

13th August, 2024

Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G. Block,
Bandra- Kurla Complex,
Bandra East, Mumbai-400 051

Corporate Relationship Department
BSE Ltd.
1st Floor New Trading, Rotunda Building,
P J Towers, Dalal Street Fort,
Mumbai- 400 001

Ref: Symbol- DHANUKA

Scrip Code: 507717

Sub: Notice of Postal Ballot - Dhanuka Agritech Limited ('the Company')

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the notice of Postal Ballot of the Company along with Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Notice') for seeking approval of the Members of the Company on the Resolutions forming part of the Postal Ballot Notice.

In compliance with the provisions of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depositories / Registrar and Share Transfer Agent and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **August 09, 2024 ('Cut-off date')**. Accordingly, physical copy of the Postal Ballot Notice is not being sent to the Members.

The Company has engaged National Securities Depository Limited ("NSDL") to provide services of remote e-Voting facility to its Members.

The remote e-Voting period commences on **Thursday, August 15, 2024, from 9.00 A.M. (IST)** and ends on **Friday, September 13, 2024 at 5.00 P.M. (IST)**.

The Postal Ballot Notice is also available on the website of the Company i.e. www.dhanuka.com and on NSDL's e-voting website i.e. www.evoting.nsdl.com.

This is for the information of the Exchange and the Members.

Yours faithfully,

For Dhanuka Agritech Limited

JITIN
SADANA

Digitally signed
by JITIN SADANA
Date: 2024.08.13
13:50:31 +05'30'

Jitin Sadana
Company Secretary & Compliance Officer
FCS-7612

Encl: Postal Ballot Notice



NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the Members of the Company

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”/ “Listing Regulations”), Secretarial Standards on General Meetings issued by Institute of Company Secretaries of India (“SS-2”), as amended and in accordance with the circulars issued by the Ministry of Corporate Affairs (“MCA”) for holding general meetings / conducting Postal Ballot Process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021 and 20/2021 dated December 08, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, (collectively the “MCA Circulars”), the Company is seeking the consent of the Members of the Company by means of Postal Ballot, to the Resolutions appended below, proposed to be passed through Postal Ballot by voting through electronic means only (remote e-voting).

Commencement of e-voting	End of e-voting
Thursday, August 15, 2024 at 9:00 a.m. (IST)	Friday, September 13, 2024 at 5:00 p.m. (IST)

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is appended to this Postal Ballot Notice (‘Notice’) for your consideration and forms part of this Notice. The Notice is also available on the website of the Company at www.dhanuka.com & on the website of NSDL at www.evoting.nsdl.com.

In accordance with Section 101 of the Act, read with Rule 18 of the Rules and in compliance with the MCA Circulars, the Company is sending this Notice only in the electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent (‘RTA’)/ Depositories and whose names appear in the Register of Members / List of Beneficial Owners as on **Friday, August 9, 2024 (‘Cut-off Date’)**. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.



Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, and SS-2, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Forms physically. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice. The Company has engaged the services of "National Securities Depository Limited" (NSDL) for facilitating e-voting.

Members are requested to carefully read the instructions mentioned under the head 'General information and instructions relating to e-voting' in this Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed Resolutions through the remote e-voting process not later than 5:00 p.m. (IST) on Friday, September 13, 2024 failing which it will be considered that no reply has been received from the Member.

The Board of Directors in their Meeting held on August 2, 2024 have appointed Mr. Prabhakar Kumar (FCS:5781 & Certificate of Practice No. 10630), Partner, M/s VAPN & Associates, Company Secretaries [FRN: P2015DE045500], as Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair & transparent manner.

The Scrutinizer will submit their report, after the completion of scrutiny, to the Chairperson or any person authorized by the Chairperson. The result of e-voting will be announced within 2 working days from the conclusion of E-voting i.e. on or before Tuesday, 17th September, 2024.

The results along with the Scrutinizer's Report will be posted on the Company's website, viz. www.dhanuka.com and also on the website of NSDL, viz. www.evoting.nsdl.com, in addition to being communicated to the BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com where the Company's shares are listed.

