

Date: 11th, July 2022

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 37th Annual General Meeting ('AGM') of the Company for FY 2021-22 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 37th AGM of the Company scheduled to be held on **Tuesday , 2nd August, 2022 at (IST) 11.00 A.M.** via Video Conference / Other Audio Visual Means. The said Notice forms part of the Annual Report 2021-22.

The Notice and the Explanatory Statement of the 37th AGM of the Company for FY 2021-22 and other related documents are available on the website of the Company at www.dhanuka.com under Investors Section.

This is for your information and records.

Thanking you,
Yours Faithfully

For Dhanuka Agritech Limited


Jitin Sadana
Company Secretary and Compliance Officer
FCS-7612



Encl: a/a



NOTICE TO THE MEMBERS

Notice is hereby given that the **37th Annual General Meeting (AGM)** of the Members of **M/s. Dhanuka Agritech Limited** will be held on **Tuesday, 02nd August 2022 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 for the Financial Year ended 31st March, 2022 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare Final Dividend @ **300%** i.e. Rs. **6/-** per Equity Share for the Financial Year ended 31st March, 2022.
3. To appoint a Director in place of Mr. Rahul Dhanuka (DIN:00150140), Whole-Time Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Arun Kumar Dhanuka (DIN:00627425), Whole-time Director, who retires by rotation and being eligible, offers himself for re-appointment.

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 Sections 141, 148 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. 2,20,000/- plus applicable taxes payable to M/s. Nitin Khandelwal & Associates, Cost Accountants, who have been appointed as Cost Auditors of the Company by the Board of Directors in their Meeting held on 23rd May, 2022, to conduct Cost Audit of the Company for the Financial Year ending 31st March, 2023."

"**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. Sanjay Saxena (DIN: 01257965) as an Independent Director of the Company, for 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 (Act) and Rules framed thereunder, read with Schedule IV to the Companies Act, 2013, as amended from time to time, Mr. Sanjay Saxena (DIN: 01257965), who was appointed as an Independent Director and who holds the office of Independent Director up to 21st May 2023 and who meets the criteria for independence, and being eligible for re-appointment, be and is hereby re-appointed as a non-retiring Independent Director on the Board of the Company for Second Term of 5 (Five) consecutive years w.e.f. 22nd May 2023.

"**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 Mr. Ram Gopal Agarwal (DIN: 00627386) as Whole Time Director under the designation Chairman 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 to the re-appointment of Mr. Ram Gopal Agarwal, (DIN: 00627386) Whole time Director under the designation of Chairman of the Company, even after attaining the age of 70 years, for a period of five years with effect from 1st November, 2022 to 31st October, 2027 (both days inclusive) whose period of office shall be liable to retire by rotation."

"**Resolved Further That** the remuneration of Mr. Ram Gopal Agarwal will be as follows:

- | | |
|---|--|
| (i) Salary | Rs. 15,00,000/- p.m. as per salary range of (Rs.15,00,000-1,00,000-19,00,000) p.m. |
| (ii) Commission | 1.25% of the Net Profit of the Company computed under Section 198 of the Companies Act, 2013. |
| (iii) Allowance, Perquisites and other benefits | will be in accordance with the terms and conditions of appointment 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 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. Ram Gopal Agarwal."

"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 consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Ram Gopal Agarwal (DIN: 00627386), Whole-Time Director even if the annual remuneration payable to Mr. Ram Gopal Agarwal may exceed rupees 5 crores or 2.5 per cent of the profits of the Company (whichever is higher) individually and / or the aggregate annual remuneration to all Executive Directors exceeds 5 per cent 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."

8. Payment of remuneration to Mr. Rahul Dhanuka as Whole-time Director in terms of Regulation 17(6)(e) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015:

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

Place: Gurugram
Date: 23rd May, 2022

CIN: L24219DL1985PLC020126

Registered Office:

82, Abhinash Mansion, 1st Floor, Joshi Road,
Karol Bagh, New Delhi – 110 005 (India)
Telephone No.: (011) 23534551/57
Website: www.dhanuka.com,
Email ID: investors@dhanuka.com.

