

DHANVERDHI EXPORTS LIMITED

Regd.Office:- E-947, Chittaranjan Park, New Delhi- 110 019.

(CIN:L52110DL1985PLC020895)

Phone:033-22436242, Fax:-033-22310835

Email: dhanverdhiexports@yahoo.in

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 29th Annual General Meeting of the Members of the Company will be held at the Registered Office of the Company at Jalan Sadan, E-947, Chittranjan Park, New Delhi on Saturday, the 27th day of September, 2014 at 1.00 P.M to transact the following businesses :-

ORDINARY BUSINESS :

1. To consider and adopt the audited Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss for the year ended on that date, the Report of the Auditors thereon and the Report of the Board of Directors of the Company for the year ended 31st March, 2014.
2. To declare a dividend on Equity Shares, if any, for the financial year ended 31st March, 2014.
3. To appoint auditors of the company and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:
"RESOLVED THAT M/s A.K Meharia & Associates, Chartered Accountants (Firm Registration No. 324666E) as Chartered Accountants, be and is hereby appointed as the Auditors of the Company, to hold office from the conclusion of the Twenty Ninth Annual General Meeting to the conclusion of Company's Thirty Two Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors of the Company"
4. To appoint a Director in place of Mr. Uttam Banerjee (DIN: 00607337), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. To consider & if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:
"RESOLVED THAT Mr. Pratap Ram Ganguly [DIN: 00607399], an existing Independent Director, who has filed with the Company the required declaration as per Section 149(7) of the Companies Act, 2013 be and is hereby appointed an Independent Director of the Company for a period of five years from the conclusion of Company's Twenty Ninth Annual General Meeting to the conclusion of Company's Thirty Fourth Annual General Meeting."
RESOLVED FURTHER that the Board (or any Committee thereof) be and is hereby authorised to take all such necessary actions in the matter".
6. To consider & if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:
"RESOLVED THAT Mr. Shambhu Nath Modi (DIN: 02782718), who was appointed an Additional Director of the Company by the Board of Directors with effect from 18th June 2014, in terms of Section 161(1) of the Companies Act, 2013 of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of independent Director be and is hereby appointed an

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Independent Director of the Company under section 152(2), for an initial period of five years from the conclusion of Company's Twenty First Annual General Meeting to the conclusion of Company's Twenty Sixth Annual General Meeting."

RESOLVED FURTHER that the Board (or any Committee thereof) be and is hereby authorised to take all such necessary actions in the matter".

7. To consider & if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED that Mr. Bhagwan Singh (DIN 00607390), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 18th June 2014, in terms of Section 161(1) of the Companies Act, 2013 of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER that the Board (or any Committee thereof) be and is hereby authorised to take all such necessary actions in the matter".

8. To consider & if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED that Mrs. Sudha Agarwalla (DIN 00938365), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14th July 2014, in terms of Section 161(1) of the Companies Act, 2013 of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER that the Board (or any Committee thereof) be and is hereby authorised to take all such necessary actions in the matter".

9. To consider & if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the requisite approval of the Central Government, the consent of the Company be and is hereby accorded to the appointment of Mrs. Sudha Agarwalla (DIN 00938365), who was appointed as a "Additional Director" of the Company by the Board of Directors under the Articles of Association of the Company, as the "Managing Director" of the Company for a period of five years effective from 1st October, 2014, on the terms and conditions of appointment and remuneration as contained in the draft agreement, a copy whereof initialed by the Chairman for the purpose of identification is placed before the meeting, and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mrs. Sudha Agarwalla.

RESOLVED FURTHER that the Board (or any Committee thereof) be and is hereby authorised to take all such necessary actions in the matter".

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10. To consider adoption of newly substituted Articles of Association of the Company containing regulations in line with the Companies Act, 2013, and if thought fit, to pass with or without modification, the following resolution as **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (statutory modification (s) or re-enactment thereof, for the time being in force), the new draft Articles as contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Registered Office : E-947, Chittaranjan Park,
New Delhi-110 019.

