



Dhruv Consultancy Services Limited

501, Plot No. 67, Pujit Plaza, Opp. K-Star Hotel, Sector-11, C.B.D. Belapur, Navi Mumbai – 400 614
Telefax No. +91 022 27570710, Mobile No. 9619497305, Website : www.dhruvconsultancy.in
Email ID: services@dhruvconsultancy.in, info@dhruvconsultancy.in, CIN No. L74999MH2003PLC141887

DHRUV /OUTWARD/2024-25/1827

July 03, 2024

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| Corporate Relationship Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Fax No. 022-22723121/3027/2039/2061 Security Code: 541302, Security ID : DHRUV | Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1 Block G, Bandra Kurla Complex, Bandra (E), Mumbai -400 051 Fax No. 022-26598120/38 Scrip Symbol: DHRUV |
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Dear Sir/Ma'am,

Re: ISIN - INE506Z01015
Sub: Intimation of Dispatch of Extra Ordinary General Meeting (EGM) Notice and Explanatory Statement only through electronic means

This is in furtherance to our letter dated 03rd July, 2024, the EGM Notice along with the Explanatory Statement ("Notice") has been sent to the Shareholders on Wednesday, 03rd July, 2024 through electronic means only to the Members of the Company whose names appear on the Register of Members/ List of Beneficial Owners as on Saturday, 29th June, 2024, being the cut-off date. Further, the hard copy of the EGM Notice has not been sent to the Members, as permitted by the Ministry of Corporate Affairs, vide its various circulars issued.

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with the rules made thereunder and SEBI (LODR) Regulations, 2015, the Company has provided to its Members facility to exercise their right to vote by electronic means on the Resolution(s) set forth in the EGM Notice through services provided by the National Securities Depository Limited ("NSDL"). The e-voting facility will be starting from 9:00 a.m. (I.S.T.) on Wednesday, July 24, 2024 until 5:00 p.m. (I.S.T.) on Friday, July 26, 2024.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the EGM Notice. The same is being made available on the website of the Company i.e. www.dhruvconsultancy.in.

This is submitted for your information and records.

Thanking you,
Yours faithfully,

for **DHRUV CONSULTANCY SERVICES LIMITED**

TANVI T AUTI
Managing Director
DIN 07618878

Encl: As above



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 an Extra Ordinary General Meeting of the Members of **DHRUV CONSULTANCY SERVICES LIMITED** will be held on **Saturday, the 27th July, 2024 at 12.30 p.m. (IST)** through Video Conferencing (VC)/Other Audio Visual Means (OAVM), to transact the following businesses:

SPECIAL BUSINESS:

1. Issuance of Equity Shares on Preferential Basis

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

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (“the Act”), the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and subject to other applicable Laws / Rules / Regulations/ Guidelines / Notifications / Circulars and Clarifications issued thereunder, if any, from time to time by the Government of India, Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”) and/ or any other competent authorities to the extent applicable, the uniform listing agreement entered into by the Company with the stock exchanges where the equity shares of the Company are listed (“Stock Exchanges”) and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the Government of India and any other statutory or regulatory authorities, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and

which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to mean and include any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the members of the Company be and is hereby accorded to offer, issue and allot, from time to time in one or more tranches, on a preferential basis and/or private placement basis, upto 3133800 (Thirty One Lacs Thirty Three Thousand Eight Hundred) equity shares of face value of Rs. 10/- each of the Company (“Equity Shares”) for cash consideration at a price of Rs. 108/- (including a premium of Rs. 98/-) per equity share aggregating upto Rs. 33,84,50,400/- (Rs. Thirty Three Crores Eighty Four Lacs Fifty Thousand Four Hundred Only), to the below mentioned proposed allottee(s) (“Proposed Allottees”) by way of preferential issue on such other terms and conditions as may be determined by the Board, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act viz :-

| Sr. No. | Name of the Proposed Allottee(s) | Category | Number of Equity Shares |
|---------|---|-----------------------|-------------------------|
| 1 | Ganita Technolgies And Services Pvt Ltd | Non-Promoter – Public | 100000 |
| 2 | Shah Enterprise (HUF) | Non-Promoter – Public | 25000 |
| 3 | Kapil Ramji Keniya HUF | Non-Promoter – Public | 25000 |
| 4 | Sandeep Singh | Non-Promoter – Public | 53000 |
| 5 | Navinchandra Champshibhai Shah | Non-Promoter – Public | 25000 |
| 6 | Jyotiprasad Taparia | Non-Promoter – Public | 125000 |
| 7 | Ashutosh Taparia | Non-Promoter – Public | 93750 |
| 8 | Anjali Ashutosh Taparia | Non-Promoter – Public | 93750 |
| 9 | Sanjeevkumar Taparia | Non-Promoter – Public | 93750 |
| 10 | Aruna Taparia | Non-Promoter – Public | 93750 |
| 11 | Pitam Goel | Non-Promoter – Public | 90000 |
| 12 | Radha Rani Gupta | Non-Promoter – Public | 90000 |
| 13 | Tushar aggarwal | Non-Promoter – Public | 90000 |
| 14 | Chintan H Shah | Non-Promoter – Public | 18000 |
| 15 | Jagdish prasad Choudhary | Non-Promoter – Public | 10000 |
| 16 | Vinod Sethi | Non-Promoter – Public | 45000 |
| 17 | KS Ventures Inc - Saket Gupta | Non-Promoter – Public | 45000 |
| 18 | Prateek Mantri | Non-Promoter – Public | 45000 |
| 19 | ASHISH CHUGH | Non-Promoter – Public | 46000 |
| 20 | RAHUL HEMANT MEHTA | Non-Promoter – Public | 75000 |
| 21 | Vikas Tawani | Non-Promoter – Public | 10000 |
| 22 | Nishant M Hundiwala | Non-Promoter – Public | 14000 |
| 23 | SAJID Umedali DHROLIA | Non-Promoter – Public | 46000 |
| 24 | Jyoti Ketan Vakharia | Non-Promoter – Public | 46000 |
| 25 | RAJASTHAN GLOBAL SECURITIES PRIVATE LIMITED | Non-Promoter – Public | 500000 |
| 26 | Ranjana Kanda | Non-Promoter – Public | 9000 |
| 27 | Deeprekha Bagri | Non-Promoter – Public | 9000 |
| 28 | Vikas Arora | Non-Promoter – Public | 74000 |

