

AGM NOTICE

DHRUV CONSULTANCY SERVICES LIMITED
CIN: U74999MH2003PLC141887

Regd. Office:

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

mail: cs@dhruvconsultancy.in

Website: www.dhruvconsultancy.in

Tel• Fax: **+91 22 27570710**

NOTICE

NOTICE is hereby given that the 16th Annual General Meeting of the Members of DHRUV CONSULTANCY SERVICES LIMITED will be held on **Wednesday, 14th day of August, 2019 at 10.30 a.m.** at meeting room, ground floor, the park hotel, sector 1, CBD Belapur, Navi Mumbai -400 614, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2019, together with the Reports of the Board of Directors and Auditor's thereon.
2. To appoint a Director in place of Mr. Pandurang Dandawate (DIN:01202414), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Approval of Related Party Transaction(s).**

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

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



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

**TANVI T AUTI
MANAGING DIRECTOR**

DIN : 07618878

**Place: Mumbai
Date: 03.07.2019**

Regd. Office: 501, Pujit Plaza, Palm Beach Road, Sector - 11, Opp. K-Star Hotel, Near CBD Station, CBD Belapur, Navi Mumbai-400614, Maharashtra mail: cs@dhruvconsultancy.in Tel+ Fax: +91 22 27570710 CIN: U74999MH2003PLC141887

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning above businesses to be transacted is annexed hereto. The relevant details as required under Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/re-appointment as Director under Item No.2 of the Notice, are also annexed.
2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than 48 hours before the commencement of the AGM.** Proxies submitted on behalf of companies, societies, etc., must be supported by appropriate resolutions / authority letter, as applicable. A person can act as proxy on behalf of Members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case, a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip, duly completed and signed, mentioning therein details of their Folio/DP ID and Client ID No.
4. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, Thursday, 8th August, 2019 to Wednesday, 14 August, 2019 (both days inclusive).
6. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, 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, Link Intime India Private Limited ("Link Intime") and/ or Sharex Dynamic (India) Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Link Intime and/ or Sharex Dynamic (India) Private Limited.
7. The Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, amended Regulation 40 of the SEBI Listing Regulations pursuant to which from 1st April, 2019 onwards securities can be transferred only in dematerialised form. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors. Members holding shares in physical form are requested to convert their holding(s) to dematerialised form to eliminate all risks associated with physical shares.
8. 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 DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Link Intime and/ or Sharex Dynamic (India) Private Limited
9. Any Member desirous of getting any information on the accounts or operations of the Company is requested to forward his/her queries to the Company at least seven working days prior to the AGM, so that the required information can be made available at the AGM.



10. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. Those members who have received Annual Report 2018-19 in electronic mode will be entitled to receive such communication in Physical form, upon making request for the same, by post free of cost. For any communication the members may also send request to the Company at cs@dhruvconsultancy.in. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2018-19 will also be available on the Company's website viz. www.dhruvconsultancy.in.
11. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs / Link Intime.
12. All the documents referred to in the Notice of AGM are available at the Company's Corporate Office for Inspection between 11.00 a.m. to 01.00 p.m. on all working days (Monday to Friday) till the conclusion of the AGM.
13. The route map of venue of the AGM is enclosed.
14. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited (NSDL), on all the resolutions set forth in this Notice.
15. The facility for voting through Ballot Paper shall be made available at the AGM and the members attending the meeting, who have not cast their vote by e-voting shall be able to exercise their right at the meeting through Ballot Paper.
16. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot Paper. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot Paper shall be treated as invalid.
17. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
18. The Members who have cast their vote by e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
19. Atul Kulkarni from Atul Kulkarni & Associates, Practising Company Secretary (Membership No. FCS F7592 CP No. 8392) has been appointed as the Scrutiniser to scrutinise the voting and e-voting process in a fair and transparent manner.
20. The Scrutiniser shall within a period not exceeding 2 (Two) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (Two) witnesses not in the employment of the Company and make a Scrutiniser's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing.
21. The Results shall be declared after the AGM of the Company. The Results declared along-with the Scrutiniser's Report shall be placed on the Company's website www.dhruvconsultancy.in and on the website of NSDL within 2 (Two) working days of passing of the resolutions at the AGM of the Company and the same will also be communicated to the Stock Exchanges.
22. The instructions for e-voting are as under:
Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>
Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-voting website?

