

Date: 10th, July 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

The Department of Corporate Services-
Listing
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

Symbol- DHANUKA

Scrip Code : 507717

Subject: Notice of the 39th Annual General Meeting ('AGM') of the Company for FY 2023-24 under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

Pursuant to Regulation 30 read with Para A, Part A of Schedule III of the Listing Regulations, attached herewith is the Notice and the Explanatory Statement of the 39th AGM of the Company scheduled to be held on **Friday, 2nd August, 2024 at (IST) 11.00 A.M.** via Video Conference / Other Audio Visual Means. The said Notice forms part of the Annual Report 2023-24.

The Notice and the Explanatory Statement of the 39th AGM of the Company for FY 2023-24 and other related documents are available on the website of the Company at www.dhanuka.com under the Investors Section.

This is for your information and records.

Thanking you,
Yours Faithfully
For Dhanuka Agritech Limited

JITIN
SADANA

Digitally signed
by JITIN SADANA
Date: 2024.07.10
17:39:44 +05'30'

Jitin Sadana
Company Secretary and Compliance Officer
FCS-7612

Encl: a/a



NOTICE TO THE MEMBERS

To the Members of

Dhanuka Agritech Limited

Notice is hereby given that the **39th Annual General Meeting (AGM)** of the Members of **M/s. Dhanuka Agritech Limited** will be held on **Friday, 02nd August 2024 at 11:00 A.M** through Video Conferencing/other audio-visual means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider, and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon, and in this regard to consider and if deemed fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

"Resolved That the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the Reports of the Directors and Auditors thereon as circulated to the Members be and are hereby received, considered, and adopted."

2. To declare the Final Dividend on Equity Shares for the Financial Year ended March 31, 2024, and in this regard to consider and if deemed fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"Resolved That Final Dividend @ 300% i.e. Rs. 6/- per Equity Share having Face Value of Rs. 2/- each, on 4,55,78,324 Paid up Equity Shares of the Company be and is hereby declared for the Financial Year ended March 31, 2024 and the same be paid as recommended by the Board of the Company, subject to deduction of tax at source and in accordance with the provisions of Section 123 and other applicable provisions, if any, of the Companies Act, 2013."

3. To appoint a Director in place of Mr. Harsh Dhanuka (DIN:00199516), Executive Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment, and in this regard to consider and if deemed fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"Resolved That pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Harsh Dhanuka (DIN:00199516), Executive Director of the Company, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a

Director of the Company liable to retire by rotation."

4. To appoint a Director in place of Mr. Ashish Saraf (DIN:07767324), Whole-Time Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment, and in this regard to consider and if deemed fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"Resolved That pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ashish Saraf (DIN: 07767324), Whole Time Director of the Company, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

SPECIAL BUSINESS:

5. **Ratification of remuneration of Cost Auditors:**

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 Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Members of the Company hereby ratifies and approve the remuneration of Rs. 2,25,000/- (including out of pocket expenses) plus applicable taxes payable to M/s. N. Khandelwal & Associates, Cost Accountants, who have been appointed as Cost Auditors of the Company by the Board of Directors in their Meeting held on 17th May, 2024, to conduct the Cost Audit of the Company for the Financial Year ending March 31, 2025."

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

6. **Re-appointment of Mr. Bajrang Lal Bajaj (DIN:00041909) as an Independent Director of the Company, for the second term of 5 years:**

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

"Resolved That pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, read with Schedule IV to the Companies Act, 2013, as amended from time to time, Mr.



Bajrang Lal Bajaj (DIN:00041909), who was appointed as an Independent Director and who holds the office of Independent Director up to 20th May 2024 and who meets the criteria for independence, and being eligible for re-appointment, be and is hereby re-appointed as a Independent Director, not liable to retire by rotation, on the Board of the Company for Second Term of 5 (Five) consecutive years w.e.f. 21st May 2024 to 20th May, 2029 (both days inclusive).

“Resolved Further That the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, and things and to execute all such documents, instruments, and writings as may be required to give effect to this Resolution and to delegate all or any of its powers herein conferred to any Committee of Director(s) to give effect to the aforesaid Resolution.”

7. Re-appointment of Ms. Namrata Gupta (DIN: 08358673), as an Independent Director of the Company, for the second term of 5 years

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

“Resolved That pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, read with Schedule IV to the Companies Act, 2013, as amended from time to time, Ms. Namrata Gupta (DIN:08358673), who was appointed as an Independent Director and who holds the office of Independent Director up to 20th May 2024 and who meets the criteria for independence, and being eligible for re-appointment, be and is hereby re-appointed as a Independent Director, not liable to retire by rotation, on the Board of the Company for Second Term of 5 (Five) consecutive years w.e.f. 21st May 2024 to 20th May, 2029 (both days inclusive).

“Resolved Further That the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, and things and to execute all such documents, instruments, and writings as may be required to give effect to this Resolution and to delegate all or any of its powers herein conferred to any Committee of Director(s) to give effect to the aforesaid Resolution.”

8. Appointment of Mr. Satish Kumar Gupta (DIN: 00766438) as an Independent Director of the Company, for the first term of 5 years:

To consider and if thought fit, to pass the following

Resolution with or without modification(s) as **Special Resolution:**

“Resolved That pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act), Companies (Appointment and Qualification of Directors) Rules, 2014, read with schedule IV of the Act and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Satish Kumar Gupta (DIN: 00766438), who was appointed as an Additional Director by the Board of Directors (“Board”) based on the recommendation of the Nomination and Remuneration Committee with effect from 17th May, 2024 pursuant to the provision of section 161(1) of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 years (first term) w.e.f. 17th May, 2024 to 16th May, 2029(both days inclusive).

“Resolved Further That the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, and things and to execute all such documents, instruments, and writings as may be required to give effect to this Resolution and to delegate all or any of its powers herein conferred to any Committee of Director(s) to give effect to the aforesaid Resolution.”

9. Re-appointment and Remuneration of Mr. Harsh Dhanuka (DIN: 00199516) as Executive Director of the Company, for a further period of 5 years:

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

“Resolved That pursuant to provisions of Sections 152, 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, SEBI Regulation(s) and based on the recommendation of Nomination and Remuneration Committee and the Board, the approval of the Members be and is hereby accorded for the re-appointment of Mr. Harsh Dhanuka (DIN: 00199516), Executive Director of the Company, for a period of five years with effect from 21st May, 2024 to 20th May, 2029 (both days inclusive) who shall be liable to retire by rotation.”