Dated: The 29th day of August, 2014

By order of the Board
For Dhanverdhi Exports Ltd

(Uttam Banerjee)
Director

Notes:

1. **A Member entitled to attend and vote at the above Meeting is entitled to appoint one or more proxies to attend and vote instead of himself/herself and the proxy so appointed need not be a Member of Company. The Instrument of Proxy must be lodged with the Company not less than 48 hours before the Meeting.**

A person can act as a Proxy on behalf of Members not exceeding fifty and holding in aggregate shares not more than 10 percent of the total Share Capital of the Company, carrying voting rights.

2. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf in the meeting.
3. **The Register of Members shall remain closed from 22nd September, 2014 to 27th September, 2014 (both days inclusive).**
4. The relevant Statement, pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") in respect of the items of Special Business is annexed hereto.
6. Voting shall be reckoned in relation to a Member's holding of the Paid-up Equity Share Capital of the Company as at close of business on **10th August, 2014(Record Date)**.
7. Members holding shares in physical form are requested to notify change of address, if any, along with address proof i.e. Voter Identity Card, Electric/Telephone Bill, Driving Licence or a copy of passport and Bank Statement to the Share Department of the Company / Registrars and Share Transfer Agents and, in case the shares are held in dematerialized form, then this information should be passed on to the respective Depository Participants and into to the Share Department of the Company/Registrars and Share Transfer Agents.

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8. In case the mailing address mentioned on the envelope of this Annual Report is either without Pin Code or with incorrect Pin Code, Members are urged to advise the correct Pin Code to the Share Department of the Company /Registrars and Share Transfer Agents or the respective Depository Participants(s), as the case may be immediately, for speedier delivery in future.
9. Members holding Shares, in physical form, in identical order of names in more than one Folio, are requested to write to the Share Department of the Company / Registrars and Share Transfer Agents enclosing the relevant Share Certificates requesting consolidation of such Folios into one Folio for your own convenience.
10. As per the provisions of the Act, the facility for making /varying/ cancelling nominations is available to individuals holding shares in the Company Nominations can be made in Form-SH.13 and any variation/ cancellation thereof can be made by giving notice in Form-SH.14, prescribed under the Companies (Share Capital and Debentures) Rules,2014 for the purpose. The Forms can be obtained from the Share Department of the Company / Registrars / Share Transfer Agents or from the Website or the Ministry of the Company Affairs at www.mca.gov.in.
11. Members desirous of getting any information in relation to the Company's Annual Report 2013-14 are requested to address their query (ies) well in advance, i.e. at least 10 days before the Meeting, to enable the Management to keep the information readily available at the Meeting.
12. Members are requested to claim their unclaimed shares lying with the Company by sending proper documentary evidence to establish their bona fides. Till such claim, as per Clause 5A II of the Listing Agreement with the Stock Exchanges, voting rights on such shares shall remain frozen.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) for all securities market transactions. Thereafter it was clarified vide Circular no. MRD/DOP/Cir-05/2009 dated May 20, 2009 that for securities market transactions and off market transaction involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) to furnish a copy of PAN Card to the Company/Registrars and Share Transfer Agent for registration of such transfer of shares, Hence, Members holding shares in the electronic form are requested to submit their PANs to their Depository Participants with whom they maintain their Demat Accounts. Members holding shares in physical form should submit their PAN details to the Company/Registrars and Share Transfer Agents, Niche Technologies Pvt. Ltd.
14. As per requirements of Clause 49 (IV)(G)(I) of the Listing Agreement with the Stock Exchanges, particulars relating to appointment and reappointment of Directors are given in the Corporate Governance Section of the Annual Report.
15. Any query relating to the Resolutions proposed to be passed at the ensuing Annual General Meeting (AGM) may be addressed to the Management of the Company.
16. Voting can be exercised only by the concerned Member or his/her duly constituted attorney or, in case of bodies corporate, its duly authorised person. A Member need not use all his/her votes.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item Numbers 5 and 6

Mr. Pratap Ram Ganguly [DIN: 00607399], is the existing Independent Directors of the Company under Clause 49 of the Listing Agreement. Mr. Shambhu Nath Modi (DIN: 02782718) was appointed an Additional Director of the Company at a Meeting of the Board of Directors held on 18th June, 2014.

