

# DHANADA CORPORATION LTD.

(CIN : L55101PN1986PLC133909)

Regd. / Corporate Office: Dhanada, 16/6, Erandwana Housing Society, Plot No. 8, Patwardhan Baug, Pune 411004.

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DHANADA

## Details regarding the voting results of the Annual General Meeting of Dhanada Corporation Limited held on 30<sup>th</sup> September 2014 pursuant to Clause 35A of the Listing Agreement

Date of the Annual General Meeting	30 <sup>th</sup> September 2014
Total number of shareholders on record date	4010
No. of shareholders present in the meeting either in person or through proxy	21
• Promoters and Promoter Group	2
• Public	19
No. of shareholders attended the through video conferencing	No video conferencing
• Promoters and Promoter Group	Not Applicable
• Public	Not Applicable

### Agenda – wise

Resolution required

As per mentioned against each item number stated below

Mode of Voting

By e-voting and by poll conducted at the Annual General Meeting

Item No. 1 – Ordinary Resolution – Adoption of Audited Profit and Loss Account for the year ended on 31<sup>st</sup> March 2014 and the Balance Sheet as on that date together with Report of Directors and Auditors of the Company thereon

Promoter / Public	No. of Shares held	No. of votes cast	% of Votes cast on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour of votes cast	% of Votes against on votes cast
	1	2	$3=2/1*100$	4	5	$6=4/2*100$	$7=5/2*100$
Promoter and Promoter Group	36973031	36973031	100	36973031	NIL	100	NIL
Public – Institutional holders							
Public – Others	910045	886045	97.36	886045	NIL	100	NIL
Total	37883076	37859076		37859076			

Result = The votes cast in favour of the resolution are 100% of the total votes cast. The resolution is passed with requisite majority.



Item No. 2 – Ordinary Resolution – Re-appointment of Mrs. Veena Ramesh Havele (DIN 00007593) as a Director of the Company

Promoter / Public	No. of Shares held	No. of votes cast	% of Votes cast on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour of votes cast	% of Votes against on votes cast
	1	2	$3=2/1*100$	4	5	$6=4/2*100$	$7=5/2*100$
Promoter and Promoter Group	36973031	36973031	100	36973031	NIL	100	NIL
Public – Institutional holders							
Public – Others	910045	910045	100	910043	2	99.99	0.01
Total	37883076	37883076		37883074	2		

**Result = The votes cast in favour of the resolution are more than the votes cast against the same. The resolution is passed with requisite majority.**

Item No. 3 – Ordinary Resolution – Appointment of M/s. G. K. Chandavarkar and Co., Chartered Accountants, as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the 30<sup>th</sup> Annual General Meeting of the Company (subject to ratification of the appointment by members at every Annual General Meeting)

Promoter / Public	No. of Shares held	No. of votes cast	% of Votes cast on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour of votes cast	% of Votes against on votes cast
	1	2	$3=2/1*100$	4	5	$6=4/2*100$	$7=5/2*100$
Promoter and Promoter Group	36973031	36973031	100	36973031	NIL	100	NIL
Public – Institutional holders							
Public – Others	910045	910045	100	910043	2	99.99	0.01
Total	37883076	37883076		37883074	2		

**Result = The votes cast in favour of the resolution are more than the votes cast against the same. The resolution is passed with requisite majority.**

Item No. 4 – Special Resolution – Appointment of Shri. Shreeniwas Gajanan Kale (DIN 00150957) as Non – Executive Independent Director for a term of 5 (Five) consecutive years with effect from 30<sup>th</sup> September 2014

Promoter / Public	No. of Shares held	No. of votes cast	% of Votes cast on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour of votes cast	% of Votes against on votes cast
	1	2	$3=2/1*100$	4	5	$6=4/2*100$	$7=5/2*100$
Promoter and Promoter Group	36973031	36973031	100	36973031	NIL	100	NIL
Public – Institutional holders							
Public – Others	910045	910045	100	910043	2	99.99	0.01
Total	37883076	37883076		37883074	2		



**Result = The votes cast in favour of the resolution are more than three times the votes cast against the same. The resolution is passed with requisite majority.**

Item No. 5 – Special Resolution – Appointment of Shri. Gajanan Mahadeo Deshpande (DIN 00151009) as Non – Executive Independent Director for a term of 1 (One) year with effect from 30<sup>th</sup> September 2014

Promoter / Public	No. of Shares held	No. of votes cast	% of Votes cast on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour of votes cast	% of Votes against on votes cast
	1	2	3=2/1*100	4	5	6=4/2*100	7=5/2*100
Promoter and Promoter Group	36973031	36973031	100	NIL	36973031	NIL	100
Public – Institutional holders							
Public – Others	910045	903655	99.30	245672	657983	27.19	72.81
Total	37883076	37876686		245672	37631014		

**Result = The votes cast in favour of the resolution are less than the votes cast against the same. The resolution is not passed with requisite majority.**