“Resolved Further That the remuneration of Mr. Harsh Dhanuka will be as follows:

- (i) Salary Rs. 9,50,000 per month as per salary range of (Rs. 9,50,000-1,00,000-13,50,000) per month
- (ii) Commission 1.50% of the Net Profits of the Company computed under Section 198 and other applicable provisions of the Companies Act, 2013.
- (iii) Allowance, Perquisites, and other benefits will be as per the HR Policy of the Company.”

“Resolved Further That the terms and conditions of aforementioned re-appointment and remuneration shall be as per the agreement, and the Board of Directors be and are hereby authorized to alter and vary such terms of re-appointment and remuneration so as not to exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Harsh Dhanuka.”

“Resolved Further That based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors and pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the approval of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Harsh Dhanuka (DIN: 00199516), Executive Director of the Company even if the annual remuneration payable to Mr. Harsh Dhanuka may exceed Rupees 5 crores or 2.5 percent of the profits of the Company (whichever is higher) individually and/or the aggregate annual remuneration to all Executive Directors exceeds 5 percent of the Net Profits of the Company in any year during the tenure of his reappointment”.

“Resolved Further That the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, and things and execute all such documents, instruments, and writings as may be required to give effect to this resolution and to delegate all or any of its powers herein conferred to any Committee of Director(s) to give effect to the aforesaid resolution.”

10. Continuation of the appointment of Mr. Mahendra Kumar Dhanuka (DIN 00628039), Vice Chairman & Managing Director of the Company even after attaining the age of 70 years;

To consider and if thought fit, to pass the following

Resolution with or without modification(s) as **Special Resolution:**

“Resolved That pursuant to Section 196(3) of the Companies Act, 2013 read with Part-1 of Schedule - V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder ('the Act') or Listing Regulations as amended from time to time, based on the recommendation of the Board, consent of the Members be and is hereby accorded to continue the employment of Mr. Mahendra Kumar Dhanuka, (DIN: 00628039) as Managing Director under the designation Vice Chairman & Managing Director of the Company even after attaining the age of 70 years.”

“Resolved Further That the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, and things and execute all such documents, instruments, and writings as may be required to give effect to this resolution and to delegate all or any of its powers herein conferred to any Committee of Director(s) to give effect to the aforesaid resolution.”

11. Re-appointment and Remuneration of Mr. Mahendra Kumar Dhanuka (DIN: 00628039) as Managing Director under the designation Vice Chairman & Managing Director of the Company, for a further period of 5 years:

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

“Resolved That pursuant to provisions of Sections 152, 196, 197, 198 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, SEBI Regulation(s) and based on the recommendation of Nomination and Remuneration Committee and the Board, the approval of the Members be and is hereby accorded for the re-appointment of Mr. Mahendra Kumar Dhanuka (DIN: 00628039), Managing Director under the designation of Vice Chairman & Managing Director of the Company, even after attaining the age of 70 years, for a period of five years with effect from 14th August, 2024 to 13th August, 2029 (both days inclusive).”

“Resolved Further That the remuneration of Mr. Mahendra Kumar Dhanuka will be as follows:

- (i) Salary Rs. 10,50,000/- (Rs. Ten Lakh Fifty Thousand per month)



- (ii) Commission 1.25% of the Net Profits of the Company computed under Section 198 of the Companies Act, 2013.
- (iii) Allowance, Perquisites, and other benefits will be as per the HR Policy of the Company.”

“Resolved Further That the terms and conditions of aforementioned re-appointment and remuneration shall be as per the agreement, and the Board of Directors be and is hereby authorized to alter and vary such terms of appointment and remuneration so as not to exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Mahendra Kumar Dhanuka.”

“Resolved Further That based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors and pursuant to regulation 17(6)(e) of the Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the approval of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Mahendra Kumar Dhanuka (DIN: 00628039), Managing Director under the designation of Vice Chairman & Managing Director of the Company, even if the annual remuneration payable to Mr. Mahendra Kumar Dhanuka may exceed rupees 5 crores or 2.5 percent of the profits of the Company (whichever is higher) individually and/or the aggregate annual remuneration to all Executive Directors exceeds 5 percent of the Net Profits of the Company in any year during the tenure of his reappointment”.

“Resolved Further That the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, and things and execute all such documents, instruments, and writings as may be required to give effect to this resolution and to delegate all or any of its powers herein conferred to any Committee of Director(s) to give effect to the aforesaid resolution.”

Place: Gurugram
Date: 17th May, 2024

CIN: L24219DL1985PLC020126

Registered Office:

82, Abhinash Mansion, 1st Floor, Joshi Road,
Karol Bagh, New Delhi – 110 005 (India)
Telephone No.: 011 23534551
Website: www.dhanuka.com
Email ID: investors@dhanuka.com

By Order of the Board of Directors
For Dhanuka Agritech Limited

Sd/-
Jitin Sadana
Company Secretary and Compliance Officer
FCS-7612



NOTES:

Explanatory Statement setting out the material facts concerning each item of Special Businesses to be transacted at the 39th Annual General Meeting pursuant to Section 102 (1) of the Companies Act, 2013, is annexed hereto and forms part of the Notice.

1. Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, General Circular No. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 09/2023 dated 25th September, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC, without the physical presence of the Members for the meeting at a common venue. Hence, Members can attend and participate in the AGM through VC / OAVM. In accordance with the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with guidance/ clarification issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. The detailed procedure for participating in the meeting through VC / OAVM is appended herewith and also available at the Company's website www.dhanuka.com.
2. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available. Accordingly, the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate Members intending to attend/vote at AGM through VC/OAVM by their respective authorized representatives are required to send to the Company/ RTA/ Scrutinizer a certified copy of the Board Resolution, pursuant to Sections 112 and 113 of the Companies Act 2013, by e-mail at investors@dhanuka.com with a copy marked to jitinsadana@dhanuka.com Company Secretary of the Company not later than 48 hours before the scheduled time of the commencement of the Meeting, authorizing their representative to attend and vote at the Meeting through VC.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint a proxy to attend and cast the vote for the Members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
5. Participation of Members through VC will be counted for the purpose of the quorum for the AGM as per Section 103 of the Act.
6. In compliance with the applicable Circulars, Notice of the AGM along with the Annual Report for FY 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the RTA/Company/Depositories. Members may note that the Notice and Annual Report for FY 2023- 24 are also available on the Company's website (www.dhanuka.com) under the 'Investors' section, websites of the Stock Exchanges i.e. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com). In case any member is desirous of obtaining a hard copy of the Annual Report for the Financial Year 2023-24 and Notice of the 39th AGM of the Company, he/she may send a request to the Company's email address at investors@dhanuka.com mentioning Folio No./ DP ID and Client ID. The AGM Notice is also disseminated on the website of NSDL (the agency for providing the Remote e-voting facility and e-voting system during the AGM) at www.evoting.nsdl.com.
7. The register of directors and key managerial personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. Members seeking to inspect such documents can send an email to investors@dhanuka.com.
8. Documents referred to in this Notice will be available for inspection by the Members at the Registered Office of the Company from IST 11:00 A.M. to 1:00 P.M. on all working days prior to the date of the Annual General Meeting and will also be available for inspection online at the website of the Company, during the period of the Annual General Meeting. Members seeking to inspect such documents can send an email to investors@dhanuka.com.
9. In compliance with the above-mentioned Circulars, the Company has published a public notice by way of an advertisement in Financial Express and Jansatta (“All Editions”), both having a Nationwide circulation with their electronic editions, inter alia, advising the Members whose e-mail ids are not registered with the Company, its Registrar and Share Transfer Agent (RTA) or Depository



Participant(s) (DPs), as the case may be, to register their e-mail ids with them.

10. The Register of Members and the Share Transfer Books will remain closed from **Saturday 20th July 2024 to Friday 2nd August, 2024 (both days inclusive)**.
11. Payment of Final Dividend @ **300%** i.e. Rs. **6.00** per Equity Share having a Face Value of Rs. 2.00 each, for the Financial Year ended 31st March, 2024, as recommended by the Board, subject to the approval of Members at the Annual General Meeting, will be paid to those Members whose names appear in the Register of Members of the Company as on **Friday, 19th July 2024** being the date prior to the Book Closure date. In respect of Equity Shares held in electronic form, the Final Dividend will be paid on the basis of beneficial ownership as of **Friday, 19th July 2024**, as per details furnished by the National Securities Depository Limited (NSDL) and Central Depositories Services (India) Limited (CDSL) for this purpose. In respect of Equity shares held in physical form after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company as of the close of business hours on **Friday, 19th July 2024** For the members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to them.
12. Dividend income is taxable in the hands of the Shareholders and the Company is required to deduct TDS from the Dividend paid to the Members at rates prescribed in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, Permanent Account Number ('PAN'), Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company/ M/s. Abhipra Capital Limited ('Registrar' or 'RTA' or 'ACL') by sending documents through email on or before **Thursday, 25th July 2024**. The detailed process is available on the website of the Company at www.dhanuka.com. A communication providing information and detailed instructions with respect to tax on the Dividend for the Financial Year ended 31st March, 2024 is being sent along with this Notice to the Members whose email addresses are registered with the Company/DPs.
13. The Company draws your attention to the notification issued by SEBI dated January 24, 2022, June 08, 2018, and the press release dated December 3, 2018 amending Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Pursuant to the amended provisions, all requests for transfer of

securities including transmission and transposition requests shall be processed only in dematerialized form. This measure is aimed at curbing fraud and manipulation risk in the physical transfer/ transmission and transposition of securities by unscrupulous entities. Transfer/ transmission and transposition of securities only in demat form will improve ease, and facilitate convenience and safety of transactions for investors. Members holding shares in physical form are requested to consider converting their holding to a dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact either the Company at investors@dhanuka.com or M/s Abhipra Capital Limited at rta@abhipra.com for assistance in this regard.

14. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations, and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Services Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-voting's agency. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by Members holding shares in dematerialized mode, physical mode and for Members who have not registered their email addresses is provided in the 'Instructions for e-voting' section which forms part of this Notice.
15. The Board has appointed M/s. VAPN & Associates, Practicing Company Secretaries (FRN: P2015DE045500), as the scrutinizer ("Scrutinizer") for conducting the e-voting process in a fair and transparent manner.
16. The Scrutinizer shall, after the conclusion of E-voting at the Annual General Meeting, will first count the votes cast at the Meeting and thereafter unblock the votes cast through Remote E-voting in the presence of at least two witnesses not in the employment of the Company and make, submit not later than 48 hours from the conclusion of the Annual General Meeting, a Consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or in his absence any other Director or Key managerial Personnel or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
17. The results of E-voting will be declared and the same along with the Scrutinizers' Report will be published on the website of the Company (www.dhanuka.com) and the



website of NSDL at immediately after the declaration of the result by the Chairman and the same will also be communicated to BSE Ltd. and the National Stock Exchange of India Limited (NSE) within 2 working days from the conclusion of the Annual General Meeting. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office.

