



DIKSHA GREENS LIMITED

11, SAMBHU CHATTERJEE STREET, 2 ND FLOOR, SUIT NO.07, JORASANKO, KOLKATA-700007

PHONE: 033-2219-8219, 2257-3530

Website: www.dikshagreens.co.in

E-mail:- dikshagreens@yahoo.com, info@dikshagreens.co.in

CIN: [L20100WB2004PLC099199](https://www.mca21.gov.in/cin/L20100WB2004PLC099199)

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY MEETING OF MEMBERS OF DIKSHA GREENS LIMITED TO BE HELD ON TUESDAY, 2ND DAY OF JULY, 2019 AT 11:00 A.M. AT 11, SAMBHU CHATERJEE STREET, JORASANKO, KOLKATA – 700007, WEST BENGAL, INDIA, TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

Appointment of Statutory Auditor to fill casual vacancy:

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

“**RESOLVED THAT** pursuant to the provisions of section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) as recommended by the Board of Directors of the Company, M/s. AMK&Associates., Chartered Accountant, FRN-327817E, Mem. No.- 059363 having place of business at E 2-3, Block EP & GP Sector-V, Salt Lake, Kolkata-700091, be and here by appointed as Statutory Auditor of the Company to fill the vacancy caused due to the resignation of M/s. Raghunath& Co., Chartered Accountants, FRN. 0033475, Mem. No.-061439, will hold the office till the ensuing Annual General Meeting and they shall conduct the statutory Audit for the financial year ended 31st march, 2019 on such remuneration as may be Mutually decided by the Board of Directors of the Company and the Auditor.

Registered Office:

11, SAMBHU CHATERJEE STREET

KOLKATA - 700007

CIN: L20100WB2004PLC099199

Date: 25.06.2019

By order of the Board of Directors

For, Diksha Greens Limited

Sd/-

Rajesh Kumar Pirogiwal

Managing Director

Notes:

1. An Explanatory Statement pursuant to Section 102(1) of Companies Act, 2013 relating to Special Business to be transacted at the meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY IS NEED NOT BE MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE OF THE COMPANY, DULY COMPLIED AND SIGNED, NOT LESS THAN FOURTY EIGHT (48) HOURS BEFORE COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of Company carrying voting right may appoint a single person as proxy and such person shall not act as the proxy for any other person or member.

During the period beginning twenty-four (24) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would entitle to inspect the proxies lodged at any time during the business hours of the Company provided that not less than three days (3) of notice in writing is given to the company.
3. Members/ Proxies should bring the enclosed Attendance Slip duly filled in and signed in terms of specimen signature lodged with company for attending the meeting. Member attending the EGM are requested to bring with them DP & Client ID Number, Folio Number for dematerialised holding and physical holding respectively. The Company would accept only the Attendance Slip from a member actually attending the meeting or from the person attending as proxy under a valid proxy form registered with the Company not less than 48 hours before the Commencement of the meeting. Attendance Slips of the members/ valid proxies not personally present at the meeting or relating to proxies which will invalid will not accepted from any other member/person.
4. Corporate members intending to send their authorised representative under Section 113 of the Companies Act, 2013, are requested to send a duly certified copy of Board resolution authorising their representative to attend and vote at the meeting.
5. In case of joint holding, the joint holders whose name stand first, as per the Company's records, shall alone be entitled to vote.
6. Members holding shares in same name under different Ledger Folios are requested to apply for consolidation of such folios and send the relevant share certificates to Share Transfer Agent/Company.
7. Members are requested to notify immediately any changes in their address to the company in case their shares are held in dematerialised form. This information should be passed so that the information required can be made readily available at the meeting.
8. Members holding the shares in physical form are advice to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 can be obtained from the Company at its Registered Office. Members desiring to avail this facility may send their Nomination Form duly filled in, to the Company at its Registered Office by quoting their respective folio number.
9. All the members are requested to register their e-mail ids with the Registrar and Share Transfer Agent of the Company for the purpose of service of documents under section 20 of the Companies Act, 2013 by e-mode instead of physical service of documents.
10. Electronic copy of Notice of the Extra-Ordinary General Meeting of the Company *inter alia* the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail Ids are registered with company/ Depositor participants for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copy of notices *inter alia* the process and manner of e-voting along with Attendance Sheet and Proxy Form is being sent in the permitted mode.
11. 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 mode are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demataccounts. Members holding the Shares in physical form can submit their PAN to the Company.

