



DHRUV WELLNESS LTD.

207, A Wing, Royal Apartment, Jai Bhavani Lane,
Kasambaug, Malad (E) Mumbai 400097
Cell: 9825980950 CIN No. U74900MH2015PLC263089
Website : dhruvwellness.in
Email : pravinbhaiprajapati1974@gmail.com

Date: 05/11/2022

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: Notice of 7th Annual General Meeting and intimation regarding closure of
Register of Members & Share Transfer Books**

We would like to inform you that Pursuant to Regulation 30 of the SEBI (LODR) Regulation 2015, this is to inform you that the **Seventh (7th) Annual General Meeting (hereinafter referred to as "AGM") of the Members of M/s. DHRUV WELLNESS LIMITED ('the Company')** will be held on **Tuesday, 29th November, 2022 at 02:00 p.m.** at the Registered Office of the Company at 207, Royal Appt, Kasam Baug, Opp Bachani Nagar, Jai Bhavani Lane, Malad (East), Mumbai- 400097

Further pursuant to Regulation 42 of the SEBI (LODR) Regulations, 2015, the Register of Members and Share Transfer Books shall remain closed from **19th November, 2022 to 29th November, 2022** (both day inclusive) for the purpose of Annual General Meeting of the Company.

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
DIN: 05192268**



NOTICE

Notice is hereby given that the Seventh (7th) Annual General Meeting (hereinafter referred to as "AGM") of the Members of **M/s. DHRUV WELLNESS LIMITED ('the Company')** will be held on **Tuesday, 29th November, 2022** at 02:00 p.m. at the Registered Office of the Company at 207, Royal Appt, Kasam Baug, Opp Bachani Nagar, Jai Bhavani Lane, Malad (East), Mumbai-400097 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended **31st March, 2022** and the Reports of the Board of Directors and Auditors thereon.

"RESOLVED THAT the audited financial statement of the Company for the financial year ended **31st March, 2022** and the report of the Board of Directors and Auditor thereon laid before this meeting, be and is hereby considered and adopted."

2. To appoint a Director in place of **Mrs. Anita Pravinbhai Prajapati (DIN: 05192261)**, Who retires by rotation and being eligible, offer herself for re-appointment: -

"RESOLVED THAT pursuant to the provisions of section 152(6) of the Companies Act, 2013 and the rules made there under, **Mrs. Anita Pravinbhai Prajapati (DIN: 05192261)**, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as the director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds or things as deemed necessary to give effect to the aforesaid resolution."

3. To appointment of **CA Yatin Kumar Shah, Membership No:159796**, Peer review No : 014617, Chartered Accountants, Mumbai as statutory auditor of the Company hold office from the conclusion of **7th AGM until the conclusion of the 12th AGM** also fixed their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the company hereby appoint **CA Yatin Kumar Shah**, Chartered Accountants, Mumbai, Statutory Auditors having **Membership No:159796**, Peer review No : 014617 issued by the Institute of Chartered Accountants of India (ICAI) to hold office from the conclusion 7th Annual General Meeting until the conclusion of 12th Annual General Meeting of the Company, on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and reimbursement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company."



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds or things as deemed necessary to give effect to the aforesaid resolution.”

SPECIAL BUSINESS:

4. Re-Appointment of Mr. Pravinkumar Narayanbhai Prajapati (DIN: 05192268) as Managing Director.

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 196, 197 and all other applicable provisions of, if any of the Companies Act, 2013 (“Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the consent of the Members of the Company be and is hereby accorded to re-appoint **Mr. Pravinkumar Narayanbhai Prajapati (DIN: 05192268)**, as Managing Director of the Company, for a period commencing from **23rd May, 2022 to 22nd May, 2027**.

“**RESOLVED FURTHER THAT** the payment of remuneration and all benefits to **Mr. Pravinkumar Narayanbhai Prajapati (DIN: 05192268)**, Managing Director shall continue same as per old agreement.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

5. RE-APPOINTMENT OF MR. JIGNESH CHINUBHAI SHAH (DIN: 07831824) AS INDEPENDENT DIRECTOR OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to Regulation 16(b) and Regulation 25(2A) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, **Mr. Jignesh Chinubhai Shah (DIN: 07831824)** who was appointed as an Independent Director for the 1st term of 5 (five) consecutive years ending on **22nd May, 2022** and being eligible, and has submitted a declaration for his independence and upon recommendation of the Nomination and Remuneration Committee, and Board of Directors, **Mr. Jignesh Chinubhai Shah (DIN: 07831824)** be and hereby re-appointed as an Independent Director of the Company , for second term of 5 (Five) consecutive years w.e.f. **23rd May, 2022 to 22nd May, 2027** and he shall not be liable to retire by rotation.



RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and are hereby authorised to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

6. RE-APPOINTMENT OF MR. KUNAL SARKAR (DIN: 07831825) AS INDEPENDENT DIRECTOR OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to Regulation 16(b) and Regulation 25(2A) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, **Mr. Kunal Sarkar (DIN: 07831825)** who was appointed as an Independent Director for the 1st term of 5 (five) consecutive years ending on **22nd May, 2022** and being eligible, and has submitted a declaration for his independence and upon recommendation of the Nomination and Remuneration Committee, and Board of Directors, **Mr. Kunal Sarkar (DIN: 07831825)** be and hereby re-appointed as an Independent Director of the Company , for second term of 5 (Five) consecutive years w.e.f. **23rd May, 2022 to 22nd May, 2027** and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and are hereby authorised to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

By order of the Board of Directors of

FOR DHRUV WELLNESS LIMITED

Sd/-

Pravinkumar Prajapati
Managing Director
DIN: 05192268

Date: 05/11/2022

Place: Mumbai

Registered Office:

207, Royal Appt, Kasam Baug, Opp Bachani Nagar,
 Jai Bhavani Lane, Malad (East) Mumbai - 400097
CIN: L74900MH2015PLC263089



NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of him/her-self and the proxy need not be a member of the company. The proxies in order to be valid and effective should be deposited at the registered office of the company, duly and completed and signed, not later than 48 hours before the commencement of the meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. **Mrs. Anita Pravinbhai Prajapati (DIN: 05192261)**, retires by rotation and being eligible offers herself for re-appointment. The details pertaining to the aforesaid director as required under Clause 1.2.5 of Secretarial Standards on General Meeting and Regulation 26(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is furnished in the Company.
4. The route map and prominent landmark of the venue of the 7th Annual General Meeting as required under Clause 1.2.4 of the Secretarial Standards on the General Meeting is annexed herewith as **Annexure I** to the Notice.
5. The members or proxies are requested to bring with them the Annual Report, as extra copy of the same will not be supplied at the meeting as per usual practice.
6. 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.
7. Corporate members intending to send their authorized representative to attend the Annual General Meeting are requested to send a certified copy of the Board Resolution authorizing the representative to attend and vote on their behalf at the meeting.
8. Details under of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/reappointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
9. During the period beginning 24 hours before the time fixed for the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than three days of prior notice in writing is given to the Company.
10. The Notice of Annual General Meeting along with the Attendance Slip and Proxy Form are being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s) unless a Member has requested for a hard copy of the



same. For Members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.

11. The Notice of the Annual General Meeting is uploaded on the Company's website <https://www.dhruvwellness.in> which may be accessed by the Members.

12. The Company's Registrar and Transfer Agents (RTA) for its Share Registry Work (Physical and Electronic) are **M/s. Purva Shareregistry India Private Limited** having their office at Unit No. 9, Ground Floor, Shiv Shakti Ind. Estt, J. R. Boricha Marg, Lower Parel East, Mumbai, - 400011 Maharashtra.

13. Pursuant to Sections 101 and 136 of the Companies Act, 2013, read with the Rules framed thereunder and pursuant to the circulars issued by the Ministry of Corporate Affairs (MCA) regarding the Green Initiative, the Notice of the AGM inter alia, would be sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depository Participant and who have not opted to receive the same in physical form.

14. Members are requested to support the Green Initiative by registering/ updating their email addresses, with their Depository Participant (in case of Shares held in dematerialized form) or with Purva Shareregistry India Private Limited (in case of Shares held in physical form).

15. The Annual Report 2021-22 of the Company circulated to the Members of the Company, will be made available on the Company's website at www.dhruvwellness.in and also on the website of the respective Stock Exchanges at www.bseindia.com.

16. A copy of the Notice will also be available on the website of the Company viz. <https://www.dhruvwellness.in> Members are entitled to receive such communication in physical form, upon making a request to the Company for the same. For any communication, the Members may also send a request to the Company's investor email id: pravinprajapati_dhru@yahoo.in.

17. Relevant documents referred to in the Notice will be available for inspection at the Registered Office and the Corporate Office of the Company during normal business hours, i.e. 10.00 a.m. to 6.00 p.m. on all working days except Saturdays and Sundays, up to and including the date of the AGM.

