

NOTICE

Notice is hereby that the 37th Annual General Meeting of the members of Dhanashree Electronics Limited will be held on Monday 30th day of September 2024 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, West Bengal, India to transact the following business

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the company for the financial year ending on 31st day of March 2024 together with the Reports of the Board of Directors and the Auditors thereon
2. To appoint a Director in place of Mrs Shruti Toshniwal (DIN-01654074) who retires by rotation and being eligible offer herself for reappointment

SPECIAL BUSINESS

3. REAPPOINTMENT OF Mr NITESHTOSHWIWA AS THE MANAGING DIRECTOR OF THE COMPANY

RESOLVED THAT pursuant to the provision of section 164, 196, 197, and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act 2013 including any statutory modification or enactment thereof and subject to such approvals as may be necessary, approval of the members of the company be and is hereby accorded to Mr Nitesh Toshniwal as the Managing Director of the company for a period of 5 years with effect from 30th day of September 2024 upon the terms and conditions including remuneration as set out in draft agreement submitted to this meeting and initialed by the Chairman for the purpose of identification, which agreement be and is hereby approved and sanctioned with the authority to the Board of Directors of the Company to alter and vary the terms and conditions of the said appointment and / or agreement in such manner as the Board may deem fit and as may be acceptable to Mr Nitesh Toshniwal, Managing Director of the company

FURTHER RESOLVED THAT the Board of Directors of the company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution

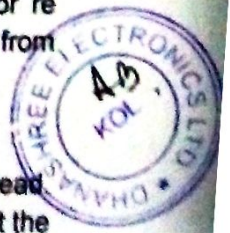
4. REAPPOINTMENT OF VIJAY SHARMA AS INDEPENDENT DIRECTOR OF THE COMPANY

RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and any other applicable provisions 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 Sharma (DIN-00052546), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Companies Act 2013 and who is eligible for re-appointment be and is hereby re-appointed to hold office for five consecutive years for a term from 20/05/2024 to 20/05/2029 and whose office shall not be liable to retire by rotation

NOTES:

A Member entitled to attend and vote at this meeting may appoint a Proxy to attend and vote in his stead. A proxy need not be a Member of the Company. Proxies, in order to be effective, must be received at the Company's Registered Office not less than forty-eight hours before the meeting. A

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Person can act as a proxy on behalf of Members not exceeding 50 (Fifty) and holding in the aggregate more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

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 a proxy for any other person or shareholder, corporate members intending to send their authorized representative 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.

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 the copy of the Annual Report to the Meeting. Members are requested to affix their signature at the space provided on the attendance slip. Hand over the annexure to the proxy form and the slip at the entrance

Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.

M/s MaheshwariDatamatics Private Limited 23, R.N.Mukherjee Road Kolkata-700001, West Bengal has been appointed as Registrars and Share Transfer Agents for both physical and dematerialized shares of the Company.

Members holding shares in more than one account are requested to intimate to the Registrar of the Company the ledger folios to enable the Company to consolidate the same into one account.

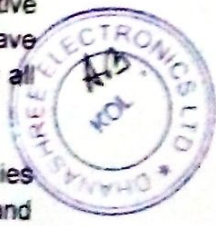
The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.

Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. This may be effected by way of a written request to the Company. Members may please note that Securities and Exchange Board of India vide its notification dated 8th June, 2018 and 30th November, 2018 mandated that with effect from 1st April, 2019 except in case of transmission or transposition of securities, request for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository

Pursuant to 'Green Initiative' Circular No. 17/2011 issued by the Ministry of Corporate Affairs, the Company effected electronic delivery of notice of Annual General Meeting and Annual Report for the year ended 31st March, 2024 to those shareholders, whose email-ids were registered with the respective Depository Participants and down-loadable from the depository's viz., NSDL/CDSL. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

In compliance with the provisions of Section 10 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India

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(Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Company is pleased to provide facility to exercise their right to vote on resolutions proposed to be considered at the 37th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM will be provided by National Securities Depository Limited (NSDL).

The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 2 and 4 of the Notice along with a statement of setting out material facts concerning the business of the Notice is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at the AGM are provided as an annexure to the Notice. Requisite declarations have been received from Director/s for seeking appointment/re-appointment.

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 Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.rashmilighting.com. The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, Calcutta Stock Exchange (CSE) at www.cse-india.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsd.com.

Register of Members and Transfer Books of the Company will remain closed from 24th September, 2024 to 30th September, 2024 (both dates inclusive)

As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer M/s Maheshwari Datamatics Private Limited, at 23, R.N. Mukherjee Road 5th Floor Kolkata-700001 for assistance in this regard.

Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are

CIN No. : L31103WB1987PLC042594 GTIN : 19AABCD0954E1ZW



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Members are requested to submit their PAN to the Depository Participant with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent, Maheshwari Datamatics Private Limited.

As per the provisions of Section 72 of the Companies Act, 2013 (the "Act") the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their Depository Participants ("DPs") in case the shares are held by them in electronic form and to Maheshwari Datamatics Private Limited., in case the shares are held by them in physical form.

Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company's Registrars and Transfer Agents, Niche Technologies Pvt. Ltd. for shares held in physical form, with relevant documents that may be required.

A route map showing direction to reach the venue of 37th AGM is given in the Annual Report as per the requirement of the Secretarial Standards-2 on "General Meeting".

Electronic copy of the Annual Report will be sent to the members whose email IDs are registered with the Company / Depository Participant(s). Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.rashmilighting.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, Calcutta Stock Exchange (CSE) at www.cse-india.com and on the website of NSDL www.evoting.nsdl.com.

The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman, after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges on which the Company's shares are listed, NSDL, and RTA, and will also be displayed on the Company's website at www.rashmilighting.com.

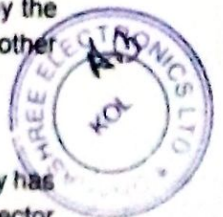
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE ANNUAL GENERAL MEETING.

ITEM NO 3 The Board of Directors of the company at their meeting held on 5th day of August 2024 re-appoint Mr Nitesh Toshniwal as the Managing Director of the Company for a period of 5 years effective from 30th day of September 2024 on the terms and conditions of appointment and remuneration payable to Mr Nitesh Toshniwal, Managing Director of the Company as are specified in the draft agreement to be executed between him and the company, a copy of which (as has also been duly approved by the Board) will be placed before the meeting and is subject to the approval of the shareholders and other approvals, if any as may be necessary.

Notwithstanding anything to the contrary hereon, in any financial year the Company has no profit or its profit are inadequate the company will pay to Mr Nitesh Toshniwal, the Managing Director

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of the company the remuneration by way of salary, perquisites and allowance as specified in the agreement subject to the approval of the Central Government, if required

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The Managing Director shall also be entitled to reimbursement of expenses actually incurred by him for the business of the company. He shall not be paid any sitting fees for attending the meeting of the Board or committee there of

Mr Nitesh Toshniwal Managing Director shall not be liable to retire by rotation. The resolution is recommended for your approval

Copies of the Memorandum and Articles of Association of the company draft agreement to be entered in to between the company and Mr Nitesh Toshniwal duly

approved by the Board, and all other relevant documents and papers are open for inspection at the Registered Office of the company between 10.00 a.m. and 12.00 noon on any working day prior to the date of the meeting

None of the directors and / or KMP of the company except Mr Nitesh Toshniwal is concerned or interested in the resolution

ITEM NO 4 As per section 149(10) of the Companies Act 2013 an Independent Director shall hold office for a term of up to 5 consecutive years on the Board of a company He shall also be eligible for re-appointment on passing a special resolution by the company for another term of up to 5 consecutive years on the Board of a company.

At the Annual General Meeting of the Company which is going to be held on 30th day of September 2024 the proposal for re appointment of Mr Vijay Sharma (DIN-00052546) as an Independent Director of the company will be placed for the approval of the shareholders

In line with the aforesaid provision of the Companies Act 2013 and in view of erience continued valuable serviced, guidance to the management,

And strong Board performance of Mr Vijay Sharma (DIN-00052546), it is proposed to reappoint him for the second term as an Independent Director on the Board of Director of the company for a period 5 years up to 20th May 2029

In the opinion of the Board Mr Vijay Sharma (DIN-00052546) fulfils the conditions specified in the Act and he is independent of the management. Copy of the draft letter of appointment of Mr Vijay Sharma (DIN-00052546) as an Independent Director of the company setting out the terms and conditions would be available for inspection without any fee by the members at the company at the Registered Office of the company during normal business hours on any working day excluding Sunday

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The Board considers that the continued association of Mr Vijay Sharma as an Independent Director would be in the best interests of the company. Accordingly the Board recommends passing of resolution 4 as special resolution

None of the directors and / or KMP of the company except Mr Vijay Sharma is concerned or interested in the resolution

Date:-04/09/2024
Place: - Kolkata

By Order of Board of Directors
For, Dhanashree Electronics Ltd

Ananda Bhattacharya
(Company Secretary)



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