

Date: 05th, July 2021

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 36th Annual General Meeting ('AGM') of the Company for FY 2020-21 Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

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 36th AGM of the Company scheduled to be held on Thursday, 29th July, 2021 at (IST) 11.00 A.M. via two-way Video Conference / Other Audio Visual Means. The said Notice forms part of the Annual Report 2020-21.

The Notice and the Explanatory Statement of the 36th AGM of the Company for FY 2020-21 and other related documents are available on the website of the Company at www.dhanuka.com.

This is for your information and records.

Thanking you,
Yours Faithfully

For Dhanuka Agritech Limited


Jitin Sadana
Company Secretary/ Compliance Officer
FCS-7612



Encl: a/a



NOTICE TO THE MEMBERS

Notice is hereby given that the **36th Annual General Meeting (AGM)** of the Members of **M/s. Dhanuka Agritech Limited** will be held on Thursday, 29th July, 2021 at 11:00 A.M. Indian Standard Time (IST) 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, 2021 together with the Reports of the Auditor's and Directors' thereon.
2. To declare Dividend @ **100%** i.e. **Rs. 2/-** per Equity Share for the Financial Year ended 31st March, 2021.
3. To appoint a Director in place of Mr. Mahendra Kumar Dhanuka (DIN: 00628039), Managing 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. Harsh Dhanuka (DIN: 00199516), Whole-time Director of the Company who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Ashish Saraf (DIN: 07767324), Whole-time Director of the Company who retires by rotation and being eligible, offers himself for re-appointment.

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 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 approves 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 21st May, 2021, to conduct Cost Audit of the Company for the Financial Year ending 31st March, 2022.”

“**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. To approve the Commission payable to Mr. Mridul Dhanuka (DIN: 00199441) Non-Executive Director of the Company for the Financial Year 2021-22

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 197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, and subject to such other requisite approvals as may be required in this regard, the consent of the Members of the Company be and is hereby accorded to pay a Commission as mutually decided by the Board of Directors of the Company and Mr. Mridul Dhanuka, (DIN: 00199441) subject to a maximum limit of 1% of the Net Profit of the Company as calculated under Section 198 of the Companies Act, 2013.”

“**Resolved Further That** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

8. To approve the appointment of M/s. Dhanuka Marketing Company as Commission Agents and care-taker of the Company's operations in the South and East Zone(s) of India

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

“**Resolved That** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the Related Party Transactions which are proposed to be undertaken between the Company and



M/s Dhanuka Marketing Company (“DMC”) for availing their services as Commission Agents and caretaker of the Company's operations in the South and East Zone(s) of India for a period of 3 (Three) Financial Years starting from Financial Year 2022-23 to Financial Year 2024-25, being in ordinary course of business, on terms and conditions as may be agreed between the Board of Directors of the Company and DMC, for and on behalf of the Company.”

“Resolved Further That the Board of Directors be and is hereby authorized to do all such acts, deeds and things, including any amendments/modifications in terms from time to time, as may be necessary in this regard.”

