



## Dhruv Consultancy Services Limited

501, Plot No. 67, Pujit Plaza, Opp. K-Star Hotel, Sector-11, C.B.D. Belapur, Navi Mumbai – 400 614  
Telefax No. +91 22 27570710, Mobile:- 09619497305, Website : www.dhruvconsultancy.in  
Email ID: services@dhruvconsultancy.in, info@dhruvconsultancy.in, CIN: L74999MH2003PLC141887

DHRUV /OUTWARD/2018-19/787

October 8, 2018

"By Mail"

**Corporate Relationship Department**  
**BSE Limited ( SME Segment)**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400001  
Fax No. 022-22723121/3027/2039/2061  
**Security Code: 541302, Security ID : DHRUV**

Dear Sir/Ma'am,

**Re: ISIN - INE506Z01015**

**Sub: Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Annual Report for the financial year 2017-18 of the 15<sup>th</sup> Annual General Meeting of the Company.**

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report for the Financial Year 2017-18, duly approved and adopted by the members as per the provisions of the Companies Act, 2013, at the 15<sup>th</sup> Annual General Meeting of the Company held on the Monday, 10<sup>th</sup> September, 2018.

We request you to kindly take the same on your records.

Thanking you,

Yours faithfully,

for **DHRUV CONSULTANCY SERVICES LIMITED**

**TANVI T AUTI**



# Annual Report 2017-18

A year of accomplishment



**DHRUV CONSULTANCY SERVICES LIMITED**

OVER 15 YEARS IN INFRASTRUCTURE CONSULTANCY

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

**Tanvi T. Auti**

Managing Director

**Pandurang B. Dandawate**

Chairman & Non-Executive Director

**Jayashree P. Dandawate**

Executive Director

**Milind V. Kulkarni**

Executive Director

**Sandeep B. Dandawate**

Executive Director

**Sudhir A. Shringare**

Independent Director

**Dhanyakumar B. Mahamuni**

Independent Director

**Shaila J. Patil**

Independent Director

## CHIEF FINANCIAL OFFICER

Snehal L. Patil

## COMPANY SECRETARY & COMPLIANCE OFFICER

Isha S. Kulkarni

## STATUTORY AUDITORS

Mittal & Associates  
Chetan Joshi & Co.

## REGISTRAR AND TRANSFER AGENTS

Link Intime India Private Limited  
Sharex Dynamic (India) Private Limited

## REGISTERED OFFICE

501, Pujit Plaza, Opp. K-Star Hotel, Sector-11, CBD Belapur, Navi Mumbai – 400614  
Tel: 022 27570710  
Email: [cs@dhruvconsultancy.in](mailto:cs@dhruvconsultancy.in)  
Website: [www.dhruvconsultancy.in](http://www.dhruvconsultancy.in)

## LENDERS TO THE COMPANY

HDFC Bank Limited  
Tata Capital Financial Services Limited  
India Infoline Housing Finance Limited  
Capital First Limited









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## ABOUT THE COMPANY

Dhruv Consultancy Services Limited (DCSL) is a leading infrastructure consultancy firm in India specialized in Highways, Bridges, Tunnels, Architecture, Environmental and Ports.

Incorporated in 2003, the company has a highly qualified team of individuals with long experiences and specialization in design and execution of all areas of transportation and infrastructure.

Over the years, the company has developed a track record of working in majority of projects with government bodies and public sector undertakings.

DCSL has generated a revenue of ₹ 43.39 crores for the year ended March 31, 2018 and is listed on the BSE-SME Exchange on May 10, 2018.

15

YEARS OF  
EXPERIENCE

150+

PROJECTS  
EXECUTED



11

STATES PRESENCE  
ACROSS THE  
NATION

₹ 4.04 cr

AVERAGE PAT FOR LAST  
THREE YEARS ENDING  
MARCH 31, 2018





MOU signed with  
HSS Engineers  
BERHAD, Malaysia

**MAY**  
17

**JUN**  
17

**JUL**  
17

**APR**  
17

7

Savitri Bridge in  
Mahad completed in  
a record period of  
165 days





DRHP filed on  
BSE-SME

MAR  
18

FEB  
18

JAN  
18

DEC  
17

NOV  
17

OCT  
17

SEPT  
17

AUG  
17

ATCC Traffic Survey  
Work in the state of  
Karnataka awarded  
₹ 11.67 crore

11 New Works of  
Authority's Engineer  
Awarded  
₹ 63.05 crore



# OUR CLIENTELE



सड़क परिवहन और राजमार्ग मंत्रालय  
**MINISTRY OF ROAD TRANSPORT & HIGHWAYS**  
भारत सरकार Government of India



भारतीय राष्ट्रीय राजमार्ग प्राधिकरण  
National Highways Authority of India



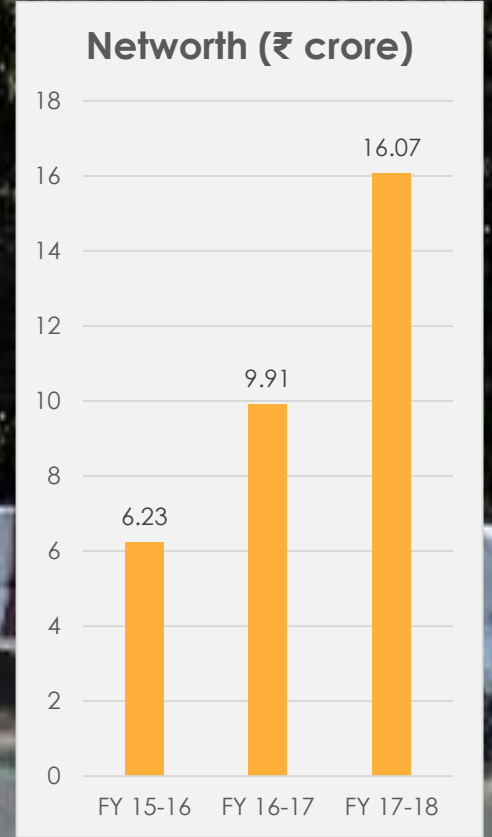
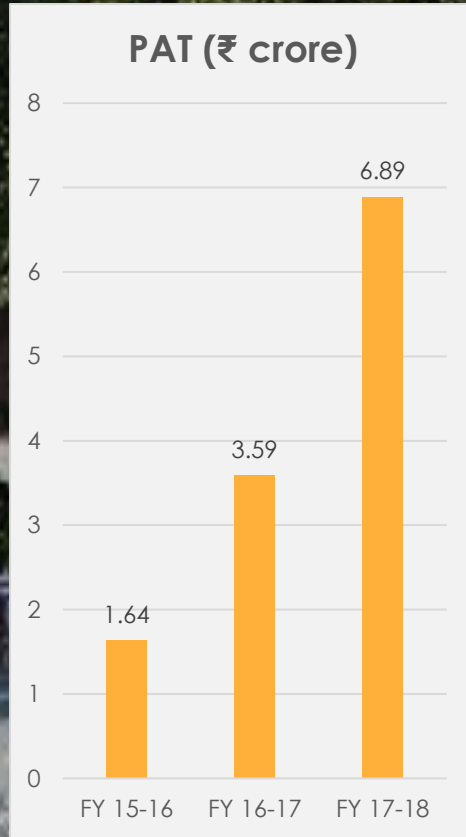
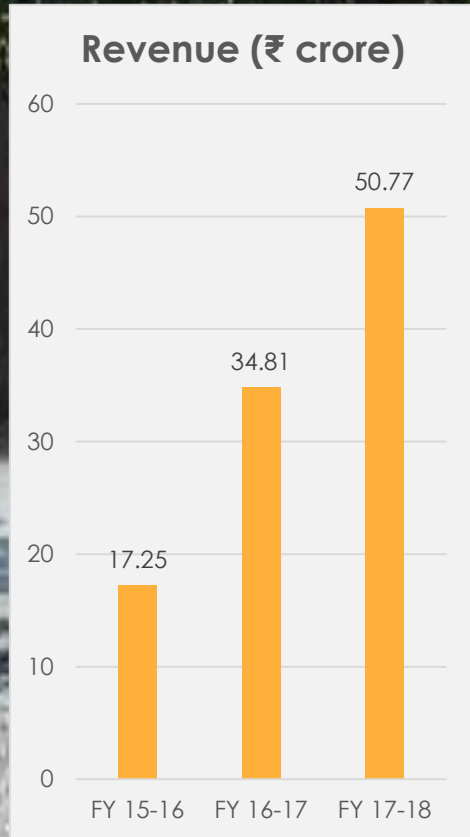
**Mumbai Metropolitan Region  
Development Authority**



जवाहरलाल नेहरू पत्तन न्यास  
**JAWAHARLAL NEHRU  
PORT TRUST**

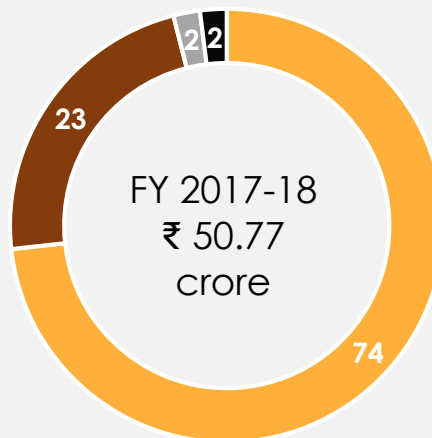


# PERFORMANCE HIGHLIGHTS



## Revenue Analysis

- Highways
- Bridges
- Architecture
- Ports





## IPO DETAILS

Issue Size (No. of shares)	42,96,000
Issue Size in ₹	23,19,84,000
Issue Price in ₹	54
Issue Opening	27 <sup>th</sup> April 2018
Issue Closing	2 <sup>nd</sup> May 2018
Lot Size	2000
Listing On	BSE-SME

## SUBSCRIPTION DETAILS

HNI	2.72 Times
Retail	2.65 Times
Total	2.54 Times

## LEAD MANAGER TO THE ISSUE

HEM Securities Limited

Listing Date  
**10<sup>th</sup> May 2018**



Shri Nitin Gadkari, Minister for Road Transport Highways and Shipping,  
at the listing ceremony on 12<sup>th</sup> May 2018



# Listing Ceremony 12<sup>th</sup> May 2018







Photo Caption: (L to R) Ajay Thakur (Head, BSE-SME), Sandeep Dandawate (Executive Director, DCSL), Pandurang Dandawate (Chairman, DCSL), Shri Nitin Garkari (Honorable Minister for Road Transport Highways and Shipping), Ashish Kumar Chavan (MD & CEO, BSE), Gaurav Jain and Prateek Jain (Director, HEM Securities Ltd)





## 3-LANE HIGH LEVEL MAJOR BRIDGE ACROSS SAVITRI RIVER IN MAHAD ON PANVEL-MAHAD-PANJIM ROAD NH-66

**OLD BRIDGE COLLAPSED:** 02.08.2017

**CONTRACTOR:** T AND T INFRA PRIVATE LIMITED

**AUTHORITY'S ENGINEER:** DHRUV CONSULTANCY SERVICES PRIVATE LIMITED

**CLIENT:** MINISTRY OF ROAD TRANSPORT AND HIGHWAYS

**COMPLETED IN A RECORD PERIOD OF 165 DAYS**



**Government of India**  
Ministry of Road Transport & Highways

### CERTIFICATE OF APPRECIATION

This is to certify that

*M/s. Dhruv Consultancy Services Pvt. Ltd.*

has made sincere efforts and hard work for completion of three lane (16 m.),  
239 m. long Major High Level Bridge with 640 m. long approaches across  
**Savitri River** in record time of 165 days with Excellent Quality.

The Ministry of Road Transport and Highways, Govt. of India takes note of this  
commendable work. The work completed is path finding to all Infrastructure  
Development Community.

I wish best of luck to the officer for his future assignments.

**Jai Hind !!!**

*(Nitin Gadkari)*  
Union Minister of Road Transport & Highways

A GOOD LEADER INSPIRES OTHERS WITH  
CONFIDENCE;  
A GREAT LEADER INSTILLS THEM WITH  
CONFIDENCE







## CHAIRMAN'S STATEMENT

I am glad to share the highlights of achievements and financial performance of this year in the present scenario of infrastructure development being envisaged in the country.

The National Highway Development Project (NHDP) and the Bharatmala Pariyojana is being undertaken by the government to upgrade, rehabilitate and improve road connectivity in India. The company is actively involved in the development of these projects and is one of the fastest growing infrastructure consultancy firms in India.

The high impetus given by the Government of India opened up the infrastructure market for a large number of projects.

The company now targets large size iconic projects like expressways, urban roads, sea bridges, metro and railways, inland waterways in the near future which will further take the company into another league.

I would like to express my sincere gratitude to the Shareholders, Lenders, Banks, Financial Institutions, Ministry of Road Transport & Highways, National Highways Authority of India and other regulatory authorities for their continual support and the trust you bestowed upon us. We are confident that we would make a significant progress and become one of the leading players of infrastructure development.

**Warm regards,**

**Pandurang B. Dandawate**

**Founder Chairman and Director**

# BOARD OF DIRECTORS



**TANVI T. AUTI**

Managing Director

Bachelor in Civil Engineering from  
University of Pune



**JAYASHRI P. DANDAWATE**

Executive Director

Bachelor in Home Science from SNDT  
Women's University, Mumbai



**PANDURANG B. DANDAWATE**

Chairman & Non-Executive Director

Bachelor in Civil Engineering from  
Marathwada University



**MILIND V. KULKARNI**

Executive Director

Bachelor in Civil Engineering from  
Shivaji University



**SANDEEP B. DANDAWATE**

Executive Director

Diploma in Civil Engineering from Board of Technical Examination, Maharashtra



**SUDHIR A. SHRINGARE**

Independent Director

Bachelor in Commerce and a qualified Chartered Accountant (ICAI)



**DHANYAKUMAR B. MAHAMUNI**

Independent Director

Bachelor in Civil Engineering from Shivaji University



**Shaila J. Patil**

Independent Director

Certification course in Advance Beauty and Aromatherapy



# MANAGEMENT DISCUSSION AND ANALYSIS

Dhruv Consultancy Services Limited is an infrastructure consultancy company providing design, engineering, procurement, construction and integrated project management services for Highways, Bridges, Tunnels, Architectural, Environmental Engineering and Ports. Company's services includes preparation of DPR and feasibility studies for infrastructure projects, Operations & Maintenance Works, Project Management Consultancy Services, Independent Consultancy, Project Planning, Designing, Estimation, Traffic and Transportation Engineering, Financial Analysis, Technical audits, Structural Audit, Inspection of bridges and Techno Legal Services.

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## COMPANY OVERVIEW



The Company has provided their services to clientele such as Ministry of Road Transport and Highways, National Highways Authority of India, The City and Industrial Development Corporation of Maharashtra Ltd., Jawaharlal Nehru Port Trust, Maharashtra State Road Development Corporation, Mumbai Metropolitan Region Development Authority, Public Works Department, Maharashtra Tourism etc.