12. Under Rule 18 of (Management and Administration) Rule, 2014, Members, who have not got their email ids registered, are requested to register their email address and changes therein with the Company in respect of the physical shares and with Depository Participants in respect of dematerialised shares. Members are also requested to provide their Unique Identification Number and PAN (CIN in case of Corporate Members) to the Company/Depository Participants.
13. The members may also note that the notice of Extra-Ordinary General Meeting will also be available on the website of the company i.e. www.centralcables.in. and on the website of the CDSL.
14. The facility for voting through ballot or polling paper shall be made available at the meeting and the member attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
15. Relevant documents referred to in the accompanying notice are open for inspection by the members at the registered office of the company on all working days, except Saturday, Sunday and Public holiday, during the business hours (10:00 a.m. to 1:00 p.m.) up to the date of meeting.
16. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not entitle to cast their vote again.
17. Voting right will be reckoned on the Paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off 25th June, 2019

Instruction for E-Voting

Pursuant to the provision of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rule, 2014, as amended, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard-2 on General meeting, the company is pleased to provide to its members facility to exercise their right to vote on resolution proposed to be passes in the meeting by the electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting. The Company has engaged the services from CDSL for the purpose of providing e-voting facility to all its members.

E-Voting Event Number	User ID	Password
EVS No.190625009	*	*

*Please refer the instructions below

In Case of Members who receive the Notice in electronic mode:

Open the email and the PDF file with your Client ID No. or Registration Folio No. as Password. The said PDF file contains your user ID and Password for remote e-voting. Please note that the password is an initial password.

The procedure with respect to remote e-voting is provided below:

- (i) The voting period begins on 29th June, 2019 at 9:00 A.M. and ends on 1st July, 2019. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (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.
- (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 and the 8 digits of the sequence number in the PAN field. In case the sequence 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (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. 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 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** for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see **“RESOLUTION DESCRIPTION”** 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 and option NO implies that you dissent to the Resolution.
- (xiii) Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution 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 changed 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) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual 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.

GENERAL INSTRUCTIONS

- a. There will be one vote for every client No. / Registered Folio No. irrespective of the number of joint holders.
- b. The Result of E-voting will be declared within 48 hours from the conclusion of the EGM and the Resolutions will be deemed to be passed on the date of EGM, subject to receipt of requisite number of votes. Declared Results, along with the Scrutinizer's Report, will be available forthwith on the company's corporate website www.centralcables.in and on the website of CDSL, such Results will be forwarded to the Stock Exchange.
- c. The e-voting period begins from Saturday, 29th June, 2019 at 9.00 AM and ends on Monday, 1st July, 2019 at 5.00 PM. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off/entitlement date of 25th June, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. 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 vote by any other means.
- d. Members of the Company holding shares either in physical form or in dematerialized form as on the cutoff/entitlement date of 25th June, 2019 may cast their vote electronically.
- e. The Board of Director of the Company has appointed Mr. Pankaj Kumar Modi, (C.P. No. 12472 and Membership No. 28600), Practising Company Secretary as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- f. The Chairman shall, at the General Meeting, at the end of discussion on the resolution on which voting is to be held, allow voting, with the assistance of scrutinizer, by use of ballot or polling paper.
- g. The Scrutinizer shall, immediately after the conclusion of the EGM, count the vote cast at the EGM and thereafter, unblock the votes cast through e-voting in the presence of at least two (2) witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total vote cast in favour of or against, if any, not later than 48 hours after the conclusion of EGM to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith.
- h. The Result so declared, along with the scrutinizer's Report, shall be placed on the Company website viz. www.dikshagreens.co.in and on the website of CDSL within two (2) working days of passing of the resolution at the EGM of the company. The result shall also be forwarded to Stock Exchange.

Registered Office:

11, SAMBHU CHATERJEE STREET

KOLKATA - 700007

CIN: L20100WB2004PLC099199

Date: 25.06.2019

Managing Director

By order of the Board of Directors

For, Diksha Greens Limited

Sd/-

Rajesh Kumar Pirogiwal

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

M/s. Raghunath& Co., Chartered Accountants, have tender his resignation from the position of statutory Auditor of the Company due to unavoidable circumstances, resulting into casual vacancy of the statutory Auditor of the Company. Casual Vacancy caused by the resignation will be filled u/s 139(8) of the Companies Act, 2013, by approval of the Shareholders in General Meeting within three months of the recommendation of the Board of Directors of the Company. The Board of Director recommended M/s. AMK&Associates., Chartered Accountant, FRN-327817E, Mem. No.- 059363 having place of business at E 2-3, Block EP & GP Sector-V, Salt Lake, Kolkata-700091, be appointed as the Statutory Auditor of the Company to fill the Casual vacancy caused by the resignation of M/s. Raghunath& Co., Statutory Auditor.

M/s. AMK&Associates., Chartered Accountant, FRN-327817E, Mem. No.-059363, have conveyed their consent to be appointed as the statutory Auditor of the Company along with a confirmation that, their appointment, if made by the members, would be in the limit prescribed under the companies act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration of approval of members.