18. Members holding shares either in physical or dematerialized mode, as on the cut-off date, i.e. July 26, 2024, may cast their votes electronically. The e-voting period commences on Tuesday, July 30, 2024 (9:00 a.m. IST) and ends on Thursday, August 1, 2024 (5:00 p.m. IST). The e-voting module will be disabled by NSDL thereafter. Members will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. July 26, 2024. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
19. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so shall be eligible to vote through the e-voting system during the AGM.
20. Any person holding shares in physical mode or a person, who acquires shares and becomes a member of the Company after the Notice is sent and holding shares as on the cut-off date, i.e. July 26, 2024, may obtain the login ID and password by sending a request to evoting@nsdl.com. However, if he / she is already registered with NSDL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote.
21. Additional information, pursuant to Regulation 36 of the LODR Regulations, in respect of the Directors seeking Appointment / Reappointment at the AGM, forms part of this Notice.
22. SEBI vide its Circulars dated March 16, 2023, November 3, 2021 and December 14, 2021 mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details), and Nomination details by holders of physical securities latest by 30th September 2023. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant. Accordingly, the Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC, and Nomination details. Members holding shares of the Company in physical form are requested to go through the requirements hosted on the website of the Company and furnish the requisite details.
23. Effective April 1, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend only in electronic mode. Accordingly, payment of Final Dividend, subject to approval at the AGM, shall be paid to physical holders only after the above details are updated in their folios. Shareholders are requested to complete their KYC by writing to the Company's RTA M/s Abhipra Capital Limited at rta@abhipra.com. The forms for updating the same are available at the Company's website at www.dhanuka.com.
24. Members are requested to support Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of shares held in dematerialized form) or with the Registrar and Transfer Agent or the Company (in case of shares held in physical form, for receiving all communication including the annual report, notices from the Company electronically).
25. Members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) on rta@abhipra.com or investors@dhanuka.com.
26. In terms of the aforesaid Circulars, the businesses set out in the Notice will be transacted by the Members only through remote e-voting or through the e-voting system provided during the Meeting while participating through the VC facility.
27. In accordance with the MCA Circulars, the Company has appointed National Securities Depository Limited (NSDL) to provide the VC facility to the Members for participating in the Meeting. The Members are requested to follow the following instructions in order to participate in the Meeting through the VC mechanism:
 - a) The login-id and password for joining the Meeting have been separately provided along with this Notice;
 - b) The Members can join the AGM in the VC/OAVM mode 15 minutes before the time scheduled to start the Meeting i.e. IST 10:45 A.M and 15 minutes after the expiry of the said scheduled time by following the procedure mentioned in the notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first come first served basis. This will not include large Shareholders (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. who are allowed to attend the AGM without



- restriction on account of first come first served basis.
- c) Members who hold shares in the dematerialized form are requested to furnish their Client ID and DP ID Nos. and Members who hold shares in physical form are requested to furnish their folio number for easy identification of attendance at the Meeting;
- d) Participation of a single Member shall only be allowed at a time;
- e) Queries on the accounts and operations of the Company or the businesses covered under the Notice may be sent to the Company at investors@dhanuka.com at least seven days in advance of the Meeting so that the answers may be made readily available at the Meeting;
- f) Members are requested to e-mail at evoting@nsdl.com or investors@dhanuka.com or call at 022 - 4886 7000/0124-4345000 in case of any technical assistance required at the time of login/ assessing/ voting at the Meeting through VC;
28. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names shall be entitled to vote.
- 29. Nomination facility:** As per the provisions of Section 72 of the Companies Act, the facility for nominations is available for the Members in respect of the Equity Shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14 as the case may be. The said forms are available at the Company's Website www.dhanuka.com.
30. Members are requested to address all correspondence, including Dividend-related matters, to RTA, rtat@abhipra.com, or the Company's Corporate Office at Global Gateway Towers, Near Guru Dronacharya Metro station, MG Road, Gurugram 122 002.
31. Members wishing to claim Dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company's Corporate office or at investors@dhanuka.com. Members are requested to note that the Dividend that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which the Dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by an application to the IEPF authority, in Form No. IEPF-5 is available on www.iepf.gov.in.
32. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by the National Securities Depository Limited (NSDL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the 'Instructions for e-voting' section which forms part of this Notice.
33. Members are requested to contact the Company's Registrar & Share Transfer Agent, i.e. M/s. Abhipra Capital Limited for the reply to their queries/ redressal of complaints, if any, or contact the Company Secretary of the Company (Phone: 0124-4345000; Email: investors@dhanuka.com).
34. Since the AGM will be held through the VC/OAVM Facility, the Route Map is not annexed to this Notice.
35. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in Demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have Demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar & Share Transfer Agent, M/s. Abhipra Capital Limited, quoting their folio number.
36. Non-Resident Indian Members are requested to inform RTA, immediately on:
- Change in their residential status on return to India for permanent settlement;
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number, and address of the bank with PIN Code number, if not furnished earlier.
- THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**
- The remote e-voting period begins on **30th July, 2024 at 09:00 A.M.** and ends on **1st August, 2024 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **26th July, 2024**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on



the cut-off date, being **26th July, 2024**.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

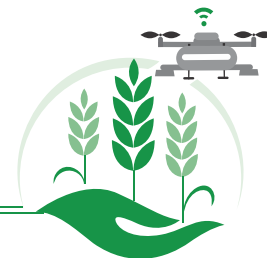
Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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 or joining virtual meeting & voting during the meeting. 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.jsp 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: right;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 or joining virtual meeting & voting during the meeting. Additionally, there is 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. 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. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on 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.



Type of shareholders	Login Method
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 or joining virtual meeting & voting during the meeting.

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 22 55 33

B) Login Method for e-Voting and joining virtual meeting 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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.com 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 Senior Manager, 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 and joining virtual meeting 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (investors@dhanuka.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to the meeting** mentioning their name, demat account number/folio number, email id and mobile number at (investors@dhanuka.com). These queries will be replied to by the company suitably by email. The Company reserves the right to restrict the number of questions and numbers of speakers, as appropriate, for smooth conduct of the AGM.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Explanatory Statement

(Pursuant to Section 102 (1) of the Companies Act, 2013 and other applicable provisions)

The following Explanatory Statement sets out all the material facts relevant to the item(s) of the Special Business(s) contained in the Notice of 39th Annual General Meeting.



Item No. 5

Ratification of Remuneration of the Cost Auditors of the Company

In accordance with the provisions of Section 148 of the Companies Act, 2013 and Rules framed thereunder, the Board of Directors, on the recommendation of the Audit Committee, in their Meeting held on 17th May 2024 had considered and approved the appointment of M/s. N. Khandelwal & Associates, Cost Accountants (Firm Registration No. 004555) as Cost Auditors of the Company for the Financial Year 2024-25 to carry out Audit of Cost Records of the Company relating to Agro-Chemicals Manufacturing Activities, at a remuneration of Rs. 2,25,000/- (Rupees Two Lacs Twenty-Five Thousand Only) (Plus out-of-pocket expenses and applicable taxes).

In accordance with the provisions of section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

In compliance with the above requirement, approval of the Members is sought for passing an Ordinary Resolution for remuneration payable to the Cost Auditors of the Company for the Financial Year 2024-25.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way interested or concerned in this Resolution.

