

Date: 3rd August 2023

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
The BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

Symbol- DHANUKA

Scrip Code: 507717

Subject: Proceedings of the 38th Annual General Meeting of the Company held on 2nd August, 2023

Dear Sir,

Pursuant to sub regulation (2) of Regulation 30 read with Part A of Schedule III, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Proceeding of the 38th Annual General Meeting of the Members of M/s Dhanuka Agritech Limited ("the Company") held on Wednesday, August 2, 2023 at 11:00 A.M. and concluded at 11:50 A.M. through Video Conferencing (VC).

You are requested to take the same on your records.

Kindly acknowledge the receipt.

Yours faithfully,

for Dhanuka Agritech Limited

jitin

sadana

Digitally signed
by jitin sadana
Date: 2023.08.03
11:44:18 +05'30'

Jitin Sadana

Company Secretary and Compliance Officer
FCS-7612

Encl.: a/a

PROCEEDINGS OF THE 38TH ANNUAL GENERAL MEETING OF DHANUKA AGRITECH LIMITED HELD ON 2ND AUGUST, 2023

Meeting Day and Date	Wednesday, 2 nd August 2023
Commencement Time:	11:00 A.M
Conclusion Time:	11:50 A.M
Venue:	Held through Video conferencing (VC) or Other Audio Video Mode (OAVM)
Chairman:	Mr. Ram Gopal Agarwal, Chairman of the Company Chaired the 38 th Annual General Meeting Mr. Mahendra Kumar Dhanuka, Vice Chairman & Managing Director welcomed all the Directors/ Senior Executives/representatives of Statutory Auditors/ Secreterial Auditors/ Scrutinizer and Members present in the 38 th Annual general Meeting of the Company.
Members attending the Meeting:	92 Members were present through Video conferencing (VC) or Other Audio Video Mode (OAVM)
Directors Present:	<ol style="list-style-type: none">1. Mr. Ram Gopal Agarwal, Chairman2. Mr. Mahendra Kumar Dhanuka, Vice Chairman & Managing Director3. Mr. Rahul Dhanuka, Joint Managing Director4. Mr. Mridul Dhanuka, Non-Executive Director5. Mr. Ashish Saraf, Whole Time Director6. Mr. Priya Brat, Independent Director and Chairman of Audit Committee and Nomination & Remuneration Committee7. Mr. Sanjay Saxena, Independent Director and Chairman of Stakeholders Relationship Committee



8. Mr. Sachin Kumar Bhartiya, Independent Director
9. Mr. Vinod Kumar Jain, Independent Director
10. Mr. Siraz Azmat Chaudhary, Independent Director
11. Ms. Namrata Gupta, Independent Director

In attendance:

Mr. V K Bansal, Chief Financial Officer

Mr. Jitin Sadana, Company Secretary & Compliance Officer

Mr. Jalaj Soni, from M/s. S.S. Kothari Mehta & Company, Chartered Accountants, Statutory Auditors.

Mr. Ranjeet Pandey, from M/s. Ranjeet Pandey & Associates, Secretarial Auditors.

Mr. Prabhakar Kumar/ Mr. Ashok from M/.s VAPN & Associates, Scrutinizer for E-voting

Quorum:

The requisite quorum as required under Section 103 of the Companies Act, 2013 was present throughout the Meeting.

1. Mr. Ram Gopal Agarwal, Chairman of the Company, Chaired the Meeting.
2. Mr. Jitin Sadana, Company Secretary and Compliance Officer of the Company informed the Members that this 38th Annual General Meeting of the Company is held through Video Conferencing ('VC') in compliance with the circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI') in this regard.
3. The Company Secretary welcomed the Members to the Meeting and briefed them on certain points relating to the participation at the 38th Annual General Meeting through VC. The Company Secretary confirmed the quorum and requested Vice Chairman & Managing Director to welcome the Members and introduced the Board.
4. Mr. Mahendra Kumar Dhanuka, Vice Chairman & Managing Director of the Company introduced the Directors attended the Meeting through Video conferencing (VC) or Other Audio Video Mode (OAVM) and the authorised representatives of Statutory Auditors & Secretarial Auditors.
5. As confirmed by the Company Secretary, the requisite quorum being present, Mr. Ram Gopal Agarwal, Chairman called the meeting to order and allow to commence the



preceeding of the 38th Annual General Meeting. He thanked all the Members to join the meeting and informed that his throat is soar therefore he requested Mr. Mahendra Kumar Dhanuka, Vice Chairman & Managing Director of the Company to give Chairman's speech on his behalf.