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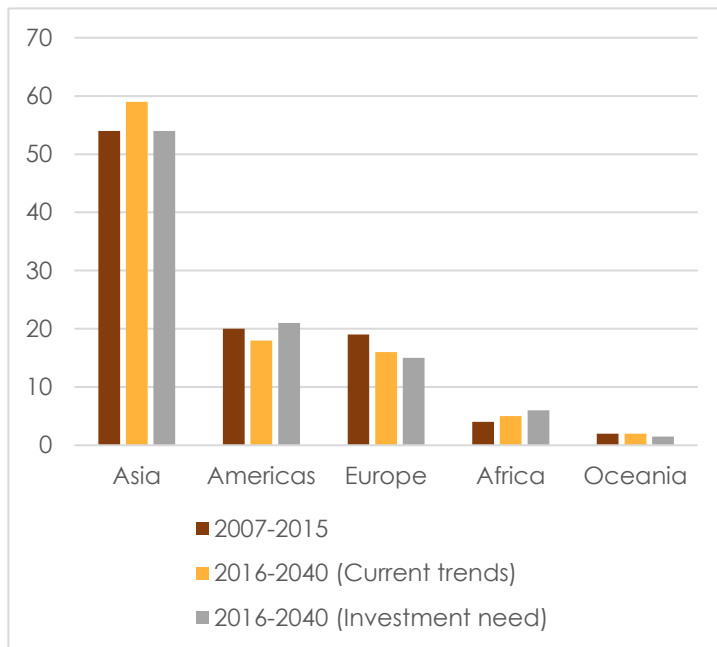
Being a consultancy organization, the Company believes that human capital is one of our most valuable assets. The Company has a qualified and professional employee base of over 349 employees, including 250 Engineers as on March 31, 2018. The technical and engineering know-how coupled with the experience of our management has helped the Company to create niche for our Company. Depending on the business needs, from time to time, the Company also outsources certain of the contracts to the third-party services providers.





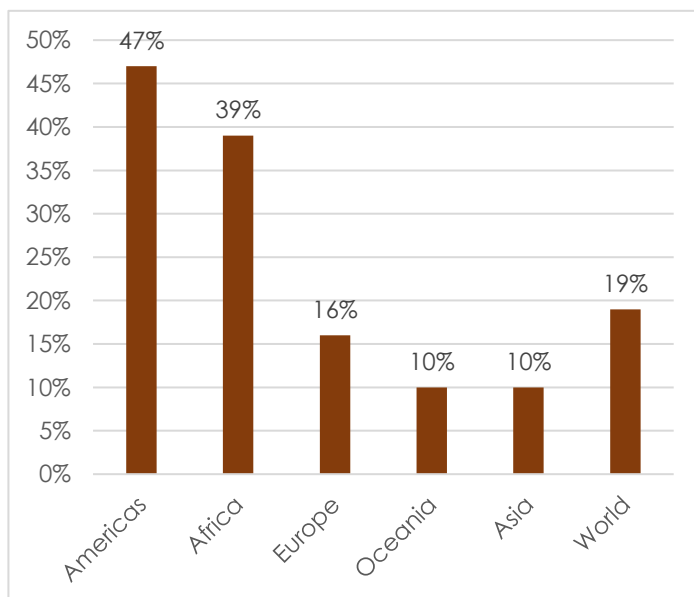
## Global Infrastructure Overview

Regional share of global infrastructure investment



Source: Oxford Economics

Infrastructure investment gap by region



Source: Oxford Economics

Infrastructure investment is crucially important for the most advanced economies and those early stages of development alike. In developing economies, as roads are built, reliable electricity installed and clean water made available to all, infrastructure can have a truly transformative impact on the lives of citizens and the prospects of businesses. In more mature economies too, keeping pace with demand, and building new and upgraded infrastructure, is integral in efforts to sustain economic growth.

Global infrastructure investment needs to be \$94 trillion between 2016 and 2040. This is 19 percent higher than would be delivered under current trends, and is an average of \$3.7 trillion per year. To meet this investment need, the world will need to increase the proportion of GDP it dedicates to infrastructure to 3.5 percent, compared to the 3.0 percent expected under current trends.

Asia will dominate the global infrastructure market in the years ahead as it does at present. Asia accounts for some 54 percent of global infrastructure investment needs to 2040, compared to 22 percent for the Americas, the next largest region. Indeed, just four countries account for more than half of global infrastructure investment requirements to 2040: China, the US, India and Japan. China alone is estimated to account for 30 percent of global infrastructure needs.

Electricity and roads are the two most important sectors – together they account for more than two-thirds of global investment needs. The investment gap between the two scenarios is greatest in the roads sector, where investment needs are 31 percent higher than would be delivered under current trends. The gaps are also relatively large for ports and airports, where investment needs are 32 percent and 26 percent greater than our current trends forecast, respectively.

Countries all over the world need to invest heavily in infrastructure to meet the needs of their citizens and underpin productivity throughout their economies.

## Indian Infrastructure sector Overview

The infrastructure sector in India is responsible for the country's overall development. It includes power, bridges, dams, roads and urban infrastructure development. Foreign Direct Investment (FDI) received in Construction Development sector from April 2000 to December 2017 stood at US\$ 24.67 billion.

### Investments

India has a requirement of investment worth ₹ 50 trillion in infrastructure by 2022 to have sustainable development in the country. India is witnessing significant interest from international investors in the infrastructure space. Some key investments in the sector are listed below.

- In June 2018, the Asian Infrastructure Investment Bank (AIIB) has announced US\$ 200 million investment into the National Investment & Infrastructure Fund (NIIF)
- Private equity and venture capital investments in the infrastructure sector reached US\$ 3.3 billion with 25 deals during January-May 2018
- In February 2018, the Government of India signed a loan agreement worth US\$ 345 million with the New Development Bank (NDB) for the Rajasthan Water Sector Restructuring Project for desert areas.

### Government Initiatives

The Government of India is expected to invest highly in the infrastructure sector, mainly highways, renewable energy and urban transport, prior to the general elections in 2019.

Announcements in Union Budget 2018-19:

- Massive push to the infrastructure sector by allocating ₹ 5.97 lakh crore for the sector
- ₹ 4,200 crore to increase capacity of Green Energy Corridor Project along with other wind and solar power projects
- ₹ 2.05 lakh crore will be invested in the smart cities mission.

*Source: India Brand Equity Foundation*



The following discussion on results of operations should be read in conjunction with the financial statements for the financial period ended March 31, 2018 and the financial years ended March 2017, March 2016 and March 2015.

Particulars	Mar 31, 2018		FY 2017		FY 2016		FY 2015	
	Amount (₹ In Lakhs)	% of Total Income	Amount (₹ In Lakhs)	% of Total Income	Amount (₹ In Lakhs)	% of Total Income (%)	Amount (₹ In Lakhs)	% of Total Income (%)
<b><u>Revenue:</u></b>								
Revenue From Operation	4,338.95	97.89	3,044.08	99.93	1,511.54	99.75	945.51	97.04
Other Income	93.44	2.11	2.16	0.07	3.79	0.25	28.88	2.96
<b>Total Income</b>	<b>4432.39</b>	<b>100.00</b>	<b>3046.24</b>	<b>100.00</b>	<b>1515.33</b>	<b>100.00</b>	<b>974.39</b>	<b>100.00</b>
<b><u>Expenses:</u></b>								
Employee Benefit Expenses	1143.91	25.81	685.40	22.50	507.88	33.52	288.25	29.58
Finance Cost	199.50	4.50	186.56	6.12	86.24	5.69	29.5	3.03
Depreciation and Amortization Expenses	78.95	1.78	85.68	2.81	34.88	2.30	29.77	3.06
Other Expenses	2004.47	45.22	1594.01	52.33	658.04	43.43	492.31	50.52
<b>Total Expenditure</b>	<b>3426.83</b>	<b>77.31</b>	<b>2551.65</b>	<b>83.76</b>	<b>1287.04</b>	<b>84.93</b>	839.83	86.19
<b>Profit before exceptional, extraordinary items and tax</b>	<b>1005.56</b>	<b>22.69</b>	<b>494.59</b>	<b>16.24</b>	<b>228.29</b>	<b>15.07</b>	<b>134.56</b>	<b>13.81</b>
Less: Exceptional Items	-	-	-	-	-	-	-	-
<b>Profit before extraordinary items and tax (A-B)</b>	<b>1005.56</b>	<b>22.69</b>	<b>494.59</b>	<b>16.24</b>	<b>228.29</b>	<b>15.07</b>	<b>134.56</b>	<b>13.81</b>
Prior Period Income/(Expense)	-	-	-	-	-	-	-	-
Extra ordinary items	-	-	-	-	-	-	-	-
<b>Profit before tax</b>	<b>1005.56</b>	<b>22.69</b>	<b>494.59</b>	<b>16.24</b>	<b>228.29</b>	<b>15.07</b>	<b>134.56</b>	<b>13.81</b>

<b>Tax Expense:</b>								
Current Tax	278.39	6.28	195.35	6.41	96.74	6.38	59.42	6.10
Deferred tax	38.64	0.87	(8.9)	(0.29)	(0.66)	(0.04)	(3.83)	(0.39)
<b>Total Tax Expenses</b>	<b>317.03</b>	<b>7.15</b>	<b>186.45</b>	<b>6.12</b>	<b>96.08</b>	<b>6.34</b>	<b>55.59</b>	<b>5.71</b>
<b>Profit After Tax</b>	<b>688.53</b>	<b>15.53</b>	<b>308.14</b>	<b>10.12</b>	<b>132.21</b>	<b>8.72</b>	<b>78.97</b>	<b>8.10</b>

### **Revenue from operations:**

Our principal component of income is from Consultancy Services and Contract receipts.

### **Other Income:**

Our other income primarily comprises of Interest Income and Interest on Income tax Refund.

### **Employee benefits expense:**

Our employee benefits expense primarily comprises of director's remuneration, Office Staff Salary, bonus, incentives, Staff Welfare, Gratuity, etc.

### **Finance Costs**

Our finance cost includes Interest on Borrowings, Loan processing fees, Foreclosure Charges, Interest on Bill discounting, etc.

### **Depreciation and Amortization Expenses**

Depreciation includes depreciation on tangible assets like plant and machinery, furniture & fixtures, computer and data processing units, Motor Vehicles and Electrical Equipment, etc.

### **Other Expenses**

Other expenses include Professional fees and Engineering Consultancy Services, Traffic Survey, site and Sub Contract Charges, Transportation/ Car Hire Charges, Travelling expense, Power and Fuel, Rent, Insurance, Hotel and accommodation, Electricity and other miscellaneous expenses, etc.



## **Financial Performance for the Year Ended March 31, 2018**

### **Revenue from Operations**

During the period ended March 31, 2018, our Revenue from operations (net) is ₹ 4338.95 Lakhs comprising of Consultancy Services which is 97.89% of the Total income.

### **Other Income**

During the period ended March 31, 2018, our other income was ₹ 93.44 Lakhs comprising of Interest Income, Interest on Income Tax Refund, etc. which constitutes about 2.11% of our total revenue for the period ended March 31, 2018.

### **Expenditure:**

#### **Employee Benefits Expenses**

Our Company has incurred ₹1143.91 Lakhs as employee benefits for the period ended March 31, 2018 comprising of Directors Remuneration, office Staff Salary, Bonus, Incentives, etc. which Constitutes 25.81% of the Total Income.

#### **Finance Cost**

Our finance cost was ₹199.50 Lakhs for the period ended March 31, 2018 which comprises of Interest on loan, Loan Processing fee, Foreclosure Charges; etc. constituting 4.50% of our total Income.

#### **Depreciation**

Depreciation expenses for the period ended March 31, 2018 were ₹ 78.95 Lakhs calculated on Straight Line Method which constitutes about 1.78% of the Total Income.

## **Other Expenses**

Our Company has incurred ₹ 2004.47 Lakhs for the period ended March 31, 2018 on Other Expenses comprising of Professional fees and Engineering Consultancy Charges, Traffic Survey Sites and Sub Contract Charges, Transportation and Car and Hire Charges, Power and Fuel expenses, Rent Experience and Miscellaneous expenditure, etc. which constitutes about 45.22% of the Total income.

## **Net Profit after Tax**

Our Net Profit after Tax for the period ended March 31, 2018 stood at ₹ 688.53 Lakhs which constitutes about 15.53% of the Total Income.

## **Cautionary Statement**

The statements in the management discussion and analysis section with regard to projections, estimates and expectations have been made in good faith. The achievement of results is subject to risks, uncertainties and even less than accurate assumptions. Market data and information are gathered from various published and unpublished reports. Their accuracy, reliability and completeness cannot be assured.



# DIRECTOR'S REPORT

To  
The Members

Your Directors present their 15th Annual Report and Audited Financial Statements of DHRUV Consultancy Services Limited for the Financial Year ended 31<sup>st</sup> March 2018.

## FINANCIAL RESULTS

The Company's financial performance for the year ended 31<sup>st</sup> March 2018 is summarized below:

(₹ In Lakhs)

Particulars	Standalone Results For the year ended as at	
	31 <sup>st</sup> March, 2018	31 <sup>st</sup> March, 2017
Total Revenue	4432.40	3046.21
Total Expenses	3426.83	2497.12
Profit/(Loss) before tax & prior period expenses	1005.55	549.09
Prior period expense (Net)/Exceptional Item	-	-
<b>Profit/(Loss) Before Tax</b>	1005.55	549.09
Tax Expense (Net)	317.02	189.94
<b>Profit /(Loss) After Tax and before Share of Profit/(Loss) of Associates/ Joint Venture</b>	688.53	359.15
Share of Profit/(Loss) of Associates/ Joint Venture		
<b>Net Profit /(Loss) After Tax</b>	688.53	359.15
<b>Earnings Per Share (₹)</b>	6.89	3.61

## PERFORMANCE OF THE COMPANY

On standalone basis, total revenue for the financial year under review was ₹ 4432.40 Lakhs as against ₹ 3046.21 Lakhs for the previous financial year registering an increase of ₹ 1386.19 Lakhs. The profit before tax was ₹1005.55 Lakhs and the profit after tax was ₹ 688.53 Lakhs for the financial year under review as against ₹ 549.09 Lakhs and ₹ 359.15 Lakhs respectively reported for the previous financial year.



Apart from the IPO offer, as stated above there were no material changes and commitments affecting the financial position of the Company, between the end of the financial year and the date of the report.

## **DIVIDEND**

To conserve resources for future, your Directors do not recommend any dividend for the financial year under review.

## **TRANSFER TO RESERVES**

The Directors do not propose to transfer any amount to Reserve.

## **INITIAL PUBLIC OFFER**

The Company has made initial public offer (IPO) for 4296000 Equity Shares for cash at price of ₹ 54/- per share including a premium of ₹ 44/- per share aggregating to ₹ 23.19 crores.

## **LISTING OF SHARES ON SME PLATFORM OF BSE LIMITED**

Your Directors are pleased to inform you that the Company's securities have now been listed on SME Platform of BSE Limited from May 10, 2018.

## **SHARE CAPITAL**

Following changes were made in the share capital of the company during and between end of the financial year(s) to which these financial statements relate and the date of the report:

The Authorized Share Capital of the Company has been increased from ₹ 1,00,00,000/- divided into 10,00,000 equity shares of ₹ 10/- to ₹ 15,00,00,000/- divided into 1,50,00,000 equity shares of ₹ 10/- in the Extra Ordinary General Meeting held on January 10 2018.

Further, The Company has issued and allotted 620000 Bonus Shares of ₹ 10/- each in the ratio of 1.63:1 i.e. 1.63 bonus shares for every 1 share held to equity Shareholders of the Company on December 5, 2017 and similarly The Company has also issued and allotted 900000 Bonus Shares of ₹ 10/- each in the ratio of 9:1 i.e. nine bonus shares for every one share held to equity Shareholders of the Company on January 1, 2018



The Paid-up Equity Share Capital as on the date of report post IPO allotment is was ₹ 14,29,60,000/- (divided into 14296000 equity shares of Rs.10/- each). As stated above your Company had made an allotment of 4296000 equity shares in the IPO for cash at price of ₹ 54/- per share including a premium of ₹ 44 per share.

