DHRUV CONSULTANCY SERVICES LIMITED
CIN: L42204MH2003PLC141887
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 **23rd** Annual General Meeting of the Members of **DHRUV CONSULTANCY SERVICES LIMITED** will be held on **Thursday**, the **24th** Day of **September, 2026** at **11.30 A.M.** (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM), to transact the following businesses:

ORDINARY BUSINESSES:

1. **To consider and adopt the audited standalone and consolidated financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon.**

   To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. **To re-appoint a director in place of Mrs. Tanvi Auti (DIN: 07618878), who retires by rotation and being eligible, offers herself for re-appointment.**

   To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Tanvi Auti (DIN: 07618878), who retires by rotation at this meeting, be and is hereby appointed as a Director in the capacity of Managing Director of the Company."

SPECIAL BUSINESSES:

3. **To approve related party transactions of the company with Samarth Softech Solutions Private Limited**

   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 applicable provisions of Section 188 and any other applicable provisions of the Companies Act, 2013 and Rules framed thereunder and in terms of the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other statutory approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded to enter into transaction(s) of sale, supply/purchase of goods and services to/from Samarth Softech Solutions Pvt. Ltd, selling or otherwise disposing of or buying, leasing of property of any kind to/from Samarth Softech Solutions Pvt Ltd, rendering/ availing of any services to/from Samarth Softech Solutions Pvt Ltd, sale or purchase of fixed assets to/from Samarth Softech Solutions Pvt Ltd, any transaction in the nature of loan/advance, Guarantee or security from time to time on such terms relating to interest/charges thereon including rollover/ extension of maturity from time to time from Samarth Softech Solutions Pvt Ltd, any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise, entered / to be entered during Financial Year 2026-27 with Samarth Softech Solutions Pvt Ltd, a Related Party, up to an estimated annual value of Rs. 20 Crores (Rupees Twenty Crores only) excluding taxes to be discharged in a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and Samarth Softech Solutions Pvt Ltd.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts, deeds, matters and things including but not limited to delegation of powers as may be necessary, proper or expedient to give effect to this Resolution.”

4. **TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH INNOVISION INFRASOL PVT. LTD.**
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 applicable provisions of Section 188 and any other applicable provisions of the Companies Act, 2013 and Rules framed thereunder and in terms of the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other statutory approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded to enter into transaction(s) of sale, supply/purchase of goods and services to/from Innovision Infrasol Pvt Ltd, selling or otherwise disposing of or buying, leasing of property of any kind to/from Innovision Infrasol Pvt Ltd, rendering/ availing of any services to/from Innovision Infrasol Pvt Ltd, sale or purchase of fixed assets to/from Innovision Infrasol Pvt Ltd, any transaction in the nature of loan/advance, Guarantee or security from time to time on such terms relating to interest/charges thereon including rollover/ extension of maturity from time to time from Innovision Infrasol Pvt Ltd, any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise, entered / to be entered during Financial Year 2026-27 with Innovision Infrasol Pvt Ltd, a Related Party, up to an estimated annual value of Rs. 10 Crores (Rupees Ten Crores only) excluding taxes to be discharged in a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and Innovision Infrasol Private Limited.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts, deeds, matters and things including but not limited to delegation of powers as may be necessary, proper or expedient to give effect to this Resolution.”

5. **TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH INNOVISION STUDIOS**
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 applicable provisions of Section 188 and any other applicable provisions of the Companies Act, 2013 and Rules framed thereunder and in terms of the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other statutory approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded to enter into transaction(s) of sale, supply/purchase of goods and services to/from Innovision Studios, selling or otherwise disposing of or buying, leasing of property of any kind to/from Innovision Studios, rendering/ availing of any services to/from Innovision Studios, sale or purchase of fixed assets to/from Innovision Studios, any transaction in the nature of loan/advance, Guarantee or security from time to time on such terms relating to interest/charges thereon including rollover/ extension of maturity from time to time from Innovision Studios, any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise, entered / to be entered during Financial Year 2026-27 with Innovision Studios, a Related Party, up to an estimated annual value of Rs. 10 Crores (Rupees Ten Crores only) excluding taxes to be discharged in a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and Innovision Studios.

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts, deeds, matters and things including but not limited to delegation of powers as may be necessary, proper or expedient to give effect to this Resolution."

6. TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH MR. ATHARVA DANDAWATE

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 applicable provisions of Section 188 and any other applicable provisions of the Companies Act, 2013 and Rules framed thereunder and in terms of the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other statutory approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded to enter into transaction(s) of sale, supply/purchase of goods and services to/from Mr. Atharva Dandawate, selling or otherwise disposing of or buying, leasing of property of any kind to/from Atharva Dandawate, rendering/ availing of any professional services to/from Atharva Dandawate, sale or purchase of fixed assets to/from Atharva Dandawate, any transaction in the nature of loan/ advance, Guarantee or security from time to time on such terms relating to interest/charges thereon including rollover/ extension of maturity from time to time from Atharva Dandawate, any other transaction including transactions related to rate revisions, reimbursement/ recovery of expenses etc. whether material or otherwise, entered / to be entered during Financial Year 2026-27 with Atharva Dandawate, a Related Party, up to an estimated annual value of Rs. 25 Lacs (Rupees Twenty Five Lakhs Only) excluding taxes to be discharged in a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and Atharva Dandawate.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate and finalize other terms and conditions and to do all such acts, deeds, matters and things including but not limited to delegation of powers as may be necessary, proper or expedient to give effect to this Resolution"