Item No. 6 – Special Resolution – Approval to the borrowing of monies upto Rs. 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

Promoter / Public	No. of Shares held	No. of votes cast	% of Votes cast on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour of votes cast	% of Votes against on votes cast
	1	2	3=2/1*100	4	5	6=4/2*100	7=5/2*100
Promoter and Promoter Group	36973031	36973031	100	36973031	NIL	100	NIL
Public – Institutional holders							
Public – Others	910045	906043	99.56	740639	165404	81.74	18.26
Total	37883076	37879074		37713670	165404		

**Result = The votes cast in favour of the resolution are more than three times the votes cast against the same. The resolution is passed with requisite majority.**

Item No. 7 – Special Resolution – 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

Promoter / Public	No. of Shares held	No. of votes cast	% of Votes cast on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour of votes cast	% of Votes against on votes cast
	1	2	3=2/1*100	4	5	6=4/2*100	7=5/2*100
Promoter and Promoter Group	36973031	36973031	100	36973031	NIL	100	NIL
Public – Institutional holders							
Public – Others	910045	910045	100	910043	2	99.99	0.01
Total	37883076	37883076		37883074	2		



Result = The votes cast in favour of the resolution are more than three times the votes cast against the same. The resolution is passed with requisite majority.

For DHANADA CORPORATION LIMITED



Ramesh R. Havele  
Chairman & Managing Director





**R. V. PORE**

*Company Secretary in Practice*

214, Mahadkar Chambers

Karve Road, Kothrud, Pune 411029

Ph. 020 25460505 Email: [poreoffice@gmail.com](mailto:poreoffice@gmail.com)

## REPORT OF SCRUTINIZER

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]*

To,  
Mr. Ramesh R. Havele  
Chairman & Managing Director  
(DIN 00007580)  
DHANADA CORPORATION LIMITED

Dear Sir

I, R. V. Pore, Practicing Company Secretary, Pune, appointed as Scrutinizer for the purpose of the e-voting taken on the below mentioned resolution(s), as mentioned in the Notice for the 28<sup>th</sup> Annual General Meeting of the Company to be held on Tuesday, 30<sup>th</sup> September 2014, submit my report as under:

1. The e-voting facility to the shareholders was kept open for a period of 3 days from 24<sup>th</sup> September 2014 to 26<sup>th</sup> September 2014.
2. After the end of the voting period, I have downloaded the data regarding e-voting from the official website of the Central Depository Services (India) Ltd. (CDSL), in the presence of two witnesses Mr. Devashish P. Saraf and Mr. Sumitkumar S. Lalani.
3. The result of the e-voting is as stated under:

Item No. 1 – Ordinary Resolution – Adoption of Audited Profit and Loss Account for the year ended on 31<sup>st</sup> March 2014 and the Balance Sheet as on that date together with Report of Directors and Auditors of the Company thereon

i. Voted in favour of the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
15	37560193	100%

ii. Voted against the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
NIL	NIL	NIL



iii. Abstained from voting

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
NIL	NIL	NIL

Item No. 2 – Ordinary Resolution – Re-appointment of Mrs. Veena Ramesh Havele (DIN 00007593) as a Director of the Company

i. Voted in favour of the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
14	37560191	99.99%

ii. Voted against the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
1	2	0.01%

iii. Abstained from voting

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
NIL	NIL	NIL

Item No. 3 – Ordinary Resolution – Appointment of M/s. G. K. Chandavarkar and Co., Chartered Accountants, as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the 30<sup>th</sup> Annual General Meeting of the Company (subject to ratification of the appointment by members at every Annual General Meeting)

i. Voted in favour of the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
14	37560191	99.99%

ii. Voted against the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
1	2	0.01%

iii. Abstained from voting

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
NIL	NIL	NIL

Item No. 4 – Special Resolution – Appointment of Shri. Shreeniwas Gajanan Kale (DIN 00150957) as Non – Executive Independent Director for a term of 5 (Five) consecutive years with effect from 30<sup>th</sup> September 2014



i. Voted in favour of the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
14	37560191	99.99%

ii. Voted against the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
1	2	0.01%

iii. Abstained from voting

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
NIL	NIL	NIL

Item No. 5 – Special Resolution – Appointment of Shri. Gajanan Mahadeo Deshpande (DIN 00151009) as Non – Executive Independent Director for a term of 1 (One) year with effect from 30<sup>th</sup> September 2014

i. Voted in favour of the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
NIL	NIL	NIL

ii. Voted against the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
15	37560193	100%

iii. Abstained from voting

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
NIL	NIL	NIL

Item No. 6 – Special Resolution – Approval to the borrowing of monies upto Rs. 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

i. Voted in favour of the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
14	37560191	99.99%

