DHRUVA CAPITAL SERVICES LIMITED

Date: September 16, 2026

BSE Limited
1st Floor, New Trading Wing,
Rotunda Building, P.J. Towers,
Dalal Street, Fort, Mumbai - 400001

BSE Scrip Code: 531237

Dear Sir / Madam,

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements Regulations, 2015) - Notice of Extra – Ordinary General Meeting of the Company.

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, we are enclosing herewith the Notice of the Extra – Ordinary General Meeting ("EGM") of the Company, scheduled to be held on Saturday, October 10, 2026, at 2:30 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

The Notice of the EGM is also available on the website of the Company at www.dhruvacapital.com, in terms of Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended.

You are requested to kindly take the above information on record and disseminate the same.

Thanking you,

Yours faithfully

For Dhruva Capital Services Limited

SHREERAM BAGLA
Digitally signed by SHREERAM BAGLA
Date: 2026.09.16 13:20:24 +05'30'

Mr. Shreeram Bagla
Whole – Time Director
DIN: 01895499

NOTICE OF EGM

Notice is hereby given that the Extra-Ordinary General Meeting of the members of **DHRUVA CAPITAL SERVICES LIMITED** will be held on Saturday, October 10, 2026 at 2.30 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

SPECIAL BUSINESS: -

1. **Increase in Authorised Share Capital of the Company and the consequent amendment in the capital clause of the Memorandum of Association of the Company.**

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

"RESOLVED THAT pursuant to Sections 13, 61(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and Rules made thereunder, applicable provisions under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Articles of Association of the Company and provisions of any other applicable laws, or any amendment or modifications or any re-enactment thereof, the consent of the Members of the Company be and is hereby accorded for increasing the authorized share capital of the Company from Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) comprising of 1,50,00,000 (One Crore and Fifty Lakh) Equity Shares of Rs. 10/- (Rupee Ten Only) each to Rs. 27,00,00,000/- (Rupees Twenty-Seven Crores Only) comprising of 2,70,00,000 (Two Crores and Seventy Lakhs) Equity Shares of Rs. 10/- (Rupee Ten Only) each and consequently the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following new clause V:

"V. The Authorized Share Capital of Company is Rs. 27,00,00,000/- divided into 2,70,00,000 equity shares of Rs. 10/- each with the rights and conditions attached thereto as provided by the Article of Association of the Company for the time being with powers to divide the shares in the Capital into different classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the Article of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or provided by the Articles of Association of the Company for the time being."

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and are hereby severally authorized to file necessary returns/forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution."

