

9892398555

9619510052

Chartered Accountants

Head Office : Shop No. 6, Blue Diamond Building, Pandit Solicitor Lane, Malad (East), Mumbai - 400 097.

Office : Shop No. 3, Suryakant Niwas, opp. Vagheshwari Mandir, Datt Mandir Road, Bandongari, Malad (East), Mumbai-400 097.

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FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
Chairman,
Dhruv Wellness Limited
Chawl No -1, RN 2, Amba Mata Mandir Compound,
Near Italiya Compund, Veetbhatti, Goregaon (East),
Mumbai – 400063

Dear Sir,

Sub: Scrutinizer's Report on the e-voting and voting at the Extra Ordinary General Meeting of Dhruv Wellness Limited held on Saturday 12th February, 2022 at 11:00 A.M. at Chawl No -1, RN 2, Amba Mata Mandir Compound, Near Italiya Compund, Veetbhatti, Goregaon (East), Mumbai – 400063.

I, CA Sanjay Kangutkar, proprietor of M/s. Sanjay M. Kangutkar & Associates (Member Ship Number 100830 and FRN: 117959W), Practicing Chartered Accountants firm, having office in Shop no -6, Blue Diamond Building, Pandit Solicitor Lane, Malad(east), Mumbai – 400 097, had been appointed as the Scrutinizer by the Board of Directors of **Dhruv Wellness Limited** (the "Company") in respect of the voting process on the below mentioned resolutions proposed at the **Extra Ordinary General Meeting of Dhruv Wellness Limited held on Saturday 12th February, 2022 at 11:00 A.M. at Chawl No -1, RN 2, Amba Mata Mandir Compound, Near Italiya Compund, Veetbhatti, Goregaon (East), Mumbai – 400063.** I hereby submit my report as under:

The Notice of EOGM dated **January 21, 2022** as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the EOGM of the Company to those Members whose email addresses are registered with the Company / Depositories, in compliance with MCA circular issued by Ministry of Corporate Affairs (MCA) vide Circular No.14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No.20/2020 dated May 05, 2020 read with Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, dated May 12, 2020.

I have scrutinized and reviewed the e-voting and ballot voting for the votes cast at the EOGM. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to voting during the EOGM on the resolutions contained in the notice of the EOGM. My responsibility as scrutinizer for the voting process is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit the consolidated result of the e-voting and ballot/poll voting in respect of the said resolutions at the AGM:



1. The Company has appointed and availed the service of **Central Depository Services (India) Limited (CDSL)** to facilitate e-voting to the members through their remote e-voting system.

2. The voting period begins on **08-02-2022 at 10:00 A.M.** and ends on **11-02-2022 at 05:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date: 05-02-2022) of **05-02-2022** may cast their vote electronically.

3. The Cut Off date / record date for the purpose of determining the eligibility of the Members to vote and attend the Extra - Ordinary General Meeting of the Company is **Saturday, 05th February, 2022.**

4. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were locked in my presence with due identification marks placed by me.

5. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company.

6. There were no such poll papers, which were incomplete and/or which were otherwise found defective and treated as invalid and kept separately.

7. The consolidated result of the e-voting and Poll is as under:

Resolution No. 1: Special Resolution

(1) MIGRATION FROM BSE SME PLATFORM TO MAIN BOARD OF BSE LIMITED.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of shares for votes cast by them	% of total number of valid votes cast
Poll	10	9,03,000	100%
E-voting	21	90,82,950	100%

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of shares for votes cast by them	% of total number of valid votes cast
Poll	Nil	Nil	Nil
E-voting	Nil	Nil	Nil

(iii) Invalid votes:

Mode of Voting	Number of members voted	Number of shares for votes cast by them	% of total number of valid votes cast
Poll	Nil	Nil	Nil
E-voting	Nil	Nil	Nil



Pursuant to provisions Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the special resolution shall be acted upon if and only if the votes cast by Shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Accordingly, details of the valid votes cast by the promoters and public shareholders other than promoters are as under:

Category	Mode of Voting	No of Shares Held	No of Votes Polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	8
Promoter and Promoter Group	E-Voting	7719450	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0
	Total	7719450	0	0	0	0	0	0	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	1363500	1363500	100	1363500	0	100	0	0
	Poll	903000	903000	100	903000	0	100	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0
	Total	2266500	2266500	100	2266500	0	100	0	0
	Total								

*Please note that votes cast by Promoter / Promoter Group have not been considered in this report and votes cast by only public shareholders have been considered for the results of e-voting for the resolution



Based on the above facts, the Special Resolution for the following purpose.

To approve the Migration of Listing/Trading of Equity Shares of the Company from SME Platform of BSE Limited (BSE) to Main Board of BSE has been passed with requisite majority.

This is to further mention that the votes cast by shareholders other than promoters in favour of the resolution are more than two times the number of votes cast by shareholders other than promoter shareholders against the resolution.

8. Soft copy of the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is handed over to the Chairman of the Company.

9. The other relevant records were sealed and handed over to the Chairman of the Company keeping in safe record.

Based on the above result of e- voting and poll, I report that the above resolutions have been passed by the Shareholders with the requisite majority as a **Special Resolution**.

Thanking you,

Yours faithfully,
For M/s. **Sanjay M. Kangutkar & Associates**
Chartered Accountants
FRN: 117959W




Sanjay M. Kangutkar
Proprietor
Membership No: 100830

Place: Mumbai
Date: 14/02/2022

UDIN:-22100830ABZYRJ5774