

## NOTICE OF AGM

NOTICE is hereby given that the 30<sup>th</sup> Annual General Meeting of the members of **DHRUVA CAPITAL SERVICES LIMITED** will be held on Monday, September 30, 2024 at 2.00 P.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt the Audited Annual Financial Statements of the Company for the financial year ended 31st March, 2024 and the Reports of the Board of Directors and the Auditors’ thereon; and
2. To appoint a director in place of Mr. Kailash Karnawat (DIN: 00300998), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

3. **Appointment of Mr. Altab Uddin Kazi (DIN: 10435916) as an Independent Director**

To consider and if thought fit, to pass with or without modification(s) the following resolutions as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, Mr. Altab Uddin Kazi (DIN: 10435916), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from July 10, 2024 in terms of Section 161 of the Companies Act, 2013, and who is entitled to hold office up to the date of ensuing Annual General Meeting, and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 years to hold office as such from July 10, 2024 to July 9, 2029, and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take all actions and steps as necessary or desirable to give effect to this resolution in conformity with the Provisions of the Act.”

4. **Appointment of Ms. Hitu Gambhir Mahajan (DIN: 07043618) as an Independent Director**

To consider and if thought fit, to pass with or without modification(s) the following resolutions as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, Ms. Hitu Gambhir Mahajan (DIN: 07043618), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from July 10, 2024 in terms of Section 161 of the Companies Act, 2013, and who is entitled to hold office up to the date of ensuing Annual General Meeting, and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 years to hold office as such from July 10, 2024 to July 9, 2029, and that she shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take all actions and steps as necessary or desirable to give effect to this resolution in conformity with the Provisions of the Act.”

5. **Appointment of Mr. Prodyut Purkait (DIN: 06624722) as an Independent Director**

To consider and if thought fit, to pass with or without modification(s) the following resolutions as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, Mr. Prodyut Purkait (DIN: 06624722), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from July 10, 2024 in terms of Section 161 of the Companies Act, 2013, and who is entitled to hold office up to the date of ensuing Annual General Meeting, and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 years to hold office as such from July 10, 2024 to July 9, 2029, and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take all actions and steps as necessary or desirable to give effect to this resolution in conformity with the Provisions of the Act.”

6. **Appointment of Mr. Mustafa Mohammad (DIN: 06887517) as Non Executive Non Independent Director, Chairman.**

To consider and if thought fit, to pass with or without modification(s) the following resolutions as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Mustafa Mohammad (DIN - 06887517), who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 10, 2019 in terms of Section 161 of the Companies Act, 2013, and who is entitled to hold office up to the date of ensuing Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take all actions and steps as necessary or desirable to give effect to this resolution in conformity with the provisions of the Act.”

7. **Appointment of Mr. Shreeram Bagla (DIN: 01895499) as Whole-time Director**

To consider and if thought fit, to pass with or without modification(s) the following resolutions as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 161, Section 196, as applicable and any other applicable provisions of the Companies Act 2013 and the rules made thereunder, consent of the members be and is hereby accorded for the appointment of Mr. Shreeram Bagla (DIN: 01895499) who was appointed by the Board of Directors as an “Additional Director and Whole-time director” of the Company with effect from July 10, 2024 and who holds office up to the date of this Annual General Meeting in terms of section 161 of the Companies Act 2013, be and is hereby appointed as a “Whole-time Director” of the Company for a term not exceeding three years from the original date of his appointment as an “Additional Director and Whole Time

Director” i.e. with effect from July 10, 2024 to July 9, 2027 as per the terms and conditions of appointment as may be decided by the Board of Directors;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take all actions and steps as necessary or desirable to give effect to this resolution in conformity with the provisions of the Act.”

**8. Appointment of Mr. Sridhar Bagla (DIN: 10414606) as Whole-time Director**

To consider and if thought fit, to pass with or without modification(s) the following resolutions as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 161, Section 196, as applicable and any other applicable provisions of the Companies Act 2013 and the rules made thereunder, consent of the members be and is hereby accorded for the appointment of Mr. Sridhar Bagla (DIN: 10414606) who was appointed by the Board of Directors as an “Additional Director and Whole-time director” of the Company with effect from July 10, 2024 and who holds office up to the date of this Annual General Meeting in terms of section 161 of the Companies Act 2013, be and is hereby appointed as a “Whole-time Director” of the Company for a term not exceeding three years from the original date of his appointment as an “Additional Director and Whole Time Director” i.e. with effect from July 10, 2024 to July 9, 2027 as per the terms and conditions of appointment as may be decided by the Board of Directors;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take all actions and steps as necessary or desirable to give effect to this resolution in conformity with the provisions of the Act.”