By and on behalf of the Board of Directors
of DHRUV CONSULTANCY SERVICES LIMITED

Place: Navi Mumbai
Date: August 24, 2026

TANVI AUTI
MANAGING DIRECTOR
DIN : 07618878

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: L42204MH2003PLC141887. Website: www.dhruvconsultancy.in

NOTES:

1. The Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 20/2020 dated May 5, 2020, read with the subsequent circulars issued from time to time, including General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as the "MCA Circulars"), and the Securities and Exchange Board of India ("SEBI"), vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular"), have permitted companies to convene their Annual General Meetings ("AGM") or Extra Ordinary General Meetings ("EOGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), without the physical presence of members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the MCA Circulars, the SEBI Circular and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the **23rd Annual General Meeting ("AGM")** of the Company is being held through VC/OAVM. The deemed venue of the AGM shall be the Registered Office of the Company.
2. Since this AGM is being held through VC/OAVM, pursuant to the applicable MCA Circulars read with SEBI Circulars, physical attendance of Members has been dispensed with. Further, SEBI vide its Notification dated December 12, 2024 and amended SEBI Listing Regulations, whereby the requirement to send proxy forms shall not be applicable to the General Meetings held only through electronic mode. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, as per Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 23rd AGM through VC/OAVM facility and e-Voting during the 23rd AGM. In this regard, the institutional/Body Corporates members are requested to refer general guidelines as are herein below.
3. In compliance with the applicable MCA and SEBI circulars, the Notice of the 23rd AGM along with the Annual Report is being sent electronically to the members whose e-mail addresses are registered with the Company/Depositories. The Notice and Annual Report are also available on the Company's website at **www.dhruvconsultancy.in**, and on the websites of NSE (**www.nseindia.com**), BSE (**www.bseindia.com**) and NSDL (**www.evoting.nsdl.com**). For Shareholders whose email id is not registered, physical letters containing the web links to the AGM Notice and Annual Report have been dispatched.
4. The Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning above businesses to be transacted are annexed hereto. Additional information pursuant to Regulation 36 of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India in respect of the Director seeking appointment/re-appointment and other special business forms part of this notice.
5. Members are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants.
6. Members holding shares in physical form are requested to update their KYC details with the Company's Registrar and Share Transfer Agent ("RTA"), **MUFG Intime India Private Limited**, including **PAN, nomination, contact details, e-mail address, mobile number, bank account details and specimen signature**, by submitting the applicable Investor Service Request Forms, viz. **ISR-1, ISR-2, ISR-3 and Form SH-13**, as applicable, duly completed and signed. Registration of the e-mail address will enable Members to receive all communications from the Company electronically.

   Pursuant to the SEBI circulars issued from time to time, Members whose folios are not updated with the prescribed KYC details shall be entitled to receive dividend only through electronic mode upon completion of the KYC requirements. Members are therefore requested to update their KYC details at the earliest by submitting the requisite documents to the RTA at **rnt.helpdesk@in.mufg.mpms.com**. The prescribed ISR Forms are available on the Company's website at https://www.dhruvconsultancy.in. Members may also refer to the FAQs issued by SEBI in this regard, available on the SEBI website.
7. National Securities Depository Limited ("NSDL") will be providing facility for voting through remote e-Voting for participation in the 23rd AGM through VC/OAVM Facility and e-Voting during the AGM.
8. In accordance with relevant SEBI Circulars, dividend payments are mandated to be made through the Electronic Clearing System(ECS). Members holding shares in physical mode are encouraged to opt for and utilize ECS to ensure timely receipt of dividends. Members holding

shares in demat mode are requested to promptly notify any changes in their address or bank account details to their respective Depository Participants (DPs).

Members are requested to refer to the detailed communication available on the Company's website at www.dhruvconsultancy.in or to the e-mail communication sent by the Company in this regard for the detailed procedure, prescribed forms, list of documents and timelines relating to TDS on dividend, if any. For any queries or clarifications, Members may write to the Company at cs@dhruvconsultancy.in.

The tax deducted at source will be reflected in the Member's Form 168 (erstwhile Form 26AS), which can be accessed through the Income-tax e-filing portal.

9. RTA has implemented below investor initiatives as part of their constant endeavor to enhance investor servicing:

   a. 'SWAYAM' is a secure, user-friendly web-based application developed by our RTA, that empowers investors to effortlessly access various services. Investors are requested to get registered on this application which can be accessed at https://swayam.linkintime.co.in

   b. 'iDIA' is a Chatbot developed by our RTA that utilizes conversational technology to provide investors with a round-the-clock intuitive platform to ask questions and get information about queries. Talk to iDIA by logging in to https://in.mpms.mufg.com

   c. FAQs - The FAQ section on the RTA's website has very detailed answers to almost all probable investor queries. Please visit https://web.in.mpms.mufg.com/faq.html to find answers to your queries related to securities.

10. Members may join the 23rd AGM through VC/OAVM facility by following the procedure as mentioned below which shall be kept open for the Members from 11:15 a.m. IST i.e. 15 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time to start the AGM. The Company reserves the right to limit the number of Members asking questions depending on the availability of time at the AGM.

11. With effect from April 2, 2026, SEBI has dispensed with the requirement of issuance of a Letter of Confirmation (LOC) by the Company/RTA while processing service request#. Accordingly, securities will be credited directly to the shareholder's demat account upon submission of valid demat account details along with the latest Client Master List (not older than 2 months), Demat Conversion Request Form for NSDL/ Demat Request form for CDSL and Latest Client Master List, both attested by Depository Participant, besides mandatory documents for the subject service requests subject to folio being KYC Compliant. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website and RTA.