"Resolved That based on the recommendation of the Nomination and Remuneration Committee and 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 along with the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013, consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Rahul Dhanuka (DIN: 00150140), Whole-Time Director at such terms and conditions as approved by the Members by postal Ballot completed on 16th March 2022, even if the annual remuneration payable to Mr. Rahul Dhanuka may exceed rupees 5 crores or 2.5 per cent of the profits of the Company (whichever is higher) individually and / or the aggregate annual remuneration to all Executive Directors exceeds 5 per cent of the net profits of the Company in any year during the tenure of his reappointment."

"Resolved Further That the remuneration payable to Mr. Rahul Dhanuka, Whole Time Director shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time."

"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."

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 37th Annual General Meeting pursuant to Section 102 (1) of the Companies Act, 2013, is annexed hereto and forms part of the Notice.

- In view of the continuing COVID-19 global pandemic, the Ministry of Corporate Affairs has issued a General Circular bearing No 2/2022 dated May 5, 2022 read with Circular No. 20/2020 dated May 5, 2020, Circular No.02/2021 dated January 13, 2021, Circular No.19/2021 dated December 8, 2021 and Circular No. 21/2021 dated December 14, 2021 allowing conducting of AGM through Video Conferencing ("VC") or other Audio Visual Means ("OAVM") without the physical presence of the Members for the meeting at a common venue. In terms of the said Circulars and in compliance with the provisions of the Companies Act, 2013 and SEBI circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and relevant circular of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the AGM through VC / OAVM only. 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
- In compliance with the said Circulars, the Company will publish 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.
- The Register of Members and the Share Transfer Books will remain close from **Saturday 23rd July 2022 to Tuesday 2nd August, 2022 (both days inclusive)**
- Payment of Final Dividend @ **300%** i.e. Rs. **6.00** per Equity Share having Face Value of Rs. 2.00 each, for the Financial Year ended 31st March, 2022, as recommended by the Board, if approved at this Annual General Meeting, will be paid to those Members whose names appear in the Register of Members of the Company as on **Friday, 22nd July 2022** 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 on **Friday, 22nd July 2022**, as per details furnished by the National Securities Depository Limited (NSDL) and Central Depositories Services (India) Limited (CDSL) for this purpose.
- Dividend income is taxable in the hands of the Shareholders and the Company is required to deduct TDS from 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 **Monday, 25th July 2022**. 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 March 31, 2022 is being sent alongwith this Notice to the Members whose email addresses are registered with the Company/DPs.
- 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 physical transfer/ transmission and transposition securities by unscrupulous entities. Transfer/ transmission and transposition of securities only in demat form will improve ease, facilitate convenience and safety of transactions for investors. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact either the Company or M/s Abhipra Capital Limited for assistance in this regard.
- SEBI vide its Circulars dated 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 through Form ISR-1. 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.



- Members holding shares in physical form are requested to send the following documents in original to Registrar and Share Transfer Agent latest by Monday, 25th July 2022:
 - i. Form ISR-1 along with the supporting documents. The said form is available on the website of the Company at www.dhanuka.com under Corporate Governance Section
 - ii. original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents:-
 - a. cancelled cheque in original.
 - b. bank attested legible copy of the first page of the Bank Passbook / Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and the full address of the Bank branch.
 - iii. self-attested photocopy of the PAN Card of all the holders;
 - iv. self-attested photocopy of any document (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company to the Company's Registrar and Share Transfer Agent, M/s. Abhipra Capital Limited at rta@abhipra.com, quoting their folio number. Members holding shares in electronic form must inform about any change in their address or bank particulars to their respective Depository Participants and not to the Company. The Company will use these particulars for payment of dividends.
- Members are requested to support Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of shares held in dematerialised form) or with Registrar and Transfer Agent or the Company (in case of shares held in physical form, for receiving all communication including annual report, notices from the Company electronically).
- If there is any change in the e-mail ID already registered with the Company, Members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form on rta@abhipra.com or investors@dhanuka.com.
- 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 VC facility.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Ministry of Corporate Affairs has issued a General Circular bearing No 2/2022 dated 5th May, 2022 allowing convening of AGM whose AGMs are due in the Year 2022, to conduct their AGMs on or before 31st December, 2022 in accordance with the requirements as provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated 5th May, 2020. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
- The Company shall be providing the facility of voting through E-mail which shall be sent to the designated e-mail id of the Scrutinizer/ Company i.e. rndregular@gmail.com/investors@dhanuka.com to those Members who do not cast their vote.
- Members who cast their votes by remote e-voting may attend the Meeting through VC, but will not be entitled to cast their votes at the Meeting once again.
- Voting rights of the Members for voting through remote e-voting or e-voting system provide in the Meeting itself shall be in proportion to Equity Shares of the Paid-up Equity Share Capital of the Company as on the cut-off date i.e. **Friday 22nd July 2022**. A person, whose name is recorded in the Register of Members or the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting or e-voting system provide in the Meeting.
- In accordance with the aforementioned MCA Circulars, the Company has appointed CDSL for providing 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 VC mechanism:
 - a. The login-id and password for joining the Meeting has been separately provided along with this Notice;
 - b. The facility for joining the Meeting shall be kept open 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. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. The large members (i.e. members holding 2% or more shareholding), Promoters, institutional investors, Directors, key managerial personnel, Trustees, the chairpersons of the Audit Committee. Nomination and



- Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. are allowed to attend the Meeting without restriction on account of first-come first-served basis.
- c. Members who hold shares in dematerialised 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 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 investors@dhanuka.com or call at 0124-4345000 in case of any technical assistance required at the time of log in/ assessing/ voting at the Meeting through VC;
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names shall be entitled to vote.
 - Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. In view of the MCA Circulars, no proxy shall be appointed by the members, hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, 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 Section 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 authorizing their representative to attend and vote at the Meeting through VC.
 - **Nomination facility:** As per the provisions of Section 72 of the Companies Act, the facility for making nomination 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 available at Company's Website www.dhanuka.com.
 - The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 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.
 - Unpaid and Unclaimed Dividend Transfer to Investor Education and Protection Fund
 - In view of the provisions of Section 125 of the Companies Act, 2013, Unclaimed/unpaid Final Dividend for FY 2014-15 and Interim Dividend-I and II respectively, of the Financial Year 2015-16 shall be transferred to the Investor Education and Protection Fund (IEPF) in the months of February, March and April 2023, respectively. Members, who have not yet encashed their Dividend warrant for the above dates or any subsequent Financial Year(s), are requested to lodge their claims with the Company.
- In view of the provisions of Section 124(6) of the Companies Act, 2013, read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund Rules), 2016, there is no Shares on which Dividend has not been paid/claimed for consecutive 7 (Seven) years. Hence nil shares will be transferred to IEPF authority.
- The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available only in electronic form for inspection during the Meeting through VC.
 - The Company has appointed M/s. R&D, Company Secretaries, to act as the Scrutinizer, for conducting the scrutiny of the votes casted at AGM (e-voting as well as by Remote E-voting).
 - 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 favour 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.
 - 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 CDSL www.cdslindia.com immediately after the declaration of result by the Chairman and the same will also be communicated to BSE Ltd. and the National Stock Exchange of India Limited (NSE) within 48 hours 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.

- Members are requested to contact the Company's Registrar & Share Transfer Agent, i.e. M/s. Abhipra Capital Limited for reply to their queries/ redressal of complaints, if any, or contact Company Secretary of the Company (Phone: 0124-4345000; Email: investors@dhanuka.com).
- The Securities and Exchange Board of India (SEBI) has mandated submission of 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.
- Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed to this Notice.
- Non-Resident Indian Members are requested to inform RTA, immediately on:
 - (a) Change in their residential status on return to India for permanent settlement;
 - (b) 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 OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- i) The voting period begins on **Saturday, 30th July 2022 at 09:00 A.M.(IST)** and ends on **Monday, 01st August 2022 at 05:00 P.M.(IST)** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Friday, 22nd July 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed

entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

- iv) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- v) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- vi) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) 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.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is 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/Id easDirectReg.jsp 3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>



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. CDSL and NSDL

Login type	Helpdesk details
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
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

l) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If



you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xii) **Facility for Non - Individual Shareholders and Custodians -Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@dhanuka.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- 1) For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
- 2) For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- 3) For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 22 55 33.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- 1) The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for Remote e-voting.
- 2) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- 3) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- 4) Shareholders are encouraged to join the Meeting through Laptops/ IPads for better experience.
- 5) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.



- 6) 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.
- 7) 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 Meeting**, mentioning their name, demat account number/ folio number, email id, mobile number at (investors@dhanuka.com). These queries will be replied to by the Company suitably by email.
- 8) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 9) Only those shareholders, who are 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 available during the EGM/AGM.
- 10) If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.



