

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

Mukesh I Gupta & Co
7A, Bentinck Street, 2nd Floor
Kolkata-700001

Company Secretary

Mr Ananda Bhattacharyya

CFO (KMP)

Mr Amit Kumar Mundhra

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the thirty second Annual General Meeting of the Members of Dhanashree Electronics Limited will be held on Friday, 27th September, 2019 at 9 A.M. at the Registered Office of the Company situated at Plot No-XI-16, Block-EP & GP Sector- V, Salt Lake 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 2019 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 reenactment thereof for the time being in force and pursuant to the recommendations of the Audit Committee of the Board M/s Mukesh I Gupta & Co, Chartered Accountants (Firm Registration No 32691918E, Membership No 064413), 7A, Bentinck Street, 2nd Floor, Kolkata-700001, be and is hereby appointed as the Statutory Auditor 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. Appointment of Mr Bhinwraj Kabra as a Director of the Company

RESOLVED THAT Mr Bhinwraj Kabra who was appointed as an Additional Director at the Meeting of the Board of Directors of the Company held on Thursday, 18th day of April 2019 and whose term expires at the Annual General Meeting of the Company scheduled to be held on Friday, 27th September, 2019 and for the appointment of whom

the company has received a notice under section 160 of the Companies Act 2013 from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the company whose period of office will be liable to determination by retirement by rotation

4. To appoint a Director in place of Mr Madan Gopal Maheshwari (DIN 00345482), who retires by rotation and being eligible, offers himself for reappointment

SPECIAL BUSINESS

5.. Reappointment of Mr Nitesh Kumar Toshniwal as a Managing Director of the Company for a period of 5 years ending on September 2024

To consider and if thought fit to pass with or without modification(s), the following resolution as ordinary resolution

RESOLVED THAT pursuant to the provisions of of section 196,197,203 and any other applicable provisions of the Companies Act 2013 and the rules made there under (including any statutory modification(s) or reenactment thereof for the time being in force, read with schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of the central government or other government authority / agency/board if any the consent of the shareholders of the company be and is hereby accorded to re appoint Mr Nitesh Kumar Toshniwal as Managing Director of the company for a period of 5 years ending on September 2024

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

Item no 5

Mr Nitesh Kumar Toshniwal is the Managing Director of the company. He joined the Board of Directors of the company as on 01/04/2004. Mr Nitesh Kumar Toshniwal has given a declaration to the Board that he meets the criteria of Managing Director as provided in the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014. The company is required to appoint a Managing Director for a fixed term and their office shall not be liable to determination by retirement of Directors by rotation

Accordingly, in compliance of section 149, 150,152, schedule IV and any other applicable provisions of the Companies Act 2013 Mr Nitesh Kumar Toshniwal being eligible and offering him self for appointment is proposed to be appointed as a Managing Director up to September 2024

A notice has been received from a member proposing Mr Nitesh Kumar Toshniwal as a candidate for the office of a Managing Director of the company .In the opinion of the Board Mr Nitesh Kumar Toshniwal fulfils the conditions specified in the companies Act 2013 and rules made there under for his appointment as a Managing Director of the company

Copy of the letter of appointment of Mr Nitesh Kumar Toshniwal as a Managing Director would be available for inspection without any fee by the members at the Registered Office of the company during normal business hours on any working day excluding Saturday

The Board considers that his continued association would be of immense benefit to the company and it is desirable to continue to avail services of Mr Nitesh Kumar Toshniwal as a Managing Director

Accordingly the Board recommends the resolution for the appointment of Mr Nitesh Kumar Toshniwal for the position of Managing Director of the company

Except Mr Nitesh Kumar Toshniwal none of the Directors or key manegerial personnel of the company or their relatives are concerned or interested,financially or otherwise in the resolution set out at item no-5

Date -01/09/2019

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 NOT LESS 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 share holder. 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 **21/09/2019 to 27/09/2019 (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 signature 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 DPID 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 mandate 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 31/03/2019 are requested to write to the company at least 10 days in advance, so that the management is enabled to keep the information 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 2019 along with the notice of the Annual General Meeting of the company inter alia 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 sent 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 24th September, 2019 at 9 a.m. and will end on 26th September, 2019 at 5 p.m. during this period members holding shares in dematerialised form or physical form as on the cut off date of 20th September, 2019 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 the 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 32 nd Annual General Meeting (AGM) The e-voting period begins on **24/09/2018 from 9.00 A.M. and ends on 26/09/2017 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 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

Log on to the e-voting website: www.evoting.nsdl.com during the voting period.

Click on "Shareholders" tab

Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip along with "**DHANASHREE ELECTRONICS LTD**" from the drop down menu and click on "SUBMIT".

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

Next enter the image verification as displayed and click on login

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 to be used

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

After entering these details appropriately click on " SUBMIT" tab

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

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 that not to share your password with any other person and take utmost care to keep your password confidential

For members having shares in physical form, the details in attendance slip can be used only for e voting on the resolutions contained in this notice

Click on the relevant EVSN DHANASHREE ELECTRONICS LIMITED for which you choose to vote

On the voting page you will see " Resolution description" and against the same option YES/NO for voting. select the option YES or NO as desired . The option YES implies that your assent to the resolution and option NO implies that you dissent to the resolution

Click on the resolution file link if you wish to view the entire resolutions

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 OK else to change your vote. Click on CANCEL and accordingly modify your vote

Once you confirm your vote on the resolution you will not be allowed to modify your vote

You can also take out print of the voting done by you by clicking on “ CLICK HERE TO PRINT OPTION” on the voting page

If Demat account holder has forgotten the changed password then enter the user ID and image verification code click on FORGOT PASSWORD and enter the details as prompt by the system

For non individual shareholders and custodians

No individual shareholders (I,e other than individuals, HUF, NRI etc) and custodians are required to log on 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 help desk, e voting @nsdlindia.com

After receiving the log in 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 the approval of the accounts they would be able to cast their vote

A scanned copy of the Board Resolution and power of attorney 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

In case you have any queries or issues regarding e voting you may refer the frequently asked question and e voting manual available at www.evotingnsdl.com under help section or write an email to helpdesk.evoting@nsdlindia.com

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 anyother means. In case of any queries you may refer the frequently asked questions (FAQs) for members available at the download section of www.evoting.nsdl.com or call on toll free number 1800222990