**9. Appointment of Ms. Rachna Suman Shaw (DIN: 10414115) as Whole-time Director**

“**RESOLVED THAT** pursuant to the provisions of Section 161, Section 196, as applicable and any other applicable provisions of the Companies Act 2013 and the rules made thereunder, consent of the members be and is hereby accorded for the appointment of Ms. Rachna Suman Shaw (DIN: 10414115) who was appointed by the Board of Directors as an “Additional Director and Whole-time director” of the Company with effect from July 10, 2024 and who holds office up to the date of this Annual General Meeting in terms of section 161 of the Companies Act 2013, be and is hereby appointed as a “Whole-time Director” of the Company for a term not exceeding three years from the original date of his appointment as an “Additional Director and Whole Time Director” i.e. with effect from July 10, 2024 to July 9, 2027 as per the terms and conditions of appointment as may be decided by the Board of Directors;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take all actions and steps as necessary or desirable to give effect to this resolution in conformity with the provisions of the Act.”

31/08/2024

**Registered Office:**

003-A, Circleview Apartment-169,  
Fatehpuria, Near sukhadiacircle- 313001  
Tel: 03322811397  
Email: dhruvacapital@gmail.com  
Website: www.dhruvacapital.com  
CIN: L67120RJ1994PLC008593

By order of the Board  
**For Dhruva Capital Services Limited**

**Sd/-**  
**Kailash Karnawat**  
**Managing Director**  
**(DIN: 00300998)**

## NOTES:

1. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, 11/2022 dated December 28, 2022 and latest General Circular No. 09/2023 dated September 25, 2023 respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') and Circular Nos. SEBI / HO / CFD / CMD1 / CIR / P / 2020 / 79, SEBI / HO / CFD / CMD2 / CIR / P / 2021 / 11 and SEBI / HODDHS / P / CIR / 2022 / 0063 dated May 12, 2020, January 15, 2021, May 13, 2022, 11/2022 dated December 28, 2022 and SEBI vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 7, 2023 ("SEBI Circular") respectively issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars'), holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the Members, is permitted. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations'), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
2. A statement giving relevant details of the directors seeking appointment/ reappointment under Item No. 2 of the accompanying notice, as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is annexed herewith as Annexure-I.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM 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. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act, will not be available for the AGM and, hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The Board of Directors has appointed **CS Md. Shah Nawaz, Practicing Company Secretary (ACS No. 21427, CP No. 15076)** as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
4. Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc) are required to send scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization be sent to the Scrutinizer by email through its registered email address to [msassociates16@gmail.com](mailto:msassociates16@gmail.com) with a copy marked to [evoting@cdslindia.com](mailto:evoting@cdslindia.com).
5. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Members can login and join the AGM 30 minutes prior to the scheduled time to start the AGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members, on first-come-first-served basis. However, the participation of large members (members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors can attend the AGM without restriction of first-come-first served basis. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies

(Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the aforesaid MCA and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) 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 venue voting on the date of the AGM will be provided by CDSL.

9. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send in their questions/ comments in advance mentioning their name, demat account number/ folio number, email id, mobile number at [dhruvacapital@gmail.com](mailto:dhruvacapital@gmail.com). The same will be replied by the Company suitably. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
10. The Registers of Members and Share Transfer Books of the Company will remain closed from **Tuesday, September 24, 2024 to Monday, September 30, 2024** (both days inclusive) for the purpose of annual closure of books.
11. In accordance with SEBI LODR (Listing Obligations and Disclosure Requirements) (4th amendment) Regulations, 2018 notified on June 07, 2018 and further notification dated 30/11/2018 any request for physical transfer of shares shall not be processed w.e.f April 01, 2019.
12. Since the 30th AGM will be held through VC/ OAVM pursuant to the Circulars, the proxy form, attendance slip and route map have not been annexed to this Notice.

