



Dhanuka Agritech Limited

AN ISO 9001 : 2015 COMPANY

Online

Date: August 20, 2020

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

**The Department of Corporate Services-
Listing
The Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001
Scrip Code : 507717**

Symbol- DHANUKA

Subject: Notice of the 35th Annual General Meeting ('AGM') of the Company for FY 2019-20- 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 35th AGM of the Company scheduled to be held on Tuesday, 15th September, 2020 at (IST) 11.00 a.m. via two-way Video Conference / Other Audio Visual Means. The said Notice forms part of the Annual Report 2019-20.

The Annual Report for FY 2019-20 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 **35th Annual General Meeting (AGM)** of the Members of **M/s. Dhanuka Agritech Limited** will be held on Tuesday, the 15th day of September, 2020 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, 2020 together with the Reports of the Auditor’s and Directors’ thereon.
2. To confirm the Payment of Interim Dividend on Equity Shares declared by the Board of Directors of the Company.
3. To appoint a Director in place of Mr. Ram Gopal Agarwal (DIN: 00627386), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Mridul Dhanuka (DIN: 00199441), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. Ratification of remuneration of Cost Auditors

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. S. Chander & Associates, Cost Accountants (Firm Registration No. 100105), who have been appointed as Cost Auditors of the Company by the Board of Directors to conduct Cost Audit of the Company for the Financial Year ending 31st March, 2021.”

“**Resolved Further That** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary or expedient to give effect to this Resolution.”

6. Reclassification of persons/entities forming part of the Promoter Group from 'Promoter and Promoter Group Category' to 'Public Category'

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

“**Resolved That** in accordance with Regulation 31A 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 and other applicable provisions, and subject to necessary approvals from the SEBI Board, Stock Exchanges and other appropriate statutory authorities as may be necessary, the consent of the Members of the Company be and is hereby accorded to reclassify the following persons/ entities (hereinafter individually and jointly referred to as the 'applicants') forming part of the Promoter Group from 'Promoter and Promoter Group Category' to 'Public Category'.

S. No.	Name of the Shareholders	Number of Shares held	Percentage of Paid up Share Capital
1	Mr. Satya Narain Agarwal	22,500	0.05%
2	Satya Narain Agarwal HUF	41,000	0.09%
3	Mr. Abhishek Dhanuka	83,000	0.17%
4	M/s. Hindon Mercantile Limited	Nil	Nil
5	M/s. Exclusive Leasing and Finance Limited	Nil	Nil
	TOTAL	1,46,500	0.31%

“**Resolved Further That** re-classification of Promoter as public shareholders shall be subject to the following conditions:

- Such Promoter shall not directly or indirectly exercise control over the affairs of the entity.
- Increase in the level of public shareholding pursuant to re-classification of Promoter shall not be counted towards achieving compliance with minimum public shareholding requirement under rule 19A of the Securities Contracts (Regulation) Rules, 1957, and the provisions of Regulation 38 of SEBI (LODR) Regulations, 2015.
- The event of re-classification shall be disclosed to the Stock Exchanges as a material event in accordance with the provisions of these regulations.

- Board may relax any condition for re-classification in specific cases, if it is satisfied about non-exercise of control by the outgoing Promoter or its person acting in concert.”

“Resolved Further That the applicants seeking re-classification shall not :

- together, hold more than ten percent of the total voting rights in the Company;
- exercise control over the affairs of the Company directly or indirectly;
- have any special rights with respect to the Company

through formal or informal arrangements including through any shareholder agreements;

- be represented on the Board of Directors (including not having a Nominee Director) of the Company;
- act as a key managerial person in the Company;
- be a 'wilful defaulter' as per the Reserve Bank of India Guidelines;
- be a fugitive economic offender.”

“Resolved Further That after such reclassification following shall be the Promoters of the Company:

S. No.	Name of the Shareholders	Number of Shares held	Percentage of Paid up Share Capital
1	Arun Kumar Dhanuka HUF	11	0.00%
2	Gobind Lal Dhanuka HUF	10	0.00%
3	Mahendra Kumar Dhanuka HUF	180410	0.38%
4	Mr. Arjun Dhanuka	8799	0.02%
5	Mr. Arun Kumar Dhanuka	37906	0.08%
6	Mr. Harsh Dhanuka	28665	0.06%
7	Mr. Mahendra Kumar Dhanuka	28665	0.06%
8	Mr. Manish Dhanuka	275821	0.58%
9	Mr. Mridul Dhanuka	28665	0.06%
10	Mr. Rahul Dhanuka	212958	0.45%
11	Mr. Ram Gopal Agarwal	349148	0.73%
12	Mridul Dhanuka HUF	52	0.00%
13	Ram Gopal Agarwal HUF	52	0.00%
14	Smt. Akangsha Dhanuka	29629	0.06%
15	Smt. Madhuri Dhanuka	28407	0.06%
16	Smt. Mamta Dhanuka	8522	0.02%
17	Smt. Megha Dhanuka	28665	0.06%
18	Smt. Pushpa Dhanuka	19	0.00%
19	Smt. Seema Dhanuka	13215	0.03%
20	Smt. Uma Dhanuka	28665	0.06%
21	Smt. Urmila Dhanuka	28665	0.06%
22	M/s. Golden Overseas Pvt. Ltd	26	0.00%
23	Triveni Trust	29035413	61.03%
24	Pushpa Dhanuka Trust	5184379	10.90%
	TOTAL	3,55,36,767	74.69%

“Resolved Further That on approval of the SEBI Board/ Stock Exchanges upon application for reclassification of the aforementioned applicants, the Company shall effect such reclassification in the Statement of Shareholding Pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions.”

“Resolved Further That Mr. Ram Gopal Agarwal, Chairman, Mr. Mahendra Kumar Dhanuka, Managing Director and Mr. Jitin Sadana, Company Secretary/ Compliance Officer of the Company or such other person as authorized by the Board, be and is hereby severally authorized to submit application for reclassification to the SEBI Board, Stock Exchanges wherein the securities of the Company are listed or any other regulatory body as may be required and to take such steps expedient or desirable to give effect to this resolution.”



7. **Loan to M/s. Dhanuka Laboratories Limited (DLL)**

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

“Resolved That pursuant to the provision of Section 185 and other applicable provisions if any, of the Companies Act, 2013 and rules made thereunder (as may be amended from time to time ('the Act'), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 consent of the Members of the Company, be and is hereby accorded to grant loan to M/s. Dhanuka Laboratories Limited (DLL), a Company in which one or more Directors are interested and which is a related party, up to an amount of Rs. 50 Crores (Rupees Fifty Crores Only) from time to time in one or more tranches for its Principal Business Activities on such terms and conditions as the Board of Directors in discussion with DLL may finalize.”

“Resolved Further That the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

8. **Appointment of Mr. Siraj Azmat Chaudhry (DIN: 00161853) as an Independent Director of the Company**

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

“Resolved That pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and Rules framed thereunder, read with Schedule IV to the Companies Act, 2013, as amended from time to time, Mr. Siraj Azmat Chaudhry (DIN: 00161853), who has submitted a declaration stating that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who was appointed as an Additional Director by the Board of Directors, being eligible for appointment, be and is hereby appointed as a non-retiring Independent Director of the Company for a period of 5 (Five) consecutive years with effect from 22nd July, 2020.”

“Resolved Further That the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director(s) to give effect to the aforesaid resolution.”

9. **Change in designation of Mr. Mridul Dhanuka (DIN: 00199441) as Non-executive Director of the Company and to approve the change in his remuneration**

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 152, 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 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, Articles of Association and subject to such other requisite approvals as may be required in this regard, consent of the Members be and is hereby accorded for change in designation of Mr. Mridul Dhanuka (DIN: 00199441) from “Executive Director” to “Non-executive Director” of the Company with effect from 29th June, 2020, whose period of office shall be liable to determine by the retirement of Directors by rotation”

“Resolved Further That Mr. Mridul Dhanuka, Non-Executive Director, will not be entitled to receive salary and other benefits as mentioned in Agreement dated 24th May, 2016 executed between the Company and Mr. Mridul Dhanuka, from 29th June, 2020, however, he will continue to receive a Commission as mutually decided by the Board and Mr. Mridul Dhanuka, subject to a maximum rate of 1% of the Net Profits 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.”

10. **Re-appointment of Mr. Sachin Kumar Bhartiya as an Independent Director for Second Term of 5 years**

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

“Resolved That pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 framed thereunder, read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Sachin Kumar



Bhartiya (DIN: [02122147](#)), who was appointed as an Independent Director and who holds the office of Independent Director up to 09th February, 2021 and who meets the criteria for Independence, being eligible for re-appointment be and is hereby re-appointed as a non-retiring Independent Director on the Board of the Company for Second Term of 5 (Five) consecutive years w.e.f. 9th February, 2021.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all other acts, deeds and things as may be necessary in this regard.”

