

# DHANADA CORPORATION LIMITED

(CIN: L55101PN1986PLC133909)

**Regd. / Corporate Office:** Dhanada, 16/6, Erandwana Hsg. Soc., Plot No. 8,  
Patwardhan Baug, Pune 411004. Telefax: 020 25462408 / 25460661  
Email: dhanada@dhanadacorp.com website: www.dhanadacorp.com

## NOTICE OF POSTAL BALLOT

(Pursuant to section 110 of the Companies Act, 2013)

To  
The members of Dhanada Corporation Limited,

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Dhanada Corporation Limited (the "Company") is seeking the consent of its members through Postal Ballot for the following Special Business:

- i) to authorise the Board of Directors of the Company to raise funds through issue upto 1,80,00,000 Equity Shares of Re. 1/- each on preferential basis.
- ii) to authorise the Board of Directors of the Company to make loans and investments, give guarantees and provide securities in connection with loan to subsidiary companies and / or any other body corporate exceeding 60% of paid up capital, free reserves and securities premium account or 100% of free reserves and securities premium account, whichever is more, pursuant to Section 186 of the Companies Act, 2013.

The proposed Special Business, along with Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and a Postal Ballot Form is enclosed for your consideration.

The Company has appointed Mr. R. V. Pore, Practicing Company Secretary, Pune as Scrutinizer for conducting the entire Postal Ballot process in a fair and transparent manner and for scrutinizing the votes cast by the members of the Company.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed in the attached self-addressed, prepaid postage business reply envelope not later than 5.00 p.m. on 15<sup>th</sup> October 2015. The Ballot Forms received after the said date will be treated as not received.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice. References to Postal Ballot(s) in this notice include votes received electronically.

Upon completion of the scrutiny of the Forms, the scrutinizer will submit his report to the Chairman of the Company. The result of the postal ballot would be announced by the Chairman of the Company on 19<sup>th</sup> October 2015 at the registered office of the Company. The aforesaid result would be displayed at the registered office of the Company, intimated to the Bombay Stock Exchange Ltd. where the shares of the Company are listed and displayed along with the Scrutinizer's report on the Company's website viz. [www.dhanadacorp.com](http://www.dhanadacorp.com).

### **1. Issue upto 1,80,00,000 Equity Shares on preferential basis**

To consider and if thought fit, to pass, with or without modification, the following resolution as a **Special resolution**:

**"RESOLVED THAT** in accordance with the provisions of Section 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force) and in accordance with the existing Guidelines on Preferential Issue contained in Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (hereinafter referred to as "the SEBI (ICDR) Regulations, 2009") and other applicable guidelines / regulations issued by the Securities and Exchange Board of India ("SEBI") and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the rules / regulations / guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India (GOI), Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and subject to all necessary approvals, consents, permissions and / or sanctions of the Government of India, SEBI, RBI and any other statutory or regulatory authorities and other applicable laws, and the provisions in the Listing Agreement entered into by the Company with the Bombay Stock Exchange Limited where the shares of the Company are listed and subject to such terms and conditions as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and agreed to by 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) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the consent and approval of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to offer, issue and allot on a preferential basis upto 1,80,00,000 Equity Shares of the face value Re. 1/- each to Visconti Industries, Inc., USA, at Rs. 60/- each or at a price computed under regulation 76(1) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, whichever is higher.

**RESOLVED FURTHER THAT** for the purpose of determining the issue price of the aforesaid preferential issue, the Relevant Date shall be 18<sup>th</sup> September 2015.

**RESOLVED FURTHER THAT** the new Equity Shares shall rank *pari passu* in all respects with the existing Equity Shares of the Company, including entitlement to dividend.

**RESOLVED FURTHER THAT** the new Equity Shares and also the entire pre-preferential Equity Shares held, if any, by the proposed allottee shall be subject to lock-in for such period as prescribed under the SEBI (ICDR) Regulations, 2009.

