



DHANADA CORPORATION LIMITED

Regd. Office: 'Dhanada', 16/6, Erandawana Housing Society,
Plot No. 8, Patwardhan Baug, Pune 411004.
CIN : L55101PN1986PLC133909

Notice of Extra – ordinary General Meeting

The Extra – ordinary General Meeting of DHANADA CORPORATION LIMITED will be held on Tuesday, 16th December 2014 at 4.00 p.m. at the registered office of the Company at 'Dhanada', 16/6, Erandawana Housing Society, Plot No. 8, Patwardhan Baug, Pune 411004 to transact the following business:

SPECIAL BUSINESS:

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

“RESOLVED THAT subject to the provisions of Sections 149 and 152 of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Shri. Mukund Achyut Kulkarni (DIN 03481615), in respect of whom the Company has received a notice from a member under Section 160 of the Companies Act, 2013 proposing candidature for the office of a Director, be and is hereby appointed as the Non – Executive Independent Director of the Company for a term upto 29th September 2019 and whose office shall not be liable to determination by retirement by rotation.”

2. 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 investment;
- (b) giving loan;
- (c) giving any guarantee or providing security in connection with a loan

to its subsidiary companies viz. Dhanada Engineering Private Ltd., Dhanada Education Private Ltd., Dhanada Clean Energy (India) Private Ltd. and / or any other person or body corporate 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

Place : Pune
Date : 21st November 2014

Ramesh R. Havele
Chairman and Managing Director
(DIN 00007580)

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint, one or more proxies, to attend and vote at meeting instead of himself and the proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before commencement of the meeting.
2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing such a representative to attend and vote on their behalf at the meeting.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 3 days notice in writing is given to the Company.
4. The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto.
5. Members / Proxies should bring the attendance slip duly filled in for attending the meeting. They should invariably write their Folio No. / DP Identity No. and Client Identity No. in such slip.
6. The cut-off date (record date) shall be 3rd December 2014. The shareholders holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) may cast their vote electronically.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of 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. The businesses at the Extra – ordinary General Meeting may be transacted through e-voting services provided by Central Depository Services Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his / her / its discretion. The instructions as regards availing e-voting facility are annexed.
8. Members may also note that, additionally, the Notice of Extra – ordinary General Meeting will be available on the Company’s website www.dhanadacorp.com.
9. All relevant documents referred in the Notice and the Explanatory Statement 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 the date of Extra – ordinary General Meeting of the Company.

10. The Members, who have voted electronically, are not eligible to vote by ballot paper.
11. 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 Extra – ordinary General Meeting to be held on 16th December 2014 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 mentioning therein the Name of the Member and / or Joint holder along with Ledger Folio Number.

Details of the Directors seeking appointment (in pursuance of Clause 49 of the Listing Agreement):

1. Shri. Mukund Achyut Kulkarni (DIN 03481615)

Date of Birth: 22nd January 1965

Educational Qualification:

He is BE in Mechanical. He holds Diploma in Business Management and Post Graduate Diploma in Material Management. He is also a Gold Medalist in Master in Business Administration.

Professional Qualification:

Certified Lead Assessor for QMS and EMS.
Certified Chartered Engineer
Completed MDP for middle Management at IIM Ahmadabad.

Nature of Experience:

He is the owner and director of Expert Global Solutions Private Ltd. He is also a Director of Expert Solutions (India) Private Ltd. and DA Vinci Design Solutions Private Ltd. He has served Bajaj Auto Limited during 1986 to 2003 in various capacities and was responsible for Quality Assurance, Quality System and New Product development. He has also worked as advisor / independent director of various Service & Manufacturing organizations and educational institute. He is also a Member of Marathwada Development Board constituted by Government of Maharashtra for balanced growth of the region. He was a President of Chamber of Marathwada Industries and Agriculture and Information Technology Entrepreneur's Association.