Further, in compliance with SEBI vide its circular SEBI/HO/ MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25th January 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:-

- i. Issue of duplicate share certificate
- ii. Claim from unclaimed suspense account
- iii. Renewal/Exchange of securities certificate
- iv. Endorsement
- v. Sub-division / splitting of securities certificate
- vi. Consolidation of securities certificates/folios
- vii. Transmission
- viii. Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company as well as on the website of MAS Services Ltd, Registrar and share transfer agent (RTA) The aforementioned form shall be furnished in hard copy form.

***Members holding shares in physical form are requested to dematerialize their holdings at the earliest.***

13. The Securities and Exchange Board of India ('SEBI') vide its circular dated November 03, 2021 read with circular dated December 14, 2021 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC (complete address with pin-code, bank detail with MICR-CODE & IFS CODE, Email-ID, Mobile Number) and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company. Effective from 1st January 2022. Registrar will not process, any service requests or complaints received from the member until unless above KYC and nomination will not be completed by shareholder and such shareholders holding will be fridge by RTA on or after 1st April 2023.

The shareholders holding shares in physical form are requested to note that in case of failure to provide required

documents and details as per aforesaid SEBI circular, all folios of such shareholders shall be frozen on or after April 01, 2023 by the RTA. In view of the above, shareholders of the Company holding securities in physical form are requested to provide following documents/details to RTA:

- i. PAN; (using ISR-1)
- ii. Nomination in Form No.SH-13 or submit declaration to 'Opt-out' in Form ISR-3;
- iii. Contact details including Postal address with PIN code, Mobile Number, E-mail address;
- iv. Bank Account details including Bank name and branch, Bank account number, IFS code;
- v. Specimen signature. (using ISR-2)

Any cancellation or change in nomination shall be provided in Form No.SH-14

All of above required documents/details to be sent at the address of registered office of the RTA. The shareholders can download the forms mentioned in SEBI circular from the website of the Company or RTA website i.e [www.masserv.com](http://www.masserv.com).

In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.

***A separate communication has already been sent to the respective shareholders.***

14. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report 2023- 24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling AGM along with the explanatory statement and Annual Report 2023-24 are available on the website of the Company at [www.dhruvacapital.com](http://www.dhruvacapital.com) and on the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of Central Depository Services (India) Limited (CDSL) i.e. [www.cdslindia.com](http://www.cdslindia.com) (the Authorised agency for providing voting through electronic means and AGM through VC/OAVM). Company's web-link on the above will also be provided in advertisement being published in Indian Express (English Edition) and Pratahkal(Bengali Edition).
15. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company Secretary or Bigshare Services Private Limited, Company's Registrar and Share Transfer Agents ("RTA") (Tel. No. 011 26387281/82/83) for assistance in this regard.
16. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.
17. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to the Company / RTA if the shares are held by them in physical form.
18. For receiving all future correspondence (including Annual Report) from the Company electronically –

In case you have not registered your email ID with the Company/ Depository, please follow below instructions to register your email ID for obtaining Annual Report for FY 2023-2024 and login details for e-voting.

### **Physical Holding**

Send a signed request letter to Registrar and Transfer Agents of the Company, Bigshare Services Limited at investor@bigshareonline.com providing Folio Number, Name of the 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) with subject line (Register E-mail ID Folio No (Mention Folio No) of Dhruva Capital Services Limited.

### **Demat Holding**

Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

19. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Notice of the AGM and Annual Report may get themselves registered with RTA by emailing for obtaining the same. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communications through e-mail going forward.

Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website [www.dhruvacapital.com](http://www.dhruvacapital.com), websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL <https://web.cdslindia.com>

20. In line with the measures of "Green Initiatives", the Act provides for sending Notice of the AGM and all other correspondences through electronic mode. Hence, Members who have not registered their email IDs so far with their depository participants are requested to register their email ID for receiving all the communications including Annual Report, Notices etc., in electronic mode. The Company is concerned about the environment and utilises natural resources in a sustainable way.
21. In case a person has become a member of the Company after dispatch of the AGM Notice, but on or before the cut-off date for e-voting i.e Monday, 23 September, 2024, such person may obtain the User ID and Password from RTA by e-mail request on investor@masserv.com.
22. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
23. The Company has not paid any dividend in past, thus, details of the amount of dividend which remained unpaid/unclaimed for a period of 7 years and due for transfer to IEPF is not applicable to the Company.