6. The Annual Report for the Financial Year ended 31st March, 2023, along with the Notice convening the Meeting, the Board's Report, Financial Statements and the Auditors' Report for the Year Ended 31st March, 2023 were taken as read.
7. Post Chairman's speech, the Company Secretary informed the Shareholders that in compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided to the Members the facility to exercise their right to vote at the 38th Annual General Meeting by electronic means through the E-voting System provided by Central Depository Securities Limited (CDSL). It was further informed that M/s. VAPN & Associates, Practicing Company Secretaries are appointed as the Scrutinizer for the e-voting process.
8. Mr. Mahendra Kumar Dhanuka, Vice Chairman & Managing Director of the Company then invited the Speaker Shareholders who registered their names with the Company to ask questions, make comments and give their views. The Shareholders were given an opportunity to speak in the order in which they had given their names. Mr. Rahul Dhanuka, Joint Managing Director of the Company suitably replied to the questions asked by the Shareholders.
9. The following items of business as set out in the Notice convening the 38th Annual General Meeting were recommended for Members' consideration and approval:

S. No	Resolution	Type of Resolution
ORDINARY BUSINESS		
1	To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements for the Financial Year ended 31 st March, 2023 together with the Reports of the Board of Directors and Auditors thereon	Ordinary
2	To declare Dividend on Equity Shares for the Financial Year ended March 31, 2023	Ordinary
3	To appoint a Director in place of Mr. Ram Gopal Agarwal (DIN:00627386), Whole-Time Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment	Ordinary
4	To appoint a Director in place of Mr. Mridul Dhanuka (DIN:00199441), Non-Executive Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment	Ordinary
5	To re-appoint M/s S.S. Kothari Mehta & Co, Chartered	Ordinary



	Accountants as Statutory Auditors of the Company for a further period of 5 years (second term)	
SPECIAL BUSINESS		
6	Ratification of remuneration of Cost Auditors	Ordinary
7	Increase the Annual Commission payable to Mr. Harsh Dhanuka, Executive Director- Alliances & Supply Chain	Special
8	Shifting of Registered Office of the Company from the Union Territory of Delhi to the State of Haryana	Special
9	To consider and approve the Alteration of the Memorandum of Association pursuant to the Shifting of the Registered Office from the Union Territory of Delhi to the State of Haryana	Special

Mr. Mahendra Kumar Dhanuka, Vice Chairman & Managing Director then thanked the Members for their continued support, valuable suggestions and for attending the 38th Annual General Meeting. He authorized Mr. Jitin Sadana, Company Secretary to declare the voting results, intimate to the stock exchanges and place the same on the Website of the Company.

The Company Secretary informed the Members that since the AGM is being held through VC and the resolutions mentioned in the Notice convening this Meeting have already been put to vote through e-voting facility, there will be no proposing and seconding of the resolutions. The Company Secretary informed that electronic voting option will remain open for next 15 minutes after the conclusion of the 38th Annual General Meeting for the Members who have not exercised their vote, he requested them that they may Cast their vote through Online Portal of CDSL.

The Company Secretary informed that the results of the e-voting will be announced within the stipulated time. Then he declared the Meeting as concluded.

The above is for your information and record please.

Thanking you,

For Dhanuka Agritech Limited



Jitin Sadana
 Company Secretary and Compliance Officer
 FCS- 7612

Date: 3rd August, 2023

Place: Gurugram