11. **Buyback of Equity Shares of the Company through Tender Offer route.**

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

“**Resolved That** pursuant to Article 12 of the Articles of Association of the Company and in accordance with the provisions of Sections 68, 69, 70, 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (“**Act**”) read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014 and other relevant Rules made thereunder, each as amended from time to time and the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (“**Buyback Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“**SEBI Listing Regulations**”) (including statutory amendment(s), modification(s) or re-enactment of the Act or the rules made thereunder or the Buyback Regulations or the SEBI Listing Regulations) and subject to such other approvals, permissions, consents, sanctions and exemptions of Securities and Exchange Board of India (“**SEBI**”), the stock exchanges on which the Equity Shares of the Company are listed (“**Stock Exchanges**”), Reserve Bank of India (“**RBI**”) and/ or other authorities, institutions or bodies (together with SEBI and RBI, the “**Appropriate Authorities**”), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed by the Board of Directors of the Company (“**Board**”, which term shall be deemed to include any committee of the Board and/ or officials, which the Board may constitute/ authorise to exercise its powers, including the powers conferred by this resolution (the

“**Buyback Committee**”), the consent of shareholders be and is hereby accorded for the Buyback by the Company of its fully paid-up equity shares having a face value of Rs. 2/- (Rupees Two only) each (“**Equity Shares**”), not exceeding at a maximum Buyback price of Rs. 1000/- (Rupees One Thousand only) per Equity Share (“**Maximum Buyback Offer Price**”) payable in cash for an aggregate amount not exceeding 100,00,00,000 (Rupees One Hundred Crores only), excluding any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), tax on distributed income on Buyback, stamp duty, advisors fees, filing fees, printing and dispatch expenses and other incidental and related expenses and charges etc. (“**Transaction Costs**”) (such amount hereinafter referred to as the “**Maximum Buyback Offer Size**”), being 14.27% of the total Paid-Up Equity Share Capital and Free Reserves of the Company based on the latest Standalone and Consolidated Audited Financial Statements of the Company respectively as at March 31, 2020 (being the date of the latest available Audited Standalone and Consolidated Financial Statements of the Company), from the Shareholders/ Beneficial Owners of the Equity Shares of the Company as on a Record Date to be subsequently decided by the Board/ Buyback Committee (“**Record Date**”), through the “**tender offer**” route, on a proportionate basis as prescribed under the Buyback Regulations (hereinafter referred to as the “**Buyback**”).”

“**Resolved Further That** at the Maximum Buyback Offer Price i.e. Rs. 1,000/- (Rupees One Thousand only) per Equity Share and for Maximum Buyback Offer Size i.e. Rs. 100,00,00,000 (Rupees One Hundred Crores only), indicative maximum number of Equity Shares proposed to bought back would be 10,00,000 (Ten Lakhs) Equity Shares (“**Indicative Maximum Buyback Shares**”). However the actual bought back shares may exceed the Indicative Maximum Buyback Shares, if the Buyback price fixed by the Board/ Buyback Committee is less than the Maximum Buyback Offer Price, subject to not exceeding 25% of the total paid-up Equity Share capital of the Company and the Maximum Buyback Offer Size.”

“**Resolved Further That** as required under Regulation 6 of the Buyback Regulations, the Company may Buyback Equity Shares from the existing Equity Shareholders as on Record Date (“**Eligible Shareholders**”), on a proportionate basis, provided that 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares



entitled as per the shareholding of small shareholders as defined in the Buyback Regulations (“**Small Shareholders**”) as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as defined in the Buyback Regulations.”

“**Resolved Further That** the Company shall implement the Buyback using the “*Mechanism for acquisition of shares through Stock Exchange*” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI's circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, or such other circulars or notifications, as may be applicable and the Company shall approach the BSE Limited, as may be required, for facilitating the same.”

“**Resolved Further That** the Buyback from Shareholders/Beneficial Owners who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indians, etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the RBI under the Foreign Exchange Management Act, 1999, as amended and the rules, regulations framed thereunder, if any.”

“**Resolved Further That** the Board be and is hereby authorized to delegate all or any of the power(s) conferred herein above as it may in its absolute discretion deem fit, to any Committee(s)/ Director(s)/ Officer(s)/ Authorized Representative(s) of the Company in order to give effect to the aforesaid resolutions, including but not limited to make all necessary applications to the Appropriate Authorities for their approvals including but not limited to approvals as may be required from the Securities and Exchange Board of India; preparing, signing and filing of the Public Announcement, Draft Letter of Offer/Letter of Offer with the Securities and Exchange Board of India, the Stock

Exchanges and other Appropriate Authorities; obtaining all necessary certificates and report from the statutory auditors and other third parties as required under applicable laws; entering into escrow arrangements as required in terms of the Buyback Regulations; opening, operating and closing of all necessary accounts including escrow account, special payment account, demat account as required in terms of Buy-Back Regulations; extinguishing dematerialized shares and physical destruction of share certificates in respect of the Equity Shares bought back by the Company; and filing such other undertakings, agreements, papers, documents and correspondence, as may be required to be filed in connection with the Buyback with the Securities and Exchange Board of India, the Stock Exchanges, Registrar of Companies, Delhi, depositories and/or other Appropriate Authorities as may be required from time to time.”

“**Resolved Further That** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all, acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the resolution.”

Place: Gurugram
Date: 22nd July, 2020

By Order of the Board of Directors
For Dhanuka Agritech Limited

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

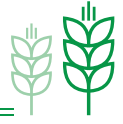
Sd/-
Jitin Sadana
Company Secretary and Compliance Officer
FCS-7612

NOTES:

- **Explanatory Statement setting out the material facts concerning each item of Special Businesses to be transacted at the 35th Annual General Meeting pursuant to Section 102 (1) of the Companies Act, 2013, is annexed hereto and forms part of the Notice. Information on all the Directors proposed to be appointed/ re-appointed at the Meeting as required under Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India, are provided in the Annexure to this Notice.**
- As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- The members who have not yet registered their e-mail ids with the Company may contact RTA/Company, on rta@abhipra.com or investors@dhanuka.com for registering their e-mail ids on or before Tuesday, the 8th day of September, 2020. 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 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.
- 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.
- 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. Tuesday, the 8th day of September, 2020. A person, whose name is recorded in the Register of Members or in 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 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 in accordance with the aforementioned MCA Circulars, the Company has appointed CDSL for providing the VC facility to the members for participating in the Meeting. The members are requested to follow the following instructions in order to participate in the Meeting through VC mechanism:
 - a. The 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, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Statutory Auditors, etc. are allowed to attend the meeting without restriction on account of first-come first-served basis.
 - b. 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;
 - c. Participation of single member shall only be allowed at a time;
 - d. 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;



- e. Members are requested to e-mail at investors@dhanuka.com or call at 0124-3838500 in case of any technical assistance required at the time of login/ 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. In view of the MCA Circulars, no proxy shall be appointed by the members, hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, corporate members intending to attend/vote at AGM through VC/OAVM by their respective authorized representatives are required to send to the Company/ RTA/ Scrutinizer, a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act 2013, by e-mail at investors@dhanuka.com with a copy marked to jitinsadana@dhanuka.com Company Secretary of the Company authorizing their representative to attend and vote at the Meeting through VC/OAVM.
 - 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 April, 15, 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.
 - The Register of Members will remain close from **Saturday, 5th September, 2020 to Tuesday, 15th September, 2020** (both days inclusive).
 - The Board of Directors in their meeting held on 13th February, 2020 has declared Interim Dividend @600% i.e. Rs. 12/- per Equity Share having a Face Value of Rs. 2/- each for the FY 2019-20 and fixed 26th February, 2020 as Record date for the purpose of payment of aforesaid Interim Dividend. The total outgo on this account was Rs. 68.84 Crores (approx.) inclusive of Corporate Dividend Tax of Rs. 11.74 Crores. The Board has decided in its meeting held on 10th June, 2020 to treat Interim Dividend as Final Dividend for FY 2019-20.
 - 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, 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. These particulars will be used by the Company for payment of Dividend to be declared in future.
- Unpaid and Unclaimed Dividend and Shares Transfer to Investor Education and Protection Fund
 - In view of the provisions of Section 125 of the Companies Act, 2013, unclaimed/ unpaid final Dividend for the Financial Year 2012-13 and Interim Dividend for Financial Year 2013-14 shall be transferred to Investor Education and Protection Fund (IEPF) in the month of September, 2020 and March, 2021 respectively. 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 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, Shares on which Dividend has not been paid/claimed for consecutive 7 (Seven) years need to be transferred to IEPF Authority. In Financial Year 2020-21 following unclaimed shares are due to be transferred to IEPF Authority:
 - 4500 Equity Shares- Tentative Date for Transfer- September, 2020
- Complete detail of such shares is available on the website of the Company i.e. www.dhanuka.com and Company has also sent individual notices to concerned Shareholders in advance.
- 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 and shares to IEPF.
 - The documents referred to in this notice and 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/OAVM.
 - 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: 0124-3838500; Email: investors@dhanuka.com).
- The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in 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 April 1, 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.
- 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.