Place: Gurugram
Date: 21st May, 2021

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

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 36th Annual General Meeting pursuant to Section 102 (1) of the Companies Act, 2013, is annexed hereto and forms part of the Notice.**
- As you are aware, in view of the situation arising due to COVID-19 global pandemic, the Ministry of Corporate Affairs has issued a General Circular bearing No 20/2020 dated 5th May, 2020, allowing convening of AGM through Video Conferencing or other audio visual modes subject to certain requirements. MCA has issued a further Circular no. 02/2021 dated 13th January, 2021 wherein Companies whose AGMs were due to be held in the year 2020, or become due in the year 2021 are allowed to conduct their AGM on or before 31st December 2021 through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) i.e., 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. The proceedings of the 36th AGM shall be deemed to be conducted at the Registered office of the company
- In compliance with the said Circulars, the Company will also published a public notice by way of an advertisement in newspapers 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, 17th July, 2021 to Thursday, 29th July, 2021 (both days inclusive).**
- Payment of Dividend @ **100%** i.e. Rs. **2.00** per Equity Share for each Equity Share having Face Value of Rs. 2.00 each, for the Financial Year ended 31st March, 2021, as recommended by the Board, if approved at this Annual General Meeting, will be made payment to those Members whose names appear in the Register of Members of the Company as of **Friday, 16th July, 2021**, 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, 16th July, 2021**, as per details furnished by the National Securities Depository Limited (NSDL) and Central Depositories Services (India) Limited (CDSL) for this purpose.
- Members holding shares in physical form are requested to inform about any change in their address or bank particulars 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.
- The members who have not yet registered their e-mail ids with the Company may contact RTA on rta@abhipra.com or investors@dhanuka.com for registering their e-mail ids on or before **16th July, 2021**. The Company shall send the Notice to such members whose e-mail ids get registered within the aforesaid time, enabling them to participate in the Meeting and cast their votes.
- 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 Share Transfer Agent or the Company (in case of shares held in physical form) in the prescribed form which can be down loaded from the Company's website at www.dhanuka.com, 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 20/2020 dated 5th May, 2020 allowing convening of AGM through Video Conferencing or other audio visual modes subject to certain requirements. MCA has issued a further Circular no. 02/2021 dated 13th January, 2021 wherein Companies whose AGM were due to be held in the year 2020, or become due in the year 2021 are allowed to conduct their AGM on or before 31st December, 2021 through Video

Conferencing (VC) or Other Audio-Visual Means (OAVM) i.e. in accordance with the requirements as provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated 5th May, 2020. 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.

- 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 shares of the Paid-up Equity Share Capital of the Company as on the cut-off date i.e. **Thursdays, the 22nd July, 2021**. 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.
- Pursuant to the Finance Act, 202, Dividend Distribution Tax is abolished and Income by way of Dividend is taxable in the hands of the Shareholders of the Company w.e.f. 01st April 2020. The Company shall therefore be required to deduct tax at source at the time of making the payment of the Final Dividend, if declared at the the Annual General Meeting of the Company to be held on, 29th July 2021.

The exemption forms viz-Form 15H/Form 15G/Form 10F and format of Declaration as required to be provided by Resident/Non Resident shareholders can be accessed and downloaded from the website of the Company at the web-link <https://www.dhanuka.com/tds-on-dividend-2020-21>

- In accordance with the above mentioned 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 and route Map 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, jitinsadana@dhanuka.com Company Secretary of the Company authorizing their representative to attend and vote at the Meeting through VC.



- 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.
- In accordance with the Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with guidance/ clarification dated 15th April, 2020 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.
- Documents referred to in this Notice will be available for inspection by the members through online mode. Members seeks to inspect such document can send their request through e-mail investors@dhanuka.com
- Unpaid and Unclaimed Dividend Transfer to Investor Education and Protection Fund
 - (i) In view of the provisions of Section 125 of the Companies Act, 2013, Unclaimed/unpaid Final Dividend for FY 2013-14 shall be transferred to the Investor Education and Protection Fund (IEPF) in month of October 2021. 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, 500 equity Shares on which Dividend has not been paid/claimed for consecutive 7 (Seven) years. Hence 500 equity shares will be transferred to IEPF authority.
 - (ii) Members, who have not yet encashed their Dividend warrant for above dates or any subsequent Financial Year(s), are requested to lodge their claims with the Company in order to avoid transferring of such Dividend to IEPF Authority.
- SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/ CIR/P/2018/73 dated 20th April, 2018 has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic Clearing Services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The Company and its Registrar and Share Transfer Agent are required to seek relevant bank details of Members from depositories/ investors for making payment of dividends in electronic mode. Further, pursuant to MCA General Circular 20/2020 dated 5th May, 2020, companies are directed to credit the dividend of the Members directly to the bank accounts of the Members using Electronic Clearing Service. Accordingly, Members are requested to provide or update (as the case may be) their bank details with the respective depository participants for the shares held in dematerialized form and with the Registrar & Share Transfer Agent in respect of shares held in physical form. In case of non-availability or non-updation of bank account details of the shareholders, the Company shall ensure payment of dividend to such Member vide dispatch of dividend warrant/ cheque, as the case may be. Pursuant to Sections 20, 101 and 136 of the Companies Act, 2013 and Rules made thereunder, Companies are allowed to send notices/ documents in electronic form to their members. To enable the Company to send its Annual Report, Notice of Annual General Meeting and other documents electronically, members are requested to update their email IDs with their Depository Participants in case the Shares are held in the demat form or the Registrar & Share Transfer Agent of the Company, in case the Shares are held in the physical form and accord their consent for receiving documents through electronic mode.
- 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.
- As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company's Registrar and Transfer Agent, Abhipra Capital Limited ('Registrar') at www.abhipra.com for assistance in this regard.
- Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in 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 **Monday, 26 July, 2021** (IST 9:00 a.m.) and ends on **Wednesday, 28th July, 2021** (IST 5:00 p.m.). During this period Shareholders' of the Company, holding Shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e.

