



Dated: 30.09.2019

**FORM No. MGT-13**

UDIN-19401253AAAAA323

### Report of Scrutinizer

[Pursuant to Sections 108 & 109 of The Companies Act, 2013 & Rule 20 {4(xii)} of the Companies (Management and Administration) Amendment Rules, 2018 & Rule 21(2) of the Companies (Management and Administration) Rules 2014].

To,

M/s DHRUVA CAPITAL SERVICES LIMITED,  
003-A, CIRCLE VIEW APARTMENTS,  
NEAR SUKHADIA CIRCLE, 169-FATEHPURA,  
UDAIPUR - 313001 (RAJ.)

Sub.: Scrutinizer's report.

Dear Sir,

I, CA MUKESH BOHARA, Partner of M/s T. K. Bohara & Co., Practicing Chartered Accountants, Udaipur had been appointed as the Scrutinizer by the Board of Directors of Dhruva Capital Services Limited (hereinafter referred as "the Company") vide their resolution dated 13<sup>th</sup> August, 2019, Pursuant to Sections 108 & 109 of The Companies Act, 2013 & Rule 20 {4(xii)} of the Companies (Management and Administration) Amendment Rules, 2018 & Rule 21(2) of the Companies (Management and Administration) Rules 2014, for the resolution (s) as mentioned in the Notice of the Annual General Meeting dated 13<sup>th</sup> August, 2019, conveying 25<sup>th</sup> AGM on 30<sup>th</sup> September, 2019, for the purpose of the voting by electronic means & poll taken at the said 25<sup>th</sup> AGM of the Company, submit our report as under :

1. The Cut-Off Date for e-voting was finalized as 23<sup>rd</sup> Sept. 2019, accordingly the Register of Members (Physical), List of Beneficiary owners from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) was made available.
2. The Company availed e-voting facilities offered by CDSL for conducting e-voting by the shareholders of the Company.
3. The e-voting facility was open for three days i.e from 27<sup>th</sup> September, 2019 to 29<sup>th</sup> September, 2019 (both days inclusive), for the members to cast their votes electronically to convey their assent / dissent in respect of resolution (s), as mentioned in the Notice calling AGM.
4. The e-voting facility was blocked at 5.00 p.m on 29<sup>th</sup> Sept., 2019 and was subsequently unblocked in my presence together with Ms Bhumika Mangal & Mr. Love Kumar Nagda as witnesses, not being employees of the Co., after the conclusion of 25<sup>th</sup> AGM on 30<sup>th</sup> Sept., 2019 at 1.34 PM for diligent scrutiny.

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5. We did not find any votes invalid (electronic as well as by show of hands at AGM) for resolutions no. 1 to 6.
6. Resolution wise voting / counting details are mentioned hereunder :-

**Resolution 1** – To receive, consider and adopt the Audited Balance Sheet & Profit and Loss Account for the year ended on 31<sup>st</sup> March 2019, together with the Auditor's Report and Board's Report thereon. **(Promoter Group Not Interested).**

- (a) Voted **in favour** of the resolution :

Number of members Voted	Number of Votes Cast by them	% of total Number of Valid Votes Cast
9	2297818	99.37

- (b) Voted **against** the resolution :

Number of member Voted	Number of Votes Cast by them	% of total Number of Valid Votes Cast
3	14487	0.63

- (c) **Invalid** Votes :

Total number of members whose votes were declared invalid	Total Number of Votes Cast by them
0	0

**Resolution 2** – To approve the retirement of Mr. Laxman Singh Karnawat, who retire by rotation as a Director of the Company & looking to his age & other social obligations, he has expressed his unwillingness for Re-appointment. The members of the company mark the retirement of Mr. Laxman Singh Karnawat with a thanks giving ceremony. **(Promoter Group Not Interested).**

- (a) Voted **in favour** of the resolution :

Number of members Voted	Number of Votes Cast by them	% of total Number of Valid Votes Cast
9	2297818	99.37