The instructions for remote e-voting are appended to this Notice.

The proposed Resolutions as set out herein below, shall be deemed to be passed on the last day of the Postal Ballot e-voting period i.e., Friday, September 13, 2024.

The assent or dissent received after such date and time shall be treated as if reply from the Member has not been received.



SPECIAL BUSINESSES

1. To designate Mr. Ram Gopal Agarwal on an Honorary position as CHAIRMAN EMERITUS:

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

“Resolved That pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Power) Rules, 2014 as may be amended from time to time, based on the recommendation of the Nomination and Remuneration Committee and the Board, the consent of the Members of the Company be and is hereby accorded to designate Mr. Ram Gopal Agarwal as **CHAIRMAN EMERITUS** for life in the Company.”

“Resolved Further That Mr. Ram Gopal Agarwal will not draw salary from the Company, but he will be entitled for the benefits and perquisites commensurate with his position as **CHAIRMAN EMERITUS** and in particular the following:

- a) Reimbursement of expenses for car with chauffeur, telephone, internet connection, household staff, security etc.;
- b) First class air fare for self and family/ dependent to and from any destination in India and abroad plus all other travel related expenses;
- c) Use of Office space of the Company;
- d) Reimbursement of medical expenses for self and family members including premium for medical insurance, as per the Company Policy;
- e) Reimbursement of premium for personal accident insurance, as per the Company Policy,
- f) Other benefits and perquisites as are customary in appointments of a similar positions.

The value of the aforesaid benefits and perquisites will be calculated on actual.

“Resolved Further That the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be deemed necessary or expedient to give effect to this Resolution.”

2. To designate Mr. Mahendra Kumar Dhanuka (DIN:00628039) as Chairman & Whole-Time Director of the Company:

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

“Resolved That based on the recommendation of the Nomination and Remuneration Committee and the Board, the Consent of the Members of the Company be and is hereby accorded to designate Mr. Mahendra Kumar Dhanuka, Vice-Chairman & Managing Director of the Company, as Chairman & Whole-time Director of the Company w.e.f. 3rd August, 2024 on the same terms and conditions as per the approval sought for his Appointment and Remuneration by the Members in the 39th Annual General Meeting of the Company held on 02nd August, 2024.”



"**Resolved Further** That the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be deemed necessary or expedient to give effect to this Resolution."

3. To designate Mr. Rahul Dhanuka (DIN:00150140) as Managing Director of the Company:

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

"**Resolved That** based on the recommendation of the Nomination and Remuneration Committee and the Board, the Consent of the Members of the Company be and is hereby accorded to designate Mr. Rahul Dhanuka, Joint Managing Director of the Company, as Managing Director of the Company w.e.f. 3rd August, 2024 on the same terms and conditions as mentioned in the agreement of his Appointment and Remuneration as Whole-time Director approved by the Shareholders through a Postal Ballot dated 15th March 2022."

By Order of the Board of Directors
For **Dhanuka Agritech Limited**

Sd/-
Jitin Sadana
Company Secretary
Mem No: 7612

Place: Gurugram
Date: August 2, 2024



Notes:

1. The relevant Explanatory Statement pursuant to the provisions of Section 102 read with Section 110 of the Companies Act, 2013 ("Act") setting out the material facts relating to the proposed Resolutions and the reasons thereof are annexed hereto and forms part of this Postal Ballot Notice ("Notice").
2. The Notice containing instructions is being sent by email to all the Members of the Company whose names appear on the Register of Members/list of Beneficial Owners as received from the Depositories, National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") on **Friday, August 9, 2024 ("Cut-Off Date")** and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Abhipra Capital Limited ("Abhipra/RTA").
3. A copy of the Notice will also be available on the Company's website at www.dhanuka.com, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the Website of National Securities Depository Limited www.evoting.nsdl.com.
4. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories / Depository Participants) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice. A person who becomes a member after the Cut-Off Date should treat this notice for information purposes only.
5. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up Equity Share Capital of the Company as on the Cut-Off Date.
6. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Companies Act, will be available for inspection via electronic mode from the date of circulation of this Notice till the date of declaration of Postal Ballot results. Members can inspect the same by writing an e-mail to the Company at investors@dhanuka.com.
7. In compliance with provisions of Section 108 and Section 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and Secretarial Standard - II, the

