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DHANASHREE ELECTRONICS LIMITED

Salt Lake Electronics Complex, Block-EP & GP, Plot No.XI-16,
Sector-V, Kolkata-7000091

BOARD OF DIRECTORS

Mr Madan Gopal Maheshwari	(DIN00345482)
Mr Nitesh Kumar Toshniwal	(DIN00052422)
Mr Bhinwraj Kabra	(DIN00052377)
Mr Murarilal Jhanwar	(DIN00052519)
Mr Vijay Kumar Sharma	(DIN00052546)
MS Shruti Toshniwal	(DIN01654074)

AUDITORS

Bijan Ghosh & Associates (Firm Registration No-323214E)
C-16, Green Park
P.Majumder Road
Kolkata-700078

COMPANY SECRETARY

Mr Ananda Bhattacharyya

BANKERS

Union Bank of India
Axis Bank Limited
State Bank of Mysore

REGISTERED OFFICE

Plot No-XI-16, Block-EP&GP
Sector-V, Saltlake city
Kolkata- 700091
Phone -033 40633017/3016
Email-info@rashmilighting.com

SHARE TRANSFER AGENT AND REGISTRAR

M/s Maheshwari Datamatics Private Limited
23, R.N. Mukherjee Road, 5th Floor, Kolkata-700001
Ph-2248-2248, Fax-(033)22484787
Email-mdpldc@yahoo.com

DHANASHREE ELECTRONICS LIMITED

CIN-L31103WB1987PLC042594

www.rashmilighting.com

Salt Lake Electronic Complex, Block-EP & GP, Plot No. XI-16, Sector-V, Kolkata-7000091

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the thirty first Annual General Meeting of the members of M/s Dhanashree Electronics Limited will be held on Friday, 28th day of September, 2018 at 9.00 a.m. at the Registered Office of the company situated at Plot No-XI-16, Block-EP&GP Sector-V, Saltlake city, Kolkata-700091 to transact the following business.

AS ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ending 31st March 2018 together with the Reports of the Board of Directors and the Auditors thereon

2. To appoint Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration and to consider if thought fit to pass with or without modification(s), the following resolution as an ordinary resolution

RESOLVED THAT pursuant to the provision of section 139 of the Companies Act 2013 and Rules made there under including any statutory modification(s) or re enactment there of for the time being in force and pursuant to the recommendations of the Audit Committee of the Board M/s Bijan Ghosh & Associates, Chartered Accountants (Firm Registration No-323214E), C-16, Green Park, P. Majumder Road, Kolkata-700078 be and is hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company and the Board of Directors of the Company be and is hereby authorised to fix the remuneration considering the recommendation of the Audit Committee

3. To appoint a Director in place of MS Shruti Toshniwal (DIN:01654074), who retires by rotation and being eligible, offers herself for reappointment.

Date-01/09/2018

Registered Office

Salt Lake Electronics Complex
Block-EP&GP, Plot No-XI-16
Sector-V, Kolkata-700091

By the Order of the Board

Ananda Bhattacharyya
(Company Secretary)

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIM/HER. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE THE INSTRUMENT APPOINTING THE PROXY MUST REACH THE REGISTERED OFFICE OF THE COMPANY NOTLESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act as proxy on behalf of the members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the Paid up Capital of the Company carrying voting rights.
2. A member holding more than ten percent of the Paid up Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting. Members are requested to notify to the Registrar of the Company M/s. Maheshwari Datamatics Private Limited, 23, R.N. Mukherjee Road, Kolkata-700001 for any change in their address.
3. The Register of Members and Equity Share Transfer Registers will remain closed from 22/09/2018 to 28/09/2018 (both days inclusive).
4. Proxies shall be made available for inspection during 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the Meeting.
5. Members are requested to bring their attendance slip along with their copy of the Annual Report to the Meeting. Members are requested to affix their signatures at the space provided on the attendance slip annexed to the proxy form and hand over the slip at the entrance to the place of the Meeting.
6. Members who hold shares in dematerialised form are requested to bring their client ID and DP ID for easy identification of attendance at the Meeting.
7. Members holding shares in dematerialised form are requested to intimate immediately any changes in their addressor bank, NECS, ECS mandates, email, nomination, power of attorney etc to their Depository participant which will be automatically reflected in the company's records and will help the company and RTA to give better service
8. Members holding shares in physical form are requested to consider converting their holdings to dematerialised form to eliminate risk associated with physical shares
9. Members desiring any information on the accounts for the financial year ended on 31/03/2018 are requested to write to the company at least 10 days in advance, so that the management is enabled to keep the informations ready at the meeting.
10. SEBI has mandated the submission of the PAN by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN

to their Depository Participant(s). Members holding shares in physical form shall submit their PAN to the company.