Instructions for voting through electronic means (e-voting) & other instructions relating thereto are as under:

- (i) The voting period begins on **Friday, 11th September, 2020** (IST 9:00 a.m.) and ends on **Monday, 14th September, 2020** (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 i.e., Tuesday, **8th September, 2020** 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) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) 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.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from [Login-Myeasi](#) using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form 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 (v).
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- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Dhanuka Agritech Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.

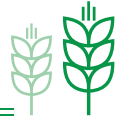
- (ix) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

Instructions for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting

- (i) 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**.
- (ii) For Demat shareholders- please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/ RTA email id**.

Instructions for shareholders attending the AGM through VC/OAVM are as under:

- Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- Shareholders are encouraged to join the Meeting through Laptops/ iPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 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.
- 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.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.

Instructions for Shareholders for e-voting during the AGM are as under:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. 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.
3. 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.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the EGM/AGM.

Note for Non – Individual Shareholders and Custodians

- 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.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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.



Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013 and other applicable provision)

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 35th Annual General Meeting.

Item No. 5

Ratification of Remuneration of 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 10th June, 2020 had considered and approved appointment of M/s. S. Chander & Associates, Cost Accountants as Cost Auditors of the Company for the Financial Year 2020-21 to carry out Audit of Cost Accounts of the Company relating to Agro-Chemical Manufacturing Activities, at a remuneration of Rs. 2,20,000/- (Rupees Two Lac 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. 5 of the Notice to fix the remuneration payable to the Cost Auditors for the Financial Year 2020-21.

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

Item No. 6

Reclassification of Persons/ Entities forming part of the Promoter Group from 'Promoter and Promoter Group Category' To 'Public Category'.

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to "Listing Regulations, 2015", effective from December, 2015 has provided a regulatory mechanism for re-classification of Promoters as Public shareholders subject to fulfillment of conditions as provided therein.

In this regard, the Company has received applications from the following Promoter Group person/ entities pursuant to Regulations, 31 A of the Listing Regulations 2015 re-classifying them under the Public Category since their names have been included as a part of the Promoter group.

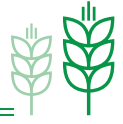
S. No.	Name of the Shareholders	Number of Shares held	Percentage of Paid up Share Capital
1	Mr. Satya Narain Agarwal	22,500	0.05%
2	Satya Narain Agarwal HUF	41,000	0.09%
3	Mr. Abhishek Dhanuka	83,000	0.17%
4	M/s. Hindon Mercantile Limited	Nil	Nil
5	M/s. Exclusive Leasing and Finance Limited	Nil	Nil
	TOTAL	1,46,500	0.31%

Mr. Satya Narain Agarwal is Karta of Satya Narain Agrawal HUF and Brother of Mr. Ram Gopal Agarwal, Chairman and Mr. Mahendra Kumar Dhanuka, Managing Director of the Company and Mr. Abhishek Dhanuka is nephew of Mr. Ram Gopal Agarwal, Chairman and Mr. Mahendra Kumar Dhanuka, Managing Director of the Company. They both are partner in M/s. Dhanuka Marketing Company which is a Commission Agent and Caretaker of the Company's operations in South and East Zone. They both are also Shareholder and Director of M/s. Dhanuka Private Limited, with which the Company has entered into 2 (Two) Lease Agreements, one for office cum godown and another for office purpose in Hyderabad, Telangana.

M/s. Hindon Mercantile Limited, is a Non-Banking Finance Company, is not a shareholder of the Company. It was the part of Promoter Group of Dhanuka Agritech Limited, however, there was change of Management taken place vide approval of Reserve Bank of India dated 20th March, 2019. Presently, Dhanuka Promoter is no-where involve in management, administration, and decision making and Board of the Company has also been changed with effect from 2nd September, 2019.

M/s. Exclusive Leasing and Finance Limited, is a Non-Banking Finance Company, is not a shareholder of the Company. It was the part of Promoter Group of Dhanuka Agritech Limited, however, there was change of Management taken place vide approval of Reserve Bank of India dated 27th December, 2018. Presently, Dhanuka Promoter is no-where involved in management, administration, and decision making and Board of the Company has also been changed with effect from 7th August, 2019.

The above referred promoters do not directly or indirectly



exercise control, over the affairs of the Company. They are also not holding any post of the Key Managerial Personnel in the Company. They also do not have any special rights through formal or informal; arrangements with the Company or Promoters or any person/ corporate in the Promoter Group.

In View of the explanations given by the applicants as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, 2015, the Board of Directors of the Company at their meeting held on 10th June, 2020, have approved the applications for reclassification received by the Company as above from Promoter group category to Public category subject to approval by the members and relevant regulatory authorities. As required, intimation has been sent to Stock Exchange(s) based on declaration received from the aforesaid persons/ entities except Mr. Satya Narain Agarwal, Satya Narain Agarwal HUF and Mr. Abhishek Dhanuka.

None of the concerned person/ entities, acting individually or in concert, directly or indirectly exercise control over the Management or affairs of the Company. Their shareholding does not exceed 1% of the total Share Capital of the Company.

Further, as per Rule 19A of the Securities Contracts (Regulations) Rules, 1957, the public shareholding as on the date of the Notice fulfils the minimum Public Shareholding requirement of at least 25% and the processed reclassification does not intend to increase the Public Shareholding to achieve compliance with the minimum Public Shareholding requirement.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Ram Gopal Agarwal, Chairman and Mr. Mahendra Kumar Dhanuka, Managing Director of the Company, being Brother of Mr. Satya Narain Agarwal are in any way interested or concerned in this Resolution.

Promoter seeking re-classification and person related to Promoter(s) seeking re-classification shall not vote to approve such re-classification request.

The Board hereby recommends the Resolution as set out at Item No. 6 for consideration and approval of Shareholders of the Company by way of Ordinary Resolution.

Item No. 7

Loan to Dhanuka Laboratories Limited (DLL)

Pursuant to the provisions of Section 185 of the Companies Act, 2013 as amended by Companies Amendment Act, 2017, the Company may advance any Loan including any Loan represented by a Book debt to any person in whom any of the Directors of the Company is interested subject to condition that Members approve the same by way of Special Resolution.

Members are hereby informed that Dhanuka Laboratories Limited (DLL) is a Related Party as Mr. Mahendra Kumar Dhanuka, Managing Director, Mr. Arun Kumar Dhanuka, Mr. Rahul Dhanuka, Executive Directors and Mr. Mridul Dhanuka, Non-executive Directors are common Directors in both the Companies and together hold more than 25% shareholding of DLL either directly or indirectly.

DLL is in requirement of funds for running its business operations in a more efficient manner. For this purpose, the Board of Directors on the basis of the recommendation of the Audit Committee, has approved granting of Loan up to Rs. 50 Crores (Rupees Fifty Crores only) to DLL in one or more tranches, at their Meeting held on 13th February, 2020. This approval is subject to approval of Members by way of Special Resolution.

This loan shall be utilized by M/s. Dhanuka Laboratories Limited for its principal business activities only and not for granting of further loan or investment purpose.

None of the Directors/ Key Managerial Personnel (KMP) and their relatives other than above named is any way concerned or interested in this resolution.

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

Item No. 8

Appointment of Mr. Siraj Azmat Chaudhry (DIN: 00161853) as an Independent Director of the Company

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors have appointed Mr. Siraj Azmat Chaudhry as Additional Director (Independent Category) in its meeting held on 22nd July, 2020. He shall hold office upto the date of 35th Annual General Meeting and is eligible for appointment as an Independent Director.

Mr. Siraj Azmat Chaudhary is an industry expert, thought leader and innovator in the agriculture and food industry. He is a key voice on issue concerning agriculture, food safety and nutrition and has worked extensively with industry, the social sector and the Government on related projects.

Mr. Siraj has over 32 years of experience in building, turning around, acquiring, and divesting businesses.

Presently he is Managing Director & CEO of National Collateral Management Services Limited and also serves as an Independent Directors on the Boards of Tata Consumer Products Limited and Tata Coffee Limited. Before this Mr. Siraj was the Chairman of Cargill India, the Indian arm of Cargill Inc, where he pioneered edible oil fortification as a practice, recognised by Fortune Magazine as a Change the World activity.

He is the currently the Co Chairman – FICCI Committee on



Agriculture. He has also been the Past Chairman of the National Committee on Food Processing at FICCI and National Committee on Food Processing at FICCI and the National Alliance for Edible Oil Fortification, a joint initiative by CII and GAIN to address malnutrition through food fortification.

He has also been past President of the Food Industry Skill Council under the NSDC. He has Chaired the Agriculture and Food Committee at American Chambers of Commerce and has also the Agriculture and Food Committee of USIBC in India.

Mr. Siraj is an eminent industry spokesperson and is a sought after key note speaker at prestigious events organized by FICCI, CII, IIM and other entities.

Mr. Siraj is not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given his consent to act as Director and has also given declaration that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Listing Regulations (as amended from time to time).

The Board of Directors is of the opinion that Mr. Chaudhry meets the criteria of Independence and fulfills the conditions for appointment as Independent Director in terms of Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013. He has also submitted his willingness to act as Director of Company.