Cont. ....3





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(b) Voted **against** the resolution :

Number of member Voted	Number of Votes Cast by them	% of total Number of Valid Votes Cast
3	14487	0.63

(c) **Invalid** Votes :

Total number of members whose votes were declared invalid	Total Number of Votes Cast by them
0	0

**Resolution 3** – To approve the retirement of Mr. Lalit Kachhara, who has completed his tenure as an Independent Director of the Company & he is not eligible for Re-appointment. The members of the company mark the retirement of Mr. Lalit Kachhara with a thanks giving ceremony. **(Promoter Group Not Interested)**.

(a) Voted **in favour** of the resolution :

Number of members Voted	Number of Votes Cast by them	% of total Number of Valid Votes Cast
9	2297818	99.37

(b) Voted **against** the resolution :

Number of member Voted	Number of Votes Cast by them	% of total Number of Valid Votes Cast
3	14487	0.63

(c) **Invalid** Votes :

Total number of members whose votes were declared invalid	Total Number of Votes Cast by them
0	0

Cont. ....4

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**Resolution 4** – "RESOLVED that pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, the recommendations of the Audit Committee and the resolution passed by the members at the twenty forth AGM of the Company, held on 30-09-2018, the appointment of M/s T. K. Bohara & Co., Chartered Accountants (Firm Registration No. 000798C), Udaipur, as Auditors of the Company be and is hereby ratified." **(Promoter Group Not Interested).**

(a) Voted **in favour** of the resolution :

Number of members Voted	Number of Votes Cast by them	% of total Number of Valid Votes Cast
9	2297818	99.37

(b) Voted **against** the resolution :

Number of member Voted	Number of Votes Cast by them	% of total Number of Valid Votes Cast
3	14487	0.63

(c) **Invalid Votes** :

Total number of members whose votes were declared invalid	Total Number of Votes Cast by them
0	0

**Resolution 5** – "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 1<sup>st</sup> October, 2019 on the terms and conditions including remuneration, as set out in the Explanatory Statement which is annexed to the Notice convening the AGM, a copy whereof initialed by the chairman of the meeting for the purpose of identification is placed before this meeting." **(Managing Director Kailash Karnawat – Interested, Other Promoter Group Not Interested).**

(a) Voted **in favour** of the resolution :

Number of members Voted	Number of Votes Cast by them	% of total Number of Valid Votes Cast
8	1721618	99.17

Cont. ....5





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(b) Voted **against** the resolution :

Number of member Voted	Number of Votes Cast by them	% of total Number of Valid Votes Cast
3	14487	0.83

(c) **Invalid** Votes :

Total number of members whose votes were declared invalid	Total Number of Votes Cast by them
0	0

**Resolution 6** – "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 be & is hereby Re-appointed as an Independent Director of the Company, to hold office as such for a further period of 5 (five) consecutive years with effect from the conclusion of this AGM, till the conclusion of thirtieth AGM, AND THAT he shall not be liable to retire by rotation." **(Promoter Group Not Interested)**.

(a) Voted **in favour** of the resolution :

Number of members Voted	Number of Votes Cast by them	% of total Number of Valid Votes Cast
9	2297818	99.37

(b) Voted **against** the resolution :

Number of member Voted	Number of Votes Cast by them	% of total Number of Valid Votes Cast
3	14487	0.63





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(c) **Invalid Votes (Votes of Director & Relatives) :**

Total number of members whose votes were declared invalid	Total Number of Votes Cast by them
0	0

7. A Register for e-voting has been maintained in electronic form.
8. The papers pertaining to e-voting alongwith voting by show of hands at the AGM and all other relevant records are kept in our safe custody.

Thanking You.

Yours faithfully,  
For T. K. Bohara & Co.,  
(Chartered Accountants)  
FRN: - 0007989C

(CA Mukesh Bohara)  
Partner  
M. No. :- 401253

Place : Udaipur  
Dated : 30<sup>th</sup> September, 2019