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| 29 | Kanika Lalwani | Non-Promoter – Public | 9000 |
| 30 | Priti Umesh Khimji | Non-Promoter – Public | 92000 |
| 31 | Zinnia Global Fund PCC- Cell Dewcap Fund | Non-Promoter – Public | 148000 |
| 32 | SADHANA CHETAN RAKA | Non-Promoter – Public | 9000 |
| 33 | Prajapati Mahendra Ramchandra (HUF) | Non-Promoter – Public | 23000 |
| 34 | CHARANIA SHABNAM SHAFEEN | Non-Promoter – Public | 46000 |
| 35 | AMIT JASVANTRAI DHOLAKIA | Non-Promoter – Public | 23000 |
| 36 | KALAWATI KISHOR THAKKAR | Non-Promoter – Public | 23000 |
| 37 | Sanjay Eknath Bhosale | Non-Promoter – Public | 2500 |
| 38 | MALIK AMIRBHAI CHARANIYA | Non-Promoter – Public | 9000 |
| 39 | Ramesh Laxman Mengawade | Non-Promoter – Public | 23000 |
| 40 | Bhavna Gothi | Non-Promoter – Public | 15000 |
| 41 | Pooja Savlani | Non-Promoter – Public | 14000 |
| 42 | SHRADHA MANISH MEHTA | Non-Promoter – Public | 55000 |
| 43 | CCV Emerging Opportunities Fund – I | Non-Promoter – Public | 185000 |
| 44 | Porinju Veliyath | Non-Promoter – Public | 92000 |
| 45 | Bhattad Priti Shamsundar | Non-Promoter – Public | 14000 |
| 46 | WEALTHOLOGISTS PRIVATE LIMITED | Non-Promoter – Public | 45000 |
| 47 | Kamal Arora | Non-Promoter – Public | 9000 |
| 48 | Jyoti Dave | Non-Promoter – Public | 9000 |
| 49 | Saurabh Asit Oberoi | Non-Promoter – Public | 26000 |
| 50 | Oomaima Mohit Gunja | Non-Promoter – Public | 13000 |
| 51 | Morde Foods Private Limited | Non-Promoter – Public | 80000 |
| 52 | Anuradha Harshal Morde | Non-Promoter – Public | 18500 |
| 53 | Aditya Sahaya | Non-Promoter – Public | 18500 |
| 54 | KISHOR EKNATH MORDE | Non-Promoter – Public | 18500 |
| 55 | SANDEEP NANABHAU DOKE | Non-Promoter – Public | 9200 |
| 56 | THORAT KAPIL NARENDRA | Non-Promoter – Public | 9200 |
| 57 | SAMEER VASANT MORDE | Non-Promoter – Public | 9200 |
| 58 | ANJALI M CHAUDHARI | Non-Promoter – Public | 9200 |
| 59 | SHRIDHAR SALUNKE | Non-Promoter – Public | 9200 |
| 60 | Vikrant J Bajjal | Non-Promoter – Public | 4600 |
| 61 | NEHA AGRAWAL | Non-Promoter – Public | 4600 |
| 62 | ANIL EKNATH MORDE | Non-Promoter – Public | 4600 |
| 63 | VILAS DATTATRAY SHERKAR | Non-Promoter – Public | 4600 |

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|----|------------------------------|-----------------------|----------------|
| 64 | MANGESH S SHETE | Non-Promoter – Public | 4600 |
| 65 | VIJAYALAXMI R POOJARI | Non-Promoter – Public | 3700 |
| 66 | ANKUSH ASHOK MORDE | Non-Promoter – Public | 2700 |
| 67 | Amit Arora | Non-Promoter – Public | 9000 |
| 68 | ASHA MADHUKAR POKHARKAR | Non-Promoter – Public | 9200 |
| 69 | VARUN ANIL MORDE | Non-Promoter – Public | 9200 |
| 70 | SWATI MAHESH MORDE | Non-Promoter – Public | 6400 |
| 71 | CHIRAG VILAS SHERKAR | Non-Promoter – Public | 4600 |
| 72 | PARAG VILAS SHERKAR | Non-Promoter – Public | 4600 |
| 73 | ASHOK Y SHINDE | Non-Promoter – Public | 1800 |
| 74 | SUJATA BHASKAR MORADE | Non-Promoter – Public | 1800 |
| 75 | RINKU MONU KAPOOR | Non-Promoter – Public | 1800 |
| | Total – Equity Shares | | 3133800 |

RESOLVED FURTHER THAT in terms of the provisions of ICDR Regulations, the “Relevant Date” for the purpose of determination of minimum price for the issue and allotment of Equity Shares as mentioned above shall be Thursday, 27th June, 2024, being the date 30 (thirty) days prior to the date of this Extra-ordinary General Meeting scheduled to be held on Saturday, July 27, 2024.

RESOLVED FURTHER THAT the Equity Shares of the Company being offered, issued and allotted to the Proposed Allottee(s) by way of Preferential Issue shall, inter-alia, be subject to the following:

- a) The Equity Shares allotted by way of preferential issue shall be made fully paid up at the time of the allotment.
- b) The Equity Shares so offered, issued and allotted to the Proposed allottee(s), shall be issued by the Company for cash consideration;
- c) The Equity Shares shall be allotted in one or more tranches, on receipt of subscription monies within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission;
- d) The Equity Shares shall be allotted by the Company to the Proposed Allottee(s) in dematerialized form within the time prescribed under the applicable laws;
- e) The Equity Shares to be allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights from the date of allotment thereof;

f) The pre-preferential allotment holding, if any, of the Proposed Allottee(s) and Equity Shares to be allotted shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations; and

g) The Equity Shares will be listed on BSE Limited and the National Stock Exchange of India Limited where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name(s) of the Proposed Allottee(s) shall be recorded in Form No. PAS-5 for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions, together with an application form be issued to the Proposed Allottee(s) inviting them to subscribe to the Equity Shares

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including any committee of the Board constituted thereof) be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the number of equity shares to be allotted to the Proposed Allottee(s), effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory authority or other authorities involved in or concerned with the issue and allotment of Equity Shares, making applications to the Stock Exchanges for obtaining in-principle and other approvals, listing of shares, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of equity shares for the purpose of giving effect to this resolution in accordance with applicable laws including the ICDR Regulations and the Listing Regulations and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing without being required to seek any further consent or approval of the members of the Company and the decision of the Board in this regard shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

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

**TANVI AUTI
MANAGING DIRECTOR
DIN: 07618878**

Place: Navi Mumbai

Date: July 3, 2024

NOTES:

The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021, No. 3/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/POD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI Circular No. SEBI/HO/DDHS/P/ CIR/2023/0164 dated October 6, 2023 ('SEBI Circulars') have permitted the holding of EGM by companies through VC / OAVM during the Calendar Year 2021, 2022, 2023 and upto September 30, 2024, without the physical presence of the Members. Accordingly, in compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), MCA Circulars and SEBI Circulars, the EGM of the Company is being conducted through VC/OAVM.

In accordance with the Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India (ICSI) read with Clarification / Guidance on applicability of Secretarial Standards-1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company i.e. 501, Pujit Plaza, Palm Beach Road, Sector - 11, Opp. K-Star Hotel, Near CBD Station, CBD Belapur, Navi Mumbai-400614, which shall be the venue of the EGM. Since the EGM will be held through VC / OAVM, the Route Map for the Venue of the Meeting is not annexed in this Notice.

An Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item No. 1 of the Notice is annexed hereto. The Board of Directors have considered and decided to include the said item as Special Business as it is in the interest of the Company.

Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act

Generally, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members under Section 105 of the Act will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice

In compliance with the provisions of Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Listing Regulations and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the

business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting during the EGM will be provided by NSDL

All documents referred to in the EGM Notice will be available electronically for inspection by the members, without payment of any fees, from the date of circulation of this Notice up to the date of EGM, i.e. Saturday, July 27, 2024. Members seeking inspection of the aforementioned documents can send an email to cs@dhruvconsultancy.in

The members can join the EGM through VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for minimum 1,000 members on 'first come first serve' basis. This will not include large Shareholders (Shareholders holding 2% or more equity shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of 'first come first serve' basis. The Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-voting website at www.evoting.nsdl.com

Institutional/Corporate Shareholders intending to authorise their representatives to attend the meeting pursuant to Section 113 of the Act, are requested to email scanned certified copy of the Board/governing body resolution/authorization etc. authorising their representatives to attend and vote on their behalf at email IDs: cs@dhruvconsultancy.in with a copy marked to evoting@nsdl.com.

ELECTRONIC DESPATCH OF NOTICE OF EGM AND PROCESS FOR REGISTRATION OF EMAIL IDs FOR OBTAINING COPY OF NOTICE OF EGM

In compliance with the aforesaid MCA and SEBI Circulars, the Notice is being sent to the Members, and all other persons so entitled in electronic mode only, whose email IDs are registered with the Company/Depositories. Members may note that the Notice will also be available on the Company's website www.dhruvconsultancy.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL www.evoting.nsdl.com

Members who have still not registered their email IDs are requested to do so at the earliest. Members holding shares in electronic mode can get their email IDs registered by contacting their respective Depository Participant. Members holding shares in physical mode are requested to register their email IDs with the Company or the RTA (M/s Link Intime India Private Limited.), for receiving the Notice. Requests can be emailed to cs@dhruvconsultancy.in or rnt.helpdesk@linkintime.co.in. We urge members to support this Green Initiative effort of the Company and get their email IDs registered

DECLARATION OF RESULT

The Board of Directors have appointed Mr. Atul Kulkarni (Membership No. FCS F7592 CP No. 8392), Proprietor of Atul Kulkarni & Associates, Practising Company Secretary having office at Solapur, as a Scrutinizer to scrutinize the remote e-voting process and e-voting at the EGM in a fair and transparent manner.

The result declared along with the Scrutinizer's Report will be forwarded to BSE Limited and National Stock Exchange of India Limited and shall be simultaneously uploaded on the Company's website www.dhruvconsultancy.in and on the website of NSDL www.evoting.nsdl.com immediately

OTHER USEFUL INFORMATION:

Members are requested to notify immediately any change of address to their Depository Participants (DPs) in respect of the shares held in electronic form, and to the Company or the RTA (M/s Link Intime India Private Limited.), in respect of the shares held in physical form together with a proof of address viz. Electricity Bill, Telephone Bill, Ration Card, Voter ID Card, Passport etc

SEBI has mandated the submission of Permanent Account Number (PAN) and Bank Account details by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN and Bank Account details to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN and Bank Account details along with a self-certified copy of PAN and a cancelled cheque/ passbook copy to the Registrar and Share Transfer Agent/ Company.

PROCEDURE FOR JOINING EGM THROUGH VC / OAVM

Members will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned hereinbelow for Access to NSDL e-voting system. After successful login, you can see link of "VC/OAVM" placed under "Join General Meeting" menu against Company name. You are requested to click on VC/ OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.

Members are encouraged to join the Meeting through Laptops for better experience

Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting

Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches

Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at cs@dhruvconsultancy.in during the period Wednesday, July 24, 2024 from 9:00 A.M. to Friday, July 26, 2024 upto 5:00 P.M

Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at cs@dhruvconsultancy.in during the period, Wednesday, July 24, 2024 from 9:00 A.M. to Friday, July 26, 2024 upto 5:00 P.M. The same will be replied by the Company suitably.

Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting

PROCEDURE FOR E-VOTING BEFORE/DURING THE EGM:

Members are requested to attend and participate in the ensuing EGM through VC/OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during the EGM.

The remote e-voting period commences on Wednesday, July 24, 2024 at 9:00 A.M. and ends on Friday, July 26, 2024 at 5:00 P.M. During this period, Members of the Company holding shares either in physical form or in demat form, as on the cut-off date i.e. Saturday, July 20, 2024 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The facility of e-voting during the EGM will be available to those Members who have not cast their vote by remote e-voting. Members, who have cast their vote by remote e-voting, may attend the EGM through VC/OAVM but will not be entitled to cast their vote once again on resolutions.

The voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and Password for casting the vote.

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. | 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 |

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| | <p>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 or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <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 or joining virtual meeting & voting during the meeting. |

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 022 – 4886 7000 and 022- 2499 7000 |
| 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 toll free no. 1800 22 55 33 |

(B) Login Method 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.
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 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.
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 csatulkulkarniandassociates@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 / 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 /1800 224 430 or send a request at evoting@nsdl.co.in. In case of any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email: evoting@nsdl.co.in or call on.: 1800 1020 990 /1800 22 at 022 – 4886 7000 and 022- 2499 70004 430).

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email 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 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/EOGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/EOGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/EOGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/EOGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/EOGM. However, they will not be eligible to vote at the EGM/EOGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/EOGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/EOGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/EOGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@dhruvconsultancy.in. The same will be replied by the company suitably.

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

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

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|---|--|
| 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 | 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 • Website: www.dhruvconsultancy.in Tel• Fax: +91 22 27570710 |
|---|--|

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated July 3, 2024.

The following disclosure is made in accordance with the provisions of the Companies Act, 2013 ("the Act") and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended thereof (hereinafter referred to as "SEBI (ICDR) Regulations").

OBJECT OF THE PREFERENTIAL ISSUE:

The Company intends to utilize the proceeds raised through the preferential issue towards the following Objects:

Working Capital for business purposes – Issue Proceeds will be utilized in the working capital for business purposes.

Capital Expenditure for the ongoing projects – towards purchase of machinery, if required.

Repayment of Secured/Unsecured Loans/Creditors - Repayment or pre-payment in full or part, of certain secured loans and/or unsecured loans availed and/or creditors of the Company

General Corporate Purposes – Up to 25% (twenty five percent) of the Issue Proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies and/or any other general purposes as may be permissible under applicable laws.

