

Date: 10th, July 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
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

Symbol- DHANUKA

Scrip Code : 507717

Subject: Notice of the 38th Annual General Meeting ('AGM') of the Company for FY 2022-23 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 38th AGM of the Company scheduled to be held on **Wednesday, 2nd August, 2023 at (IST) 11.00 A.M.** via Video Conference / Other Audio Visual Means. The said Notice forms part of the Annual Report 2022-23.

The Notice and the Explanatory Statement of the 38th AGM of the Company for FY 2022-23 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
Digitally signed
by jitin sadana
Date: 2023.07.10
17:43:46 +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 **38th Annual General Meeting (AGM)** of the Members of **M/s Dhanuka Agritech Limited** will be held on **Wednesday, 02nd August 2023 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 March 31, 2023 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, 2023 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 Dividend on Equity Shares for the Financial Year ended March 31, 2023, 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 Dividend @ 100% i.e. Rs. 2/- 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, 2023 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. Ram Gopal Agarwal (DIN:00627386), 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. Ram Gopal Agarwal (DIN:00627386), Whole Time Director of the Company, who retires by rotation and being eligible for reappointment, 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. Mridul Dhanuka (DIN:00199441), Non-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. Mridul Dhanuka (DIN:00199441), Non-Executive Director of the Company, who retires by rotation and being eligible for reappointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

5. To re-appoint M/s S.S. Kothari Mehta & Co, Chartered Accountants as Statutory Auditors of the Company for a further period of 5 years (second term), 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 Section 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), based on the recommendation of the Board, M/s. S.S. Kothari Mehta & Co, Chartered Accountants, (Firms Registration No.000756N), be and are hereby re-appointed as Statutory Auditors of the Company to hold office for a further period of five years, from the conclusion of the 38th Annual General Meeting till the conclusion of the 43rd Annual General Meeting of the Company to be held in the year 2028 at such remuneration as may be fixed by Board on recommendation of Audit Committee".

SPECIAL BUSINESS:

6. **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 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. 2,20,000/- (including out of pocket expenses) 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 25th May, 2023, to conduct Cost Audit of the Company for the Financial Year ending March 31, 2024."



“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.”

7. Increase the Annual Commission payable to Mr. Harsh Dhanuka, Executive Director- Alliances & Supply Chain:

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

“Resolved That pursuant to Section 197, 198, Schedule V of the Companies Act, 2013 and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) (**‘SEBI LODR Regulations’**) and all other applicable provisions and laws, based on the recommendation of the Nomination and Remuneration Committee and the Board, approval of the Members of the Company be and is hereby accorded to increase the Commission payable to Mr. Harsh Dhanuka Executive Director- Alliances & Supply Chain from 0.5% to 1.5% of the Net Profit of the Company as calculated under Section 198 of the Companies Act, 2013 from the Financial Year 2023-24 even if the annual remuneration payable to Mr. Harsh 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 Promoter Executive Directors exceeds 5 per cent of the net profit of the Company in any year during the tenure of his appointment.”

“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.”

8. Shifting of Registered Office of the Company from the Union Territory of Delhi to the State of Haryana:

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

“Resolved That pursuant to Section 12 and other applicable provisions, if any, of the Companies Act, 2013

(including any statutory modifications and re-enactments thereof for the time being in force) read with Rule 27 and 30 of the Companies (Incorporation) Rules, 2014, relevant provisions of the Articles of Association of the Company and subject to the approval of the Office of the Regional Director (Northern Region) Delhi and other sanctions and approvals as may be necessary, based on the recommendation of the Board, the consent of the Members of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the Union Territory of Delhi to the State of Haryana”

“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.”

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:

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 Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), subject to the approval of the Regional Director and other regulatory authorities, government(s), judicial/quasi-judicial authorities, court(s), as the case may be, based on the recommendation of Board, the consent of the Members of the Company be and is hereby accorded to alter Clause II of the Memorandum of Association of the Company by substituting it with the following clause:

“II. The Registered office of the Company will be situated in the state of Haryana i.e. within the jurisdiction of Registrar of Companies, NCT of Delhi & Haryana.”

“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.”

Place: Gurugram
Date: 25th May, 2023

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 38th Annual General Meeting pursuant to Section 102 (1) of the Companies Act, 2013, is annexed hereto and forms part of the Notice.