The Board recommends the Resolution set out at Item No. 05 of the Notice for approval of the Members by way of Ordinary Resolution.

Item No: 6

Re-appointment of Mr. Bajrang Lal Bajaj (DIN:00041909) as an Independent Director of the Company, for the second term of 5 years:

Section 149(10) of the Companies Act, 2013 provides that an Independent Director shall hold office for a term of up to 5 (Five) consecutive years on the Board and shall be eligible for re-appointment for the Second Term of 5 (Five) consecutive years on passing a Special Resolution by the Members of the Company and disclosure of such re-appointment in the Company's Board's Report. Section 149(11) provides that an Independent Director may hold office for up to 2 (Two) consecutive terms.

Mr. Bajrang Lal Bajaj (DIN:00041909) was appointed as an Independent Director on the Board of the Company for a period of 5 (Five) consecutive years w.e.f. 21st May, 2019. He shall hold office as an Independent Director of the Company up to 20th May, 2024 ("First Term" in line with the explanation of Sections 149(10) and 149(11) of the Act). Mr. Bajrang Lal Bajaj is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as an

Independent Director and has also given declarations stating that he meets the criteria of Independence as prescribed under sub-Section (6) of Section 149 of the Companies Act, 2013 and under Listing Regulations (as amended from time to time).

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended the reappointment of Mr. Bajrang Lal Bajaj as an Independent Director for the Second Term of 5 (Five) consecutive years on the Board of the Company. This re-appointment shall be effective from 21st May 2024 to 20th May 2029. On the recommendation of the Nomination and Remuneration Committee, based upon the performance evaluation of Independent Directors, the Board considers that, given his background, rich experience in diversified sectors, and contribution made by him during his tenure, the continued association of Mr. Bajrang Lal Bajaj would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, the Board has recommended the reappointment of Mr. Bajrang Lal Bajaj as an Independent Director of the Company, not liable to retire by rotation for the Second Term of 5 (Five) consecutive years on the Board of the Company effective from 21st May 2024.

Mr. Bajrang Lal Bajaj is acting as a Member of the Corporate Social Responsibility Committee.

Brief Profile of Mr. Bajrang Lal Bajaj under consideration whose re-appointment as an Independent Director for the Second Term is provided in the "Annexure-1" to the Notice pursuant to the provisions of the Listing Regulation and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India (ICSI).

Draft letter of re-appointment to be issued to Mr. Bajrang Lal Bajaj setting out the terms and conditions of his re-appointment is available for inspection, by the Members, electronically. Members seeking to inspect the same can send an email to investors@dhanuka.com.

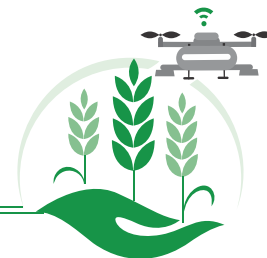
The Board hereby recommends the Resolution as set out at Item No. 06 for consideration and approval of Shareholders of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Bajrang Lal Bajaj are in any way interested or concerned with this Resolution.

Item No: 7

Re-appointment of Ms. Namrata Gupta (DIN: 08358673) as an Independent Director of the Company, for the second term of 5 years:

Section 149(10) of the Companies Act, 2013 provides that an Independent Director shall hold office for a term of up to 5 (Five) consecutive years on the Board and shall be eligible for re-appointment for the Second Term of 5 (Five) consecutive years on passing a Special Resolution by the Members of the Company and disclosure of such re-appointment in the Company's Board's Report. Section 149(11) provides that an Independent Director



may hold office for up to 2 (Two) consecutive terms.

Ms. Namrata Gupta (DIN: 08358673) was appointed as an Independent Director on the Board of the Company for a period of 5 (Five) consecutive years w.e.f. 21st May, 2019. She shall hold office as an Independent Director of the Company up to 20th May, 2024 ("First Term" in line with the explanation of Sections 149(10) and 149(11) of the Act). Ms. Namrata Gupta is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as an Independent Director and has also given declarations stating that she meets the criteria of Independence as prescribed under sub-Section (6) of Section 149 of the Companies Act, 2013 and under Listing Regulations (as amended from time to time).

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended the reappointment of Ms. Namrata Gupta as an Independent Director for the Second Term of 5 (Five) consecutive years on the Board of the Company. This re-appointment shall be effective from 21st May 2024 to 20th May 2029. On the recommendation of the Nomination and Remuneration Committee, based upon the performance evaluation of Independent Directors, the Board considers that, given her background, rich experience in diversified sectors, and contribution made by her during her tenure, the continued association of Ms. Namrata Gupta would be beneficial to the Company and it is desirable to continue to avail her services as Independent Director. Accordingly, the Board has recommended re-appointment of Ms. Namrata Gupta as an Independent Director of the Company, not liable to retire by rotation for the second Term of 5 (Five) consecutive years on the Board of the Company effective from 21st May 2024.

Ms. Namrata Gupta is acting as a Member of the Stakeholders Relationship Committee.

Brief Profile of Ms. Namrata Gupta under consideration whose re-appointment as an Independent Director for the Second Term is provided in the "Annexure-2" to the Notice pursuant to the provisions of the Listing Regulation and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India (ICSI).

Draft letter of re-appointment to be issued to Ms. Namrata Gupta setting out the terms and conditions of her re-appointment is available for inspection, by the Members, electronically. Members seeking to inspect the same can send an email to investors@dhanuka.com.

The Board hereby recommends the Resolution as set out at Item No. 07 for consideration and approval of Shareholders of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Ms. Namrata Gupta are in any way interested or concerned with this Resolution.

Item No: 8

Appointment of Mr. Satish Kumar Gupta (DIN: 00766438) as an Independent Director of the Company, for the first term of 5 years:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company ("Board") in its meeting held on 17th May, 2024 had appointed Mr. Satish Kumar Gupta (DIN: 00766438) as an Additional Director (Non-Executive, Independent) of the Company for a first term of five (5) years effective from 17th May, 2024, not liable to retire by rotation, subject to the approval of the Members of the Company.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of the Members for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought in the ensuing Annual General Meeting to comply with the SEBI Listing Regulations.

