

DHANASHREE ELECTRONICS LIMITED

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

BOARD OF DIRECTORS

Mr Madan Gopal Maheshwari	(DIN00345482)
Mr Nitesh Kumar Toshniwal	(DIN00052422)
Mr Rajesh Kumar Chandak	(DIN00052508)
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

CFO (KMP)

Mr Amit Kumar Mundhra

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, Salt Lake City Kolkata-700091
Ph-03340633017/3016, Email-accounts@rashmilighting.com

SHARE TRANSFER AGENT AND REGISTRAR

M/s Maheshwari Datamatics (p) Ltd
23, R.N.Mukherjee Road, 5th Floor, Kolkata-700001
Ph-2248-2248, Email-mdpldc@yahoo.com

DHANASHREE ELECTRONICS LIMITED

CIN-L31103WB1987PLC042594

www.rashmilighting.com

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 34th annual General Meeting of the members of Dhanashree Electronics Limited will be held on Thursday, 30th day of September, 2021 at 9.30 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 day of March 2021 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 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 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 authorized to fix the remuneration considering the recommendations of the Audit Committee

3. To appoint a Director in place of Mr Madan Gopal Maheshwari (DIN00345482) who retires by rotation and being eligible offer himself for reappointment

SPECIAL BUSINESS

4.De listing of shares from The Calcutta Stock Exchange Limited

The Board considered that the equity shares of the company are listed both in the Calcutta Stock Exchange Limited and the Bombay Stock Exchange Limited (BSE Limited) . There is no or negligible trading in the Calcutta Stock Exchange Limited. However the shares are regularly traded in the Bombay Stock Exchange Limited. Therefore in terms of SEBI (Delisting of Equity Shares) Regulation 2009,announced by the SEBI, the Companies have been permitted for voluntary de listing of shares from the Calcutta Stock Exchange Limited subject to the compliance of the terms and conditions of the said regulation . The Board further considered that the Mumbai Stock Exchange is having a nationwide trading terminals and the investors have access to trade and deal in company's shares across the country and the listing of shares in the Calcutta Stock Exchange are not providing any significant tangible advantage to the shareholders and investors to the company and the company should take effective steps for voluntary delisting of the company's equity shares from the Calcutta Stock Exchange Limited and continue its listing only with the stock exchange , mumbai to avoid unnecessary financial and administrative burden due to multiple compliance of the various clauses of the listing agreement from time to time and to provide better services to the investors through the nationwide stock exchange terminals . So the Company decides to pass the following resolution at the Annual General Meeting as Special Resolution

RESOLVED THAT. pursuant to the provisions of the Securities and Exchange Board of India (De listing of Equity shares) Regulation 2009 for voluntary delisting of shares from the stock exchanges, Central Listing Authority and subject to the provisions of the security Contract and Regulation Act 1956, listing agreement,and any directions or modifications as may be issued by any regulatory authority and subject to the approval of the members by way of special resolution the consent of the Board of Directors of the company be and is hereby accorded to delist the equity shares of the company from the Calcutta Stock Exchange Limited

FURTHER RESOLVED THAT Shri Madan Gopal Maheshwari Chairman and Shri Nitesh Toshniwal , Managing Director of the Company be and is hereby severally authorised to take effective steps for voluntary delisting of shares from the above said stock exchanges and to accept any terms and conditions as may be imposed by the stock exchange , central listing authority,SEBI, or any regulatory authorities and to settle all the questions and matters arising out of and incidental to the proposed voluntary delisting of equity shares of the

company from the above said stock exchange and to execute indemnity bond/undertaking or any other writing which they may in their absolute discretion consider necessary , proper or expedient for giving effect to the above said resolution and that the common seal of the company be affixed on any documents as may be required by the stock exchange in the presence of Shri Madan Gopal Maheshwari Chairman and Shri Nitesh Toshniwal , Managing Director of the Company

5.Approval pursuant to section 186 of the Companies Act 2013

To consider and if thought fit to pass with or without modifications the following resolution as Special Resolution

RESOLVED THAT pursuant to the provision of section 186 and other applicable provisions, if any, of the Companies Act 2013 (The Act) and the Rules made there under, as amended from time to time consent of the members are hereby accorded to the Board of Directors of the company (herein after referred to as the Board) which term shall be deemed to include any committee of the Board constituted to exercise any powers, including any powers conferred by this resolution to invest an amount by way of subscription / purchase of any securities (Bonds, Shares, Debentures, or any other investments) so far made by the company notwithstanding whether the investments exceeds the limit laid down under the Act

6.Alteration of Memorandum of Association of the Company

RESOLVED THAT subject to the approval of the company in the General Meeting by passing a special resolution the Memorandum of Association of the Company be altered in the following manner

In Clause A, 1 the word " EXPORT OF GOODS AND SERVICE" to be included

RESOLVED FURTHER the alteration made in the Memorandum of the Company for which special resolution is required to be filed with the Registrar of Companies be and are hereby filed in appropriate places

FURTHER RESOLVED THAT the aforesaid alterations in the manner aforesaid be carried out in every copy of the Memorandum and that no copy of such Memorandum be issued without carrying out such alterations aforesaid.

