

DHANADA CORPORATION LIMITED
(CIN: L55101PN1986PLC133909)

Regd. / Corporate Office: 5B/14, Laxminarayan Nagar, S. No. 11/12,
Part Erandvane, Pune – 411004. Phone No. 9822037104
Email : dhanada@dhanadacorp.com Website : www.dhanadacorp.com

Notice of Annual General Meeting

The 35th Annual General Meeting of **DHANADA CORPORATION LIMITED** will be held on Thursday, 30th September 2021 at 4:00 p.m. through Video Conference (VC) / Other Audio Visual Means (OAVM) facility deemed to be held at the registered office of the Company at 5B/14, Laxminarayan Nagar, S. No. 11/12, Part Erandwane, Pune – 411004 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Statement of Profit and Loss for the year ended on 31st March 2021 and the Balance Sheet as on that date together with Report of Auditors and Directors thereon and annexures thereto.
2. To appoint a Director in place of Mrs. Veena R. Havele (DIN 00007593) who retires by rotation and being eligible offers herself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of Audit Committee and Board of Directors of the Company, the current Auditors, M/s. Shashank Patki and Associates, Chartered Accountants, having Firm Registration No. 122054W of Pune, be and are hereby re-appointed as Statutory Auditors of the Company to hold office for a second term of 5 (Five) consecutive years from the conclusion of this meeting until the conclusion of the 40th Annual General Meeting of the Company at a remuneration as may be mutually decided by the Chairman and Managing Director of the Company in negotiation with the said M/s. Shashank Patki and Associates plus applicable taxes and re-imbusement of actual out-of-pocket expenses incurred by them.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the

Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and regulations 25(2) & 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of Nomination & Remuneration Committee and Board of Directors of the Company, Mr. Dilip A. Prabhune (DIN 01779383), Director be and is hereby re-appointed as the Non – Executive Independent Director of the Company for a further term of 5 (Five) consecutive years with effect from 30th September 2021 and whose office shall not be liable to determination by retirement by rotation henceforth.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of the special resolution passed by the members at the Annual General Meeting held on 30th September 2014 and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions 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 in terms of Articles of Association of the Company, the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any Committee constituted for the time being, thereof) be and is hereby authorised to borrow from time to time as they may think fit, any sum or sums of money, in Indian Rupees or equivalent thereof in any foreign currency(ies) by way of loans, working capital loans, cash credit, letters of credit, forward contracts, External Commercial Borrowings or in any other form whatsoever or by way of issue of Bonds and/or Debentures or other Securities, from any Bank(s), Financial Institutions(FIs), Foreign Institutional Investors(FIIs), Non-Resident Indian (NRIs), Bodies Corporate or Business Associates etc., on such terms and conditions as the Board may deem fit, which together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company, its free reserves, that is to say, reserves not set apart for any specific purpose and securities premium account but not exceeding Rs. 8,000,000,000/- (Rupees Eight Hundred Crores Only) at any point of time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board and / or Committee of Directors constituted for this purpose and / or any Director authorised by the Board be and is hereby authorized to negotiate and finalize the terms and conditions in respect of all such sums of monies to be borrowed from time to time as to interest, repayment as it may think fit, to execute the deed, agreement and any other documents, undertakings, Memorandum of Understanding or papers in this regard as may be required by the lenders and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to this resolution and for

matter connected therewith or incidental thereto and to settle any question, difficulty or doubt that may arise considered to be in the best interest of the Company.”

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of the special resolution passed by the members at the Annual General Meeting held on 30th September 2014 and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and any other applicable provisions 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 in terms of Articles of Association of the Company, the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any Committee constituted for the time being, thereof) be and is hereby authorised to mortgage, charge, hypothecate and / or pledge any of its movable and / or immovable properties, whether domestic or international, both present and future, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit and / or to provide security, in favour of the lenders together with interest, cost, charges and expenses thereon, for amount not exceeding Rs. 8,000,000,000/- (Rupees Eight Hundred Crores Only) at any point of time.

RESOLVED FURTHER THAT the securities to be created by the Company aforesaid may rank prior / pari passu with / to the mortgages and / or charges already created or to be created by the Company as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board and / or Committee of Directors constituted for this purpose and / or any Director authorised by the Board be and is hereby authorized to create security in favour of the lenders and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto and to settle any question, difficulty or doubt that may arise in regard to creation of security as aforesaid considered to be in the best interest of the Company.”

