

DHANADA CORPORATION LIMITED

(CIN: L55101PN1986PLC133909)

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

Notice of Annual General Meeting

The 34th Annual General Meeting of DHANADA CORPORATION LIMITED will be held on Wednesday, 30th December 2020 at 4:00 p.m. through Video Conference (VC) / Other Audio Visual Means (OAVM) facility 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 2020 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.

SPECIAL BUSINESS:

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

“WHEREAS Shri. Ramesh R. Havele (DIN 00007580), Managing Director of the Company was re-appointed as Managing Director of the Company by the Board of Directors w.e.f. 25th October 2020,

WHEREAS pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel,) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), the re-appointment of Managing Director shall be approved by the shareholders of the Company,

NOW THEREFORE IT IS RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel,) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and the recommendation / approval given by the Nomination and Remuneration Committee and the Board of Directors, consent of the Company be and is hereby given for re-appointment of Shri. Ramesh R. Havele (DIN 00007580) as Managing Director of the Company with effect from 25th October 2020 for a further period of 5 (Five) years.

RESOLVED FURTHER THAT Shri. Ramesh R. Havele (DIN 00007580) shall be entitled to such remuneration and perquisites as may be determined from time to time within the prescribed maximum limits.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to decide and approve the manner of payment of remuneration and perquisites.”

By order of the Board of Directors
DHANADA CORPORATION LIMITED

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

Place : Pune
Date : 11th November 2020

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5th May 2020 read with circulars dated 8th April 2020 and 13th April 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars, the 34th AGM of the Company is being held through VC / OAVM facility, which does not require physical presence of Members at a common venue. The deemed venue for the 34th AGM shall be the Registered Office of the Company.
2. 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 34th 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 34th AGM through VC/OAVM facility and e-Voting during the 34th AGM.
3. 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@cssanjanahinge.in with a copy marked to dhanada@dhanadacorp.com and evoting@nsdl.co.in
4. Members attending the AGM through VC / OAVM facility shall be counted for the purpose of reckoning the quorum for 34th AGM as per Section 103 of the Act.
5. Since the AGM will be held through VC / OAVM facility, the Route Map is not annexed in the Notice.
6. NSDL will be providing facility for voting through remote e-Voting, for participation in the 34th AGM through VC / OAVM facility and e-Voting during the 34th AGM.
7. In line with the MCA Circulars and SEBI Circular, the Notice of the 34th AGM and Annual Report for FY 2019-20 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 and Link Intime India Private Limited.
8. 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 34th AGM and the Company may close the window for joining the VC / OAVM facility 15 minutes after the scheduled time to start the 34th AGM.
9. 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 34th AGM without any restriction on account of first-come first- served principle.
10. The cut-off date (record date) shall be 22nd December 2020 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. Pursuant to MCA Circulars and SEBI Circular dated May 12, 2020, the Notice of the 34th AGM along with the Annual Report for F.Y. 2019-20 are being sent only by email to the Members, whose email addresses are registered with the Company/ Depositories. Therefore, 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 34th AGM and the Annual Report for F.Y. 2019-20 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 dhanada@dhanadacorp.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. At the 30th Annual General Meeting held on 30th September 2016, M/s. Shashank Patki and Associates, Chartered Accountants, having Firm Registration No. 122054W of Pune were appointed as Statutory Auditors of the Company to hold office till the conclusion of 35th Annual General Meeting. The ratification of their appointment pursuant to Section 139 of the Companies Act, 2013 is not required, in terms of Notification No. S.O. 1833(E) dated 07.05.2018 issued by the Ministry of Corporate Affairs and accordingly the item has not been included in the Ordinary Business of the Notice.
15. 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.
16. 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.
17. The Registers of the Members, Share Transfer Register and shareholders book of the Company will remain closed from 23rd December 2020 to 30th December 2020, both days inclusive.
18. 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.
19. 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.

20. 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.
21. MEMBERS REQUIRING INFORMATION ON THE AUDITED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2020 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.
22. 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.
23. Ms. Sanjana Hinge, Practicing Company Secretary 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.

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

Item No. 3

Shri. Ramesh R. Havele (DIN 00007580) is the promoter and Managing Director of Dhanada Corporation Limited.

He 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. He has made significant contribution to the growth of the Company. He has skillfully managed the performance of the Company against all odds.

Considering the above, the Board of Directors has re-appointed Shri. Ramesh R. Havele as Managing Director w.e.f. 25th October 2020.