Utilization of Issue Proceeds

Given that the funds to be received against the issue of Equity Shares, in one or more tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out hereinbelow

Table

| Sr. No. | Particulars | Total estimated amount to be utilised for each of the Objects (Rs.) | Tentative Timelines for utilization of Issue Proceeds from the date of receipt of funds |
|---------|---|---|---|
| 1 | Working Capital for business purposes, Capital Expenditure for the ongoing projects, Repayment of | Rs. 33,84,50,400/- | Within 12 months from the date of receipt of funds |

| | | | |
|--|--|--|--|
| | Secured/Unsecured Loans/Creditors, General Corporate Purposes | | |
|--|--|--|--|

As estimated by our management, the entire Issue Proceeds would be utilized for the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 12 months from the date of receipt of funds.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds

Till such time issue proceeds are fully utilized, the Company intends to keep the same in bank deposits and /or Bonds/Fixed Deposit/Mutual Funds/ High rated Commercial papers/ Inter Corporate Deposits or any Other Debt Instruments in the best interest of the company as the Board may think fit.

Monitoring Agency Details

In terms of Regulation 162A of the SEBI ICDR Regulations, as the size of this preferential issue is not above Rs. 100 Crore, the regulations as pertaining to the appointment of monitoring agency to monitor the use of the proceeds of the Preferential Issue shall not apply for the said issue.

MAXIMUM NUMBER OF SPECIFIED SECURITIES TO BE ISSUED:

To create, offer, issue and allot on a preferential basis to the Non-Promoters entities upto 3133800 (Thirty One Lacs Thirty Three Thousand Eight Hundred) Equity Shares of face value of Rs. 10/- each of the Company at a price of Rs. 108/- each [Rupees One Hundred & Eight Only] (including premium of Rs. 98/- each [Rupees Ninety Eight Only]) or at a price being not lower than the minimum price determined in accordance with the Regulations for Preferential Issue contained in Chapter V of SEBI (ICDR) Regulations as amended, whichever is higher.

THE CLASS OR CLASSES OF PERSONS TO WHOM THE ALLOTMENT IS PROPOSED TO BE MADE

The Allotment is proposed to be made to Individuals and Entities belonging to the Non-Promoters Category as per the details mentioned below

INTENT OF THE PROMOTERS, DIRECTORS, KEY MANAGEMENT PERSONNEL OR SENIOR MANAGEMENT OF THE COMPANY TO SUBSCRIBE TO THE OFFER:

None of the Promoter/Promoter Group, Directors, Key Management Personnel or Senior Management of the Company are subscribing to the proposed preferential offer, except the following outsider entities, who have conveyed to the Company in writing to subscribe to the Equity Shares/Warrants carrying an entitlement to subscribe to an equivalent number of equity shares of face value of Rs. 10/- each of the Company on preferential basis as proposed under Special Resolution at Item No. 1 above.

Table

| Sr. No. | Name of the Proposed Allottee(s) | Category | Number of Equity Shares |
|---------|---|---------------------|-------------------------|
| 1 | Ganita Technolgies And Services Pvt Ltd | Non-Promoter Public | 100000 |
| 2 | Shah Enterprise (HUF) | Non-Promoter Public | 25000 |
| 3 | Kapil Ramji Keniya HUF | Non-Promoter Public | 25000 |
| 4 | Sandeep Singh | Non-Promoter Public | 53000 |
| 5 | Navinchandra Champshibhai Shah | Non-Promoter Public | 25000 |
| 6 | Jyotiprasad Taparia | Non-Promoter Public | 125000 |
| 7 | Ashutosh Taparia | Non-Promoter Public | 93750 |
| 8 | Anjali Ashutosh Taparia | Non-Promoter Public | 93750 |
| 9 | Sanjeevkumar Taparia | Non-Promoter Public | 93750 |
| 10 | Aruna Taparia | Non-Promoter Public | 93750 |
| 11 | Pitam Goel | Non-Promoter Public | 90000 |
| 12 | Radha Rani Gupta | Non-Promoter Public | 90000 |
| 13 | Tushar aggarwal | Non-Promoter Public | 90000 |
| 14 | Chintan H Shah | Non-Promoter Public | 18000 |
| 15 | Jagdish prasad choudhary | Non-Promoter Public | 10000 |
| 16 | Vinod Sethi | Non-Promoter Public | 45000 |

| | | | | |
|----|---|------------------------|---|--------|
| 17 | KS Ventures Inc - Saket Gupta | Non-Promoter Public | - | 45000 |
| 18 | Prateek Mantri | Non-Promoter Public | - | 45000 |
| 19 | ASHISH CHUGH | Non-Promoter Public | - | 46000 |
| 20 | RAHUL HEMANT MEHTA | Non-Promoter Public | - | 75000 |
| 21 | Vikas Tawani | Non-Promoter Public | - | 10000 |
| 22 | Nishant M Hundiwala | Non-Promoter Public | - | 14000 |
| 23 | SAJID Umedali DHROLIA | Non-Promoter Public | - | 46000 |
| 24 | Jyoti Ketan Vakharia | Non-Promoter Public | - | 46000 |
| 25 | RAJASTHAN GLOBAL SECURITIES PRIVATE LIMITED | Non-Promoter Public | - | 500000 |
| 26 | Ranjana Kanda | Non-Promoter Public | - | 9000 |
| 27 | Deeprekha Bagri | Non-Promoter Public | - | 9000 |
| 28 | Vikas Arora | Non-Promoter Public | - | 74000 |
| 29 | Kanika Lalwani | Non-Promoter Public | - | 9000 |
| 30 | Priti Umesh Khimji | Non-Promoter Public | - | 92000 |
| 31 | Zinnia Global Fund PCC- Cell Dewcap Fund | Non-Promoter Public | - | 148000 |
| 32 | SADHANA CHETAN RAKA | Non-Promoter Public | - | 9000 |
| 33 | Prajapati Mahendra Ramchandra (HUF) | Non-Promoter Public | - | 23000 |
| 34 | CHARANIA SHABNAM SHAFEEN | Non-Promoter Public | - | 46000 |
| 35 | AMIT JASVANTRAI DHOLAKIA | Non-Promoter Public | - | 23000 |
| 36 | KALAWATI KISHOR THAKKAR | Non-Promoter Public | - | 23000 |
| 37 | Sanjay Eknath Bhosale | Non-Promoter Public | - | 2500 |
| 38 | MALIK AMIRBHAI CHARANIYA | Non-Promoter Public | - | 9000 |
| 39 | Ramesh Laxman Mengawade | Non-Promoter Public | - | 23000 |
| 40 | Bhavna Gothi | Non-Promoter Public | - | 15000 |