Thursday 22nd July 2021 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.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 '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.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 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 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 022-23058738 and 22-23058542-43.
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

- i) 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.
 - 6) If you are a first-time user follow the steps given below:
- (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 M/s Dhanuka Agritech Limited on which you choose to vote.

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).

- (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 022-23058738 and 022-23058542/43.

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 022-23058542/43.

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 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 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 36th 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 21st May, 2021 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 2021-22 to carry out Audit of Cost Audit 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 the ensuing Annual General Meeting.

Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out at Item no. 6 of the Notice to fix the remuneration payable to the Cost Auditors of the Company for the Financial Year 2021-22.

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. 6 of the Notice for approval of the members by way of Ordinary Resolution.

Item No. 7

To approve the Commission payable to Mr. Mridul Dhanuka (DIN: 00199441) Non-Executive Director of the Company.

The Shareholders at their 31st Annual General Meeting held on 11th day of August, 2016 re-appointed Mr. Mridul Dhanuka as Whole-time Director of the Company for a period of 5 (Five) years from 24th May, 2016 to 23rd May, 2021 (both days inclusive).

Thereafter, Members of the Company at the 35th Annual General Meeting of the Company held on 15th September, 2020 approved the change in designation of Mr. Mridul Dhanuka from Executive Director to Non-Executive Director of M/s. Dhanuka Agritech Limited with effect from 29th June, 2020. It has also been approved that being Non-Executive Director Mr. Mridul Dhanuka would not be entitled to monthly salary from the Company as approved by the Shareholders in 31st Annual General Meeting held on 11th August, 2016. However, he will

continue to receive Commission on Net Profits of the Company as mutually decided by the Board of Directors of the Company and Mr. Mridul Dhanuka, subject to a maximum limit of Commission of 1% of the Net Profits of the Company as calculated under Section 198 of the Companies Act, 2013.

Now, based on the recommendation of Nomination & Remuneration Committee in its Meeting held on 21st May, 2021, the Board of Directors of the Company has recommended to the Shareholders for approval of payment of Commission to Mr. Mridul Dhanuka, Non-Executive Director, for Financial Year 2021-22, subject to a maximum limit of Commission of 1% of the Net Profits of the Company as calculated under Section 198 of the Companies Act, 2013.

As per regulation 17(6) (ca) of SEBI (Listing Obligations Disclosure Requirements) 2015 as amended from time to time, the approval of shareholders by Special Resolution shall be obtained every year, in which the annual remuneration payable to a single Non-Executive Director exceeds fifty percent of the total annual remuneration payable to all Non-Executive Directors, giving details of the remuneration thereof.

Therefore, the Board hereby recommends the Resolution as set out at Item No. 7 for consideration and approval of Members of the Company by Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Mahendra Kumar Dhanuka, Mr. Mridul Dhanuka and Mr. Harsh Dhanuka are in any way concerned or interested with this Resolution.

