5TH ANNUAL REPORT

2019 – 20

DHRUV WELLNESS LIMITED

CIN: L74900MH2015PLC263089

Registered Office: Chawl No -1, RN 2,
Amba Mata Mandir Compound,
near italiya Comp, Veetbhatti,
Goregaon (East), Mumbai – 400063.
E -mail : pravinprajapati_dhru@yahoo.in
Web site: www.dhruvwellness.com

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Note: *Persons attending the Annual General Meeting are requested to bring their copies of Annual Report along with attendance Slip.*

Message from the Chairman,

Dear Shareholders,

I, **Pravinkumar Prajapati**, Chairman and Managing Director of the Company, red carpet welcome you all, in **5th Annual General Meeting** (AGM). First of all, I am very thankful to you to show your faith and trust on our valuable organization, it is my desire and wish that this association of ours, will strengthen our hands in to reach glorious heights.

In **March 2020**, the world changed forever. The rapidity with which the Coronavirus has taken over our lives show that the impact of **COVID-19** upon the world is going to be enormous and long-reaching. It is an event of such a scale that sometime in the future, we may even refer to our life as pre-pandemic and post-pandemic.

Since March 2020, COVID-19 has basset the world, infecting millions of people and bringing lives to a near-standstill. In many countries, severe lockdowns were imposed to curb the spread of the virus. While this was a necessary evil for the safety of the people, it has dealt a crippling blow to the global economy. Baseline forecasts show a 5.2% contraction in the global economy, despite all governments' best efforts to cushion the impact by providing unprecedented support and fiscal policies.

In India, there has been a mass exodus of thousands of immigrant workers, who live a hand-to-mouth existence. Hundreds of salaried employees have been laid off as companies struggle to deal with the lockdown and scale down to cut losses. In these scenarios, getting new jobs is also becoming more and more difficult, as most companies have stopped recruiting till things go back to normal.

Our Company has completed 5th year of success journey. I would like to extend my gratitude to all our stakeholders including the staff members and other stakeholders for their unstinted support in shaping the performance of the Company.

We cherish the long-lasting and time-tested relationships with our customers, employees, regulators, business partners, government, lenders and other stakeholders. In conclusion, on behalf of the Board of Directors of M/s. Dhruv Wellness Limited I take this opportunity to thank our stakeholders for their continued faith in our abilities and their constant support. We will continue to create long-term, sustainable value for all by being consistent and flexible and I look forward to an exciting journey ahead together.

Thanking You

Yours sincerely,

Sd/-

Pravinkumar Prajapati

Chairman and Managing Director

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CORPORATE INFORMATION

Board of Directors and Key Managerial Person.

Sr. No	Name	Designation
1	Pravinkumar Narayanbhai Prajapati	Managing Director
2	Anita Pravinbhai Prajapati	Director
3	Narayanbhai Mohanlal Prajapati	Director
4	Jignesh Shah Chinubhai	Non – Executive Independent Director
5	Kunal Sarkar	Non – Executive Independent Director
6	Narayanbhai Mohanlal Prajapati	Chief Financial Officer

- **Committees.**

(i) Audit Committees

Name	Designation	Status in Committee
Jigneshbhai Shah	Non-Executive, Independent Director	Chairman and Member
Kunal Sarkar	Non-Executive, Independent Director	Member
Pravinkumar Prajapati	Managing Director	Member

(ii) Stakeholders Relationship Committee

Name	Designation	Status in Committee
Kunal Sarkar	Non-Executive, Independent Director	Chairman and Member
Jigneshbhai Shah	Non-Executive, Independent Director	Member
Narayanbhai Prajapati	Non- Executive, Director	Member

(iii) Nomination and Remuneration Committee

Name	Designation	Status in Committee
Jigneshbhai Shah	Non-Executive, Independent Director	Chairman and Member
Kunal Sarkar	Non-Executive, Independent Director	Member
Narayanbhai Prajapati	Non-Executive, Director	Member

Statutory Auditor	**M/s Sanjay M Kangutkar** **Chartered Accountants, Mumbai** Sanjay M Kangutkar Proprietor Membership number:100830 Firms registration number:117959W Add: Sh.no - 6, Blue Diamond Building, Pt. Solicitor Lane, Malad (East), Mumbai – 400 097.
Registrar and Share Transfer Agent	**M/s. Purva Sharegistry India Private Limited** Add: Unit no. 9, Shiv Shakti Ind. Est. J.R. Boricha Marg, Lower Parel, (E), Mumbai -400011, Maharashtra Email: busicomp@vsnl.com /busicomp@gmail.com Website: www.purvashare.com Tel: 022-23016761/8261 Fax: 022-2301 2517
Registered Office Address	Chawl No -1, RN 2, Amba Mata Mandir Compound, Near Italiya Company, Veet Bhatti, Goregaon (East), Mumbai – 400063, Maharashtra. Tel: 022-28711486 Email: pravinprajapati_dhru@yahoo.in ; help_dhruvwellness@outlook.com. Website: www.dhruvwellness.com
Corporate Identification Number	**L74900MH2015PLC263089**
ISIN	**INE109Y01011**

NOTICE

Shorter Notice is hereby given that the Fifth (5th) Annual General Meeting of the Members of **M/s. DHRUV WELLNESS LIMITED** will be held on **Thursday, 31st December, 2020** at 02:00 p.m. at the Registered Office of the Company at Chawl No -1, RN 2, Amba Mata Mandir Compound near italiya Comp, Veetbhatti, Goregaon (East), Mumbai - 400063 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended **31st March, 2020** and the Reports of the Board of Directors and Auditors thereon.