Upon implementation of the Companies Act, 2013 ('the act'), the Board, as its Meeting held on 18th June, 2014, has formed an opinion that each of them are persons of integrity and possess relevant expertise and experience for being appointed Independent Directors of the Company. In the Opinion of the Board, each of these persons fulfills the conditions specified in the Act and the Rules made thereunder and that they are each independent of the Management. They have also at the said Board Meeting filed declarations under Section 149(7) of the Act stating that they can function as Independent Directors within the meaning of Section 149(6) of the Act.

In view of the above position, approval of Members is sought, through Ordinary Resolutions, to formally appoint them Independent Directors as per Section 149(1) of the Act for a period of five years from the conclusion of the Company's Twenty First Annual General Meeting to the conclusion of Company's Twenty Sixth Annual General Meeting.

Brief particulars of Mr. Pratap Ram Ganguly [DIN: 00607399], is incorporated in the Report on Corporate Governance.

The company and the Independent Directors shall abide by the provisions specified in Schedule IV of the Act, and shall be governed and guided by the guidelines of professional conduct, role and functions, duties, manner of appointment, reappointment, resignation or removal, separate meetings and evaluations mechanism as provided therein. Their appointment once made at the Meeting shall be formalized through a letter of appointment, which will set out :

- a) the term of appointment ;
- b) the expectation of the Board from the appointed Director, the Board-level committee(s) in which the Director is expected to serve and its tasks ;
- c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
- d) provision for Directors and Officers (D & O) insurance, if any ;
- e) the code of Business Ethics that the Company expects its Directors and employees to follow ;
- f) a list of actions that a Director should not do while functioning as such in the Company ; and
- g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Board and other Meetings and profit related commission, if any.

Formal letter of appointment shall be issued to each Independent Director upon appointment. The terms and conditions of the appointment shall be open for inspection at the registered office of the Company by any Member during normal business hours, and shall also be posted on the Company's website.

The Board is of the opinion that it would be in the interest of the Company to appoint Mr. Pratap Ram Ganguly [DIN: 00607399], and Mr. Sambhu Nath Modi as Independent Directors and Resolutions 5 and 6 been proposed to this end. The Board commends the Resolutions to Members for acceptance. Mr. Pratap Ram Ganguly [DIN: 00607399], was holding office as retiring Director and, after his appointment as Independent Director, he shall not be liable any further to retirement by rotation and shall hold office for the aforesaid fixed term of five years and could be eligible for appointment for one more consecutive term of five years.

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Mr.Sambhu Nath Modi and Mr. Pratap Ram Ganguly [DIN: 00607399], should be deemed concerned or interested in the particular Resolutions seeking to appoint each of them as Independent Directors. No other Director/Key Managerial Personnel or any relative of the Directors or the Key Managerial Personnel have any concern or interest in the aforesaid Resolutions. The passing of aforesaid Resolutions also do not relate to or affect any other Company.

Mr. Shambhu Nath Modi, not being a retiring Director in terms of Section 152 of the Act, his name has been proposed by a Member along with a deposit of Rs. 1 Lakh as provided under section 160 of the Act. This deposit shall be refunded should he get elected as a Director or secures more that 25% of the total valid votes cast on such Resolution.

Item Number 7

Mr.Bhagwan Singh (DIN 00607390), was appointed an Additional Director of the Company at a Meeting of the Board of Directors held on 18th June, 2014. Pursuant to Section 161(1) of the Companies Act 2013, Mr. Bhagwan Singh holds office till the date of this Annual General Meeting and appropriate notice has been received from a member proposing appointment of Mr. Bhagwan Singh as Director of the Company. Requisite consent has been received from Mr. Bhagwan Singh pursuant to provisions of Section 152 of the Companies Act 2013.

Your Board recommends the Ordinary resolutions as set out in Item No 7 for approval of Members.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except

Mr.Bhagwan Singh (whose appointment is proposed in these resolutions and who is interested to the extent of remuneration that may be paid to him) are in any way concerned or interested in these resolutions.