| | | | | |
|----|---|------------------------|---|--------|
| 41 | Pooja Savlani | Non-Promoter Public | – | 14000 |
| 42 | SHRADHA MANISH MEHTA | Non-Promoter Public | – | 55000 |
| 43 | CCV Emerging Opportunities Fund – I | Non-Promoter Public | – | 185000 |
| 44 | Porinju Veliyath | Non-Promoter Public | – | 92000 |
| 45 | Bhattad Priti Shamsundar | Non-Promoter Public | – | 14000 |
| 46 | WEALTHOLOGISTS PRIVATE LIMITED | Non-Promoter Public | – | 45000 |
| 47 | Kamal Arora | Non-Promoter Public | – | 9000 |
| 48 | Jyoti Dave | Non-Promoter Public | – | 9000 |
| 49 | Saurabh Asit Oberoi | Non-Promoter Public | – | 26000 |
| 50 | Oomaima Mohit Gunja | Non-Promoter Public | – | 13000 |
| 51 | Morde Foods Private Limited | Non-Promoter Public | – | 80000 |
| 52 | Anuradha Harshal Morde | Non-Promoter Public | – | 18500 |
| 53 | Aditya Sahaya | Non-Promoter Public | – | 18500 |
| 54 | KISHOR EKNATH MORDE | Non-Promoter Public | – | 18500 |
| 55 | SANDEEP NANABHAU DOKE | Non-Promoter Public | – | 9200 |
| 56 | THORAT KAPIL NARENDRA | Non-Promoter Public | – | 9200 |
| 57 | SAMEER VASANT MORDE | Non-Promoter Public | – | 9200 |
| 58 | ANJALI M CHAUDHARI | Non-Promoter Public | – | 9200 |
| 59 | SHRIDHAR SALUNKE | Non-Promoter Public | – | 9200 |
| 60 | Vikrant J Bajjal | Non-Promoter Public | – | 4600 |
| 61 | NEHA AGRAWAL | Non-Promoter Public | – | 4600 |
| 62 | ANIL EKNATH MORDE | Non-Promoter Public | – | 4600 |
| 63 | VILAS DATTATRAY SHERKAR | Non-Promoter Public | – | 4600 |
| 64 | MANGESH S SHETE | Non-Promoter Public | – | 4600 |

| | | | | | |
|----|------------------------|----------|------------------------|---|---------|
| 65 | VIJAYALAXMI POOJARI | R | Non-Promoter Public | - | 3700 |
| 66 | ANKUSH MORDE | ASHOK | Non-Promoter Public | - | 2700 |
| 67 | Amit Arora | | Non-Promoter Public | - | 9000 |
| 68 | ASHA POKHARKAR | MADHUKAR | Non-Promoter Public | - | 9200 |
| 69 | VARUN ANIL MORDE | | Non-Promoter Public | - | 9200 |
| 70 | SWATI MORDE | MAHESH | Non-Promoter Public | - | 6400 |
| 71 | CHIRAG SHERKAR | VILAS | Non-Promoter Public | - | 4600 |
| 72 | PARAG SHERKAR | VILAS | Non-Promoter Public | - | 4600 |
| 73 | ASHOK Y SHINDE | | Non-Promoter Public | - | 1800 |
| 74 | SUJATA MORADE | BHASKAR | Non-Promoter Public | - | 1800 |
| 75 | RINKU KAPOOR | MONU | Non-Promoter Public | - | 1800 |
| | TOTAL Shares | - Equity | | | 3133800 |

SHAREHOLDING PATTERN OF THE COMPANY BEFORE AND AFTER THE PREFERENTIAL ISSUE:

| Sr. No. | Category of Shareholder | Pre-issue* | | Equity Shares to be Alloted | Post-Issue Shareholding | |
|---------|--------------------------------------|------------|-------|-----------------------------|-------------------------|-------|
| (A) | Promoters and Promoter Group Holding | | | | | |
| 1 | Indian | | | | | |
| | - Individual | | | | | |
| | Pandurang Dandawate # | 4040129 | 25.43 | - | 4040129 | 21.24 |
| | Jayashree Dandawate | 2905990 | 18.29 | - | 2905990 | 15.28 |
| | Prutha Dandawate | 500000 | 3.15 | - | 500000 | 2.63 |
| | Tanvi Auti | 1586950 | 9.99 | - | 1586950 | 8.34 |
| | Sandeep Dandawate # | 326000 | 2.05 | - | 326000 | 1.71 |
| | Tejas Auti | 15000 | 0.09 | - | 15000 | 0.08 |
| | Sub Total : | 9374069 | 59.00 | - | 9374069 | 49.28 |

| | | | | | | |
|-----|-----------------------------|-----------------|------------|----------------|-----------------|------------|
| 2 | Foreign Promoters | - | - | - | - | - |
| | Sub Total (A) | 9374069 | 59.00 | - | 9374069 | 49.28 |
| (B) | Non-Promoters Holding : | | | | | |
| 1 | Mutual Funds | - | - | - | - | - |
| 2 | Foreign Portfolio Investors | 207826 | 1.31 | 333000 | 540826 | 2.84 |
| 3 | Individuals | 5238641 | 32.97 | 1957800 | 7196441 | 37.83 |
| 4 | Non-Resident Indian (NRI) | 341945 | 2.15 | - | 341945 | 1.80 |
| 5 | Bodies Corporate | 538972 | 3.39 | 770000 | 1308972 | 6.88 |
| 6 | Trusts | 13200 | 0.08 | - | 13200 | 0.07 |
| 7 | LLP | 15000 | 0.09 | - | 15000 | 0.08 |
| 8 | HUF | 159116 | 1.00 | 73000 | 232116 | 1.22 |
| | Sub Total (B) | 6514700 | 41.00 | 3133800 | 9648500 | 50.72 |
| | Grand Total | 15888769 | 100 | 3133800 | 19022569 | 100 |

Note:

a) The pre-issue shareholding has been prepared on the basis of shareholdings as on Saturday, June 29, 2024.

b) The Pre and Post-issue shareholding to the (#) entities is on assumption that entire 692769 warrants as issued under the earlier Preferential issue is allotted and converted into equity shares. The Company has already received the approval of allotment from BSE Ltd and the requisite NSE approval is under final process.

c) The post-issue shareholding may change depending upon any other corporate action that may take place in between, if any.

NO CHANGE IN CONTROL:

The existing promoters of the company will continue to be in control of the company and there will not be any changes in the management/control of the company as a result of the proposed allotment of equity shares under preferential allotment.

LOCK-IN PERIOD:

The equity shares to be allotted on preferential basis shall be locked in, for such period as prescribed in Chapter V of SEBI (ICDR) Regulations. The entire pre preferential shareholding of the allottees, if any, shall be locked in as per Regulation 167(6) of Chapter V of the SEBI (ICDR) Regulations.

TIME FRAME WITHIN WHICH THE PREFERENTIAL ALLOTMENT SHALL BE COMPLETED:

The proposed allotment of Equity Shares shall be completed, in accordance with Regulation 170 of SEBI (ICDR) Regulations, within 15 (fifteen) days period from the later of: (i) date of passing of the shareholders' special resolution; or (ii) receipt of the permission or approval from any regulatory authority or the Central Government, if any, including receipt of the 'in principle approval' from the stock exchanges (pursuant to Regulation 28 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) where the shares of the Company are listed. The allotment of equity shares will be completed in dematerialized form.