7. 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 Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “the SEBI (LODR) Regulations, 2015”) and pursuant to the provisions of Section 188 of the Companies Act, 2013, if applicable, read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the approval of Audit Committee and Board of Directors of the Company, consent / approval of the members be and is hereby accorded for all material related party transactions / contracts / arrangements entered into / to be entered with related parties as defined under Section 2(76) of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, as set out in the explanatory statement annexed to the notice.

RESOLVED FURTHER THAT all the earlier executed transactions / agreements / contracts be and are hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company / or any Director authorised by the Board be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalise the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this resolution in the best interest of the Company.”

By order of the Board of Directors
DHANADA CORPORATION LIMITED

Ramesh R. Havele
Chairman, Managing Director & CEO
(DIN 00007580)

Place : Pune
Date : 14.08.2021

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) setting out material facts concerning the business under item no. 3 to 7 of the Notice is annexed hereto.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM” or “Meeting”) through Video Conferencing / Other Audio Visual Means (VC / OAVM), without the physical presence of the members at a common venue. The MCA vide its General Circular No. 02/2021 dated 13th January 2021 and SEBI vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 extended the above exemptions till 31st December 2021. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), MCA circulars and the SEBI circulars as stated above, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
3. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 35th AGM. Hence, the Proxy Form and Attendance Slip are not annexed to the Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 35th AGM through VC / OAVM facility and e-Voting during the 35th AGM.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the AGM through VC / OAVM facility on its behalf and to vote either through remote e-voting or during the AGM. The said resolution / authorization should be sent electronically

through their registered email address to the Scrutinizer at sanjana@csssanjanahinge.in with a copy marked to csdhanadacorp@gmail.com and evoting@nsdl.co.in.

5. 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 REGULATION 44 OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS 2015 (AS AMENDED), AND THE CIRCULARS ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS, THE COMPANY IS PROVIDING FACILITY OF REMOTE E-VOTING TO ITS MEMBERS IN RESPECT OF THE BUSINESS TO BE TRANSACTED AT THE 35TH AGM. FOR THIS PURPOSE, THE COMPANY HAS ENTERED INTO AN AGREEMENT WITH NATIONAL SECURITIES DEPOSITORY LIMITED (NSDL) FOR FACILITATING VOTING THROUGH ELECTRONIC MEANS, AS THE AUTHORIZED AGENCY. THE FACILITY OF CASTING VOTES BY A MEMBER USING REMOTE E-VOTING SYSTEM AS WELL AS VENUE VOTING ON THE DATE OF THE AGM WILL BE PROVIDED BY NSDL.
6. Members attending the AGM through VC / OAVM facility shall be counted for the purpose of reckoning the quorum for 35th AGM as per Section 103 of the Companies Act, 2013.
7. Since the AGM will be held through VC / OAVM facility, the Route Map is not annexed in the Notice.
8. In line with the MCA Circulars and SEBI Circular, the Notice of the 35th AGM and Annual Report for F.Y. 2020-21 will be available on the Company's website www.dhanadacorp.com, on the website of the Bombay Stock Exchange Limited and on the website of the NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com and Link Intime India Private Limited.
9. Members may join the AGM through VC / OAVM facility by following the procedure as mentioned in the instructions for the same. The facility for joining the meeting shall open for Members from 3:45 p.m. i.e. 15 minutes before the time scheduled to start the 35th AGM and the Company may close the window for joining the VC / OAVM facility 15 minutes after the scheduled time to start the 35th AGM.
10. Members may note that the VC / OAVM facility provided by NSDL allows participation of at least 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the 35th AGM without any restriction on account of first-come first- served principle.
11. The cut-off date (record date) shall be 22nd September 2021 for remote e-voting. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-voting or e-voting during the AGM.
12. In case of joint shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
13. In line with the MCA Circulars dated May 5, 2020 and January 13, 2021 and SEBI Circulars dated May 12, 2020 and January 15, 2021, the Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those

Members whose email addresses are registered with the Company / Depositories. And those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 35th AGM and the Annual Report 2020-21 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:

- (i) For the Members holding shares in physical form by sending an email to csdhanadacorp@gmail.com mentioning therein the Name of the Member and / or Joint holder along with Ledger Folio Number.
 - (ii) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
14. The Company has appointed Link Intime India Private Limited as its Registrar and Transfer Agent (RTA). All correspondence relating to transfer and transmission of shares, sub-division of shares, issue of duplicate share certificates, change of address, dematerialization of shares, payment of dividend etc. will be attended to and processed at the office of the RTA.
 15. In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from 1st April 2019, transfer of shares in physical mode is prohibited and mandates holding in demat except in case of transmission and transposition. Accordingly, Members are requested to convert physical holding to demat through depository participants. Members may contact the Company / RTA for any assistance in the said process of physical to demat of shares. Members kindly note that shares of the Company can be dematerialized at National Securities Depository Ltd. and Central Depository Services Ltd.
 16. The Registers of the Members, Share Transfer Register and shareholders book of the Company will remain closed from 23rd September 2021 to 30th September 2021, both days inclusive.
 17. 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 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 / RTA.
 18. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
 19. Members holding shares in identical order or names in more than one folio are requested to write to the Company to consolidate their shares and send relevant share certificates for consolidation. This would facilitate the member in one point tracking of his / her holding and corporate benefits.
 20. MEMBERS REQUIRING INFORMATION ON THE AUDITED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2021 AND THE BALANCE SHEET AS AT THAT DATE ARE REQUESTED TO WRITE TO THE COMPANY AT LEAST SEVEN (7) DAYS BEFORE THE DATE OF THE MEETING TO ENABLE THE COMPANY TO FURNISH THE INFORMATION.

21. A Member can opt for only single mode of voting i.e. either through remote e-voting or voting at the AGM. If a Member has already casted votes through remote e-voting, option of voting during the AGM shall not be available for that Member.
22. The documents referred to in the Notice, if any, will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.
23. Ms. Sanjana Hinge, Practicing Company Secretary and Secretarial Auditor of the Company is appointed as Scrutinizer to scrutinize the e-voting process and vote casted through e-voting during the meeting in a fair and transparent manner.
24. The results of e-voting shall be placed on the website of the Company www.dhanadacorp.com and be submitted to the Bombay Stock Exchange Limited.
25. Since the AGM will be conducted through VC / OAVM means, to conduct the AGM in a smooth and seamless manner only those shareholders will be allowed to speak at the AGM who have pre-registered themselves for the same with the Company. The Company hence requests members to opt any one of the following methods for obtaining answers to their queries / making suggestions:
 - Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 5.00 p.m. on 24th September 2021 through email on csdhanadacorp@gmail.com and such email shall mandatorily mention the name of the shareholder, demat account number / folio number, email id and contact number of the shareholder. The same will be replied by the Company suitably.
 - Members who intend to speak at the AGM shall register with the Company by sending an email on or before 5.00 p.m. on 24th September 2021 through email on csdhanadacorp@gmail.com.

The Company will allow only the pre-registered members to speak at the AGM.

Members are requested to discuss or ask queries only on the accounts or business of the Company or any other agenda of the 35th AGM so that effective question answer session can take place and queries posed by majority shareholders are addressed. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

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

Item No. 3

M/s. Shashank Patki and Associates, Firm of Chartered Accountants, Pune having Firm Registration No. 122054W, were appointed as Statutory Auditors of the Company in the 30th Annual General Meeting held on 30th September 2016 to hold office upto the conclusion of 35th Annual General Meeting.

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the rules made thereunder, a listed entity can appoint an Audit Firm as Statutory Auditors for two terms of 5 (Five) consecutive years. However, the same Audit Firm shall not be re-appointed after completion of both terms. The first term of M/s. Shashank Patki and Associates, Firm of Chartered Accountants of Pune, having FRN 122054W would be completed at the conclusion of the ensuing Annual General Meeting.

Based on the recommendation of Audit Committee, the Board of Directors further recommend to re-appoint the aforesaid Audit Firm as Statutory Auditors of the Company for second term of 5 (Five) consecutive years i.e. from conclusion of 35th Annual General Meeting upto the conclusion of 40th Annual General Meeting. The Company has received Consent letter and Eligibility Certificate from the said Audit Firm in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014.

Further, as per regulation 36(5) of SEBI (LODR) Regulations, 2015, the following disclosures are made:

- a. Term of Appointment – The Statutory Auditors of the Company is being appointed for the term of 5 (Five) consecutive years i.e. from conclusion of 35th Annual General Meeting upto the conclusion of 40th Annual General Meeting.
- b. Proposed Audit fees payable to Auditor and material change in fee payable – Rs. 3,85,000/- for the F.Y. 2021-22 plus applicable taxes and reimbursement of out of pocket expenses, if any, subject to annual incremental fees in line with industrial practice.
- c. Basis of recommendation and Auditor credentials – The aforesaid firm of Chartered Accountants has over 37 years standing with multi industry and multi-disciplinary experience. They have various large, medium & MNCs as clients across industry.