2. **To approve raising of funds in one or more tranches, by issuance of equity shares and/or other eligible securities of the Company: -**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Sections 23, 41, 42, 62, and Section 179 other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), including any amendment(s), statutory modification(s), or re-enactment(s) thereof ("the Act") and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, ("SEBI LODR Regulations"), and the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014, each as amended; the listing agreements entered into by the Company with the stock exchanges where the equity shares of face value of Rs. 10/- (Rupee Ten Only) of the Company are listed ("Stock Exchanges", and such equity shares, the "Equity Shares"); and any other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India ("GoI"), Ministry of Corporate Affairs ("MCA"), Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("SEBI"), Stock Exchanges, and such other statutory/regulatory authorities), and subject to all approvals, permissions, consents, and/or sanctions as may be necessary or required from SEBI, the Stock Exchanges, RBI, MCA, GoI, or any other concerned statutory/regulatory authority, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/or sanctions by any of the aforesaid authorities, which will be considered by the Board of Directors of the Company ("Board", which term shall include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this resolution), approval of the Shareholders of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised to offer, issue, and allot (including with provisions for reservations on firm and/or competitive basis, or such part of the issue and for such categories of persons as may be permitted) any instrument or security, including Equity Shares, (collectively, the "Securities"), or any combination of Securities, whether Rupee denominated or denominated in one or more foreign currency(ies), to all or any such investors, jointly and/or severally, that may be permitted to invest in such issuance of Securities, including resident or non-resident/foreign investors (whether institutions and/or incorporated bodies and/or trusts or otherwise)/foreign portfolio investors/mutual funds/pension funds/venture capital funds/banks/ alternate investment funds/Indian and/or multilateral financial institutions/insurance companies/any other qualified institutional buyers as defined under the SEBI ICDR Regulations ("QIBs")/any other category of persons or entities who are authorised to invest in the Securities in terms of applicable law, as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are members of the Company, for cash, in one or more tranches, with or without a green shoe option, to raise funds for an aggregate consideration of up to Rs. 160,00,00,000 (Rupees One Hundred and Sixty Crore Only) (inclusive of such premium to face value as may be fixed on such Securities), whether rupee denominated or denominated in one or more foreign currencies, including by way of public issue, rights issue, preferential allotment, or a private placement (including one or more qualified institutions placements ("QIP") in accordance with the applicable provisions of the Companies Act and the SEBI ICDR Regulations), or through any other permissible mode and/or combination thereof as may be considered appropriate, to be subscribed to in Indian and/or any foreign currency by all eligible investors, through the issuance of an offer document/letter/circular/placement document, as permitted under applicable laws and regulations, at such price (including at a discount or premium to market price or prices permitted under applicable law), in such manner, and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion, including the discretion to determine to whom the offer, issue and allotment of Securities shall be made to the exclusion of others (including allotment to stabilising agent in terms of green shoe option, if any, exercised by the Company); making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investors and/or in respect of different Securities; number of securities to be issued; face value; number of Equity Shares to be issued and allotted on conversion/redemption/extinguishment of debt(s); rights attached to the warrants; period of conversion; fixing of record date; and/or book closure dates subject to the applicable laws considering the prevailing market conditions and/or other relevant factors, and wherever necessary, in consultation with the book running lead managers and/or other advisors appointed.

RESOLVED FURTHER THAT the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of the Securities, subsequent to receipt of approval from the members of the Company, in terms of applicable law; in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to QIBs by way of a QIP, the relevant date for pricing of such Securities shall be either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board.

RESOLVED FURTHER THAT in case of an issue and allotment of Securities by way of a QIP in terms of the SEBI ICDR Regulations:

I. The allotment of Eligible Securities shall only be made to QIBs as defined in the SEBI ICDR Regulations;
II. no partly paid-up Equity Shares shall be issued/ allotted

III. The allotment of the Eligible Securities shall be completed within 365 days from the date of passing of the special resolution or such other time as may be allowed under the Act and/or the SEBI ICDR Regulations, and/or applicable and relevant laws/guidelines from time to time;

IV. The Eligible Securities to be so created, offered, issued, and allotted, shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;

V. The relevant date for determination of the floor price of the Eligible Securities to be issued shall be:

(i) in case of allotment of Equity Shares, the date of meeting in which the Board decides to open the issue, and/or,

(ii) in case of allotment of eligible convertible Securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as may be determined by the Board;

VI. The Eligible Securities (excluding warrants) shall be allotted as fully paid up and in dematerialised form;

VII. The issuance and allotment of the Eligible Securities by way of the QIP shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations ("Floor Price"), the Act and other applicable laws, and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the applicable laws, including the SEBI ICDR Regulations. However, the Board, at its absolute discretion and in consultation with the book running lead manager(s), may offer a discount of not more than 5% (five per cent), or such other percentage as may be permitted under applicable law, on the Floor Price;

VIII. The number and/or price of the Eligible Securities or the underlying Equity Shares issued on conversion of eligible convertible securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split or consolidation of shares, merger, demerger, transfer of undertaking, sale of division, reclassification of Equity Shares into other securities, issue of Equity Shares by way of capitalisation of profit or reserves, or any such capital or corporate restructuring;

IX. The Eligible Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognised stock exchange, or except as may be permitted under the SEBI ICDR Regulations, from time to time;

X. No single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be in a manner as may be prescribed from time to time under the SEBI ICDR Regulations and a minimum of 10% of the Eligible Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs; QIBs belonging to same group or under same control shall be deemed to be single allottee;