IDENTITY OF NATURAL PERSONS WHO ARE THE ULTIMATE BENEFICIAL OWNERS OF THE SHARES PROPOSED TO BE ALLOTTED AND/OR WHO ULTIMATELY CONTROL THE PROPOSED ALLOTTEES AND THE PERCENTAGE OF POST PREFERENTIAL ISSUE CAPITAL THAT MAY BE HELD BY THE ALLOTTEES

In compliance with Regulation 163(1)(f) and 163(1)(fa) of SEBI (ICDR) Regulations and amendments thereof and also in compliance with SEBI Circular No. CIR/MIRDS/2/2013 dated January 24, 2013, details of the proposed allottees to whom securities to be issued pursuant to the Special Resolution at Item No. 1 of the Notice, the Identity of Natural Persons who are the Ultimate Beneficial Owners of the proposed allottees and the percentage of the expanded capital to be held by the proposed allottees after the proposed allotment of the said securities are as under:

| Name of Proposed Allottees | Identity of Natural Persons Who are the Ultimate Beneficial Owners | Pre-Issue Shareholding | | No. of Equity Shares proposed to be issued | Post-Issue Shareholding | |
|--|--|------------------------|--------------------|--|-------------------------|--------------------|
| | | No. of Equity Shares | % of Share holding | | No. of Equity Shares | % of Share holding |
| Non Promoter - Public Shareholders | | | | | | |
| Mr. Ganita Technologies and Services Pvt Ltd | Chandrakanta Singhania (PAN- AAYPS3996H) | 0 | 0 | 100000 | 100000 | 0.53 |
| | Jaishree Singhania (PAN - AAYPS3995E) | | | | | |
| | Abhilasha Singhania (PAN - ASEPS4244A) | | | | | |
| | Pradyumna Singhania (PAN - BFXPS6420M) | | | | | |
| | Aryamaan Singhania (PAN - BFXPS6303H) | | | | | |
| | Tanishka Singhania (PAN - BHKPS1143J) | | | | | |
| Shah Enterprise (HUF) | Mayur Shah- (PAN- CLIPS0994J) | 0 | 0.00 | 25000 | 25000 | 0.13 |
| Kapil Ramji Keniya HUF | Kapil Keniya (PAN- AACPK7074J) | 0 | 0.00 | 25000 | 25000 | 0.13 |
| Sandeep Singh | Sandeep Singh | 0 | 0.00 | 53000 | 53000 | 0.28 |
| Navinchandra Champshibhai Shah | Navinchandra Champshibhai Shah | 0 | 0.00 | 25000 | 25000 | 0.13 |

| | | | | | | |
|---|--|-------|------|--------|--------|------|
| Jyotiprasad Taparia | Jyotiprasad Taparia | 0 | 0.00 | 125000 | 125000 | 0.66 |
| Ashutosh Taparia | Ashutosh Taparia | 0 | 0.00 | 93750 | 93750 | 0.49 |
| Anjali Ashutosh Taparia | Anjali Ashutosh Taparia | 0 | 0.00 | 93750 | 93750 | 0.49 |
| Sanjeevkumar Taparia | Sanjeevkumar Taparia | 0 | 0.00 | 93750 | 93750 | 0.49 |
| Aruna Taparia | Aruna Taparia | 0 | 0.00 | 93750 | 93750 | 0.49 |
| Pitam Goel | Pitam Goel | 0 | 0.00 | 90000 | 90000 | 0.47 |
| Radha Rani Gupta | Radha Rani Gupta | 0 | 0.00 | 90000 | 90000 | 0.47 |
| Tushar aggarwal | Tushar aggarwal | 0 | 0.00 | 90000 | 90000 | 0.47 |
| Chintan H Shah | Chintan H Shah | 0 | 0.00 | 18000 | 18000 | 0.09 |
| agsJagdish prasad Choudhary | Jagdish prasad choudhary | 0 | 0.00 | 10000 | 10000 | 0.05 |
| Vinod Sethi | Vinod Sethi | 0 | 0.00 | 45000 | 45000 | 0.24 |
| KS Ventures Inc - Saket Gupta | Saket Gupta (PAN - ALGPG3825N) | 0 | 0.00 | 45000 | 45000 | 0.24 |
| | Krishan Goyal (PAN - AVFPK4186K) | 0 | | | | |
| Prateek Mantri | Prateek Mantri | 0 | 0.00 | 45000 | 45000 | 0.24 |
| ASHISH CHUGH | ASHISH CHUGH | 0 | 0.00 | 46000 | 46000 | 0.24 |
| RAHUL HEMANT MEHTA | RAHUL HEMANT MEHTA | 0 | 0.00 | 75000 | 75000 | 0.39 |
| Vikas Tawani | Vikas Tawani | 0 | 0.00 | 10000 | 10000 | 0.05 |
| Nishant M Hundiwala | Nishant M Hundiwala | 600 | 0.00 | 14000 | 14600 | 0.08 |
| SAJID Umedali DHROLIA | SAJID Umedali DHROLIA | 0 | 0.00 | 46000 | 46000 | 0.24 |
| Jyoti Ketan Vakharia | Jyoti Ketan Vakharia | 40000 | 0.25 | 46000 | 86000 | 0.45 |
| RAJASTHAN GLOBAL SECURITIES PRIVATE LIMITED | Lalit Dua (PAN - AAEPD0395D) | 0 | 0.00 | 500000 | 500000 | 2.63 |
| Ranjana Kanda | Ranjana Kanda | 0 | 0.00 | 9000 | 9000 | 0.05 |
| Deeprekha Bagri | Deeprekha Bagri | 0 | 0.00 | 9000 | 9000 | 0.05 |
| Vikas Arora | Vikas Arora | 0 | 0.00 | 74000 | 74000 | 0.39 |
| Kanika Lalwani | Kanika Lalwani | 0 | 0.00 | 9000 | 9000 | 0.05 |
| Priti Umesh Khimji | Priti Umesh Khimji | 45130 | 0.28 | 92000 | 137130 | 0.72 |
| Zinnia Global Fund PCC- Cell Dewcap Fund | NA | 0 | 0.00 | 148000 | 148000 | 0.78 |
| SADHANA CHETAN RAKA | SADHANA CHETAN RAKA | 0 | 0.00 | 9000 | 9000 | 0.05 |
| Prajapati Mahendra Ramchandra (HUF) | Mahendra Ramchandra Prajapati (PAN - ACDPP5568K) | 0 | 0.00 | 23000 | 23000 | 0.12 |
| CHARANIA SHABNAM SHAFEEN | CHARANIA SHABNAM SHAFEEN | 0 | 0.00 | 46000 | 46000 | 0.24 |
| AMIT JASVANTRAI DHOLAKIA | AMIT JASVANTRAI DHOLAKIA | 0 | 0.00 | 23000 | 23000 | 0.12 |