Explanatory Statement

(Pursuant to Section 102 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 37th 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 23rd May 2022 had considered and approved the appointment of M/s. Nitin Khandelwal & Associates, Cost Accountants (Firm Registration No. 004555) as Cost Auditors of the Company for the Financial Year 2022-23 to carry out Audit of Cost Records of the Company relating to Agro-Chemicals Manufacturing Activities, at a remuneration of Rs. 2,20,000/- (Rupees Two Lacs Twenty Thousand Only) (Plus out-of-pocket expenses and applicable taxes) subject to confirmation of Members at this Annual General Meeting.

Accordingly, approval of the Members is sought for passing an Ordinary Resolution as set out at Item no. 5 of the Notice to fix the remuneration payable to the Cost Auditors of the Company for the Financial Year 2022-23.

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. Sanjay Saxena (DIN: 01257965) as an Independent Director of the Company, for a second term of 5 consecutive years on the Board of the Company.

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 Second Term of 5 (Five) consecutive years on passing a Special Resolution by the Company and disclosure of such re-appointment in its Boards' Report. Section 149(11) provides that an Independent Director may hold office for up to 2 (Two) consecutive terms.

Mr. Sanjay Saxena (DIN: 01257965) was appointed as an Independent Director on the Board of the Company for a period of 5 (Five) consecutive years w.e.f. 22nd May, 2018. He shall hold office as an Independent Director of the Company up to 21st May, 2023 ("First Term" in line with the explanation of Sections 149(10) and 149(11) of the Act). Mr. Sanjay Saxena is not disqualified from being appointed as Independent Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as 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 reappointment of Mr. Sanjay Saxena as an Independent Director for Second Term of 5 (Five) consecutive years on the Board of the Company. This re-appointment shall be effective from 22nd May 2023 to 21st May 2028. On the recommendation of the Nomination and Remuneration Committee, based upon the performance evaluation of Independent Directors, the Board consider that, given his background, rich experience of diversified sectors and contribution made by him during his tenure, the continued association of Mr. Sanjay Saxena would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, the Board has recommended reappointment of Mr. Sanjay Saxena as an Independent Director of the Company, not liable to retire by rotation for Second Term of 5 (Five) consecutive years on the Board of the Company effective from 22nd May 2023.

Mr Sanjay Saxena is acting as a Member of the Risk Management Committee, Nomination and Remuneration Committee and Chairman of Stakeholders' Relationship Committee of the Company

Brief Profile of Mr. Sanjay Saxena under consideration whose re-appointment as an Independent Director for 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).

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. Sanjay Saxena are in any way interested or concerned with this Resolution.

Item No: 7

Re-appointment of Mr. Ram Gopal Agarwal (DIN: 00627386) as Whole-time Director under the designation Chairman of the Company, for a further period of 5 years with effect from 1st November, 2022

The Shareholders of the Company in the 32nd Annual General Meeting held on 10th August, 2017 have appointed Mr. Ram Gopal Agarwal, Whole-time Director under the designation of Chairman for a period of 5 years from 1st November, 2017 to 31st October, 2022 (both days inclusive). Further, the Shareholders of the Company have also approved the continuation of the appointment of Mr. Ram Gopal Agarwal as the Whole-time Director (under the designation of Chairman) of the Company even after attaining the age of 70 years through Postal Ballot dated 14th November 2018.



As per the provisions of Sections 152, 196, 197, 198 read with Schedule V of the Companies Act, 2013, Mr. Ram Gopal Agarwal is eligible to be re-appointed as the Whole-time Director under the designation of Chairman of the Company. Since his term as Whole-time Director will end on 31st October, 2022, the Board of Directors, based on the recommendations of the Nomination and Remuneration Committee (NRC) in their meeting held on 23rd May 2022, subject to Shareholders' approval re-appointed Mr. Ram Gopal Agarwal as the Whole time Director under the Designation of Chairman of the Company for a further period of Five Years from 1st November, 2022 to 31st October, 2027 (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 23rd May 2022 have approved the below remuneration and recommended the same to the Shareholder's approval at this Annual General Meeting;

- i) Salary : Rs. 15,00,000 p.m. as per salary range of (Rs. 15,00,000-1,00,000-19,00,000) p.m.
- 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 in accordance with the terms and conditions of appointment 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. Ram Goapl Agarwal (DIN: 00627386), Whole-time Director even if the annual remuneration payable to Mr. Ram Gopal Agarwal may exceed Rupees 5 crores or 2.5 per cent of the profits of the Company (whichever is higher) individually and / or the aggregate annual remuneration to all Executive Directors exceeds 5 per cent of the net profits of the Company in any year during the tenure of his reappointment.