XI. The Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed under the SEBI ICDR Regulations, from the date of the prior QIP made pursuant to the special resolution;

XII. The tenure of the convertible or exchangeable Eligible Securities issued through the QIP shall not exceed sixty months from the date of allotment;

XIII. No allotment shall be made, either directly or indirectly, to any person who is a promoter, or any person related to the promoters of the Company in terms of the SEBI ICDR Regulations; and

XIV. If the issue size, excluding the size of any offer for sale by selling shareholders, exceeds ₹100,00,00,000 (Rupees One Hundred Crore), the Company shall make arrangements for the use of proceeds of the issue to be monitored by a credit rating agency registered with SEBI, which shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis until one hundred per cent of the proceeds of the issue have been utilised; and the Company shall, within forty-five days from the end of each quarter, upload such report on its website and submit the same to the stock exchange(s) on which its Equity Shares are listed.

XV. No allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company;

XVI. The issue shall be subject to such other conditions as may be subscribed by SEBI from time to time.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per prevailing practices and regulations in the capital markets and the Board be and is hereby authorised, in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed to.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Board be and is hereby authorised to do such acts, deeds, and things, in its absolute discretion, subject to the provisions of applicable law, as it deems necessary or desirable in connection with offering, issuing, and allotting the Securities, and to give effect to these resolutions, including, without limitation, the following:

(a) offer, issue and allot all/any of the Securities, subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion;

(b) determining the terms and conditions of the issuance, including among other things, (i) terms for issuance of additional Securities and for disposal of Securities which are not subscribed to by issuing them to banks/ financial institutions/mutual funds or otherwise, (ii) terms as are provided in domestic offerings of this nature, and (iii) terms and conditions in connection with payment of interest, dividend, voting rights, premium and redemption or early redemption, conversion into Equity Shares, pricing, variation of the price or period of conversion, and/or finalising the objects of the issuance and the monitoring of the same;

(c) approve, finalise, and execute any preliminary as well as final offer document (including, among other things, any draft offer document, offering circular, registration statement, prospectus, placement document, private placement offer letter, letter of offer, and/or other letter or circular), and to approve and finalise any bid cum application form, abridged letter of offer, notices, including any advertisements and other documents or any term sheets or any other ancillary documents in this regard;

(d) decide the form, terms and timing of the issue(s)/offering(s), Securities to be issued and allotted, class of investors to whom Securities are to be offered, issued and allotted, number of Equity Shares to be issued and allotted in each tranche;

(e) issue and allot such number of Equity Shares, as may be required to be issued and allotted, upon conversion of any Securities, or as may be necessary in accordance with the terms of the issuance all such Equity Shares ranking pari passu with the existing Equity Shares in all respects;

(f) approve, finalise, execute, and amend agreements and documents, including, any number of powers of attorney, lock-up letters, agreements in connection with the creation of any security, and agreements in connection with the appointment of any intermediaries and/or advisors, (including for underwriting ,marketing, listing, trading, appointment of lead manager(s)/merchant banker(s), legal counsel, depository(ies), banker(s), advisor(s), registrar(s), trustee(s), and other intermediaries as required), and to pay any fees, commission, costs, charges and other expenses in connection therewith;

(g) provide such declarations, affidavits, certificates, consents and/or authorities as required from time to time;

(h) seek any consents and approvals, including, among others, the consent from the Company's lenders, customers, vendors, parties with whom the Company has entered into agreements, and from concerned statutory and regulatory authorities;

(i) file requisite documents with the SEBI, Stock Exchanges, the GoI, the RBI, and any other statutory and/ or regulatory authorities, and any amendments, supplements or additional documents in relation thereto, as may be required;

(j) seeking the listing of the Securities on any stock exchange(s), submitting the listing application to such stock exchange(s) and taking all actions that may be necessary in connection with obtaining such listing approvals (both in-principle and final listing and trading approvals);

(k) open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board;

(l) approving the issue price and finalise allocation and the basis of allotment of the Securities on the basis of the bids/applications and oversubscription thereof as received, where applicable;