| | | | | | | |
|-------------------------------------|---|-------|------|--------|--------|------|
| KALAWATI KISHOR THAKKAR | KALAWATI KISHOR THAKKAR | 0 | 0.00 | 23000 | 23000 | 0.12 |
| Sanjay Eknath Bhosale | Sanjay Eknath Bhosale | 2934 | 0.02 | 2500 | 5434 | 0.03 |
| MALIK AMIRBHAI CHARANIYA | MALIK AMIRBHAI CHARANIYA | 18907 | 0.12 | 9000 | 27907 | 0.15 |
| Ramesh Laxman Mengawade | Ramesh Laxman Mengawade | 20000 | 0.13 | 23000 | 43000 | 0.23 |
| Bhavna Gothi | Bhavna Gothi | 0 | 0.00 | 15000 | 15000 | 0.08 |
| Pooja Savlani | Pooja Savlani | 0 | 0.00 | 14000 | 14000 | 0.07 |
| SHRADHA MANISH MEHTA | SHRADHA MANISH MEHTA | 0 | 0.00 | 55000 | 55000 | 0.29 |
| CCV Emerging Opportunities Fund – I | NA | 0 | 0.00 | 185000 | 185000 | 0.97 |
| Porinju Veliyath | Porinju Veliyath | 0 | 0.00 | 92000 | 92000 | 0.48 |
| Bhattad Priti Shamsundar | Bhattad Priti Shamsundar | 200 | 0.00 | 14000 | 14200 | 0.07 |
| WEALTHOLOGISTS PRIVATE LIMITED | Anushka Singhal (PAN - AJUPB2881K) | 0 | 0.00 | 45000 | 45000 | 0.24 |
| | Arun Chaudhary (PAN -AHQPC8136L) | 0 | | | | |
| | Rahul Singhal (PAN - AXAPS8120Q) | 0 | | | | |
| Kamal Arora | Kamal Arora | 0 | 0.00 | 9000 | 9000 | 0.05 |
| Jyoti Dave | Jyoti Dave | 0 | 0.00 | 9000 | 9000 | 0.05 |
| Saurabh Asit Oberoi | Saurabh Asit Oberoi | 0 | 0.00 | 26000 | 26000 | 0.14 |
| Oomaima Mohit Gunja | Oomaima Mohit Gunja | 0 | 0.00 | 13000 | 13000 | 0.07 |
| Morde Foods Private Limited | Chandrakant Eknath Morde (PAN - AAAPM8279P) | 0 | 0.00 | 80000 | 80000 | 0.42 |
| Anuradha Harshal Morde | Anuradha Harshal Morde | 0 | 0.00 | 18500 | 18500 | 0.10 |
| Aditya Sahaya | Aditya Sahaya | 0 | 0.00 | 18500 | 18500 | 0.10 |
| KISHOR EKNATH MORDE | KISHOR EKNATH MORDE | 0 | 0.00 | 18500 | 18500 | 0.10 |
| SANDEEP NANABHAU DOKE | SANDEEP NANABHAU DOKE | 0 | 0.00 | 9200 | 9200 | 0.05 |
| THORAT KAPIL NARENDRA | THORAT KAPIL NARENDRA | 0 | 0.00 | 9200 | 9200 | 0.05 |
| SAMEER VASANT MORDE | SAMEER VASANT MORDE | 0 | 0.00 | 9200 | 9200 | 0.05 |
| ANJALI M CHAUDHARI | ANJALI M CHAUDHARI | 0 | 0.00 | 9200 | 9200 | 0.05 |
| SHRIDHAR SALUNKE | SHRIDHAR SALUNKE | 0 | 0.00 | 9200 | 9200 | 0.05 |
| Vikrant J Baijal | Vikrant J Baijal | 0 | 0.00 | 4600 | 4600 | 0.02 |
| NEHA AGRAWAL | NEHA AGRAWAL | 0 | 0.00 | 4600 | 4600 | 0.02 |
| ANIL EKNATH MORDE | ANIL EKNATH MORDE | 0 | 0.00 | 4600 | 4600 | 0.02 |
| VILAS DATTATRAY SHERKAR | VILAS DATTATRAY SHERKAR | 0 | 0.00 | 4600 | 4600 | 0.02 |
| MANGESH S SHETE | MANGESH S SHETE | 0 | 0.00 | 4600 | 4600 | 0.02 |

| | | | | | | |
|-------------------------|-------------------------|---|------|------|------|------|
| VIJAYALAXMI R POOJARI | VIJAYALAXMI R POOJARI | 0 | 0.00 | 3700 | 3700 | 0.02 |
| ANKUSH ASHOK MORDE | ANKUSH ASHOK MORDE | 0 | 0.00 | 2700 | 2700 | 0.01 |
| Amit Arora | Amit Arora | 0 | 0.00 | 9000 | 9000 | 0.05 |
| ASHA MADHUKAR POKHARKAR | ASHA MADHUKAR POKHARKAR | 0 | 0.00 | 9200 | 9200 | 0.05 |
| VARUN ANIL MORDE | VARUN ANIL MORDE | 0 | 0.00 | 9200 | 9200 | 0.05 |
| SWATI MAHESH MORDE | SWATI MAHESH MORDE | 0 | 0.00 | 6400 | 6400 | 0.03 |
| CHIRAG VILAS SHERKAR | CHIRAG VILAS SHERKAR | 0 | 0.00 | 4600 | 4600 | 0.02 |
| PARAG VILAS SHERKAR | PARAG VILAS SHERKAR | 0 | 0.00 | 4600 | 4600 | 0.02 |
| ASHOK Y SHINDE | ASHOK Y SHINDE | 0 | 0.00 | 1800 | 1800 | 0.01 |
| SUJATA BHASKAR MORADE | SUJATA BHASKAR MORADE | 0 | 0.00 | 1800 | 1800 | 0.01 |
| RINKU MONU KAPOOR | RINKU MONU KAPOOR | 0 | 0.00 | 1800 | 1800 | 0.01 |

While calculating the Pre and Post-issue shareholding of the Proposed Allottees, the Company has calculated the same on the assumption that entire 692769 warrants as issued as marked (#) under the earlier preferential issue is allotted and converted into equity shares.

The consent of the Members is sought for the issue of Equity Shares, in terms of Section 62 of the Companies Act, 2013, and all applicable provisions of the Companies Act, 2013 and in terms of the provisions of the SEBI (ICDR) Regulations and the listing agreement entered into by the Company with the stock exchanges, where the Company's equity shares are listed.

THE CURRENT AND PROPOSED STATUS OF THE ALLOTTEES POST THE PREFERENTIAL ISSUE NAMELY, PROMOTER OR NON-PROMOTER :- All the Proposed Allottees as mentioned above in the Table are the "Non-Promoter – Public" Category Entities and shall remain as "Non-Promoter – Public" Category Entities Only. There will not be any change in the Promoter and/or Promoter Group Category, post this Preferential Issue.