Further, pursuant to the provisions of Section 124(6) of the Act read with the relevant Rules made thereunder, as there is no equity shares on which dividend has not been paid or claimed for seven (7) consecutive years or more, no shares are due for transfer to the IEPF as notified by the Ministry of Corporate Affairs.

24. In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders atleast 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no/email ID with their respective depository participants.
25. SEBI has made it mandatory for all Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/ Real Time Gross Settlement (RTGS)/ Direct Credit/NEFT etc. In the absence of ECS facilities, the Company will print the bank account details if available, on the payment instrument for distribution of dividend.

In order to receive the dividend without loss of time, the Members holding shares in physical form are requested to submit particulars of their bank accounts along with the original cancelled cheque bearing the name of the Member to the RTA, Bigshare Services Private Limited/Company to update their bank account details and all the eligible shareholders holding shares in demat mode are requested to update with their respective DPs, their correct Bank Account Number, including 9 Digit MICR Code and 11 digit IFSC Code, e-mail ID and Mobile No(s).

Members holding shares in physical form may communicate these details to the RTA viz. Bigshare Services Private Limited having address at RTA i.e. Bigshare Services Private Limited, having address at 1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri(East), Mumbai, Maharashtra-400059, by quoting the reference folio number and attaching photocopy of the cheque leaf of their active bank account and a self-attested copy of their Permanent Account Number ('PAN') card.

This will facilitate the remittance of the dividend amount as directed by SEBI in the bank account electronically. Updation of e-mail IDs and Mobile No(s) will enable the Company in sending communication relating to credit of dividend, un-encashed dividend, etc.

The Company or RTA cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the DPs of the Members.

26. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, upto the date of meeting.

**27. Instructions for e-voting and joining the AGM are as follows:**

In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI Listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice 30th Annual General Meeting (AGM) through electronic voting system, to members holding shares as on **Monday, 23 September, 2024** (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by CDSL or to vote at the e-AGM.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard -2 on General Meetings]

Name of the Director	Mr. Altab Uddin Kazi	Ms. Hitu Gambhir Mahajan	Mr. Prodyut Purkait	Mr. Mustafa Mohammad	Mr. Shreeram Bagla	Mr. Sridhar Bagla	Ms. Rachna Suman Shaw
DIN	10435916	07043618	06624722	06887517	01895499	10414606	10414115
Date of Birth	07/07/1990	13/01/1980	14/03/1990	15/08/1968	18/08/1978	02/10/1981	24/10/1983
Age	34	44	34	56	46	43	41
Date of Appointment	10/07/2024	10/07/2024	10/07/2024	22/08/2024	July 10, 2024	July 10, 2024	July 10, 2024



<b>Qualification</b>	Company Secretary, LLB	diploma degree in Advertising & Marketing from Institute from Media Studies and Information Technology.	Bachelor's degree in Mechanical Engineering from IIT Kharagpur and has done MBA from the Indian Institute of Management, Calcutta.	Retd IAS Officer, Ph.D. in management	Mr. Bagla holds a bachelor degree in commerce	Mr. Sridhar Bagla Graduate in commerce from St. Xavier's College, Kolkata, 2003. He has also done MS Finance from ICFAI, 2005 , MBA (Finance) from IMT Ghaziabad, 2007 and US CFA (Level II), 2008	Ms. Rachana Suman Shaw holds Bachelor's degree in Biotechnology from Ranchi University, Year 2004. She also holds Master's degree in Biotechnology from Alwar University, Year 2006.
<b>Experience and Expertise</b>	He is having more than 8 years of experience in the field of corporate law compliances, accounting , taxation, GST and legal matters.	She is having more than 16 years of experience in marketing, sales, branding and advertising.	He is having more than 13 years of experience, spanning different industries and functions.	He is a seasoned leader with over 29 years of distinguished experience in financial services and public administration .  He was the former Chairman and Managing Director of SIDBI and NHB.	He has vast knowledge and experience in the field on food manufacturing and processing industries.	He is into banking industry for more than 18 years and has worked with renowned banks like IndusInd Bank Ltd, Mumbai, Yes Bank Ltd, Mumbai, HDFC Bank Ltd, Mumbai and Centurion Bank of Punjab Ltd. (now HDFC Bank Ltd), Delhi.	Ms. Rachana Suman Shaw holds Bachelor's degree in Biotechnology from Ranchi University, Year 2004. She also holds Master's degree in Biotechnology from Alwar University, Year