(m) acceptance and appropriation of the proceeds of the issue of the Securities;

(n) further authorise and empower any committee and/or director(s) and/or officer(s) of the Company, to execute and deliver, for and on behalf of the Company, any and all other documents or instruments and doing or causing to be done any and all acts or things as the committee / director(s) / officer(s) may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing, or in connection with the issuance of Securities, and any documents or instruments so executed and delivered or acts and things done or caused to be done by the committee / director(s) / officer(s) shall be conclusive evidence of the authority of the committee / director(s) / officer(s) and the Company in doing so; and

(o) do all such incidental and ancillary acts and things as may be deemed necessary, and to give such directions that may be necessary or settle any issues, questions, difficulties or doubts that may arise in regard to or in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions and the Shareholders of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

RESOLVED FURTHER THAT the Board of Directors and / or the Company Secretary be and are hereby severally authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution."

11th September, 2026

Registered Office:
180, Shree Ram Vihar, Mahal, Pratap Nagar,
Sanganer, Jaipur, Rajasthan - 302033

Tel: 03322811397
Email: dhruvacapital@gmail.com
Website: www.dhruvacapital.com
CIN: L67120RJ1994PLC008593

By order of the Board
For Dhruva Capital Services Limited

Sd/-
Shreeram Bagla
Whole-Time Director
(DIN: 01895499)

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning the Special Businesses under Item Nos. 1 and 2 of this Notice, is annexed hereto and forms part of this Notice

2. Pursuant to the latest General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/HO/CFD/CFDPoD-2/P/CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") read with Master Circular No. SEBI/HO/CFD-PoD2/CIR/P/0155 dated 11th November 2024 and other applicable circulars issued by Securities and Exchange Board of India ("SEBI") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM shall be conducted through VC / OAVM.

3. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Companies Act, 2013 (Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the EOGM of the Company is being conducted through VC. Bigshare is being engaged to provide facility for voting through remote e-voting, for participation in the EOGM through VC and e-voting during the EOGM. The procedure for voting through remote e-voting, e-voting during EOGM and participating in EOGM through VC are explained below and is also available on the website of the Company at www.dhruvacapital.com.

4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM 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 EGM and, hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The Board of Directors has appointed **CS Md. Shahnawaz, 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.

5. Members joining the EOGM through VC shall be permitted to exercise their right to vote using the e-voting facility at the EOGM, provided they have not cast their votes using remote e-voting facility. The members who have already cast their votes prior to EOGM using the remote e-voting facility may also join the EOGM though VC but shall not be entitled to cast their votes again at the EOGM.

6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the EOGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of EOGM.

7. 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 EGM 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 with a copy marked to evoting@cdslindia.com and to Bigshare Services Private Limited at investor@bigshareonline.com

8. Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

9. Members can login and join the EGM 30 minutes prior to the scheduled time to start the EGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the EGM.

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 at the EGM, shall be without restriction of first-come-first served basis. Instructions and other information for members for attending the EGM through VC/OAVM are given in this Notice.

10. 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.

11. 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 EGM. 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 EGM will be provided by CDSL.

12. 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. 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 EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

13. Members to intimate change in their details:

    Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone/ mobile no., PAN, mandates, choice of nominations, power of attorney, bank details viz., name of the bank and branch details, bank account, MICR code, IFSC code, etc.
    a. For shares held in electronic mode: to their DPs
    b. For shares held in physical mode: to the Company/RTA i.e. M/s. Bigshare Services Private Limited by visiting link https://www.bigshareonline.com/InvestorLogin.aspx in prescribed Form ISR-1 and other forms. [SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023].

    The facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. [Section 72 of the Act].

14. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the EGM 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 EGM along with the explanatory statement are available on the website of the Company at www.dhruvacapital.com, on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com, on the website of Central Depository Services (India) Limited (CDSL) i.e. www.cdslindia.com (the Authorised agency for providing voting through electronic means and EGM through VC/OAVM) and on the website of Bigshare Services Private Limited at http://www.bigshareonline.com. Company's web-link on the above will also be provided in advertisement being published in Indian Express (English Edition) and Pratahkal (Hindi Edition).

