

DATE-02/01/2021

To
The Secretary
The Bombay Stock Exchange Limited (BSE Limited)
P.J.Towers
Dalal Street
Mumbai-400001

Dear Sir

Sub:Notice of Extra Ordinary General Meeting

We hereby inform you that an Extra Ordinary General Meeting of the members of the company will be held on Friday, 29th day of January 2021 at 9 a.m.at the Registered Office of the company situated at Salt Lake Electronics Complex,Block-EP & GP Sector-V, Salt Lake City, Kolkata-700091

The Notice , Resolutions , Explanatory Statements , ProxyForm , Attendance Slip,and Map is enclosed for your consideration

This information is given as per the SEBI (LODR) Regulations 2015

Thanking You

Yours Faithfully
For Dhanashree Electronics Ltd

Ananda Bhattacharya

Ananda Bhattacharyya
(Company Secretary)



DHANASHREE
ELECTRONICS LTD.
(An ISO 9001 : 2015, 14001 : 2004 Certified Company)
CIN : L-31103WB1987PLC042594

REGD. OFFICE & FACTORY : Rashmi Building, Salt Lake Electronic Complex, Block EP & GP, Plot No. XI, Sectot-V, Kolkata-700091
Ph. : 033 4022 4022, 4005 5653, +91 9022 986 987, Fax : 033 4022 4036, E-mail : info@rashmilighting.com. Website : www.RashmiLighting.com

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NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF DHANASHREE ELECTRONICS LIMITED WILL BE HELD AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO-XI-16, BLOCK-EP & GP SECTOR-V, SALT LAKE CITY, KOLKATA-700091 ON FRIDAY 29TH DAY OF JANUARY 2021 AT 9A.M. TO TRANSACT THE FOLLOWING BUSINESS

AS SPECIAL BUSINESS

1. APPROVAL PURSUANT TO SECTION 185 AND 186 OF THE COMPANIES ACT 2013

RESOLVED THAT pursuant to the provisions of section 185 and 186 of the Companies Act 2013 (as amended or re enacted from time to time) and other applicable provisions if any approval of the members of the company be and is hereby accorded by way of special resolution for advancement of any loan including any loan represented by a book debt , to any Directors or to any other Persons to whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person or to make any investments from time to time any sum or sums of money by way of cash credit, loan overdraft, discounting of bills, operating of letters of credit, for standing guarantee or counter guarantee or any other type of credit line or facility by the company on such terms and conditions as the Board may deem fit,

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution the Board of Directors of the company or any committee thereof has severally authorised Mr Madan Gopal Maheshwari, Chairman cum Director and Mr Nitesh Kumar Toshniwal, Managing Director to negotiate and decide from time to time the terms and conditions, execute necessary documents, papers agreements etc for the aforesaid loans or investments and to do all such acts deeds and things and to give such directions as may be necessary or expedient in its absolute discretion as it deems fit and such decision shall be final and binding on the company and to settle any question , difficulty that may arise in this regard and to delegate all or any of these powers to any committee of Directors or any other office in this regard.

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2. APPROVAL PURSUANT TO SECTION 180(1) THE COMPANIES ACT 2013

RESOLVED THAT in suppression of any resolution passed in this regard earlier by the Board and pursuant to the provisions of section 180(1) (C) of the Companies Act 2013 (as amended or re enacted from time to time and other applicable provisions if any approval of the members of the company be and is hereby accorded by way of special resolution for borrowing from time to time any sum or sums of money by way of cash credit, loan, overdraft, discounting of bills operating of letters of credit, for standing guarantee or counter guarantee and any other type of credit line or facility including the money already borrowed by the company on such terms and conditions as the Board may deem fit notwithstanding that the money to be borrowed together with the money already borrowed by the company apart from temporary loans obtained from company's bankers in the ordinary course of business and remaining un discharged at any given time exceed the aggregate for the time being of the paid up capital of the company and its free reserves that is to say reserves not to set apart for any specific purpose.