None of the Directors, Key Managerial Person or their relatives are interested in the said resolution.

Registered Office:

11, SAMBHU CHATERJEE STREET

KOLKATA - 700007

CIN: L20100WB2004PLC099199

Date: 25.06.2019

By order of the Board of Directors

For, Diksha Greens Limited

Sd/-

Rajesh Kumar Pirogiwal

Managing Director

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):		E-mail ID:	
Registered Address:		Folio No./* DP & Client Id:	

I/We, being the member(s) of shares of the above named Company, hereby appoint:

- (1) Name: Address:
 E-mail Id: Signature:, or failing him/her;
- (2) Name: Address:
 E-mail Id: Signature:, or failing him/her;
- (3) Name: Address:
 E-mail Id: Signature:, or failing him/her;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Tuesday, the 2nd day of July, 2019 at 11:00 A.M. at 11, SAMBHU CHATERJEE STREET, JORASANKO, KOLKATA – 700007, WEST BENGAL, INDIA and at any adjournment thereof in respect of resolution as are indicated below:

Sl. No.	Resolution	**For	**Against
	SPECIAL BUSINESS		
1	Appointment of Statutory Auditor to fill casual vacancy		

Signed this day of 2019. Signature of the Shareholder

 Signature of 1st proxyholder Signature of 2nd proxyholder Signature of 3rd proxyholder

*Applicable for investors holding shares in electronic form.

ATTENDANCE SLIP

Sr.No. :

Registered Folio No. / DP & Client ID:
Name of the Sole / FirstnamedMember:
Registered Address :

Name(s) of the joint Member(s), if :

No. of Shares :

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/we hereby record my/our presence at the Extra Ordinary General Meeting of the Company on Tuesday, the 2nd day of July, 2019 at 11:00A.M. at 11, SAMBHU CHATERJEE STREET, JORASANKO, KOLKATA – 700007, WEST BENGAL, INDIA

Signature of First holder/Proxy/Authorised Representative

Signature of Joint holder(s)

Place:

Date:

Notes:

1. Please fill and sign this attendance slip and hand it over at the Attendance Verification Counter at the venue of the Meeting.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.
3. **NO GIFTS SHALL BE DISTRIBUTED IN THE MEETING OR AFTERWARDS.**

BALLOT FORM**DIKSHA GREENS LIMITED**

(Formerly known as Diksha Greens Pvt Ltd)

CIN: L20100WB2004PLC099199

Registered Address: 11, SAMBHU CHATERJEE STREET, JORASANKO, KOLKATA – 700007, WEST BENGAL, INDIA

Sl No.	Particulars	Details
1	Name of the first named shareholder (In Block Letters)	
2	Postal Address	
3	Registered Folio No./*Client ID No. (*applicable to investors holding shares in dematerialised form)	
4	Class of Shares	Equity Shares

I/We hereby exercise my/our vote in respect of resolution as set out in the notice of Extra-ordinary General Meeting of the Company to be held on Tuesday, the 2nd day of July, 2019 at 11:00A.M. at 11, SAMBHU CHATERJEE STREET, JORASANKO, KOLKATA – 700007, WEST BENGAL, INDIA by recording my assent or dissent to the said resolutions in the following manner:

Sl. No.	Resolutions	No. of shares held by me	I/We assent to the resolution	I/We dissent to the resolution
	SPECIAL BUSINESS			
1	Appointment of Statutory Auditor to fill casual vacancy			

Place: Kolkata

Date:

(Signature of the shareholder)

Notes: Please read the instructions printed below carefully before exercising your vote

**Consent of shareholder for shorter notice
[Pursuant to section 101(1)]**

To
The Board of Directors
DIKSHA GREENS LIMITED
11, SAMBHU CHATERJEE STREET,
JORASANKO, KOLKATA – 700007,
WEST BENGAL, INDIA

I / We _____ *son of _____ *resident of / *having Registered
Office at _____ holding _____ Equity Shares of
the Company of Rs. 10 each in our *name / joint name hereby give consent, pursuant to section 101(1)
of the Companies Act, 2013, to hold the Extraordinary General Meeting on 2nd July, 2019 at a shorter
notice.