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

Item No-4

The Board considered that the equity shares of the company are listed both in the Calcutta Stock Exchange Limited and the Bombay Stock Exchange Limited (BSE Limited) . There is no or negligible trading in the Calcutta Stock Exchange Limited. However the shares are regularly traded in the Bombay Stock Exchange Limited. Therefore in terms of SEBI (Delisting of Equity Shares) Regulation 2009,announced by the SEBI, the Companies have been permitted for voluntary de listing of shares from the Calcutta Stock Exchange Limited subject to the compliance of the terms and conditions of the said regulation . The Board further considered that the Mumbai Stock Exchange is having a nationwide trading terminals and the investors have access to trade and deal in company's shares across the country and the listing of shares in the Calcutta Stock Exchange are not providing any significant tangible advantage to the shareholders and investors to the company and the company should take effective steps for voluntary delisting of the company's equity shares from the Calcutta Stock Exchange Limited and continue its listing only with the stock exchange , mumbai to avoid unnecessary financial and administrative burden due to multiple compliance of the various clauses of the listing agreement from time to time and to provide better services to the investors through the nationwide stock exchange terminals . So the Company decides to pass the following resolution at the Annual General Meeting as Special Resolution

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 in item No-4

Item No-5

Pursuant to the provision of section 186 of the Companies Act 2013 (The Act). The Company shall not directly or indirectly give any loan to any person or body corporate or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate exceeding 60% of the paid up share capital, free reserves and securities premium account whichever is higher

In terms of the amended section 185, 186 of the Act, a company may directly or indirectly give any loan to any person or body corporate or give any guarantee or provide security in connection with a loan to any other body corporate or person invest an amount by way of

subscription / purchase of any securities (Bonds, Shares, Debentures, or any other investments) exceeding the above limit subject to the condition that approval of the shareholders are obtained by way of a special resolution passed at a general meeting.

Accordingly, it is proposed to seek prior approval of the members vide a special resolution to provide loans, gurantee, and make investments over and above the aggregate of free reserves and securities premium account of the company at any point of time

None of the Directors or Key manegerial personnel of the company including relatives of Directors and key manegerial personnel in any way whether financially or otherwise concerned or interested in the said resolution.

Item no-6

In the years to come the company has a plan for export growth I,e to go for export of goods and services for which the company is required to face certain challenges like to become market ready, market intelligence, and to find for market partners. The Company also need to alter its Memorandum of Association and to insert the word Export of Goods and Services in the object clause of the company .For inclusion of any new object in the object clause it is required to alter the Memorandum of Association by passing a special resolution in the company

Accordingly, for alteration of the Memorandum of Association it is proposed to seek prior approval of the members vide a special resolution

None of the Directors or Key manegerial personnel of the company including relatives of Directors and key manegerial personnel in any way whether financially or otherwise concerned or interested in the said resolution.

Date-01/09/2021

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

By 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 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 authorized representatives to attend the meeting are requested to send to the company a certified true copy of the Board Resolution authorizing 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 MaheshwariDatamaticsPrivate 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 **24/09/2021 to 30/09/2021** (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 dematerialized form are requested to bring their client ID and DP ID for easy identification of attendance at the Meeting.

Members holding shares in dematerialized 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 dematerialized form to eliminate risk associated with physical shares

Members desiring any information on the accounts for the financial year ended 31/03/2021 are requested to write to the company at least 10 days in advance so that the management is enabled to keep the information's 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 2021 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 ..Beside this the requisite documents will be also exhibited in the website of the company.

The Attendance Slip/ Proxy form are being mailed 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, 2021 at 10 a.m.**and will end on **29th September 2021 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 2021** 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 34rd Annual General Meeting (AGM) .The e voting period begins on **27/09/2021 from 10 A.M.and ends on 29/09/2021 till 5 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 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 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 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 OIPTION** on the voting page