Brief Profile of Mr. Ram Gopal Agarwal whose re-appointment under consideration as Whole Time Director 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).

Notwithstanding anything to the contrary contained herein, where in any Financial Year, during the currency of tenure of Mr. Ram Gopal Agarwal as Whole-time Director, the Company has no profits or its profits are inadequate, Mr. Ram Goapl Agarwal 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 shall be available for inspection of the Members at the Corporate Office of the Company on any working day during business hours and will also be available for inspection throughout the continuance of the 37th Annual General Meeting.

This shall also be treated as an abstract of the terms of the Contract/ Agreement as to the nature of 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 Ram Gopal Agarwal, Chairman (himself), Mr. Mahendra Kumar Dhanuka, Managing Director, Mr Rahul Dhanuka, Whole-time Director are interested or concerned in this Resolution.

The Board hereby recommends the Resolution as set out at Item No. 7 for consideration and approval of Shareholders of the Company by way of Special Resolution.

Item No: 8

Approval of the remuneration of Mr. Rahul Dhanuka as Whole-time Director(s) in terms of Regulation 17(6)(e) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015

The tenure of Mr. Rahul Dhanuka as Whole-time Director has expired on 30th April 2022 and he was re-appointed as Whole-time Director of the Company w.e.f. 1st May 2022 by the Members of the Company through Postal Ballot completed on 16th March, 2022 .

Further , as per the provision of 17(6)(e) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the Shareholders by Special Resolution in the General Meeting, if-

- (i) the annual remuneration payable to such Executive Director exceeds Rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- (ii) where there is more than one such Director, the aggregate annual remuneration to such Directors exceeds 5 per cent of the net profits of the listed entity.

Therefore, the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors in their respective Meeting held on 23rd May 2022 have approved for payment of remuneration to Mr. Rahul Dhanuka (DIN: 00150140), Whole-time Director on such terms and conditions as approved by the Members by Postal Ballot completed on 16th March 2022, even if the annual remuneration payable to Mr. Rahul Dhanuka may exceed Rupees 5 crores or 2.5 per cent of the profits of the Company (whichever is higher) individually and / or the aggregate annual remuneration to all Executive Directors exceeds 5 per cent of the net profits of the Company in any year during the tenure of his reappointment.

In order to comply with the requirement of Listing Regulations and on recommendation of Nomination and Remuneration Committee, Board of Directors is seeking to take the Members' approval by way of Special Resolution for paying him remuneration as per already approved terms and conditions in case his remuneration exceeds the limits prescribed in Regulation 17(6)(e) of SEBI (LODR) Regulations.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr Ram Gopal Agarwal, Chairman, and Mr Rahul Dhanuka, Whole-time Director(himself) are interested or concerned in this Resolution.

The Board hereby recommends the Resolution as set out at Item No. 8 for consideration and approval of Shareholders of the Company by way of Special Resolution.

Annexure to 37th Annual General Meeting Notice

Details of Directors Retiring by Rotation/Seeking Appointment/Re- Appointment at the 37th Annual General Meeting of Dhanuka Agritech Limited