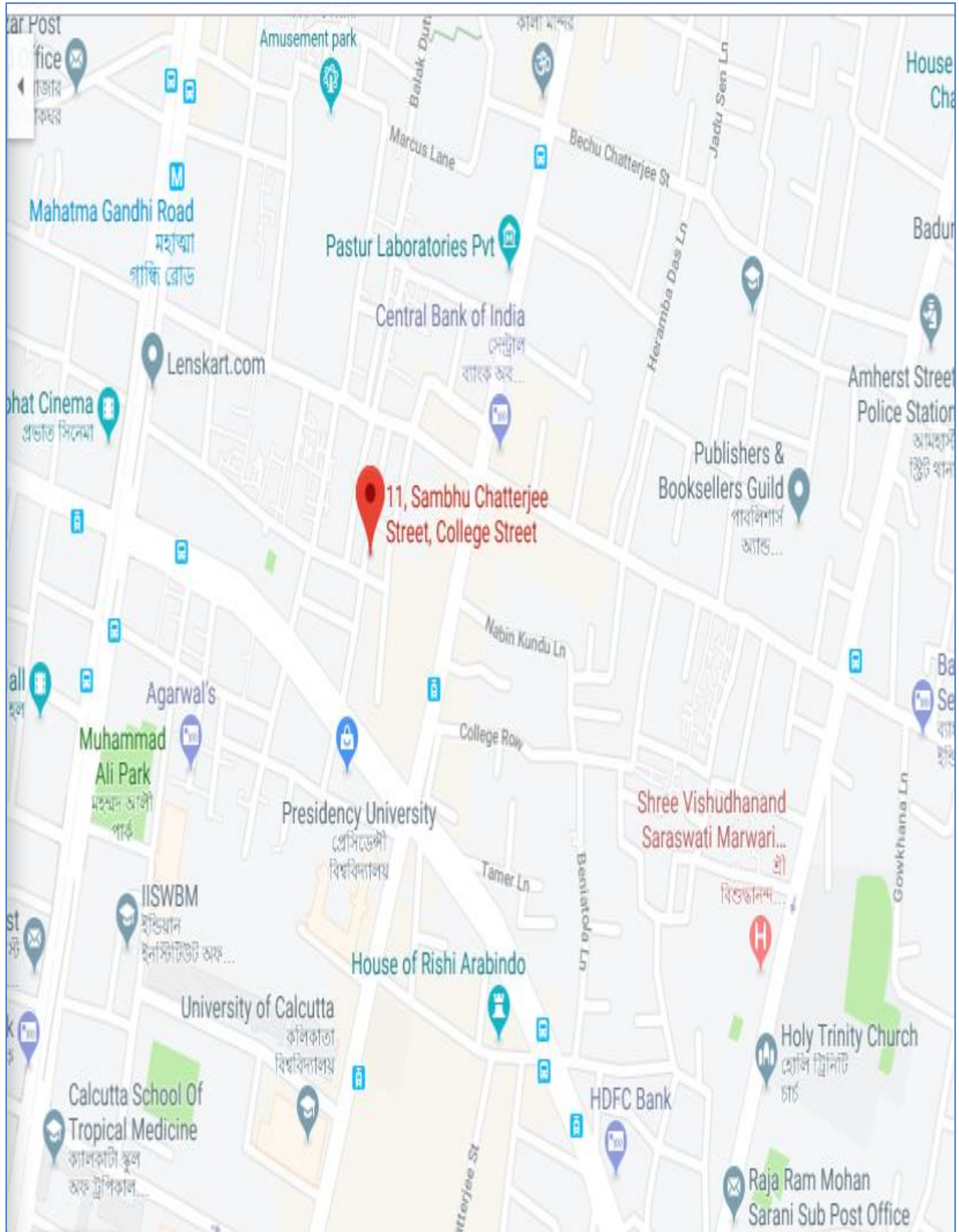
Signature

Name

Date :

*Strike off whatever is not applicable.

ROUTE MAP OF THE VENUE FOR EXTRA ORDINARY GENERAL MEETING





DIKSHA GREENS LIMITED

11, SAMBHU CHATTERJEE STREET, 2 ND FLOOR, SUIT NO.07, JORASANKO, KOLKATA-700007

PHONE: 033-2219-8219, 2257-3530

Website: www.dikshagreens.co.in

E-mail:- dikshagreens@yahoo.com, info@dikshagreens.co.in

CIN: [L20100WB2004PLC099199](https://www.mca21.com/cin/L20100WB2004PLC099199)

ATTENDANCE SLIP

Extra-ordinary General Meeting

Sr.No.:

Name of Member(s):	
Registered Address:	
Folio No./DP ID –Client ID :	
No. of Shares held :	
Name of the Proxy (if any) : in Block Letter	
E-mail ID :	

I/we hereby record my/our presence at the Extra-Ordinary General Meeting of the Company on Tuesday, the 2nd day of July, 2019 at 11:00A.M. at 11, SAMBHU CHATERJEE STREET, JORASANKO, KOLKATA – 700007, WEST BENGAL, INDIA.

Note: Please complete this attendance slip and hand it over at the entrance of the Venue.

Member's/ Proxy's Signature

EVSN (Electronic Voting sequence Number)	*Default PAN
190625009	

*Only the members who are not updated their PAN Card with Company/Depository Participant shall use default PAN in the Pan Field.