- a. 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.
- b. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- c. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- d. 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 EVEN is 101456 and folio number is 001*** then user ID is 101456001***

- e. Your password details are given below:
- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- f. If you are unable to retrieve or have not received the "initial password" or have forgotten your password:
- 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
 - "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

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.

- After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-voting will open.

Details on Step 2 are mentioned below:

How to cast your vote electronically on NSDL e-voting system?

- After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" (E-Voting Event Number) of Dhruv Consultancy Services Limited.
- Now you are ready for e-voting as the Voting page opens.
- 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.



6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by email to atulykulkarni@gmail.com with a copy marked to evoting@nsdl.co.in
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 to 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. : 1800-222-990 or send a request at .

Other Instructions

1. The e-voting period commences on Sunday, 11th August, 2019 (9.00 a.m. IST) and ends on Tuesday, 13th August, 2019 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialised form, as on Wednesday, 7th August, 2019 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
2. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting, either through e-voting or Ballot Paper.
3. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch 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.co.in.
4. A person who is not a Member as on the cut-off date i.e. Wednesday, 7th August, 2019 should treat this Notice for information purposes only.

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

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

Sharex Dynamic (India) Private Limited.,
Unit No. 1, Luthra Ind. Premises, Safed Pool,
Andheri Kurla Road,
Andheri East- 400 072
Tel./ Fax: 022 28515606
support@sharexindia.com

Registered Office and Communication details of the Company:

501, Pujit Plaza, Palm Beach Road, Sector - 11,
Opp. K-Star Hotel, Near CBD Station, CBD Belapur,
Navi Mumbai-400614, Maharashtra
CIN: U74999MH2003PLC141887
mail: cs@dhruvconsultancy.in
Tel • Fax: +91 22 27570710



ANNEXURES FORMING PART OF THE NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102
OF THE COMPANIES ACT, 2013

Annexure A

Disclosure required under the Act, Listing Regulations and Secretarial standards of ICSI

Information required as per Regulation 26(4) & 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the appointment or re-appointment of Directors at the Annual General Meeting

Particulars	Pandurang Dandawate (Age 56) (DIN : 01202414)
Brief Resume	He holds a bachelor's degree in civil engineering from Dr. Babasaheb Ambedkar Marathwada University. He cleared his MPSC exams and was selected as a Grade I Class II officer (Maharashtra Engineering Service) in PWD, Government of Maharashtra as an assistant Engineer. He took Voluntary Retirement as an Executive Engineer from Maharashtra State Road Development Corporation Limited in the Year 2003. He has been on the Board of the Company since incorporation and was designated as Non-executive Director w.e.f. November 01, 2016.
Expertise in specific functional areas	Infrastructural Segment.
Relationship between Director(s) inter-se	Yes, immediate relative of Director(s)
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	No other Company except the said Company.
Number of Shares held in the Company	39,47,360 Equity Shares of Rs. 10/- each



SPECIAL BUSINESS :**Item No.1**

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

The details of the Material Related Party Transactions executed or to be executed are given below:

Sr. No	Name of the Related Party	Name of the Director or Key Managerial Personnel who is related, if any	Nature of relationship	Nature and particulars of contract or arrangement	Contract Value (In Rs.) (approx._)	Any other information relevant or important for the members to take a decision on the proposed resolution
1	Samarth Softech Solutions Pvt. Ltd.	Pandurang Dandawate	Service	Consultancy Services for traffic survey	250.00 Lakh	NA
2	Infovibe Ventures Pvt. Ltd.	Tanvi Auti	Service	Design Consultancy services	130.00 Lakh	NA
3	Innovision Studios	Tanvi Auti	Service	Design Consultancy services	100.00 Lakh	NA

The SEBI (LODR) Regulations, 2015, also requires that all material related party transactions shall require approval of the shareholders through ordinary resolution.