    #Request for Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

    Further, all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or the RTA for assistance in this regard.

12. Members may note that the VC/OAVM facility, provided by NSDL, allows participation of 1,000 Members on a first-come-first serve basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come first-served principle.

13. Attendance of the Members participating in the AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

14. A person who is not a member as on the cut-off date (as mentioned in the Notice) should treat this notice for information purpose only.

15. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company's registered office or at cs@dhruvconsultancy.in. Members are requested to note that, dividend, if any, not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF").

16. Members holding shares in dematerialized 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 Participants (DPs). Changes intimated to the DP will then automatically reflect in the Company's records which will help the Company and the Company's RTA viz. MUFG Intime India Private Limited ("MUFG/RTA") to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to MUFG.

17. Members who have not yet registered their nomination are requested to do so by submitting Form No. SH-13**.** Members who wish to cancel an existing nomination and register a fresh nomination may submit Form No. SH-14**.** Members holding shares in dematerialised form are requested to submit the aforesaid forms to their respective Depository Participants (DPs). Members holding shares in physical form are requested to submit the duly filled forms to the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited**,** at **rnt.helpdesk@in.mufg.mpms.com**, quoting their Folio Number.
18. Mr. Atul Kulkarni, from Atul Kulkarni & Associates, Practicing Company Secretary, (COP No. 8392) has been appointed as the Scrutinizer to scrutinize the remote e-voting and e-voting at the AGM in a fair and transparent manner.
19. The Results shall be declared after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website viz. 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.
20. The recorded transcript of the proceedings of the AGM shall be available on the Company's website at www.dhruvconsultancy.in
21. The instructions for remote e-voting are as under:

    1. 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, the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of the SEBI Listing Regulations and the MCA circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business(s) to be transacted at the AGM. For this purpose, the Company has entered into an agreement with **National Securities Depository Limited (NSDL)** for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-Voting system as well as e-Voting on the date of the AGM will be provided by NSDL.

    2. The remote e-voting period commences on Monday, September 21, 2026 at 9:00 A.M. (IST) and ends on Wednesday, September 23, 2026 at 5:00 P.M. (IST). The remote e-voting module shall thereafter be disabled by NSDL for voting. Members holding shares either in physical form or in dematerialised form, as on the cut-off date, i.e., Thursday, September 17, 2026, may cast their vote electronically.
    Book Closure shall be from Friday, September 18, 2026 to Thursday, September 24, 2026. Members attending the AGM through VC/OAVM who have not cast their vote through remote e-voting shall be eligible to vote through the e-voting facility made available during the AGM.

<u>How do I vote electronically using NSDL e-Voting system?</u>

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

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:

i) Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
b) Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi/Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

	2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
c) Individual Shareholders (holding securities in demat mode) logging through their depository participants	1. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility. 2. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on options available against company name or e-Voting service provider - 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 and e-Voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at respective websites. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

ii) Login method for e-Voting and joining virtual meeting 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 "Shareholders / 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:
   i. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
   ii. 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.
   iii. 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. .pdf file. Open the .pdf file. The password to open the .pdf file is your last 8 digits 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 members whose email ids are not registered.

6. If you are unable to retrieve or have not received the "initial password" or have forgotten your password:

   a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
   b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address.
   d) 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, click 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.

Details on Step 2 are mentioned below: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

a. 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 is in active status.

b. Select “EVEN” (E-Voting Event Number) of DHRUV Consultancy Services Limited to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
c. Now you are ready for e-voting as the Voting page opens.
d. 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.
e. Upon confirmation, the message “Vote cast successfully” will be displayed.
f. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
g. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

a. Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to upload their Board Resolution/Power of Attorney/Authority Letter by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in there login or send a 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 email to atulvkulkarni@gmail.com with a copy marked to evoting@nsdl.com.

b. 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.

c. 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 022 - 4886 7000 or send a request at evoting@nsdl.com. In case of any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Senior Manager, NSDL, 4th Floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email: evoting@nsdl.com call on 022-48867000.

Process for those Members whose email ids are not registered for procuring user id and password and registration of email ids for e-Voting on the resolutions set out in this Notice:

1. Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the 23rd AGM or cast their vote through remote e-Voting or through the e-Voting system during the meeting, may obtain the login ID and password by providing their Folio No., Name, scanned copy of the share certificate (front and back), PAN Card(self-attested scanned copy), AADHAAR Card (self-attested scanned copy) for registering email address to cs@dhruvconsultancy.in or evoting@nsdl.com.
2. In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of (i) a signed request letter mentioning your name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID); (ii) self-attested scanned copy of client master or Consolidated Demat Account statement; and (iii) self-attested scanned copy of the PAN Card or AADHAAR Card, to the email address of the Company at cs@dhruvconsultancy.in or evoting@nsdl.com. If you are an Individual shareholder 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 and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholders/members may send a request to evoting@nsdl.com 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.

Instructions for Members for e-Voting during the 23rd AGM are as under:

1. Members may follow the same procedure for e-Voting during the 23rd AGM as mentioned above for remote e-Voting.
2. Only those Members, who will be present in the 23rd AGM through VC/OAVM Facility and have not cast 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 AGM.
3. The Members who have cast their vote by remote e-Voting prior to the 23rd AGM may also participate in the AGM through VC/OAVM Facility but shall not be entitled to cast their vote again.
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/AGM shall be the same person mentioned for Remote e-voting.