BASIS ON WHICH THE PRICE HAS BEEN ARRIVED AT AND JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY):

The Equity Shares of the company are listed on BSE Limited and National Stock Exchange of India Limited for a period of more than 90 trading days as on the relevant date i.e Thursday, June 27, 2024 and are frequently traded in accordance with Regulation 164 of SEBI (ICDR) Regulations.

In terms of the provisions of Regulation 164(1) of SEBI (ICDR) Regulations the price at which Equity Shares shall be allotted shall not be less than higher of the following:

the 90 Trading Days volume weighted average price of the Equity Shares of the Company quoted on National Stock Exchange of India Limited preceding the Relevant Date, i.e., Rs. 107.568 per equity share

the 10 Trading Days volume weighted average price of the Equity Shares of the Company quoted on National Stock Exchange of India Limited preceding the Relevant Date, i.e., Rs. 103.446 per equity share

Accordingly, the minimum issue price in terms of Regulation 164(1) of the SEBI (ICDR) Regulations, is Rs. 107.568 per share and hence taken as Rs. 108 per Equity Share, being higher of the above two prices.

As per the existing Articles of Association of the Company and pursuant to Regulation 166A of the SEBI (ICDR) Regulations, the Company is required to obtain a valuation report from an independent registered valuer, for determining the floor price for the Preferential Issue. In compliance thereof, the Company has obtained a valuation report dated Tuesday, July 2, 2024, from Nikunj Kanodia, an Independent Registered Valuer (IBBI Registration No. IBBI/RV/01/2020/13470) and as per the Valuation Report the price arrived is Rs. 107.04 per Equity Share. A copy of the Valuation Report shall be available for inspection by the members electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to cs@dhruvconsultancy.in. This certificate is also placed on the website of the company at <https://Fund Raising - Dhruv Consultancy Limited>

The Board proposes to issue the equity share of face value of Rs. 10/- each at a price of Rs. 108/- each [Rupees One Hundred & Eight Only] (including premium of Rs. 98/- each [Rupees Ninety Eight Only]) each, being a price that is not less than the price computed in accordance with Chapter V of the SEBI ICDR Regulations.

THE PRICE OR PRICE BAND AT/WITHIN WHICH THE ALLOTMENT IS PROPOSED:

The issue price of the equity shares to be allotted on preferential basis shall be at a price of Rs. 108/- each [Rupees One Hundred & Eight Only] (including premium of Rs. 98/- each [Rupees Ninety Eight Only]) or at a price being not lower than the minimum price determined in accordance with the Regulations for Preferential Issue contained in Chapter V of SEBI (ICDR) Regulations as amended, whichever is higher.

PARTICULARS OF THE OFFER, KINDS OF SECURITIES OFFERED, PRICE OF THE SECURITIES OFFERED INCLUDING DATE OF PASSING OF BOARD RESOLUTION

Issue of upto 3133800 equity share of face value of Rs. 10/- each at a price of Rs. 108/- each [Rupees Thirty Three Crores Eighty Four Lacs Fifty Thousand Four Hundred Only] (including premium of Rs. 98/- each [Rupees Ninety Only]) or at a price being not lower than the minimum price determined in accordance with the Regulations for Preferential Issue contained in Chapter V of SEBI (ICDR) Regulations as amended, whichever is higher for Cash consideration.

Date of passing Board Resolution for aforesaid Preferential Issue is Wednesday, July 3, 2024.

AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SUCH SECURITIES:

The Company intends to raise Rs. 33,84,50,400/- by way of Preferential Issue of 3133800 Equity Shares.

NUMBER OF PERSONS TO WHOM ALLOTMENT ON PREFERENTIAL BASIS HAVE BEEN MADE DURING THE YEAR, IN TERMS OF NUMBER OF SECURITIES AS WELL AS PRICE:

During the financial year 2024-2025, the company has not made any allotment on Preferential Basis other than preferential allotment proposed in this Resolution. During the year 2023-2024, the Company has issued 100000 & 692769 equity shares to the four allottees pursuant to conversion of share warrants under the earlier preferential issue.

NAME AND ADDRESS OF THE VALUER WHO PERFORMED VALUATION OF THE SECURITY OFFERED:

The valuation was performed by Nikunj Kanodia, Registered Valuer (IBBI Registration No. IBBI/RV/01/2020/13470) having his office at Mumbai, India.

THE JUSTIFICATION FOR THE ALLOTMENT PROPOSED TO BE MADE FOR CONSIDERATION OTHER THAN CASH TOGETHER WITH VALUATION REPORT OF THE REGISTERED VALUER

Not Applicable, as the proposed preferential allotment is made for Cash consideration

PRINCIPLE TERMS OF ASSETS CHARGED AS SECURITIES:

Not Applicable

PRACTICING COMPANY SECRETARY CERTIFICATE:

A copy of the certificate from Mr. Atul Kulkarni (Membership No. FCS F7592 CP No. 8392), Proprietor of Atul Kulkarni & Associates, Practising Company Secretary, as mandated under Regulation 163(2) of the SEBI (ICDR) Regulations, certifying that the Proposed Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations has been obtained considering the said preferential issue and the same shall be available for inspection by the members electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to cs@dhruvconsultancy.in. This certificate is also placed on the website of the company at <https://Fund Raising - Dhruv Consultancy Limited>

RELEVANT DATE:

The "Relevant Date" as per ICDR Regulations for the determination of the minimum price for Equity Shares to be issued is fixed as Thursday, June 27, 2024, i.e. 30 (Thirty) days prior to the date of this Extraordinary General Meeting which is scheduled to be held on July 27, 2024.

OTHER DISCLOSURES:

As the equity shares have been listed on recognized Stock Exchanges (i.e BSE Limited and National Stock Exchange of India Limited) for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing recomputation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable

UNDERTAKING

The Company hereby also undertakes that

It would re-compute the price of the Equity Shares in terms of the provisions of the ICDR Regulations where it is required to do so;

If the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, the above shares shall continue to be locked in till the time such amount is paid by the Proposed Allottee(s)

Neither the Company nor any of its Promoter/Promoter Group or Directors are categorized as willful defaulter or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the disclosure required under Regulation 163(1)(i) is not applicable.

None of the directors or Promoter/Promoter Group of the Company is fugitive economic offender as defined under SEBI (ICDR) Regulations

The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by SEBI thereunder; and

The Company is eligible to make the Preferential Issue to its Proposed Allottee(s) under Chapter V of the ICDR Regulations

None of the Directors and / or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and accordingly recommend passing of the resolution as set out at Item No. 1 of the Accompanying Notice for the approval of members of the Company as Special Resolution.

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

**TANVI AUTI
MANAGING DIRECTOR
DIN: 07618878**

Place: Navi Mumbai

Date: July 3, 2024