## CHANGE OF NAME

Pursuant to Section 13 and other applicable provisions and rules, if any, of the Companies Act, 2013, the Board has passed the Resolution for Change the name of Company from "Dhruv Consultancy Services Private Limited" to "Dhruv Consultancy Services Limited" in the Extra-ordinary General Meeting of the Company held on January 10, 2018. Subsequently, Registrar of Companies, Maharashtra has issued a fresh certificate of incorporation dated February 7, 2018 certifying the change of name of Company as per Rule 29 of the Companies (Incorporation) Rules, 2014. The approval of members were accorded for the conversion of the status of the Company from Private Limited Company to Public Limited Company pursuant to Section 14 and other applicable provisions and rules, if any, of the Companies Act, 2013.

## OPERATIONS

During the year the Company was awarded the following projects:

### ❖ FEASIBILITY STUDY AND PREPARATION OF DETAILED PROJECT REPORT:

- Feasibility Study and Preparation of DPR for upgradation to 2 lane with paved shoulder **of Sinnar (NH-60) – Ghoti (NH-848) – Trimbakeshwar – Mokhada – Jawhar – Vikramgad – Manor (NH-48) – Palghar Road** in the state of Maharashtra (Total length 170 km excluding length between Trimbakeshwar – Mokhada – Jawhar

### ❖ AUTHORITY'S ENGINEER PROJECTS:

- Consultancy Services for Authority's Engineer for Supervision of Improvement to Karnataka/Maharashtra Border Km 70/682 to **Akkalkot Km 106/526 and Strengthening of Dudhani (Km 74/240 to 77/420), Maindargi (Km 89/084 to Km 92/045) and Akkalkot (Km 99/580 to Km 106/526) Village Limit Road on NH-150** Extension in the State of Maharashtra (Package-II) on EPC Mode
- Consultancy Services for Authority Engineer for Supervision of Rehabilitation and upgradation to 2 lane with paved shoulder/4-lane standards of National Highway section **(i) Nagaj Junction at NH166 to Jath (32 km) from Km 0/000 (at Nagaj) to KM 31/148 (at Jath) & Km 134/000 (at Jath) to Km 151/350 (at Muchandi) section of NH-166E (Length - 48.50km) & section (ii) Tasgaon to Shirdhon section of NH-266 (Length 23km) of NH-266** on EPC Mode

- Consultancy Services for Authority Engineer for Supervision of Rehabilitation and upgradation to 2 lane with paved shoulder/4-lane standards of National Highway section **(i) Tembhurni Pandharpur section from Ch 0/000 to Ch 36/190 & Section (ii) Tembhurni Pandharpur Ch 40/800 to Ch 95/136 of NH516A** on EPC Mode
- Consultancy Services for Authority Engineer for Supervision of Rehabilitation and upgradation to 2 lane with paved shoulder/4-lane standards of National Highway section **(i) Bhokar to Sarsam Budruk Section (Length - 33.00km) of NH 161A (Starting from NH 548C Aakot and terminate at Junction of 161 near Wazar Aurangabad) & Section (ii) Sarsam Budruk to Kothari section of NH-161A (Length - 57km)** on EPC Mode
- Consultancy Services for Authority Engineer for Supervision of Rehabilitation and upgradation to 2 lane with paved shoulder/4-lane standards of National Highway section **(i) Parli - Pimpladahiguda section of NH-548B from KM 0.000 to KM 18.440 & Section (ii) Lokhandi Sawargaon Renapur Latur (34.463 km) & Ambajogai Bypass (3.815 km) Section of NH 548B** on EPC Mode
- Consultancy Services for Authority Engineer for Supervision of Rehabilitation and upgradation to 2 lane with paved shoulder/4-lane standards of National Highway section **Bhokardan Hasnabad Jawkheda Rajur Deulgaon Raja section of NH-753B** from Km 0.000 (Kumbhari Phata) to Km 63.900 (Deulgaon Raja) and extension from 17.900E (Jawkheda Phata) to 20.730E (Talegaon Phata) in the state of Maharashtra on EPC Mode
- Consultancy Services for Authority Engineer for Supervision of Rehabilitation and upgradation to 2 lane with paved shoulder/4-lane standards of National Highway **section (i) Pahur Jamner Bodhwad section (44.76 km) of NH-753L Bodhwad Muktainagar Barhanpur (Icchapur), section (33.385 km) of NH-753L** on EPC Mode
- Consultancy Services for Authority Engineer for Supervision of Rehabilitation and upgradation to 2 lane with paved shoulder/4-lane standards of National Highway section **Kolde village to Khetia MP border section of NH-752G** Length 48.60km Part of NH-6 Wisarwadi Nandurbar Shahada Khetia (MP Border) NH 752 G in the state of Maharashtra on EPC Mode



- Consultancy Services for Authority Engineer for Supervision of Rehabilitation and upgradation to 2 lane with paved shoulder/4-lane standards of National Highway section **Deori Amgaon section of NH-543** (Length - 38.2 km) in the state of Maharashtra on EPC Mode
- Appointment of Authority Engineer for the work of Widening to two lane with paved shoulders from KM 125.626 to KM 155.800 of **NH 167 Hagari to Jadacherla Section** in the state of Karnataka on EPC mode (Package 1)
- Consultancy Services for Authority's Engineer for Supervision of Rehabilitation and Upgradation of Mantha Taluk border **Waturphata Ashti Majalgaon Dharur Maij Kalamb Yermala Kusalamb Barshi road section-III from Majalgaon (101.740) to Kaij (159.258) of NH-548C** to two lane with paved shoulder in the state of Maharashtra
- Consultancy Services for Authority's Engineer for Supervision of Rehabilitation and Upgradation to 2 lane with paved shoulder/4 Lane standards of National Highway section **Mehkar to Ajispur Section of NH-548 C** from Km. 0+000 Mehkar to Km. 35+836 (Ajispur) (Length - 35.836 Km) (NH/MAH/MSRDC/Amravati/AE/Pkg-41) on EPC Mode in the state of Maharashtra
- Consultancy Services for Authority's Engineer for Supervision of Rehabilitation and Upgradation to 2 lane with paved shoulder/4 Lane standards of National Highway section **Jintur to Parbhani Section of NH-752I** (Length - 35.836 Km) (NH/MAH/MSRDC/Aurangabad-3/AE/Pkg-35) on EPC Mode in the state of Maharashtra

## DEPOSITS

The Company has not accepted any deposits during the year.

## MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis forms an integral part of this report and is presented separately. It gives details of the overall industry structure, economic developments, performance and state of affairs of your Company's, and their adequacy, risk management systems and other material developments during the Financial Year 2017-18.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, details of Appointment and Resignation of Directors & KMPs are as under:

The details regarding our Board are set forth below:

Sr. No.	Name, Designation, Address, Occupation, Nationality, Term and DIN	Age	Other Directorships as on March 31, 2018
1.	<p>Tanvi T. Auti</p> <p>Designation: Managing Director</p> <p>Address: C-301, Gahlot Majesty and Avenue Palm Beach Road, Sector 46A, Seawoods West, Navi Mumbai, Nerul Node-3, Thane-400706, Maharashtra, India</p> <p>Occupation: Business</p> <p>Nationality: Indian</p> <p>Term: Appointed for a period of 3 (three) years with effect from December 21, 2016.</p> <p>DIN: 07618878</p>	25 Years	<p>Public Limited Companies:</p> <p>Nil</p> <p>Private Limited Companies:</p> <p>Nil</p>
2.	<p>Pandurang B. Dandawate</p> <p>Designation: Non-Executive Director</p> <p>Address: F-20, Vrindavan CHS, Sector 4, Sanpada Navi Mumbai-400705, Maharashtra, India</p> <p>Occupation: Business</p> <p>Nationality: Indian</p> <p>Term: Liable to Retire by Rotation</p> <p>DIN: 01202414</p>	55 Years	<p>Public Limited Companies:</p> <p>Nil</p> <p>Private Limited Companies:</p> <p>Nil</p> <p>LLP:</p> <p>Instavis Business Technologies LLP</p>



3.	<p>Jayashree P. Dandawate</p> <p>Designation: Chairman and Executive Director</p> <p>Address: F-20, Vrindavan CHS, Sector 4, Sanpada Navi Mumbai-400705, Maharashtra, India</p> <p>Occupation: Business</p> <p>Nationality: Indian</p> <p>Term: Appointed as an Executive Director for a period of 5 (Five) Years w.e.f February 01, 2018 subject to Liable to Retire by Rotation</p> <p>DIN: 02852334</p>	50 Years	<p>Public Limited Companies:</p> <p>Nil</p> <p>Private Limited Companies:</p> <p>Nil</p>
4.	<p>Sandeep B. Dandawate</p> <p>Designation: Executive Director</p> <p>Address: F-20, Vrindavan CHS, Sector 4, Sanpada Navi Mumbai-400705, Maharashtra, India</p> <p>Occupation: Business</p> <p>Nationality: Indian</p> <p>Term: Liable to Retire by Rotation</p> <p>DIN: 01779289</p>	42 Years	<p>Public Limited Companies:</p> <p>Nil</p> <p>Private Limited Companies:</p> <ul style="list-style-type: none"> <li>• Susaka Projects Private Limited</li> </ul> <p>LLP:</p> <p>Art Meditation LLP</p>
5.	<p>Milind V. Kulkarni</p> <p>Designation: Executive Director</p> <p>Address: A-1, 304, Kumar Prerana, Near Medipoint Hospital, New D. P. Road, Aundh, Pune- 411007, Maharashtra, India</p> <p>Occupation: Business</p> <p>Nationality: Indian</p> <p>Term: Liable to Retire by Rotation</p> <p>DIN: 06951448</p>	54 Years	<p>Public Limited Companies:</p> <p>Nil</p> <p>Private Limited Companies:</p> <p>Nil</p>

6.	<p>Sudhir A. Shringare</p> <p>Designation: Independent Director</p> <p>Address: Lords CHS Ltd, Flat 607, 6th Floor, Swastik Park, Bhandup Village Road, Near Nahur Railway Station, Bhandup West, Mumbai- 400078, Maharashtra, India</p> <p>Occupation: Professional</p> <p>Nationality: Indian</p> <p>Term: Appointed as Independent Director for the period of five (5) years w.e.f. January 11, 2018</p> <p>DIN: 08049384</p>	42 Years	<p>Public Limited Companies:</p> <p>Nil</p> <p>Private Limited Companies:</p> <p>Nil</p>
7.	<p>Shaila J. Patil</p> <p>Designation: Independent Director</p> <p>Address: C/30 Saptaparni, Near Vivekanand Sankul, Sector 04, Sanpada, Thane-400705, Maharashtra, India</p> <p>Occupation: Business</p> <p>Nationality: Indian</p> <p>Term: Appointed as Independent Director for the period of five (5) years w.e.f. January 11, 2018</p> <p>DIN: 08050695</p>	37 Years	<p>Public Limited Companies:</p> <p>Nil</p> <p>Private Limited Companies:</p> <p>Nil</p>
8.	<p>Dhanyakumar B. Mahamuni</p> <p>Designation: Independent Director</p> <p>Address: 203 United Residency, 159B Railway Lines, Near Sonamata School, Solapur-413001, India</p> <p>Occupation: Professional</p> <p>Nationality: Indian</p> <p>Term: Appointed as Independent Director for the period of five (5) years w.e.f. January 11, 2018</p> <p>DIN: 08049352</p>	54 Years	<p>Public Limited Companies:</p> <p>Nil</p> <p>Private Limited Companies:</p> <p>Nil</p>



The Board of Director in their meeting held on January 11, 2018 appointed Mr. Snehal Patil as Chief Financial Officer (CFO) of the Company under Section 203 of Companies Act, 2013.

Ms. Isha Kulkarni was appointed as Company Secretary & Compliance Officer and key managerial personnel under section 203 of Companies Act, 2013 by the Board of Directors of the Company in their meeting held on February 1, 2018.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## **CONSTITUTION OF COMMITTEES**

### **AUDIT COMMITTEE**

The Company has constituted an Audit Committee in accordance with Section 177(1) of the Companies Act, 2013, the details of which have been provided in the Corporate Governance Report forming part of this Annual Report. There has been no instance where the Board of Directors had not accepted any recommendation of the Audit Committee.

### **NOMINATION & REMUNERATION COMMITTEE**

The Company has constituted Nomination and Remuneration Committee in accordance with Section 178 of the Companies Act, 2013, the details of which have been provided in the Corporate Governance Report forming part of this Annual Report.

### **STAKEHOLDER RELATIONSHIP COMMITTEE**

The Company has constituted Stakeholder relationship Committee in accordance with Section 178 of the Companies Act, 2013, the details of which have been provided in the Corporate Governance Report forming part of this Annual Report.

## **DIRECTOR'S RESPONSIBILITY STATEMENT**

As required under clause (c) of sub-section (3) of Section 134 of Companies Act, 2013, Directors, to the best of their knowledge and belief, state that –

- (i) in the preparation of the annual accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- (ii) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year ended on that period;
- (iii) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;



- (iv) in the preparation of the annual accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- (v) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year ended on that period;
- (vi) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (vii) the directors had prepared the annual accounts on a going concern basis;
- (viii) the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (ix) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **DISCLOSURE ON COMPLIANCE WITH SECRETARIAL STANDARDS**

Your Directors confirm that the Secretarial Standards issued by the Institute of Company Secretaries of India, have been complied with.

## **ACCOUNTING STANDARDS**

The Company has prepared the Financial Statements for the year ended 31st March, 2018 as per Section 133 of the Companies Act, 2013, read with rule 7 of Companies (Accounts) Rules, 2014.

## **PERFORMANCE EVALUATION OF THE DIRECTORS**

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance as well as of its Committees thereof and of the Directors individually. The manner in which the evaluation has been carried out has been covered in the Corporate Governance Report.

## **REMUNERATION POLICY**

The Board has on the recommendation of the Nomination and Remuneration Committee framed a policy for selection, appointment and remuneration of Directors and KMPs. The Remuneration Policy is stated in the Corporate Governance Report.



## **EXTRACT OF ANNUAL RETURN**

The extract of annual return as provided under sub-section (3) of Section 92 of the Companies Act, 2013, in the prescribed Form MGT-9 is annexed to this Report.

## **NUMBER OF MEETINGS OF THE BOARD**

There were 11 (Eleven) meetings of the Board held during the year. Detailed information is given in the Corporate Governance Report.

## **AUDIT COMMITTEE RECOMMENDATIONS**

All the recommendations made by the Audit Committee were accepted by the Board.

## **CORPORATE GOVERNANCE**

A separate section on Corporate Governance forms a part of our Report. A certificate has been received from the Secretarial Auditor of the Company regarding compliance of requirements of Corporate Governance as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## **AUDITORS**

### **❖ STATUTORY AUDITORS**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, the Members of the Company at the 13<sup>th</sup> Annual General Meeting ('AGM') held on 30<sup>th</sup> September, 2016, appointed M/s. Chetan Joshi & Co., Chartered Accountants (Firm Registration No. 128063W) as the Statutory Auditors of the Company to hold office for period of 5 (Five) years from the conclusion of the 13<sup>th</sup> AGM until the conclusion of 18<sup>th</sup> AGM of the Company subject to ratification at every AGM of the Company. A suitable resolution for ratification of their Appointment as Statutory Auditors for the Financial Year 2018-19 is included in the Notice of the 15<sup>th</sup> AGM.

Considering applicability of the provisions of Section 40 of the Companies (Amendment) Act, 2017 notified with effect from 7<sup>th</sup> May, 2018, as notified by the Ministry of Corporate Affairs, the requirement of ratification of appointment of Auditors by Members at every AGM has been omitted.

However, considering the resolution passed at the 14<sup>th</sup> AGM, the Board as an abundant caution recommends the ratification of the Statutory Auditor at this AGM and the Board is of the opinion that no ratification for the appointment of the Statutory Auditors would be required from next AGM and they shall continue to hold office of Statutory Auditors till the conclusion of the 18<sup>th</sup> AGM of the Company.