In the interest of efficient management and further progress of your Company, your Board of Directors recommended for the re-appointment of Shri. Ramesh R. Havele as a Managing Director of the Company.

Pursuant to Section 196 read with Schedule V of the Companies Act, 2013 approval of the shareholders is being sought for said re-appointment. Accordingly, the Board recommends the resolution set forth in Item No. 3 for the approval of the shareholders.

None of the Director or Key Managerial Personnel, or their respective relatives is, in any way, interested or concerned in the resolution *except* Mr. Ramesh R. Havele, Mrs. Veena R. Havele, Dhanada Holdings Private Limited and Ms. Gautami R. Havele.

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):

1. Mrs. Veena Ramesh Havele (DIN 00007593)

Date of Birth: 28th August 1965

Date of Appointment: 25th October 2005

Nature of experience:

She is a Bachelor of Commerce (B. COM). She is a promoter 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.

Directorship in other Companies:

Dhanada Holdings Private Limited
5B/14, Laxminarayan Nagar, S. No. 11/12, Part Erandawane,
Near Shyamaprasad Mukharji Garden, Pune – 411004.

Dhanada Engineering Private Limited
5B/14, Laxminarayan Nagar, S. No. 11/12, Part Erandawane,
Near Shyamaprasad Mukharji Garden, Pune – 411004.

Dhanada Education Private Limited
5B/14, Laxminarayan Nagar, S. No. 11/12, Part Erandawane,
Near Shyamaprasad Mukharji Garden, Pune – 411004.

Dhanada Clean Energy (India) Private Limited
Kiran 4, Sthairya Society, Karvenagar, Pune – 411052.

Committee Position held:

Membership: Audit Committee of Dhanada Corporation Ltd.
Membership: Stakeholders' Relationship Committee of Dhanada Corporation Ltd.
Membership: Nomination and Remuneration Committee of Dhanada Corporation Ltd.

Relationship with other directors 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.

Number of meeting of the Board attended during the year:

Mrs. Veena R. Havele (DIN 00007593) has attended all 4 (Four) Board Meetings held during the financial year 2019 – 20.

Details of shares / other instruments held by the Non-executive Director:

Mrs. Veena R. Havele (DIN 00007593) does not hold any shares in the Company.

2. Mr. Ramesh R. Havele (DIN 00007580)

Date of Birth: 3rd February 1961
Date of Appointment: 25th October 2005

Nature of experience:

He 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. He commenced his career with LIC of India. During his service he handled various responsibilities in the field of actuarial science. Subsequently, he was with Maharashtra Pollution Control Board and then with Bajaj Auto Limited till December 1992. During this period, he handled various responsibilities in the field of Statistical Quality Control, Quality Management Systems and ISO 9000. He promoted Dhanada Portfolio Management Ltd. (Now, Dhanada

Holdings Private Ltd.) in November 1994 to provide portfolio management services to high net-worth, individuals and corporate clients.

Directorship in other Companies:

Dhanada Holdings Private Limited
5B/14, Laxminarayan Nagar, S. No. 11/12, Part Erandawane,
Near Shyamaprasad Mukharji Garden, Pune – 411004.

Dhanada Engineering Private Limited
5B/14, Laxminarayan Nagar, S. No. 11/12, Part Erandawane,
Near Shyamaprasad Mukharji Garden, Pune – 411004.

Dhanada Education Private Limited
5B/14, Laxminarayan Nagar, S. No. 11/12, Part Erandawane,
Near Shyamaprasad Mukharji Garden, Pune – 411004.

Dhanada Clean Energy (India) Private Limited
Kiran 4, Sthairya Society, Karvenagar, Pune – 411052.

Committee Position held: Nil

Relationship with other directors of the Company:

Mr. Ramesh R. Havele (DIN 00007580) is husband of Mrs. Veena R. Havele (DIN 00007593), Director of the Company.

Number of meeting of the Board attended during the year:

Mr. Ramesh R. Havele has attended all 4 (Four) Board Meetings held during the financial year 2019-20.

Details of shares / other instruments held by the Director:

Mr. Ramesh R. Havele (DIN 00007580) holds 3089949 Equity shares in the Company.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Sunday, 27th December 2020 at 9:00 A.M. and ends on 29th December 2020 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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 ‘Shareholders’ section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL e-services 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. Your password details 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.
 - 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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of Company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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.: 1800-222-990 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 dhanada@dhanadacorp.com

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 dhanada@dhanadacorp.com

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 the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
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 (Company email id). The same will be replied by the Company suitably.