							2006.
<b>Number of Meetings of the Board attended during the financial year (2023-24)</b>	NA	NA	NA	NA	NA	NA	NA
<b>List of Directorship/ Members hip /Chairmanship of Committees of other Board</b>	<b>Indian Companies:</b> 1.Vijay Textiles Limited 2.Thinking Hats Entertainment Solutions Limited 3.Veritaas Advertising Limited 4.Forcas Studio Limited	<b>Indian Companies:</b> 1.Soberbio Consulting Private Limited 2.Osel Devices Limited 3.Forcas Studio Limited	<b>Indian Companies:</b> 1.First Strike Financial Advisory Private Limited 2.Prodyut Financial Services Private Limited 3.First Strike Sports Management Private Limited	<b>Indian Companies:</b> 1.India SME Technology Services Limited 2. Irrigation and Water Resources Finance Corporation	<b>Indian Companies:</b> 1.Unoekreka Foods Factory Private Limited 2.Unoap Foods Factory Private Limited 3.Annapurna Snacks Private Limited 4.Annapurna Swadisht Limited 5.Darsh Advisory Private Limited		

<b>Members hip / Chairman ship of Committe es of Other Board:</b>	<b>Committe e Members hip</b> <u>Thinking Hats Entertainm ent</u> Limited 1.Audit Committee – Chairperso n  2. Nominatio n and Remunerat ion Committee – Chairperso n  3.Stakehol ders’ Relationshi p Committee – Member  <u>Veritaas Advertisin g Limited</u>  1.Audit Committee – Member  2. Nominatio n and Remunerat ion Committee – Chairperso n  3.Stakehol ders’ Relationshi p Committee – Chairman  <u>Forcas</u>	<b>Committee Membershi p</b> <u>Forcas Studio Limited</u>  1.Audit Committee – Member  2. Nomination and Remuneratio n Committee – Member  3.CSR Committee – Chairperson  4.Stakeholde rs’ Relationship Committee – Chairman	Nil	Nil	<b>Committee Membershi p</b> <u>Annapurna Swadisht Limited</u> 1.Audit Committee – Member  2.Stakeholde rs’ Relationship Committee – Member		
---	--	--	-----	-----	---	--	--

	<u>Studio Limited</u>  1. Audit Committee – Member  2. Nomination and Remuneration Committee – Member  3. CSR Committee – Member						
<b>Shareholding in the Company</b>	Nil	Nil	Nil	Nil	10,80,400	40,000	10,80,400
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	Not related to any Director of the Company	Not related to any Director of the Company	Not related to any Director of the Company	Not related to any Director of the Company	Brother of Sridhar Bagla	Brother of Shreeram Bagla	Not related to any Director of the Company
<b>Terms and Conditions of appointment or re-appointment along with details of remuneration, if any to be paid and the remuneration last drawn</b>	Not liable to retire by rotation	Not liable to retire by rotation	Not liable to retire by rotation	Being liable to retire by rotation and shall be entitled to remuneration.	Being liable to retire by rotation and shall be entitled to remuneration	Being liable to retire by rotation and shall be entitled to remuneration	Being liable to retire by rotation and shall be entitled to remuneration
<b>Justification for choosing the appointees</b>	He is having more than 8 years of experience	She is having more than 16 years of experience	He is having more than 13 years of experience, spanning	He is having more than 16 years of experience in marketing,	He has vast knowledge and experience in the field	He is into banking industry for more than 18 years and	Ms. Rachana Suman Shaw holds

