

DHANVERDHI EXPORTS LIMITED

Registered Office: E-947, Chittaranjan Park, New Delhi – 11 0019

CIN: L52110DL1985PLC020895

Email: ghanverdhiexports@yahoo.in

Telephone: 033-2243 6242 / 43

POSTAL BALLOT NOTICE

[Notice Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member (s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), that the Resolutions appended below be passed by the members through postal ballot/electronic voting (e-voting). The explanatory statement pertaining to the aforesaid Resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. A. K. Labh, Practising Company Secretary, as the Scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions in the Notes under the section "Voting through Postal Ballot" in this Postal Ballot Notice and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post/speed post at the expense of the member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal ballot Form(s) should reach the Scrutinizer not later than 5.00 p.m. on 27th December, 2015 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means.' References to Postal Ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the postal ballots (including e-voting). The result of postal ballot shall be declared on or before 29th December, 2015 and communicated to the Stock Exchanges and shall also be displayed on the Company's website.

RESOLUTION

ITEM NO. 1

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution** :

"RESOLVED THAT subject to the confirmation by the Office of the Regional Director under Section 13 of the Companies Act, 2013, the Memorandum of Association of the Company be altered by incorporating the words "State of West Bengal" in substitution of and while deleting the words "National Capital Territory of Delhi" in Clause II thereof.

RESOLVED FURTHER THAT on the aforesaid resolution becoming effective the Registered Office of the Company be removed and shifted from Delhi to any place in the State of West Bengal.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is here by authorized to take such steps and action as may be deemed necessary to give effect to the aforesaid resolution including filing of petition under Section 13 of the Companies Act, 2013 before the Office of Regional Director and to act for every purpose in connection therewith and / or incidental thereto."

By Order of the Board

For DHANVERDHI EXPORTS LIMITED

A-402, Mangalam,
24/26, Hemanta Basu Sarani,
Kolkata – 700 001
CIN : L52110DL1985PLC020895
Email: ghanverdhiexports@yahoo.in
Telephone: (033) 2243-6242 / 43
Dated: 16.11.2015

(Uttam Banerjee)
Director

INSTRUCTIONS:

PROCESS AND MANNER FOR MEMBERS OPTING TO VOTE BY USING POSTAL BALLOT FORM

1) Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the Members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with Physical Ballot Form through post/courier. Members, who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the Company's website www.dhanverdhiexports@yahoo.in, fill in the details and send the same to the Scrutinizer.

2) There shall be one Postal Ballot for every Folio/DP ID & Client ID irrespective of the number of joint holders.

Please complete and sign the Postal Ballot Form (no other Form or photo copy thereof is permitted) and send it so as to reach the Scrutinizer in the enclosed postage pre-paid self-addressed business reply envelope not later than 27th December, 2015 (5:00 p.m.). Postal Ballot Form(s) deposited in person or sent by post or courier at the expense of the Member will also be accepted. Postal Ballot Form received after 27th December, 2015 (5:00 p.m.) will be strictly treated as if no reply has been received from the Member.

3) The Postal Ballot Notice dated 16th November, 2015 is being sent to all the Members of the Company whose names appeared on the Register of Members/Beneficial owners from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on cut-off date, i.e. Friday, 13th November, 2015.

4) Mr. A. K. Labh, Practicing Company Secretary (Membership No.FCS 4848/CP3238) of A. K. Labh & Co., Company Secretaries, Kolkata have been appointed as the Scrutinizer to scrutinize the Postal Ballot including e-voting process in a fair and transparent manner.

5) The Form should be signed by the Member as per the specimen signature registered with the Company/Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA.

6) In case the shares are held by Financial Institutions, Companies, Trusts, Societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorisation together with attested specimen signature of the duly authorized signatory(ies). In case the Form is signed for or on behalf of the Government, the nomination of the concerned Government in favour of such signatory should be enclosed with the Form.

7) Votes should be cast in case of each Resolution, either FOR or AGAINST by putting the tick (✓) mark in the Column provided in the Ballot.

8) A Member may request for a duplicate Postal Ballot Form, if so required by sending request to the Company at its Registered Office by mentioning his/her Folio/DP ID and Client ID. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified i.e. 27th December, 2015.

9) Unsigned, incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.

10) A Member can opt for only one mode of voting i.e. either by Postal Ballot or e-voting. In case a Member is opting for voting by Postal Ballot, then he/she should not cast vote by e-voting and vice versa. If a Member casts his/her vote by both e-voting and Postal Ballot Form, then voting done through e-voting shall prevail and Postal Ballot shall be treated as invalid. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as of Cut-Off Date of 13th November, 2015..

11) Members may address for their queries to the Company or its Registrar & Share Transfer Agent viz. Niche Technologies Pvt. Ltd, at D-511Bagree Market, 5th Floor, 71 B.R.B. Basu Road, Kolkata – 700001.

12) The decision of the Scrutinizer on the validity of the Postal Ballot Form and any other related matter shall be final.

13) All relevant documents referred to in the Notice dated 16th November, 2015 shall be open for inspection of the Members at the Registered Office of the Company on all working days between 14:00 hrs. to 16:00 hrs. upto the date of declaration of the Result of Postal Ballot.

14) Upon completion of scrutiny of the Forms, the Scrutinizer will submit his Report to the Chairman/Vice-Chairman or to any person authorized by any of them. The Result of the Postal Ballot shall be declared by the Chairman/Vice-Chairman/ or by any person authorized by any of them on or before 29th December, 2015 at the Registered Office of the Company.