21



ii. Voted against the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
NIL	NIL	NIL

iii. Abstained from voting

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
1	2	0.01%

Item No. 7 – Special Resolution – 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

i. Voted in favour of the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
14	37560191	99.99%

ii. Voted against the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
1	2	0.01%

iii. Abstained from voting

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
NIL	NIL	NIL

5. A file containing a list of equity shareholders who voted "FOR", "AGAINST" and those who abstained from voting for each resolution is enclosed.
6. The electronic data and all other relevant records related to this e-voting were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,  
Yours faithfully,

*R.V. Pore*

R. V. Pore  
Practicing Company Secretary  
FCS 6485  
C. P. No. 1913



Witness No. 1: *[Signature]*

Witness No. 2: *[Signature]*

Place : Pune  
Date : 29<sup>th</sup> September 2014





**R. V. PORE**

*Company Secretary in Practice*

214, Mahadkar Chambers

Karve Road, Kothrud, Pune 411029

Ph. 020 25460505 Email: [poreoffice@gmail.com](mailto:poreoffice@gmail.com)

**FORM NO. MGT-13**

**Report of Scrutinizer(s)**

*[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21 of the Companies (Management and Administration) Rules, 2014]*

To,  
Mr. Ramesh R. Havele  
Chairman & Managing Director  
(DIN 00007580)  
DHANADA CORPORATION LIMITED

Result of voting through poll conducted at the 28<sup>th</sup> Annual General Meeting of equity shareholders of Dhanada Corporation Limited held on Tuesday, 30<sup>th</sup> September 2014 at the registered office of the Company.

Dear Sir

I, R. V. Pore, Practicing Company Secretary, Pune, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 28<sup>th</sup> Annual General Meeting of the equity shareholders of Dhanada Corporation Limited held on Tuesday, 30<sup>th</sup> September 2014, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification mark placed by me.
2. The locked ballot box was subsequently opened in my presence and in the presence of two witnesses Mr. Devashish P. Saraf and Mr. Sumitkumar S. Lalani and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. I did not find any poll papers invalid
4. The result of the Poll is as under:

Item No. 1 – Ordinary Resolution – Adoption of Audited Profit and Loss Account for the year ended on 31<sup>st</sup> March 2014 and the Balance Sheet as on that date together with Report of Directors and Auditors of the Company thereon



i. Voted in favour of the resolution

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
13	298883	92.57%

ii. Voted against the resolution

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii. Invalid votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

iv. Abstain from voting

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
1	24000	7.43%

Item No. 2 – Ordinary Resolution – Re-appointment of Mrs. Veena Ramesh Havele (DIN 00007593) as a Director of the Company

i. Voted in favour of the resolution

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
14	322883	100%

ii. Voted against the resolution

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



*R*

iii. Invalid votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

iv. Abstain from voting

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

Item No. 3 – Ordinary Resolution – Appointment of M/s. G. K. Chandavarkar and Co., Chartered Accountants, as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the 30<sup>th</sup> Annual General Meeting of the Company (subject to ratification of the appointment by members at every Annual General Meeting)

i. Voted in favour of the resolution

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
14	322883	100%

ii. Voted against the resolution

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii. Invalid votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

iv. Abstain from voting

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



Item No. 4 – Special Resolution – Appointment of Shri. Shreeniwas Gajanan Kale (DIN 00150957) as Non – Executive Independent Director for a term of 5 (Five) consecutive years with effect from 30<sup>th</sup> September 2014

i. Voted in favour of the resolution

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
14	322883	100%

ii. Voted against the resolution

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii. Invalid votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

iv. Abstain from voting

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

Item No. 5 – Special Resolution – Appointment of Shri. Gajanan Mahadeo Deshpande (DIN 00151009) as Non – Executive Independent Director for a term of 1 (One) year with effect from 30<sup>th</sup> September 2014

i. Voted in favour of the resolution

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
6	245672	76.09%



ii. Voted against the resolution

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
6	70821	21.93%

iii. Invalid votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

iv. Abstain from voting

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
2	6390	1.98%

Item No. 6 – Special Resolution – Approval to the borrowing of monies upto Rs. 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

i. Voted in favour of the resolution

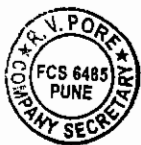
No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
10	153479	47.53%

ii. Voted against the resolution

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
2	165404	51.23%

iii. Invalid votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	200



iv. Abstain from voting

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
1	3800	1.18%

Item No. 7 – Special Resolution – 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

i. Voted in favour of the resolution

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
14	322883	100%

ii. Voted against the resolution

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

iii. Invalid votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

iv. Abstain from voting

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

5. A file containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / ~~Director authorized by the Board~~ for safe keeping.



Thanking you,

Yours faithfully,



R. V. Pore  
Practicing Company Secretary  
FCS 6485  
C. P. No. 1913



Place : Pune

Date : 1<sup>st</sup> October 2014

Witness 1:



Witness 2:



Counter Signed by  
For DHANADA CORPORATION LIMITED



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