Instructions for Members for participating in the 23rd AGM through VC/OAVM are as under:

1. Members will be provided with a facility to attend the AGM 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 link" 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. Further, Members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.

3. Please note that Members connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

4. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@dhruvconsultancy.in Wednesday, September 23, 2026 on or before 5.00 p.m. (IST). Those Members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Other Instructions

1. 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 remote e-Voting or casting vote through e-Voting system during the meeting.
2. Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. September 17, 2026, may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or

"Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022-48867000. In case of Individual Shareholders holding securities in demat mode who acquire 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 i.e. September 17, 2026, may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

3. Pursuant to the MCA Circulars and the SEBI Circulars, the Notice of the 23rd AGM and the Annual Report for the Financial Year 2025-26, including the Audited Financial Statements, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the Notice of the AGM and the Annual Report for the Financial Year 2025-26, and all other communication sent by the Company, from time to time, can get their email address registered with the steps mentioned in the Notice above.
4. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Act and all the documents as referred in the Notice calling the AGM and the Explanatory Statement will be available electronically for inspection by the Members from the date of circulation of this Notice upto the date of AGM. Members seeking to inspect such documents can send an email to cs@dhruvconsultancy.in

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

M/s MUFG Intime India Private Limited
(Formerly Link Intime India Private Limited)
Unit – DHRUV CONSULTANCY SERVICES LIMITED
C-101, 247 Park, LBS Marg,
Vikhroli West, Mumbai - 400 083
Tel. No.022 4918 6000 Fax No. 022 4918 6060
E-Mail - rnt.helpdesk@in.mpms.mufg.com
Web: https://in.mpms.mufg.com/

Registered Office and Communication details of the Company:

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: L42204MH2003PLC141887. Website: www.dhruvconsultancy.in

PARTICULARS OF THE DIRECTORS SEEKING APPOINTMENT/ RE- APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Name of Director & DIN	Mrs. Tanvi Auti (DIN: 07618878)
Date of Birth (Age)	21-11-1992
Nationality	Indian
Date of First Appointment on the Board	05/10/2016
Brief Resume, Qualification(s), Experience and Nature of expertise in specific functional areas, Recognition or awards	Aged 33 years, she is the Managing Director of the Company. She holds a bachelor's degree in civil engineering from Pune University. She joined the Company as Director in the year 2016 and designated as Managing Director with effect from December 21, 2016. She has over 11 years of experience in this infrastructure industry. She liaisons with government and non-government agencies and is focused on business development and stakeholder management.
No. of Shares held in the Company including shareholding as a beneficial owner as on March 31, 2026	1586950 Equity Shares of Rs. 10/- each

List of Directorships held in other Listed Companies	NIL
Chairmanship/Membership of the Committees of the Board	NIL
No of Board Meetings attended	5 (Five)
Remuneration sought to be paid	Up to Rs. 60 Lacs
Remuneration last drawn	Up to Rs. 56 Lacs
Terms and conditions for appointment/re-appointment	Re-appointment due to rotation at the AGM
Skills and capabilities for the role and the manner in which the Directors meet the requirements	She oversees the overall functioning of our Company including the monitoring the day-to-day activities of the administrative work, financial operations, handling projects etc.
Relationships between Directors inter-se	Daughter of Mr. Pandurang Dandawate and Mrs. Jayashri Dandawate, Niece of Mr. Sandeep Dandawate

ANNEXURE TO NOTICE
EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No 3 to 6

In terms of section 188 of the Companies Act 2013 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder ("the Act") and in terms of Regulation 23(1) of the Listing Regulations read with Schedule XII thereof, 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, exceed the thresholds specified in Schedule XII of the Listing Regulations.

Such material related party transactions ("RPTs"), and any material modifications thereto, shall require prior approval of the Members of the Company by way of an Ordinary Resolution even if such transactions are in the ordinary course of business of the Company and at an arm's length basis under Regulation 23(4) of the Listing Regulations. The said materiality threshold shall apply equally to transactions between subsidiaries of the Company and related party where Company is not a party, and such transactions of the subsidiaries crossing the said threshold shall be treated as material RPTs of the Company requiring Members' approval under applicable provisions of the Listing Regulations.

The annual consolidated turnover of the Company for FY 2025-26 is Rs. 4395.60 lacs. Accordingly, pursuant to Schedule XII of the Listing Regulations, the applicable materiality threshold for the Company is 10% of its annual consolidated turnover, amounting to Rs. 439.50 lacs, hence, the prior approval of the Members would be required to undertake transactions in a financial year exceeding Rs. 439.50 lacs with any related party of the Company.

Given the nature of the Company's business and operational requirements, the Company may occasionally enter into Related Party Transactions in the ordinary course of business. Additionally, the transaction between the Related Party(ies) are at the minuscule level and/or well within the limits as prescribed and within the powers of the audit committee and the board for the last financial year and are expected to be on the similar lines in the current financial year as well.

The maximum value of the transactions with each related party, as may be disclosed in the notes forming part of the financial statements for the relevant period on an ongoing basis, whether taken individually and/or in aggregate shall not exceed amount specified in Annexure A during financial year 2026-27 and financial year 2027-28, and shall be valid from the date of passing of the resolution set out in Item Nos. 3 to 6 up to the date of the next AGM to be held in the financial year 2026-27.

As per Regulation 23 of the Listing Regulations, approval of the Members is sought to enter into and/or continue arrangement(s)/ transaction(s)/ contract(s) or otherwise to be undertaken whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangement(s) / transaction(s)/ contract(s) or as fresh and independent transaction(s) or otherwise, as provided in Annexure A.