Item No: 8

Appointment of M/s. Dhanuka Marketing Company (DMC) as Commission Agents and care-taker of the Company's operations in the South and East Zone(s) of India

It is hereby informed that the Shareholders of the Company vide Resolution passed at the 34th Annual General Meeting held on 12th August 2019, approved the appointment of M/s. Dhanuka Marketing Company to act as Commission Agents and care-taker of the Company's operations in the South and East Zone(s) of India, for a period of 3 (three) Financial Years from FY2019-20 to FY 2021-22. The tenure of the above-mentioned agreement will expire on 31st March, 2022.

Pursuant to the provisions of Section 188 of the Companies Act, 2013 and rules made thereunder, the prior approval of Shareholders is required for executing a material Related Party Transaction(s). Therefore, based on the recommendation of Audit Committee, the Board, in their Meeting held on 21st May, 2021 has approved to extend the tenure of said agreement for a further period of three (3) financial years i.e. from FY 2022-23 to FY 2024-25 as per the below terms and conditions of the

Agreement with M/s. Dhanuka Marketing Company:

1. DMC shall act as Commission Agents and Caretaker of Company's Operations in South and East Zone(s) of India.
2. DMC shall receive Commission @1% of Net Sales of South and East Zone(s) of India.
3. DMC shall be reimbursed for travelling, office maintenance, and other miscellaneous expenses that it shall incur regarding operations of the Company as a caretaker.
4. Contract with DMC shall be valid for a further period of three years from Financial Year 2022-23 to FY 2024-25.

M/s. Dhanuka Marketing Company is a related party within the definition of Section 2(76) of the Companies Act, 2013, as Mr. Ram Gopal Agarwal, Chairman and Mr. Mahendra Kumar Dhanuka, Managing Director, are brothers of Mr. S.N. Agarwal, partner of DMC.

DMC is working as Commission Agents in Andhra Pradesh since 1974. DMC has been providing Commission Agents services to M/s. Northern Minerals Limited (presently "Dhanuka Agritech Limited") since 1980. DMC has a strong network of dealers/distributors in South and East Zone(s) and provides various value-added services to the Company in relation to sales, marketing & promotional activities.

Historically, the Company's sales have been highest in South and East Zone(s), specially for its important high margin products. DMC has been managing total Branches operations, including staff management in sales and marketing at Branches, maintaining cordial relations with dealers/ distributors and entire sales-related operations in South and East Zone(s) for the Company since 1980.

The aforesaid matter has been approved by the Board of Directors of the Company, at the recommendation of Audit Committee, in its Meeting held on 21st May, 2021.

The following information may be considered by the Members for the purpose:

- a) The name of the related party and nature of relationship- M/s. Dhanuka Marketing Company.
Mr. Ram Gopal Agarwal, Chairman and Mr. Mahendra Kumar Dhanuka, Managing Director are brothers of Mr. S.N. Agarwal, partner of DMC.
- b) The nature, duration of the contract and particulars of the contract or arrangement- It is proposed that DMC continue to act as Commission Agents and care-taker of the Company's operations in the South and East Zone(s) for a further period of 3 (Three) Financial Years from FY

2022-23 to FY 2024-25.

- c) The material terms of the contract or arrangement including the value, if any-
The Company will pay Commission to DMC as a percentage of the net sales of South and East Zone(s) of India, as approved by the Audit Committee and the Board of Directors. The payments will be made through banking channel.
- d) Any advance paid or received for the contract or arrangement if any- Nil.
- e) The manner of determining the pricing and other commercial terms, both included as part of the contract and not considered as part of the contract- Commission is being decided on basis of services rendered.
- f) Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors- yes, all factors have been considered for the purpose.
- g) Any other information relevant or important for the Board to decide on the proposed transaction- Nil

None of the other Directors, Key Managerial Personnel or their relatives except Mr. Ram Gopal Agarwal, Chairman, and Mr. Mahendra Kumar Dhanuka, Managing Director, are interested in this Resolution.

The Board recommends the matter at Item No. 8 for members' approval by way of Ordinary Resolution.