- 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 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 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.
- 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.
- 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 iitinsadana@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.
- 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.
- Participation of Members through VC will be counted for the purpose of the quorum for the AGM as per Section 103 of the Act.
- In compliance with the applicable Circulars, Notice of the AGM along with the Annual Report for FY 2022-23 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 2022- 23 are also available on the Company's website (www.dhanuka.com) under '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 2022-23 and Notice of the 38th AGM of the Company, he 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 CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) at www.evotingindia.com
- 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. Members seeking to inspect such documents can send an email to investors@dhanuka.com
- Documents referred 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
- In compliance with the above said 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 close from **Saturday 22nd July 2023 to Wednesday 2nd August, 2023 (both days inclusive)**.
11. Payment of Dividend @ **100%** i.e. Rs. **2.00** per Equity Share having Face Value of Rs. 2.00 each, for the Financial Year ended 31st March, 2023, 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, 21st July 2023** being the date prior to the Book Closure date. In respect of Equity Shares held in electronic form, the Dividend will be paid on the basis of beneficial ownership as of **Friday, 21st July 2023**, 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, 21st July 2023** 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 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 **Tuesday, 25th July 2023**. 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, 2023 is being sent alongwith 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 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 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 Central Depository Services (India) Limited (CDSL) 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 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.
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 CDSL (www.evotingindia.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.

18. Voting rights of the Members for voting through remote e-voting or e-voting system provided 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 21st July 2023**. 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.
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. 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.
21. 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 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.
22. 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.
23. 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.
24. In accordance with the 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 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 schedule 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 helpdesk.evoting@cdslindia.com or investors@dhanuka.com or call at 1800 22 55 33/0124-4345000 in case of any technical assistance required at the time of log in/ assessing/ voting at the Meeting through VC;
25. 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.
26. **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 Company's Website www.dhanuka.com.



27. Members are requested to address all correspondence, including Dividend-related matters, to RTA, rta@abhipra.com, or the Company's Corporate Office at Global Gateway Towers, Near Guru Dronacharya Metro station, MG Road, Gurugram 122 002.
28. 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 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 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
29. 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).
30. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed to this Notice.
31. 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.
32. 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 TO SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM & JOINING MEETING THROUGH VC / OAVM ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting

system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Sunday, 30th July 2023 at 09:00 A.M** and ends on **Tuesday, 01st August 2023 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, 21st July 2023** 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.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to 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 the ease and convenience of participating in the e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on the 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 the 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 CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for the Company where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting their vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on the login & New System Myeasi Tab and then click on the registration option. 4) Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the 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 Depository	<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 the web browser by typing the following URL: https://eservices.nsd.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 the '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 the e-Voting page. Click on the company name or e-Voting service provider name and you will be redirected to the e-Voting service provider website for casting your vote during the remote e-Voting period or joining a virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, the option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open the web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of the e-Voting system is launched, click on the icon "Login" which is available under the Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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 the 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 (DP)	<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 the 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.: 022-4886 7000 and 022-2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 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.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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.



- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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 the company opts for e-voting through the CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the Company Name to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to the scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is the same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVSN of the Company will be displayed after a successful login as per the instructions mentioned above for 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 a 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 fluctuations 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 at least **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.
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 AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 toll free no. 1800 22 55 33.

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 38th Annual General Meeting.

Item No. 6

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 25th May 2023 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 2023-24 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) (including out-of-pocket expenses plus 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 Auditor 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 2023-24.

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. 06 of the Notice for approval of the Members by way of Ordinary Resolution.



Item No: 7

Increase the Annual Commission payable to Mr. Harsh Dhanuka, Executive Director- Alliances & Supply Chain

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

Mr. Harsh Dhanuka is actively looking into the supply chain and putting all his efforts to improve the supply chain of the Company and making good relations with the Suppliers and putting all efforts to grow the Company. He has been designated as Executive Director- Alliances & Supply Chain on 10th February, 2023. Further, his performance as per the Evaluation forms filled by the Directors was found very good. In addition to his current responsibilities, now Mr. Harsh Dhanuka has been assigned additional responsibility to look after the affairs of the Dahej Unit.

Further pursuant to Regulation 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 Members by Special Resolution in General Meeting, if-

- (i) the annual remuneration payable to such Executive Director exceeds Rupees 5 crore or 2.5 percent 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 percent of the net profits of the listed entity.

Therefore the Nomination and Remuneration Committee, the Audit Committee and the Board in their respective Meetings held on 25th May, 2023 have approved to increase the Annual Commission payable to Mr. Harsh Dhanuka, Executive Director- Alliances & Supply Chain from 0.5% to 1.5% of the Net Profit of the Company as calculated under Section 198 of the Companies Act, 2013 from the Financial Year 2023-24 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 may exceed 5 percent of the Net Profits of the Company in any year during the remaining tenure of his appointment.

