



DHANADA CORPORATION LIMITED

35th ANNUAL REPORT 2020-2021

Our Mission

Create financial wealth for our shareholders,
act with integrity, competence and dignity,
practice and encourage others to practice
in a professional and ethical manner.

Use reasonable care and exercise
independent professional judgement.

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DHANADA CORPORATION LIMITED**(CIN: L55101PN1986PLC133909)**

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

Notice of Annual General Meeting

The 35th Annual General Meeting of **DHANADA CORPORATION LIMITED** will be held on Thursday, 30th September 2021 at 4:00 p.m. through Video Conference (VC) / Other Audio Visual Means (OAVM) facility deemed to be held at the registered office of the Company at 5B/14, Laxminarayan Nagar, S. No. 11/12, Part Erandwane, 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 2021 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.
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 Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of Audit Committee and Board of Directors of the Company, the current Auditors, M/s. Shashank Patki and Associates, Chartered Accountants, having Firm Registration No. 122054W of Pune, be and are hereby re-appointed as Statutory Auditors of the Company to hold office for a second term of 5 (Five) consecutive years from the conclusion of this meeting until the conclusion of the 40th Annual General Meeting of the Company at a remuneration as may be mutually decided by the Chairman and Managing Director of the Company in negotiation with the said M/s. Shashank Patki and Associates plus applicable taxes and re-imbursement of actual out-of-pocket expenses incurred by them.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

4. 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the

Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and regulations 25(2) & 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of Nomination & Remuneration Committee and Board of Directors of the Company, Mr. Dilip A. Prabhune (DIN 01779383), Director be and is hereby re-appointed as the Non – Executive Independent Director of the Company for a further term of 5 (Five) consecutive years with effect from 30th September 2021 and whose office shall not be liable to determination by retirement by rotation henceforth.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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

“RESOLVED THAT in supersession of the special resolution passed by the members at the Annual General Meeting held on 30th September 2014 and pursuant to the provisions of Section 180(1)(c) 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) and in terms of Articles of Association of the Company, 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, its free reserves, that is to say, reserves not set apart for any specific purpose and securities premium account but not exceeding Rs. 8,000,000,000/- (Rupees Eight 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 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.”

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

“RESOLVED THAT in supersession of the special resolution passed by the members at the Annual General Meeting held on 30th September 2014 and 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) and in terms of Articles of Association of the Company, 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 Rs. 8,000,000,000/- (Rupees Eight Hundred Crores Only) 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.”

7. To consider and if thought fit, to pass, with or without modification(s), 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, if applicable, read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the approval of Audit Committee and Board of Directors of the Company, consent / approval of the members be and is hereby accorded for all material related party transactions / contracts / arrangements 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 all the earlier executed transactions / agreements / contracts be and are hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company / or any Director authorised by the Board 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 : 14.08.2021

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

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) setting out material facts concerning the business under item no. 3 to 7 of the Notice is annexed hereto.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM” or “Meeting”) through Video Conferencing / Other Audio Visual Means (VC / OAVM), without the physical presence of the members at a common venue. The MCA vide its General Circular No. 02/2021 dated 13th January 2021 and SEBI vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 extended the above exemptions till 31st December 2021. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), MCA circulars and the SEBI circulars as stated above, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
3. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 35th AGM. Hence, the Proxy Form and Attendance Slip are not annexed to the Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 35th AGM through VC / OAVM facility and e-Voting during the 35th AGM.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the AGM through VC / OAVM facility on its behalf and to vote either through remote e-voting or during the AGM. The said resolution / authorization should be sent electronically

through their registered email address to the Scrutinizer at sanjana@csssanjanahinge.in with a copy marked to csdhanadacorp@gmail.com and evoting@nsdl.co.in.

