

DHANADA

31st Annual Report **2016-2017**



DHANADA

DHANADA CORPORATION LTD.



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.

COMPANY PROFILE

BOARD OF DIRECTORS

Ramesh Havele, *Chairman and Managing Director* (DIN: 00007580)

Veena Havele, *Director* (DIN: 00007593)

Shreeniwas Kale, *Director* (DIN: 00150957)

Dilip Prabhune, *Director* (DIN: 01779383)

Ramesh Pradhan, *Chief Financial Officer*

Smita Mishra, *Company Secretary*

AUDITORS

Shashank Patki & Associates Chartered Accountants

BANKERS

HDFC Bank Ltd.

Axis Bank Ltd.

IDBI Bank Ltd.

ICICI Bank Ltd.

State Bank of India

Bank of Maharashtra

Deutsche Bank

REGISTERED AND CORPORATE OFFICE

'Dhanada' 16/6, Erandawana Housing Society,

Plot No. 8, Patwardhan Baug,

Pune 411004, Maharashtra, India

Telefax: +91 20-25462408 / 25460661

Email: dhanada@ghanadacorp.com

Website: www.dhanadacorp.com

REGISTRAR & TRANSFER AGENT

Link Intime India Pvt. Ltd.

Pune Office:

Block No. 202, 2nd Floor,

Akshay Complex, Near Ganesh Temple,

Off. Dhole Patil Road, Pune 411001.

Tel.: +91 20-26161629

Mumbai Office:

C-101, 247, Park,

L. B. S. Marg, Vikhroli (West)

Mumbai 400083

Tel.: +91 22-49186000 / 49186060

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SUMMARY OF SELECTED FINANCIAL DATA