Item Number 8 & 9

Mrs. Sudha Agarwalla , was appointed an Additional Director of the Company at a Meeting of the Board of Directors held on 18th July, 2014. Pursuant to Section 161(1) of the Companies Act 2013, Mr. Bhagwan Singh holds office till the date of this Annual General Meeting and appropriate notice has been received from a member proposing appointment of Mrs. Sudha Agarwalla as Director of the Company. Requisite consent has been received from Mrs. Sudha Agarwalla pursuant to provisions of Section 152 of the Companies Act 2013.

Further, Mrs. Sudha Agarwalla is a highly experienced person in the field of business of investment and finance having experience of over 19 years in all aspects of industry, marketing and finance.

The Board of Director hopes that the company will be benefited by her services of the day to day operation and smooth running of the business. Mrs. Sudha Agarwalla has enough experience in the field of business in which your company is presently engaged and it will not only add to the enhancement of the business opportunities of your Company but will also enhance the profit of your company.

The Board of Directors ('Board') appointed Mrs. Sudha Agarwalla, Director as the Managing Director of the Company with effect from 01.10.2014 for a period of Five years, and the following remuneration is proposed:

Remuneration:

(a)Salary:

Rs.25,000/- per month (with an annual increment as decided by the Board of Directors, subject to the ceiling as prescribed in Schedule XIII of the Companies Act, 1956).

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(b) Other perquisites:

Subject to overall ceiling on remuneration mentioned the Managing Director may be given any other allowances, benefits and perquisites which will mean and include telephone expenses, club membership fees and or any other allowances as the Board of Directors may from time to time decide.

Re-imbusement of entertainment for business, traveling and all other actual expenses incurred for the purpose of company's business shall not be considered as remuneration and/or perquisites

Overall Remuneration:

The aggregate of salary, commission and perquisites in any one financial year shall not exceed the limits prescribed or to be prescribed from time to time under as prescribed under Section 197 read with Schedule V of the Companies Act, 2013 as may for the time being be in force.

Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Managing Director, the payment of salary, commission, perquisites and other allowances shall be governed by limits prescribed under Schedule V of the Companies Act, 2013.

Except Mrs. Sudha Agarwalla, none of the Directors of the Company is, in any way, concerned or interested in the resolution.

Item Number 10

The Articles of the Association (AoA) of the Company as currently in force was originally adopted as per the provisions of the Companies Act 1956 and further amendments were adopted pursuant to the provisions under the Companies Act, 1956, from time to time. The references to specific section of the Companies Act, 1956 in the existing AoA may no longer be in conformity with the Companies Act, 2013. Considering that substantive sections of the Companies Act which deals with the general working of the companies stand notified, it is proposed to amend the existing AoA to align it with the provisions of the Companies Act, 2013 including the Rules framed there under and adoption of specific section from Table "F" of Schedule I to the Companies Act, 2013 which sets out the model articles of association of the company limited by shares.

As per Companies Act, 2013, several regulations of the existing AoA of the company requires alteration or deletions in several articles. It is expedient to wholly replace the existing AoA by a new set of Article.

None of the Directors and/ or Key Managerial Personnel of the Company or their relatives in any way concerned or interested in these resolutions.

Registered Office : E-947, Chittaranjan Park,
New Delhi-110019

Dated: The 29th day of August, 2014

By order of the Board
For Dhanverdhi Exports Ltd

(Uttam Banerjee)
Director

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ATTENDANCE SLIP

29th Annual General Meeting to be held on Saturday , the 27th day of September, 2014 at 1.00 p.m at E-947, Chittaranjan Park, New Delhi- 110 019.