**RESOLVED FURTHER THAT** the equity shares shall be listed on the Bombay Stock Exchange Ltd., where the existing equity shares of the Company are listed.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient in relation to the issue or allotment of aforesaid securities and listing thereof with the Stock Exchanges as appropriate, to act, to make alterations or modifications as per the directions / suggestions, if any, given by the Bombay Stock Exchange Ltd. in this regard including determination of the issue price, and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of the said securities, utilization of the issue proceeds, and sign all documents and undertakings as may be required and generally to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**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, Managing Director or any one or more Directors of the Company.”

## **2. Authority to Board for giving of loan, guarantee, etc. to other bodies corporate**

To consider and if thought fit, to pass, with or without modification, the following resolution as a **Special resolution**:

“**RESOLVED THAT** pursuant to Section 186 of the Companies Act, 2013 read with the Rules made there under, Section 188 and 2(76) of the Companies Act, 2013 read with the Rules made there under and any other provisions of the Companies Act, 2013, if applicable, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Clause 49(VII) of the Listing Agreement, and subject to the approval / consent of such appropriate authorities, as may be required, under any statute for time being in force, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any committee constituted by the Board of Directors of the Company) for

- (a) making investments; and / or
- (b) giving loan; or
- (c) giving any guarantee or providing security in connection with a loan

to any other person or body corporate including its subsidiary companies exceeding sixty percent of paid up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium amount, whichever is more, as the Board of Directors may think fit; provided that the aggregate amount of all such loans, investments, securities and guarantees shall not exceed Rs. 200,00,00,000/- (Rupees Two Hundred Crores) at any time.

**RESOLVED FURTHER THAT** the Board of Directors is hereby authorized to take from time to time all decisions and steps necessary or expedient or proper in this regard including the timing, the amount and negotiate and decide terms and conditions, execute necessary documents, papers, agreements etc. for investments to be made, loans / guarantees to be given and securities to be provided, to modify the timing, the amount and terms and conditions, to do all such acts deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable, settle any question, difficulty or doubt that may arise in this regard and to delegate all or any of these powers to any committee of Directors or Managing Director or Director or any other person.”

By order of the Board of Directors  
**DHANADA CORPORATION LIMITED**

Ramesh Havele  
Chairman & Managing Director  
(DIN 00007580)

Place: Pune  
Date: 12<sup>th</sup> June 2015

### **NOTES:**

1. The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, as per the Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, as per the applicable regulations of Chapter VII of Preferential Issue of SEBI (ICDR) Regulations, 2009 setting out material facts is annexed hereto for your consideration.
2. The Board of Directors at its meeting held on 12<sup>th</sup> June 2015 has appointed Mr. R. V. Pore, Practicing Company Secretary, Pune as Scrutinizer for conducting the entire Postal Ballot process in a fair and transparent manner and for scrutinizing the votes cast by the members of the Company. The Postal Ballot Form and the self-addressed business reply envelope are enclosed for use of members.
3. The voting shall commence from 16<sup>th</sup> September 2015 and end on 15<sup>th</sup> October 2015. Voting whether by post or by electronic means shall not be allowed thereafter. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed in the attached self-addressed, prepaid postage business reply envelope not later than 5.00 p.m. on 15<sup>th</sup> October 2015 to be eligible for being considered, failing which, it will strictly treated as if no reply has been received from the member. However, Postal Ballot Form(s), if sent by courier or by registered 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 thereon. The Scrutinizer will submit his report to the Chairman after completion of scrutiny and result of the postal ballot will be announced by the Chairman on 19<sup>th</sup> October 2015 at the registered office of the Company at “Dhanada”, 16/6, Erandwana Housing Soc., Plot No. 8, Patwardhan Baug, Pune – 411004 at 4.00 p.m. Members of the Company who wish to present at the time of declaration of result, may be present at the above venue. Pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014 if a resolution is assented to by the requisite majority of the members by means of postal ballot including voting by electronic means, it shall be deemed to have been duly passed at a general meeting.
4. Pursuant to the provisions of Section 108, Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide its members the electronic facility to exercise their right to vote in respect of businesses mentioned in the notice. For this purpose, the Company has entered into an agreement with M/s. Central Depository Services (India) Limited (CDSL) for facilitating e-Voting facility to enable the members to cast their votes electronically instead of despatching Postal Ballot Form. E-Voting is optional. The members who wish to vote by Postal Ballot Form (instead of e-Voting) can submit the enclosed postal ballot form.

5. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case, any member is opting for voting by postal ballot then the member should not re-cast his / her vote through e-voting and vice-versa. In case, members cast their vote through both the methods the votes cast through e-voting shall prevail and votes cast through postal ballot form shall be considered invalid.
6. The cut-off date (record date) shall be 4<sup>th</sup> September 2015. The members holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) may cast their vote.
7. All relevant documents referred in the Notice, Explanatory Statement and a certificate from M/s. G. K. Chandavarkar & Co., Chartered Accountants, Statutory Auditors of the Company certifying that the preferential issue is being made pursuant to Section 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 read with Rules made there under and in accordance with the prescribed guidelines on preferential issue contained in Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 shall be open for inspection by the members at the Registered Office of the Company during the normal business hours (10 A.M. to 6 P.M.) on all working days (except Sunday) upto 15<sup>th</sup> October 2015.
8. In case of the members holding shares of the Company in electronic form and registered their email id with Depository Participant (DP), the Notice of Postal Ballot of the Company will be sent to them at the respective email id in electronic mode.  
  
In case of the members whose e-mail id is not registered with the Company, a copy of this notice will be sent to them at their registered address.  
  
Members are requested to register their email id by sending an email to [greeninitiative@dhanadacorp.com](mailto:greeninitiative@dhanadacorp.com) mentioning therein the Name of the Member and / or Joint holder along with Ledger Folio Number.
9. Members may also note that, additionally, the Notice of Postal Ballot will be available on the Company's website [www.dhanadacorp.com](http://www.dhanadacorp.com).

### **Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013**

#### Item 1

The Company requires additional funds to meet the cost of Company's ongoing projects, long term working capital requirements, other capital expenditure programmes, investment in the new line of business and various obligations of the Company and its subsidiaries. It is expected that the generation of funds would partially be done by issue of capital and partially by raising debt.

The management of the Company has received a letter of intent from Visconti Industries, Inc., USA of their intentions with respect to the potential investments in our Company. Visconti Industries, Inc. is a Company incorporated in USA having Registration Number HIC 0560828 and having its registered office at 230, Park Avenue, 10<sup>th</sup> Floor, The Helmsley Building, New York, NY 10169.

Hence, the Board of Directors proposes to issue Equity Shares of the Company to Visconti Industries, Inc. USA on preferential basis.

Pursuant to provisions of Section 62(1)(c) of the Companies Act, 2013 and rules made there under and Regulation 72(1)(a) of SEBI (ICDR) Regulations, 2009 prior approval of the members in general meeting by way of a Special Resolution is required to be obtained.

#### **Disclosures as required pursuant to Rule 13(2)(d) of the Companies (Share capital and Debenture) Rules, 2014 and Regulation 73(1) of the SEBI (ICDR) Regulations, 2009.**

##### Objects of the Preferential Issue:

The proceeds of this entire issue will be utilized by the Company partly for re-payment of loan, working capital augmentation and partly for long term capital expenditure purposes.

##### The total number of shares or other securities to be issued:

Upto 1,80,00,000 Equity Shares of Re. 1/- each.

##### The price or price band at / within which the allotment is proposed:

The allotment of shares is proposed to be made at a price of Rs. 60/- each or at a price computed under regulation 76(1) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, whichever is higher.

##### Basis on which the price has been arrived at along with report of the registered valuer:

As the Company is a listed company valuation report of the registered valuer is not required. On the basis of the asset value and earning capacity of the Company, the Board has decided that Rs. 60/- will be a fair price for the issue. In case the price computed under regulation 76(1) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, is more than Rs. 60/-, then the price whichever is higher shall apply.

##### Relevant date with reference to which the price has been arrived at:

The "Relevant date" means the date thirty days prior to the date on which result of the postal ballot would be announced by the Chairman of the Company. However, in case relevant date falls on a weekend / holiday, then the previous working day of the Stock Exchanges will be reckoned to be the relevant date. As the result of postal ballot will be announced on 19<sup>th</sup> October 2015, the relevant date falls on Saturday, 19<sup>th</sup> September 2015 i.e. a weekend of the Stock Exchanges, hence the Relevant Date for the preferential issue, in relation to the aforesaid Equity Shares, for the purpose of determining the issue price is 18<sup>th</sup> September 2015.