(Rs. in Cr.)																
Particulars	03-04	04-05	05-06	06-07	07-08	08-09	09-10	10-11	11-12	12-13	13-14	14-15	15-16	16-17	AAGR* %	Standard Deviation
Total Income from Operations	0.00	3.74	2.62	2.83	4.49	6.36	5.35	11.19	12.03	11.27	9.60	8.77	8.60	9.10	13	39
Profit Before Interest, Depreciation & Tax	(0.03)	2.28	2.39	2.39	4.02	0.90	0.30	2.66	1.88	1.77	1.53	1.72	2.09	1.47	56	233
Financial Charges	1.08	0.59	0.07	0.11	0.26	1.84	2.04	2.14	2.18	2.20	2.23	2.28	2.56	2.90	64	179
Depreciation	0.00	0.72	0.72	0.71	0.43	0.78	1.90	2.09	2.04	2.01	1.95	2.64	2.55	2.11	17	50
Profit / (Loss) Before Tax	(1.11)	0.97	1.61	1.57	3.33	(1.72)	(3.64)	(1.57)	(2.34)	(2.44)	(2.65)	(3.20)	(3.02)	(3.54)	14	71
Profit / (Loss) Afrer Tax	(1.11)	0.97	1.61	1.46	2.87	(1.73)	(3.64)	(0.87)	(2.59)	(1.75)	(2.67)	(3.10)	(3.01)	(3.57)	(27)	127
Minority Interest in Net Income/(Loss)	0.00	0.00	0.00	0.00	0.00	(0.31)	(0.58)	(0.17)	(0.29)	(0.62)	(0.77)	(0.16)	(0.12)	(0.12)	-	-
Net Profit / (Loss) Afrer Minority Interest	(1.11)	0.97	1.61	1.46	2.87	(1.42)	(3.06)	(0.70)	(2.30)	(1.13)	(1.90)	(2.94)	(2.89)	(3.45)	30	99
Cash Profit / (Loss)	(1.11)	1.69	2.32	2.29	3.76	(0.94)	(1.74)	0.52	(0.30)	(0.43)	(0.70)	(0.56)	(0.47)	(1.43)	4	104
Basic Earning per Share Rs.	(1.33)	1.17	0.97	0.42	1.55	(1.14)	(0.86)	(0.14)	(0.47)	(0.20)	(0.34)	(0.53)	(0.52)	(0.62)	21	114
Book Value per Share Rs.	(0.73)	0.44	1.53	1.95	3.50	2.36	4.60	4.70	4.87	5.89	5.79	4.80	4.01	3.35	33	78
Market Value per Share (Rs.)	N.T.	N.T.	N.T.	N.T.	8.08	5.95	8.59	8.65	14.30	13.05	5.55	6.00	6.10	4.51	0	37
Market Capitalisation as at 31st March	N.A.	N.A.	N.A.	N.A.	10.10	7.44	38.14	42.47	72.22	72.95	31.02	33.54	34.10	25.21	44	143
EQUITY AND LIABILITIES																
Shares Capital:																
- Equity Shares	8.31 *	8.31 *	1.25	1.25	1.25	1.25	4.44	4.91	5.05	5.59	5.59	5.59	5.59	5.59		
- Convertible Preference Shares	-	-	10.00	10.00	10.00	10.00	-	-	-	-	-	-	-	-		
Reserves and Surplus	(8.92)	(7.95)	0.66	1.18	3.11	15.83	20.27	18.50	19.54	27.36	26.79	21.23	16.80	13.13		
Minority Interest	-	-	-	-	-	1.58	1.00	0.83	0.65	0.03	-	0.04	-	-		
Non-Current Liabilities	13.74	1.00	-	5.00	11.07	13.74	14.87	13.52	15.78	7.64	5.83	4.58	3.53	2.21		
Current Liabilities	3.26	14.13	10.92	11.21	16.88	3.42	6.73	9.92	8.96	12.12	15.21	16.48	19.98	23.71		
Total	16.39	15.50	22.83	28.64	42.31	45.82	47.31	47.68	49.98	52.74	53.42	47.92	45.90	44.64		
ASSETS																
Non-Current Assets																
Net Fixed Assets	15.60	14.89	14.18	13.58	16.94	39.25	42.29	41.86	40.11	38.74	37.35	34.26	32.57	30.68		
Goodwill on Consolidation	-	-	-	-	-	-	1.32	0.71	2.93	4.31	6.46	4.39	3.17	3.08		
Non-Current Investments	0.03	0.03	4.86	4.45	4.98	0.31	0.003	0.003	0.003	0.003	0.003	0.003	0.003	0.003		
Deferred Tax Asset	-	-	-	-	-	0.07	0.21	0.91	1.31	2.00	2.01	2.10	2.10	2.11		
Other Non-Current Assets	0.09	0.09	0.08	5.19	11.19	0.32	0.35	0.68	0.96	5.28	5.47	5.37	5.18	4.93		
Current Assets																
Current Investments	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Other Current Assets	0.67	0.49	3.71	5.42	9.20	5.87	3.14	3.52	4.67	2.41	2.13	1.80	2.88	3.84		
Total	16.39	15.50	22.83	28.64	42.31	45.82	47.31	47.68	49.98	52.74	53.42	47.92	45.90	44.64		
Financial Results and Statistics															Average	Standard Deviation
Profit before depreciation and interest as a percentage of Total Income	-	61	91	85	90	14	6	24	16	16	16	20	24	16	37	32
Profit after Tax as % of Total Income	-	-	61	52	64	(27)	(68)	(8)	(22)	(16)	(28)	(35)	(35)	(39)	(8)	42
Price / Book Value Ratio	-	N.A.	N.A.	N.A.	2	3	2	2	3	2	1	1	2	1	2	1
Corporate Performance vs BSE Index																
1) Annual Percentage change in Book Value	-	-	247	28	80	(32)	95	2	4	21	(2)	(17)	(17)	(16)	30	75
2) Annual Percentage change in BSE Index	-	-	75	17	21	(36)	82	11	(10)	8	19	25	(9)	17	17	32
3) Relative Performance (1) - (2)	-	-	172	11	59	4	13	(9)	14	13	(20)	(42)	(7)	(33)	13	54

*Average Annual Growth Rate

N.T.: Not Traded (as trading was suspended since 2nd July 2002 to 7th May 2007)

N.A. : Not Available/Applicable

Face value of equity shares of Rs. 10/- each. Face Value reduced to Re. 1/- on 25th October 2005.

From the year 2008-09 Consolidated figures are given.