There is no audit qualification, reservation or adverse remark for the year under review.

Additionally, pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, the Members of the Board at the Meeting held on May 4, 2018, appointed M/s. Mittal and Associates,, Chartered Accountants (Firm Registration No. 106456W) as the Joint Statutory Auditors of the Company to hold office for period of 5 (Five) years from the conclusion of the 15th AGM until the conclusion of 20th AGM of the Company subject to ratification at every AGM of the Company. A suitable resolution for ratification of their Appointment as Joint Statutory Auditors for the Financial Year 2018-19 is included in the Notice of the 15th AGM.

However, considering the resolution passed at the meeting of the Board, the Board as an abundant caution recommends the ratification of the Statutory Auditor at this AGM and the Board is of the opinion that no ratification for the appointment of the Statutory Auditors would be required from next AGM and they shall continue to hold office of Statutory Auditors till the conclusion of the 20th AGM of the Company.

#### ❖ **SECRETARIAL AUDITOR**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rules made thereunder the secretarial audit were not applicable to the Company for the year ended on March 31, 2018.

### **PREVENTION OF SEXUAL HARRASMENT OF WOMEN AT WORKPLACE**

Pursuant to the provisions of Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with Rules made thereunder, the Company had formulated and adopted a Policy on Prevention of Sexual Harassment at Workplace. The Company has not received any complaint of sexual harassment during the year under review.

### **RISK MANAGEMENT POLICY**

Your Company has implemented mechanism to identify, assess, monitor and mitigate various risks and has formulated a Risk Management Policy. The Audit Committee and the Board of Directors are informed of the Risk assessment and minimization procedures.

### **CORPORATE SOCIAL RESPONSIBILITY**

Pursuant to Section 135 of the Companies Act, 2013, the brief outline of the CSR Policy of your Company, composition of the Committee and report on initiatives undertaken by your Company on CSR activities during the year are set out in Report annexed, in the format as prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. Your Company has made the Suo-moto contribution towards CSR activities, as the same were not statutorily required for the Company.



## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Information regarding loans, guarantees and investments as required under the provisions of Section 186 of the Companies Act, 2013 is not applicable to the Company as the Company is exempted under the category of “the companies providing consulting in the infrastructure segment”.

## **RELATED PARTY TRANSACTIONS**

All related party transactions during the year were on arm's length basis and not in conflict with the interest of the Company. The particulars of the said transactions along with other contracts/arrangements are also briefed in the Notes to the financial statement which sets out related party disclosures. A Statement containing particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms' length transactions in prescribed form AOC-2 is annexed.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed through the following portal link: [www.dhruvconsultancy.in](http://www.dhruvconsultancy.in)

## **CODE OF CONDUCT**

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and specified employees in the course of day to day business operations of the Company. The Company believes in “Zero Tolerance” against bribery, corruption and unethical dealings / behavior in any form and the Board has laid down certain directives to counter such acts. Such code of conduct has also been placed on the Company's website. The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure. All the Board Members and the Senior Management personnel have confirmed compliance with the Code. A declaration to this effect signed by the Managing Director of the Company appears elsewhere in this annual report.

## **PARTICULARS OF EMPLOYEES**

The information required pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, is annexed. The information about Top Ten Employees in terms of remuneration will be available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard.

## **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company has established a Vigil Mechanism Policy/ Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. Staying true to our core values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and Stakeholder Responsibility. The said Policy ensures that strict confidentiality is maintained in respect of whistle blowers whilst dealing with concerns and also specified that no discrimination will be meted out to any person for a genuinely raised concern. The Policy on Vigil Mechanism/Whistle Blower Mechanism may be accessed through website of the Company viz. [www.dhruvconsultancy.in](http://www.dhruvconsultancy.in)

## **JOINT VENTURE / CONSORTIUM**

Following are the Companies/LLP which are Associates/Consortium of the Company:

→ DCSPL Association With ISSPL for the following projects –

Consultancy Services for including preparation of Detailed Project Report of National Highways for up gradation to Two/Four lane with paved shoulder configuration –

- i) Omerga AUSA Latur Renapur Pangaon Dharampuri Parli Injegaon Road
- ii) Nanded Kinwat Mahur Arni
- iii) Kalyan to AP Border section of NH-61 (Malshej Ghat)
- iv) Karimnagar Siricilla Kamareddy Yellareddy Pitlam NH-161
- v) Siricilla Siddipet Duddeda

## **STATUTORY DISCLOSURES**

A statement containing salient features of the financial statement of the associates in the prescribed Form AOC-1 is annexed to this Report. The audited financial statements of the said companies will be kept for inspection by any Member of the Company at its Registered Office during business hours and as per the provisions of Section 136(1) of the Companies Act, 2013, a copy of the same will be made available to any shareholder on request.

A Cash Flow Statement for the Financial Year 2017-18 is attached to the Balance Sheet.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The Company primarily being a Consulting Company in the Infrastructure segment and not involved in any industrial or manufacturing activities, the Company has no particulars to report regarding conservation of energy and technology absorption as required under Section 134 of the Companies Act, 2013 and Rules made thereunder.

During the year under review, the Company did not have any foreign exchange earnings, or the foreign exchange outgo towards Business promotion, Advertisement expenses, Legal consultancy and Professional fees.

#### **ADEQUACY OF INTERNAL FINANCIAL CONTROLS**

Your Company has an effective internal financial control and risk-mitigation system, which are constantly assessed and strengthened with new/revised standard operating procedure. The Company's internal financial control system is commensurate with its size, scale and complexities of its operations.

#### **SIGNIFICANT AND MATERIAL ORDER PASSED BY REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND OPERATIONS OF THE COMPANY**

During the year under review there are no significant or material orders passed by any Regulator, Court or Tribunal against the Company, which could impact its going concern status or operations.

#### **CAUTIONARY STATEMENT**

Statements in this Directors' Report and Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to the Company's operations include changes in the government regulations, developments in the infrastructure segment, tax regimes and economic developments within India or abroad.

#### **ACKNOWLEDGEMENT AND APPRECIATION**

Your Directors wish to place on record their sincere appreciation, for the contribution made by the employees at all levels for their hard work and support, your Company's achievements would not have been possible without their efforts. Your Directors also wish to thank all Shareholders, Clients, Government and Regulatory authorities and Stock Exchanges, financial authorities, customers, dealers, agents, suppliers, investors and bankers for their continued support and faith reposed in the Company.

Your Directors also thank the Ministry of Corporate Affairs, stakeholders, advocates, solicitors and business associates for their continuous support.

**By and behalf of the Board of Directors  
For DHRUV CONSULTANCY SERVICES LIMITED**

**Place: Navi Mumbai  
Date: August 11, 2018**

**Tanvi T. Auti  
Managing Director  
DIN: 07618878**



## ANNEXED TO THIS REPORT

1	ANNEXURE-A	ANNUAL REPORT ON CSR ACTIVITIES
2	ANNEXURE-C	EXTRACTS OF ANNUAL RETURN IN FORM MGT-9
3	ANNEXURE-D	STATEMENTS OF PARTICULARS OF EMPLOYEES PURSUANT TO THE PROVISIONS OF RULE 5(1) AND 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014
4	ANNEXURE-E	A STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES/ASSOCIATE COMPANIES/JOINT VENTURES IN PRESCRIBED FORM AOC-1
5	ANNEXURE-F	FORM FOR DISCLOSURE OF PARTICULARS OF CONTRACTS/ARRANGEMENTS ENTERED INTO BY THE COMPANY WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013 INCLUDING CERTAIN ARM'S LENGTH TRANSACTIONS IN PRESCRIBED FORM AOC-2
6	CORPORATE GOVERNANCE REPORT	



## ANNEXURE - A

# ANNUAL REPORT ON CSR ACTIVITIES

1. **A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.**

The Company has framed a Corporate Social Responsibility (CSR) Policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the Company's website and the weblink for the same is stated herein below:

**Weblink : <http://dhruvconsultancy.in/assets/uploads/investors/Policy%20Code/k-Corporate%20Social%20Responsibility%20Policy.pdf>**

The CSR relates to the activities to be undertaken by the Company as specified in Schedule VII to the Act and the expenditure thereon, excluding activities undertaken in pursuance of normal course of business of the Company.

DHRUV would endeavor to adopt an integrated approach to address the community, societal & environmental concerns by taking up projects or programs relating to the Schedule VII under Section 135 of the Act

2. **Composition of the CSR Committee:**

- Mrs. Jayashree P Dandawate – Chairperson – Executive – Non Independent Director
- Mr. Pandurang B Dandawate – Member – Non Executive – Non Independent Director
- Mrs. Shaila J Patil – Member – Non Executive – Independent Director

3. **Average net profit of the Company for last three financial years:**

Average net profit: ₹ 211.83 Lakhs.

4. **Prescribed CSR Expenditure (two percent of the amount as in item 3 above):**

The Company is required to spend ₹ Nil. (statutorily not required to spent as per Point No 3 & applicable provisions)



**5. Details of CSR spend for the financial year:**

- a. Total amount spent for the financial year: ₹ 7.00 Lakhs.  
 b. Amount unspent, if any: NIL  
 c. Manner in which the amount spent during the financial year is detailed below:

₹ in Lakhs

Sr. No.	Projects / Activities	Sector	Locations	Amount Outlay (Budget) Project or Programs wise (₹)	Amount Spent on the project or programs (₹)	Cumulative Expenditure upto reporting period (₹)	Amount spent: Direct or through implementing agency
1.	Payment to Trust (educational activities)	Payment to trust (education)	Village Mogar, Dist: Anand	--	7.00	7.00	Through trust
	<b>Total</b>				<b>7.00</b>	<b>7.00</b>	

**6. In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report.**

Not Applicable.

**7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the Company.**

The CSR Committee confirms that the implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and Policy of the Company.

**TANVI T. AUTI**

MANAGING DIRECTOR

DIN: 07618878

**JAYASHREE P. DANDAWATE**

CHAIRMAN, CSR COMMITTEE

DIN: 02852334

PLACE: NAVI MUMBAI

DATE: AUGUST 11, 2018

## ANNEXURE - C



# Form No. MGT-9 EXTRACT OF ANNUAL RETURN

**As on the financial year ended March 31, 2018**

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

### I. REGISTRATION AND OTHER DETAILS

1.	CIN	U74999MH2003PLC141887
2.	REGISTRATION DATE	23/08/2003
3.	NAME OF THE COMPANY	DHRUV CONSULTANCY SERVICES LIMITED
4.	CATEGORY/SUB-CATEGORY OF THE COMPANY	Indian Non-Government Company (Company Limited By Shares)
5.	ADDRESS OF THE REGISTERED OFFICE AND CONTACT DETAILS	501, PUJIT PLAZA, PALM BEACH ROAD, OPP. K-STAR HOTEL, SECTOR-11, CBD BELAPUR, NAVI MUMBAI – 400614 Telephone: +91 222 7570710 Email: <a href="mailto:cs@dhruvconsultancy.in">cs@dhruvconsultancy.in</a>
6.	WHETHER LISTED COMPANY	Yes
7.	NAME, ADDRESS AND CONTACT DETAILS OF REGISTRAR AND TRANSFER AGENT, IF ANY	Link Intime India Private Limited C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai – 400083 Telephone: +91 22 49186270 Fax: +91 22 49186060 Email: <a href="mailto:nt.helpdesk@linkintime.co.in">nt.helpdesk@linkintime.co.in</a>  Sharex Dynamic (India) Private Limited Unit-I, Luthra Industrial Premises, Andheri Kurla Road, Safed Pool, Andheri (East), Mumbai, Maharashtra – 400072 Telephone: +91 2228515606 Fax: +91 2228512885 Email: <a href="mailto:sharexindia@vsnl.com">sharexindia@vsnl.com</a>

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated –

Sr. No.	Name and description of main products/services	NIC Code of the Product/Service	% to total turnover of the company
1.	Construction services of Highways	995421	74%
2.	Construction services of Bridges, elevated highways and tunnels	995422	23%

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	HOLDING/SUBSIDIARY/ASSOCIATE	% of shares held	Applicable section
-	-	-	-	-	-

## IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

### a. Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual /HUF	-	380000	380000	100	-	10000000	10000000	100	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1):-</b>	-	380000	380000	100	-	10000000	10000000	100	-
<b>(2) Foreign</b>									
a)NRI / Individuals	-	-	-	-	-	-	-	-	-



b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2):-</b>	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	-	380000	380000	100	-	10000000	10000000	100	-
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh "	-	0	0	0	-	0	0	0	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	-	0	0	0	-	0	0	0	0
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	-	0	0	0	-	0	0	0	0
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	-	380000	380000	100.00	-	10000000	10000000	100.00	-

### b. Shareholding of promoters

SN	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	PANDURANG BALKRISHNA DANDAWATE	150000	50.00	-	3947360	39.47	-	-
2	JAYASHREE PANDURANG DANDAWATE	110000	28.94	-	2894740	28.94	-	-
3	TANVI PANDURANG DANDAWATE	60000	15.78	-	1578950	15.78	-	-
4	PRUTHA PANDURANG DANDAWATE	60000	15.78	-	1578910	15.78	-	-

### c. Change in Promoters' Shareholding

SN	Name	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	PANDURANG BALKRISHNA DANDAWATE	At the beginning of the year	150000			
		Allotment under Bonus Issue	244736			
		Allotment under Bonus Issue	3552624			
		At the end of the year			<b>3947360</b>	<b>39.47</b>



<b>2</b>	JAYASHREE PANDURANG DANDAWATE	At the beginning of the year	110000			
		Allotment under Bonus Issue	179474			
		Allotment under Bonus Issue	2605266			
		At the end of the year			<b>2894740</b>	<b>28.94</b>
<b>3</b>	TANVI PANDURNAG DANDAWATE	At the beginning of the year	60000			
		Allotment under Bonus Issue	97895			
		Allotment under Bonus Issue	1421055			
		At the end of the year			<b>1578950</b>	<b>15.78</b>
<b>4</b>	PRUTHA PANDURANG DANDAWATE	At the beginning of the year	60000			
		Allotment under Bonus Issue	97895			
		Allotment under Bonus Issue	1421055			
		At the end of the year			<b>1578910</b>	<b>15.78</b>

**d. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)**

SN	Name	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
		At the beginning of the year				
		Allotment	-			
		At the end of the year				
		At the beginning of the year				
		Allotment	-			
		At the end of the year				

### e. Shareholding of Directors and Key Managerial Personnel

SN	Name	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	PANDURANG BALKRISHNA DANDAWATE	At the beginning of the year	150000		-	-
		Allotment under Bonus Issue	244736	-	-	-
		Allotment under Bonus Issue	3552624			
		At the end of the year		3947360	<b>3947360</b>	39.47
2	JAYASHREE PANDURANG DANDAWATE	At the beginning of the year	110000		-	-
		Allotment under Bonus Issue	179474		-	-
		Allotment under Bonus Issue	2605266			
		At the end of the year			<b>6842100</b>	68.42
3	TANVI PANDURNAG DANDAWATE	At the beginning of the year	60000			
		Allotment under Bonus Issue	97895			
		Allotment under Bonus Issue	1421055			
		At the end of the year			<b>8421050</b>	84.21
4	SNEHAL PATIL	At the beginning of the year	0			
		TRANSFER OF SHARE	1			
		Allotment under Bonus Issue	9			
		At the end of the year			<b>8421060</b>	



## V. INDEBTEDNESS

(₹ in Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	35361923.72	29216070.48	0	64577994.20
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	35361923.72	29216070.48	0	64577994.20
<b>Change in Indebtedness during the financial year</b>				
Addition	8635264.77	20269660.00	0	28904924.77
Reduction	0	5201162.58	0	5201162.58
Net Change	8635264.77	15068497.42	0	23703762.19
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	38626467.98	36772911.33	0	75399379.31
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	38626467.98	36772911.33	0	75399379.31