Considering his rich experience and based on recommendation of the Nomination and Remuneration Committee in its meeting held on 22nd July, 2020, the Board requested to the Members to consider his candidature for Independent Director for first term of 5 (Five) consecutive years. Mr. Chaudhry shall hold office for a period of 5 (Five) consecutive years with effect from 22nd July, 2020.

The Company has received following documents from Mr. Siraj Azmat Chaudhry proposed to be appointed as an Independent Director:

- i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014.
- ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013.
- iii) A declaration to the effect that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The terms and conditions of his appointment shall be open for inspection by the Members at the registered office of the

Company during the normal business hours on any working day.

A copy of appointment letter of Mr. Chaudhry as an Independent Director, setting out his terms and conditions would be open for inspection by any member without any fee, at the Registered Office of the Company during normal business hours on any working day and shall also be available for inspection throughout the continuance of 35th Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Siraj Azmat Chaudhry are in any way interested or concerned in this Resolution.

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

Item No. 9

Change in designation of Mr. Mridul Dhanuka (DIN: 00199441) as Non-executive Director of the Company and change in his remuneration

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).

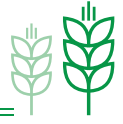
Mr. Mridul Dhanuka has been appointed as an Executive Director in M/s. Orchid Pharma Limited on 29th June, 2020. As a Director, he cannot hold the position of Executive Director in 2 (Two) Companies and therefore, Mr. Mridul Dhanuka has requested the Board to approve the change in designation from Executive Director to Non-Executive Director of M/s. Dhanuka Agritech Limited with effect from June 29, 2020.

Nomination and Remuneration Committee at its meeting held on 22nd July, 2020 has reviewed the said matter and recommended the Board for approval of change in designation and remuneration of Mr. Mridul Dhanuka.

The Board discussed the said matter at its meeting held on 22nd July, 2020 and decided that being Non-Executive Director he would not be entitled to monthly salary from the Company as approved by the Shareholder 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 and Mr. Mridul Dhanuka, subject to a maximum limit of 1% of the Net Profits of the Company as calculated under Section 198 of the Companies Act, 2013, subject to the approval of the Shareholders at the ensuing Annual General Meeting of the Company.

The Company has received following documents from Mr. Mridul Dhanuka for change in his designation as Non-executive Director of the Company:

- i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of



Directors) Rules, 2014.

- ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013.

The copy of the Agreement referred to in the Resolution is available for inspection of the Members at the Registered Office of the Company on any working day during business hours.

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

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

Item No. 10

Re-appointment of Mr. Sachin Kumar Bhartiya, Independent Director for a Second Term of 5 (Five) consecutive years on the Board of the Company

Section 149(10) of the Companies Act, 2013 provides that an Independent Director shall hold office for a term of up to 5 (Five) consecutive years on the Board and shall be eligible for re-appointment for Second Term of 5 (Five) consecutive years on passing a Special Resolution by the Company and disclosure of such appointment in its Boards' Report. Section 149(11) provides that an Independent Director may hold office for up to 2 (Two) consecutive terms.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreements with the stock exchanges, Mr. Sachin Kumar Bhartiya (DIN: 06883433) was appointed as an Independent Director on the Board of the Company for a period of 5 (Five) consecutive years from 9th February, 2016 till 8th February, 2021. He shall hold office as an Independent Director of the Company up to 9th February, 2021 ("First Term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Director, has recommended reappointment of Mr. Sachin Kumar Bhartiya as an Independent Directors for Second Term of 5 (Five) consecutive years on the Board of the Company. This appointment shall be effective from 9th February, 2021 up to 8th February, 2026. On the recommendation of the Nomination and Remuneration Committee, based upon the performance evaluation of Independent Director and the Board consider that, given his background, rich experience of diversified sector and contribution made by him during his

tenure, the continued association of Mr. Sachin Kumar Bhartiya would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, the Board has recommended reappointment of Mr. Sachin Kumar Bhartiya as an Independent Director of the Company, not liable to retire by rotation and for Second Term of 5 (Five) consecutive years on the Board of the Company effective from 9th February, 2021.

Section 149 of the Act and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an Independent Director of a Company shall meet the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013.

Mr. Bhartiya is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director and also given declaration that he meets with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Listing Regulations (as amended from time to time).

In the opinion of the Board, Mr. Bhartiya meets the criteria of Independence and qualifies for appointment as an Independent Director.

Details of Director whose re-appointment as an Independent Directors for Second Term are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulation and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India (ICSI).

The terms and conditions of his appointment shall be open for inspection by the Members at the registered office of the Company during the normal business hours on any working day.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Sachin Kumar Bhartiya are in any way interested or concerned in this Resolution.

The Board hereby recommends the Resolution as set out at Item No. 10 for consideration and approval of Shareholders of the Company by way of Special Resolution.

Item No. 11

Approval for Buyback of Equity Shares

With an objective of rewarding members holding equity shares of the Company, through return of surplus cash, the Board at their meeting held on July 22, 2020 has approved the proposal of recommending Buyback of Equity Shares as contained in the Resolution in the Notice. As per the relevant provisions of the Act and other applicable provisions of the Act and Buyback Regulations, the Explanatory Statement contains relevant and material information to enable the members holding Equity



Shares of the Company to consider and approve the Special Resolution on the Buyback of the Company's Equity Shares. Requisite details relating to the Buyback are given below:

1) Details of the Buyback

The Board at their meeting held on July 22, 2020 (“**Board Meeting**”) subject to the approval of the members of the Company by way of Special Resolution and subject to such approvals of such Statutory, Regulatory or Governmental Authorities as may be required under applicable laws, approved Buyback of the Equity Shares on a proportionate basis, subject to 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders in accordance with the provisions of the Buy-Back Regulations through the “Tender Offer” route as prescribed under the Buy-back Regulations and circulars issued thereunder, including the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circulars issued in relation thereto, including the circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, or such other mechanism as may be applicable on the Buy-Back through Tender Offer route and in accordance with the Act, the Companies (Share Capital and Debentures) Rules, 2014, Companies (Management and Administration) Rules, 2014, to the extent applicable, the SEBI Listing Regulations, the Buyback Regulations, as amended from time to time, not exceeding the Maximum Buyback Offer Price payable in cash for an aggregate amount not exceeding the Maximum Buyback Offer Size, being 14.27% of the total Paid-Up Equity Share Capital and Free Reserves of the Company based on the latest Standalone and Consolidated Audited Financial Statements of the Company respectively as at March 31, 2020 (being the date of the latest available Audited Standalone and Consolidated Financial Statements of the Company).

Since the Buyback is more than 10% of the total paid-up Equity Share capital and free reserves of the Company, in terms of Section 68(2)(b) of the Act, it is necessary to obtain the consent of the Members of the Company, for the Buyback, by way of a Special Resolution. Accordingly, the Company is seeking your consent for the aforesaid proposal as contained in the Resolution No. 11 provided in this Notice.

2) Necessity for the Buyback

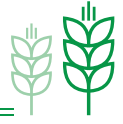
The objective of the Buyback is to return surplus cash to the members holding Equity Shares of the Company. The Board at its meeting held on July 22, 2020, considered the accumulated Free Reserves as well as the cash liquidity reflected in the audited accounts for the Financial Year ended March 31, 2020

and considering these, the Board decided to allocate a sum of not exceeding Rs. 100,00,00,000/- (Rupees One Hundred Crores only) for returning to the members holding Equity Shares of the Company through the Buyback. After considering several factors and benefits to the members holding Equity Shares of the Company, the Board decided to recommend Buyback for an aggregate amount not exceeding Rs. 100,00,00,000/- (Rupees One Hundred Crores only) and not exceeding the Maximum Buyback Offer Price. Buyback is a more efficient form of returning surplus cash to the members holding Equity Shares of the Company, inter-alia, for the following reasons:

- i. The Buyback will help the Company to return surplus cash to its members holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to members;
- ii. The Buyback, which is being implemented through the Tender Offer route as prescribed under the Buyback Regulations, would involve allocation of higher number of shares as per their entitlement or 15% of the number of shares to be bought back, reserved for the Small Shareholders. The Company believes that this reservation for Small Shareholders would benefit a large number of public shareholders, who would get classified as "Small Shareholder".
- iii. The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value;
- iv. The Buyback gives an option to the members holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment;
- v. Optimizes the capital structure.

3) Maximum number of securities that the Company proposes to Buyback

At Maximum Buyback Offer Price and Maximum Buyback Offer Size, the indicative maximum number of Equity Shares that can be bought back would be 10,00,000 (Ten Lakhs) fully Paid-Up Equity Shares, representing 2.10% of the total Paid-Up Equity Share capital of the Company. However the actual bought back Equity Shares may exceed the Indicative Maximum Buyback Shares, if the Buyback price fixed by the Board/Buyback Committee is less than the Maximum Buyback Offer Price, subject to number of Equity Shares bought back shall not exceed 25% of the total paid-up Equity Share capital of the Company and the amount utilized shall not exceed Maximum Buyback Offer Size.