NOTICE OF ANNUAL GENERAL MEETING

The 31st Annual General Meeting of DHANADA CORPORATION LIMITED will be held on Friday, 29th September 2017 at 4.00 p.m. at 'Gautami', 16/6, Erandawana Housing Society, Plot No. 12, Patwardhan Baug, Pune – 411004 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Statement of Profit and Loss for the year ended on 31st March 2017 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 Mr. Ramesh R. Havele (DIN 00007580) who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and pursuant to the resolution passed by the members at the 30th Annual General Meeting held on 30th September 2016, the appointment of M/s. Shashank Patki and Associates, Chartered Accountants, Pune, having Firm Registration No. 122054W of Pune as the auditors of the Company, to hold office till the conclusion of 35th Annual General Meeting, be and is hereby ratified and the Board of Directors be and is hereby authorized to fix the remuneration payable to the said auditors for the financial year 2017 – 2018.”

By order of the Board of Directors
DHANADA CORPORATION LIMITED

Place : Pune
Date : 14th August 2017

Ramesh Havele
Chairman & 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 Registrar and Transfer Agent.
5. Members kindly note that shares of the Company can be dematerialized at National Securities Depository Ltd. and Central Depository Services Ltd.
6. Members / Proxies should bring the attached attendance slip duly filled in, stamped and signed for attending the meeting. The member should invariably write his / her name, address, email id, Folio No. / DP Identity No. and Client Identity No. etc.
7. The Registers of the Members, Share Transfer Register and shareholders book of the Company will remain closed from 23rd September 2017 to 29th September 2017, both days inclusive.

8. PURSUANT TO THE PROVISIONS OF SECTION 108 OF THE COMPANIES ACT, 2013 AND RULE 20 AND 21 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND REGULATION 44 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, THE COMPANY IS PLEASED TO PROVIDE ITS MEMBERS THE FACILITY TO EXERCISE THEIR RIGHT TO VOTE IN RESPECT OF BUSINESS MENTIONED IN THE NOTICE BY ELECTRONIC MEANS OF REMOTE E-VOTING. 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. E-VOTING IS OPTIONAL. A MEMBER MAY AVAIL OF THE FACILITY AT HIS / HER / ITS DISCRETION. THE INSTRUCTIONS AS REGARDS AVAILING E-VOTING FACILITY ARE ANNEXED.
9. Members may also note that, the Notice of 31st Annual General Meeting and the Annual Report for the year ended 31st March 2017 will be available on the Company's website www.dhanadacorp.com.
10. 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.
11. 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.
12. 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.
13. All relevant documents referred in the Notice shall be open for inspection by the members at 'Gautami', 16/6, Erandawana Housing Society, Plot No. 12, Patwardhan Baug, Pune – 411004 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 2017 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 at the meeting. In case, members cast their vote through both the methods the votes cast through e-voting shall prevail and votes cast through ballot paper shall be considered invalid.
16. Mr. R. V. Pore, Practicing Company Secretary is appointed as Scrutinizer to scrutinise the e-voting and ballot process in a fair and transparent manner.
17. 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.
18. The cut-off date (record date) shall be 22nd September 2017. The members holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) may cast their vote electronically. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
19. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 22nd September 2017 may refer instructions kit attached to the notice for e-voting.
20. In case of the members holding shares of the Company in electronic form and having registered their email id with Depository Participant (DP), the Annual Accounts for the financial year 2016 – 2017 and Notice of Annual General Meeting to be held on 29th September 2017 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 2016 – 2017 will be sent to them at their registered address.

Members are requested to register their email id by sending an email to cs@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 'Gautami', 16/6, Erandwana Housing Society, Plot No. 12, Patwardhan Baug, Pune – 411004.

Details of the Directors seeking reappointment 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. Mr. Ramesh Ramchandra 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. 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 is a member of Council of Chartered Financial Analyst (CFA) and CFA Institute, USA. 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
'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: 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 2016 – 17.

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

Mr. Ramesh Ramchandra Havele (DIN 00007580) holds 2926760 shares in the Company.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, 26th September 2017 at 9.00 a.m. (IST) and ends on Thursday, 28th September 2017 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 22nd September 2017 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.
- (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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 8 digits of the sequence number which is printed on the Attendance Slip in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	<ul style="list-style-type: none"> Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both 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 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.