On recommendation of the Audit Committee, the Board of Directors of the Company at its Meeting(s) held on November, 5th 2018 approved the proposed transaction as may be envisaged. Accordingly, now the Board seeks the approval of the members by way of Ordinary Resolution under Section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and the SEBI (LODR) Regulations, 2015 to enable the Company to enter into Related Party Transactions in one or more tranche(es). The Company enters all related party transactions, including the transactions under consideration in the ordinary course of business and at arm’s length basis.

Further, pursuant to Regulation 23 of the SEBI (LODR) Regulations, 2015, all entities falling under the definition of “Related Parties” shall abstain from voting in respect of the resolution proposed at Item No. 3 of the Notice, irrespective of whether the Related Party is a party to the particular transaction or not.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives directly or indirectly, are concerned or interested in the proposed resolution except to the extent of their equity holdings in the Company, if any.

The Board recommends the Ordinary Resolution set forth in Item No. 3 of the Notice for approval of the shareholders.

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

**TANVI T AUTI
MANAGING DIRECTOR**

DIN : 07618878

Place: Navi Mumbai

Date: 04.07.2019

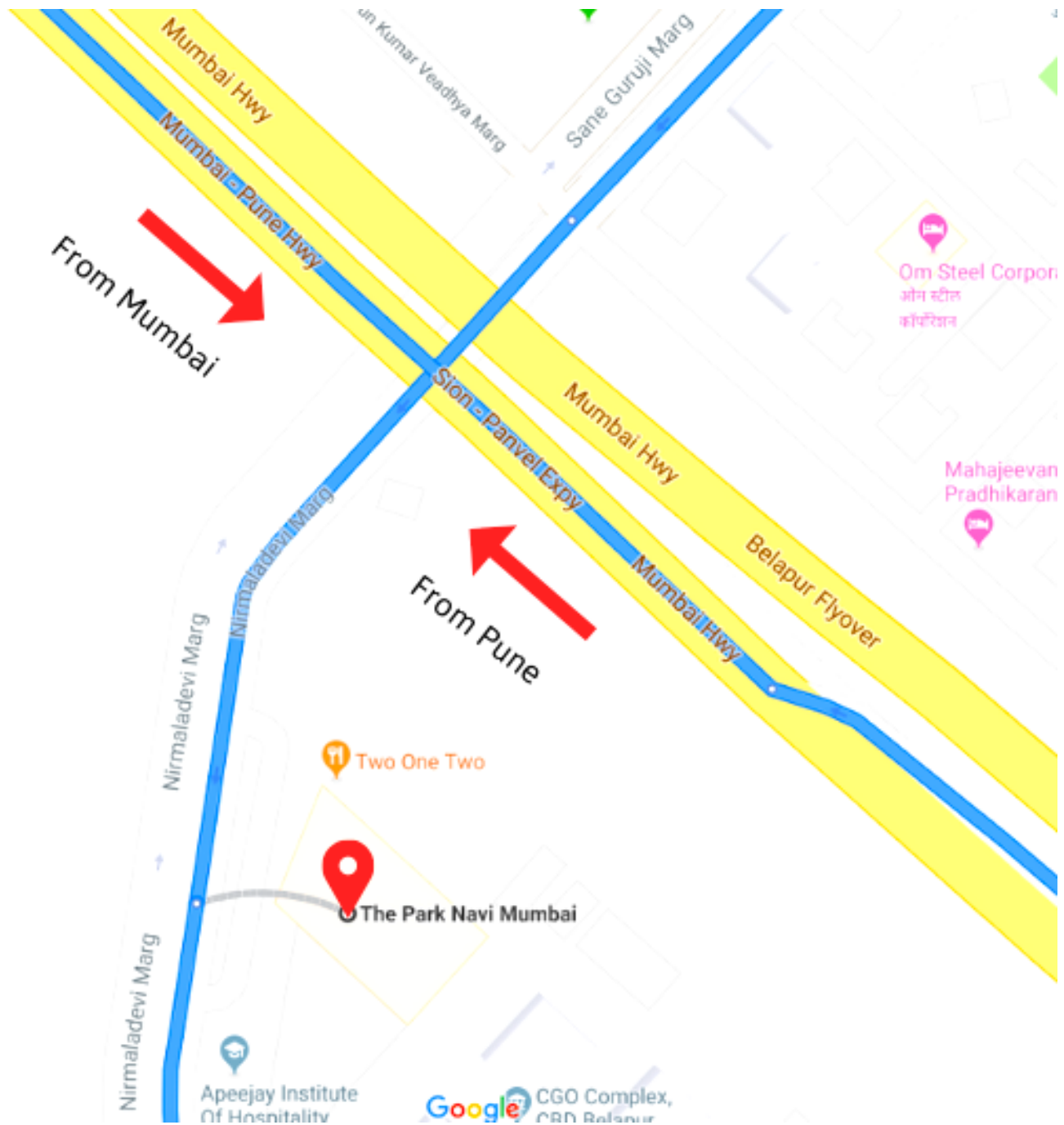
Regd. Office: 501, Pujit Plaza, Palm Beach Road, Sector - 11, Opp. K-Star Hotel, Near CBD Station, CBD Belapur, Navi Mumbai-400614, Maharashtra mail: cs@dhruvconsultancy.in Tel•Fax:+91 22 27570710 CIN: U74999MH2003PLC141887