The Company proposes to obtain approval of its Members to authorize the Board for carrying out and/ or continuing with the arrangement(s)/ transaction(s)/ contract(s) or otherwise. These transactions are in the ordinary course of business and on an arm's length basis.

Further, pursuant to Circular(s) issued by SEBI in relation to Industry Standards on "Minimum information to be provided to the Audit Committee and Members for approval of Related Party Transactions" ("RPT Industry Standards"), the details as required in the aforesaid Circular(s) is as under:- Other information pursuant to Standard for Minimum Information for consideration of RPT's:-

Sr. No	Particulars	Details
1.	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Refer Annexure A
2.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	
3.	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee on May 28, 2026, reviewed the certificate issued by the Managing Director and CFO of the Company, as required under the RPT Industry Standards
4.	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The proposed material RPT has been approved by the Audit Committee on May 28, 2026 and has also been approved by the Board of Directors at its meeting held on May 28, 2026. The Board has accordingly recommended the proposed material RPT for approval of the Members
5.	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	NA
6.	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision making	NA
7.	Any other information that may be relevant	NA

The Board accordingly recommends the Ordinary Resolutions set out in Item Nos. 3 to 6 of this Notice for approval of the Members.

ANNEXURE-A

MINIMUM INFORMATION AS REQUIRED UNDER RELATED PARTY TRANSACTIONS (“RPT”) INDUSTRY STANDARDS

ITEM NO. 3: TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH SAMARTH SOFTECH SOLUTIONS PVT LTD

Pursuant to Section 188 and any other applicable provisions of the Companies Act 2013 (“Act”) and Rules framed thereunder and as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time, all Related Party Transactions (RPT) shall require prior approval of the Audit Committee and all Material Related Party Transactions shall require prior approval of the Members.

Samarth Softech Solutions Pvt Ltd is a Related Party of the Company as per the Act read with Rules, Listing Regulations and as per applicable Indian Accounting Standard (IND-AS). As per Regulation 23 of Listing Regulations a transaction with a related party shall be considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees 1000 Crores or Ten Per Cent of The Annual Consolidated Turnover of the Listed Entity as per the last Audited Financial Statements of the Listed Entity, whichever is lower. All material Related Party Transactions shall require prior approval of the Members.

Your Company enters into various transaction(s) in the nature of Loan/ Advance, Guarantee or from Security from time to time on such terms relating to or without Interest/Charges thereon including Rollover/ Extension of maturity from time to time from Samarth Softech Solutions Pvt Ltd, any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise for its various projects. In light of the above, your Company has been dealing through such transactions with the said Related Party.

The Board of Directors of the Company on recommendation of Audit Committee approved the limit of Rs. 20 Crores for the FY 2026-27 Subject to approval of the Members at the ensuing Annual General Meeting (AGM). The individual transaction values would be commercially agreed based on mutual discussions/negotiations with related party.

In compliance with the said Listing Regulations, the Audit Committee of the Company has reviewed and approved the said ongoing transactions. These transactions are material in terms of Regulation 23 of the Listing Regulations and therefore, the Board has proposed the same to be placed before the Members for their approval as an Ordinary Resolution at the ensuing Annual General Meeting (AGM). Looking at the nature of business of the Company and the repetitiveness of the transactions, such approval of Members for the period as stated in resolution would be essentially required at this point of time.

Details of the Material Related Party Transaction, including the information required to be disclosed in the Explanatory Statement as required, under SEBI Master Circular dated November 11, 2024 and subsequent Circulars for amendments thereon are as follows:

Sr. No.	Description	Details
A)	Summary of information provided by Management to the Audit Committee	
a)	Type, Material terms and particulars of contracts or arrangement	• Sale, supply/purchase of goods and services to/from Samarth Softech Solutions Pvt Ltd, Selling or otherwise disposing of or buying, leasing of property of any kind to/from Samarth Softech Solutions Pvt Ltd, • Rendering/ availing of any services to/from Samarth Softech Solutions Pvt Ltd, • Sale or purchase of fixed assets to/from Samarth Softech Solutions Pvt Ltd, Any transaction in the nature of loan/advance, Guarantee or security from time to time on such terms relating to interest/charges thereon including rollover/ extension of maturity from time to time from Samarth Softech Solutions Pvt Ltd,
b)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Samarth Softech Solutions Pvt Ltd in which Key Management Personnel and Relatives of Key Management Personnel have significant

		influence. The said RPT Company owned by the brother of Promoter.
c)	Tenure of Transactions	Approval of the Members is being sought for Material RPTs for FY 2026-27 based on the anticipated value of transactions.
d)	Value of Transactions	Estimated values as mentioned in the Resolution i.e. up to Rs.20 crores.
e)	Percentage of annual consolidated turnover of the Company considering FY 2025 as the immediately preceding financial year.	19.61% of annual turnover of the Company for FY 2025.
f)	If RPT involves a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided.	NOT APPLICABLE
B)	Justification of the Transactions	Please refer to "Background, details, benefits and justification of the transaction" which forms part of the explanatory statement to the Resolution.
C)	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
a)	details of the source of funds in connection with the proposed transaction.	Internal accruals
b)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure .	NOT APPLICABLE
c)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Inter-corporate deposits, if given aggregating to, not exceeding Rs. 20 Crores outstanding at any point of time. • Tenure: up to 1 year, option to pre-close with 1 day's notice • Interest rate: Inter-corporate deposit rate is kept similar to the third party borrowing rate for the same period with similar terms • Repayment Schedule: Interest payments and principal repayment at the end of the tenure. • The above inter-corporate deposits are under unsecured category.
d)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	To meet the working capital requirements of the Company.
D)	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	NOT APPLICABLE
E)	Justification as to why the RPT is in the interest of the listed entity;	These transactions are in the ordinary course of business and are necessary, normal and incidental to its business operations and are conducted on an arm's length basis.
F)	Percentage of counterparty's annual consolidated turnover that is represented by	NOT APPLICABLE