##### The class or classes of persons to whom the allotment is proposed to be made:

Body Corporate, Non-Promoter Category.

Intention of promoters, directors or key managerial personnel to subscribe to the offer:

No offer is being made to Promoters, Directors or Key Management Personnel of the Company.

The proposed time within which the allotment shall be completed:

The Equity Shares of the Company will be allotted within fifteen (15) days from the date of declaration of results of postal ballot i.e. 19<sup>th</sup> October 2015 provided that where the allotment is pending on account of pendency of any regulatory authority including GOI, RBI, Stock Exchange(s) or SEBI approval(s), the allotment shall be completed within fifteen (15) days from the date of receipt of such approval(s). The Special Resolution shall be valid for a period of 12 (Twelve) months from the date of passing.

The identity, names of the proposed allottee and the percentage of post preferential offer capital that may be held by it:

| Name of the Proposed Allottee | Number of shares held | Number of shares proposed to be allotted | Post Issue Shareholding | Percentage Post Issue Shareholding |
|-------------------------------|-----------------------|------------------------------------------|-------------------------|------------------------------------|
| Visconti Industries, Inc.     | Nil                   | 1,80,00,000                              | 1,80,00,000             | 24.35                              |
| <b>Total</b>                  | <b>Nil</b>            | <b>1,80,00,000</b>                       | <b>1,80,00,000</b>      | <b>24.35</b>                       |

The change in control, if any, in the company that would occur consequent to the preferential offer:

The proposed preferential allotment will not result in any change in the control of the Company. The existing promoters will remain in management and control.

The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

NIL

The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

Shareholding Pattern of the Company before and after the preferential issue:

| Category of Shareholders               | Pre Issue Shareholding |               | Post Issue Shareholding |               |
|----------------------------------------|------------------------|---------------|-------------------------|---------------|
|                                        | No. of Shares          | %             | No. of Shares           | %             |
| <b>Promoter's Holding</b>              |                        |               |                         |               |
| <b>Indian Promoter's</b>               |                        |               |                         |               |
| Individuals                            | 2926760                | 5.23          | 2926760                 | 3.96          |
| Body Corporate                         | 33816271               | 60.46         | 33816271                | 45.74         |
| <b>Foreign Promoter's</b>              | Nil                    | N.A.          | Nil                     | N.A.          |
| <b>TOTAL</b>                           | <b>36743031</b>        | <b>65.69</b>  | <b>36743031</b>         | <b>49.70</b>  |
| <b>Non Promoter's / Public Holding</b> |                        |               |                         |               |
| <b>Institutional Investors</b>         |                        |               |                         |               |
| Mutual Funds/ UTI                      | 127500                 | 0.23          | 127500                  | 0.17          |
| Financial Institutions / Banks         | Nil                    | N.A.          | Nil                     | N.A.          |
| Foreign Institutional Investors        | Nil                    | N.A.          | Nil                     | N.A.          |
| Foreign Venture Capital Investors      | Nil                    | N.A.          | Nil                     | N.A.          |
| Qualified Foreign Investor             | Nil                    | N.A.          | Nil                     | N.A.          |
| Any other                              | Nil                    | N.A.          | Nil                     | N.A.          |
| <b>Non Institutions</b>                |                        |               |                         |               |
| Other Corporate Bodies                 | 176803                 | 0.32          | 18176803                | 24.59         |
| Indian Public                          | 18762464               | 33.54         | 18762464                | 25.38         |
| Non Resident Indians                   | 114150                 | 0.20          | 114150                  | 0.15          |
| Clearing Members                       | 9633                   | 0.02          | 9633                    | 0.01          |
| <b>TOTAL</b>                           | <b>18960550</b>        | <b>34.31</b>  | <b>18960550</b>         | <b>50.30</b>  |
| <b>GRAND TOTAL</b>                     | <b>55933581</b>        | <b>100.00</b> | <b>73933581</b>         | <b>100.00</b> |

The basis or justification for the price (including premium, if any) at which the offer or invitation is being made:

As the Company is a listed company valuation report of the registered valuer is not required. On the basis of the asset value and earning capacity of the Company, the Board has decided that Rs. 60/- will be a fair price for the issue. In case the price computed under regulation 76(1) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, is more than Rs. 60/-, then the price whichever is higher shall apply.

