



DHANADA CORPORATION LIMITED

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

Notice of Annual General Meeting

The 28th Annual General Meeting of DHANADA CORPORATION LIMITED will be held on Tuesday, 30th September 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:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended on 31st March 2014 and the Balance Sheet as on that date together with Report of Directors and Auditors of the Company thereon.
2. To appoint a Director in place of Mrs. Veena Ramesh Havele (DIN 00007593) who retires by rotation and being eligible offers her self 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 the Company's Auditors, M/s. G. K. Chandavarkar and Co., Chartered Accountants, having Firm Registration No. 115924W of Pune, be and are hereby re-appointed as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the 30th Annual General Meeting of the Company (subject to ratification of the appointment by members at every Annual General Meeting) at a remuneration as may be mutually decided by the Board of Directors in negotiation with the said M/s. G. K. Chandavarkar and Co. plus Service Tax as applicable and re-imbursement of actual out-of-pocket expenses incurred by them."

SPECIAL BUSINESS:

4. 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. Shreeniwas G. Kale (DIN 00150957), Director, be and is hereby appointed as the Non – Executive Independent Director of the Company for a term of 5 (Five) consecutive years with effect from 30th September 2014 and whose office shall not be liable to determination by retirement by rotation henceforth."

5. 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. Gajanan M. Deshpande (DIN 00151009), Director, be and is hereby appointed as the Non – Executive Independent Director of the Company for a term of 1 (One) year with effect from 30th September 2014 and whose office shall not be liable to determination by retirement by rotation henceforth."

6. 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 Section 180(1)(c) 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), 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 and its free reserves, that is to say, reserves not set apart for any specific purpose but not exceeding ₹ 5,000,000,000/- (Rupees Five 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, creation of security 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.”

7. 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 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), 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 ₹ 5,000,000,000/- (Rupees Five Hundred Crores) 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.”

By order of the Board of Directors
DHANADA CORPORATION LIMITED

Place: Pune
Date : 14th August 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. Members are requested to notify immediately any change in their address to the Company's Registered Office.
5. Members kindly note that shares of the Company can be dematerialized at National Securities Depository Ltd. and Central Depository Services Ltd.
6. The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business set out in Item Nos. 4 to 7 above is annexed hereto.
7. 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.
8. The Registers of the Members, Share Transfer Register and shareholders book of the Company will remain closed from 15th September 2014 to 18th September 2014, both days inclusive.

9. 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 business mentioned in the notice. The business at the Annual 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.
10. Members may also note that, additionally, the Notice of 28th Annual General Meeting and the Annual Report for the year ended 31st March 2014 will be available on the Company's website www.dhanadacorp.com.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic 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 / Registrar and Transfer Agent.
12. 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.
13. All relevant documents referred in the Notice and the Explanatory Statements 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 Annual General Meeting of the Company.
14. Members requiring information on the Audited Statement of Profit and Loss for the year ended 31st March 2014 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.
15. The Members, who have voted electronically, are not eligible to vote by ballot paper.
16. In case of the members holding shares of the Company in electronic form and registered their email id with Depository Participant (DP), the Annual Accounts for the financial year 2013 – 2014 and Notice of Annual General Meeting to be held on 30th September 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 along with the Annual Accounts for the financial year 2013 – 2014 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.

Members whose e-mail ids are registered with the Company and who wish to receive physical copies of the Annual Report may send their request to the Company at its registered office address.

Details of the Directors seeking appointment / reappointment at the forthcoming Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement):

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
'Deep', 16/6, Erandwana Housing Society, Plot No. 8,
Patwardhan Baug, Pune – 411004.

Dhanada Engineering Private Limited
"Dhanada", 16/6, Erandwana Housing Society, Plot No. 8,
Patwardhan Baug, Pune – 411004.

Dhanada Education Private Limited
"Dhanada" 16/6, Erandwana Housing Society, Plot No. 8,
Patwardhan Baug, 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: Stakeholder's Relationship Committee of Dhanada Corporation Ltd.
Membership: Nomination & Remuneration Committee of Dhanada Corporation Ltd.

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

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

2. Shri. Gajanan Mahadeo Deshpande (DIN 00151009)

Date of Birth: 27th October 1954
Date of Appointment: 25th October 2005

Nature of experience:
He is a Bachelor of Commerce (B. COM) and worked with Bajaj Auto Ltd. as a Software Professional for 23 years. After leaving Bajaj Auto Ltd. in 2001, he is engaged in educating high net-worth individuals and corporate clients in the field of Portfolio Management. He is actively involved with social and cultural activities.

Directorship in other Companies: NIL

Committee Position held:

Chairmanship: Audit Committee of Dhanada Corporation Ltd.
Membership: Stakeholder's Relationship Committee of Dhanada Corporation Ltd.
Membership: Nomination & Remuneration Committee of Dhanada Corporation Ltd.