11. Electronic copy of the Annual Report 2018 along with the notice of the Annual General Meeting of the company interalia indicating the process and manner of e voting along with the attendance slip and proxy form is being sent to all the members whose email id are registered with the company/ RTA unless any member requested for any hard copy of the same. Members who have not given their email address, physical copies will be send to them in the permitted mode. Beside this the requisite documents will be also exhibited in the website of the company
12. The Attendance Slip / Proxy form are being despatched to all the members along with the notice of the company
13. The members who have cast their vote through e voting system may be also allowed to attend the meeting but will not be allowed to cast their vote again.
14. The period of e voting shall commence on 25th September, 2018 at 9 a.m. and will end on 27th September, 2018 at 5 p.m. during this period members holding shares in dematerialised form or physical form as on the cut off date of 21st September, 2018 may cast their vote through e voting system. The e voting module will be displayed by NSDL. Once the vote is cast the members will not be allowed to change it subsequently.

Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and clause 35B of the Listing Agreement, Members are provided with the facilities to cast their votes on all resolutions set forth in the Notice of the AGM using electronic voting system provided by The National Depository Services (India) Ltd. (NSDL).

the manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. The e-Voting particulars are provided at the bottom of the Attendance Slip for the 31ST Annual General Meeting (AGM):

The e-voting period begins on 25/09/2018 from 9.00 A.M. and ends on 27/09/2017 till 5.00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off/entitlement date of may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

The Instructions for E-Voting are as under:

Those shareholders who are registered with NSDL will get their User ID / PIN through mail

- a. Log on to the e-voting website: www.evoting.nsdl.com during the voting period.
- b. Click on "Shareholders" tab

- c. Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip alongwith "DHANASHREE ELECTRONICS LTD" from the drop down menu and click on "SUBMIT".
- d. Now Enter your User ID (as mentioned in the Attendance Slip) :
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e. Next enter the Image Verification as displayed and Click on Login.
- f. If you are holding shares in Demat form and had logged on to www.evoting.nsdl.com and voted on an earlier voting of any company, then your existing password is to be used.
- g. However, if you are a first time user, please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes:
- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.
- j. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote provided that company opts for e-voting through NSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- k. For Members holding shares in physical form, the details in Attendance Slip can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on the relevant **EVSNDHANASHREE ELECTRONICS LTD** for which you choose to vote.
- m. On the voting page, you will see "**Resolution Description**" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- n. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- o. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- r. If Demat account holder has forgotten the changed password then enter the User ID and image verification code click on Forgot Password & enter the details as prompted by the system.

s. For Non – Individual Shareholders and Custodians:

I Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evoting.nsdl.com> and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@nsdlindia.com.
 - After receiving the login details a Compliance user should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@nsdlindia.com and on approval of the accounts they would be able to cast their vote
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- II. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingnsdl.com under help section or write an email to helpdesk.evoting@nsdl.lindia.com.
- III. Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means. In case of any queries you may refer the frequently asked question (FAQs) for members available at the download section of www.evoting.nsdl.com or call on toll free number 1800-222-990

Shareholders who forgot the user details /password can use " Forgot User Details / Password or " Physical user reset Password " option available on www.evoting.nsdl.com

In case shareholders are holding shares in demat mode user ID is the combination of (DPID+Client ID) and in case the shareholders are holding shares in physical mode USER ID is the combination of (Even No + Folio No)

- IV. If a person became the member of the company after the despatch of notice, then such member may contact the company for Login ID and other e-voting related details.
- V. The voting rights of the shareholders shall be in proportion of their shares of the paid up equity share capital of the Company as on the **cut-off/entitlement date**
- VI. Mr. Abbas Vithorawala Practicing Company Secretary, (Membership No.23671) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VII. The Scrutinizer shall within a period not exceeding three (3) days from the conclusion of AGM unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Results shall be declared at the 31ST Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared alongwith the Scrutinizer's Report shall be communicated to NSDL and The Calcutta Stock Exchange Association Limited on or after 21/09/2018

