

DATE-09.09.2021

To

The Secretary

The Bombay Stock Exchange Limited (BSE Limited)

P.J.Towers, Dalal Street

Mumbai-400001

Maharashtra

Dear Sir

Re- Notice of the 34th Annual General Meeting of the Company

Enclosed please find a copy of the notice of the 34th Annual General Meeting of the company to 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, Saltlake Electronics Complex, Kolkata-700091

This is for your information and record

Thanking You

For Dhanashree Electronics Ltd

Ananda Bhattacharya

Ananda Bhattacharyya

Company Secretary

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ELECTRONICS LTD.



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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 up to the conclusion of the 36th 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



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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 36th 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 2021, 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.



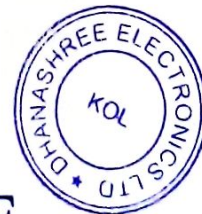
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and continue its listing only with the stock exchange , mumbai to avoid unnecessary financial and administrative burden due to multiple compliance of the various clauses of the listing agreement from time to time and to provide better services to the 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 2021 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



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5. 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 SERVICES" 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 be carried out in every copy of the Memorandum and that no copy of such Memorandum be issued without carrying out such alterations aforesaid.

RESOLVED FURTHER after such alterations the altered clause A 1 is reproduced as follows

A THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON INCORPORATION ARE

1. To carry on the business of exports of goods and services, manufacturing chokes, voltage stabilizers, and Electronic Fan Regulators

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

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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

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



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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 managerial personnel of the company including relatives of Directors and key managerial 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 Bhattacharya

Ananda Bhattacharyya
Company Secretary



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