Name of the attending Member(In Block Letters)
Folio /DP ID CLIENT ID No.
No.of Shares Held
Name of PROXY (In Block Letters , to be filled in if Proxy Attends instead of the Member)

I hereby record my presence at the 29th Annual General Meeting on 27th September,2014

.....
Signature of Proxy Holder

.....
Signature of the Member

THIS ATTENDANCE SLIP DULY FIELD IS TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL

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PROXY FORM

Name of the Member(s)	
Registered Address	
Folio No./DP ID-Client ID	
E-Mail ID	
No.of Shares	

I/We , being the member(s) of _____ shares of the named company, hereby appoint

1.Name:	
Address:	
Email Id	Signature
or failing him	
2.Name:	
Address:	
Email Id	Signature
or failing him	
3.Name:	
Address:	
Email Id	Signature

as my proxy to attend and vote for me/us and on my/our behalf at the 29th Annual General Meeting of the Company , to be held on Saturday , the 27th September, 2014 at E-947, Chittaranjan Park , New Delhi- 110 019. and at any adjournment thereof in respect of such resolutions as are indicated below:-

Sl.No.	Resolution	For	Against
Ordinary Business:			
1.	Adoption of Financial Statements of the Company for the year ended 31st March, 2014 together with the Director's & Auditors Report thereon.		
2.	Declaration of Dividend for the financial year 2013-14(if any)		
3.	Appointment of M/s A.K.Meharia & Associates , Chartered Accountants , as statutory auditors of the Company and to authorize the Board of Directors to fix their remuneration.		
4.	Re-appointment of Mr.Uttam Banerjee (DIN: 00607337) who retires by rotation		
Special Business:			
5.	Appointment of Mr. Pratap Ram Ganguly (DIN:00607399) as independent Director		
6.	Appointment of Mr. Sambhu Nath Modi (DIN:02782718) as Independent Director		
7.	Appointment of Mr. Bhagwan Singh (DIN:00607337) as Director of the Company		
8.	Appointment of Mrs.Sudha Agarwalla(DIN 00938365) as Director of the Company		
9.	Appointment of Mrs. Sudha Agarwalla(DIN 00938365) as Managing Director of the Company		
10.	Alteration of Articles of Association of the Company		

Signed this ___ day of _____ 2014

.....
Signature of Shareholder(s)

.....
Signature of first proxy holder

.....
Signature of second proxy holder

.....
Signature of third proxy holder

Revenue Stamp

Notes: (a) the form should be signed across the stamp as per specimen signature registered with RTA/DP

(b) the form should be deposited at the registered office of the company atleast 48 hours before the time fixed for holding the meeting.

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BALLOT PAPER FOR VOTING AT AGM(in lieu of e-voting)

Name & Registered Address of the sole /First Named Shareholder (in block letters)		Name(s) of the Joint Holder, if any	
		1. 2.	
Registered Folio No/ Client ID No.		No. of. Shares Held	

I / We hereby exercise my /our vote(s) in respect of the following resolutions to be passed for the business stated in the Notice of the 29th Annual General Meeting of the Company to be held on 27th September, 2014 , by sending my/our assent or dissent to the said Resolutions by placing a tick (☑) at the appropriate box below:

Sl.No.	Resolution	I/We assent to the resolution	I/We dissent to the resolution
Ordinary Business:			
1.	Adoption of Financial Statements of the Company for the year ended 31st March, 2014 together with the Director's & Auditors Report thereon.		
2.	Declaration of Dividend for the financial year 2013-14(if any)		
3.	Appointment of M/s A.K.Meharia & Associates , Chartered Accountants , as statutory auditors of the Company and to authorize the Board of Directors to fix their remuneration.		
4.	Re-appointment of Mr.Uttam Banerjee (DIN: 00607337) who retires by rotation		
Special Business:			
5.	Appointment of Mr. Pratap Ram Ganguly (DIN:00607399) as independent Director		
6.	Appointment of Mr. Sambhu Nath Modi (DIN:02782718) as Independent Director		
7.	Appointment of Mr. Bhagwan Singh (DIN:00607337) as Director of the Company		
8.	Appointment of Mrs.Sudha Agarwalla(DIN 00938365) as Director of the Company		
9.	Appointment of Mrs. Sudha Agarwalla(DIN 00938365) as Managing Director of the Company		
10.	Alteration of Articles of Association of the Company		

Signed this ___ day of _____ 2014

Place _____

Signature of Shareholder(s)