DATE- 01/09/2018

Salt Lake Electronics Complex

Block-EP&GP, Plot No-XI-16

Sector-V, Kolkata-700091

BY ORDER OF THE BOARD

Ananda Bhattacharyya

(Company Secretary)

DIRECTOR'S REPORT TO THE SHARE HOLDERS

Your Directors have the pleasure in presenting the 31st Annual Report of the Company together with the audited statement of accounts and Auditor's Report there on for the year ended 31/03/2018. The Report states compliances as per the requirement of the Companies Act 2013 and the SEBI Listing Obligations and Disclosure Requirements Regulation 2015 and other Rules and Regulations applicable to the Company.

FINANCIAL PERFORMANCE

The Financial Results of the company for the year ended 31/03/2018 relating to the previous year are given here under.

PARTICULARS	FOR THE YEAR ENDED 31/03/2018	PREVIOUS YEAR ENDED 31/03/17
REVENUE FROM OPERATION	53,95,79,439.24	35,15,23,991.66
OTHER INCOME	16,59,412.77	15,55,671.61
TOTAL INCOME	54,12,38,852.01	35,30,79,663.27
LESS EXPENSES	50,82,85,150.49	32,84,13,877.47
PROFIT/LOSS BEFORE TAX	32953701.52	2,46,65,785.80
CURRENT TAX (PROVISION)	(78,60,366.00)	(70,00,000.00)
DEFERRED TAX (PROVISION)	(4,85,569.04)	6,93,624.00
PROFIT/(LOSS) FOR THE PERIOD	24607766.48	1,83,59,409.80
EARNING PER EQUITY SHARE	1.73	1.29

SUMMARY OF OPERATIONS

Ever since the inception of the company, innovation has been at the heart of Dhanashree Electronics Ltd and we have been touching over a billion lives with our products and services that make most of the technology. Thanks to the rapid technology evolution in every field. Our technology advanced LED lighting solutions will help the customers upgrade to the next level of lighting.

India continued with its growth momentum to emerge as the fastest growing major global economy a near normal monsoon decisive government policies and bold reforms favourable commodity prices and under control inflation ensure country's GDP growth. Together with the passage of GST Bill, it is expected to unleash a new era in India's growth

During the year under review the revenue from operations has a substantial increase about 53.29% over that of the last year (from Rs 35,30,79,663.27 to Rs 54,12,38,852.01) and the corresponding

Gross Profit for the Financial year 2018 was increased by 33.60% over that of the previous year i.e from Rs 24665785.80 to Rs 32953701.52 and correspondingly, net profit for the year after tax was increased by 34.03 % over that of the previous year (from Rs18359409.80 to Rs 24607766.48) resulting in an increase in EPS from Rs 1.29 to Rs 1.73

INDIAN ACCOUNTING STANDARDS (IND AS) 2015

The Financial Statements up to the year ended 31st March 2018 were prepared in accordance with the Accounting Standards notified under Companies (Accounting Standards) Rules 2006 (as amended) and other relevant provisions of the Act.

The annexed Financial Statement comply in all material aspects with Indian Accounting Standard (IND AS) notified u/s 133 of the Act (Companies -Indian Accounting Standards) Rules 2015

CREDIT RATING

The below table shows the company's credit rating profile in a nutshell

INSTUMENT - Cash Credit Limit

RATING AGENCY - CARE

RATING - BB

Directors

MS Shruti Toshniwal has been re appointed as a Director of the Company

Brief resume of a Director seeking appointment/ reappointment at the 31st Annual General Meeting of the Company as per regulation 36(3) of the SEBI (Listing obligations & Disclosure requirements) Regulations 2015

Name	- MS SHRUTI TOSHNIWAL
Date of Birth	- 26/01/1977
Date of first appointment	- 01/12/2014
No of shares held	- 200000
Nature of expertise	- Business Management
Relationship between directors interse	- Spouse of Nitesh Kumar Toshniwal
Other directorship- Sukhvarsa Constructions Private Ltd & Evernew Commodeal Private Limited	