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

Shri. Gajanan Mahadeo Deshpande (DIN 00151009) does not hold any shares in the Company.

3. Shri. Shreeniwas Gajanan Kale (DIN 00150957)

Date of Birth: 29th October 1963
Date of Appointment: 25th October 2005

Nature of experience:
He holds Diploma in Mechanical Engineering and has served Bajaj Auto Limited during 1984 to 1992 in various capacities. During this period he contributed significantly in the field of Quality Management and ISO 9000. He has long experience in the field of marketing of investment instruments and concept of Portfolio Management. He has also provided consultancy to small industries in the field of Quality management. He is actively involved with social and cultural organizations.

Directorship in other Companies:

Dhanada Engineering Private Limited
"Dhanada", 16/6, Erandwana Housing Society,
Plot No. 8, Patwardhan Baug, Pune – 411004.

Dhanada Education Private Limited
"Dhanada", 16/6, Erandwana Housing Society,
Plot No. 8, Patwardhan Baug, Pune – 411004.

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

Committee Position held:

Chairmanship: Nomination & Remuneration Committee of Dhanada Corporation Ltd.
Chairmanship: Stakeholder's Relationship Committee of Dhanada Corporation Ltd.
Membership: Audit Committee of Dhanada Corporation Ltd.

Details of shares / other instruments held by the Non-executive Director:
Shri. Shreeniwas Gajanan Kale (DIN 00150957) does not hold any shares in the Company.

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

Item No. 4

Shri. Shreeniwas G. Kale (DIN 00150957) is a Non – Executive Independent Director of the Company.

The Board of Directors has recommended his appointment for the office of Independent Director for a term of 5 (Five) consecutive years 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.

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. Shreeniwas G. Kale (DIN 00150957) as an Independent Director of the Company.

In the opinion of the Board of Directors, Shri. Shreeniwas G. Kale (DIN 00150957) 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. 4 by an Ordinary Resolution.

Except, Shri. Shreeniwas G. Kale (DIN 00150957), 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

Shri. Gajanan Mahadeo Deshpande (DIN 00151009) is a Non – Executive Independent Director of the Company.

The Board of Directors has recommended his appointment for the office of Independent Director for a term of 1 (One) year 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.

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. Gajanan Mahadeo Deshpande (DIN 00151009) as an Independent Director of the Company.

In the opinion of the Board of Directors, Shri. Gajanan Mahadeo Deshpande (DIN 00151009) 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. 5 by an Ordinary Resolution.

Except, Shri. Gajanan Mahadeo Deshpande (DIN 00151009), 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. 6 and 7

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 and free reserves, 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. 6 and 7 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.

Dear Member,

Subject: Instructions for e-Voting

- (i) The voting period begins on Wednesday, 24th September 2014 at 9.00 a.m. (IST) and ends on Friday, 26th September 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), 15th September 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 during the voting period.
- (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) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account / folio number in the PAN field.• In case the folio 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 folio number 100 then enter RA00000100 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. <ul style="list-style-type: none">• 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 reach directly 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 changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) 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.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, 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.



DHANADA CORPORATION LIMITED

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

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 28th Annual General Meeting of the Company, to be held on Tuesday, 30th September 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. and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution
Ordinary Business	
1.	Adoption of the Audited Profit and Loss Account for the year ended on 31st March 2014 and the Balance Sheet as on that date together with Report of Directors and Auditors of the Company thereon.
2.	Re-appointment of Mrs. Veena Ramesh Havele (DIN 00007593) as a Director of the Company.
3.	Appointment of Auditors of the Company from the conclusion of this meeting till the conclusion of 30th Annual General Meeting.
Special Business	
4.	Appointment of Shri. Shreeniwas Gajanan Kale (DIN 00150957) as Non – Executive Independent Director.
5.	Appointment of Shri. Gajanan Mahadeo Deshpande (DIN 00151009) as Non – Executive Independent Director.
6.	Approval to the borrowing of monies upto ₹ 5,000,000,000/- (Rupees Five Hundred Crores Only) in excess of the aggregate of paid-up capital and free reserves pursuant to Section 180(1)(c) of the Companies Act, 2013.
7.	Approval to the creation of charge on the assets of the Company / provide security in favour of the lenders pursuant to Section 180(1)(a) of the Companies Act, 2013.

Signed this _____ day of _____ 2014

Signature of shareholder

Affix
Revenue
Stamp of
₹ 1/-

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 28th Annual General Meeting of the members of the Company held on Tuesday, 30th September 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.

Signature of the Shareholder/Proxy

*Applicable for investors holding shares in electronics form

(To be signed and handed over at the Meeting Venue)

Our Mission

Create financial wealth for our shareholders.

Act with integrity, competence and dignity.

Practise and encourage others to practise
in a professional and ethical manner.

Use reasonable care and exercise
independent professional judgement.