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### a. Remuneration to Managing Director, Whole-time Director and/or Manager:

(₹ in Lakhs)

SN	Particulars of Remuneration	Name of MD/WTD/Manager
		Tanvi T. Auti
1.	Gross Salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	12.45
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	
	(a) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	
2.	Stock Option	
3.	Sweat Equity	
4.	Commission – as % of profit - others	
5.	Others	
	<b>TOTAL (A)</b>	<b>12.45</b>
	Ceiling as per the Act	



b. Remuneration to other directors:

(₹ in Lakhs)

EXECUTIVE DIRECTORS				
Sr. No	Particulars of Remuneration	Jayashree Dandawate	Milind Kulkarni	Sandeep Dandawate
1.	Fee for attending board/committee meetings	-	-	-
2.	Commission	-	-	-
3.	Others	9.45	21.30	12.90
	TOTAL (1)	9.45	21.30	12.90
NON-EXECUTIVE DIRECTORS				
Sr. No	Particulars of Remuneration	Pandurang Dandawate		
1.	Fee for attending board/committee meetings	0.05		
2.	Commission	-		
3.	Others	-		
	TOTAL (2)	0.05		
INDEPENDENT DIRECTORS				
Sr. No	Particulars of Remuneration	Sudhir Shringare	Dhanyakumar Mahamuni	Shaila Patil
1.	Fee for attending board/committee meetings	0.05	0.05	0.05
2.	Commission	-	-	-
3.	Others	-	-	-
	TOTAL (3)	0.05	0.05	0.05
	TOTAL (B) = (1+2+3)	43.85		
	Overall Ceiling as per Act			



**c. Remuneration to Key Managerial Professional other than MD/Manager/WTD**  
(₹ in Lakhs)

SN	Particulars of Remuneration	Name of Key Managerial Personnel	
		Isha Kulkarni	Snehal Patil
1.	Gross Salary		
	(c) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0.4	4.22
	(d) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(b) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission – as % of profit - others	-	-
5.	Others	-	-
	<b>TOTAL (C )</b>	<b>0.4</b>	<b>4.22</b>

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES**

There were no penalties, punishment or compounding of offences during the year ended March 31, 2018

## ANNEXURE - D

### Information relating to remuneration of Directors/Key Managerial Personnel as required under Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Remuneration of each Director and Key Managerial Personnel (KMP) along with particulars of increase in remuneration during the financial year, ratio of remuneration of Directors to the median remuneration of employees:

Name of Director/ Key Managerial Personnel	Remuneration (₹ in Lacs)	% increase in Remuneration	Ratio of Director's Remuneration to median remuneration
<b>NON-EXECUTIVE DIRECTOR</b>			
Mr. Pandurang Dandawate	0.00	0.00	0.00
Mr. Sudhir Shringare	0.00	0.00	0.00
Ms. Shaila Patil	0.00	0.00	0.00
Mr. Dhanyakumar B. Mahamuni	0.00	0.00	0.00
<b>EXECUTIVE DIRECTOR</b>			
Ms. Tanvi Auti	12.45	11.65	0.00
Ms. Jayashree Dandawate	9.45	42.85	0.00
Mr. Milind Kulkarni	21.30	26.33	0.00
Mr. Sandeep Dandawate	12.90	27.88	0.00
<b>KEY MANAGERIAL PERSONNEL</b>			
Mr. Snehal Patil	4.22	49.69	0.00
Ms. Isha Kulkarni	0.40	0.00	0.00

Note: Non-Executive Directors remuneration represents only sitting fees.

1. The remuneration paid to them as Director/KMP owing to Change in role/designation or paid for part of the year, is not comparable and hence, not stated.

The median remuneration has been worked out on the basis of CTC of the employees who were in the payroll for the entire financial year.



The Requirement and disclosure are given below:

REQUIREMENTS	DISCLOSURE
The percentage increase in the median remuneration of employees in the financial year.	: The percentage increase in the median remuneration of employees in the financial year is not comparable owing to the inter-company transfers of considerable number of employees for operational activities.
The number of permanent employees on the rolls of the Company.	: 349 employees as at 31 <sup>st</sup> March, 2018.
Average percentile increase already made in the salaries of employees other than the Managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	: Average percentage increase in the salaries of employees other than the managerial personnel was 16.9%. The increments given to employees are based on their potential, performance and contribution, which is benchmarked against applicable Industry norms.  The comparison of the percentile increase made in the salaries of employees with the percentile increase in the managerial remuneration is not comparable owing to change in role/designation during the part of the financial year.
Affirmation that the remuneration is as per the remuneration policy of the Company.	: It is affirmed that the remuneration paid is as per the Remuneration Policy applicable for Directors, Key Managerial Personnel and other employees, adopted by the Company.

## ANNEXURE - E

### Form AOC-I

[Pursuant to first provision to sub-section (3) of section 129 of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statement of Subsidiaries/Associate Companies/Joint Ventures

#### Part "A": Subsidiaries

Sl. No.	Name of the Subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiary	Share capital	Reserves & surplus	Total assets	Total Liabilities	Investments	Turn-over (Revenue from Operations + Other Income)	Profit / (Loss) before taxation	Provision for taxation	Profit / (Loss) after taxation	Pro-posed Divi-dend	% of share-holding
					--		--	NA	--		--			





## Part "B": Associates and Joint Ventures

Sr. No	Name of Associates/Joint Ventures	DCSPL Association with ISSPL
1	Latest audited Balance Sheet Date	31 <sup>st</sup> March, 2018
2	Shares of Associate/Joint Ventures held by the company on the year end - No. - Amount of Investment in Associates/ Joint Venture - Extend of Holding %	- ₹ 7,46,762 50%
3	Description of how there is significant influence	To the extent of its holding
4	Reason why the associate/ joint venture is not Consolidated	Not Applicable
5	Net worth attributable to Shareholding as per latest audited Balance Sheet	Not Applicable
6	Profit / (Loss) for the year i. Considered in Consolidation ii. Not Considered in Consolidation	- ₹ 17,71,678

By and on behalf of the Board of Directors of

**DHRUV CONSULTANCY SERVICES LIMITED**

CIN: U74999MH2003PLC141887

**TANVI T. AUTI**

MANAGING DIRECTOR

DIN: 07618878

**SANDEEP B. DANDAWATE**

EXECUTIVE DIRECTOR

DIN: 01779289

**SNEHAL L. PATIL**

CHIEF FINANCIAL OFFICER

**ISHA S. KULKARNI**

COMPANY SECRETARY

Place: Navi Mumbai

Date: August 11, 2018

## ANNEXURE - F

### Form AOC-2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

**Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms' length transactions under third proviso thereto:**

1. Details of contracts or arrangements or transactions not at arm's length basis: -

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188
Not Applicable								

2. Details of material contracts or arrangement or transactions at arm's length basis

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any
1.	Samarth Softech Solutions Pvt. Ltd	Consultancy Services for Traffic Survey	3 Months	₹ 197.942 Lakh	2 <sup>nd</sup> September 2017	₹ 148.371 Lakh

By and on behalf of the Board of Directors

Place: Navi Mumbai  
Date: August 11, 2018

Tanvi T. Auti  
Managing Director  
DIN: 07618878



# CORPORATE GOVERNANCE REPORT

Your Company was listed on May 10, 2018 and it is not mandatory for the Company to present the Corporate Governance Report. However, considering the good practice and the regulations as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI (LODR) Regulations, 2015'), your Directors present the Company's report on Corporate Governance for the year ended 31<sup>st</sup> March, 2018.

## 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate governance is about maximizing shareholder value legally, ethically and on a sustainable basis. Basically, your Company's philosophy goes hand in hand with its vision and mission i.e.

DHRUV has a Vision "To generate profitable growth and become one of the leading infrastructure consultancy firm/company that lasts generations."

And Mission that "With diligence towards work achieve quality, reliability, timeliness and serve the client beyond expectations."

Good Corporate Governance leads to long-term shareholder value with the transparency and enhances interests of all stakeholders.

The Board of Directors fully supports and endorses Corporate Governance practices as enunciated in the SEBI (LODR) Regulations, 2015 as applicable from time to time.

## 2. BOARD OF DIRECTORS

### **Composition, meetings and attendance during the year:**

The Company has an optimum combination of Executive, Non-Executive and Independent Directors. The composition of your Company's Board which comprises of 8 (Eight) Directors is in conformity with the Companies Act, 2013 and also Regulation 17 of the SEBI (LODR) Regulations, 2015.

During the year under report, 11 (Eleven) Board Meetings were held on 5<sup>th</sup> May 2017, 12<sup>th</sup> July 2017, 2<sup>nd</sup> September 2017, 1<sup>st</sup> November 2017, 5<sup>th</sup> December 2017, 10<sup>th</sup> December 2017, 11<sup>th</sup> January 2018, 29<sup>th</sup> January 2018, 1<sup>st</sup> February 2018, 7<sup>th</sup> February 2018 and 1<sup>st</sup> March 2018. Directors' attendance record for the said meetings and other details are as follows:

Name, Designation of Director	DIN	Category	No. of Board Meetings Attended	No. of Director-ships held in other Companies #	No. of Board Committees of other Listed Companies in which Director is Chairman/ Member		Attendance at last AGM
					C	M	
Ms. Tanvi Auti Managing Director	07618878	ED	11	-	-	-	YES
Pandurang B. Dandawate Non-Executive Director	01202414	Promoter, NED	11	-	-	-	YES
Jayashree P. Dandawate Executive Director	02852334	Promoter, ED	11	-	-	-	YES
Sandeep B. Dandawate Executive Director	01779289	ED	11	Susaka Projects Pvt. Ltd Art Meditation LLP	-	-	YES
Milind V. Kulkarni Executive Director	06951448	ED	11	-	-	-	YES
Sudhir A. Shringare Independent Director	08049384	NED (I)	3	-	-	-	NO
Shaile J. Patil Independent Director	08050695	NED (I)	3	-	-	-	NO
Dhanyakumar B. Mahamuni Independent Director	08049352	NED (I)	3	-	-	-	NO

Note:

(i) ED - Executive Director/NED (I) - Non-Executive Director (Independent)/NED-Non-Executive Director.



Further, on an on-going basis, as a part of agenda of Board/Committee Meetings, presentations are regularly made to the Board including the Independent Directors on various matters inter-alia covering the Company's and its associates, businesses and operations, industry and regulatory updates, strategy, finance, risk management framework, role, rights, responsibilities of Independent Directors under various statutes and other relevant matters. The details of the familiarization programme for Directors are available on the Company's website: [www.dhruvconsultancy.in/](http://www.dhruvconsultancy.in/)

### **Compliance with the Code of Conduct**

The Company has adopted the "Code of Conduct for Business Ethics" (Code). This Code will be adhered to by the Senior Management of the Company and Members of Management one level below the Directors and all functional heads. The Code is available on the website of the Company (web link: [www.dhruvconsultancy.in](http://www.dhruvconsultancy.in/)).

A declaration signed by the Managing Director, that the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code during the year 2017-18 is placed at the end of this report.

### **3. AUDIT COMMITTEE**

Our Board has constituted the Audit Committee in accordance with the Section 177 of the Companies Act, 2013. Further, the Audit Committee was constituted by way of a Board resolution dated February 07, 2018. The audit committee comprises:

Sr No.	Name of Director	Status in Committee	Nature of Directorship
1.	Sudhir A. Shringare	Chairman	Non-Executive & Independent Director
2.	Dhanyakumar B. Mahamuni	Member	Non-Executive & Independent Director
3.	Pandurang B. Dandawate	Member	Non-Executive Director

#### **Powers of the Audit Committee:**

The powers of the Audit Committee include the following:

- To investigate any activity within its terms of reference;
- To seek information from any employee of our Company;
- To obtain outside legal or other professional advice; and
- To secure attendance of outsiders with relevant expertise, if it considers necessary.



## Role of Audit Committee

The role of the Audit Committee shall include the following:

1. oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - changes, if any, in accounting policies and practices and reasons for the same;
  - major accounting entries involving estimates based on the exercise of judgment by management;
  - significant adjustments made in the financial statements arising out of audit findings;
  - compliance with listing and other legal requirements relating to financial statements;
  - disclosure of any related party transactions;
  - modified opinion(s) in the draft audit report;
5. reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. approval or any subsequent modification of transactions of the listed entity with related parties;
9. adequacy of the internal control systems;



10. valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. evaluation of internal financial controls and risk management systems;
12. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. discussion with internal auditors of any significant findings and follow up there on;
15. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. to review the functioning of the whistle blower mechanism;
19. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.

The audit committee shall mandatorily review the following information:

- management discussion and analysis of financial condition and results of operations;
- statement of significant related party transactions (as defined by the audit committee), submitted by management;
- management letters / letters of internal control weaknesses issued by the statutory auditors;
- internal audit reports relating to internal control weaknesses; and
- the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- statement of deviations: (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1). (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7)

#### 4. NOMINATION AND REMUNERATION COMMITTEE:

Our Board has constituted the Nomination and Remuneration Committee in accordance with the Section 178 of the Companies Act, 2013. Further, the Nomination and Remuneration Committee Committee was constituted by way of a Board resolution dated February 07, 2018. The Nomination and Remuneration Committee committee comprises:

Sr No.	Name of Director	Status in Committee	Nature of Directorship
1.	Sudhir A. Shringare	Chairman	Non-Executive & Independent Director
2.	Dhanyakumar B. Mahamuni	Member	Non-Executive & Independent Director
3.	Pandurang B. Dandawate	Member	Non-Executive Director

The Company Secretary of the Company shall act as the Secretary of the Nomination and Remuneration Committee.

The scope, functions and the terms of reference of the Nomination and Remuneration Committee is in accordance with the Section 178 of the Companies Act, 2013.

Terms of Reference:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees.
2. formulation of criteria for evaluation of performance of independent directors and our Board.
3. devising a policy on diversity of board of directors.
4. Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the Criteria laid down, recommend to the Board their appointment and removal.
5. to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.



### **Performance evaluation criteria for Independent Directors.**

At the meeting of the Nomination and Remuneration Committee held on February 7, 2018, the Committee has fixed the following criteria for evaluation of performance of Independent Directors:

- (i) Role & Accountability
- (ii) Objectivity
- (iii) Leadership & Initiative
- (iv) Personal Attributes

The Non-Executive Independent Directors fulfil the conditions of Independence specified in Section 149 of the Companies Act, 2013. A format letter of appointment to Independent Director as provided in the Companies Act, 2013 has been issued and disclosed on website of the Company viz. [www.dhruvconsultancy.in](http://www.dhruvconsultancy.in)

### **Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and other Committees. The same is found to be satisfactory.

At a separate meeting of Independent Directors, performance of Non-Independent Directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of Directors. The same was discussed at the Board Meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its Committees and individual Directors was also discussed.

## **5. REMUNERATION OF DIRECTORS**

Policy for Remuneration to Directors/Key Managerial Personnel

- i. Remuneration to Managing Director/Whole-time Directors:
  - (a) The Remuneration/Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per the provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.

ii. Remuneration to Non-Executive/Independent Directors:

- (a) The Non-Executive/Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of the Companies Act, 2013.
- (b) All remuneration of the Non-Executive/Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197(5) of the Companies Act, 2013) shall be subject to ceiling/limits as provided under the Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- (c) An Independent Director shall not be eligible to get Stock Options and shall also not be eligible to participate in any share based payment schemes of the Company.
- (d) Any remuneration paid to Non-Executive/ Independent Directors for services rendered which are of professional nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
  - The Services are rendered by such Director in his capacity as the professional; and
  - In the opinion of the Committee, the Director possesses the requisite qualification for the practice of that profession.

iii. Remuneration to Key Managerial Personnel:

- (a) The remuneration to Key Managerial Personnel shall consist of fixed pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- (b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from time to time in accordance with the Company's Policy.