As per the declaration made by the Promoter Directors, disseminated to the Stock Exchanges (BSE&NSE) on 29th July, 2022 by the Company, the remuneration payable to Mr. Harsh Dhanuka, Execution Director - Alliances & Supply chain of the Company in any case shall not exceed Rs.5 Crore till Financial Year 2026-27.

The other terms and conditions of his appointment will be as per the resolution approved by the Members in the Meeting held on 12th August, 2019.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Mahendra Kumar Dhanuka, Vice Chairman & Managing Director, and Mr. Mridul Dhanuka, Non Executive Director are interested or concerned in this Resolution.

The Board recommends the Resolution as set out at Item No. 7 for approval of the Members by way of Special Resolution.

Item No: 8

Shifting of the Registered Office from the Union Territory of Delhi to the State of Haryana:

The Registered Office of the Company is presently situated at 82, Abhinash Mansion, 1st Floor Joshi Road, Karol Bagh New Delhi Central Delhi-110005. The same has been sold and taken back on rent for keeping the Registered office of the Company. As all the secretarial and statutory records are being maintained and all corporate/head office staff is sitting at the Corporate Office of the Company, the Board proposed to shift the Registered Office of the Company from the Union Territory of Delhi to the State of Haryana i.e. at its Corporate Office at Global Gateway Towers, Near Guru Dronacharya Metro Station, M.G. Road, Gurugram – 122 002.

In accordance with the provision of section 12(5) of the Companies Act, 2013 except on the authority of the Special Resolution passed by the Members of the Company, the Registered Office of the Company cannot shift outside the limits of any city, town or village where such office is situated.

The Board in its Meeting held on 25th May 2023 has approved to shift the Registered Office of the Company from the Union Territory of Delhi to the state of Haryana and recommended the same to the Members for their approval.

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 hereby recommends the Resolution as set out in Item No. 8 for consideration and approval of the Members by way of Special Resolution.

Item No: 9

Alteration of Memorandum of Association pursuant to Shifting of Registered Office from the Union Territory of Delhi to the State of Haryana

Change in the Registered Office of the Company requires alteration to the "Registered Office Clause" i.e. Clause II of the Memorandum of Association (MOA) of the Company.

Pursuant to section 13 of the Companies Act, 2013, an



alteration to the Memorandum of Association of the Company requires the approval of the Members of the Company by way of Special Resolution.

The Board in its Meeting held on 25th May, 2023 has approved the alteration in the Clause II of the Memorandum of Association of the Company by substituting it with the following clause:

II. The Registered office of the Company will be situated in the state of Haryana i.e. within the jurisdiction of Registrar of Companies, NCT of Delhi & Haryana.

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

Annexure to 38th Annual General Meeting Notice

Details of Directors Retiring by Rotation/Seeking Appointment/Re- Appointment at the 38th Annual General Meeting of Dhanuka Agritech Limited

Particulars	Mr Ram Gopal Agarwal	Mr Mridul Dhanuka
Designation	Chairman & Whole Time Director	Non Executive Non Independent Director
Age	74 years	42 years
Qualification	He holds Bachelor's Degree in Commerce from Delhi University	He holds a B. Tech Degree in Chemical Engineering & done M.B.A. from NITIE, Mumbai.
Experience (Including expertise in the specific functional area)/ Brief Resume	<p>A Man of Vision, Business Acumen, Leadership, Philanthropist, and Passionate To Serve The Cause not only for the Farming Community but for the nation.</p> <p>Mr. RG Agarwal is the Group Chairman of Dhanuka Group & Family Charitable Trusts. Mr. Agarwal holds a Degree in Bachelor of Commerce (Hons) from Shri Ram College of Commerce and has vast experience of 55 plus years since 1968. Being a veteran in the Agri inputs industry, he is a decisive and action-oriented visionary working towards food, nutrition, health, environmental safety, and serving the nation.</p> <p>Under his dynamic stewardship, the Dhanuka Group has attained a distinct place as a leading Agritech (Crop Protection chemicals) & Pharma Business House in the country, with interests in Crop Protection, Spray Technology, Pharmaceuticals, and taking new technologies like IT, IoT, Precision agriculture, Drones and increasing their quality, yield, and income. He is a strong believer in making available all crop care inputs and services under one roof and is advocating Dhanuka Kheti Ki Nai Takneek through its many extension activities. The Group had been the first to join hands with the Government of Madhya Pradesh in 2001 for Agricultural Extension Management in the Hoshangabad district under a Public-Private Partnership.</p>	<p>He has a distinguished corporate career of 18 years. He is associated with Dhanuka since 2005. His technical expertise has supported to enlargement of the product base of Dhanuka. He helped the Company in smoothening the production, procurement, and logistic functions and established quality control. His new initiatives include improving the efficiency and functioning of the Company and thus improving profitability. He is instrumental in driving various initiatives with the support of senior leadership teams to achieve the set milestones of the organization. Under his exuberant personality and ambitious leadership, the Company expanded its production facilities, setting up state of the art world-class manufacturing facility at Keshwana. He was responsible for successfully realigning the entire supply chain vertical from procurement to sales. He has successfully improved the efficiency and productivity of all the manufacturing facilities of Dhanuka, thereby making a positive contribution to the company's profitability. Continuing the legacy, he led the organization's major projects, bringing Dhanuka closer to its aspiration of "Transforming India through Agriculture."</p>