The resolution seeks approval of members for the re-appointment of M/s. Shashank Patki and Associates as Statutory Auditors of the Company by way of an Ordinary Resolution.

No Director or Key Managerial Personnel, or their respective relatives is in any way, concerned or interested, financial or otherwise, in the resolution.

Item No. 4

Mr. Dilip A. Prabhune (DIN 01779383), was appointed as a Non – Executive Independent Director of the Company for a term of 5 (Five) consecutive years w.e.f. 30th September 2016. Pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 read with the rules made thereunder and regulation 25(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an Independent Director shall hold office for a term up to 5 (Five) consecutive years on the Board of the Company. However, the Company by passing a special resolution can re-appoint him for a further term of 5 (Five) consecutive years. However, Independent Director shall not hold office for more than two consecutive terms.

The first term of 5 (Five) consecutive years of Mr. Dilip A. Prabhune (DIN 01779383) would be completed on 29th September 2021. Based on the recommendation of Audit Committee and Nomination and Remuneration Committee, the Board of Directors recommend to re-appoint him as an Independent Director for another term of 5 (Five) consecutive years w.e.f. 30th September 2021.

The Company has received following documents from him:

- a. Intimation in Form DIR-8 to the effect that he is not disqualified under Section 164 (2) of the Companies Act, 2013,
- b. A declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI LODR Regulations, and
- c. Consent to act as director in Form DIR-2.

In the opinion of the Nomination and Remuneration Committee and the Board of Directors, Mr. Dilip A. Prabhune (DIN 01779383) fulfils the conditions specified in the Act and Rules made there under and is a person of integrity, possesses relevant expertise and experience and he is independent of the management.

Mr. Dilip A. Prabhune (DIN 01779383) is Bachelor of Science, Master in Management Consultancy and L.L.B.

The resolution seeks approval of members for the re-appointment of Mr. Dilip A. Prabhune (DIN 01779383) as an Independent Director of the Company by way of a Special Resolution.

Except, Mr. Dilip A. Prabhune (DIN 01779383), no other Director or Key Managerial Personnel, or their respective relatives is in any way, concerned or interested, financial or otherwise, in the resolution.

Item No. 5 & 6

Sections 180(1)(c) and 180(1)(a) of the Companies Act, 2013 requires that the Board of Directors shall not borrow money in excess of the Company's paid up share capital, free reserves and securities premium account, apart from temporary loans obtained from the Company's bankers in the ordinary course of business and dispose off the assets of the Company by way of creating charge on it in favour of the lenders, except with the consent of the Company accorded by way of a special resolution.

In terms of the provisions of Sections 180(1)(c) and 180(1)(a) of the Companies Act, 2013 read with the rules made there under, the Board recommends the subject resolutions at Item No. 5 and 6 to be passed by the special resolutions.

None of the Director or Key Managerial Personnel, or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolutions.

Item No. 7

The Company has started trading activities / treasury business operations pursuant to the compliance of applicable provisions of the Companies Act, clauses of Memorandum of Association and approvals given by the Audit Committee and Board of Directors.

Mr. Ramesh R. Havele (DIN 00007580), Chairman and Managing Director of the Company is a Master of Science in Statistics (M. Sc. (Stat.)) and a Chartered Financial Analyst (CFA, India) and Member of CFA Institute, USA. He has about 26 years' experience in Investment Analysis and Portfolio Management. Further, the Audit Committee and Board of Directors have already delegated powers to Mr. Ramesh R. Havele (DIN 00007580), Chairman and Managing Director of the Company to invest the funds of the Company on behalf of the Board.

Considering his expertise in the field of Investment Analysis and Portfolio Management, the Board of Directors proposed to give funds to him from time to time as per the requirements as an advance for security trading / treasury business purpose of the Company. Mr. Ramesh Havele will utilise those funds for trading operations on behalf of the Company considering the opportunities and market risks and conditions as in the best interest and beneficial for the Company.

Necessary approvals of the Audit Committee and Board of Directors are already obtained for the said related party transactions, as required from time to time, up to the maximum limits in the respective meetings. Pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the SEBI (LODR) Regulations, 2015") and pursuant to the provisions of Section 188 of the Companies Act, 2013, if applicable, read with the rules made thereunder, all material related party transactions are required to be approved by the members in general meeting.

Hence, the Board of Directors recommend the subject resolution for approval by the members by way of an Ordinary Resolution.