ROUTE MAP

to the AGM Venue of Dhruv Consultancy Services Limited

16th Annual General Meeting 14th August, 2019



VENUE

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



ATTENDANCE SLIP

DHRUV CONSULTANCY SERVICES LIMITED
CIN: U74999MH2003PLC141887

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**

ATTENDANCE SLIP

Regd. Folio/DP ID & Client ID*:

No. of Shares held:

Name and Address of the Shareholder:

I hereby record my presence at the 16th Annual General Meeting of the Company to be held on 14th August, 2019 at 10.30 a.m. at The Park Hotel, Sector 10, CBD Belapur, Navi Mumbai 400 614.

Signature of the Shareholder/Proxy Present

* Applicable for investors holding shares in electronic form.

Note: Shareholders/Proxy holder who wish to attend the Meeting must bring the Attendance Slip to the Meeting and handover at the entrance of the Meeting Hall duly signed.

ELECTRONIC VOTING PARTICULARS*

EVEN (E-Voting Event Number)	User ID	Password / PIN

* Applicable only in case a Member receives physical copy of the Notice of AGM.

Note: Please read the instructions printed under the Note No. 22 to the Notice of the 16th Annual General Meeting. The e-voting period starts from 11th August , 2019 at 9.00 a.m. (IST) and ends on 13th August, 2019 at 5.00 p.m. (IST). The voting module shall be disabled by NSDL for voting thereafter.



PROXY FORM

DHRUV CONSULTANCY SERVICES LIMITED
CIN: U74999MH2003PLC141887

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

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PROXY FORM

FORM MGT-11

16TH ANNUAL GENERAL MEETING – 14th August, 2019

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

Name of the Member(s)	
Registered Address	
Email ID	
Folio No/Client ID/DP ID	

I/We, being the member (s) of _____ shares of the above named company, hereby appoint

Name & Address	Email	Signature

or failing him/her

Name & Address	Email	Signature

or failing him/her

Name & Address	Email	Signature



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 16th Annual General Meeting of the Company, to be held on the Wednesday, 14th August 2019 at 10.30 a.m. at meeting room, ground floor, the park hotel, sector 1, CBD Belapur, Navi Mumbai -400 614 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No. Resolution

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2019, together with the Reports of the Board of Directors and Auditor's thereon.
2. To appoint a Director in place of Mr. Pandurang Dandawate (DIN:01202414), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

3. Approval of Related Party Transaction(s).

Signed this _____ day of _____, 2019.

