

NOTICE

NOTICE is hereby given that the twentieth Annual General Meeting of the Company will be held on Tuesday the 30th day of September, 2014 at 11.30 A.M. at Corporate Office of the Company situated at First Floor, 60-D, Panchwati, Udaipur - 313 001 (Raj.) to transact the following business :-

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet & Profit & Loss A/c as at 31st March 2014, together with the Auditor's Report and Director's Report thereon.
2. To appoint a director in place of Mr. Rajendra Jain who retires by rotation as a director on ensuing AGM and due to some other occupations, not willing for his reappointment.
3. To appoint a director in place of Mr. Lalit Kachhara who retires by rotation as a director on ensuing AGM and being eligible, offers himself for reappointment.

4. APPOINTMENT OF AUDITORS

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

"RESOLVED that pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/S B. L. Pagaria & Co., Chartered Accountants (Firm Registration No. 001821C), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty Fourth AGM of the Company to be held in the year 2018 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

5. Re-appointment of Mr. Kailash Karnawat as Managing Director of the Company

To consider and, if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution :

"Resolved that the Company hereby accords its approval and consent to the re-appointment of Mr. Kailash Karnawat, as Managing Director of the Company, for a further period of five years with effect from 1st October, 2014 on the terms and conditions including remuneration, as set out in the Explanatory Statement which is annexed to the Notice convening the Annual General Meeting, a copy whereof initialed by the chairman of the meeting for the purpose of identification is placed before this meeting."

SPECIAL BUSINESS :

6. Appointment of Mr. Upendra Tater in place of Mr. Rajendra Jain as a Director of Company

To consider and if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution :

"Resolved that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any amendment, modification, variation or re-enactment thereof read with schedule IV to the Act for the time being in force, Mr. Upendra Tater, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company, to hold office as such for a period of 5 (five) consecutive years with effect from the date of his Annual General Meeting AND THAT he shall not be liable to retire by rotation."

By order of the Board
For Dhruva Capital Services Ltd.

Sd /-
(KAILASH KARNAWAT)
MANAGING DIRECTOR

Place : Udaipur
Dated : 11-08-2014

**Registered Office : 003 - 'A', "Circle View", 169, Fatehpura, Near Sukhadia Circle, UDAIPUR - 313 001
Ph.: 0294-2425555 Fax : 0294-2423150**

DHRUVA CAPITAL SERVICES LIMITED

NOTES :

1. A MEMBER ENTITLED TO ATTEND & VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND & VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The proxies, in order to be effective, should be duly completed, stamped and signed and must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September' 2014 to 30th September' 2014 (both days inclusive).
4. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item No. 5 set out above is annexed hereto.
5. Members are requested to :
 - (a) Notify any **change in their registered address** along with pin code numbers.
 - (b) Quote their respective **LEDGER FOLIO No.** on every communication with the Company.
 - (c) Bring their copies of Annual Report to the meeting. No copies of the Annual Report will be available for distribution to the members at the meeting.
 - (d) Deposit duly filled-in attendance slip annexed to the proxy form at the entrance to the place of the meeting and not to bring with them any other person who is not a member / proxy.
 - (e) Write to the Company at least 10 days before the date of the meeting regarding any information on accounts so as to enable the Company to keep the information ready.

EXPLANATORY STATEMENT :

(Pursuant to section 102 of the Companies Act, 2013)

6. Item No. : 5

Shri Kailash Karnawat was reappointed as Managing Director of the Company in the Annual General Meeting of Shareholders of the Company held on 30th September, 2009 with effect from 1st April, 2010 for a period of five years which is going to end on 31-03-2015. The Board feels that he has worked very well for the benefit of Company and it would be for the benefit of the Company if his services are continued. To keep the tenure of members of board from AGM to AGM, the term of Shri Kailash Karnawat as MD of the Company (which is going to complete on 31.03.2015) is hereby treated as complete on 30.09.2014. Therefore the Board had decided in its meeting held on 11-08-2014 to re-appoint Shri Kailash Karnawat as Managing Director of the Company for a further period of five years with effect from 01-10-2014, subject to approval and consent of Shareholders of the Company in ensuring Annual General Meeting, on the terms and conditions mentioned below.

The principal terms and conditions of re-appointment of Mr. Kailash Karnawat including remuneration payable are as under :

- (1) Period of Appointment : 5 years with effect from 1st October, 2014.
- (2) Mr. Kailash Karnawat shall carry out such duties and exercise such powers as may be entrusted to him from time to time by the Board.
- (3) Remuneration : Basic Salary Rs. 60000/- (Rs. Sixty Thousand only) per month.
- (4) Perquisite & Allowances : In addition to the remuneration mentioned in clause (3) above, Mr. Kailash Karnawat shall also be entitled to perquisites and benefits classified into the following 3 categories, namely A, B and C.

CATEGORY - A

The Company will provide rent free, fully furnished accommodation with the gas, electricity, water and servant.