The particulars of the transactions are as stated below:

Name of the related party	Nature of relationship	Nature of transaction	Material terms	Monetary value	Whether approval of Audit Committee & Board is obtained?	Any other relevant information
Mr. Ramesh Ramchandra Havele	Chairman, Managing Director & CEO	Advance for doing Securities Trading business on behalf of the Company.	He will utilise the funds for trading operations on behalf of the Company considering the opportunities and market risks and conditions as in the best interest and beneficial for the Company.	Upto Rs. 5 Crores per annum. The necessary amount shall be advanced time to time as per the requirements.	Yes	He would be the custodian of such funds to be advanced by the Company to him and of the debit balance, if any, outstanding in his account for such advanced funds. The amount shall not be treated as a loan in any case.

Further, as per Regulation 23 of SEBI (LODR) Regulations, 2015, related parties shall abstain from voting on said resolution.

Except Mr. Ramesh R. Havele, Mrs. Veena R. Havele, Dhanada Holdings Private Limited and Ms. Gautami R. Havele, none of the other Directors or key managerial personnel or their relatives is, in any way, concerned or interested in the said resolution.

Details of the Directors seeking re-appointment at the forthcoming Annual General Meeting (in pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards – 2 on General Meetings):

Particulars	Profile of Directors	
	Name of the Director	Mrs. Veena Ramesh Havele
DIN	00007593	01779383
Date of Birth	28 th August 1965	28 th April 1968
Age	55 Years	53 Years
Date of Appointment on the Board	25 th October 2005	30 th September 2016
Area of expertise / Work experience	She is a Bachelor of Commerce (B. COM). She is a promoter	He is having expertise in the field of Bachelor of Science,

	<p>director of Dhanada Holdings Private Ltd. (Erstwhile name Dhanada Portfolio Management Ltd.). She has trained individual entrepreneur clients in the field of preparation of Accounts, Balance Sheet and Stock Market investments. She has played a key role in the growth of Dhanada Holdings Private Ltd.</p>	<p>Master in Management Consultancy and L.L.B.</p> <p>He is working as Management Consultant & Entrepreneurship Trainer from last 26 years.</p> <p>He has trained about 8500 participants in Entrepreneurship programmes organized under various Government Schemes and consults near about 5000 small and medium scale businesses. He also won Indian Achievers Award from Indian Achievers Forum, New Delhi and Rashtriya Gaurav Award from Economic Development Forum, New Delhi in 2010.</p>
Name of other companies in which the Director holds Directorship	<ol style="list-style-type: none"> 1. Dhanada Holdings Private Limited 2. Dhanada Engineering Private Limited 3. Dhanada Education Private Limited 4. Dhanada Clean Energy (India) Private Limited 	Nil
Name of the other committees in which Chairman	Nil	Audit Committee of Dhanada Corporation Ltd.
Name of the other committees in which Member	<ol style="list-style-type: none"> 1. Audit Committee of Dhanada Corporation Ltd. 2. Stakeholders' Relationship Committee of Dhanada Corporation Ltd. 3. Nomination & Remuneration Committee of Dhanada Corporation Ltd. 	<ol style="list-style-type: none"> 1. Stakeholders' Relationship Committee of Dhanada Corporation Ltd. 2. Nomination & Remuneration Committee of Dhanada Corporation Ltd.
Category of Director	Non – Executive Non – Independent Director	Non – Executive Independent Director
Remuneration last drawn	Nil	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the Company.	Mrs. Veena R. Havele (DIN 00007593) is wife of Mr. Ramesh R. Havele (DIN 00007580), Chairman, Managing Director and CEO of the Company.	N.A.
Number of Board Meetings	Attended all 6 Board Meetings	Attended all 6 Board Meetings

attended during the F.Y.	held in the F.Y. 2020 – 21.	held in the F.Y. 2020 – 21.
Number of Shares held in the Company	Nil	Nil
Skills and capabilities required for the role of Independent Director and the manner in which the proposed person meets such requirements	Not Applicable	Already covered in the Report on Corporate Governance attached to the Directors Report.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Monday, 27th September 2021 at 9:00 A.M. and ends on Wednesday, 29th September 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22nd September 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22nd September 2021.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting

	<p>period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiReg

	<p>istration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details / Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sanjana@cssanjanahinge.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details / Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members / shareholders, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC / OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC / OAVM link placed under Join General Meeting menu. The link for VC / OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views / have questions may send their questions in advance mentioning their name demat account number / folio number, email id, mobile number at csdhanadacorp@gmail.com. The same will be replied by the Company suitably.