4) Maximum Buyback Offer Price and the basis of arriving at the Maximum Buyback Offer Price

The Equity Shares of the Company are proposed to be bought back not exceeding the Maximum Buyback Offer Price. The Maximum Buyback Offer Price has been arrived at after considering various factors such as the average closing prices of the Equity Shares of the Company on stock exchanges where the Equity Shares of the Company are listed, the net worth of the Company and the impact of the Buyback on the Key Financial Ratios of the Company. The Maximum Buyback Offer Price represents (i) premium of 30.04% and 29.29% over the volume weighted average price of the Equity Shares on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") respectively, for 2 weeks preceding the date of intimation to the BSE and NSE for the Board Meeting to consider the proposal of the Buyback; (ii) premium of 22.93% and 22.90% over the closing market price of the Equity Shares on BSE and NSE respectively, as on the trading day preceding the date of prior intimation to BSE and NSE for the Board Meeting to consider the proposal of the Buyback; and (iii) premium of 21.97% and 21.82% over the closing market price of the Equity Shares on BSE and NSE respectively, as on the trading day preceding the date of the Board Meeting approving the Buyback.

5) Maximum amount required under the Buyback, its percentage of the total Paid-Up Equity Share Capital and Free Reserves and the sources of funds from which the Buyback would be financed

The maximum amount required under the Buyback will be not exceeding Rs. 100,00,00,000/- (Rupees One Hundred Crores only), being 14.27% of the total Paid-Up Equity Share Capital and Free Reserves of the Company based on the latest Standalone and Consolidated Audited Financial Statements of the Company respectively as at March 31, 2020 (being the date of the latest available Audited Standalone and Consolidated Financial Statements of the Company).

The Buyback would be financed out of Free Reserves of the Company. The Company shall transfer from its Free Reserves a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited balance sheet. The funds borrowed, if any, from Banks and Financial Institutions will not be used for the Buyback. The Company confirms that as required under Section 68(2)(d) of the Act, the ratio of the aggregate of Secured and Unsecured Debts owed by the Company shall be not more than twice the Paid-Up Capital and Free Reserves after the Buyback.

6) Method to be adopted for the Buyback

The Buyback shall be on a proportionate basis from all the members holding Equity Shares of the Company through the

"Tender Offer" route, as prescribed under the Buyback Regulations. The Buyback will be implemented in accordance with the Act and rules thereunder to the extent applicable and on such terms and conditions as may be deemed fit by the Company. As required under the Buyback Regulations, the Board/Buyback Committee will announce the Record Date for determining the Eligible Shareholders. In due course, each Eligible Shareholder as on the Record Date will receive a Letter of Offer along with a Tender/Offer Form indicating the entitlement of the shareholder for participating in the Buyback. The Equity Shares to be bought back as a part of the Buyback is divided in two categories:

- Reserved category for Small Shareholders; and
- General category for all other shareholders.

As defined in Regulation 2(i) (n) of the Buyback Regulations, a "Small Shareholder" is a shareholder who holds Equity Shares having market value, on the basis of closing price on recognized stock exchange in which highest trading volume in respect of such Equity Shares is recorded, as on Record Date, of not more than Rs. 2,00,000 (Rupees Two Lakhs only).

In accordance with the proviso to Regulation 6 of the Buyback Regulations, 15% (Fifteen Percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback. The Company believes that this reservation for Small Shareholders would benefit a large number of public shareholders, who would get classified as "Small Shareholder".

Based on the holding as on the Record Date, the Company will determine the entitlement of each shareholder to tender their shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the respective category to which such shareholder belongs.

Shareholders' participation in Buyback will be voluntary. Members holding Equity Shares of the Company can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. Members holding Equity Shares of the Company may also accept a part of their entitlement. Members holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.

The maximum Equity Shares tendered under the Buyback by



any shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date. The Equity Shares tendered as per the entitlement by shareholders holding Equity Shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations. The settlement of the Equity Shares tendered under the Buyback is expected to be done using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI's circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, or such other circulars or notifications, as may be applicable. The Company shall Buyback the Equity Shares tendered in physical form by Eligible Shareholders in terms of SEBI "FAQs - Tendering of physical shares in buy-back offer/ open offer/ exit offer/delisting" dated February 20, 2020.

Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the members holding Equity Shares of the Company as on the Record Date.

7) Time limit for completion of the Buyback

The Buyback is proposed to be completed within 12 months of the date of Special Resolution approving the proposed Buyback.

8) Compliance with Section 68(2)(c) of the Act

The aggregate Paid-Up Equity Share Capital and Free Reserves based on Consolidated Financial Results as on March 31, 2020 is Rs. 700.69 Crores (Rupees Seven Hundred Crores and Sixty Nine Lakhs only). Under the provisions of the Act, the funds deployed for the Buyback cannot exceed 25% of the aggregate of the Paid-Up Equity Share Capital and Free Reserves of the Company i.e. Rs. 175.17 Crores (Rupees One Hundred Seventy Five Crores and Seventeen Lakhs only). The maximum amount proposed to be utilized for the Buyback represents 14.27% of the total Paid-Up Equity Share Capital and Free Reserves of the Company based on the latest Standalone and Consolidated Audited Financial Statements of the Company respectively as at March 31, 2020 (being the date of the latest available Audited Standalone and Consolidated Financial Statements of the Company).

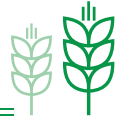
9) The aggregate shareholding of the Promoters and members of the Promoter Group and of the Directors of the Promoters, where the Promoter is a Company, Director, key managerial personnel and of persons who are in control of the Company as on the date of this notice:

S. No	Name of Shareholders	Number of Shares held	Percentage
1	Mr.Ram Gopal Agarwal	349148	0.73
2	Mr.Manish Dhanuka	275821	0.58
3	Mr.Rahul Dhanuka	212958	0.45
4	Mahendra Kumar Dhanuka HUF	180410	0.38
5	Mr.Abhishek Dhanuka	83000	0.17
6	Satya Narain Agarwal HUF	41000	0.09
7	Mr.Arun Kumar Dhanuka	37906	0.08
8	Smt.Akangsha Dhanuka	29629	0.06
9	Mr.Harsh Dhanuka	28665	0.06
10	Mr.Mahendra Kumar Dhanuka	28665	0.06
11	Smt.Megha Dhanuka	28665	0.06
12	Mr.Mridul Dhanuka	28665	0.06
13	Smt.Uma Dhanuka	28665	0.06
14	Smt.Urmila Dhanuka	28665	0.06
15	Smt.Madhuri Dhanuka	28407	0.06
16	Mr.Satya Narain Agarwal	22500	0.05
17	Smt.Seema Dhanuka	13215	0.03
18	Mr.Arjun Dhanuka	8799	0.02
19	Smt.Mamta Dhanuka	8522	0.02
20	Mridul Dhanuka HUF	52	0
21	Ram Gopal Agarwal HUF	52	0
22	Smt.Pushpa Dhanuka	19	0
23	Arun Kumar Dhanuka HUF	11	0
24	Gobind Lal Dhanuka HUF	10	0
25	M/s. Hindon Mercantile Limited	Nil	Nil
26	M/s. Golden Overseas Private Limited*	26	0
27	M/s. Exclusive Leasing and Finance Limited	Nil	Nil
28	Triveni Trust	29035413	61.03
29	Pushpa Dhanuka Trust	5184379	10.90

* Mr. Mahendra Kumar Dhanuka, Mr. Rahul Dhanuka and Smt. Megha Dhanuka are Directors in M/s Golden Overseas Private Limited.

10) Aggregate number of Equity Shares purchased or sold as well as minimum and maximum price at which such purchases and sales were made along with relevant dates by Promoters and members of Promoters Group and of the Directors of the Promoters, where the Promoter is a Company, Director, key managerial personnel and of persons who are in control of the Company for a period of six months preceding the date of the Board Meeting at which the Buyback was approved and till the date of this notice.

No Equity Shares of the Company have been purchase/sold by Promoters/any members of the Promoters Group, Directors of the Promoters, where the Promoter is a Company, Directors and Key Managerial Personnel of the Company during the period



from Six months preceding the date of the Board Meeting at which the Buyback was approved.

11) Intention of the Promoters and Members of Promoters Group of the Company to tender Equity Shares for Buyback indicating the number of Equity Shares, details of build-up with dates and price

The Promoters and members of Promoters Group of the Company except Mr. Abhishek Dhanuka vide their letter dated July 22, 2020, have expressed their intention to tender their Equity Shares in the Buyback. The said Promoters and members of Promoters Group intend to offer at least such number of Equity Shares which is equal to their respective pro rata entitlement under the Buyback. In addition, they may offer additional Equity Shares in the Buyback.

The Promoter and members of the Promoter Group (who have shown their intent to participate in proposed Buyback) have also undertaken that if, as a result of Buyback, the public

shareholding of the Company falls below 25% of the total paid-up Equity Share capital of the Company, the Promoter and members of the Promoter Group will reduce their shareholding such that minimum public shareholding of the Company remains at or above 25%, in the manner prescribed to comply with Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, second proviso to the Regulation 10 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Rule 19A of the Securities Contracts (Regulations) Rules 1957 and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/43/2018 dated February 22, 2018 prescribing the methods to achieve the minimum public shareholding in the Company.