	the value of the proposed RPT, on a voluntary basis	
G)	Name of the Director or Key Managerial Personnel (KMP) who is related, if any and nature of relationship.	None of the Director, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in this Resolution except Mr. Pandurang Dandawate and Mr. Sandeep Dandawate, Director(s) of the Company through his immediate Relative are interested.
H)	Any other information that may be relevant.	NONE

None of the Director, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in this Resolution except Mr. Pandurang Dandawate and Mr. Sandeep Dandawate, Director(s) of the Company through his immediate Relative are interested.

Accordingly, the Board recommends the Resolution set out in Item No.3 of the Notice for approval by the Members as an Ordinary Resolution.

ITEM NO. 4: TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH INNOVISION INFRASOL Private Limited.

Pursuant to Section 188 and any other applicable provisions of the Companies Act 2013 (“Act”) and Rules framed thereunder and as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time, all Related Party Transactions (RPT) shall require prior approval of the Audit Committee and all Material Related Party Transactions shall require prior approval of the Members.

Innovision Infrasol Private Limited is a Related Party of the Company as per the Act read with Rules, Listing Regulations and as per applicable Indian Accounting Standard (IND-AS). As per Regulation 23 of Listing Regulations a transaction with a related party shall be considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees 1000 Crores or Ten Per Cent of The Annual Consolidated Turnover of the Listed Entity as per the last Audited Financial Statements of the Listed Entity, whichever is lower. All material Related Party Transactions shall require prior approval of the Members.

Your Company enters into various transaction(s) in the nature of Loan/ Advance, Guarantee or from Security from time to time on such terms relating to or without Interest/Charges thereon including Rollover/ Extension of maturity from time to time from Innovision Infrasol Private Limited, any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise for its various projects. In light of the above, your Company has been dealing through such transactions with the said Related Party.

The Board of Directors of the Company on recommendation of Audit Committee approved the limit of Rs. 10 Crores for the FY 2026-27 Subject to approval of the Members at the ensuing Annual General Meeting (AGM). The individual transaction values would be commercially agreed based on mutual discussions/negotiations with related party.

In compliance with the said Listing Regulations, the Audit Committee of the Company has reviewed and approved the said ongoing transactions. These transactions are material in terms of Regulation 23 of the Listing Regulations and therefore, the Board has proposed the same to be placed before the Members for their approval as an Ordinary Resolution at the ensuing Annual General Meeting (AGM). Looking at the nature of business of the Company and the repetitiveness of the transactions, such approval of Members for the period as stated in resolution would be essentially required at this point of time.

Details of the Material Related Party Transaction, including the information required to be disclosed in the Explanatory Statement as required, under SEBI Master Circular dated November 11, 2024 and subsequent Circulars for amendments thereon are as follows:

Sr. No.	Description	Details
A)	Summary of information provided by Management to the Audit Committee	
a)	Type, Material terms and particulars of contracts or arrangement	• Sale, supply/purchase of goods and services to/from Innovision Infrasol Private Limited Selling or otherwise disposing of or buying, leasing of property of any kind to/from Innovision Infrasol Private Limited, • Rendering/ availing of any services to/from Innovision Infrasol Private Limited, • Sale or purchase of fixed assets to/from Innovision Infrasol Private Limited, Any transaction in the nature of loan/advance, Guarantee or security from time to time on such terms relating to interest/charges thereon including rollover/ extension of maturity from time to time from Innovision Infrasol Private Limited, Any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise,
b)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Innovision Infrasol Private Limited in which Key Management Personnel and Relatives of Key Management Personnel have significant influence.
c)	Tenure of Transactions	Approval of the Members is being sought for Material RPTs for FY 2026-27 based on the anticipated value of transactions.
d)	Value of Transactions	Estimated values as mentioned in the Resolution i.e. up to Rs.10 crores.
e)	Percentage of annual consolidated turnover of the Company considering FY 2025 as the immediately preceding financial year.	9.81 % of annual turnover of the Company for FY 2025.
f)	If RPT involves a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided.	NOT APPLICABLE
B)	Justification of the Transactions	Please refer to "Background, details, benefits and justification of the transaction" which forms part of the explanatory statement to the Resolution.
C)	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
a)	details of the source of funds in connection with the proposed transaction.	Internal accruals.
b)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure .	NOT APPLICABLE

c)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Inter-corporate deposits if given aggregating to, not exceeding Rs. 10 Crores outstanding at any point of time. • Tenure: up to 1 year, option to pre-close with 1 day's notice • Interest rate: Inter-corporate deposit rate is kept similar to the third party borrowing rate for the same period with similar terms • Repayment Schedule: Interest payments and principal repayment at the end of the tenure. • The above inter-corporate deposits are under unsecured category.
d)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	To meet the working capital requirements of the Company.
D)	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	NOT APPLICABLE
E)	Justification as to why the RPT is in the interest of the listed entity;	These transactions are in the ordinary course of business and are necessary, normal and incidental to its business operations and are conducted on an arm's length basis.
F)	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	NOT APPLICABLE
G)	Name of the Director or Key Managerial Personnel (KMP) who is related, if any and nature of relationship.	None of the Director, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in this Resolution except Mr. Pandurang Dandawate, Tanvi Auti, Jayashri Dandawate Directors and KMP of the Company through his immediate Relative are interested
H)	Any other information that may be relevant.	NONE

None of the Director, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in this Resolution except Mr. Pandurang Dandawate, Tanvi Auti, Jayashri Dandawate Directors and KMP of the Company through his immediate Relative are interested

Accordingly, the Board recommends the Resolution set out in Item No. 4 of the Notice for approval by the Members as an Ordinary Resolution.