The Company shall reimburse Managing Director, medical expenses for self and family, subject to ceiling of one month's salary in a year or three month's salary in a block of three years.

The Company shall reimburse Managing Director, actual travelling expenses once in a year for self and family, in accordance with the rules of Company.

The Company shall pay fees of two Clubs excluding admission and life membership fees.

The Company shall arrange to insure Managing Director against personal accident risk, subject to the condition that the premium payable by Company shall not exceed Rs. 6,000/- (Rs. Six thousand only) per annum.

Family means spouse, dependent children and dependent parents of Managing Director.

CATEGORY - B

The Company shall contribute to the Provident Fund, Superannuation Fund or Annuity Fund as per the Company's Rules to the extent these either singly or put together are below taxable limits under the Income Tax Act, 1961.

The perquisites in Category A and Category B will be restricted to an amount equivalent to the annual salary as above provided that the contribution to the Provident Fund, Superannuation Fund and Annuity Fund will not be included in this ceiling.

In addition, Shri Kailash Karnawat shall also be entitled to Gratuity at the rate of half month's salary for each completed year of service.

CATEGORY - C

Provision of the car with driver for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company to Managing Director.

The terms and conditions of this said appointment may be altered and varied from time to time by the Board as it may in its direction, deem fit so as not to exceed the limits specified by **Schedule V of the Companies Act, 2013** or amendments made thereafter in that regard.

In the event of loss or inadequacy of profit in any year, remuneration including perquisites as aforesaid will be paid to Mr. Kailash Karnawat in accordance with the applicable provisions of the **Schedule V of the Companies Act, 2013** and will be adjusted appropriately.

If at any time, the Managing Director ceases to be a Director of the Company for any cause whatsoever, he shall also cease to be the Managing Director.

Save and except Mr. Kailash Karnawat, none of the other Directors of the Company are in any way concerned or interested in the Resolution proposed.

The above may be regarded as an "abstract of the agreement and memorandum of interest" under **section 190 of the Companies Act, 2013**.

7. Item No. : 6

The provisions of Section 149 of the Companies Act, 2013 (Act) require all listed Companies to appoint requisite number of independent Directors on its Board. In terms of aforesaid Section, an independent director shall hold office for two terms of up to 5 consecutive years each on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the Company. Further, the Director appointed under the aforesaid section are not liable to retire by rotation and their appointment shall be subject to the approval of shareholders of the Company as per Section 150 of the Act.

However, the Clause 49 of the Listing Agreements proposed to be implemented with effect from 01.10.2014 provides that a person, who has already served as an Independent Director for 5 years or more in a Company as on 01.10.2014, shall be eligible for re-appointment, on completion of present term, for one more term of 5 consecutive years only.

In the opinion of the Board, Mr Upendra Tater is fulfilling the conditions specified in the Act and the Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management. Upon the confirmation of the appointment of Mr. Upendra Tater as Independent Director by the shareholders of the Company, the appointment shall be formalized by issue of a letter of appointment by the Company to the said Independent Director.

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The Company has also received notices in writing along with the requisite deposit from the members duly signifying their intention to propose the appointment of above Independent Director.

Therefore, the Board of Directors proposes the aforesaid appointment of Independent Director and recommends the resolution at Item no. 6 of the notice for approval by the shareholders. Brief profile of the said Independent Director, in terms of Clause 49 of the Listing Agreements is given here under :

Mr. Upendra Tater, aged about 48 years, is an Architect and MBA. He has completed various reknowned projects in Udaipur as well as out of Udaipur and presently he is Govt. Approved valuer of Income Tax Dept., UIT, Udaipur, Nagar Nigam, Udaipur etc. etc. He is also in the empanelments of various Banks and NBFC's. His experience will be very helpful to the Company, to flourish its business in real estate sector. He does'nt hold directorship anywhere else.

Non of the Directors is deemed to be interested or concerned in the resolution.

8. APPOINTMENT OF SCRUTINIZER :

In compliance with provisions of the Companies Act 2013, the company is also offering the e-voting facility to the members to enable them to cast their votes electronically. E-voting facility would remain open only from 24.09.2014 to 26.09.2014 (both days inclusive).

Mr. Pawan Talesara, Practicing Company Secretary, 2nd Floor, Anand Plaza, Ayad Bridge, Udaipur (COP No. 2674) has been appointed as Scrutinizer for scrutinizing e-voting system in a fair and transparent manner and to give his report thereon.

E-VOTING INSTRUCTIONS

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on 24.09.2014, 9 AM and ends on 26.09.2014, 6 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 05.09.2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter :
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none">• Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio / client id number in the PAN field.• In case the Folio Number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company "DHRUVA CAPITAL SERVICES LTD." on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, they have to create 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the ac-counts they would be able to cast their vote.
 - 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.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

By order of the Board
For Dhruva Capital Services Ltd.

Sd/-

Place : Udaipur
Dated : 11-08-2014

(KAILASH KARNAWAT)
MANAGING DIRECTOR