5. PURSUANT TO THE PROVISIONS OF SECTION 108 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 (AS AMENDED) AND REGULATION 44 OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS 2015 (AS AMENDED), AND THE CIRCULARS ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS, THE COMPANY IS PROVIDING FACILITY OF REMOTE E-VOTING TO ITS MEMBERS IN RESPECT OF THE BUSINESS TO BE TRANSACTED AT THE 35TH AGM. FOR THIS PURPOSE, THE COMPANY HAS ENTERED INTO AN AGREEMENT WITH NATIONAL SECURITIES DEPOSITORY LIMITED (NSDL) FOR FACILITATING VOTING THROUGH ELECTRONIC MEANS, AS THE AUTHORIZED AGENCY. THE FACILITY OF CASTING VOTES BY A MEMBER USING REMOTE E-VOTING SYSTEM AS WELL AS VENUE VOTING ON THE DATE OF THE AGM WILL BE PROVIDED BY NSDL.
6. Members attending the AGM through VC / OAVM facility shall be counted for the purpose of reckoning the quorum for 35th AGM as per Section 103 of the Companies Act, 2013.
7. Since the AGM will be held through VC / OAVM facility, the Route Map is not annexed in the Notice.
8. In line with the MCA Circulars and SEBI Circular, the Notice of the 35th AGM and Annual Report for F.Y. 2020-21 will be available on the Company's website www.dhanadacorp.com, on the website of the Bombay Stock Exchange Limited and on the website of the NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com and Link Intime India Private Limited.
9. Members may join the AGM through VC / OAVM facility by following the procedure as mentioned in the instructions for the same. The facility for joining the meeting shall open for Members from 3:45 p.m. i.e. 15 minutes before the time scheduled to start the 35th AGM and the Company may close the window for joining the VC / OAVM facility 15 minutes after the scheduled time to start the 35th AGM.
10. Members may note that the VC / OAVM facility provided by NSDL allows participation of at least 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the 35th AGM without any restriction on account of first-come first- served principle.
11. The cut-off date (record date) shall be 22nd September 2021 for remote e-voting. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-voting or e-voting during the AGM.
12. In case of joint shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
13. In line with the MCA Circulars dated May 5, 2020 and January 13, 2021 and SEBI Circulars dated May 12, 2020 and January 15, 2021, the Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those

Members whose email addresses are registered with the Company / Depositories. And those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 35th AGM and the Annual Report 2020-21 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:

- (i) For the Members holding shares in physical form by sending an email to csdhanadacorp@gmail.com mentioning therein the Name of the Member and / or Joint holder along with Ledger Folio Number.
 - (ii) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
14. The Company has appointed Link Intime India Private Limited as its Registrar and Transfer Agent (RTA). All correspondence relating to transfer and transmission of shares, sub-division of shares, issue of duplicate share certificates, change of address, dematerialization of shares, payment of dividend etc. will be attended to and processed at the office of the RTA.
 15. In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from 1st April 2019, transfer of shares in physical mode is prohibited and mandates holding in demat except in case of transmission and transposition. Accordingly, Members are requested to convert physical holding to demat through depository participants. Members may contact the Company / RTA for any assistance in the said process of physical to demat of shares. Members kindly note that shares of the Company can be dematerialized at National Securities Depository Ltd. and Central Depository Services Ltd.
 16. The Registers of the Members, Share Transfer Register and shareholders book of the Company will remain closed from 23rd September 2021 to 30th September 2021, both days inclusive.
 17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.
 18. 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.
 19. 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.
 20. MEMBERS REQUIRING INFORMATION ON THE AUDITED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2021 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.

21. A Member can opt for only single mode of voting i.e. either through remote e-voting or voting at the AGM. If a Member has already casted votes through remote e-voting, option of voting during the AGM shall not be available for that Member.
22. The documents referred to in the Notice, if any, will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.
23. Ms. Sanjana Hinge, Practicing Company Secretary and Secretarial Auditor of the Company is appointed as Scrutinizer to scrutinize the e-voting process and vote casted through e-voting during the meeting in a fair and transparent manner.
24. The results of e-voting shall be placed on the website of the Company www.dhanadacorp.com and be submitted to the Bombay Stock Exchange Limited.
25. Since the AGM will be conducted through VC / OAVM means, to conduct the AGM in a smooth and seamless manner only those shareholders will be allowed to speak at the AGM who have pre-registered themselves for the same with the Company. The Company hence requests members to opt any one of the following methods for obtaining answers to their queries / making suggestions:
 - Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 5.00 p.m. on 24th September 2021 through email on csdhanadacorp@gmail.com and such email shall mandatorily mention the name of the shareholder, demat account number / folio number, email id and contact number of the shareholder. The same will be replied by the Company suitably.
 - Members who intend to speak at the AGM shall register with the Company by sending an email on or before 5.00 p.m. on 24th September 2021 through email on csdhanadacorp@gmail.com.