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MG Road, Gurugram-122002, Haryana

Tel: +91-124-434-5000, Email: headoffice@dhanuka.com, Website: www.dhanuka.com

CIN: L24219HR1985PLC122802



Company is providing e-voting facility to enable its Members to cast their votes electronically on the matters included in this Notice.

8. The Company has appointed National Securities Depositories Limited (“NSDL”) for facilitating e-voting to enable the Members to cast their votes electronically instead of physical mode. In terms of the General Circular No.14/2020 dated 8th April 2020 read with General Circular No.17/2020 dated 13th April 2020, General Circular No.03/2022 dated 5th May 2022 and General Circular No.11/2022 dated 28th December 2022 and General Circular No. 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), voting can be done only by remote e-voting. As the remote e-voting does not require a person to attend to a meeting physically, the members are strongly advised to use the remote e-voting procedure by themselves and not through any other person / proxies.
9. **The e-voting period commences at 9:00 a.m. (IST) on Thursday, August 15, 2024 and ends at 5:00 p.m. (IST) on Friday September 13, 2024.** Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
10. The Board of Directors of the Company has appointed Mr. Prabhakar Kumar (FCS:5781 & Certificate of Practice No. 10630), Partner, M/s VAPN & Associates, Company Secretaries [FRN: P2015DE045500], as Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair & transparent manner.
11. The Scrutinizer will submit consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairperson or any other person authorized by Chairperson within 2 working days from the conclusion of E-voting i.e. on or before Tuesday, 17 September, 2024. The Scrutinizer’s decision on the validity of votes cast will be final.
12. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.dhanuka.com and on the website of NSDL viz www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorized by them, and the same shall be communicated to the BSE Limited and the National Stock Exchange of India Limited.
13. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Friday, September 13, 2024.

The vote in this Postal Ballot cannot be exercised through proxy.



Information and instructions relating to e-Voting

Note: Please read the instructions carefully before exercising your vote.

Facility to exercise vote(s) by means of Postal Ballot, including voting through e-voting will be available during the following period:

Commencement of voting	End of voting
From 9:00 a.m. (IST) on Thursday, August 15, 2024	Up to 5:00 p.m. (IST) on Friday, September 13, 2024

The voting will not be allowed beyond 5:00 p.m. (IST) on **Friday September 13, 2024** and the e- voting shall be disabled by NSDL upon expiry of the aforesaid date and time.



THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

(i) The voting period begins on **9:00 a.m. (IST) on Thursday, August 15, 2024 and ends at 5:00 p.m. (IST) on Friday, September 13, 2024**. 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) **Friday, August 09, 2024** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

(ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/ retail shareholders is at a negligible level. Currently, there are multiple e- voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e- Voting facility.



Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode -NSDL/CDSL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 App Store  Google Play



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on

Registered & Corporate Office: Global Gateway Towers, Near Guru Dronacharya Metro Station, MG Road, Gurugram-122002, Haryana

Tel: +91-124-434-5000, Email: headoffice@dhanuka.com, Website: www.dhanuka.com

CIN: L24219HR1985PLC122802



	registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911



B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.



- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.



4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@vapn.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution/ Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com



Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@dhanuka.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@dhanuka.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/ members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



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

In terms of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to the Item No. 1, 2 and 3 of the accompanying Notice:

Item No. 1

To designate Mr. Ram Gopal Agarwal on an Honorary position as CHAIRMAN EMERITUS:

Mr. Ram Gopal Agarwal is the Founder & Chairman of the Group, he is a decisive and action-oriented visionary, who took over a sick pesticide Company named Northern Minerals Pvt. Ltd. in 1980 to transform it into Rs. 1760 crore organization called Dhanuka Agritech Ltd. His deep commitment and inspiring leadership is an example worth inculcating. His passion for contributing to Indian Agriculture is commendable. His rich and invaluable experience over the last five decades in the Agrochemical Industry has contributed immensely to the growth of the Company and added much-needed expertise to the Board. He mentors and gives strategic direction to the team.