<b>for appointment as Independent Directors</b>	in the field of corporate law compliances, accounting, taxation, GST and legal matters.	in marketing, sales, branding and advertising.	different industries and functions.	sales, branding and advertising.	on food manufacturing and processing industries.	has worked with renowned banks like IndusInd Bank Ltd, Mumbai, Yes Bank Ltd, Mumbai, HDFC Bank Ltd, Mumbai and Centurion Bank of Punjab Ltd. (now HDFC Bank Ltd), Delhi.	Bachelor's degree in Biotechnology from Ranchi University, Year 2004. She also holds Master's degree in Biotechnology from Alwar University, Year 2006.
---	---	--	-------------------------------------	----------------------------------	--	--	---

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**Item No 3.**

**Appointment of Mr. Altab Uddin Kazi (DIN- 10435916) as an Independent Director**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, Mr. Altab Uddin Kazi (DIN- 10435916) has been appointed as an Additional Directors (Independent) of the Company w.e.f. July 10, 2024 by the Board of Directors of the Company.

Mr. Altab Uddin Kazi, aged 34 years, is a graduated in both commerce and Law fields. He is having more than 8 years of experience in the field of corporate law compliances, accounting, taxation, GST and legal matters. Mr. Altab Uddin Kazi who is proposed to be appointed as an Independent Director for a term of 5 years, fulfills the conditions specified in the Act and Rules made thereunder.

The Board considers that Mr. Altab Uddin Kazi's association as an Independent Director would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Altab Uddin Kazi (DIN- 10435916) will hold office up to the date of the ensuing AGM. The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from members proposing the candidature of Mr. Altab Uddin Kazi (DIN- 10435916) for the office of Independent Directors.

The Company has received from Mr. Altab Uddin Kazi (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, (iii) a declaration to the effect that he meets the criteria of

independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and (iv) Form MBP 1 pursuant to Section 184 (1) and rule 9(1) of The Companies (meeting of Board and its Powers) Rules 2014. The directorship held by the proposed appointee is within the limits prescribed under the Act and Regulation 25 of the Listing Regulations.

Mr. Altab Uddin Kazi (DIN- 10435916) does not hold any equity shares in the Company.

A copy of the draft letter of appointment, setting out the terms and conditions of appointment of Mr. Altab Uddin Kazi, is available for inspection, without any fee, by the members at request during business hours on all working days up to the date of the AGM.

Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the resolution set forth at item no. 3 for approval of the members.

The resolution seeking approval of members for the appointment of Mr. Altab Uddin Kazi (DIN- 10435916) as an Independent Director of the Company is included in the Notice of AGM. He shall not be liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives, is in any way, concerned or interested, financially or otherwise, in resolutions set out respectively at Item No. 3 of the Notice.

#### **Item No 4.**

#### **Appointment of Ms. Hitu Gambhir Mahajan (DIN- 07043618) as an Independent Director**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, Ms. Hitu Gambhir Mahajan (DIN- 07043618) has been appointed as an Additional Directors (Independent) of the Company w.e.f. July 10, 2024 by the Board of Directors of the Company.

Ms. Hitu Gambhir Mahajan, aged 44 years, is a diploma degree in Advertising & Marketing. She is having more than 16 years of experience in marketing, sales, branding and advertising.

Ms. Hitu Gambhir Mahajan who is proposed to be appointed as an Independent Director for a term of 5 years, fulfills the conditions specified in the Act and Rules made thereunder.

The Board considers that Ms. Hitu Gambhir Mahajan's association as an Independent Director would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Hitu Gambhir Mahajan (DIN- 07043618) will hold office up to the date of the ensuing AGM. The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from members proposing the candidature of Ms. Hitu Gambhir Mahajan (DIN- 07043618) for the office of Independent Directors.

The Company has received from Ms. Hitu Gambhir Mahajan (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and (iv) Form MBP 1 pursuant to Section 184 (1) and rule 9(1) of The Companies (meeting of Board and its Powers) Rules 2014. The directorship held by the proposed appointee is within the limits prescribed under the Act and Regulation 25 of the Listing Regulations.

Ms. Hitu Gambhir Mahajan (DIN- 07043618) does not hold any equity shares in the Company.

A copy of the draft letter of appointment, setting out the terms and conditions of appointment of Ms. Hitu Gambhir Mahajan, is available for inspection, without any fee, by the members at request during business hours on all working days up to the date of the AGM.

Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the resolution set forth at item no. 4 for approval of the members.