ITEM NO. 5: TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH INNOVISION STUDIOS

Pursuant to Section 188 and any other applicable provisions of the Companies Act 2013 ("Act") and Rules framed thereunder and as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time, all Related Party Transactions (RPT) shall require prior approval of the Audit Committee and all Material Related Party Transactions shall require prior approval of the Members.

INNOVISION STUDIOS is a Related Party of the Company as per the Act read with Rules, Listing Regulations and as per applicable Indian Accounting Standard (IND-AS). As per Regulation 23 of Listing Regulations a transaction with a related party shall be considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees 1000 Crores or Ten Per Cent of The Annual Consolidated Turnover of the Listed Entity as per the last Audited Financial Statements of the Listed Entity, whichever is lower. All material Related Party Transactions shall require prior approval of the Members.

Your Company enters into various transaction(s) in the nature of Loan/ Advance, Guarantee or from Security from time to time on such terms relating to or without Interest/Charges thereon including Rollover/ Extension of maturity from time to time from INNOVISION STUDIOS, any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise for its various projects. In light of the above, your Company has been dealing through such transactions with the said Related Party.

The Board of Directors of the Company on recommendation of Audit Committee approved the limit of Rs. 10 Crores. for the FY 2026-27 Subject to approval of the Members at the ensuing Annual General Meeting (AGM). The individual transaction values would be commercially agreed based on mutual discussions/negotiations with related party.

In compliance with the said Listing Regulations, the Audit Committee of the Company has reviewed and approved the said ongoing transactions. These transactions are material in terms of Regulation 23 of the Listing Regulations and therefore, the Board has proposed the same to be placed before the Members for their approval as an Ordinary Resolution at the ensuing Annual General Meeting (AGM). Looking at the nature of business of the Company and the repetitiveness of the transactions, such approval of Members for the period as stated in resolution would be essentially required at this point of time.

Details of the Material Related Party Transaction, including the information required to be disclosed in the Explanatory Statement as required, under SEBI Master Circular dated November 11, 2024 and subsequent Circulars for amendments thereon are as follows:

Sr. No.	Description	Details
A)	Summary of information provided by Management to the Audit Committee	
a)	Type, Material terms and particulars of contracts or arrangement	• Sale, supply/purchase of goods and services to/from INNOVISION STUDIOS, Selling or otherwise disposing of or buying, leasing of property of any kind to/from INNOVISION STUDIOS, • Rendering/ availing of any services to/from INNOVISION STUDIOS, • Sale or purchase of fixed assets to/from INNOVISION STUDIOS, Any transaction in the nature of loan/advance, Guarantee or security from time to time on such terms relating to interest/charges thereon including rollover/ extension of maturity from time to time from INNOVISION STUDIOS, Any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise.
b)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	INNOVISION STUDIOS in which Key Management Personnel and Relatives of Key Management Personnel have significant influence.
c)	Tenure of Transactions	Approval of the Members is being sought for Material RPTs for FY 2026-27 based on the anticipated value of transactions.

d)	Value of Transactions	Estimated values as mentioned in the Resolution i.e. up to Rs.10 crores.
e)	Percentage of annual consolidated turnover of the Company considering FY 2025 as the immediately preceding financial year.	9.81 % of annual turnover of the Company for FY 2025.
f)	If RPT involves a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided.	NOT APPLICABLE
B)	Justification of the Transactions	Please refer to "Background, details, benefits and justification of the transaction" which forms part of the explanatory statement to the Resolution.
C)	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
a)	details of the source of funds in connection with the proposed transaction.	Internal accruals.
b)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure .	NOT APPLICABLE
c)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Inter-corporate deposits/deposits if given aggregating to, not exceeding Rs. 10 Crores outstanding at any point of time. • Tenure: up to 1 year, option to pre-close with 1 day's notice • Interest rate: Inter-corporate deposit/deposit rate is kept similar to the third party borrowing rate for the same period with similar terms • Repayment Schedule: Interest payments and principal repayment at the end of the tenure. • The above inter-corporate deposits/deposits are under unsecured category.
d)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	To meet the working capital requirements of the Company.
D)	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	NOT APPLICABLE
E)	Justification as to why the RPT is in the interest of the listed entity;	These transactions are in the ordinary course of business and are necessary, normal and incidental to its business operations and are conducted on an arm's length basis.
F)	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	NOT APPLICABLE

G)	Name of the Director or Key Managerial Personnel (KMP) who is related, if any and nature of relationship.	None of the Director, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in this Resolution except Mr. Pandurang Dandawate, Mrs. Tanvi Auti, Mrs. Jayashri P Dandawate Directors and KMP of the Company through his immediate Relative are interested.
H)	Any other information that may be relevant.	NONE

None of the Director, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in this Resolution except Mr. Pandurang Dandawate, Mrs. Tanvi Auti, Mrs. Jayashri P Dandawate Directors and KMP of the Company through his immediate Relative are interested

Accordingly, the Board recommends the Resolution set out in Item No. 5 of the Notice for approval by the Members as an Ordinary Resolution.