Directorship in other Companies:

Expert Global Solutions Private Ltd.
Plot No. T-11, MIDC Area, Chikalthana,
Aurangabad – 431210.

Expert Solutions (India) Private Ltd.
Plot No. T-11, MIDC Area, Chikalthana,
Aurangabad – 431210.

DA Vinci Design Solutions Private Ltd.
S. No.17, Garden Plaza, Office No 208, Jagtap Dairy Road,
Rahatni, Near Five Garden Soc., Pune – 411017.

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

Shri. Mukund Achyut Kulkarni (DIN 03481615) does not hold any shares in the Company.

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

Item No. 1

The Board of Directors has recommended Shri. Mukund Achyut Kulkarni (DIN 03481615) for appointment for the office of Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV and Clause 49 of the Listing Agreement.

Shri. Mukund Achyut Kulkarni (DIN 03481615) is BE in Mechanical. He holds Diploma in Business Management and Post Graduate Diploma in Material Management. He is also a Gold Medalist in Master in Business Administration.

The Company has received the following documents from him:

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

The resolution seeks the approval of members for the appointment of Shri. Mukund Achyut Kulkarni (DIN 03481615) as an Independent Director of the Company.

In the opinion of the Board of Directors, Shri. Mukund Achyut Kulkarni (DIN 03481615) 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.

The approval of shareholders is solicited for the resolution at Item No. 1 by an Ordinary Resolution.

None of the Director or Key Managerial Personnel, or their respective relatives is in any way, concerned or interested, financial or otherwise, in the 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. The extent of shareholding interest of Mr. Ramesh R. Havele and Mrs. Veena R. Havele in Dhanada Education Private Limited is 22.18% each. None of the other directors, key managerial personnel and their relatives is interested or concerned, in any way, financial or otherwise.
- 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.

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.

Dear Member,

Subject: Instructions for e-Voting

- (i) The voting period begins on Wednesday, 10th December 2014 at 9.00 a.m. (IST) and ends on Friday, 12th December 2014 at 6.00 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) 3rd December 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (iv) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <input type="checkbox"/> Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number in the PAN field. <input type="checkbox"/> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <input type="checkbox"/> 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).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions

of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Dhanada Corporation Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take 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 password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (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 under help section or write an email to helpdesk.evoting@cdslindia.com.



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Form No. MGT – 11

PROXY FORM

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

CIN: L55101PN1986PLC133909
Name of the Company: DHANADA CORPORATION LIMITED
Registered Office: 'Dhanada', 16/6, Erandawana Housing Society,
Plot No. 8, Patwardhan Baug, Pune – 411004.

Name of the member (s)	
Registered Address	
Email Id	
Folio No. / Client Id	
DP ID	

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

Name	
Address	
Email Id	
Signature	

Or failing him

Name	
Address	
Email Id	
Signature	

Or failing him

Name	
Address	
Email Id	
Signature	

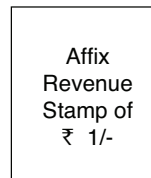
as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra – ordinary General Meeting of the Company, to be held on Tuesday, 16th December 2014 at 4.00 p.m. at the registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution
Special Business	
1.	Appointment of Shri. Mukund Achyut Kulkarni (DIN 03481615) as Non – Executive Independent Director.
2.	Approval for making investment, giving loan, giving any guarantee or providing security in connection with a loan to subsidiary companies and / or any other person or body corporate 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.

Signed this _____ day of _____, 2014

Signature of shareholder

Signature of Proxy holder(s)



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



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ATTENDANCE SLIP

DP ID*		Master Folio No.	
Client ID*		No. of Share(s) held	

Name of the Shareholder:

Name of the Proxy:

I hereby record my presence at the Extra – ordinary General Meeting of the members of the Company held on Tuesday, 16th December 2014 at 4.00 p.m. at the registered office of the Company.

Signature of the Member / Proxy
(To be signed and handed over at the Meeting Venue)

*Applicable for investors holding shares in electronics form