Furtherance to the above intention of the Promoters and members of Promoter Group, the maximum number of Equity Shares that the Promoters and members of Promoter Group may tender are given in the table below:

S. No.	Name of the Shareholders	No. of Equity Shares held and maximum number of Equity Shares intended to be tendered
1	Mr.Ram Gopal Agarwal	349148
2	Mr.Manish Dhanuka	275821
3	Mr.Rahul Dhanuka	212958
4	Mahendra Kumar Dhanuka HUF	180410
5	Satya Narain Agarwal HUF	41000
6	Mr.Arun Kumar Dhanuka	37906
7	Smt.Akangsha Dhanuka	29629
8	Mr.Harsh Dhanuka	28665
9	Mr.Mahendra Kumar Dhanuka	28665
10	Smt.Megha Dhanuka	28665
11	Mr.Mridul Dhanuka	28665
12	Smt.Uma Dhanuka	28665
13	Smt.Urmila Dhanuka	28665
14	Smt.Madhuri Dhanuka	28407
15	Mr.Satya Narain Agarwal	22500
16	Smt.Seema Dhanuka	13215
17	Mr.Arjun Dhanuka	8799
18	Smt.Mamta Dhanuka	8522
19	Mridul Dhanuka HUF	52
20	Ram Gopal Agarwal HUF	52
21	Smt.Pushpa Dhanuka	19
22	Arun Kumar Dhanuka HUF	11
23	Gobind Lal Dhanuka HUF	10
24	M/s. Golden Overseas Private Limited	26
25	Triveni Trust	29035413
26	Pushpa Dhanuka Trust	5184379



Details of build-up of the Equity Shares that the Promoters and members of Promoter Group intend to tender under Buyback are set-out below:

S. No.	Name of the Shareholders	Date of transaction	Type of transaction	No of Equity Shares	Amount of consideration (Rs.)
1	Mr. Ram Gopal Agarwal	23.05.2007	Scheme of Arrangement*	194000	388000
		02.12.2015	Scheme of Arrangement#	185753	60000
		22.03.2017	Buyback	(18334)	15583990
		15.02.2019	Buyback	(12271)	6749050
2	Mr. Manish Dhanuka	25.05.2007	Scheme of arrangement*	285900	448800
		02.12.2015	Scheme of arrangement#	44212	1074980
		22.03.2017	Buyback	(15937)	13546450
		20.06.2017	Post Buyback offer for sale	(9800)	8132513
		15.02.2019	Buyback	(9146)	5030300
		23.04.2019	Post Buyback Offer for sale	(535)	205975
		24.04.2019	Post Buyback Offer for sale	(601)	232587
		30.04.2019	Post Buyback Offer for sale	(1038)	389250
3	Mr. Rahul Dhanuka	03.05.2019	Post Buyback Offer for sale	(17234)	6471367
		23.05.2007	Scheme of arrangement*	350535	701070
		02.12.2015	Scheme of arrangement#	30959	10000
		22.03.2017	Buyback	(18419)	15656150
		20.06.2017	Post Buyback Offer for sale	(30292)	25203549
		21.06.2017	Post Buyback Offer for sale	(4455)	3816554
		15.02.2019	Buyback	(11370)	6253500
		23.04.2019	Post Buyback Offer for sale	(1000)	385053
4	Mr. Arun Kumar Dhanuka	24.04.2019	Post Buyback Offer for sale	(2961)	1136714
		02.05.2019	Post Buyback Offer for sale	(50000)	18835000
		03.05.2019	Post Buyback Offer for sale	(50039)	18789645
		02.12.2015	Scheme of arrangement#	39607	1066650
		22.03.2017	Buyback	(643)	546550
5	Mrs. Akangsha Dhanuka	15.02.2019	Buyback	(1058)	581900
		02.12.2015	Scheme of arrangement#	30959	10000
		22.03.2017	Buyback	(503)	427550
6	Mr. Harsh Dhanuka	15.02.2019	Buyback	(827)	454850
		02.12.2015	Scheme of arrangement#	30959	10000
		22.03.2017	Buyback	(1494)	1269900
7	Mr. Mahendra Kumar Dhanuka	15.02.2019	Buyback	(800)	440000
		02.12.2015	Scheme of arrangement#	30959	10000
		22.03.2017	Buyback	(1494)	1269900
8	Mrs. Megha Dhanuka	15.02.2019	Buyback	(800)	440000
		02.12.2015	Scheme of arrangement#	30959	10000
		22.03.2017	Buyback	(1494)	1269900
9	Mr. Mridul Dhanuka	15.02.2019	Buyback	(800)	440000
		02.12.2015	Scheme of arrangement#	30959	10000
		22.03.2017	Buyback	(1494)	1269900
10	Mrs. Uma Dhanuka	15.02.2019	Buyback	(800)	440000
		02.12.2015	Scheme of arrangement#	30959	10000
		22.03.2017	Buyback	(1494)	1269900
11	Mrs. Urmila Dhanuka	15.02.2019	Buyback	(800)	440000
		02.12.2015	Scheme of arrangement #	30959	10000
		22.03.2017	Buyback	(1494)	1269900
12	Mrs. Madhuri Dhanuka	15.02.2019	Buyback	(800)	440000
		02.12.2015	Scheme of arrangement#	30680	9910
		22.03.2017	Buyback	(1480)	1258000
		15.02.2019	Buyback	(793)	436150

S. No.	Name of the Shareholders	Date of transaction	Type of transaction	No of Equity Shares	Amount of consideration (Rs.)
13	Mr. Satya Narain Agarwal	02.03.1986	Public Issue	250	2500
		23.07.1986	Public Issue	2000	22500
		18.05.1993	Right Issue	2250	22500
		04.09.2010	The Company Split its Each Equity Share having face value of Rs. 10 each into 5 Equity Shares of Face Value Rs. 2/- on 4th September, 2010. Therefore my holding has become 4500*5=22,500 Equity Shares of face value of Rs. 2 each		
14	Mrs. Seema Dhanuka	02.12.2015	Scheme of arrangement#	13808	24980
		22.03.2017	Buyback	(224)	190400
		15.02.2019	Buyback	(369)	202950
15	Mr. Arjun Dhanuka	02.12.2015	Scheme of arrangement#	9209	16660
		22.03.2017	Buyback	(165)	140250
		15.02.2019	Buyback	(245)	134750
16	Mrs. Mamta Dhanuka	02.12.2015	Scheme of arrangement#	9204	20
		22.03.2017	Buyback	(444)	377400
		15.02.2019	Buyback	(238)	130900
17	Mrs. Pushpa Dhanuka	02.12.2015	Scheme of arrangement#	22	20
		22.03.2017	Buyback	(3)	2550
		15.02.2019	Buyback	Nil	-
18	M/s. Golden Overseas Private Limited	02.12.2015	Scheme of arrangement#	31	10
		22.03.2017	Buyback	(5)	4250
		15.02.2019	Buyback	Nil	-
19	Mahendra Kumar Dhanuka HUF	23.05.2007	Scheme of arrangement*	40000	80000
		02.12.2015	Scheme of arrangement#	154856	20
		22.03.2017	Buyback	(9407)	7995950
		15.02.2019	Buyback	(5039)	2771450
20	Mr. Satya Narain Agarwal HUF	02.03.1986	Public Issue	2100	21000
		23.07.1986	Public Issue	2000	20000
		18.05.1993	Right Issue	4100	41000
		04.09.2010	The Company Split its Each Equity Share having face value of Rs. 10 each into 5 Equity Shares of Face Value Rs. 2/- on 4th September, 2010. Therefore my holding has become 8200*5=41,000 Equity Shares of face value of Rs. 2 each.		
21	Mridul Dhanuka HUF	02.12.2015	Scheme of arrangement#	62	20
		22.03.2017	Buyback	(10)	8500
		15.02.2019	Buyback	Nil	-
22	Ram Gopal Agarwal HUF	02.12.2015	Scheme of arrangement#	62	20
		22.03.2017	Buyback	(10)	8500
		15.02.2019	Buyback	Nil	-
23	Arun Kumar Dhanuka HUF	02.12.2015	Scheme of arrangement#	11	20
		22.03.2017	Buyback	Nil	-
		15.02.2019	Buyback	Nil	-
24	Gobind Lal Dhanuka HUF	02.12.2015	Scheme of arrangement#	11	20
		22.03.2017	Buyback	(1)	850
		15.02.2019	Buyback	Nil	-
25	Pushpa Dhanuka Trust	23.05.2007	Scheme of Arrangement*	285900	448800
		02.12.2015	Scheme of arrangement#	5417266	9800000
		22.03.2017	Buyback	(88072)	74861200
		15.02.2019	Buyback	(144815)	79648250
26	Triveni Trust	02.12.2015	Scheme of arrangement#	30339712	9800000
		22.03.2017	Buyback	(493254)	419265900
		15.02.2019	Buyback	(811045)	446074750

*Pursuant to Scheme of Amalgamation of M/s. Northern Minerals Limited with the Company.