15. Shareholders who have not registered their e-mail address and in consequence that Notice of EGM and e-voting notice could not be serviced, may also temporarily provide their email address and mobile number to the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited, by clicking the link: http://www.bigshareonline.com for sending the same.

16. Shareholders are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In

case of any queries, shareholder may write to investor@bigshareonline.com Alternatively, members may send an e-mail request at the email id evoting@nsdl.co.in along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the, Notice of EGM and the voting instructions.

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 Norice of EGM) from the Company electronically –

In case you have not registered your email ID with the Company/ Depositary, please follow below instructions to register your email ID for obtaining the notice of EGM 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 Depositary Participant (DP) and register your email address as per the process advised by DP.

19. In case a person has become a member of the Company after dispatch of the EGM Notice, but on or before the cut-off date for e-voting i.e Saturday, October 3, 2026, such person may obtain the User ID and Password from RTA by e-mail request on investor@bigshareonline.com.

20. 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.

21. In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming EGM to the demat holders at least 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.

22. 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.

23. Instructions for e-voting and joining the EGM 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 of Extra Ordinary General Meeting (EGM) through electronic voting system, to members holding shares as on Saturday**, October 03, 2026** (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-EGM.

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

i. The voting period begins on October 7, 2026 at 9:00 AM and ends on October 9, 2026 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 October 03, 2026 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	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 https:/iweb.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Logi icon and select New System Myeasi. 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https:/iweb.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email

	as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	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: https://eservices.nsdl.comeither 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 & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. Anew 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 & voting during the meeting. 5) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual shareholders (holding securities in demat mode)	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 **NSDL/CDSL** Depository site after successful authentication, wherein you can see e-Voting feature. Click on

login through their DP	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 **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000

(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.
2) Click on “Shareholders” module.
3) 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. 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 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:

	For Shareholders holding shares in Demat Form other than individual 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) + Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company contact Company/RTA.
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. ft 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 **EVSN-1532** 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/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.

(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 ICON" 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 None — Individual Shareholders and Custodians —Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to 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.
- 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 EGM & 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 210 9911. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Anand Tirodkar (+91 22 62343258)/ Mr. Deborshi Choudhury (+91 22 62343258) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Future, 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 210 9911.

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 EGM.

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 EGM 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 Wednesday, October 7th, 2026: End of remote e-voting: Up to 5:00 PM (IST) on Friday, October 9th, 2026, 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 3rd October 2026, 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. 3rd October 2026, 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., October 3, 2026 may obtain the User Id and password in the manner as mentioned below:
1. Through e-mail: dhruvacapital@gmail.com
2. Through our share transfer agent.

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

ITEM NO. 1

The members be informed that the existing Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) comprising of 1,50,00,000 (One Crore and Fifty Lakh) Equity Shares of Rs. 10/- (Rupee Ten Only) each to Rs. 27,00,00,000/- (Rupees Twenty-Seven Crores Only) comprising of 2,70,00,000 (Two Crores and Seventy Lakhs) Equity Shares of Rs. 10/- (Rupee Ten Only) each.

The increase in the Authorized Share Capital, as aforesaid, would entail a consequential alteration of the existing Clause V of the Memorandum of Association of the Company. The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Shareholders' approval in terms of Sections 13 and 61 of the Companies Act, 2013, and any other applicable statutory and regulatory requirements, by way of ordinary resolution.

Accordingly, your Board of Directors recommends the resolution set out in Item No. 1 of the accompanying notice for your approval as an ordinary resolution.

A copy of the existing and altered proposed Memorandum of Association of the Company is available for inspection at the Registered Office of the Company during business hours on all working days (except Saturdays, Sundays, and public holidays) up to the date of the meeting and will also be available during the meeting.

None of the Directors, or any key managerial personnel, or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, except to the extent of the shareholding, concerned or interested in the above resolution.

The Board has disclosed all the related information and to the best of their understanding, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the agenda item and to take decision thereon.