Mr. Satish Kumar Gupta is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director and has also given a declaration that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Listing Regulations (as amended from time to time).

The Board of Directors is of the opinion that Mr. Satish Kumar Gupta meets the criteria of Independence and fulfills the conditions for appointment as Independent Director in terms of Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013. He has also submitted his willingness to act as Director of the Company.

Considering his rich experience and based on the recommendation of the Nomination and Remuneration Committee in its meeting held on 17th May, 2024, the Board requested to the Members to consider his candidature for Independent Director for the first term of 5 (Five) consecutive years. Mr. Satish Kumar Gupta shall hold office for a period of 5 (Five) consecutive years with effect from 17th May, 2024.

The Company has received below mentioned declarations from Mr. Satish Kumar Gupta

- (i) Consents in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014,
- (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013,
- (iii) A declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the



Companies Act, 2013 and under SEBI Listing Regulations. He does not hold any equity shares of the Company.

- (iv) Form MBP-1 disclosing his nature of interest in pursuance to section 184(1) and rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014
- (v) Certificate that he is not debarred or disqualified from holding the office of Director by virtue of any SEBI order or any other regulatory authority.

The Company has also received a Notice under Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. Satish Kumar Gupta for the office of Directors of the Company.

Draft letter of appointment to be issued to Mr. Satish Kumar Gupta setting out the terms and conditions of his appointment is available for inspection, by the Members, electronically. Members seeking to inspect the same can send an email to investors@dhanuka.com.

Brief Profile of Mr. Satish Kumar Gupta under consideration whose appointment as an Independent Director for the first term is provided in "Annexure-3" to the Notice pursuant to the provisions of the Listing Regulation and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India (ICSI).

The Board hereby recommends the Resolution as set out at Item No. 08 for consideration and approval of Shareholders of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Satish Kumar Gupta are in any way interested or concerned with this Resolution.

Item No: 9

Re-appointment and Remuneration of Mr. Harsh Dhanuka (DIN: 00199516) as Executive Director of the Company, for a further period of 5 years:

The Shareholders of the Company in the 34th Annual General held on 12th August, 2019 appointed Mr. Harsh Dhanuka as Executive Director for a period of 5 years from 21st May, 2019 to 20th May, 2024 (both days inclusive).

As per the provisions of Sections 152, 196, 197, 198 read with Schedule V of the Companies Act, 2013, Mr. Harsh Dhanuka is eligible to be re-appointed as the Executive Director of the Company. Since his term as Whole-time Director will end on 20th May, 2024, the Board of Directors, based on the recommendations of the Nomination and Remuneration Committee (NRC) in their meeting held on 17th May 2024, subject to Shareholders' approval re-appointed Mr. Harsh Dhanuka as the Executive Director of the Company for a further period of Five Years from 21st May, 2024 to 20th May, 2029 (both days inclusive).

The Nomination and Remuneration Committee and the Board of Directors in their respective Meetings held on 17th May 2024 have approved the below remuneration and recommended the same for the Member's approval at this Annual General Meeting;

- i) Salary : Rs. 9,50,000 p.m. as per salary range of (Rs. 9,50,000-1,00,000-13,50,000) p.m.
- ii) Commission 1.50% of the Net Profits of the Company computed under Section 198 of the Companies Act, 2013;
- iii) Allowance, Perquisites, and other benefits will be as per the HR Policy of the Company."

Further, pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the above-mentioned remuneration payable to Mr. Harsh Dhanuka (DIN: 00199516), Executive Director even if the annual remuneration payable to Mr. Harsh Dhanuka may exceed Rupees 5 crores or 2.5 percent of the profits of the Company (whichever is higher) individually and/or the aggregate annual remuneration to all Executive Directors exceeds 5 percent of the net profits of the Company in any year during the tenure of his reappointment.

Brief Profile of Mr. Harsh Dhanuka whose re-appointment under consideration as Whole Time Director is provided in "Annexure-4" to the Notice pursuant to the provisions of the Listing Regulation and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India (ICSI).

Notwithstanding anything to the contrary contained herein, where in any Financial Year, during the currency of tenure of Mr. Harsh Dhanuka as Executive Director, the Company has no profits or its profits are inadequate, Mr. Harsh Dhanuka shall be paid remuneration in terms of schedule V of the Companies Act and any amount excess paid to him shall be reimbursed back to the Company.

The copy of the draft Agreement referred to in the Resolution is available for inspection, by the Members, electronically. Members seeking to inspect the same can send an email to investors@dhanuka.com..

This shall also be treated as an abstract of the terms of the Contract/ Agreement as to the nature of the concern or interest of the Directors pursuant to Section 190 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr Harsh Dhanuka (himself) and Mr. Mahendra Kumar Dhanuka, Vice Chairman & Managing Director (Father), are interested or concerned in this Resolution.

The Board hereby recommends the Resolution as set out at Item No. 9 for consideration and approval of Shareholders of the Company by way of Special Resolution.

Item No: 10

Continuation of the appointment of Mr. Mahendra Kumar Dhanuka (DIN 00628039), Vice Chairman & Managing



Director of the Company even after attaining the age of 70 years;

In terms of Section 196(3) of the Companies Act, 2013 read with Part-1 of Schedule V, no Company shall appoint or continue the employment of any person as Managing Director, Whole-time Director or Manager who has attained the age of 70 years unless it is approved by the Shareholders as a Special Resolution.

Mr. Mahendra Kumar Dhanuka, Managing Director was reappointed w.e.f 14th August, 2019 for a period of 5 years. He was 65 years old at that time and has attained the age of 70 years.

The Nomination and Remuneration Committee and the Board of Directors in their respective Meeting held on 17th May 2024 have approved the Continuation of the appointment of Mr. Mahendra Kumar Dhanuka (DIN 00628039), Vice Chairman & Managing Director of the Company even after attaining the age of 70 years and recommended the same for the Members approval at this Annual General Meeting.

The Board hereby recommends the Resolution as set out at Item No. 10 for consideration and approval of Shareholders of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Mahendra Kumar Dhanuka (himself), Mr. Ram Gopal Agarwal (Brother), and Mr. Harsh Dhanuka (Son) are in any way interested or concerned with this Resolution.