## 6. **STAKEHOLDERS RELATIONSHIP COMMITTEE**

Our Board has constituted the Stakeholders Relationship Committee in accordance with the Section 178 of the Companies Act, 2013. Further, the Stakeholders Relationship Committee was constituted by way of a Board resolution dated February 07, 2018. The Stakeholders Relationship Committee comprises:





Sr No.	Name of Director	Status in Committee	Nature of Directorship
1.	Dhanyakumar Mahamuni B.	Chairman	Non-Executive & Independent Director
2.	Sudhir A. Shringare	Member	Non-Executive & Independent Director
3.	Pandurang Dandawate B.	Member	Non-Executive Director

The Company Secretary of the Company shall act as the Secretary of the Stakeholders' Relationship Committee.

Terms of Reference:

1. To look into the redressal of grievances of shareholders, debenture holders and other security holders;
2. To investigate complaints relating to allotment of shares, approval of transfer or transmission of shares;
3. To consider and resolve the grievances of the security holders of the company including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends; and
4. To carry out any other function as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as and when amended from time to time."

Policy on disclosures and internal procedure for prevention of insider trading

The provisions of regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the SME platform of BSE. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on stock exchanges. Further, Board of Directors at their meeting held on February 07, 2018 have approved and adopted the policy on insider trading in view of the proposed public Issue.

Ms. Isha S. Kulkarni, Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the Board.

Policy for determination of materiality & materiality of related party transactions and on dealing with related party transactions

The provisions of the SEBI (Listing Obligation and Disclosures) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on SME Platform of BSE. We shall comply with the requirements of the SEBI (Listing Obligation and Disclosures) Regulations, 2015 on listing of Equity Shares on the SME platform of BSE. The Board of Directors at their meeting held on February 07, 2018 have approved and adopted the policy for determination of materiality and determination of materiality of related party transactions and on dealing with related party transactions.

There was only 1 (One) meeting held for each committee of the Board i.e. on the date of their constitution on February 7, 2018 and all the Independent Director(s) and Directors (Executive/Non-Executive) as required for the quorum as per the constitution were present at these meeting(s).

The Company Secretary acted as a secretary for all these Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee meeting(s). Minutes of these committee meetings were placed and discussed in the next meeting of the Board.

## **7. GENERAL BODY MEETINGS**

Details of the Annual General Meetings held during the preceding 3 years and Special Resolutions passed thereat are given below:

<b>Financial Year</b>	<b>Venue</b>	<b>Date and Time</b>	<b>Details of Special Resolution Passed</b>
2016-17	501, Pujit Plaza, Sector-11, CBD Belapur, Navi Mumbai - 400614	29/09/2017 at 11:00am	AGM of the company



Financial Year	Venue	Date and Time	Details of Special Resolution Passed
2015-16	501, Pujit Plaza, Sector-11, CBD Belapur, Navi Mumbai - 400614	30/09/2016 at 11.00 am	AGM of the company
2014-15	501, Pujit Plaza, Sector-11, CBD Belapur, Navi Mumbai - 400614	30/09/2015 at 11.00am	AGM of the company

During the year, no resolution has been passed though Postal Ballot.

## 8. MEANS OF COMMUNICATION

The Company recognizes the importance of two way communication with shareholders and of giving a proper reporting of results and progress and responds to questions/issues raised in a timely and consistent manner. Shareholders seeking information may contact the Company directly throughout the year. They also have an opportunity to ask questions in person at the Annual General Meeting.

- Website: Comprehensive information about the Company, and its business operations and investors information can be viewed at the Company website [www.dhruvconsultancy.in](http://www.dhruvconsultancy.in)
- Financial result: The half-yearly and annual results are regularly posted by the Company on its website. These are also submitted to the Stock Exchanges in accordance with the SEBI (LODR) Regulations, 2015.
- Annual Report: Annual Report containing inter alia audited Annual Accounts, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereof.
- Corporate Filing: Announcements, Shareholding Pattern, Analyst Presentations etc. of the Company is regularly filed by the Company with BSE Limited and is also available on the website of the Company.

## 9. DISCLOSURES

### i. Strictures and Penalties:

The Company has complied with all the requirements of the Listing Agreement with the Stock Exchanges as well as the regulations and guidelines of SEBI and other regulatory authorities. Consequently, no penalties were imposed or strictures passed against the Company by SEBI, Stock Exchanges or any other statutory authorities on any matter relating to capital markets since listing of its securities.

### ii. Disclosure of Accounting treatment:

In preparation of the Financial Statements, the Company has followed the Accounting Standards applicable to the Company

**iii. CEO/CFO Certification:**

Managing Director and Chief Financial Officer have furnished the requisite Certificates to the Board of Directors as per the regulations of SEBI (LODR) Regulations 2015.

**iv. Internal control system and their adequacy:**

The Company has adequate internal control procedures commensurate with its size and nature of business.

The Audit Committee of the Board of Directors periodically review the audit plans, internal audit reports and adequacy of internal controls and risk management.

**v. Related Party Transactions:**

The Company did not enter into any materially significant related party transactions, which had potential conflict with the interest of the Company at large. The register of contracts containing the transactions in which Directors are interested is placed before the Board regularly for its approval.

Transactions with the related parties are disclosed under Notes to Accounts 19 to the financial statements in the Annual Report. Further, the details of the policy are also posted on the website of the Company viz. [www.dhruvconsultancy.in](http://www.dhruvconsultancy.in)

**vi. Risk Management:**

The Company has defined and drafted a Risk Management Policy and has also set up a core group, which assesses the risks and lays down the procedure for minimization of the risks. The above will facilitate not only risk assessment and timely rectification but also help in minimization of risk associated with any strategic, operational, financial and compliance risk across all business operations.

**vii. Vigil Mechanism (Whistle Blower Policy):**

The Company has a vigil mechanism called "Whistle Blower Policy" with a view to provide a mechanism for Directors and employees of the Company to raise concerns of any violations of any legal or regulatory requirement, incorrect or misrepresentation of any financial statement and reports etc.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations.

**viii. Details of Compliance with Mandatory requirements and adoption of Non-mandatory/ discretion requirements:**

The Company has complied with all the mandatory requirements and adopted non-mandatory requirements of SEBI (LODR) Regulations, 2015, and is being reviewed by the Board from time to time.



The Company is complying with all mandatory requirements of SEBI (Listing and Disclosure Requirements), Regulation, 2015.

**i. Shareholders Rights:**

The complete Annual Report is sent to each and every Shareholder of the Company

**ii. Audit Qualifications:**

There are no Audit qualifications in Company's financial statement for the year under reference.

**iii. Reporting of Internal Auditor:**

The Internal Auditor of the Company reports to the Chairman of the Audit Committee and has direct access to the Audit Committee.

**10. GENERAL SHAREHOLDER INFORMATION**

Annual General Meeting - Day - Date - Time - Venue	Monday 10 <sup>th</sup> September, 2018 10:00 a.m. The Park Hotel, CBD Belapur, Navi Mumbai
Financial year	1 <sup>st</sup> April, 2017 to 31 <sup>st</sup> March, 2018
Date of Book Closure	4 <sup>th</sup> September, 2018 to 10 <sup>th</sup> September, 2018 (both days inclusive)
Dividend Payment Date (subject to approval of shareholders)	NA
Financial Results Calendar: - First Quarter results by - Second Quarter results by - Third Quarter results by - Fourth Quarter results by	NA 14 <sup>th</sup> November, 2018 NA 29 <sup>th</sup> May, 2019
Listing on Stock Exchange	<b>BSE Limited (BSE)</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001
Stock Code	BSE - 541302
Corporate Identification Number (CIN)	U74999MH2003PLC141887
ISIN for Equity Shares	INE506Z01015.

Note: Annual Listing Fees for the year 2018-19 has been paid to BSE.

**Stock Market Price Data**

Your Company was listed on May 10, 2018, Hence the data for the period of this report shall not be applicable.



**Registrars and Share Transfer Agent**

Link Intime India Private Limited  
C 101, 247 Park, L B S Marg,  
Vikhroli West, Mumbai 400 083  
Tel.: +91 22 49186270  
email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

Sharex Dynamic (India) Private Limited  
Unit-1, Luthra Industrial Premises,  
Safed Pool, Andheri (E), Mumbai 400072  
Tel.: +91 22 25815606  
email: [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com)

Shareholders are advised to send all correspondence related to equity shares in Physical & Dematerialized mode to the RTA. However for the convenience of the shareholders documents relating to shares received by the Company are forwarded to the RTA for necessary action thereon.

**Share Transfer System**

Presently, the Share Transfers which are received in physical form are processed by the Company and Registrars and Share Transfer Agents (RTA) and approved by the Board of Directors in their meeting and the share certificates are returned within a period of 10 to 15 days from the date of lodgement, subject to the transfer instrument being valid and complete in all respects.

**Reconciliation of Share Capital Audit**

A Company Secretary in Practice carried out a Reconciliation of Share Capital Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialised form (held with NSDL and CDSL).

**Shareholding as on 31st March, 2018**

i. Distribution of shareholding as on 31st March, 2018

Your Company was listed on May 10, 2018, Hence the data for the period of this report shall not be applicable.

Category	Number of Shares	Shareholding Percentage
Promoters*	99,99,960	100.00
Mutual Fund		
Financial Institutions / Banks		
FII/NRI/NR		
Other Bodies Corporate		
Other/Public	40	0.00
<b>Total</b>	<b>1,00,00,000</b>	<b>100.00</b>

\*includes Promoter Group and Individuals

**Dematerialisation of shares**

The Company's Equity Shares are held in dematerialised form by National Securities Depository Ltd. (NSDL) and Central Depository Services India Ltd. (CDSL) under ISIN No INE506Z01015.. As on 31st March, 2018, 99,99,960 shares were held in dematerialised mode and the balance 40 shares were held in physical mode.

**Associate / Consortium**

The Company has 1 (One) Associate Company.

The minutes of the Company are placed before the Board of Directors of the Company. The details of the policy for determining 'material subsidiaries' are posted on the website of the Company viz. [www.dhruvconsultancy.in](http://www.dhruvconsultancy.in)

**Address for Correspondence**

501, Pujit Plaza, Palm Beach Road, Sector - 11,  
Opp. K-Star Hotel, Near CBD Station, CBD Belapur,  
Navi Mumbai-400614, Maharashtra  
Email: [cs@dhruvconsultancy.in](mailto:cs@dhruvconsultancy.in)  
Tel • Fax: +91 22 27570710

**11. GREEN INITIATIVE**

Your Company is concerned about the environment and utilises natural resources in a sustainable way.

The Ministry of Corporate Affairs (MCA), Government of India, through its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011, respectively has allowed companies to send official documents to their shareholders electronically as part of its green initiatives in corporate governance.

Recognizing the spirit of the circular issued by the MCA, we henceforth propose to send documents like Notice convening the General Meetings, Financial Statements, Directors' Report, Auditors Report and other documents to the e-mail address provided by you with the relevant depositories.

We request you to update your mail address with your depository participants to ensure that the Annual Report and other documents reach you on your preferred mail.

# COMPLIANCE WITH THE **CORPORATE GOVERNANCE CODE OF CONDUCT**

To,

The Members of

**DHRUV CONSULTANCY SERVICES LIMITED**

Navi Mumbai

The Board has formulated the Code of Conduct for Business Ethics for all Directors and Senior Managers of the Company which has been posted on the website of the Company. It is hereby affirmed that all Directors and Senior Managers have complied with the Code of Conduct for Business Ethics framed by the Company and a confirmation to this effect for the year 2017-18 has been obtained from all Directors and Senior Managers.

By and on behalf of the Board of Directors  
For Dhruv Consultancy Services Limited

**Tanvi T. Auti**  
Managing Director

Place: Navi Mumbai

Date : June 30, 2018

# MD AND CFO'S CERTIFICATION



To

The Board of Directors

**DHRUV CONSULTANCY SERVICES LIMITED**

Navi Mumbai

Pursuant to Regulation 33 of the SEBI (LODR) Regulations, 2015, this is to certify that the Financial Results for the Year ended 31st March, 2018, do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading.

**For DHRUV CONSULTANCY SERVICES LIMITED**

**Tanvi T. Auti**

Managing Director

**Snehal L. Patil**

Chief Financial Officer

Place: Mumbai

Date: June 30, 2018

# INDEPENDENT AUDITOR'S REPORT

To  
The Members  
DHRUV CONSULTANCY SERVICES LIMITED

## **REPORT ON THE FINANCIAL STATEMENTS**

We have audited the accompanying Standalone financial statements of Dhruv Consultancy Services Limited ("the Company"), which comprises of the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

## **MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS**

The management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these financial statements that give a true and fair view, of the financial position and financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014.

This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.





## **AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## **OPINION**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2018, its profit & loss and its cash flows for the year ended on that date.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give Annexure "A" statement on the matters specified in paragraphs 3 and 4 of the Order.

As required by section 143(3) of the Act, we further report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.
- e. On the basis of written representations received from the directors as on March 31, 2018 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B" and
- g. In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
  - a. The Company does not have any pending litigations which would impact its financial position.
  - b. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.



- c. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund.

For **Chetan Joshi & Co.,**  
Chartered Accountants  
Firm Registration Number: 128063W

For **Mittal & Associates**  
Chartered Accountants  
Firm Registration Number: 106456W

**Chetan Kiran Joshi**  
Proprietor  
Membership No. 125904

**Mukesh Kumar Sharma**  
Partner  
Membership No. 134020

Place: Mumbai  
Date: 30<sup>th</sup> June, 2018

## Annexure – A

(Referred to in paragraph 7 Our Report of even date to the members of Dhruv Consultancy Services Limited, on the accounts of the company for the year ended 31st March, 2018)

- 1) In case of the Company's Fixed Assets
  - (a) According to the information and explanations given to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
  - (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
  - (c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.
- 2) According to the information and explanations given to us, the Company is engaged in the Consultancy for infrastructure projects and it does not have any inventory. Accordingly, reporting under clause 3(ii) of the Order is not applicable to the Company.
- 3) The Company has not granted any loans, secured or unsecured to Companies, firms, Limited Liability Partnerships or other parties covered in the Register maintained under Section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.



- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2018 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has generally been regular in depositing undisputed statutory dues including Income-Tax and any other statutory dues with the appropriate authorities.  
According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2018 for a period of more than six months from the date on when they become payable.  
(b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, Goods and Service Tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks and financial institutions. The Company has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments during the year under audit. The company has spent the amount, raised through term loans, for the purpose for which such loans were availed.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

- 11) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 12) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 13) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 15) The company is not required to be registered under section 45IA of the Reserve Bank of India Act, 1934.

For **Chetan Joshi & Co.**,  
Chartered Accountants  
Firm Registration Number: 128063W

For **Mittal & Associates**  
Chartered Accountants  
Firm Registration Number: 106456W

**Chetan Kiran Joshi**  
Proprietor  
Membership No. 125904

**Mukesh Kumar Sharma**  
Partner  
Membership No. 134020

Place: Mumbai  
Date: 30<sup>th</sup> June, 2018





## **Annexure – B**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of M/s. Dhruv Consultancy Services Limited ("the Company") as of 31st March, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### **MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI').