ITEM NO. 2

In terms of the provisions of Section 102 of the Companies Act, 2013 (the "Companies Act"), Secretarial Standard on General Meetings (SS-2) and the SEBI Listing Regulations, the following statement sets out the material facts relating to the Special Resolution set out in this Notice:

To finance the funding requirements of the Company for its existing as well as new growth and expansion opportunities, including but not limited to (i) augmentation of the Company's capital to meet its future capital requirements towards onward lending, its assets under management's growth, (ii) Repayment and/or prepayment of Borrowings (iii) general corporate purposes and (iv) such other objects as may be permitted under the applicable laws and disclosed in the Offering Materials, the Company requires additional capital as may be permissible under applicable law and approved by the Board of Directors of the Company.

The Company anticipates growth opportunities in its existing operations and continues to evaluate various avenues for organic expansion and inorganic growth opportunities. Towards this, the Company continues to require capital for achieving such growth and expansion. Accordingly, subject to compliance with applicable laws, the Company and Board of Directors of the Company hereby seeking approval by way of Special Resolution from the Shareholders of the Company to raise capital upto Rs. 160,00,00,000 (Rupees One Hundred and Sixty Crore Only) for the purposes of funding its objects as may be permissible under applicable law and approved by the Board of Directors of the Company at its meeting held as on September 11, 2026.

Further, pursuant to Section 62 of the Act, where a company proposes to increase its subscribed capital by a further issue of shares, such shares are required to be offered to the existing shareholders of the Company in the manner prescribed therein, unless the shareholders decide otherwise by way of a special resolution. Since the Special Resolution proposed in the business set out in the Notice may result in the issuance of Equity Shares of the

Company to persons other than the existing Members of the Company, the approval of the shareholders is being sought pursuant to the provisions of Section 62(1)(c), Section 42 and other applicable provisions, if any, of the Act, read with the rules framed thereunder, as well as the applicable provisions of the SEBI ICDR Regulations. The details such as valuation, identity of the proposed allottees and pre and post-Issue shareholding pattern are currently not ascertainable and such details as required under SEBI ICDR Regulations and applicable laws will be made available by the Company. Further the Issue will be made at a price strictly in accordance with applicable laws. The Securities, as applicable, allotted pursuant to the issue shall rank in all respects pari-passu with the existing Securities of the Company. The Securities, as applicable, to be allotted would be listed on the Stock Exchange. Additionally, if after consultation with the advisors and Book Running Lead Manager(s) and such other authority, the Company decides to undertake a QIP the Board may, in their discretion, adopt the mechanism as prescribed under Chapter VI of the SEBI ICDR Regulations for raising funds for the Company, without seeking fresh approval from the shareholders.

The Special Resolution set out at Item No. 2 seeks to give the Board powers to issue Securities in one or more tranche(s) or issuance(s), at such time or times, at such price or prices, to such Investors and through such permissible mechanisms as referred to above, without requiring any fresh approval from the Members of the Company, as the Board may, in its absolute discretion, deem fit, subject to applicable law and the terms of this Special Resolution.

In case the Issue is made through a QIP to QIBs in terms of Chapter VI of the SEBI ICDR Regulations: (I) the allotment of Eligible Securities shall only be made to QIBs as defined in the SEBI ICDR Regulations; (II) the Eligible Securities to be created, offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company; (III) the allotment of Eligible Securities shall be completed within 365 days from the date of passing of the Special Resolution or such other period as may be permitted under the SEBI ICDR Regulations; (IV) Equity Shares issued and allotted shall rank pari-passu in all respects with the existing Equity Shares of the Company; (V) the relevant date for the purpose of pricing shall be the date of the meeting in which the Board decides to open the QIP, subsequent to receipt of the Members' approval, or such other date as may be prescribed under applicable law; (VI) the issue price shall not be less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations and the Board may offer a discount of not more than 5% (five per cent) or such other discount as may be permitted under applicable law; (VII) no single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be as prescribed under the SEBI ICDR Regulations; (VIII) no allotment shall be made, directly or indirectly, to any QIB who is a promoter or any person related to the promoters of the Company; (IX) the Eligible Securities shall not be eligible for sale by the allottees for a period of one year from the date of allotment, except on a recognised stock exchange or as otherwise permitted under the SEBI ICDR Regulations; (X) any subsequent QIP shall not be undertaken until the expiry of two weeks or such other period as may be prescribed under the SEBI ICDR Regulations from the date of the prior QIP made pursuant to this Special Resolution; and (XI) if the issue size, excluding the size of any offer for sale by selling shareholders, exceeds the threshold prescribed under the SEBI ICDR Regulations, the use of proceeds shall be monitored by a credit rating agency registered with SEBI, which shall submit its report to the Company in the format specified in the SEBI ICDR Regulations on a quarterly basis until one hundred per cent of the proceeds have been utilised.