Particulars	Mr Ram Gopal Agarwal	Mr Arun Kumar Dhanuka	Mr. Rahul Dhanuka	Mr. Sanjay Saxena
Designation	Chairman & Whole Time Director	Whole Time Director	Whole Time Director and Chief Operating Officer	Independent Director
Age	73 years	65 years	47 years	56 years
Qualification	He holds Bachelor's Degree in Commerce from Delhi University	He holds Bachelor's Degree in Commerce from Delhi University	He holds a Master's Degree in Business Administration from S.P. Jain Institute of Management & Research.	He holds Bachelor's degree in Commerce from Delhi University, 1986. He also holds a professional degree of Cost and Management Accountant from NIRC of Institute of Cost & Management Accountants of India (ICMA), 1989, done Post Graduation Diploma in Urban Management and Planning, with distinction, from Institute for Housing and Urban Development Studies (IHS), Erasmus University, Rotterdam, The Netherlands, 1998, further a diploma in Advance Software Application from Computers Point, New Delhi, in 1988..
Experience (Including expertise in the specific area)/ Brief Resume	<p>He has a distinguished corporate career of 54 years. He is a decisive and action oriented visionary who took over a sick pesticide Company named Northern Minerals Pvt Ltd in 1980, to transform it into 1500 Crores organization called Dhanuka Agritech Ltd. His deep commitment and inspiring leadership in initial turbulent days is an example worth inculcating. His passion to contribute to Indian Agriculture is commendable. His ability to prioritize and deal effectively with a number of tasks simultaneously reinforced with the skills to make effective decisions, has metamorphosed the business venture into one of the fastest growing agrochemical Company in India which is rated thrice as '200 Best under A Billion Companies in Asia Pacific' by Forbes magazine. His rich and invaluable experience of over last Five decades in Agrochemical Industry has contributed immensely in the growth of the Company and added much needed expertise to the Board. He mentors and gives strategic direction to the team. In order to achieve his aspiration of "Transforming India through Agrochemicals Industry and the farming community. His contribution for adopting newer farming techniques at the grass root level, judicious use of agro chemicals in farming and imparting knowledge through his nationwide network of distributors and Dhanuka Doctors which has resulted in the overall prosperity of farmers. Shri RG Agarwal has been the past Chairman of CCFI, (Crop Care Federation of India) the apex Chamber of all India. Agrochemical majors. He is also Chairman in Advisory Committee of AGRO Chemicals Federation of India. Shri RG Agarwal, Group Chairman, has been bestowed with many Awards for his tremendous contribution in Agro Industry like "Life Time Achievement Award" by Agri Business Summit & Agri Awards 2019, "Distinguished Contribution to Indian Agrochemicals Industry" during India Chem 2016 International Conference organised by FICCI etc. He is also associated with some of the highly recognized establishments of the country as Chairman of Committee (Crop Protection Chemicals) of Federation of Indian Chambers of Commerce and Industry (FICCI), member of Crop Life India. He has also awarded with many prestigious awards including lifetime achievement award from Amity University for excellence in Agro Industry and Business Leader of the Year at Global Leaders Conclave in 2021.</p>	<p>He has a distinguished corporate career of 44 years. He was responsible for overall operations of Gurgaon Factory. After shifting of manufacturing operations of Gurgaon Factory w.e.f. 9th January, 2018, he is taking care of S a n d F a c t o r y Operations. With his innovative ideas, able leadership and utmost sincerity, he has raised the Company to new heights of success.</p>	<p>Mr. Rahul Dhanuka started his career with Pharma division of Dhanuka Group in the year 1998. He joined Dhanuka Agritech Limited in the year 2002. He brought many changes in the Supply Chain and then took over the reins of Marketing function. Ever since then he has spear-headed the marketing initiatives of the Company including the liaison activities with international agro-giants to bring in world class agro solutions to Indian farmers. In his leadership the Company has achieved outstanding revenue growth & incremental profits year after year, including various recognitions and awards.</p> <p>Mr. Rahul Dhanuka is known for his compassionate outlook and strong organizational skills which he strongly imbibes among his close confidants. A visionary leader with unconventional, approach is an inspiration for the next generation. As a leader he is very tech-savvy and has deep insights on the evolution of Agro-Industry in India and across the globe. He is focused to drive various initiatives across different functional domains to fulfil Dhanuka's aspiration of "Transforming India through Agriculture". As he is taking care of complete operations of the Company, the NRC recommended and the Board approved to designate him as Chief Operating Officer (COO) of the Company in their meeting held on 21st May 2021.</p>	<p>Mr. Sanjay Saxena has over 30 years' international experience and has worked on more than 150 development projects in 35 countries worldwide on a wide range of areas, ensuring their effective design and successful implementation. He is a Fellow Cost and Management Accountant (ICWA), holds an international Post Graduate Diploma in Urban Management and Planning, and advanced Diploma in Computer Software Applications. He has worked extensively with development agencies, such as ADB, World Bank, UNDP, UNOPS, UNICEF, and leading bilateral development agencies, such as DFID, JIIC, etc. Mr Sanjay core competence lies in assembling and managing highly qualified multi-disciplinary international teams and engaging with a range of public, private, community and non-governmental stakeholders for timely and quality completion of the design and implementation of projects and programs. Mr Sanjay has conducted over 200 national and international conferences, seminars, training workshops and best practices study tours on governance themes. He has published over 170 books on e-governance, MIS and ICT, which are used by over 700 colleges and universities in India as course material for graduate and post graduate levels. He runs a consultancy company called Total Synergy Consulting Private Limited, which provides consulting services for national, state and local governments.</p> <p>Mr. Saxena is associated with Dhanuka for the past Four years. He is a member of the Stakeholders' Relationship Committee, Nomination and Remuneration Committee and Risk Management Committee. His diversified experience has proved very beneficial for the Board. He has made valuable suggestions on various operational and financial matters.</p>