Annexure to 36th Annual General Meeting Notice

Details of Directors Retiring by Rotation/Seeking Appointment/Re- Appointment at the 36th Annual General Meeting of Dhanuka Agritech Limited

Particulars	Mr. Mahendra Kumar Dhanuka	Mr. Ashish Saraf	Mr. Harsh Dhanuka
Age	67 years	50 years	38 years
Qualification	He holds Bachelor's Degree in Commerce from SRCC, Delhi University.	He is a Commerce graduate from DU, with schooling from Modern School, Vasant Vihar.	He has a BBA degree specializing in Marketing and HR and a Masters Degree in International Business from Monash University, Melbourne, Australia.
Experience (Including expertise in the specific functional area)/ Brief Resume	<p>He is a promoter shareholder and has been working as Managing Director of the Company since its incorporation. He has an eminent personality and has a vast and rich experience of 47 years in the Agrochemicals Industry. He is proficient in Corporate Affairs and his keen insight and judgment bring excellence to the Company's functioning, its Board and Committees. He has deep commitments towards the achievement of organizational goals and has also played a key role in corporate governance principles in the functioning of the Company. His foresight and business acumen have propelled the Company towards achieving its goals.</p>	<p>He has garnered accolades and business management expertise as the promoter & CEO of M/s. Narayan International, New Delhi, (International Trade, Consultancy & Liaisoning) from 1988 to 2013,</p> <p>After which he contributed his skills and holistic acumen to M/s. Mauria Udyog Ltd. (Terry Towel) as a COO, Management Consultant and liaisoned with various Govt. Dept. / Ministries from October'13 to January'17.</p> <p>He is empowered with an astute understanding of various industries and their dynamics through his expertise, that spans over three decades in several corporate and business segments. In March'17 he came aboard Dhanuka Agritech Ltd. as a whole time Director.</p>	<p>He was working as Vice President- Marketing with Company before appointment as Director and has been associated with Dhanuka since last 13 years. He is instrumental in driving many key initiatives under various facets of the Company, directly impacting its Sales.</p> <p>He under took training in various departments like Accounts, Finance, HR and R&D, before moving to Sales Division, where he spent 7+ years. He handled various roles in the sales division, such as Sales Manager, Regional Manager and Zonal Manager, before moving into his current role.</p> <p>Mr. Harsh is now responsible for all International Relationships of Dhanuka and working on getting new products and technologies for the benefit of Indian farmers. He initiated and pioneered the Sales Excellence department, which is now a key function for performance management of the Sales department and supports in Farmer outreach. He is also working on expanding Dhanuka's business by tying up with Indian Corporates and other Institutional Customers to add a new revenue stream for the Company.</p>

Terms and Conditions of appointment/Re-appointment	As per existing agreement	As per existing agreement	As per existing agreement
Remuneration last drawn (including sitting fees, if any)	6.11 Crore	0.25 Crore	2.19 Crore
Remuneration proposed to be paid	As per existing terms and conditions.	As per existing terms and conditions.	As per existing terms and conditions.
Date of First Appointment on the Board	13.02.1985	24.03.2017	21.05.2019
Shareholding in the Company as on 31st March, 2021	28,131	Nil	28,131
Relationship with other Directors/ Key managerial Personnel	Both of Mr. Ram Gopal Agarwal; Chairman; Father of Mr. Mridul Dhanuka, Non Executive Director and Mr. Harsh Dhanuka, Whole-time Director	None of the Director is related to Mr. Ashish Saraf.	Son of Mr. Mahendra Kumar Dhanuka, Managing Director of the Company and Brother of Mr. Mridul Dhanuka, Non-Executive Director of the Company.
Number of Meeting of Board attended during the year	4	4	4
Directorship of other Boards as on 31st March, 2021	M/s Dhanuka Laboratories Limited, M/s Golden Overseas Private Limited, M/s Dhanuka Infotech Private Limited M/s M.D. Buildtech Private Limited	Nil	M/s. H D Realtors Private Limited M/s. Synmedic Laboratories Private Limited
Membership/ Chairmanship of Committees of the Boards as on 31st March, 2021	Dhanuka Agritech Limited Audit Committee - Member	Nil	Dhanuka Agritech Limited Stakeholder's Relationship Committee – Member Risk Management Committee-Member