RESOLVED FURTHER THAT for the purpose of aforesaid borrowing Mr Madan Gopal Maheshwari, Chairman cum Director and Mr Nitesh Kumar Toshniwal, Managing Director of the company be and are hereby severally authorized to sign get registered and deliver on behalf of the company all documents and forms relating to the above credit lines and to secure the facilities by hypothecation of present and future raw materials belonging to the company and lying in any go down, factory or anywhere in india, stock of stores, work in progress and finished goods and book debts, and that the company do create an equitable mortgage on the fixed assets of the company in favour of the Bank / Financial Institutions by depositing the title deeds in relation there to as colateral security for the credit facility made available to the company.

Place : Kolkata
Date:30/12/2020

By the order of the Board
Ananda Bhattacharyya
Ananda Bhattacharyya
(Company Secretary)



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

ITEM NO-1

Pursuant to the provision of section 186(2) 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 or 100% of its free reserves and securities premium account which ever is higher

In terms of the amemded section 185 of the Act, a company may advance any loan including any loan represented by a book debt to any person in whom any of the Directors of the company is interested or give any guarantee or provide any security in connection with any loan taken by any such person subject to the condition that approval of the shareholders of the company is obtained by way of passing a Special Resolution and requisite disclosures is made in the explanatory Statement

Pursuant to the provisions of section 186(3) of the Act where the giving of any loan or gurantee or providing any security or the acquisition of any securities exceeds the limits specified as per section 186(2) of the Act prior approval by means of a Special Resolution passed at a general meeting is necessary

Accordingly, it is proposed to seek prior approval of Members vide a Special Resolution to provide loans, gurantees, 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 Managerial Personnel of the company including relatives of Directors and key managerial personnel is in any awy whether financially or otherwise concerned or interested in the said resolution.

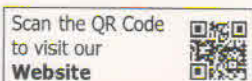
ITEM NO-2

Keeping in view the company's existing and future financial requirements to support its business operations, the company may need additional funds.

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For this purpose, the company may from time to time, raise finance from various Banks, Financial Institutions and or any other Lending Institutions or Bodies Corporate or such other Person or Individuals as may be considered fit, which together with the money already borrowed by the company (apart from temporary loans obtained from company's bankers in ordinary course of business) may exceed the aggregate of the paid up capital and free reserves of the company.

Pursuant to section 180(1)(c) of the Companies Act 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid up capital of the company and its free reserves at any one time except with the consent of the members of the company in a general meeting. In order to facilitate securing the borrowing made by the company, it would be necessary to create charge on the assets or whole or part of the undertaking of the company.

Hence the Special Resolution of item no-2 of the Notice is being proposed, since the same exceeds the limits provided under section 180(1)(a) and 180(1)(c) of the Act The Directors recommend the Special Resolution as set out at item no-2 of the accompanying notice for member's approval.

None of the Directors or Key Managerial Personnel of the company and their relatives is concerned or interested, financially or otherwise, in the special resolution except to the extent of their shareholding in the company.

Place : Kolkata
Date:30/12/2020

By the order of the Board

Ananda Bhattacharyya
Ananda Bhattacharyya
(Company Secretary)



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Notes

1.A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIM AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share 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 and shareholder.

The Instructions for filing, stamping, signing and or depositing proxy

1.No instrument of proxy shall be valid unless it is signed by the member(s) or by his/her attorney duly authorised in writing or in the case of body corporate, it is executed under its common seal, if any, or signed by its attorney duly authorised in writing provided that an instrument of proxy shall be sufficiently signed by any member who for any reason is unable to write his/her name, if his/her thumb impression is affixed there to and attested by a Judge, Magistrate, Registrar or sub Registrar of assurances or Government gazetted officers or any other officer of nationalised bank.