15) The Resolutions will be taken as passed effectively on the date of announcement of the Result as if it has been passed at a General Meeting of the Members. Members, who wish to be present at the venue at the time of declaration of the Result, may do so. The Result of the Postal Ballot will be posted on the website of the Company www.dhanverdhiexports@yahoo.in along with Scrutinizer's Report and shall be sent to the Stock Exchanges where the shares of the Company are listed and simultaneously to the CDSL facilitating the e-voting platform in this regard.

INSTRUCTIONS FOR MEMBERS OPTING FOR E-VOTING:

In compliance with the provisions of Section 108 & 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 as amended and Clause 35B of the Listing Agreement with the Stock Exchanges, the Company offers e-voting facility as an alternate, for its Members to exercise their right to vote by electronic means and the businesses may be transacted through e-voting services to be provided by Central Depository Services (India) Limited (CDSL) instead of dispatching the duly completed Postal Ballot Form. E-voting is optional.

- (i) The voting period begins on 28th November, 2015 from 10:00 a.m. (IST) and ends on 27th December, 2015 up to 5:00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date i.e. 13th November, 2015, may cast their vote electronically. The e-voting module shall be disabled by Central Depository Services (India) Limited (CDSL) for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
(E-voting Sequence Number, User ID alongwith Password is provided in the table given in the Postal Ballot Form.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name followed by the last 8 digits of their demat account number/Folio No. as the case may be in the PAN field.• In case the Folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. if your

	name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth (DOB) as recorded in your demat account or in the Company records for the said demat account in dd/mm/yyyy format or enter the Folio number in order to login.
Dividend Bank details	<p>Enter the Dividend Bank details as recorded in your demat account or in the Company records for the said demat account or Folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank details in order to login. If the details are not recorded with the Depository or Company please enter the number of shares held in the Bank Account number field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xi) Click on the EVSN relevant for **DHANVERDHI EXPORTS LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see "DESCRIPTION OF RESOLUTIONS" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution(s) and option NO implies that you dissent to the Resolution(s).
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions details.
- (xiv) 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 on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Please follow all steps from Sl.No.(ii) to Sl. No.(xvii) given above to cast your vote.
- (xix) **Note for Non – Individual/Institutional Shareholders and Custodians**
- Non-Individual/Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login 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@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call CDSL on 18002005533.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

The Company was incorporated under the provisions of the Companies Act, 1956 in the National Capital Territory of Delhi. As per Clause II of the Memorandum of Association of the Company, the Registered office of the Company is at present situated in the National Capital Territory of Delhi at E-947, Chittaranjan Park, New Delhi – 110 019.

The Company is getting good business opportunities in the eastern part of the Country and is planning to expand its business in that area, especially in the State of West Bengal. Hence shifting of the Registered Office of the Company to the State of West Bengal will provide an efficient and cost effective logistics support and will also help in controlling and monitoring all the operations of the Company in a better & efficient manner.

The Board of Directors, therefore, felt that in the interest of the company, it would be just, necessary expedient and desirable to have the Registered Office of the company in the State of West Bengal only. It would also be convenient, advantageous and economical to manage the entire operations and day-to-day affairs of the company from West Bengal. For better administrative control and convenience, the shifting of company's Registered Office from Delhi to the State of West Bengal is of utmost necessity so that entire activities of the company can be carried on more economically, advantageously, conveniently and efficiently from one and the same place. Furthermore, the shifting of Registered Office will eliminate unnecessary maintenance of duplication of records and/or transfer thereof from Delhi to West Bengal resulting in economy of operations for the company and working convenience.

The members are, therefore, requested to accord their approval authorising the Board to go for Shifting of Registered Office as set out in the resolution.

The Directors propose the resolutions' for your approval.

None of the Directors, Key Managerial Person(s) of the Company and / or their relatives are, in any way, concerned or interested financially / otherwise in the said resolution.

By Order of the Board

For DHANVERDHI EXPORTS LIMITED

A-402, Mangalam,
24/26, Hemanta Basu Sarani,
Kolkata – 700 001
CIN : L52110DL1985PLC020895
Email: ghanverdhieexports@yahoo.in
Telephone: (033) 2243-6242 / 43
Dated: 16.11.2015

(Uttam Banerjee)
Director

DHANVERDHI EXPORTS LIMITED

Registered Office: E-947, Chittaranjan Park, New Delhi – 11 0019

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POSTAL BALLOT FORM

	Postal Ballot Form No.	
1	Name & Registered Address of the sole/first named Member	
2	Name(s) of the Joint-Holder(s), if any	
3	Registered Folio No./DP ID/Client ID* (*Applicable to investors holding Shares in dematerialized form)	
4	Number of Equity Share(s) held	

I/We hereby exercise my/our vote(s) in respect of the following Businesses pursuant to Section 13 read with Section 110 of the Companies Act, 2013 set out in the Notice dated 16th November, 2015 read with relevant statement setting out material facts attached thereto to be passed through Postal Ballot by conveying my/our assent (**FOR**) or dissent (**AGAINST**) to the said Resolutions by placing tick (✓) mark in the appropriate box below:

Item No.	Description of Resolution	No. of Equity Shares for which vote(s) cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Shifting of registered office of the Company from the National Capital Territory of Delhi to the State of West Bengal.			

Place:

Date:

(Signature of the Member)

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence No.)	USER ID	PAN / Sequence Number
151121004		

Note:

- 1.) Please read the instructions in the Notice for voting through Postal Ballot Form or e-Voting Process.
- 2.) Last date for receipt of Postal Ballot Forms by the Scrutinizer is 27th December, 2015
- 3.) The e-Voting period begins on 28th November, 2015 from 10:00 a.m. (IST) and ends on 27th December, 2015 up to 5:00 p.m. (IST).
- 4.) The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as of Cut-Off Date of 13th November, 2015.