Item No: 11

Re-appointment and Remuneration of Mr. Mahendra Kumar Dhanuka (DIN: 00628039) as Managing Director under the designation Vice Chairman & Managing Director of the Company, for a further period of 5 years:

The Shareholders 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).

As per the provisions of Sections 152, 196, 197, 198 read with Schedule V of the Companies Act, 2013, Mr. Mahendra Kumar Dhanuka is eligible to be re-appointed as the Managing Director under the designation Vice Chairman & Managing Director of the Company. Since his term as Vice Chairman & Managing Director will end on 13th August, 2024, the Board of Directors, based on the recommendations of the Nomination and Remuneration Committee (NRC) in their meeting held on 17th May 2024, subject to Shareholders' approval, re-appointed Mr. Mahendra Kumar Dhanuka as the Managing Director 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.

The Nomination and Remuneration Committee and the Board of Directors in their respective Meeting held on 17th May 2024 have approved the below remuneration and recommended the same for the Member's approval at this Annual General Meeting;

- i) Salary : Rs. 10,50,000/- (Rs. Ten Lakh Fifty Thousand per month)
- ii) Commission 1.50% of the Net Profits of the Company computed under Section 198 of the Companies Act, 2013;
- iii) Allowance, Perquisites, and other benefits will be as per the HR Policy of the Company."

Further, pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the above-mentioned remuneration payable to Mr. Mahendra Kumar Dhanuka (DIN: 00628039), Managing Director even if the annual remuneration payable to Mr. Mahendra Kumar Dhanuka may exceed Rupees 5 crores or 2.5 percent of the profits of the Company (whichever is higher) individually and/or the aggregate annual remuneration to all Executive Directors exceeds 5 percent of the net profits of the Company in any year during the tenure of his reappointment.

Brief Profile of Mr. Mahendra Kumar Dhanuka whose re-appointment under consideration as Whole Time Director is provided in "Annexure-5" to the Notice pursuant to the provisions of the Listing Regulation and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India (ICSI).

Notwithstanding anything to the contrary contained herein, where in any Financial Year, during the tenure of Mr. Mahendra Kumar Dhanuka as Managing Director, the Company has no profits or its profits are inadequate, Mr. Mahendra Kumar Dhanuka shall be paid remuneration in terms of schedule V of the Companies Act and any amount excess paid to him shall be reimbursed back to the Company.

The copy of the draft Agreement referred to in the Resolution is available for inspection, by the Members, electronically. Members seeking to inspect the same can send an email to investors@dhanuka.com.

This shall also be treated as an abstract of the terms of the Contract/ Agreement as to the nature of the concern or interest of the Directors pursuant to Section 190 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Mahendra Kumar Dhanuka (himself) and Mr. Ram Gopal Agarwal, Chairman (Brother), and Mr. Harsh Dhanuka (Son) are interested or concerned in this Resolution.

The Board hereby recommends the Resolution as set out at Item No. 11 for consideration and approval of Shareholders of the Company by way of Special Resolution.



Annexure to 39th Annual General Meeting Notice

Details of Directors Retiring by Rotation at the 39th Annual General Meeting of Dhanuka Agritech Limited

Particulars	Mr. Harsh Dhanuka	Mr. Ashish Saraf
Designation	Executive Director	Whole Time Director
Age	41 years	54 years
Qualification	MBA from Monash Graduate Business School, Monash University, Melbourne, Australia.	He holds a B.Com degree from Shaheed Bhagat Singh College, Delhi University
Experience (Including expertise in the specific functional area)/ Brief Resume	<p>Mr. Harsh Dhanuka has been associated as Vice President –Marketing in the past and associated with Dhanuka for the past 17 years. He is instrumental in driving many key initiatives under various facets of the Company, directly impacting its Sales. He has a BBA degree specializing in Marketing and HR and a Masters Degree in International Business from Monash University, Melbourne, Australia.</p> <p>He undertook training in various departments of the Company like Accounts, Finance, HR and R&D, before moving to Sales Division, where he spent 7+ years. He handled multiple roles in the sales division, such as Sales Manager, Regional Manager and Zonal Manager, before moving into his current role.</p> <p>Mr. Harsh is responsible for all the International Relationships of Dhanuka and working on getting new patented products and technologies to benefit Indian farmers. He has initiated and pioneered the Sales Excellence department, which is now a key function for performance management of the Sales Department and supports in Farmer outreach. He is also working on expanding Dhanuka's business by tying up with Indian Corporates and other Institutional Customers to add a new Revenue stream for the Company. He is also a Member of the Risk Management Committee and Stakeholders Relationship Committee of the Board of Directors of the Company.</p> <p>Mr. Harsh Dhanuka has been assigned additional responsibility to look after the affairs of the Dahej Unit of the Company.</p>	<p>Mr. Ashish Saraf is empowered with an astute understanding of various industries and their dynamics through his expertise, which spans over more than three decades in several corporate and business segments. In March 2017 he came to the Board of Dhanuka Agritech Ltd. as a Whole time Executive Director. He brings his age-long expertise and holistic acumen to Dhanuka Agritech by overseeing its CSR, Admin, HR, and Safety Security operations. He is also proficient in and has spearheaded teams in streamlining policies and procedures, organizing, optimization of given resources.</p> <p>He has garnered accolades and business management expertise as the Promoter & CEO of M/s. Narayan International, New Delhi, (International Trade, Consultancy & Liaising) from 1988 to 2013.</p>
Terms and Conditions of appointment/ Re-appointment	As per the Agreement	As per the existing Agreement
Remuneration last drawn in F.Y 23-24 (including sitting fees, if any)	5 Crore including Commission	32 Lakhs