Particulars	Mr. Ram Gopal Agarwal	Mr. Arun Kumar Dhanuka	Mr. Rahul Dhanuka	Mr. Sanjay Saxena
Designation	Chairman & Whole Time Director	Whole Time Director	Whole Time Director and Chief Operating Officer	Independent Director
Age	73 years	65 Years	47 years	56 years
Terms and Conditions of appointment/Re-appointment	As per the agreement	As per existing agreement	As per existing agreement	As per the Appointment Letter
Remuneration last drawn in a F.Y 21-22 (including sitting fees, if any)	Rs. 6.26 Crore including Commission	Rs. 4.71 Crore including Commission	Rs. 4.52 Crore including Commission	Sitting Fees Rs. 3.90 Lacs
Remuneration proposed to be paid	Salary: Rs. 15,00,000/- (Rupees Fifteen Lakh only) per month in the salary range of Rs. 15,00,000 – 1,00,000 – 19,00,000 p.m. 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 in accordance with the terms and conditions of re-appointment as per the HR Policy of the Company	As per existing terms and conditions	As per existing terms and conditions.	No remuneration except Sitting Fees for attending the Board and Committee Meetings.
Date of First Appointment on the Board	10.03.1992	23.05.2007	23.05.2007	22.05.2018
Shareholding in the Company as on 31 st March, 2022	1,92,642 Equity Shares	37,200 Equity Shares	2,05,250 Equity Shares	Nil
Relationship with other Directors/ Key managerial Personnel	Brother of Mr. Mahendra Kumar Dhanuka, Managing Director; Father of Mr. Rahul Dhanuka, Whole-time Director; Cousin of Mr. Arun Kumar Dhanuka, Whole time Director	Cousin of Mr. Mahendra Kumar Dhanuka, Managing Director and Mr. Ram Gopal Agarwal, Chairman of the Company.	Son of Mr. R. G. Agarwal – Chairman of the Company	None of the Director is related to Mr. Sanjay Saxena.
Number of Meeting of Board attended during the financial year 21-22	3	3	3	4
Directorship of other Boards as on 31 st March, 2022	M/s HD Realtors Private Limited M/s. Orchid Pharma Limited M/s. Orchid Bio-Pharma Limited	M/s Dhanuka Laboratories Limited M/s Orchid Pharma Limited M/s. Orchid Bio Pharma Limited	M/s Dhanuka Laboratories Limited, M/s Golden Overseas Private Limited, M/s Dhanuka Agri- Solutions Private Limited M/s Sikkim Agro Industries Limited M/s H. D. Realtors Private Limited M/s. Dhanuka Chemicals Private Limited	M/s. Total Synergy Consulting Pvt. Ltd.
Membership/ Chairmanship of Committees of the Boards as on 31 st March, 2022	Dhanuka Agritech Limited Corporate Social Responsibility Committee- Chairman Banking, Finance and Operations Committee- Chairman	Dhanuka Agritech Limited Corporate Social Responsibility: Member Banking, Finance and Operations Committee- Member Dhanuka Laboratories Limited Audit Committee- Member Orchid Pharma Limited Nomination and Remuneration Committee- Member Banking, Finance and Operations Committee- Member	Dhanuka Agritech Limited Risk Management Committee – Chairman Stakeholders Relationship Committee- Member	Dhanuka Agritech Limited Stakeholders Relationship Committee - Chairman Nomination and Remuneration Committee - Member Risk Management Committee - Member