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **AUDITORS' RESPONSIBILITY**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- i. pertains to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- ii. provides reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- iii. Provides reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

Due to the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



## OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Chetan Joshi & Co.,**

Chartered Accountants

Firm Registration Number: 128063W

For **Mittal & Associates**

Chartered Accountants

Firm Registration Number: 106456W

**Chetan Kiran Joshi**

Proprietor

Membership No. 125904

**Mukesh Kumar Sharma**

Partner

Membership No. 134020

Place: Mumbai

Date: 30<sup>th</sup> June, 2018

# BALANCE SHEET As at March 31, 2018

Particulars	Note No.	31st March 2018 Amount (₹)	31st March 2017 Amount (₹)
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	1	10,00,00,000	38,00,000
(b) Reserves and Surplus	2	6,07,60,792	9,52,57,942
(c) Money received against share warrants		-	-
<b>(2) Share Application money pending allotment</b>		-	-
<b>(3) Non-Current Liabilities</b>			
(a) Long-Term Borrowings	3	9,63,37,733	7,98,02,691
(b) Deferred Tax Liabilities (Net)		33,20,071	-
(c) Other Long-Term Liabilities		-	-
(d) Long Term Provisions	4	54,83,828	-
<b>(4) Current Liabilities</b>			
(a) Short-Term Borrowings	5	9,98,70,394	6,31,51,270
(b) Trade Payables	6	2,16,91,533	2,29,69,194
(c) Other Current Liabilities	7	11,39,21,558	3,99,18,651
(d) Short-Term Provisions		1,16,130	-
<b>Total Equity &amp; Liabilities</b>		<b>50,15,02,039</b>	<b>30,48,99,747</b>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>		<b>6,93,67,496</b>	<b>5,53,81,734</b>
(a) Fixed Assets	8	6,93,67,496	5,47,43,199
(i) Proper, Plant and Equipment		6,93,67,496	5,47,43,199
(ii) Intangible Assets		-	-
(iii) Capital Work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments	9	-	94,931
(c) Deferred tax assets (net)		-	5,43,604
(d) Long term loans and advances		-	-
(e) Other non-current assets		-	-
<b>(2) Current Assets</b>		<b>43,21,34,543</b>	<b>24,95,18,013</b>
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade receivables	10	26,03,21,213	14,99,84,724
(d) Cash and cash equivalents	11	4,82,25,272	1,35,38,133
(e) Short-term loans and advances	12	2,18,54,023	4,67,15,396
(f) Other current assets	13	10,17,34,036	3,92,79,761
<b>Total Assets</b>		<b>50,15,02,039</b>	<b>30,48,99,747</b>
Significant Accounting Policies	19		
As per our report of even date			

**For Mittal & Associates**

Chartered Accountants  
Firm's Registration Number: 106456W

**Mukesh Kumar Sharma**  
Partner  
Membership No. 134020  
Place: Navi Mumbai  
Date: 30<sup>th</sup> June. 2018

**For Chetan Joshi & Co.**

Chartered Accountants  
Firm's Registration Number: 128063W

**Chetan Kiran Joshi**  
Proprietor  
Membership No. 125904

**For and on behalf of the Board of Directors of  
Dhruv Consultancy Services Limited**  
CIN: U74999MH2003PLC141887

**Tanvi T. Auti** **Pandurang Dandawate**  
Managing Director Director  
(DIN: 07618878) (DIN:01202414)

**Snehal L. Patil** **Isha S. Kulkarni**  
Chief Financial Officer Company Secretary



# STATEMENT OF PROFIT & LOSS

## For the year ended March 31, 2018

Sr. No	Particulars	Note No.	31st March 2018 Amount (₹)	31st March 2017 Amount (₹)
I	Revenue from operations	14	43,38,94,948	30,44,08,098
II	Other Income	15	93,44,139	2,12,962
III	<b>Total Revenue (I +II)</b>		<b>44,32,39,087</b>	<b>30,46,21,060</b>
IV	<b>Expenses:</b>			
	Cost of materials consumed		-	
	Purchase of Stock-in-Trade			-
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	-
	Employee Benefit Expenses	16	11,43,90,624	6,46,70,371
	Financial Costs	17	1,99,50,189	1,86,56,033
	Depreciation and Amortisation Expenses		78,95,218	83,93,559
	Other Administrative Expenses	18	20,04,47,111	15,79,91,676
	<b>Total Expenses (IV)</b>		<b>34,26,83,141</b>	<b>24,97,11,638</b>
V	Profit before exceptional and extraordinary items and tax	(III - IV)	<b>10,05,55,945</b>	<b>5,49,09,422</b>
VI	Exceptional Items		-	-
VII	Profit before extraordinary items and tax (V - VI)		<b>10,05,55,945</b>	<b>5,49,09,422</b>
VIII	Extraordinary Items		-	-
IX	Profit before tax (VII - VIII)		<b>10,05,55,945</b>	<b>5,49,09,422</b>
X	<b>Tax expense:</b>			
	(1) Current tax		2,78,39,203	1,95,34,644
	(2) Deferred tax		38,63,675	(5,40,566)
XI	Profit(Loss) for the period from continuing operations	(IX-X)	<b>6,88,53,068</b>	<b>3,59,15,344</b>
XII	Profit/(Loss) from discontinuing operations		-	-
XIII	Tax expense of discounting operations		-	-
XIV	Profit/(Loss) from Discontinuing operations (after tax) (XII - XIII)		-	-
XV	Profit/(Loss) for the period (XI + XIV)		<b>6,88,53,068</b>	<b>3,59,15,344</b>
XVI	Earning per equity share:			
	(1) Basic		6.89	3.61
	(2) Diluted		6.89	3.61
	<b>Significant Accounting Policies</b>	<b>19</b>	<b>-</b>	

**For Mittal & Associates**

Chartered Accountants  
Firm's Registration Number: 106456W

**Mukesh Kumar Sharma**  
Partner

Membership No. 134020

**Place: Navi Mumbai**

**Date: 30<sup>th</sup> June, 2018**

**For Chetan Joshi & Co.**

Chartered Accountants  
Firm's Registration Number: 128063W

**Chetan Kiran Joshi**  
Proprietor  
Membership No. 125904

**For and on behalf of the Board of Directors of  
Dhruv Consultancy Services Limited**  
CIN: U74999MH2003PLC141887

**Tanvi T. Auti** **Pandurang Dandawate**  
Managing Director *Director*  
(DIN: 07618878) (DIN:01202414)

**Snehal L. Patil** **Isha S. Kulkarni**  
Chief Financial Officer *Company Secretary*

# CASH FLOW STATEMENT

## For the year ended March 31, 2018

Sr No.	Particulars	Year Ended On 31.03.2018		Year Ended On 31.03.2017	
		Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
I	<b>Cash Flow from Operating Activities</b>				
	Net Profit before tax and extraordinary items as per Statement of Profit & Loss		10,05,55,945		5,49,09,422
	<b>Add:</b>				
	Depreciation and preliminary expenses w/off	78,95,218		83,93,559	
	Finance Cost	1,99,50,189		1,86,56,033	
	<b>Less:</b>				
	Interest Income	93,44,139		2,12,962	
	<b>Cash generated from operations</b>	<b>11,90,57,213</b>		<b>8,17,46,052</b>	
	Less: Tax paid during the year	2,78,39,203		1,95,34,644	
	<b>Cash flow from operating activities before Workings Capital Changes</b>	<b>9,12,18,011</b>		<b>6,22,11,408</b>	
	<b>Add:</b>				
	Increase in Short Term Borrowings	3,67,19,124		3,94,13,342	
	Decrease in Short Term Loan & Advances	2,48,61,373		-	
	Increase in Short Term Provision	1,16,130		-	
	Increase Trade Payables	-		59,92,624	
	Increase in Other Current Liabilities	7,40,02,908		1,54,82,399	
		13,56,99,534		6,08,88,365	
	<b>Less:</b>				
	Decrease in Trade Payables	12,77,661		-	
	Increase in Trade Receivables	11,03,36,489		5,68,64,115	
	Increase in Short Term Advances	-		1,51,86,051	
	Increase in Other Current Assets	6,24,54,275		2,84,23,890	
		17,40,68,424		10,04,74,055	
	<b>Net Cash Flow from Operating activities</b>	<b>5,28,49,121</b>		<b>2,26,25,717</b>	





Sr No.	Particulars	Year Ended On 31.03.2018		Year Ended On 31.03.2017	
		Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
II	<b>Cash Flow from Investing Activities</b>				
	Purchase of Fixed Asset	(2,41,85,905)		(3,12,26,735)	
	Sale of Other Non-Current Assets	94,931		62,414	
	Interest Income	93,44,139		2,12,962	
	<b>Net Cash Flow from Investing Activities</b>	<b>(1,47,46,835)</b>		<b>(3,09,51,359)</b>	
III	<b>Cash Flow from Financing Activities</b>				
	Shares issued during the year	-		8,00,000	
	Loan Given/Repayment made	(8,35,22,135)		8,40,98,643	
	Loan Repayment Recd/Obtained	10,00,57,177		(5,78,54,643)	
	Finance Cost	(1,99,50,189)		(1,86,56,033)	
	<b>Net Cash Flow from Financing Activities</b>	<b>(34,15,147)</b>		<b>83,87,967</b>	
	<b>NET INCREASE/(DECREASE) IN CASH</b>		<b>3,46,87,139</b>		<b>62,326</b>
	<b>CASH AT THE BEGINNING</b>		<b>1,35,38,133</b>		<b>1,34,75,810</b>
	<b>CASH AT THE END</b>		<b>4,82,25,272</b>		<b>1,35,38,136</b>

#### For Mittal & Associates

Chartered Accountants  
Firm's Registration Number: 106456W

**Mukesh Kumar Sharma**  
Partner  
Membership No. 134020  
**Place: Navi Mumbai**  
**Date: 30<sup>th</sup> June, 2018**

#### For Chetan Joshi & Co.

Chartered Accountants  
Firm's Registration Number: 128063W

**Chetan Kiran Joshi**  
Proprietor  
Membership No. 125904

#### For and on behalf of the Board of Directors of Dhruv Consultancy Services Limited

CIN: U74999MH2003PLC141887

<b>Tanvi T. Auti</b> Managing Director (DIN: 07618878)	<b>Pandurang Dandawate</b> Director (DIN: 01202414)
<b>Snehal L. Patil</b> Chief Financial Officer	<b>Isha S. Kulkarni</b> Company Secretary

# NOTES TO FINANCIAL STATEMENTS

## For the year ended March 31, 2018

Notes forming Integral Part of the Balance Sheet as at March 31, 2018

### Note: 1

#### Share Capital

Sr. No	Particulars	As at 31st March 2018		As at 31st March 2017	
		No of Shares	Amount	No of Shares	Amount
1	<b>Authorised Share Capital</b> Equity Shares of Rs 10.00 each	1,50,00,000	15,00,00,000	10,00,000	1,00,00,000
	<b>Total</b>	<b>1,50,00,000</b>	<b>15,00,00,000</b>	<b>10,00,000</b>	<b>1,00,00,000</b>
2	<b>Issued Share Capital</b> Equity Shares of Rs 10.00 each	1,00,00,000	10,00,00,000	3,80,000	38,00,000
	<b>Total</b>	<b>1,00,00,000</b>	<b>10,00,00,000</b>	<b>3,80,000</b>	<b>38,00,000</b>

(Out of the above 96,20,000 shares are issued for consideration other than cash at par value)

### Note: 1-2

#### Reconciliation of Share Capital

Sr. No	Particulars	As at 31st March 2018		As at 31st March 2017	
		Number	Amount	Number	Amount
1	<b>Equity Shares (Face Value Rs 10)</b>				
	Shares outstanding at the beginning of the year	3,80,000	38,00,000	3,00,000	30,00,000
	Shares Issued during the year	96,20,000	9,62,00,000	80,000	8,00,000
	Shares bought back during the year	-	-	-	-
	Shares outstanding at the end of the year	1,00,00,000	10,00,00,000	3,80,000	38,00,000

### Note: 1-3 Shareholding Pattern

(in case of share holders holding more than 5% of total number of shares issued, subscribed and paid up)

Sr. No	Name of Shareholder	Equity Shares			
		As at 31st March 2018		As at 31st March 2017	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Pandurang B Dandwate	39,47,360	39.47%	1,50,000	39.47%
2	Jayashree P Danadawate	28,94,740	28.95%	1,10,000	28.95%
3	Prutha Dandawate	15,78,914	15.79%	60,000	15.79%
4	Tanvi P Dandawate	15,78,950	15.79%	60,000	15.79%
	<b>Total</b>	<b>99,99,964</b>	<b>100</b>	<b>3,80,000</b>	<b>100%</b>

### Note: 1-4

- During the year FY 2017-18, allotted 96,20,000 Equity shares as fully paid-up by way of Bonus Shares
- For the period of five years immediately preceding the date as at which Balance Sheet is prepared the Company has not:
  - Allotted any shares in pursuance to contract(s) without payment being received in Cash.
  - Bought back any shares



Notes forming Integral Part of the Balance Sheet as at March 31, 2018

**Note: 2**

**Reserves & Surplus**

Sr. No	Particulars	31st March 2018 Amount (₹)	31st March 2017 Amount (₹)
1	<b>Surplus</b>		
	Opening Balance	9,52,57,942	5,93,42,598
	Add: Current year transfer	6,88,53,068	3,59,15,344
	Less: Bonus Shares issued	9,62,00,000	-
	Prior Period Item	71,50,218	
	Closing Balance	6,07,60,792	9,52,57,942
	<b>Total</b>	<b>6,07,60,792</b>	<b>9,52,57,942</b>

**Note: 3**

**Long Term Borrowings**

Sr. No	Particulars	31st March 2018 Amount (₹)	31st March 2017 Amount (₹)
1	<b>Secured</b>	<b>8,84,05,022</b>	<b>7,76,79,013</b>
a	From Banks	7,51,37,004	2,84,37,700
b	From Others	1,32,68,018	4,92,41,313
2	<b>Unsecured</b>	<b>79,32,711</b>	<b>21,23,678</b>
a	Loans and advances from related Parties	45,02,711	21,23,678
b	Other Loans and Advances	34,30,000	-
	<b>Total</b>	<b>9,63,37,733</b>	<b>7,98,02,691</b>

**Note: 4**

**Long Term Provisions**

Sr. No	Particulars	31st March 2018 Amount (₹)	31st March 2017 Amount (₹)
1	Provision for Gratuity	54,83,828	-
	<b>Total</b>	<b>54,83,828</b>	<b>-</b>

Notes forming Integral Part of the Balance Sheet as at March 31, 2018

**Note: 5**

**Short Term Borrowings**

Sr. No	Particulars	31st March 2018 Amount (₹)	31st March 2017 Amount (₹)
<b>1</b>	<b>Secured</b>	<b>9,98,70,394</b>	<b>6,31,51,270</b>
(i)	Bank Overdraft	8,03,58,810	4,31,85,517
(ii)	Bill Discounting	1,95,11,584	1,99,65,753
	<b>Total</b>	<b>9,98,70,394</b>	<b>6,31,51,270</b>

**Note: 6**

**Trade Payables**

Sr. No	Particulars	31st March 2018 Amount (₹)	31st March 2017 Amount (₹)
1	Micro, Small and Medium Enterprises	-	-
2	Others	2,16,91,533	2,29,69,194
	<b>Total</b>	<b>2,16,91,533</b>	<b>2,29,69,194</b>

**Note: 7**

**Other Current Liabilities**

Sr. No	Particulars	31st March 2018 Amount (₹)	31st March 2017 Amount (₹)
a)	Duties and Taxes	7,24,99,733	2,60,48,305
b)	Office Staff Salary	3,01,08,342	1,20,73,229
c)	Other Liabilities	23,24,783	-
d)	EMD Deposit	6,50,000	-
e)	Security Deposit	15,00,000	-
f)	Advances received from Debtors	68,38,700	17,97,116
	<b>Total</b>	<b>11,39,21,558</b>	<b>3,99,18,650</b>