The resolution seeking approval of members for the appointment of Ms. Hitu Gambhir Mahajan (DIN- 07043618) as an Independent Director of the Company is included in the Notice of AGM. She shall not be liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives, is in any way, concerned or interested, financially or otherwise, in resolutions set out respectively at Item No. 4 of the Notice.

#### **Item No 5.**

#### **Appointment of Mr. Prodyut Purkait (DIN- 06624722) as an Independent Director**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, Mr. Prodyut Purkait (DIN- 06624722) has been appointed as an Additional Directors (Independent) of the Company w.e.f. July 10, 2024 by the Board of Directors of the Company.

Mr. Prodyut Purkait, aged 34 years, is a Bachelor in Mechanical Engineering and MBA from the Indian Institute of Management. He is having more than 13 years of experience, spanning different industries and functions.

Mr. Prodyut Purkait who is proposed to be appointed as an Independent Director for a term of 5 years, fulfills the conditions specified in the Act and Rules made thereunder.

The Board considers that Mr. Prodyut Purkait's association as an Independent Director would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Prodyut Purkait (DIN- 06624722) will hold office up to the date of the ensuing AGM. The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from members proposing the candidature of Mr. Prodyut Purkait (DIN- 06624722) for the office of Independent Directors.

The Company has received from Mr. Prodyut Purkait (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and (iv) Form MBP 1 pursuant to Section 184 (1) and rule 9(1) of The Companies (meeting of Board and its Powers) Rules 2014. The directorship held by the proposed appointee is within the limits prescribed under the Act and Regulation 25 of the Listing Regulations.

Mr. Prodyut Purkait (DIN- 06624722) does not hold any equity shares in the Company.

A copy of the draft letter of appointment, setting out the terms and conditions of appointment of Mr. Prodyut Purkait, is available for inspection, without any fee, by the members at request during business hours on all working days up to the date of the AGM.

Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the resolution set forth at item no. 5 for approval of the members.

The resolution seeking approval of members for the appointment of Mr. Prodyut Purkait (DIN- 06624722) as an Independent Director of the Company is included in the Notice of AGM. He shall not be liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives, is in any way, concerned or interested, financially or otherwise, in resolutions set out respectively at Item No. 4 of the Notice.

#### **Item No 6.**

##### **Appointment of Mr. Mustafa Mohammad (DIN- 06887517) as Non Executive Non Independent Director**

Mr. Mustafa Mohammad (Din- 06887517) has been appointed as an Additional Director (Non-Executive & Non-Independent) of the Company w.e.f. August 22, 2024.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Mustafa Mohammad (Din- 06887517) will hold office up to the date of the ensuing AGM. The Company has received from Mr. Mustafa Mohammad (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, and (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013. The directorship held by the proposed appointee is within the limits prescribed under the Act and Regulation 25 of the Listing Regulations.

The resolution seeking approval of members for the appointment of Mr. Mustafa Mohammad (Din- 06887517) as a Director of the Company is included in the Notice of AGM. He shall be liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in resolutions set out respectively at Item No. 6 of the Notice.

The Board recommends the resolutions set forth in the Item No. 6 of the Notice for approval of the members.

#### **Item No 7.**

##### **Appointment of Mr. Shreeram Bagla (DIN: 01895499) as Whole-time Director**

The shareholders are requested to note that the Board of Directors of the Company had appointed Mr. Shreeram Bagla (DIN: 01895499) as an “Additional Director and Whole Time Director” under Section 161 of Companies Act, 2013 (“the Act”) and section 196 of the Companies Act, 2013, for a term of three years with effect from July 10, 2024 and hence pursuant to Section 161 of the Act he holds office only up to the date of this Annual General Meeting of the Company.

It is therefore proposed to re-appoint Mr. Shreeram Bagla (DIN: 01895499) as a Whole Time Director of the Company for a term of three years with effect from the original date of his appointment as set out in the resolution.

#### **Item No 8**

##### **Appointment of Mr. Sridhar Bagla (DIN: 10414606) as Whole-time Director**

The shareholders are requested to note that the Board of Directors of the Company had appointed Mr. Sridhar Bagla (DIN: 10414606) as an “Additional Director and Whole Time Director” under Section 161 of Companies Act, 2013 (“the Act”) and section 196 of the Companies Act, 2013, for a term of three years with effect from July 10, 2024 and hence pursuant to Section 161 of the Act he holds office only up to the date of this Annual General Meeting of the Company.