In order to achieve his aspiration of “Transforming India through Agriculture” he has dedicated himself to bringing changes in the Agrochemical Industry and the farming community. On 30th July, 2024 this year, he attained the age of 75 years and decided to dedicate his full time to fulfill his above vision “Transforming India through Agriculture” by contributing to the honor, pride, and abundance of the farmer and farming.

Mr. Agarwal placed before the Board his resignation letter dated 02nd August, 2024 to relinquish his position as Chairman of the Company.

Under Mr. Agarwal’s leadership as Chairman of the Company, the Company rapidly grew its reputation in the Agri industry.

keeping in view the invaluable contribution made by Mr. Ram Gopal Agarwal in the growth of the Company and to acknowledge the contribution made by him over the years, the Board has approved and recommended to the Members for their approval for designating Mr. Ram Gopal Agarwal on an Honorary position as a “Chairman Emeritus” to seek his guidance and to give him a mark of respect for his contribution, the Board has appointed Mr. Ram Gopal Agarwal as Chairperson Emeritus for Life.

While holding the position as the Chairman Emeritus in the Company, Mr. Agarwal will not hold the position of the Director in the Board of Directors of the Company, but he may attend the meetings of Board or Committees thereof as an invitee with the permission of the Chair.

While holding the position as the Chairman Emeritus for life in the Company, Mr. Agarwal will not draw a salary from the Company, but will only be entitled to the certain benefits and perquisites commensurate with the position of the Chairman Emeritus as given in the resolution, the value of benefits and perquisites may exceed Rs.2.50 Lakh per month.



In terms of Sec 188 of the Companies Act, 2013 read with Rules made thereunder, appointment to any office or place of profit in the Company at monthly benefits exceeding Rs.2.50 lakhs is subject to prior approval of the members.

Mr. Ram Gopal Agarwal, being a relative of Mr. Mahendra Kumar Dhanuka, Chairman and Mr. Rahul Dhanuka, Managing Director, is covered under the ambit of Related Party definition within the meaning of Section 2(76) the Companies Act, 2013 and the benefits and perquisites offered to Mr. Ram Gopal Agarwal are required to be considered for requisite approval of the Members of the Company as related party transaction under Section 188 of the Companies Act, 2013.

The Board of Directors in its meeting held on 02nd August, 2024 recommends the Resolution in relation to designate Mr. Ram Gopal Agarwal on an Honorary position as CHAIRMAN EMERITUS by way of an **Special Resolution**.

Information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of the Boards and its Powers) Rules, 2014: -

a)	Name of the Related Party	Mr. Ram Gopal Agarwal
b)	Name of the Director or Key Managerial Personnel who is related, if any:	Mr. Mahendra Kumar Dhanuka, Chairman is the brother and Mr.
c)	Nature of Relationship	Rahul Dhanuka, Managing Director is the son of Mr. Ram Gopal Agarwal
d)	Any other information relevant or important for the members to take a decision on the proposed resolution	While holding the position as the Chairman Emeritus for life in the Company, Mr. Agarwal will not draw a salary from the Company, but will only be entitled to the certain benefits and perquisites commensurate with the position of the Chairman Emeritus as given in the resolution, the value of benefits and perquisites may exceed Rs.2.50 Lakh per month.
e)	Nature, material terms, monetary value of the contract or arrangement: - Nature of the Arrangement	
	Mr. Ram Gopal Agarwal has been appointed as "Chairman Emeritus" for life in the Company. keeping in view the invaluable contribution made by Mr. Ram Gopal Agarwal in the growth of the Company and to acknowledge the contribution made by him over the years, his advice and guidance would be essential and beneficial for the Board and the Management of the Company	