18. Members / Proxies / Authorized Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting along with Annual Report. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting. Note that the attendance slip/ proxy form should be signed as per the specimen signature registered with the Registrar and Transfer Agents/ Depository Participant.

19. No gifts, gift coupons, or cash in lieu of gifts shall be distributed at the Meeting.

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



Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

21. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meetings so that the information required may be made available at the meeting.

22. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, to provide efficient and better services.

23. General instructions/information for Members for voting on the Resolutions:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 (2) of Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment Rules, 2015, exemption is provided for a Company referred to in Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 to provide facility to vote by electronic means. So the Voting Rights shall be exercised only through ballot paper and there will be no e-voting facility available to the Members.

a. Voting at AGM: The Members have to cast their vote through ballot, thereby exercising their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through ballot shall be made available at the Meeting.

b. The voting rights of Members shall be in proportion to their Share in the paid-up Equity Share Capital of the Company as on the cut-off date. Members are eligible to cast their vote at the AGM only if they are holding Shares as on that date. A person who is not a Member as on the cut-off date is requested to treat this Notice for information purposes only.

24. GREEN INITIATIVE

As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' initiated by the Ministry of Corporate Affairs, Government of India (MCA), by its recent circulars, enabling electronic delivery of documents including the annual report, quarterly, half yearly results to shareholders at their e-mail address previously registered with the depository participants (DPs)/company/registrars and share transfer agents. Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail addresses to help us in the Endeavour to save trees and protect the planet. Those holding shares in demat form can register their email address with their concerned DP. Those shareholders who hold shares in physical form are requested to register their e-mail addresses with our registrar, by sending a letter, duly signed by the first/sole holder quoting details of folio number/client id.



25 Members who hold shares in electronic form are requested to notify immediately, any change in their addresses to their respective depository participants.

26. Scrutinizer's Report:

a. The Board of Directors of the Company to appointed scrutinizer to scrutinize the voting process in a fair and transparent manner.

b. The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of polling paper for all those Members who are present at the AGM.

c. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the Meeting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forth with.

d. The Results declared along-with the Scrutinizer's Report shall be placed on the Company's website within 48 hours of passing of the resolutions at the 7th Annual General Meeting of the Company and shall be communicated to BSE Limited, where the shares of the Company are listed.

By order of the Board of Directors of

FOR DHRUV WELLNESS LIMITED

Sd/-

Pravinkumar Prajapati
Managing Director
DIN: 05192268

Date: **05/11/2022**

Place: **Mumbai**

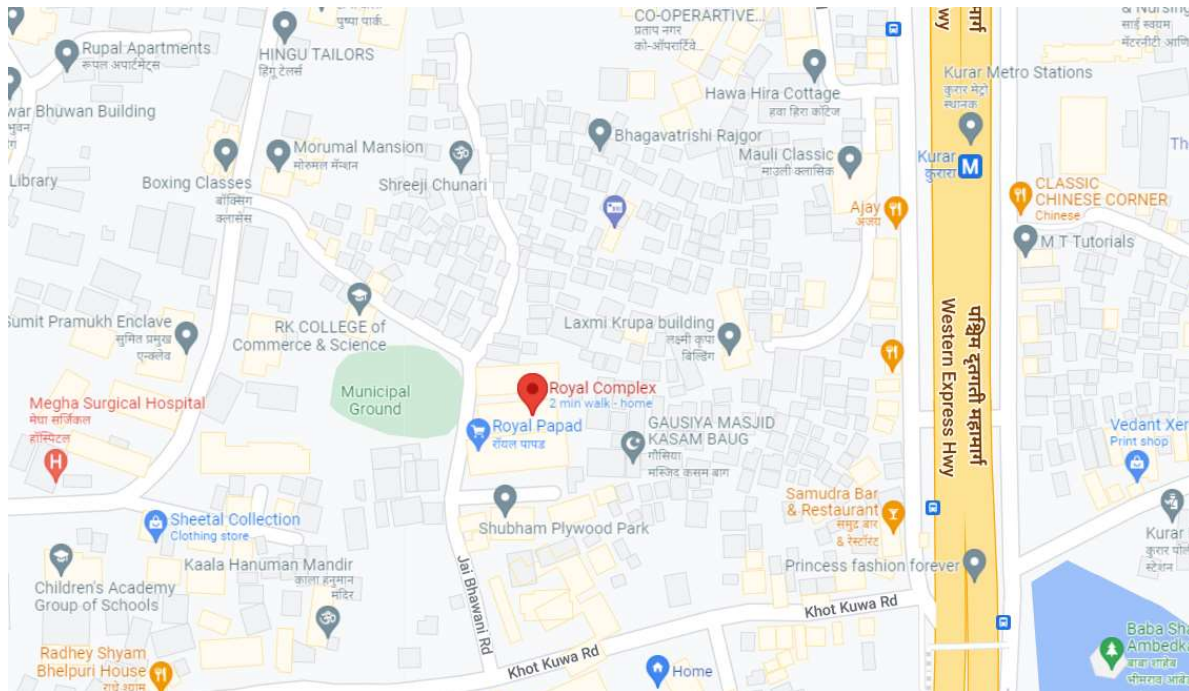
Registered Office:

207, Royal Appt, Kasam Baug, Opp Bachani Nagar,
Jai Bhavani Lane, Malad (East) Mumbai - 400097

CIN: L74900MH2015PLC263089



ANNEXURE -I (ROUTE MAP)



By order of the Board of Directors of
FOR DHRUV WELLNESS LIMITED

Sd/-

Pravinkumar Prajapati
Managing Director
DIN: 05192268

Date: **05/11/2022**
 Place: **Mumbai**

Registered Office:
 207, Royal Appt, Kasam Baug, Opp Bachani Nagar,
 Jai Bhavani Lane, Malad (East) Mumbai - 400097
CIN: L74900MH2015PLC263089



ANNEXURE TO NOTICE
Explanatory Statement
PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying notice.

ITEM NO : 4

The Company had appointed **Mr. Pravinkumar Narayanbhai Prajapati (DIN: 05192268)**, as Managing Director of the Company for a period of five years from 23rd May, 2017 to 22nd May, 2022. The Members had subsequently approved the said appointment and terms of his remuneration.

Mr. Pravinkumar Narayanbhai Prajapati (DIN: 05192268), Managing Director of the Company having over 25 years of industry experience. He has done a B.pharm.

His current term of appointment as the Managing Director of the Company expired on 22nd May, 2022. Considering his knowledge of various aspects relating to the Company’s affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of **Mr. Pravinkumar Narayanbhai Prajapati** should be available to the Company for a further period of 5 (Five) years with effect from 23rd May, 2022 to 22nd May, 2027.

In terms of the provisions of the Act and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their meetings respectively re-appointed him as Managing Director of the Company for a further period of 5 (Five) years with effect from 23rd May, 2022.

In accordance with the provisions of Sections 196, 197 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed appointment and the terms of remuneration payable to **Mr. Pravinkumar Narayanbhai Prajapati** require approval of members by passing Special Resolution. Hence, the members are requested to pass the **Special Resolution** accordingly.

The Board recommends the Resolution at Item No. 4 for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution except **Mr. Pravinkumar Narayanbhai Prajapati**. The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under:

ITEM No : 5

Mr. Jignesh Chinubhai Shah (DIN: 07831824) was appointed as Independent Director pursuant to the provisions of Section 149 of the Companies Act and all other applicable provision read with rules framed thereunder (the act) and the Clause 49 of the erstwhile Listing Agreement. The aforesaid Independent Director is eligible to hold office as Independent Directors for the first tem of 5 (Five) consecutive years upto **22nd May, 2022**.

The Company has also received a notice in writing from candidature of **Mr. Jignesh Chinubhai Shah (DIN: 07831824)** to be appointed as Independent Director of the Company. Company has also



received a declaration from **Mr. Jignesh Chinubhai Shah (DIN: 07831824)** confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and a declaration received that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, **Mr. Jignesh Chinubhai Shah (DIN: 07831824)** fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management. Considering **Mr. Jignesh Chinubhai Shah (DIN: 07831824)** knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to re-appoint him as an Independent Director for a period of 5 (five) consecutive years with effect from **23rd May, 2022 to 22nd May, 2027**.

Copy of letter of appointment of **Mr. Jignesh Chinubhai Shah (DIN: 07831824)** setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of **Mr. Jignesh Chinubhai Shah (DIN: 07831824)**, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at **Annexure A** to this Notice.

Brief profile of **Mr. Jignesh Chinubhai Shah (DIN: 07831824)** is given at **Annexure A** to this Notice. Except **Mr. Jignesh Chinubhai Shah (DIN: 07831824)**, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No.5.