Undertaking:

The requirement of giving of undertakings by the Company in respect of re-computation of price of the proposed shares in terms of the provisions of the SEBI (ICDR) Regulations, 2009 does not apply to the proposed issue on preferential basis by the Company, as the Company's Equity Shares have been listed on the Stock Exchange for more than six months.

Statutory Auditor's Certificate:

A copy of the certificate from M/s. G. K. Chandavarkar & Co., Chartered Accountants, Pune, Statutory Auditors of the Company certifying that the preferential issue is being made pursuant to Section 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 read with Rules made there under and in accordance with the prescribed guidelines on preferential issue contained in Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 shall be open for inspection by the members at the Registered Office of the Company during the normal business hours (10 A.M to 6 P.M) on all working days (except Sunday) upto 15<sup>th</sup> October 2015.

The Board believes that such issue is in the interest of the Company and therefore, recommends the resolution set forth in Item No. 1 for the approval of the shareholders.

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 resolution.

Item No. 2

As per Section 186 of the Companies Act, 2013, no Company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium amount, whichever is more.

Where such giving of any loan or guarantee or providing any security or the acquisition exceeds the limits specified under section 186 of the Companies Act, 2013, prior approval of shareholders by means of a special resolution passed at a general meeting is necessary.

Considering the fact that for ongoing business requirements, the Company would be required to continue to provide support to its subsidiaries companies in the form of investments or loans or guarantees or securities and which may exceed the prescribed limits, it is felt desirable to obtain prior approval of the shareholders for making investments and loans and providing guarantees and securities exceeding the prescribed limits to enable the Company to comply with Section 186 of the Companies Act, 2013.

Further, as Dhanada Engineering Private Limited, Dhanada Education Private Limited and Dhanada Clean Energy (India) Private Limited are related parties under section 2(76) of the Companies Act, 2013, the proposed investment / loan / guarantee / provision of security in the subsidiary company may fall within the ambit of Section 188 of the Companies Act, 2013.

Also, as per Clause 49(VII) of the Listing Agreement all material related party transactions shall require approval of shareholders through special resolution. The proposed investment / loan / guarantee / provision of security in the subsidiary company may fall within the ambit of the definition of 'Material related party transactions' as specified in the said Clause 49(VII).

The necessary disclosures are given below:

- a. Name of the related parties: Dhanada Engineering Private Limited, Dhanada Education Private Limited and Dhanada Clean Energy (India) Private Limited.
- b. Nature of relationship: Subsidiary Companies
- c. Name of the director or key managerial personnel who is related, if any: Mr. Ramesh R. Havele and Mrs. Veena R. Havele are directors of the aforesaid subsidiary companies.
- d. Nature, material terms, monetary value and particulars of the transaction: As may be decided by the Board of Directors at relevant time within the overall limits approved by the members. The rate of interest shall not be lower than the limits prescribed under Section 186(7) of the Companies Act, 2013.

As per Rule 22 of the Companies (Management and Administration) Rules, 2014, the proposed resolution is required to be passed by the members of the Company only by means of voting through postal ballot.

Hence, the approval of shareholders is sought for making investment, giving guarantee or providing security in connection with loan(s) and giving loan to the aforesaid related parties to enable the Company to comply with Section 186, 188 of the Companies Act, 2013 and Clause 49(VII) of the Listing Agreement.

