



Innovation In lighting

REF:DEL / AB 261

DATE-24/08/2023

Scrip Code-542679

To

The Secretary

The Listing Department

BSE Limited

P.J.Towers, Dalal Street

Mumbai-400001

Scrip Code-014039

To

The Secretary

The Listing Department

The Calcutta Stock Exchange Ltd

7, Lyons Range,

Kolkata-700001

Dear Sir

Sub:Notice of 36th Annual General Meeting to be held on 15th September 2023

Enclosed please find Notice of the 36TH Annual General Meeting of the Company to be held on Friday 15th day of September 2023 at 9.30 a.m.to be held at the Registered Office of the Company situated at Salt Lake Electronics Complex Block-EP&GP Plot No-XI-16, Sector-V, Kolkata-7000091

This is for your information and Knowledge

Regards

For Dhanashree Electronics Ltd

ANANDA
BHATTAC
HARYYA

Digitally signed
by ANANDA

BHATTACHARYY
A

Date: 2023.08.24
12:24:48 +05'30'

(Company Secretary)

DHANASHREE
ELECTRONICS LTD.



BUREAU OF INDIA STANDARDS



ISO 9001:2015



ISO 14001



MICRO, SMALL &
MEDIUM ENTERPRISES



MSME



NATIONAL SMALL SCALE
INDUSTRIES CORPORATION



ZED
ZERO DEFECT, ZERO EFFECT



GeM
GOVERNMENT
E-MARKETPLACE



NOTICE

NOTICE is hereby given that the 36th Annual General Meeting of the members of Dhanashree Electronics Limited will be held on Friday, 15th September, 2023 at 09:30 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 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider, and adopt the Audited Financial Statements of the Company for the financial year ending 31st day of March 2023 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint M/s Surana Sunil & Co Chartered Accountants (Firm Registration No-325616E, Membership No-062892) as Statutory Auditors of the Company to hold office from the conclusion of the 36th Annual General Meeting up to the conclusion of the 41st Annual General Meeting to be held in the year 2028 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 thereof for the time being in force and pursuant to the recommendations of the Audit Committee of the Board M/s Surana Sunil & Co Chartered Accountants (Firm Registration No-325616E, Membership No-062892) Unit No-1501, 15th Floor, Diamond Heritage 16 Strand Road Kolkata-700001 be and is hereby appointed as the Statutory Auditor of the company to hold office from the conclusion of the 36th Annual General Meeting till the conclusion of 41st Annual General Meeting of the Company to be held in the year 2028 and the Board of Directors of the Company be and is hereby authorised to fix the remuneration considering the recommendations of the Audit Committee

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

SPECIAL BUSINESS:

4. Appointment of Mr Rishav Sethia (DIN-10196319) as a Non Executive Independent Director of the Company

To consider and, if thought t, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of section 149, 152 and other applicable provisions of the Companies Act, 2013 (The Act) read with schedule IV of the Act, the Companies (Appointment and qualification of Director) Rules 2014 including any other Rules made there under and



Regulation 15(1)(b) and other applicable provisions of the SEBI (LODR) 2015 (including any Statutory modification(s) or re-enactment thereof for the time being in force and in accordance with the Article of Association of the Company MrRishavSethia (DIN-10196319) who was appointed as an additional Director in the capacity of a non executive independent director of the company by the Board of Directors at its Board Meeting held on 30/05/2023 pursuant to section 161 of the Act and as recommended by the Nomination and Remuneration Committee and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member along with the deposit of the requisite amount u/s 160 of the Companies Act 2013 proposing his candidature for the office of the Director and who has submitted a declaration that he meets the criteria for independence as provided u/s 149(6) of the Act be and is hereby appointed as an Independent Non Executive Director of the Company to hold office for a term of 5 consecutive years commencing from 20/06/2023 and whose period of office shall not be liable to determination by retirement of Directors by rotation

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper,expedient to give effect to this resolution

By Order of Board of Directors

Ananda Bhattacharyya

ANANDA BHATTACHARYYA
(Compny Secretary)

Date :-14/08/2023

Place :- Kolkata



DHANASHREE ELECTRONICS LTD.



NOTES:

1. 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 person can act as a proxy on behalf of Members not exceeding 50 (Fifty) and holding in the aggregate not 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.
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 a proxy for any other person or shareholder, corporate members intending to send their authorised representative 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.
3. 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.
4. 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
5. 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.
6. 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.



7. 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.
8. 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.
9. 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
10. 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, 2023 to those shareholders, whose email-ids were registered with the respective Depository Participants and downloadable from the depositories 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.
11. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 36th 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).



12. 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
13. 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.
14. 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.nsdl.com.
15. Register of Members and Transfer Books of the Company will remain closed from 09th September, 2023 to 15th September, 2023 (both dates inclusive).
16. 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.



