



**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](mailto:cs@dhruvconsultancy.in) • Website: [www.dhruvconsultancy.in](http://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 27<sup>th</sup> 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 :-

<b>Sr. No.</b>	<b>Name of the Proposed Allottee(s)</b>	<b>Category</b>	<b>Number of Equity Shares</b>
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 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
	<b>Total – Equity Shares</b>		<b>3133800</b>

**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, 27<sup>th</sup> 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](mailto: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](http://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](mailto:cs@dhruvconsultancy.in) with a copy marked to [evoting@nsdl.com](mailto: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](http://www.dhruvconsultancy.in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL [www.evoting.nsdl.com](http://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](mailto:cs@dhruvconsultancy.in) or [rnt.helpdesk@linkintime.co.in](mailto: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](http://www.dhruvconsultancy.in) and on the website of NSDL [www.evoting.nsdl.com](http://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](mailto: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](mailto: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](mailto: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 <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' 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 " <b>Access to</b>

	<p><b>e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="margin-right: 20px;">  App Store </div> <div>  Google Play </div> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;"> <div style="margin-right: 40px;">  </div> <div>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be</li> </ol>

	provided links for the respective ESP i.e. <b>NSDL</b> 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 r elated 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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](mailto:csatulkulkarniandassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://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](mailto: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](mailto: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](mailto: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](mailto: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](mailto: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](mailto: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:

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: <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a>	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: <a href="mailto:cs@dhruvconsultancy.in">cs@dhruvconsultancy.in</a> • Website: <a href="http://www.dhruvconsultancy.in">www.dhruvconsultancy.in</a> Tel• Fax: +91 22 27570710
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## **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		
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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
	<b>Grand Total</b>	<b>15888769</b>	<b>100</b>	<b>3133800</b>	<b>19022569</b>	<b>100</b>

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
<b>Non Promoter - Public Shareholders</b>						
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](mailto: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](mailto: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