Dhanada Holdings Private Limited and Mr. Ramesh R. Havele are deemed to be interested in the Item / Resolution No. 2. None of the other Director or Key Managerial Personnel, or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolution.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 16<sup>th</sup> September 2015 at 9.00 a.m. (IST) and ends on 15<sup>th</sup> October 2015 at 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 (record date) of 4<sup>th</sup> September 2015, 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](http://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](http://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:

| <b>For Members holding shares in Demat Form and Physical Form</b> |                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN                                                               | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>                                  |
| DOB                                                               | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.                                                                                                                                                                                                                                                                                              |
| Dividend Bank Details                                             | <ul style="list-style-type: none"> <li>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</li> <li>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 member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul> |

- (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 namely, Dhanada Corporation Limited.
- (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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xviii) 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](http://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](mailto: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 should be mailed to 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.
- (xix) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or you may contact Mr. Ramesh M. Pradhan, Chief Financial Officer, Dhanada Corporation Limited on (020) 25460505 or at email id [ghanada@dhanadacorp.com](mailto:ghanada@dhanadacorp.com).

# DHANADA CORPORATION LIMITED

(CIN: L55101PN1986PLC133909)

**Regd. / Corporate Office:** Dhanada, 16/6, Erandwana Hsg. Soc., Plot No. 8,  
Patwardhan Baug, Pune 411004. Telefax: 020 25462408 / 25460661  
Email: dhanada@dhanadacorp.com website: www.dhanadacorp.com

## POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

(1) Name and Registered  
Address of the sole /  
first Shareholder

(2) Name(s) of Joint  
Shareholder(s)

(3) Registered Folio No. /  
Client ID/DP ID No.\*:  
\*(Applicable to investors  
holding shares in  
dematerialised form)

(4) Number of Shares held:

(5) I / We hereby exercise my / our vote in respect of the Resolutions to be passed through Postal Ballot for the businesses stated in the Notice of the Company dated 12<sup>th</sup> June 2015 by sending my / our assent or dissent of the said resolutions by placing the tick (✓) mark within the appropriate box below:

| Item No. | Description of the Resolution                                                                                                                                                                                                                                                                                                                                                                                                                              | No. of shares held | I/We assent to the Resolution (For) | I/We dissent to the Resolution (Against) |
|----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|-------------------------------------|------------------------------------------|
| 1.       | To authorise the Board of Directors of the Company to raise funds through issue upto 1,80,00,000 Equity Shares of Re. 1/- each on preferential basis to Visconti Industries, Inc., USA.                                                                                                                                                                                                                                                                    |                    |                                     |                                          |
| 2.       | To authorise the Board of Directors of the Company to make loans and investments, give guarantees and provide securities in connection with a loan to any other person or body corporate including its subsidiary companies pursuant to Section 186, 188 and 2(76) of the Companies Act, 2013 read with Rules made there under and Clause 49(VII) of the Listing Agreement provided that the aggregate amount shall not exceed Rs. 200 Crores at any time. |                    |                                     |                                          |

Place :

Date :

\_\_\_\_\_  
(Signature of the Shareholder)

### Notes:

1. Please read carefully the instructions before filling the Postal Ballot Form.
2. Please send your Postal Ballot in the attached self-addressed, prepaid postage business reply envelope, so as to reach on or before 15<sup>th</sup> October 2015.

P.T.O. ....

**INSTRUCTIONS:**

1. A Shareholder desiring to exercise his / her vote by postal ballot should complete the Postal Ballot Form (no other form or photo copy thereof is permitted to be used for the purpose) and send it to the Scrutinizer at the address mentioned in the attached self-addressed envelope. The postage will be borne and paid for by the Company. However, Postal Ballot Form(s), if sent by courier or by registered 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 thereon.
2. This form should be completed and signed by the Shareholder. In case of joint share holding, this form should be completed and signed (as per the specimen signature(s) registered with the Company) by the first named Shareholder and in his / her absence, by the next named Shareholder.
3. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
4. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 5.00 p.m. on 15<sup>th</sup> October 2015. Postal Ballot Forms received after this date will be strictly treated as no reply has been received from such Shareholder(s).
5. In the case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorization, together with attached specimen signature(s) of the duly authorized signatories.
6. Voting rights shall be reckoned as per the number of shares registered in the name of the shareholders on the cut-off date i.e. 4<sup>th</sup> September 2015.
7. A Shareholder need not use all his votes nor does he / she need to cast all his votes in the same way.
8. The Postal Ballot shall not be exercised by a proxy.
9. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed envelope.