It is therefore proposed to re-appoint Mr. Sridhar Bagla (DIN: 10414606) as a Whole Time Director of the Company for a term of three years with effect from the original date of his appointment as set out in the resolution.



**Item No 9**

**Appointment of Ms. Rachna Suman Shaw (DIN: 10414115) as Whole-time Director**

The shareholders are requested to note that the Board of Directors of the Company had appointed Ms. Rachna Suman Shaw (DIN: 10414115) as an “Additional Director and Whole Time Director” under Section 161 of Companies Act, 2013 (“the Act”) and section 196 of the Companies Act, 2013, for a term of three years with effect from July 10, 2024 and hence pursuant to Section 161 of the Act he holds office only up to the date of this Annual General Meeting of the Company.

It is therefore proposed to re-appoint Ms. Rachna Suman Shaw (DIN: 10414115) as a Whole Time Director of the Company for a term of three years with effect from the original date of his appointment as set out in the resolution

31/08/2024

**Registered Office:**

003-A, Circleview Apartment-169,  
Fatehpuria, Near sukhadiacircle- 313001  
Tel: 03322811397  
Email: dhruvacapital@gmail.com  
Website: www.dhruvacapital.com  
CIN: L67120RJ1994PLC008593

By order of the Board

**For Dhruva Capital Services Limited**

S/d

**Kailash Karnawat**  
**Managing Director**  
**(DIN: 00300998)**

**THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- i. The voting period begins on 27th September, 2023 at 9:00 AM and ends on 29th September, 2023 at 5:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the Meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders** would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 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. Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of share holders	Login Method
Individual Share holders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi/ Easiest facility, can login through their existing 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://iweb.cdslindia.com/myeasi/home/login">https://iweb.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Logi icon and select New System Myeasi.</li> <li>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 evoting 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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://iweb.cdslindia.com/myeasi/Registration/EasiRegistration">https://iweb.cdslindia.com/myeasi/Registration/EasiRegistration</a> Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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 able to see the e-Voting option where the evoting is in progress and also able to directly</li> </ol>

	access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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 e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
Individual shareholders (holding securities in demat mode) login through their DP	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to <b>NSDL/CDSL</b> Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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. 1800225533.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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 toll free no.: 1800 1020 890 and 1800 22 44 30

(v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your UserID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
Pan	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) + Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Companycon/tacRt TComApanoy/rRTA .
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please ( ) enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the **EVS-230826039** for the relevant Company Name **DHRUVA CAPITAL SERVICES LIMITED** on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NQ” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT” button. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinize for verification.
- (xvii) Additional Facility for Non — Individual Shareholders and Custodians — Remote Voting only.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; dhruvacapital@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

- 1.For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
- 2.For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- 3.For Individual Demat shareholders — Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no.1800 22 55 33.

### **INSTRUCTIONS ON E-VOTING FACILITY:**

- a)The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e- voting will be considered final and voting through physical ballot will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.
- b)The Company has engaged the services of CDSL as the Agency to provide e-voting facility.
- c)The e-voting Event number, User Id and Password along with the detailed instructions for e-voting are provided in the notice of e-voting, being sent along with the notice of AGM.
- d)The Board has appointed M Shahnawaz & Associates, Practicing Company Secretary, (M.NO. 21427 &C.P. No. 15076) as Scrutinizer to scrutinize the physical voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available at the AGM for same purpose.
- e)The remote e-voting facility will be available during the following period:  
Commencement of remote e-voting: From 9:00 AM (IST) on Friday, 27th September, 2024: End of remote e-voting: Up to 5:00 PM (IST) on Sunday, 29th September, 2024, during this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September 2023, may cast their vote electronically. The e-voting module shall be disabled by cdsl thereafter.
- f)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 i.e.23rd September 2024,shall only be entitled to avail the facility of remote e-voting / physical voting.
- g)Any person who becomes member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e., 23rd September 2024 may obtain the User Id and password

inthe manner as mentioned below:

1. Through e-mail: [dhruvacapital@gmail.com](mailto:dhruvacapital@gmail.com)
2. Through our share transfer agent.