Affix
Revenue
Stamp

Signature of the Shareholder

Signature of Proxy Holder(s)

Note: This form of proxy in order to be effective, should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than forty eight hours before the commencement of the Annual General Meeting.



BALLOT FORM

DHRUV CONSULTANCY SERVICES LIMITED

CIN: U74999MH2003PLC141887

Regd. Office:

**501, Pujit Plaza, Palm Beach Road, Sector - 11, Opp. K-Star Hotel,
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BALLOT FORM (IN LIEU OF E-VOTING)

Name of the Member	
Registered Address	
Name(s) of Joint Holder(s)	
Folio No./ *DP ID & Client ID	

I hereby exercise my/our vote(s) in respect of the resolutions set out in the notice of the 16th Annual General Meeting of the Company to be held on 14th August, 2019, by sending my/our assent or dissent to the said resolutions by placing tick mark (v) at the appropriate box below:

Sr. No.	Resolution	Type of Resolution	No. of Equity Share(s) held	FOR I/We assent to the resolution	AGAINST I/We dissent to the resolution
Ordinary Business:					
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2019, together with the Reports of the Board of Directors and Auditor's thereon.	Ordinary			
2.	To appoint a Director in place of Mr. Pandurang Dandawate (DIN:01202414), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary			
Special Business:					
3.	Approval of Related Party Transaction(s).	Ordinary			

Place :

Date :

Signature of Member

(* applicable to investors holding shares in dematerialised form as per Company records.

Note: Kindly read the instructions printed overleaf before filling the form. Valid Ballot Forms received by the scrutiniser by 5.00 p.m. (IST) on 13th August, 2019 shall only be considered.



INSTRUCTIONS FOR BALLOT FORM

- A. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
- B. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.

Process and manner for Members opting to vote by using the Ballot Form.

1. Mr. Atul Kulkarni from Atul Kulkarni & Associates, Practising Company Secretary (Membership No. F7592 CP No. 8392) has been appointed as the scrutiniser to scrutinise the voting process (electronically or otherwise) in a fair and transparent manner.
2. The Form should be signed by the Members as per the specimen signature registered with the Company/ Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. Exercise of vote by Ballot is not permitted through proxy.
3. In case the shares are held by corporate and institutional members (companies, trusts, societies etc.), the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorisation with the specimen signature(s) of the authorised signatory (ies).
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (v) mark in the column provided in the Ballot Form.
5. The voting rights of members shall be in proportion of the share held by them in the paid-up equity share capital of the Company as on 7th August, 2019 and as per the Register of Members of the Company.
6. Duly completed Ballot Form should reach the Scrutiniser not later than 13th August, 2019 (5.00 p.m. IST). Ballot Form received after that will be strictly treated as if the reply from the Members has not been received.
7. A member may request for a duplicate Ballot Form, if so required. However, duly filled in and signed duplicate Form should reach the Scrutiniser not later than the date and time specified under instruction No. 6 above.
8. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutiniser to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
9. The decision of the Scrutiniser on the validity of the Ballot Form shall be final.
10. The results declared along with Scrutiniser's report, shall be placed on the Company's website www.dhruvconsultancy.in and on the website of the National Securities Depository Limited ("NSDL") within two days of the passing of the Resolutions at the AGM of the Company on Wednesday, the 14th August, 2019 and communicated to BSE Limited, where the shares of the Company are listed.