<p>Entitlement of following benefits and perquisites to Mr. Agarwal in his individual capacity since holding position of Chairman Emeritus for life:</p> <ul style="list-style-type: none">a) Reimbursement of expenses for car with chauffeur, telephone, internet connection, household staff, security etc.;b) First class air fare for self and family/dependent to and from any destination in India and abroad plus all other travel related expenses;c) Use of Office space of the Company;d) Reimbursement of medical expenses for self and family members including premium for medical insurance, as per the Company Policy;e) Reimbursement of premium for personal accident insurance, as per the Company Policy,f) Other benefits and perquisites as are customary in appointments of a similar positions. <p>The value of the aforesaid benefits and perquisites will be calculated on actual.</p>
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Item No. 2

To designate Mr. Mahendra Kumar Dhanuka (DIN:00628039) as Chairman & Whole-Time Director of the Company:

The Members of the Company in the 34th Annual General held on 12th August, 2019 appointed Mr. Mahendra Kumar Dhanuka as Managing Director of the Company for a period of 5 years from 14th August, 2019 to 13th August, 2024 (both days inclusive).

Further, the Board in its Meeting held on 25th May 2023 has designated him as Vice Chairman & Managing Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board has approved and further recommended to the members to approve the re-appointment and remuneration of Mr. Mahendra Kumar Dhanuka under the designation Vice Chairman & Managing Director of the Company, not liable to retire by rotation for a further period of Five Years from 14th August, 2024 to 13th August, 2029 (both days inclusive) even after attaining the age of 70 years in the 39th Annual General Meeting of the Company.

The said appointment and remuneration has been approved by the Members in their meeting held on 02nd August, 2024 by the requisite majority.

Now, as a part of succession planning, Mr. Ram Gopal Agarwal has tendered his resignation and expressed his desire to be relieved from the position of Chairman, Therefore, on the recommendation of the Nomination and Remuneration Committee, the Board has approved and recommended to the



members to designate Mr. Mahendra Kumar Dhanuka as Chairman & Whole-time Director of the Company on the same terms and conditions as per the approval sought for his Appointment and Remuneration by the Shareholders in the 39th Annual General Meeting of the Company held on 02nd August, 2024.

Except the above change in designation, all other terms and conditions of the appointment and remuneration will be same as approved by the Members in the 39th Annual General Meeting of the Company.

The Board of Directors recommends the Resolution in relation to designate Mr. Mahendra Kumar Dhanuka (DIN:00628039), Vice Chairman & Managing Director of the Company as Chairman & Whole-Time Director of the Company as **Special Resolution**

Details of Director seeking appointment pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards.

Name	Mr. Mahendra Kumar Dhanuka
Age	70 Years
Qualification	B.Com (Hons) -Sri Ram College of Commerce, Delhi University
Experience (Including expertise in the specific functional area)/ Brief Resume	<p>Mr. Mahendra Kumar Dhanuka is working as Vice Chairman & Managing Director of the Company since its incorporation. He is an eminent personality and has a vast and rich experience of 49 years in the Agrochemicals Industry. He is proficient in Corporate Affairs, and his keen insight and judgment bring excellence to the Company's functioning, its Board, and Committees. He has deep commitment towards the achievement of organizational goals and has also played a key role in introducing corporate governance principles to the functioning of the Company. His foresight and business acumen have helped the Company achieve its goals.</p> <p>Acting as a member of the Audit Committee, he is excellently handling all the Financial Transactions of the Company and maintains tremendous control over minimizing frauds and malpractices in the Company. In his supervision Company has become debt-free, and there is no Long term borrowing in the Company.</p> <p>Presently, he is also acting as a member of the CSR Committee and is involved in various CSR initiatives related to water harvesting, environment sustainability, health care, hunger eradication and education.</p>
Date of First Appointment on the Board	13.02.1985