17. 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.
18. 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 therefore, 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 MaheshwariDatamatics Private Limited.
19. 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 MaheshwariDatamatics Private Limited., in case the shares are held by them in physical form.
20. 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.
21. A route map showing direction to reach the venue of 36thAGM is given in the Annual Report as per the requirement of the Secretarial Standards-2 on "General Meeting".
22. 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 2022-23 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.
23. 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.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 12th September, 2023 at 09:00 A.M. and ends on 14th September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 08th September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 08th September, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting



website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>

2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider** i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL



1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

	<p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.



Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.



<p>b) For Members who hold shares in demat account with CDSL.</p>	<p>16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****</p>
<p>c) For Members holding shares in Physical Form.</p>	<p>EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.



d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to suprabhatca08@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to www.rashmilighting.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to www.rashmilighting.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 - a. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with



Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

4. Board of Directors appointed Mr. Suprabhat Chakraborty, Practicing Company Secretaries, Kolkata (ACS-41030/ COP- 15878) as Scrutinizer to scrutinize the e-voting and poll process in the AGM in a fair and transparent manner.
5. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Ballot Paper/Polling Paper" for all those members who are present at the AGM but have not cast their vote by availing of the facility of remote e-voting.
6. The Scrutinizer shall after the conclusion of voting at the general meeting will first count the votes cast in the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two witnesses who are not in the employment of the Company and shall make, not later than forty-eight hours of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
7. The results declared along with the report of the Scrutinizer shall be placed on the website of the Corporation at www.rashmilighting.com and on the website of NSDL immediately after declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to stock exchanges where the share listed.
8. Resolutions assented to by the requisite majority of the members by means of venue voting and remote e-voting shall be deemed to have been duly passed at the AGM.



**By Order of Board of Directors
For, Dhanashree Electronics Ltd**

Ananda Bhattacharyya

**ANANDA BHATTACHARYYA
Company Secretary**

Date :-14/08/2023

Place :- Kolkata

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. 2

Appointment of M/s Surana Sunil & Co Chartered Accountants (Firm Registration No-325616E, Membership No-062892) as Statutory Auditors of

the Company in place of M/s ARMG & Associates, Chartered Accountants (Firm Registration Number 326918E).

M/s ARMG & Associates, Chartered Accountants, the current Statutory Auditors of the Company have completed their terms as Statutory Auditors of the Company. And therefore cannot continue as Statutory Auditors of the Company with effect from the conclusion of the 36th Annual General Meeting.

At the Meeting held on 14/08/2023 of the Board of Directors have recommended the appointment of M/s Surana Sunil & Co Chartered Accountants (Firm Registration No-325616E, Membership No-062892) as Statutory Auditors of the Company, in place of M/s ARMG & Associates, Chartered Accountants, to hold office from the conclusion of 36th Annual General Meeting till the conclusion of the 41st Annual General Meeting on remuneration to be fixed by the Board of Directors as may be recommended by the Audit Committee, subject to the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution.

Your Directors recommend the Resolution set out in Item No. 2 as an Ordinary Resolution for your approval.

Statement containing additional disclosure as required under Regulation 36(5) of the Listing Regulations

Proposed fees payable to the statutory auditor	To be decided in between the Statutory Auditor and the Board of Directors
Term of appointment	Five Years
Material changes in the fee payable to new Statutory auditor	No material changes. The increased fees commensurate with the size of the Company, audit coverage and scope of work.
Basis of recommendation for appointment including the details in relation to and credentials of the	M/s Surana Sunil & Co Chartered Accountants is recognized audit firms. Given the nature, size and



Statutory auditor proposed to be appointed	spread of Company's operations, it is required to have competent audit firm. The recommendations made by the Audit Committee, and the Board of Directors of the Company, are in fulfilment of the eligible criteria as prescribed under the Companies Act, 2013 and the applicable rules made thereunder.
Brief Profile of Statutory Auditor	M/s Surana Sunil & Co Chartered Accountants., Chartered Accountants is a renounce audit firm, which provide audit & assurance, consulting, risks and financial advisory, risk management, tax, and related services

Item No. 4

MrRishavSethia (DIN-10196319) on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director in the capacity of a Non Executive Director with effect from 20/06/2023 by the Board of Directors in accordance with Articles of Association and section 149(6),161 and schedule IV of the Companies Act 2013 (The Act) and Regulation 16(1)(b) and other applicable provision of SEBI (LODR) 2015. As per section 161 of the Act MrRishavSethia shall hold office up to the date of ensuing Annual General Meeting as on 15/09/2023 . The company has received requisite notice u/s 160 .The act along with a deposit from a member proposing the candidature of MrRishavSethia to be appointed as an Independent non executive at the ensuing Annual General Meeting and to hold office for a term of 5 consecutive years commencing from 20/06/2023 and whose period of office shall not be liable to determination by retirement of Directors by rotation



MrRishavSethia has concented to the proposed appointment and declared qualified besides MrRishavSethia also has the requisite qualification experience and skill.

Except MrRishavShethia, no other Director or Key Manegerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the poposed resolution

The Board of Directors recommend passing of the Resolution set out in the item no 4