ITEM No : 6

Mr. Kunal Sarkar (DIN: 07831825) was appointed as Independent Director pursuant to the provisions of Section 149 of the Companies Act and all other applicable provision read with rules framed thereunder (the act) and the Clause 49 of the erstwhile Listing Agreement. The aforesaid Independent Director is eligible to hold office as Independent Directors for the first tem of 5 (Five) consecutive years upto **22nd May, 2022**.

The Company has also received a notice in writing from candidature of **Mr. Kunal Sarkar (DIN: 07831825)** to be appointed as Independent Director of the Company. Company has also received a declaration from **Mr. Kunal Sarkar (DIN: 07831825)** confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and a declaration received that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, **Mr. Kunal Sarkar (DIN: 07831825)** fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management. Considering **Mr. Kunal Sarkar (DIN: 07831825)** knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to re-appoint him as an Independent Director for a period of 5 (five) consecutive years with effect from **23rd May, 2022 to 22nd May, 2027**.

Copy of letter of appointment of **Mr. Kunal Sarkar (DIN: 07831825)** setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of **Mr. Kunal Sarkar (DIN: 07831825)**, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at **Annexure A** to this Notice.



Brief profile of **Mr. Kunal Sarkar (DIN: 07831825)** is given at **Annexure A** to this Notice. Except **Mr. Kunal Sarkar (DIN: 07831825)**, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No.6.

ANNEXURE TO THE NOTICE DATED 05TH NOVEMBER, 2022

**Disclosure pursuant to Regulation 36 of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015 and,
Clause 1.2.5 of Secretarial Standards-2 on General Meetings.**

Name of Director	Mr. Pravinkumar Prajapati	Mr. Jigneshbhai Shah	Mr. Kunal Sarkar
Director Identification Number (DIN)	05192268	07831824	07831825
Designation/category of the Director	Managing Director	Non-Executive, Independent Director	Non-Executive, Independent Director
Age			
Qualifications	Graduate	Graduate	Graduate
Experience (including expertise in specific functional area)	Having an experience of more than 25 years in management of the Company	Having an experience of more than 20 years in management of the Company	Having an experience of more than 10 years in management of the Company
Terms and Conditions of Reappointment	As per the resolution passed by the Shareholders.	As per the resolution passed by the Shareholders.	As per the resolution passed by the Shareholders.
Remuneration last drawn (Including sitting fees, if any)	NIL	NIL	NIL
Date of first appointment on the Board	23 rd May, 2017	23 rd May, 2017	23 rd May, 2017
Shareholding in the Company as on date of notice	5,53,190	0	43,500
Relationship with other Directors / Key Managerial Personnel	Mr. Narayan Prajapati is Father and Mrs. Anita Prajapati is wife.	NA	NA
Number of meetings of the Board attended during the year	5	5	5
Membership / Chairmanship of Committees of other Boards	Member: Audit Committees	Chairman: - Audit Committees	Chairman: - Stakeholder Relationship Committee.



as on March 31, 2022		- Nomination and Remuneration Committee Member: - Stakeholder Relationship Committee	Member: - Audit Committees - Nomination and Remuneration Committee
The Justification for choosing the appointees for appointment as Independent Directors	NA	The role and capabilities as required in the case of an independent director are well defined in the Policy on Nomination, Appointment, and Removal of Directors. Further, the Board has a defined list of core skills/expertise/competencies, in the context of its business and sector for it to function effectively. The Nomination and Remuneration committee of the Board has evaluated the profile of Mr. Jigneshbhai Shah possess the relevant skill and capabilities to discharge the role of Independent Directors.	The role and capabilities as required in the case of an independent director are well defined in the Policy on Nomination, Appointment, and Removal of Directors. Further, the Board has a defined list of core skills/expertise/competencies, in the context of its business and sector for it to function effectively. The Nomination and Remuneration committee of the Board has evaluated the profile of Mr. Kunal Sarkar possess the relevant skill and capabilities to discharge the role of Independent Directors.

By order of the Board of Directors of

FOR DHRUV WELLNESS LIMITED

Sd/-

Pravinkumar Prajapati

Managing Director

DIN: 05192268

Date: **05/11/2022**

Place: **Mumbai**

Registered Office:

207, Royal Appt, Kasam Baug, Opp Bachani Nagar,

Jai Bhavani Lane, Malad (East) Mumbai - 400097

CIN: L74900MH2015PLC263089