Particulars	Mr. Harsh Dhanuka	Mr. Ashish Saraf
Remuneration proposed to be paid	<p>Salary: Rs. 9,50,000 /- (Rupees Nine Lakh Fifty Thousand) per month in the salary range of Rs.9,50,000 – 1,00,000 – 13,50,000 p.m.</p> <p>Commission: 1.50 % of the Net profits of the Company computed under Section 198 of the Companies Act, 2013.</p> <p>Allowance, Perquisites, and other benefits will be as per the HR Policy of the Company</p>	<p>Salary: Rs. 2,00,000/- to Rs. 3,50,000/- per month;</p> <p>Allowance, Perquisites, and other benefits will be as per the HR Policy of the Company</p>
Date of First Appointment on the Board	21.05.2019	24.03.2017
Shareholding in the Company as on 31 st March, 2024	27,604 Equity Shares	NIL
Relationship with other Directors/ Key Managerial Personnel	Son of Mr. Mahendra Kumar Dhanuka, Vice Chairman & Managing Director;	NA
Number of Meetings of the Board attended during the financial year 23-24	4	4
Directorship of other Boards as on 31st March, 2024	M/s H D Realtors Private Limited M/s. Synmedic Laboratories Private Limited M/s. Dhanuka Chemicals Private Limited	NA
Membership/ Chairmanship of Committees of the Boards as on 31 st March, 2024	<p>Dhanuka Agritech Limited</p> <p>Stakeholders Relationship Committee- Member</p> <p>Risk Management Committee- Member</p> <p>Banking, Finance and Operations Committee- Member</p>	<p>Dhanuka Agritech Limited</p> <p>Corporate Social Responsibility Committee- Member</p> <p>Banking, Finance and Operations Committee- Member</p>



Details of Directors seeking Appointment/Re-appointment at the 39th Annual General Meeting of Dhanuka Agritech Limited

Particulars	Mr. Mahendra Kumar Dhanuka	Mr. Bajrang Lal Bajaj	Ms. Namrata Gupta	Mr. Satish Kumar Gupta
Designation	Managing Director	Independent Director	Independent Director	Independent Director
Age	70 years	59 years	53 years	56 years
Qualification	B.Com (Hons) -Sri Ram College of Commerce, Delhi University.	Fellow Chartered Accountant and Fellow Company Secretary	Masters in Commerce from Kurukshetra University, and degree of Masters in Psychology. Pyschological Counselling and M. Phil in Organisational Behaviour from Institute of Psychotherapy and Management Sciences.	Fellow Chartered Accountant
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>	<p>He has over 34 years of rich experience in Corporate Finance, Cross Border Business Development, M & M&A & General Management, and Offers advisory ser-vices.</p> <p>He is the Managing Director of M/s. Dynamic Orbits Consultancy Pvt. Ltd, looking for mergers/acquisitions/JVs and cross-border business development for Indian and global Corporate.</p> <p>Industry Experience-Automobiles, Chemicals, Power, Textile, IT, Services, International Business and Investment Banking. Handled functions like-Strategy, Business Development, Operations, and CEO positions.</p>	<p>She has over 14 years of experience in Relationship Counselling, Master practitioner in the Neuro-Linguistic program, and worked with people individually and in groups and helped them develop a strong positive self-image, improve communication, and resolve conflicts.</p> <p>She is associated with Dhanuka as a Women Independent Director from 2019. Ms. Namrata advises the Company on human behavior, interpersonal relationship & managing stress.</p>	<p>Satish Kumar Gupta is a highly accomplished chartered accountant with an extensive background in the footwear industry. With over three decades of experience, he has solidified his position as a prominent figure within the sector. As both a director and promoter, Satish Kumar Gupta has played a pivotal role in shaping the growth and success of various footwear companies.</p> <p>With a keen eye for financial management and strategic planning, Gupta has effectively navigated the complexities of the footwear industry. His expertise in financial matters has been instrumental in ensuring the fiscal health and sustainability of the companies he has been associated with. Whether it's optimizing operational costs, managing investments, or forecasting financial trends, Gupta's proficiency as a chartered accountant has been indispensable.</p> <p>Beyond his financial acumen, Gupta possesses a deep understanding of the nuances of the footwear market. Through years of experience, he has developed an intuitive grasp of consumer preferences, market dynamics, and emerging trends. This insight has allowed him to make informed decisions that have propelled the companies under his leadership to new heights.</p>

Particulars	Mr. Mahendra Kumar Dhanuka	Mr. Bajrang Lal Bajaj	Ms. Namrata Gupta	Mr. Satish Kumar Gupta
Terms and Conditions of appointment/Re-appointment	As per the Agreement	As per the Appointment Letter	As per the Appointment Letter	As per the Appointment Letter
Remuneration last drawn in a F.Y 23-24 (including sitting fees, if any)	5.84 crore including Commission	Rs. 2.43 lakhs (Sitting Fees)	Rs. 3.15 lakhs (Sitting Fees)	Appointed w.e.f. 17 th May, 2024
Remuneration proposed to be paid	Salary: Rs. 10,50,000 /- (Rupees Ten Lakh Fifty Thousand) per month Commission: 1.25 % of the Net profits of the Company computed under Section 198 of the Companies Act, 2013. Allowance, Perquisites, and other benefits will be as per the HR Policy of the Company	No Remuneration except sitting fees for attending the Board and Committee Meetings	No Remuneration except sitting fees for attending the Board and Committee Meetings	No Remuneration except sitting fees for attending the Board and Committee Meetings
Date of First Appointment on the Board	13.02.1985	21.05.2019	21.05.2019	17.05.2024
Shareholding in the Company as on 31 st March, 2024	27,604 Equity Shares	NIL	NIL	NIL
Relationship with other Directors/ Key Managerial Personnel	Brother of Mr. Ram Gopal Agarwal, Chairman, Father of Mr. Harsh Dhanuka, Executive Director	NA	NA	NA
Number of Meetings of the Board attended during the financial year 23-24	4	3	4	NIL
Directorship of other Boards as on 31 st March, 2024	M/s. Dhanuka Laboratories Limited M/s M D Buildtech Private Limited M/s. Golden Overseas Private Limited	M/s. Dynamic Orbits Consultants Private Limited M/s. Dynamic Orbits Managements Service Private Limited	M/s. RKG Laminates Private Limited	M/s. Ojas Footwear India Private Limited M/s. Skilytics India Private Limited
Membership/ Chairmanship of Committees of the Boards as on 31 st March, 2024	Dhanuka Agritech Limited Audit Committee- Member Corporate Social Responsibility Committee- Member' Banking, Finance and Operations Committee- Member	Dhanuka Agritech Limited Corporate Social Responsibility Committee- Member'	Dhanuka Agritech Limited Stakeholders Relationship Committee- Member	NIL