Shareholding in the Company as on 31 st July, 2024	27,604 Equity Shares
List of other Public companies in which Directorships held	M/s. Dhanuka Laboratories Limited
Chairman/ Member of the Committee of the Board of Director of the Company	Dhanuka Agritech Limited Audit Committee- Member Corporate Social Responsibility Committee- Chairman Banking, Finance and Operations Committee- Chairman
Companies (other than Dhanuka Agritech Limited) in which the Directors holds directorships and Committee positions in these companies	M/s. Dhanuka Laboratories Limited M/s M D Buildtech Private Limited M/s. Golden Overseas Private Limited
Relationship with other Directors/ Key managerial Personnel	Father of Mr. Harsh Dhanuka, Executive Director
Terms and conditions of appointment along with details of remuneration sought to be paid	Terms and conditions of the appointment and remuneration will be same as approved by the Members in the 39 th Annual General Meeting of the Company in their meeting held on 02 nd August, 2024.

Item No. 3

To designate Mr. Rahul Dhanuka (DIN:00150140) as Managing Director of the Company

The Members of the Company via Postal Ballot has approved the re-appointment and Remuneration of Mr. Rahul Dhanuka as Whole Time Director of the Company for a period of 5 years from 1st May, 2022 to 30th April, 2027 (both days inclusive).

Further, the Board has designated him as Joint Managing Director of the Company w.e.f. 10th February, 2023.



Based on the recommendation of the Nomination and Remuneration Committee of the Board, the Board has approved and further recommended the same to the Members for their approval to designate Mr. Rahul Dhanuka as Managing Director of the Company as a part of the Succession Planning of the Company on the same terms and conditions as mentioned in the agreement of his Appointment and Remuneration as Whole-time Director approved by the Shareholders through Postal Ballot dated 15th March 2022."

Except the above change in designation, all other terms and conditions of the appointment and remuneration will be same as approved by the Members via Postal Ballot dated 15th March, 2022.

The Board of Directors recommends the Resolution in relation to designate Mr. Rahul Dhanuka (DIN:00150140), as Managing Director of the Company as **Special Resolution**.

Details of Director seeking appointment pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards

Name	Mr. Rahul Dhanuka
Age	49 Years
Qualification	Master in Business Administration-S.P. Jain Institute of Management & Research.
Experience (Including expertise in the specific functional area)/ Brief Resume	<p>He has a distinguished Corporate career of more than 26 years. Being Director Marketing, he has tremendously contributed in taking sales to new heights. The Company has a Pan India presence and around 6500 distributors and dealers. Due to his excellent Marketing Management Skills, the Company has been able to penetrate the interiors of rural India. He has been instrumental in bringing new systems and policies to the organization, implementing ERP, and strategic business relationships with all the collaborators. As a member of the Stakeholders' Relationship Committee of the Company, he takes a keen interest in ensuring that no effort is spared to maintain good stakeholders' relationships and to address grievances speedily. Being the Chairperson of the Risk Management Committee of the Board of the Company he ensures that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.</p> <p>As his role transcends the entire operations of the Company, the Board of Directors of Dhanuka Agritech Limited has designated him as Joint Managing Director on 10th February 2023.</p> <p>He is also acting as the Chairman of the Risk Management Committee and a Member of the Stakeholders Relationships Committee.</p>



Date of First Appointment on the Board	28.01.2002
Shareholding in the Company as on 31 st July, 2024	2,01,403 Equity Shares
List of other Public companies in which Directorships held	M/s. Dhanuka Laboratories Limited
Chairman/Member of the Committee of the Board of Director of the Company	Dhanuka Agritech Limited Risk Management Committee- Chairman Stakeholders Relationship Committee- Member Banking Finance and Operations Committee-Member
Companies (other than Dhanuka Agritech Limited) in which the Directors holds directorships and Committee positions in these companies	M/s. Dhanuka Laboratories Limited M/s. H D Realtors Private Limited M/s. Agrihawk Technologies Private Limited M/s. Croplife India M/s. Sikkim Agro Industries Limited M/s. Golden Overseas private Limited
Relationship with other Directors/Key managerial Personnel	NA
Terms and conditions of appointment along with details of remuneration sought to be paid	Terms and conditions of the appointment and remuneration will be same as approved by the Members via Postal Ballot dated 15 th March, 2022