"**RESOLVED THAT** the audited financial statement of the Company for the financial year ended **31st March, 2020** and the repot of the Board of Directors and Auditor thereon laid before this meeting, be and is hereby considered and adopted."

2. To appoint a Director in place of **Mrs. Anita Pravinbhai Prajapati (DIN: 05192261)**, Who retires by rotation and being eligible, offer herself for re-appointment: -

"**RESOLVED THAT** pursuant to the provisions of section 152(6) of the Companies Act, 2013 and the rules made there under, **Mrs. Anita Pravinbhai Prajapati (DIN: 05192261),** who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as the director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds or things as deemed necessary to give effect to the aforesaid resolution."

3. To ratification of appointment of **M/s Sanjay M. Kangutkar & Associates., Membership No:100830**, Chartered Accountants, Mumbai as statutory auditor of the Company hold office from the conclusion of **5th AGM until the conclusion of the 6th AGM** also fixed their remuneration and in this regard 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 Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the company hereby ratifies the appointment of **M/s Sanjay M. Kangutkar & Assciates**, Chartered Accountants, Mumbai, Statutory Auditors having **Membership No:100830** issued by the Institute of Chartered Accountants of India (ICAI) to hold office from the conclusion of this Annual General Meeting until the conclusion of next (6th) Annual General Meeting of the Company, on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and re-imbursement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds or things as deemed necessary to give effect to the aforesaid resolution."

By order of the Board of Directors of

FOR DHRUV WELLNESS LIMITED

Sd/-

Pravinkumar Prajapati
Managing Director
DIN: 05192268

Date: 21/12/2020
Place: Mumbai

Registered Office:
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CIN: L74900MH2015PLC263089

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of him/her-self and the proxy need not be a member of the company. The proxies in order to be valid and effective should be deposited at the registered office of the company, duly and completed and signed, not later than 48 hours before the commencement of the meeting.

2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. **Mrs. Anita Pravinbhai Prajapati (DIN: 05192261),** retires by rotation and being eligible offers himself for re-appointment. The details pertaining to the aforesaid director as required under Clause 1.2.5 of Secretarial Standards on General Meeting and Regulation 26(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is furnished in the Company.

4. The route map and prominent landmark of the venue of the 5th Annual General Meeting as required under Clause 1.2.4 of the Secretarial Standards on the General Meeting is annexed herewith as **Annexure I** to the Notice.

5. The members or proxies are requested to bring with them the Annual Report, as extra copy of the same will not be supplied at the meeting as per usual practice.

6. 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.

7. Corporate members intending to send their authorized representative to attend the Annual General Meeting are requested to send a certified copy of the Board Resolution authorizing the representative to attend and vote on their behalf at the meeting.

8. Details under of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/reappointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

9. During the period beginning 24 hours before the time fixed for the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than three days of prior notice in writing is given to the Company.

10. The Notice of Annual General Meeting along with the Attendance Slip and Proxy Form are being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s) unless a Member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.

11. The Notice of the Annual General Meeting is uploaded on the Company's website https://www.dhruvwellness.com which may be accessed by the Members.

12. The Company's Registrar and Transfer Agents (RTA) for its Share Registry Work (Physical and Electronic) are **M/s. Purva Sharegistry India Private Limited** having their office at Unit No. 9, Ground Floor, Shiv Shakti Ind. Estt, J. R. Boricha Marg, Lower Parel East, Mumbai, - 400011 Maharashtra.

13. Pursuant to Sections 101 and 136 of the Companies Act, 2013, read with the Rules framed thereunder and pursuant to the circulars issued by the Ministry of Corporate Affairs (MCA) regarding the Green Initiative, the Notice of the AGM inter alia, would be sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depository Participant and who have not opted to receive the same in physical form.

14. Members are requested to support the Green Initiative by registering/ updating their email addresses, with their Depository Participant (in case of Shares held in dematerialized form) or with Purva Sharegistry India Private Limited (in case of Shares held in physical form).

15. The Annual Report 2019-20 of the Company circulated to the Members of the Company, will be made available on the Company's website at www.dhruvwellness.com and also on the website of the respective Stock Exchanges at www.bseindia.com.

16. A copy of the Notice will also be available on the website of the Company viz. https://www.dhruvwellness.com Members are entitled to receive such communication in physical form, upon making a request to the Company for the same. For any communication, the Members may also send a request to the Company's investor email id: pravinprajapati_dhru@yahoo.in.

17. Relevant documents referred to in the Notice will be available for inspection at the Registered Office and the Corporate Office of the Company during normal business hours, i.e. 10.00 a.m. to 6.00 p.m. on all working days except Saturdays and Sundays, up to and including the date of the AGM.

18. Members / Proxies / Authorized Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting along with Annual Report. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting. Note that the attendance slip/ proxy form should be signed as per the specimen signature registered with the Registrar and Transfer Agents/ Depository Participant.

19. No gifts, gift coupons, or cash in lieu of gifts shall be distributed at the Meeting.