Change in Control: There would be no change in control of the Company pursuant to the Issue. The Securities, and any Equity Shares issued pursuant to the Issue, will be offered and issued only to such Investors as are eligible to acquire such Securities and/or Equity Shares in accordance with the applicable laws, rules, regulations and guidelines. The Company shall duly intimate the Reserve Bank of India ("RBI") of any such issuance of securities, in accordance with the applicable laws, rules, regulations, directions, and guidelines prescribed by the RBI from time to time.

The resolution proposed is an enabling resolution. The exact price, proportion, timing and remaining detailed terms and conditions of the Issue in one or more tranche(s) will be decided by the Board, in accordance with the SEBI ICDR Regulations and other applicable laws, in consultation with the book running lead manager(s), advisor(s), underwriter(s), intermediaries and such other authorities and agencies as may be required, having regard to prevailing market conditions and other relevant factors. Further, the Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Accordingly, details of the proposed allottees, percentage of their post-Issue shareholding and the shareholding pattern of the Company are not provided.

The Equity Shares allotted or arising out of the conversion of any Securities would be listed. The issue / allotment/ conversion of Securities would be subject to the receipt of regulatory approvals if any. Further, the conversion of Securities held by foreign investors, into Equity Shares would be subject to the permissible foreign shareholding limits / cap specified by the Reserve Bank of India from time to time.

The Securities to be offered, issued and allotted by the Company pursuant to the Issue in terms of the Special Resolution set out at Item No. 2 would be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and any Equity Shares that may be created, offered, issued and allotted by the Company pursuant to the Issue shall rank, in all respects, pari-passu with the existing Equity Shares of the Company.

The Securities allotted as above would be listed on the Stock Exchanges. As and when the Board takes a decision on matters on which it has discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the SEBI Listing Regulations.

The Promoter, Directors, KMPs or Senior Management shall not be eligible to subscribe to the proposed issue of Securities, except in accordance with Applicable Laws.

The approval of the Members is being sought to enable the Board to decide on the issuance of Securities, to the extent and in the manner stated in the Special Resolution set out at Item No. 2, without the need for any fresh approval from the Members of the Company in this regard.

None of the Directors, Key Managerial Personnel or Promoters of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2, except to the extent of their shareholding, if any, in the Company or to the extent of Securities that may be subscribed by entities in which they are directors or members, if any.

The Board believes that the proposed fund raise is in the best interests of the Company and its Members and recommends the Special Resolution set out at Item No. 2 for approval by the Members.

This Notice does not constitute an offer or invitation or solicitation of an offer of securities to the public within or outside India. Nothing in this Notice constitutes an offer of securities for sale or solicitation in any jurisdiction in which such offer or solicitation is not authorised or where it is unlawful to do so.

11th September, 2026

Registered Office:
180, Shree Ram Vihar, Mahal, Pratap Nagar,
Sanganer, Jaipur, Rajasthan - 302033

Tel: 03322811397
Email: dhruvacapital@gmail.com
Website: www.dhruvacapital.com
CIN: L67120RJ1994PLC008593

By order of the Board
For Dhruva Capital Services Limited

Sd/-
Shreeram Bagla
Whole-Time Director
(DIN: 01895499)