The Company will allow only the pre-registered members to speak at the AGM.

Members are requested to discuss or ask queries only on the accounts or business of the Company or any other agenda of the 35th AGM so that effective question answer session can take place and queries posed by majority shareholders are addressed. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

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

Item No. 3

M/s. Shashank Patki and Associates, Firm of Chartered Accountants, Pune having Firm Registration No. 122054W, were appointed as Statutory Auditors of the Company in the 30th Annual General Meeting held on 30th September 2016 to hold office upto the conclusion of 35th Annual General Meeting.

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the rules made thereunder, a listed entity can appoint an Audit Firm as Statutory Auditors for two terms of 5 (Five) consecutive years. However, the same Audit Firm shall not be re-appointed after completion of both terms. The first term of M/s. Shashank Patki and Associates, Firm of Chartered Accountants of Pune, having FRN 122054W would be completed at the conclusion of the ensuing Annual General Meeting.

Based on the recommendation of Audit Committee, the Board of Directors further recommend to re-appoint the aforesaid Audit Firm as Statutory Auditors of the Company for second term of 5 (Five) consecutive years i.e. from conclusion of 35th Annual General Meeting upto the conclusion of 40th Annual General Meeting. The Company has received Consent letter and Eligibility Certificate from the said Audit Firm in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014.

Further, as per regulation 36(5) of SEBI (LODR) Regulations, 2015, the following disclosures are made:

- a. Term of Appointment – The Statutory Auditors of the Company is being appointed for the of 5 (Five) consecutive years i.e. from conclusion of 35th Annual General Meeting upto the conclusion of 40th Annual General Meeting.
- b. Proposed Audit fees payable to Auditor and material change in fee payable – Rs. 3,85,000/- for the F.Y. 2021-22 plus applicable taxes and reimbursement of out of pocket expenses, if any, subject to annual incremental fees in line with industrial practice.
- c. Basis of recommendation and Auditor credentials – The aforesaid firm of Chartered Accountants has over 37 years standing with multi industry and multi-disciplinary experience. They have various large, medium & MNCs as clients across industry.

The resolution seeks approval of members for the re-appointment of M/s. Shashank Patki and Associates as Statutory Auditors of the Company by way of an Ordinary Resolution.

No Director or Key Managerial Personnel, or their respective relatives is in any way, concerned or interested, financial or otherwise, in the resolution.

Item No. 4

Mr. Dilip A. Prabhune (DIN 01779383), was appointed as a Non – Executive Independent Director of the Company for a term of 5 (Five) consecutive years w.e.f. 30th September 2016. Pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 read with the rules made thereunder and regulation 25(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an Independent Director shall hold office for a term up to 5 (Five) consecutive years on the Board of the Company. However, the Company by passing a special resolution can re-appoint him for a further term of 5 (Five) consecutive years. However, Independent Director shall not hold office for more than two consecutive terms.

The first term of 5 (Five) consecutive years of Mr. Dilip A. Prabhune (DIN 01779383) would be completed on 29th September 2021. Based on the recommendation of Audit Committee and Nomination and Remuneration Committee, the Board of Directors recommend to re-appoint him as an Independent Director for another term of 5 (Five) consecutive years w.e.f. 30th September 2021.

The Company has received following documents from him:

- a. Intimation in Form DIR-8 to the effect that he is not disqualified under Section 164 (2) of the Companies Act, 2013,
- b. A declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI LODR Regulations, and
- c. Consent to act as director in Form DIR-2.

In the opinion of the Nomination and Remuneration Committee and the Board of Directors, Mr. Dilip A. Prabhune (DIN 01779383) 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.