



AN ISO 9001 : 2008 COMPANY

Dhanuka Agritech Limited

Online

Date: 16th September, 2020

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

Corporate Relationship Department
Bombay Stock Exchange of India Ltd.
1st Floor New Trading, Rotunda
Building,
P J Towers, Dalal Street Fort,
Mumbai- 400 001

Scrip Code: 507717

Ref: Symbol- DHANUKA


**Sub: Proceeding - ANNUAL GENERAL MEETING OF DHANUKA AGRITECH LIMITED
HELD ON 15TH SEPTEMBER, 2020**

Dear Sir,

With regard to 35th Annual General Meeting of Dhanuka Agritech Limited held on 15th September, 2020 through Video conferencing (VC) or Other Audio Video Mode (OAVM), please find attached proceedings of the meeting for your record and perusal.

You are requested to take the above on record.

Thanking you,
Yours faithfully,
For Dhanuka Agritech Limited


Jitin Sadana
Company Secretary/ Compliance Officer
FCS- 7612



Date: 16th September, 2020

Place: Gurugram

Encl.: a/a



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,

PROCEEDINGS OF THE 35TH ANNUAL GENERAL MEETING OF DHANUKA AGRITECH LIMITED HELD ON 15TH SEPTEMBER, 2020

Meeting Day, Date and Time	Tuesday, 15 th September 2020 at 11.00 A.M.
Venue:	Held through Video conferencing (VC) or Other Audio Video Mode (OAVM)
Chairman:	Mr. Ram Gopal Agarwal, Chairman of the Board attended the Annual General Meeting and welcomed all the Directors and Members present in the Annual General Meeting of the Company.
Members attending the Meeting:	57 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, Managing Director3. Mr. Arun Kumar Dhanuka, Whole Time Director4. Mr. Rahul Dhanuka, Whole Time Director5. Mr. Ashish Saraf, Whole Time Director6. Mr. Harsh Dhanuka, Whole Time Director7. Mr. Mridul Dhanuka, Non Executive Director8. Mr. Priya Brat, Independent Director and Chairman of Audit Committee and



Nomination & Remuneration
Committee

9. Mr Bajrang Lal Bajaj, Independent Director
10. Mr. Vinod Kumar Jain, Independent Director
11. Mr Sachin Kumar Bhartiya, Independent Director
12. Mr. Sanjay Saxena, Independent Director and Chairman of Stakeholders Relationship Committee
13. Ms. Namrata Gupta, Independent Director
14. Mr. Siraj Azmat Chaudhry, Independent Director

In attendance:

Mr. V K Bansal, Chief Financial Officer
Mr. Jitin Sadana, Company Secretary
Mr. Yogesh Gupta, from S.S. Kothari Mehta & Company, Chartered Accountants, Statutory Auditors
Mr. Debabrata Deb Nath, from R&D Company Secretaries, Secretarial Auditors

Quorum:

The requisite quorum as required under Section 103 of the Companies Act, 2013 was present through Video conferencing (VC) or Other Audio Video Mode (OAVM).

1. Mr. Ram Gopal Agarwal, Chairman of the Company, chaired the meeting and conducted the proceedings of the Meeting.
2. Mr. Mahendra Kumar Dhanuka, Managing Director of the Company introduced the Directors attended the meeting through Video conferencing (VC) or Other Audio Video Mode (OAVM). Thereafter, Mr. Mahendra Kumar Dhanuka, Managing Director, asked the Company Secretary to proceed the meeting.
3. Mr. Jitin Sadana, Company Secretary of the Company informed that in view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its



circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the "AGM" through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company was held through VC / OAVM.

4. The Company Secretary then 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 35th Annual General Meeting by electronic means through the E-voting System provided by Central Depository Securities Limited (CDSL). It is further informed that R&D Company Secretaries, Practicing Company Secretaries was appointed as the Scrutinizer for thee-voting process.
5. Thereafter, Chairman ascertained the quorum and being the requisite quorum was present, he called the meeting to order.
6. The Chairman made his speech about the Operations of the Company, the Initiatives taken by the Company for CSR and also about the initiatives taken by the Company to spread awareness among Farmers for Advance Methods of Agriculture. The Chairman further provided brief summary of the financial statements along with Statutory Auditor's Report and Secretarial Auditor's Report.
7. The Annual Report for the year ended March 31, 2020, along with the Notice convening the Meeting, the Board's Report, Financial Statements and the Auditors' Report for the year ended 31st March, 2020 were taken as read.
8. Mr. Mahendra Kumar Dhanuka, Managing Director of the Company then invited the Speaker Shareholders who register themselves 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. Thereafter, Mr. Harsh Dhanuka, Whole-time Director responded to the issues/ questions raised by the Shareholders through online mode during the Meeting. He then asked the Company Secretary to proceed with the Agenda items.



9. The following items of business as set out in the Notice convening the 35th Annual General Meeting were commended for members' consideration and approval:

ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements for the Financial Year ended 31st March, 2020 together with the Reports of the Auditors and Directors thereon.
2. To confirm the Payment of Interim Dividend on Equity Shares by the Board of Directors of the Company.
3. To appoint a Director in place of Mr. Ram Gopal Agarwal(DIN: 00627386), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Mridul Dhanuka (DIN: 00199441), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

5. Ratification of remuneration of Cost Auditors.
6. Reclassification of persons/entities forming part of the Promoter Group from 'Promoter and Promoter Group Category' to 'Public Category'.
7. Loan to M/s. Dhanuka Laboratories Limited (DLL).
8. Appointment of Mr. Siraj Azmat Chaudhry (DIN:00161853) as an Independent Director of the Company.
9. Change in designation of Mr. Mridul Dhanuka (DIN:00199441) as Non-executive Director of the Company and to approve the change in his remuneration.
10. Re-appointment of Mr. Sachin Kumar Bhartiya as an Independent Director for Second Term of 5 years.
11. Buyback of Equity Shares of the Company through Tender Offer route.



The Company Secretary informed the members that since the AGM is being held thorough VC and the resolution mentioned in the notice convening this meeting has already been put to vote through the e-voting facility, there will be no proposing and seconding of the resolutions. He requested for E voting for all the resolutions for the members present and not yet voted. The Company Secretary informed that electronic voting option shall remain open for next 15 min.

He further informed that the Members who have not exercised their vote may click the voting button "Cast your vote" which was appearing on the right hand side of your meeting screen and vote.

The Company Secretary announced that Results shall be displayed on the website of the Company and shall also to be sent to the Stock Exchange(s) after conclusion of the of meeting within due time.


The Company Secretary requested all the members to place vote of thanks in favour of Chairman of the Meeting. The members placed their vote of thanks to the Chairman.

The Chairman then declared the Meeting as concluded.

The above is for your information and record please.

Thanking you,

For Dhanuka Agritech Limited


Jitin Sadana
Company Secretary/ Compliance Officer
FCS- 7612



Date: 16th September, 2020

Place: Gurugram