



# **32nd Annual Report 2017-2018**



**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.

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## COMPANY PROFILE

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### 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@dhanadacorp.com  
Website: dhanadacorp.com

### REGISTRAR & TRANSFER AGENT

Link Intime India Pvt. Ltd.

Pune Office:  
Block No. 202, 2<sup>nd</sup> 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 Marge, Vikhroli (West),  
Mumbai - 400083  
Tel.: +91 2249186000

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**SUMMARY OF SELECTED FINANCIAL DATA**

(Rs. in Cr.)

Particulars	2003-04	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	2015-16	2016-17	2017-18	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	11.01	13	37
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	0.83	48	225
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	2.62	58	173
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	1.20	12	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)	(2.99)	12	69
Profit / (Loss) After 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)	(2.99)	-26	121
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) After 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)	(2.99)	27	95
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)	(1.79)	6	99
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)	(0.53)	19	109
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	2.85	29	76
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	3.44	-2	36
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	19.23	37	136
<b>EQUITY AND LIABILITIES</b>																	
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	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	10.35		
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	0.64		
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	20.31		
<b>Total</b>	<b>16.39</b>	<b>15.50</b>	<b>22.83</b>	<b>28.64</b>	<b>42.31</b>	<b>45.82</b>	<b>47.31</b>	<b>47.68</b>	<b>49.98</b>	<b>52.74</b>	<b>53.42</b>	<b>47.92</b>	<b>45.90</b>	<b>44.64</b>	<b>36.89</b>		
<b>ASSETS</b>																	
<b>Non-Current Assets</b>																	
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	27.15		
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	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	4.87		
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	4.87		
<b>Total</b>	<b>16.39</b>	<b>15.50</b>	<b>22.83</b>	<b>28.64</b>	<b>42.31</b>	<b>45.82</b>	<b>47.31</b>	<b>47.68</b>	<b>49.98</b>	<b>52.74</b>	<b>53.42</b>	<b>47.92</b>	<b>45.90</b>	<b>44.64</b>	<b>36.89</b>		
<b>Financial Results and Statistics</b>																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	8	35	32
Profit after Tax as % of Total Income	-	-	61	52	64	(27)	(68)	(8)	(22)	(16)	(28)	(35)	(35)	(39)	(27)	-9	40
Price / Book Value Ratio	-	N.A.	N.A.	N.A.	2	3	2	2	3	2	1	1	2	1	1	2	1
<b>Corporate Performance vs BSE Index</b>																	
1) Annual Percentage change in Book Value	-	-	247	28	80	(32)	95	2	4	21	(2)	(17)	(17)	(16)	(15)	27	73
2) Annual Percentage change in BSE Index	-	-	75	17	21	(36)	82	11	(10)	8	19	25	(9)	17	11	16	31
3) Relative Performance (1) - (2)	-	-	172	11	59	4	13	(9)	14	13	(20)	(42)	(7)	(33)	(26)	11	53

\*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 to 2016-17, Consolidated figures are given.

## NOTICE OF ANNUAL GENERAL MEETING

The 32nd Annual General Meeting of DHANADA CORPORATION LIMITED will be held on Saturday, 29th September 2018 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 Statement of Profit and Loss for the year ended on 31st March 2018 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 modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the SEBI (LODR) Regulations, 2015") and pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent / approval of the members be and is hereby accorded for all material related party transactions entered into / to be entered with related parties as defined under Section 2(76) of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, as set out in the explanatory statement annexed to the notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalise the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the best interest of the Company."

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

Place : Pune  
 Date : 13<sup>th</sup> August 2018

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

### **NOTES:**

1. 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.
2. 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.
3. 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.
4. 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.

5. Members are requested to notify immediately any change in their address to the Company's Registrar and Transfer Agent.
6. Members kindly note that shares of the Company can be dematerialized at National Securities Depository Ltd. and Central Depository Services Ltd.
7. 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.
8. The Registers of the Members, Share Transfer Register and shareholders book of the Company will remain closed from 22nd September 2018 to 29th September 2018, both days inclusive.
9. 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.
10. Members may also note that, the Notice of 32nd Annual General Meeting and the Annual Report for the year ended 31st March 2018 will be available on the Company's website [www.dhanadacorp.com](http://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. 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.
14. All relevant documents referred in the Notice shall be open for inspection by the members at the registered office of the Company 'Dhanada', 16/6, Erandawana Housing Society, Plot No. 8, 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.
15. MEMBERS REQUIRING INFORMATION ON THE AUDITED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2018 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.
16. 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.
17. 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.
18. The results of e-voting shall be placed on the website of the Company [www.dhanadacorp.com](http://www.dhanadacorp.com) and be submitted to the Bombay Stock Exchange Limited.
19. The cut-off date (record date) shall be 21st September 2018. 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.
20. 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. 21st September 2018 may refer instructions kit attached to the notice for e-voting.



21. 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 2017 – 2018 and Notice of Annual General Meeting to be held on 29th September 2018 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 2017 – 2018 will be sent to them at their registered address.

Members are requested to register their email id by sending an email to [cs@ghanadacorp.com](mailto:cs@ghanadacorp.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 registered office of the Company 'Dhanada', 16/6, Erandawana Housing Society, Plot No. 8, Patwardhan Baug, Pune – 411004.

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

The Board of Directors proposes to enter into certain transactions with related parties.

Pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the SEBI (LODR) Regulations, 2015") and pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the rules made thereunder, all material related party transactions are required to be approved by the members in general meeting.

The particulars of the transactions are as stated below:

Name of the related party	Nature of relationship	Nature of transaction	Material terms	Monetary Value	Whether approval of Audit Committee & Board is obtained?	Any other relevant information
Mr. Ramesh R. Havele	Managing Director	Unsecured Loan Taken	Interest – As may be decided by the Board, but not exceeding prevailing Bank lending rate.  Tenure: No fixed tenure. To be mutually decided by the Board and Mr. Havele depending on the Company's needs. Can run as a Running Current account.	Upto an amount of Rs. 11 Crores.	Yes	Considering the present difficult financial position of the Company, the Managing Director advances funds to the Company from time to time to repay the loans obtained by the Company from banks and to meet immediate requirements. The Company returns the same in part or full whenever the liquidity position allows doing so.

Further, as per Regulation 23 of SEBI (LODR) Regulations, 2015, related parties shall abstain from voting on said resolution

The Board of Directors recommends the above resolution for your approval.

None of the other Directors or key managerial personnel or their relatives is, in any way, concerned or interested in the said resolution except Mr. Ramesh R. Havele, Mrs. Veena R. Havele, Dhanada Holdings Private Limited and Ms. Gautami R. Havele.

**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. 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: 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 has attended all 4 (Four) Board Meetings held during the financial year 2017 – 18.

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.

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

- (i) The voting period begins on Wednesday, 26th September 2018 at 9.00 a.m. (IST) and ends on Friday, 28th September 2018 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 21st September 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,