Particulars	Mr Ram Gopal Agarwal	Mr Mridul Dhanuka
	<p>Mr. Agarwal also has taken the initiative and is a pioneer in sponsoring the channel partners of Dhanuka to DAESI (Diploma in Agricultural Extension Services for Agri- Input Dealers) in collaboration with Navsari Agricultural University (Gujarat), Anand Agricultural University, and MANAGE Hyderabad. Such extension training imparted to the Agri-Input Dealers will go a long way in promoting the right use technology of for crop protection.</p> <p>Recognizing the importance of Research and Development for the growth of a Corporate House, he has established the Dhanuka Agritech Research and Technology (DART) Centre at Palwal, Haryana which is a State-of-the-art Research and Technology Centre equipped with all the latest facilities for all types of agricultural experiments. It is managed by highly qualified trained Scientists.</p> <p>Mr. Agarwal is a widely known personality in the Crop Protection Chemical Industry, Agricultural Research Institutes and Farming Community and was Chairman of the Crop Care Federation of India (Erstwhile Pesticides Association of India) for over four years and also earlier as its Vice Chairman. He was the President Emeritus of the Haryana Pesticides Manufacturers Association and also on the Executive Committee of the Pesticides Manufacturers & Formulators Association of India for many years. He was also the Chairman of the FICCI Crop Protection Committee.</p> <p>In view of his very distinct contributions to the uplifting of farmers, and society at large, Mr. Agarwal is the recipient of several coveted awards, to name a few: National Safety Award – 3 times; Forbes Award – 200 Best under A Billion Companies in Asia Pacific, Lifetime achievement award by CHAI, FICCI and many more. He is also pursuing many social and religious activities for the benefit of society.</p>	
Terms and Conditions of appointment/ Re-appointment	As per the existing agreement	As per the existing agreement
Remuneration last drawn in a F.Y 22-23 (including sitting fees, if any)	5.7 crore including Commission	2 lakhs (Sitting Fees)
Remuneration proposed to be paid	<p>As per the existing terms as mentioned below</p> <p>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.</p> <p>Commission: 1.25 % 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 in accordance with the terms and conditions of re-appointment as per the HR Policy of the Company</p>	No remuneration except sitting fees for attending the Board and Committee Meetings.



Particulars	Mr Ram Gopal Agarwal	Mr Mridul Dhanuka
Date of First Appointment on the Board	10.03.1992	23.05.2011
Shareholding in the Company as on 31 st March, 2023	1,89,031 Equity Shares	27,604 Equity Shares
Relationship with other Directors/ Key Managerial Personnel	Brother of Mr. Mahendra Kumar Dhanuka, Vice Chairman & Managing Director; Father of Mr. Rahul Dhanuka, Joint Managing Director;	Son of Mr. Mahendra Kumar Dhanuka, Vice Chairman & Managing Director and Brother of Mr. Harsh Dhanuka, Executive Director-Alliances & Supply Chain
Number of Meetings of the Board attended during the financial year 22-23	2	3
Directorship of other Boards as on 31 st March, 2023	M/s H D Realtors Private Limited M/s. Orchid Pharma Limited M/s. Orchid Bio-Pharma Limited	M/s. Orchid Pharma Limited M/s Dhanuka Laboratories Limited M/s Orbion Pharmaceuticals Private Limited M/s Dhanuka Chemicals Private Limited M/s. Orchid Bio-Pharma Limited M/s M D Buildtech Private Limited
Membership/ Chairmanship of Committees of the Boards as on 31 st March, 2023	Dhanuka Agritech Limited Corporate Social Responsibility Committee-Chairman Banking, Finance and Operations Committee-Chairman	NA