**Note: 8**  
**Property, Plant & Equipment**

Property, Plant and Equipment	Gross Block				Accumulated Depreciation for the year				Net Block	
	Useful Life	Opening Balance 1 April 2017	Additions	Disposals	Balance as at 31 March 2018	Opening balance	Total Depreciation charged for the year	On disposals	Balance as at 31 March 2018	Balance as at 31 March 2017
	Years	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
<b>Tangible Assets</b>										
<b><u>BUILDING</u></b>										
Office premises	60	1,14,60,750	1,74,10,641	-	2,88,71,391	-	27,38,654	-	27,38,654	1,14,60,750
<b><u>COMPUTERS</u></b>	3	40,07,506	10,37,224	-	50,44,730	30,28,389	7,82,609		38,10,998	9,79,117
<b><u>ELECTRICAL EQUIPMENTS</u></b>	10	14,42,439	3,21,577	-	17,64,016	5,78,219	2,35,572		8,13,791	8,64,220
<b><u>FURNITURE &amp; FIXTURES</u></b>	10	38,98,665	5,81,860	-	44,80,525	16,54,341	1,20,957		17,75,298	22,44,324
<b><u>MOTOR CAR</u></b>	8	1,59,62,172	41,86,930	-	2,01,49,102	91,23,429	24,36,782		1,15,60,211	68,38,743
<b><u>PLANT AND MACHINERY</u></b>	15	3,72,75,646	6,47,673	-	3,79,23,319	49,19,602	32,47,034		81,66,636	3,23,56,044
<b>Total (i)</b>		<b>7,40,47,178</b>	<b>2,41,85,905</b>	<b>-</b>	<b>9,82,33,083</b>	<b>1,93,03,979</b>	<b>95,61,608</b>	<b>-</b>	<b>2,88,65,587</b>	<b>5,47,43,199</b>
<b>Previous Year</b>		4,28,20,443	3,12,26,735	-	7,40,47,178	1,09,10,420	83,93,559	-	1,93,03,979	3,19,10,023
										5,47,43,199



Notes forming Integral Part of the Balance Sheet as at March 31, 2018

**Note: 9**

**Non-current investments**

Sr. No	Particulars	31st March 2018 Amount (₹)	31st March 2017 Amount (₹)
1	Investment in Mutual Fund	-	94,931
	<b>Total</b>	<b>-</b>	<b>94,931</b>

**Note: 10**

**Trade Receivables**

Sr. No	Particulars	31st March 2018 Amount (₹)	31st March 2017 Amount (₹)
1	Outstanding for more than six months from date they become due for payment	10,01,45,519	6,11,69,822
2	Outstanding for less than six months from date they become due for payment	16,01,75,694	8,88,14,902
	<b>Total</b>	<b>26,03,21,213</b>	<b>14,99,84,724</b>

**Note: 11**

**Cash & Cash equivalents**

Sr. No	Particulars	31st March 2018 Amount (₹)	31st March 2017 Amount (₹)
1	Cash in Hand	29,899	10,49,331
2	Bank Accounts	2,35,18,730	34,54,002
3	BG Margin	2,27,95,783	-
4	FD maturing within 12 months	18,80,864	90,34,802
	<b>Total</b>	<b>4,82,25,277</b>	<b>1,35,38,135</b>

**Note: 12**

**Short Term Loans and Advances**

Sr. No	Particulars	31st March 2018 Amount (₹)	31st March 2017 Amount (₹)
1	Other Advances	2,18,54,023	4,67,15,396
	<b>Total</b>	<b>2,18,54,023</b>	<b>4,67,15,396</b>

**Note: 13**

**Other Current Assets**

Sr. No	Particulars	31st March 2018 Amount (₹)	31st March 2017 Amount (₹)
1	Prepaid Expenses	14,09,866	10,63,006
2	Accrued Interest	14,40,975	5,98,313
3	Deposit	76,98,384	80,87,507
4	Retention money	3,62,35,814	1,04,43,893
5	TDS Asset	5,22,04,782	1,86,83,720
6	WCT TDS	-	4,03,322
7	Advances for proposed Initial Public Offer	27,44,215	-





Notes forming Part of the Statement of Profit and Loss for the Statement of Profit and Loss for the year ended March 31, 2018

**Note: 14**

**Revenue from Operations**

Sr. No	Particulars	31st March 2018 Amount (₹)	31st March 2017 Amount (₹)
1	<b>Sales Account</b>	<b>43,38,94,948</b>	<b>30,44,08,098</b>
a)	Consultancy Charges	43,38,94,948	30,44,08,098
	<b>Grand Total</b>	<b>43,38,94,948</b>	<b>30,44,08,098</b>

**Note: 15**

**Other Income**

Sr. No	Particulars	31st March 2018 Amount (₹)	31st March 2017 Amount (₹)
1	<b>Other Non-Operating Income</b>	<b>93,44,139</b>	<b>2,12,962</b>
	Interest Received on FD	10,67,685	1,11,483
	Interest Received on IT Refund	1,31,138	1,04,840
	Discount Received	4,518	
	Capital Gains/loss on sale of shares/Mutual Funds	-	3,361
	Balances written back	81,40,798	
	<b>Total</b>	<b>93,44,139</b>	<b>2,12,962</b>

**Note: 16**

**Employee Benefit Expenses**

Sr. No	Particulars	31st March 2018 Amount (₹)	31st March 2017 Amount (₹)
1	Salaries and Wages	10,77,71,589	5,88,75,570
2	Directors Remuneration	56,12,500	35,89,595
3	Staff Welfare Expenses	7,89,330	3,83,755
4	Others	2,17,205	18,21,451
	<b>Total</b>	<b>11,43,90,624</b>	<b>6,46,70,371</b>

Notes forming Part of the Statement of Profit and Loss for the Statement of Profit and Loss for the year ended March 31, 2018

**Note: 17**

**Financial Cost**

Sr. No	Particulars	31st March 2018 Amount (₹)	31st March 2017 Amount (₹)
1	Interest on Loan	1,53,34,585	1,38,08,468
2	BG Commission Charges	19,99,881	-
3	Foreclosure Charges	2,60,195	9,26,879
4	Interest on Bill Discounting	12,64,955	9,18,592
5	Processing Fees	10,90,573	30,02,095
	<b>Total</b>	<b>1,99,50,189</b>	<b>1,86,56,034</b>

**Note: 18**

**Other Administrative Expenses**

Sr. No	Particulars	31st March 2018 Amount (₹)	31st March 2017 Amount (₹)
1	Auditor's Remuneration	3,00,000	3,00,000
2	Professional Fees and Consultancy Charges	10,82,48,851	9,45,67,194
3	Power and Fuel Expenses	8,55,063	9,19,408
4	Rates and Taxes	1,03,484	1,40,970
5	Insurance Expenses	37,34,243	22,80,983
6	Rent Expenses	38,03,658	30,03,738
7	Miscellaneous Expenses	8,34,01,813	5,67,79,383
		-	-
	<b>Total</b>	<b>20,04,47,111</b>	<b>15,79,91,676</b>

## Notes forming Part of the Financial Statements



### **Note:19**

#### **SIGNIFICANT ACCOUNTING POLICIES**

The financial statements are prepared to comply in all material aspects with the applicable accounting principles in India, the accounting standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 2013.

#### **Basis of Preparation:**

The financial statements have been prepared and presented under the historical cost convention on the accrual basis of accounting and comply with Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 2013, to the extent applicable. The financial statements are presented in Rupees, unless otherwise stated.

During the year, the figures of the previous year have been regrouped and recast wherever necessary to confirm to the groupings of the current year.

#### **Use of Estimates:**

The preparation of the financial statements in conformity with the Generally Accepted Accounting Principles (GAAP) requires the management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues, and expenses and disclosure of contingent assets and liabilities. The estimates and the assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date the financial statements. Actual results may differ from the estimates and assumptions used in preparing the accompanying financial statements. Any differences of actual results to such estimates are recognized in the period in which the results are known / materialized.

#### **Revenue Recognition:**

Revenue / Income and Cost / Expenditure are generally accounted on accrual as they are earned or incurred except in case of significant uncertainties. Sales comprise of sale of services, net of trade discount, Service Tax and GST.

#### **Property, Plant and Equipment and Depreciation:**

Property, Plant & Equipment are stated at cost, less accumulated depreciation and impairment loss, if any. Cost comprises the purchase price and attributable cost of bringing the asset to its working condition for its intended use.

Depreciation on Property, Plant and Equipment is provided on written down value based on the useful life and the manner prescribed under the schedule II of the Companies Act, 2013

Depreciation on Property, Plant and Equipment added / disposed off / discarded during the year is provided on pro-rata basis with reference to the month of addition / disposal / discarding.

**Impairment of Assets:**

In accordance with AS-28 'Impairment of Assets' issued by the Institute of Chartered Accountancy of India, the carrying amounts of the Company's Assets are reviewed at each Balance Sheet date to determine whether there is any impairment. The recoverable amount if the assets ( or where applicable, that of the cash generating unit to which the asset belongs ) is estimated as the higher of its net selling price and its value in use. An impairment loss is recognized whenever the carrying amount of an asset or a cash generating unit exceeds its recoverable amount. Impairment loss is recognized in Profit and Loss Account or against revaluation surplus where applicable.

**Investments:**

Current investments are carried at the lower of cost or quoted / fair value, computed category wise. Long term investments are stated at cost. Provision for diminution in the value of long term investments is made only if such a decline is other than temporary in the opinion of the management.

*Taxation:*

Income tax expenses comprises of Current Income Tax and Deferred Tax..

*Current Taxes:*

Provision for current income tax is recognized in accordance with the provisions of Indian Income Tax Act, 1961 and is made annually based on tax liability after taking credit for tax allowances and exemptions.

*Deferred Taxes:*

Deferred Tax assets and liabilities are recognized for future tax consequences attributable to timing differences that result between profits offered for income taxes and the profits as per the financial statements. Deferred Tax Assets and liabilities are measured using the tax rates and the tax laws that have been enacted substantively enacted at the balance sheet date. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in the period that include the enactment date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realised in the future, however, where there is unabsorbed depreciation or carry forward loss under taxation laws, deferred tax assets are recognized only if there is virtual certainty, supported by convincing evidence of recognition of such assets. Deferred tax assets are reassessed for appropriateness of their respective carrying values at each balance sheet date.

**Foreign Currency Transactions:**

The company has neither earned nor incurred expenditure in foreign currency



## Related Party Transactions

Disclosure requirements as per Accounting Standard 18 (AS-18) "Related Party Disclosure" issued by the Institute of Chartered Accountants of India.

- i) List of Related Parties:
  - a. Associate companies where managing directors or relatives of managing directors are Directors:
    - i. Samarth Softech Solutions Pvt. Ltd.
  - b. Key Management Personnel
    - i. Pandurang B. Dandawate
    - ii. Sandeep B. Dandawate
    - iii. Jayashree P. Dandawate
    - iv. Milind V. Kulkarni
    - v. Tanvi T. Auti
- ii) Particulars of transactions during the year with Related Parties:

Name	Relationship	Nature of Transaction	Amount of Transaction upto 31.03.2018	Amount of transaction upto 31.03.2017
Jayashree P. Dandawate	Director	Remuneration	8,42,428	1,26,000
		Loan Taken	2,42,20,094	11,90,036
		Loan Repaid	1,97,17,383	12,50,000
Pandurang B Dandawate	Director	Remuneration	-	9,20,095
		Loan Taken	1,46,67,500	1,18,24,000
		Loan Repaid	93,92,635	68,05,000
Tanvi T. Auti	Director	Remuneration	11,17,375	11,15,000
		Loan Taken	-	1,00,000
Pandurang B Dandawate HUF	Karta of HUF is Director	Loan Taken	1,00,44,789	91,93,000
		Loan Repaid	1,02,83,534	94,00,000

Name	Relationship	Nature of Transaction	Amount of Transaction upto 31.03.2018	Amount of transaction upto 31.03.2017
Prutha P. Dandawate	Daughter of Director	Salary	6,23,255	6,00,000
		Loan Taken	80,50,000	-
		Loan Repaid	80,50,000	55,000
Sandeep B. Dandawate	Director	Remuneration	10,73,795	10,08,750
		Loan Taken	10,00,000	-
		Loan Repaid	10,00,000	-
Milind V. Kulkarni	Director	Remuneration	17,75,302	16,86,000
		Loan Taken	-	17,00,000
		Loan Repaid	-	17,00,000
Samarth Softech Solutions Pvt Ltd	Company in which Directors' brother hold substantial interest	Professional Fees	1,97,94,204	1,28,92,184
		Advance against Service	-	46,49,143
		Loan Taken	2,14,00,000	-
		Loan Repaid	2,14,00,000	-

iii) Particulars of Outstanding Balance Payable at the end of the year to Related Parties:

Name	Nature of Transaction	2017-18 (₹)
Jayashree P. Dandawate	Remuneration	2,42,425/-
	Unsecured Loan	45,02,711/-
Pandurang B Dandawate	Unsecured Loan	2,55,865/-
Tanvi T. Auti	Remuneration	1,72,425/-
Prutha P Dandawate	Remuneration	2,29,255/-
Sandeep B Dandawate	Remuneration	4,11,945/-
Milind V Kulkarni	Remuneration	9,34,902/-
Samarth Softech Solutions Pvt. Ltd.	Professional Fees	3,07,900/-





### Earnings per share:

The basic earnings per equity share are computed by dividing the net profit attributable to the equity shareholders for the period by the weighted average number of equity shares outstanding during the reporting period. The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share, and also the weighted average number of equity shares, which may be used on the conversion of all dilutive potential shares, unless the results would be anti-dilutive.

Basic/ Diluted Earnings per share		2017-18	2016-17
Profit / (Loss) after tax (₹ in lacs)	(A)	688.53	359.15
Weighted Avg. No. of Shares (No. in lacs)	(B)	100.00	99.60
Earnings per share (₹)	(A/B)	6.89	3.61

### Deferred Taxation:

Deferred tax credit has been recognized in respect of the timing difference between accounting income and taxable income on accounting of depreciation and Gratuity.

Accumulated deferred tax asset as at 01.04.2017	₹ 5,43,604/-
Provided during the year under review on account of timing difference of depreciation between Company Law & Income Tax Law and provision for gratuity made during the year.	₹ 38,63,675/-
Balance accumulated deferred tax liability as at 31.03.2018	₹ 33,20,071/-

### Provisions & Contingencies:

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources embodying economic benefits and a reliable estimate can be made of the amount of obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

### Cash Flow Statement:

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future, operating cash receipts or payments and item of income or expenses associated with investing and financing cash flows. The cash flows from Operating, Investing and Financing activities of the Company are segregated.

#### For Mittal & Associates

Chartered Accountants  
Firm's Registration Number: 106456W

**Mukesh Kumar Sharma**  
*Partner*  
Membership No. 134020  
**Place: Navi Mumbai**  
**Date: 30<sup>th</sup> June, 2018**

#### For Chetan Joshi & Co.

Chartered Accountants  
Firm's Registration Number: 128063W

**Chetan Kiran Joshi**  
*Proprietor*  
Membership No. 125904

#### For and on behalf of the Board of Directors of Dhruv Consultancy Services Limited CIN: U74999MH2003PLC141887

<b>Tanvi T. Auti</b> <i>Managing Director</i> (DIN: 07618878)	<b>Pandurang Dandawate</b> <i>Director</i> (DIN:01202414)
<b>Snehal L. Patil</b> <i>Chief Financial Officer</i>	<b>Isha S. Kulkarni</b> <i>Company Secretary</i>