2.Person appointed as the proxy shall prove his/her identity at the time of attending the meeting and for that purpose such person shall carry proof of his/her identity via PAN CARD, VOTER ID, or ADHAR CARD, DRIVING LICENCE or PASSPORT



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3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the company a certified copy of the Board Resolution authorising their representatives to attend and vote on their behalf at the Meeting.

4. A statement pursuant to section 102(1) of the Companies Act 2013 relating to the Special Business to be transacted at the meeting is annexed herein

5. Members are requested to bring their attendance slip to the Meeting

6. In case of joint holders, joint holder who is higher in the order of names will be entitled to vote.

7. Relevant documents referred to in the accompanying notice and the statement are open for inspection by the members at the Registered Office of the company on all working days except Saturdays during business hours up to the date of the meeting.

8. Members holding shares in electronic form are required to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Besides, members holding shares in physical form are also requested to advise any change in their address or bank mandates immediately to the Company / Registrar

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the 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/ Registrar



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10. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the company under section 72 of the Companies Act 2013.

11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar for consolidation in to a single folio.

12. Non Resident Indian members are requested to inform the Registrar immediately if There is change in their residential status on return to india for permanent settlement

Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number if not furnished earlier

13. Members who have not registered their email they can make request to register their e mail address to the company for receiving all communications, notice, circulars etc

14. Voting through electronic means

15. The Register of Members and Equity Share Transfer Register will remain close from **23/01/2021 to 29/01/2021**

16. 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) Limited (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 .

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The period of e voting shall commence on **26/01/2021 at 9 a.m.** and will end on **28/01/2021 at 5p.m.** During this period members holding shares in dematerialised form or physical form as on the cut off date of **22/01/2021** 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.

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 along with DHANASHREE ELECTRONICS LTD from the drop down menu and click on SUBMIT

Now enter your User ID (as mentioned in the Attendance Slip) along with **DHANASHREE ELECTRONICS LIMITED** from the drop down menu and click on SUBMIT

For NSDL 8 CHARACTER DP ID followed by 8 digit Client ID

Members holding shares in physical form should enter folio number registered with the company

Next enter the image verification as displayed and click on login

If you are holding shares in demat form and had logged on to www.evoting.nsdl.com and voted on an earlier voting of any company then your existing password to be used.

However if you are a first time user, please use the e voting particular provided in the attendance slip and fill up the same in the appropriate boxes

After entering these details appropriately click on "SUBMIT" tab. Members holding shares in physical form will then reach directly the company selection screen. However, members holding shares in physical form will now reach password creation menu wherein they are required to mandatorily enter their login password in the new password field.

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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 youe vote click on CANCELand 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

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 INDIVIDUALSHAREHOLDERS AND CUSTODIANS

No individual shareholders (I,e other than individuals,HUF,NRI etc) and custodians are required to log on www.evoting.nsdl.com and register themselves as corporates

A scanned copy of the Registration form bearing the stamp and sign of the entity should be e mailed to help_desk_evoting@nsdlindia.com

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After receiving the log in details a compliance user should be created using the admin login and password .The compliance user would be able to link the account(s) for which they wish to vote on

The list of accounts linked in the login should be mailed to helpdesk.evoting@nsdlindia.com and the approval of the accounts they would be able to cast their vote

A scanned copy of the Board Resolution and power of attorney which they have issued in favour of the custodian .If any should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

Once the vote on a resolution is cast by the shareholder by electronic means the shareholder shall not be allowed to change it subsequently or cast his 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 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

In case shareholders are holding shares in demat mode user ID is the combination of (DPID+CLIENT ID) and in case the shareholders are holding shares in physical mode USER ID is the combination of (Even No+ Folio No)

If a person became the member of the company after despatch of notice then such a member may control the company as on the cutoff/entitlement date



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FORM No MGT-11

PROXY FORM

(Pursuant to section 105(6) of the Companies Act 2013 and rule 19(3) of the Companies (Management and Administration Rules 2014)