ITEM NO. 6: TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH MR. ATHARVA DANDAWATE.

Pursuant to Section 188 and any other applicable provisions of the Companies Act 2013 ("Act") and Rules framed thereunder and as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time, all Related Party Transactions (RPT) shall require prior approval of the Audit Committee and all Material Related Party Transactions shall require prior approval of the Members.

MR. ATHARVA DANDAWATE is a Related Party of the Company as per the Act read with Rules, Listing Regulations and as per applicable Indian Accounting Standard (IND-AS). As per Regulation 23 of Listing Regulations a transaction with a related party shall be considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees 1000 Crores or Ten Per Cent of The Annual Consolidated Turnover of the Listed Entity as per the last Audited Financial Statements of the Listed Entity, whichever is lower. All material Related Party Transactions shall require prior approval of the Members.

Your Company enters into various transaction(s) in the nature of Loan/ Advance, Guarantee or from Security from time to time on such terms relating to or without Interest/Charges thereon including Rollover/ Extension of maturity from time to time from ATHARVA DANDAWATE, any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise for its various projects. In light of the above, your Company has been dealing through such transactions with the said Related Party.

The Board of Directors of the Company on recommendation of Audit Committee approved the limit of Rs. 25 Lakhs for the FY 2026-27 Subject to approval of the Members at the ensuing Annual General Meeting (AGM). The individual transaction values would be commercially agreed based on mutual discussions/negotiations with related party.

In compliance with the said Listing Regulations, the Audit Committee of the Company has reviewed and approved the said ongoing transactions. These transactions are material in terms of Regulation 23 of the Listing Regulations and therefore, the Board has proposed the same to be placed before the Members for their approval as an Ordinary Resolution at the ensuing Annual General Meeting (AGM). Looking at the nature of business of the Company and the repetitiveness of the transactions, such approval of Members for the period as stated in resolution would be essentially required at this point of time.

Details of the Material Related Party Transaction, including the information required to be disclosed in the Explanatory Statement as required, under SEBI Master Circular dated November 11, 2024 and subsequent Circulars for amendments thereon are as follows:

Sr. No.	Description	Details
A)	Summary of information provided by Management to the Audit Committee	

a)	Type, Material terms and particulars of contracts or arrangement	• Sale, supply/purchase of goods and services to/from ATHARVA DANDAWATE, • Selling or otherwise disposing of or buying, leasing of property of any kind to/from ATHARVA DANDAWATE, • Rendering/ availing of any professional services to/from ATHARVA DANDAWATE, • Sale or purchase of fixed assets to/from ATHARVA DANDAWATE, • Any transaction in the nature of loan/advance, Guarantee or security from time to time on such terms relating to interest/charges thereon including rollover/ extension of maturity from time to time from ATHARVA DANDAWATE, • Any other transaction including transactions related to rate revisions, reimbursement/recovery of expenses etc. whether material or otherwise.
b)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	ATHARVA DANDAWATE in which Key Management Personnel and Relatives of Key Management Personnel have significant influence.
c)	Tenure of Transactions	Approval of the Members is being sought for Material RPTs for FY 2026-27 based on the anticipated value of transactions.
d)	Value of Transactions	Estimated values as mentioned in the Resolution i.e. up to Rs. 25 lacs
e)	Percentage of annual consolidated turnover of the Company considering FY 2025 as the immediately preceding financial year.	0.24 % of annual turnover of the Company for FY 2025.
f)	If RPT involves a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided.	NOT APPLICABLE
B)	Justification of the Transactions	Please refer to "Background, details, benefits and justification of the transaction" which forms part of the explanatory statement to the Resolution.
C)	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
a)	details of the source of funds in connection with the proposed transaction.	Internal accruals
b)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure .	NOT APPLICABLE
c)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Inter-corporate deposits/deposits if given aggregating to, not exceeding Rs. 25 Lacs outstanding at any point of time.

		• Tenure: up to 1 year, option to pre-close with 1 day's notice • Interest rate: Inter-corporate deposit/deposit rate is kept similar to the third party borrowing rate for the same period with similar terms • Repayment Schedule: Interest payments and principal repayment at the end of the tenure. • The above inter-corporate deposits/deposits are under unsecured category.
d)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	To meet the working capital requirements of the Company.
D)	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	NOT APPLICABLE
E)	Justification as to why the RPT is in the interest of the listed entity;	These transactions are in the ordinary course of business and are necessary, normal and incidental to its business operations and are conducted on an arm's length basis.
F)	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	NOT APPLICABLE
G)	Name of the Director or Key Managerial Personnel (KMP) who is related, if any and nature of relationship.	None of the Director, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in this Resolution except Mr. Sandeep Dandawate, Executive Director of the Company through his immediate Relative are interested.
H)	Any other information that may be relevant.	NONE

None of the Director, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in this Resolution except Mr. Sandeep Dandawate, Executive Director of the Company through his immediate Relative are interested.

Accordingly, the Board recommends the Resolution set out in Item No. 6 of the Notice for approval by the Members as an Ordinary Resolution.

By and on behalf of the Board of Directors
of DHRUV CONSULTANCY SERVICES LIMITED

Place: Navi Mumbai
Date: August 24, 2026

Tanvi Auti
Managing Director
DIN : 07618878

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: L42204MH2003PLC141887. Website: www.dhruvconsultancy.in