#Pursuant to Comprehensive Scheme of Amalgamation of M/s. A.M. Bros. Fintrade Pvt. Ltd. and M/s. Dhanuka Finvest Pvt. Ltd. with the Company.



12) The Company hereby confirms that there are no defaults (either in the past or subsisting) subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking Company.

13) Confirmation from the Board

The Board confirms that it has made a full enquiry into the affairs and prospects of the Company and after taking into account the financial position of the Company and also considering all contingent liabilities and has formed an opinion that:

- i. That immediately following the date of the Board Meeting held on July 22, 2020 approving the Buyback and the date on which the results of the Shareholders' Resolution in the ensuing Annual General Meeting of the Company with regard to the Buyback are declared ("**Special Resolution**"), there will be no grounds on which the Company can be found unable to pay its debts;
- ii. That as regards the Company's prospects for the year immediately following the date of the Board Meeting held on July 22, 2020 approving the Buyback and the date on which the results of the Shareholders' Resolution in the Annual General Meeting of the Company with regard to the Buyback are declared, and having regard to Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from date of the Board Meeting approving the Buyback and the date of the Special Resolution ;
- iii. In forming the opinion aforesaid, the Board has taken into account the liabilities as if the Company is being wound up under the provisions of the Companies Act, 1956 or Companies Act, 2013 and the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities).

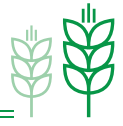
14) Confirmation from the Company as per the provisions of the Buyback Regulations and the Act:

The Board confirms that:

- (i) All Equity Shares of the Company are Fully Paid-Up;
- (ii) The Company shall not issue any Equity Shares or other securities from the date of this Resolution including by way of Bonus Issue till the expiry of the Buyback period i.e. date on which the payment of consideration to Shareholders

who have accepted the Buyback is made in accordance with the Act and the Buyback Regulations;

- (iii) As per Regulation 24(i)(f) of the Buyback Regulations read with SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2020/69 dated April 23, 2020, the Company shall not raise further capital for a period of six months from the expiry of the Buyback period i.e. the date on which the payment of consideration to Shareholders who have accepted the Buyback offer is made except in discharge of subsisting obligations;
- (iv) The Company shall not Buyback its Equity Shares or other specified securities from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- (v) The Maximum Buyback Offer Size i.e. Rs. 100,00,00,000/- (Rupees One Hundred Crores only) does not exceed 25% of the aggregate of the Paid-Up Capital and Free Reserves as per the latest available Standalone and Consolidated Audited Financial Statements of the Company as on March 31, 2020;
- (vi) The maximum number of Equity Shares proposed to be bought back under the Buyback will not exceed 25% of the total number of Equity shares in the total Paid-Up Equity Share Capital of the Company;
- (vii) There are no pending schemes of amalgamation or compromise or arrangement pursuant to the Act ("**Scheme**") involving the Company, and no public announcement of the Buyback shall be made during pendency of any such Scheme;
- (viii) The Company shall not make any further offer of Buyback within a period of one year reckoned from the expiry of the Buyback period i.e. date on which the payment of consideration to shareholders who have accepted the Buyback offer is made;
- (ix) The Company shall not withdraw the Buyback offer after The draft letter of offer is filed with the SEBI or the public announcement of the offer of the Buyback is made
- (x) The Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Act and/or the Buyback Regulations and any other applicable laws;
- (xi) The Company shall not utilize any money borrowed from banks or financial institutions for the purpose of Buyback of its shares;
- (xii) The Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Act;
- (xiii) The Company will not Buyback Equity Shares which are



- locked-in or non-transferable, until the pendency of such lock-in, or until the time the Equity Shares become transferable, as applicable;
- (xiv) The ratio of the aggregate of Secured and Unsecured debts owed by the Company after the Buyback shall not be more than twice its Paid-Up Equity Share Capital and Free Reserves, based on both, Audited Standalone and Consolidated Financials of the Company;
 - (xv) The Company shall transfer from its Free Reserves or Securities Premium account and/ or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent Audited Financial Statements;
 - (xvi) The Special Resolution approving the Buyback will be valid for a maximum period of one year from the date of passing the Shareholders Resolution (or such extended period as may be permitted under the Act or the Buyback Regulations or by the Appropriate Authorities). The exact time table for the Buyback shall be decided by the Buyback Committee within the above time limits;
 - (xvii) The Equity Shares bought back by the Company will be compulsorily extinguished and will not be held for reissuance;
 - (xviii) The Company shall not directly or indirectly purchase its own shares or other specified securities:
 - a. through any subsidiary Company including its own subsidiary companies; and
 - b. through any investment Company or group of investment companies;
 - (xix) The Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the Buyback Regulations and the Act within 7 (seven) days of the last date of completion of the Buyback;
 - (xx) As per Regulation 24(i)(e) of the Buyback Regulations, the Promoter and Members of Promoter Group, and/or their Associates, shall not deal in the Equity Shares or other specified securities of the Company either through the Stock Exchanges or off-market transactions (including inter-se transfer of Equity Shares among the Promoter and members of Promoter group) from the date of passing the Special Resolution in ensuing Annual General Meeting till the closure of the Buyback, other than participation in the Buyback;
 - (xxi) The statements contained in all the relevant documents in relation to the Buyback shall be true, material and

factual and shall not contain any mis-statements or misleading information;

- (xxii) Post Buyback, if Promoters and Members of Promoter Group shareholding is anticipated to exceed the threshold resulting in fall in minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations, then the Promoters and Members of Promoter Group shall ensure the compliance with the requirement of minimum public shareholding requirements of the Company after the Buyback;
- (xxiii) The Company shall Buyback the Equity Shares held in physical form from Eligible Shareholders in terms of SEBI “FAQs - Tendering of physical shares in buy-back offer/ open offer/ exit offer/delisting” dated February 20, 2020.

15) Report addressed to the Board by the Statutory Auditors of the Company on permissible capital payment and opinion formed by Directors regarding insolvency

The text of the Report dated July 22, 2020 received from M/s S.S. Kothari Mehta & Co., Chartered Accountants, Statutory Auditors of the Company, addressed to the Board is attached at the end of this Explanatory Statement as **Annexure 1**.

None of the Directors, or any Key Managerial Personnel of the Company or their relatives is, in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

In the opinion of the Board, the proposal for Buyback is in the interest of the Company and its members holding Equity Shares of the Company, The Director, therefore recommend passing of the Special Resolution as set out at Item No. 11 in this Notice.



Independent Auditor's Report on Buyback of shares pursuant to the requirement of Schedule I of Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, as amended

**The Board of Directors
Dhanuka Agritech Limited
82, Abhinash Mansion Joshi Road,
Karol Bagh,**

New Delhi - 110 005

1. This Report is issued in accordance with the terms of our service scope letter dated July 19, 2020 with Dhanuka Agritech Limited (hereinafter the "**Company**").
2. The Board of Directors of the Company have approved a proposal to Buyback its equity shares at its meeting held on July 22, 2020, which is subject to approval of shareholders of the Company, in pursuance of the provisions of Section 68 and 70 of the Companies Act, 2013 (the "**Act**") and Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "**Buyback Regulations**"). We have been engaged by the Company to perform a reasonable assurance engagement on the Statement of permissible capital payment towards buyback of equity shares (the "**Statement**"), which we have signed for identification purposes only.

Board of Directors Responsibility for the Statement

3. The preparation of the Statement is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Board of Directors are responsible to make a full inquiry into the affairs of the Company and public announcement, letter of offer, post offer public advertisement, addendum and corrigendum, if any issued to shareholders of the Company ("**Offer Document**") and to form an opinion that the Company will not be rendered insolvent within a period of one year from the date of meeting of the Board of Directors approving the Buyback i.e. July 22, 2020 (hereinafter referred as the "**Date of the Board Meeting**") and the date on which the results of the shareholders' resolution in the ensuing annual general meeting with regard to the proposed Buyback are declared and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code, 2016.

Auditor's Responsibility

5. Pursuant to the requirements of the Buyback Regulations, it is our responsibility to provide reasonable assurance on the following "**Reporting Criteria**":
 - (i) Whether we have inquired into the state of affairs of the Company;
 - (ii) Whether the amount of capital payment for the buyback is within the permissible limit and computed in accordance with the provisions of Section 68 of the Act and Regulation 4(i) of the Buyback Regulations;

- (iii) Whether the Board of Directors has formed the opinion, as specified in Clause (x) of Schedule I to the Buyback Regulations, on a reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from the Date of Board Meeting approving the Buyback and the date on which the results of the shareholders' resolution in the ensuing annual general meeting with regard to the proposed Buyback are declared;
 - (iv) Whether we are aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.
6. We have also been informed that proposed Buyback of shares is through the tender offer and is subject to the approval of shareholders of the Company by special resolution at the ensuing annual general meeting.
 7. The standalone and consolidated financial statements (hereinafter referred as "**Financial Statements**") as at and for the year ended March 31, 2020 have been audited by us, on which we issued an unmodified audit opinion vide our report dated June 10, 2020. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ("ICAI"). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
 8. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
 9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
 10. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting criteria mention in paragraph 5 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the Reporting Criteria. We have performed the following procedures in relation to the Statement:
 - i) We have inquired into the state of affairs of the Company;
 - ii) Examined authorization for buyback from the Articles of Association of the Company;
 - iii) Examined that the amount of capital payment for the buyback as detailed in Annexure A is within permissible limit computed in accordance with section 68 of the Act and Regulation 4(i) of the Buyback Regulations;

- iv) Examined that the ratio of debt owned by the Company, if any, is not more than twice the capital and its free reserve after such buyback;
- v) Examined that all shares for buyback are fully paid-up;
- vi) Examined resolutions passed in the meetings of the Board of Directors;
- vii) Examined Director's declarations for the purpose of Buyback and solvency of the Company;
- viii) Obtained necessary representations from the management of the Company.

