

**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 Murarilal Jhanwar	(DIN00052519)
Mr Vijay Kumar Sharma	(DIN00052546)
Mr Rajesh Kumar Chandak	(DIN00052508)
Ms Shruti Toshniwal	(DIN01654074)

**AUDITORS**

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

**COMPANY SECRETARY**

Ananda Bhattacharyya

**CHIEF FINANCIAL OFFICER (KMP)**

Mr Amit Kumar Mundhra

**BANKERS**

Union Bank of India  
Axis Bank Limited  
State Bank of Mysore



## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the thirty third Annual General Meeting of the members of M/s Dhanashree Electronics Limited will be held on Wednesday, 30th day of September 2020 at 9.00 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 2020 together with the Reports of the Board of Directors and the Auditor's Report there on.

2.To appoint Auditor's 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 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 Mukesh I Gupta & Co,Chartered Accountants (Firm Registration No 32691918E, Membership No-064413) 7A, Bentinck Street 2nd Floor,Kolkata-700001 be and is hereby re 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.To appoint a Director in place of MS Shruti Toshniwal (DIN01654074) who retires by rotation and being eligible offers herself for reappointment.

### **AS SPECIAL BUSINESS**

4.To appoint Mr Rajesh Kumar Chandak as independent Director of the company to hold office from 25th day of June 2020 for a period of 5 years and to consider if thought fit to pass with or without modification(s) the following resolution as ordinary resolution



**RESOLVED THAT** pursuant to the provisions of section 149, 152 read with schedule IV and other applicable provisions if any of the Companies Act 2013 (The Act) and the Companies (Appointment and qualification of Directors) Rules 2014 (including any statutory modification(s) or re enactment there of for the time being in force. Mr Rajesh Kumar Chandak (DIN00052508), who has submitted a declaration that he meets the appointment provisions and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of a Director be and is hereby appointed as Independent Director of the company for 5 consecutive years with effect from 25th day of June 2020 subject to approval of members at ensuing General Meeting of the Company and whose office shall not be liable to determination by retirement of Directors by rotation.

5. To Re appoint Mr Murarilal Jhanwar as an Independent Director of the company to hold office from 25th day of June 2020 for a period of 5 years and to consider if thought fit to pass with or without modification(s) the following resolution as Special Resolution

**RESOLVED THAT** pursuant to the provisions of section 149, 152 read with schedule IV and other applicable provisions, if any of the Companies Act 2013 (The Act) and the Companies (Appointment and qualification of Directors ) Rules 2014 (including any statutory modification(s) or re enactment there of for the time being in force Mr Murarilal Jhanwar (DIN00052519), who has submitted a declaration that he meets the appointment and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of a Director. be and is hereby Re appointed as an Independent Director of the company for 5 consecutive years with effect from 25th day of June 2020 subject to approval of members at ensuing General Meeting of the Company and whose office shall not be liable to determination by retirement of Directors by rotation.

6. To Re appoint Mr Vijay Kumar Sharma as an Independent Director of the company to hold office for a period of 5 years and to consider if thought fit to pass with or without modification(s) the following resolution as Special Resolution

**RESOLVED THAT** pursuant to the provisions of section 149, 152 read with schedule IV and other applicable provisions, if any of the Companies Act 2013 (The Act) and the Companies (Appointment and qualification of Directors) Rules 2014 (including any statutory modification(s) or re enactment thereof for the time being in force Mr Vijay Kumar Sharma (DIN00052546), who has submitted a declaration that he meets the appointment and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of a Director be and is hereby Re appointed as an Independent Director of the company for 5 consecutive years of the company subject to approval of members at ensuing General



Meeting of the company and whose office shall not be liable to determination by retirement of Directors by rotation.

DATE-01/09/2020

**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

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

4. Mr Rajesh Kumar Chandak has been appointed as the Independent Director of the company. Mr Rajesh Kumar Chandak has given a declaration to the Board that he meets the criteria of Independent Director as provided in the Companies (Appointment and Remuneration of Directors) Rules 2014. The Company is required to appoint an Independent Director for a fixed term and his office shall not be liable to determination by retirement of Directors by rotation

Mr Rajesh Kumar Chandak being eligible and offering himself for appointment is proposed to be appointed as an Independent Director up to April 2025

A notice has been received from a member proposing Mr Rajesh Kumar Chandak as a candidate for the office of an Independent Director of the company. In the opinion of the Board Mr Rajesh Kumar Chandak fulfils the conditions specified in the Companies Act 2013 and the rules made thereunder for his appointment as an Independent Director of the company.