CIN:L31103WB1987PLC042594

Name of the Company :DHANASHREE ELECTRONICS LTD

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

E mail- accounts@rashmilighting.com

Website of the company- www.rashmilighting.com

Name of the Member(s)

Registered Address

Email ID

Folio No/ Client ID No/DP ID No

I/We being the member of Dhanashree Electronics Limited holding equity shares of the above named company, hereby appoint

Name

Address

Email ID

Signature

as my/our proxy to attend and vote (on a poll) for me and on my behalf at the Extra Ordinary General Meeting of the company to be held on Friday 29th day of January 2021 at 9 a.m.at the Registered Office of the company situated at the Salt Lake Electronic Complex, Plot no- XI-16, Block-EP & GP Salt Lake City, Kolkata-700091,West Bengal and any adjournment thereof in respect of such resolution as may be indicated below.

SPECIAL RESOLUTION AGAINST FOR

- 1.Approval pursuant to section 185 and 186 of the Companies Act 2013
- 2.Approval pursuant to section 180(1) of the Companies Act 2013.



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Please affix revenue stamp

Signature of the shareholder

Signature of proxy

Note : The format of proxy in order to be effective should be duly completed and deposited at the Registered Office of the company not less than 48 hours before the commencement of the meeting.

A proxy need not be a member of the company.



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ATTENDANCE SLIP

REGISTERED FOLIO/ DP ID/ CLIENT ID

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the Extra Ordinary General Meeting of the company being held on Friday, **29th day of January, 2021 at 9 a.m.** at the Registered Office of the company situated at Salt Lake Electronics Complex, Block- EP & GP Plot No-XI-16, Kolkata-700091

Signature of the Shareholder/ Proxy present

Shareholder/ Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and hand over the same at the entrance duly signed.

Shareholder/ Proxy holder desiring to attend the meeting may bring his/her copy of the Notice for reference at the Meeting.

Note-Please cut here and bring the above attendance slip to the Meeting.

ELECTRONIC VOTING PARTICULARS

EVEN USER ID PAN BANK A/C NO

(E voting Event No)

Notes

Where Bank Account is not registered with the Depositories of Company please enter your user ID

Please read the instructions printed in the notice of the Extra Ordinary General Meeting regarding e voting.

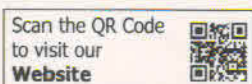
The period of e voting shall commence on **26th day of January 2021 at 9 a.m.** and will end on **28th day of January at 5p.m.**

The e voting module shall be disabled by NSDL/CDSL for voting thereafter.

DHANASHREE
ELECTRONICS LTD.
(An ISO 9001 : 2015, 14001 : 2004 Certified Company)
CIN : L-31103WB1987PLC042594



REGD. OFFICE & FACTORY : Rashmi Building, Salt Lake Electronic Complex, Block EP & GP, Plot No. XI, Sector-V, Kolkata-700091
Ph. : 033 4022 4022, 4005 5653, +91 9022 986 987, Fax : 033 4022 4036, E-mail : info@rashmilighting.com. Website : www.RashmiLighting.com



ISO 9001:2008



BUREAU OF INDIA STANDARDS



ISO 14001



MICRO, SMALL & MEDIUM ENTERPRISES



NSIC



NATIONAL SMALL SCALE INDUSTRIES CORPORATION



ZED ZERO DEFECT, ZERO EFFECT



MAP

Anthropological Survey of India

Bank of
Baroda

South City Pinnacle

RASHMI TOWER

Block-EP & GP, Sector-V, Plot no-XI, Saltlake Electronics Complex
Kolkata-91

Atlas Healthcare Software Pvt Ltd



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BUREAU OF INDIA STANDARDS



ISO 14001



MICRO, SMALL & MEDIUM ENTERPRISES



MRE



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ZERO DEFECT, ZERO EFFECT



GeM
Government
e Marketplace