Copy of the letter of appointment of Mr Rajesh Kumar Chandak an Independent Director of the company 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 Rajesh Kumar Chandak

Accordingly the Board recommends the resolution for the appointment of Mr Rajesh Kumar Chandak for the position of the Independent Director of the company



Except Mr Rajesh Kumar Chandak none of the Directors or key managerial personnel of the company or their relatives are concerned or interested, financially or otherwise in the resolution set out at item no-4

5. Mr Murarilal Jhanwar is the Independent Director of the company. He joined the company as on 01/04/2017. Mr Murarilal Jhanwar has given a declaration to the Board that he meets the criteria of Independent Director as provided in the Companies (Appointment and Remuneration of Directors) Rules 2014. The Company is required to appoint an Independent Director for a fixed term and his office shall not be liable to determination by retirement of Directors by rotation

Mr Murarilal Jhanwar being eligible and offering himself for appointment is proposed to be reappointed as an Independent Director up to April 2025

A notice has been received from a member proposing Mr Murarilal Jhanwar as a candidate for the office of an Independent Director of the company. In the opinion of the Board Mr Murarilal Jhanwar fulfils the conditions specified in the Companies Act 2013 and the rules made thereunder for his appointment as an Independent Director of the company.

Copy of the letter of appointment of Mr Murarilal Jhanwar as an Independent Director of the company 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 Murarilal Jhanwar

Accordingly the Board recommends the resolution for the appointment of Mr Murarilal Jhanwar for the position of the Independent Director of the company

Except Mr Murarilal Jhanwar none of the Directors or key managerial personnel of the company or their relatives are concerned or interested, financially or otherwise in the resolution set out at item no-5

6. Mr Vijay Kumar Sharma is the Independent Director of the company. He joined the company as on 29/08/2003. Mr Vijay Kumar Sharma has given a declaration to the Board that he meets the criteria of Independent Director as provided in the Companies (Appointment and Remuneration of Directors) Rules 2014. The Company is required to appoint an Independent Director for a fixed term and his office shall not be liable to determination by retirement of Directors by rotation



Mr Vijay Kumar Sharma being eligible and offering himself for appointment is proposed to be appointed as an Independent Director up to April 2024

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

Copy of the letter of appointment of Mr Vijay Kumar Sharma as an Independent Director of the company 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 Vijay Kumar Sharma

Accordingly the Board recommends the resolution for the appointment of Mr Vijay Kumar Sharma for the position of the Independent Director of the company

except Mr Vijay Kumar Sharma none of the Directors or key managerial personnel of the company or their relatives are concerned or interested, financially or otherwise in the resolution set out at item no-6

Date-01/09/2020  
Registered Office  
Salt Lake Electronics Complex  
Block-EP & GP, Plot No-XI-16  
Sector-V, Kolkata-700091

By the Order of the Board  
sd/-  
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 48 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 10% of the paid up capital of the company.



2.A member holding more than 10% 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,RNMukherjee Road,Kolkata-700001 for any change in their address

The Register of Members and Equity share Transfer Registers will remain close from **24/09/2020 to 30/09/2020** (both days inclusive)

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.

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 annexure to the proxy form and hand over the slip at the entrance to the place of the Meeting.

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.

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

Members holding shares in physical form are requested to consider converting their holdings to dematerialised form to eliminate risk associated with physical shares

Members desiring any information on the accounts for the financial year ended 31/03/2020 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.



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.

Electronic copy of the Annual Report 2020 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.

The Attendance Slip/ Proxy form are being despatched to all the members along with the notice of the company.

The members who have cast their vote through e voting system may also be allowed to attend the meeting but will not be allowed to cast their vote again

The period of e voting shall commence on **27th September, 2020 at 9 a.m.** and will end on **29th September 2020 at 5 p.m.** During this period members holding shares in dematerialised form or physical form as on the cut of date of **23rd September 2020** 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 despatched to all the members. The e voting particulars are provided at the bottom of the Attendance Slip for the 33rd Annual General Meeting (AGM). The e voting period begins on **27/09/2020 from 9.00 A.M. and ends on 29/09/2020 till 5 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialised 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 Instruction 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](http://www.evoting.nsdl.com) during the voting period.

Click on "Shareholders" tab

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

Now enter your User ID (as mentioned in the Attendance Slip)

For NSDL:8 CHARACTER DP ID followed by 8 Digits Clients 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](http://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 physical 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 of 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.

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 in 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](http://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, [evoting@nsdlindia.com](mailto:evoting@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](mailto: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](http://www.evotingnsdl.com) under help section or write an email to [helpdesk.evoting@nsdlindia.com](mailto: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 voice 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](http://www.evoting.nsdl.com) or call on toll free number 1800222990

The 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](http://www.evoting.nsdl.com)