Opinion

11. Based on our examination as above, and the information and explanations given to us, we state that we have inquired in to the state of affairs of the Company and in our opinion,
 - (i) the Statement of permissible capital payment towards buyback of equity shares, as stated in Annexure A, is in our view properly determined in accordance with section 68 of the Act and Regulation 4(i) of the Buyback Regulations; and
 - (ii) the Board of Directors, in their meeting held on July 22, 2020, have formed the opinion, as specified in clause (x) of Schedule I of the Buyback Regulations, on reasonable grounds, that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the Date of the Board Meeting approving the Buyback and the date on which the results of the shareholders' resolution in the ensuing annual general meeting with regard to the proposed Buyback are declared and we are not aware of anything to indicate that

the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the said declaration is unreasonable in circumstances as at the date of the declaration.

Restriction on Use

12. The certificate is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Buyback Regulations solely to enable them to include it, (a) in the explanatory statement to be included to the notice for special resolution, the public announcement, draft letter of offer and letter of offer to be sent to the shareholders of the Company, (b) to be filed with the Securities and Exchange Board of India, the BSE Limited, National Stock Exchange of India Limited, the Registrar of Companies, Delhi as required by the Buyback Regulations, the National Securities Depository Limited and the Central Depository Securities (India) Limited, and (c) to be provided to the Emkay Global Financial Services Limited ("**Manager to Buyback**") and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For **S.S. Kothari Mehta & Company**

Chartered Accountants

Firm Registration No. 000756N

Sd/-

Yogesh K. Gupta

Partner

Membership Number: 093214

Unique Document Identification Number: 20093214AAACA1348

Place : Faridabad

Date: 22 July, 2020



Annexure A

Statement of permissible capital payment towards Buyback of equity shares in accordance with section 68 of the Act and the Buyback Regulations based on the audited standalone and consolidated financial statements as at and for the year ended March 31, 2020 prepared in accordance with Indian Accounting Standards prescribed under Section 133 of the Act, read with the relevant rules issued thereunder

(₹ In Lacs)

Particulars as on March 31, 2020		Amount as per standalone financial statements	Amount as per consolidated financial statements
Paid up equity share capital	A	951.57	951.57
<u>Free reserves*</u>			
Retained earnings	B	69,673.90	69,662.25
Less : Adjustments as per definition of free reserves as per section 2(43) of the Act			
Fair value gain on investments classified at Fair value through Profit and Loss	(i)	728.67	728.67
Tax Impact of above adjustment	(ii)	(183.39)	(183.39)
Total adjustments	C = (i + ii)	545.28	545.28
Total free reserves*	D = (B - C)	69,128.62	69,116.97
Total paid up capital and free reserves	E = (A+D)	70,080.19	70,068.54
Permissible capital payment in accordance with section 68(2)(b) of the Act (25% of the total paid-up Equity Share capital and free reserves)	25% of E	17,520.05	17,517.14
Maximum amount permitted by Board resolution dated July 22, 2020 approving Buyback, based on the Financial Statements for the year ended March 31, 2020		10,000.00	10,000.00
Maximum Buyback size as a percentage of total paid-up Equity Share capital and free reserves		14.27%	14.27%

* Free reserves as defined in Section 2(43) of the Act read along with Explanation II provided in Section 68 of the Act, as amended.

For S.S. Kothari Mehta & Company

Chartered Accountants
Firm Registration No. 000756N

Sd/-

Yogesh K. Gupta

Partner

Membership Number: 093214

Unique Document Identification Number: 20093214AAACA1348

Place : Faridabad

Date: 22 July, 2020

Annexure to 35th Annual General Meeting Notice dated 22nd July, 2020

Details of the Directors Retiring by Rotation/ Seeking Appointment/ Re-Appointment at the 35th Annual General Meeting of M/s. Dhanuka Agritech Limited.

Particulars	Mr. Ram Gopal Agarwal	Mr. Mridul Dhanuka	Mr. Siraj Azmat Chaudhry	Mr. Sachin Kumar Bhartiya
Age	71 years	39 years	53 years	42 years
Qualification	He holds a Bachelor's Degree in Commerce from Delhi University in 1968.	He holds a B. Tech Degree in Chemical Engineering & done M.B.A. from NITIE, Mumbai.	He holds a Bachelor's Degree in Commerce from Sri Ram College of Commerce (SRCC), Delhi University and also hold and MBA degree from Indian Institute of Foreign Trade (IIFT).	He is a Fellow Chartered Accountant. He also holds a Degree in Bachelor of Commerce from University of Calcutta.
Experience (Including expertise in specific functional area)/ Brief Resume	<p>He has a distinguished corporate career of 52 years. He is a decisive and action oriented visionary who took over a sick pesticide Company named Northern Mineral Pvt. Ltd. in 1980 to transform it into 1100 Crores. Organization called Dhanuka Agritech Ltd. His deep commitment and inspiring leadership in initial turbulent days is an example worth inculcating. His passion to contribute to Indian Agriculture is commendable. His ability to prioritize and deal effectively with a number of tasks simultaneously reinforced with the skills to make effective decisions, has metamorphosed the business venture into one of the fastest growing agrochemical Company in India which is rated thrice as 'Best under a Billion Company' by Forbes magazine. His rich and invaluable experience of over last Five decades in Agrochemical Industry has contributed immensely in the growth of the Company and added much needed expertise to the Board. He mentors and gives strategic direction to the team. In order to achieve his aspiration of "Transforming India through Agriculture" he has dedicated himself to bring changes in Agrochemicals Industry and the farming community. His contribution for adopting newer farming techniques at the grass root level, judicious use of agro chemicals in farming and imparting knowledge through his nationwide network of distributors and Dhanuka Doctors in field has resulted in the overall prosperity of farmers. Shri RG Agarwal has been the past Chairman of CCFI, (Crop Care Federation of India) the apex Chamber of all Indian Agrochemical majors.</p> <p>He is also Chairman in Advisory Committee of AGRO Chemicals</p>	<p>He has a distinguished corporate career of 15 years. He is associated with Dhanuka since 2005. His technical expertise has supported to enlarge 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 the profitability. As Director Operations he was 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 was able to expand its production facilities, setting up a state of art world class manufacturing facility at Keshwana. He was responsible to 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 in the profitability of the Company. Continuing the legacy, presently he is leading major projects of the organization bringing Dhanuka closer to its aspiration of "Transforming India through Agriculture".</p>	<p>He has over 32 years of experience in building, turning around, acquiring, and divesting businesses.</p> <p>He is an industry expert, thought leader and innovator in the agriculture and food industry. He is a key voice on issue concerning agriculture, food safety and nutrition and has worked extensively with industry, the social sector and the Government on related projects.</p> <p>Presently he is Managing Director & CEO of National Collateral Management Services Limited and also serves as an Independent Directors on the Boards of Tata Consumer Products Limited and Tata Coffee Limited. Before this he was the Chairman of Cargill India, the Indian arm of Cargill Inc, where he pioneered edible oil fortification as a practice, recognised by Fortune Magazine as a Change The World activity.</p> <p>He is the currently the Co Chairman – FICCI Committee on Agriculture. He has also been the Past Chairman of the National Committee on Food Processing at FICCI and National Committee on Food Processing at FICCI and the National Alliance for Edible Oil Fortification, a joint initiative by CII and GAIN to address malnutrition through food fortification.</p> <p>He has also been past President of the Food Industry Skill Council under the NSDC. He has chaired the Agriculture and Food Committee at American Chambers of Commerce and as also the Agriculture and Food Committee of USIBC in India.</p>	<p>He is having more than 18 years of experience in capital market advising and investing in mid-market corporates. He is Partner at Lighthouse Funds, an India dedicated mid-market focused private equity fund. At Lighthouse, he leads agri and consumer verticals. He was also involved in fund's investments in Shaily Engineering (plastic product Company), Unibic Biscuits (premium cookies Company) and Suraksha Diagnostics (eastern India focused diagnostics chain) and held board positions there as well. His multi-dimensional knowledge of finance, accounts, investment & capital market has been tremendously helpful in Dhanuka's Financial Management and Growth.</p>



Particulars	Mr. Ram Gopal Agarwal	Mr. Mridul Dhanuka	Mr. Siraj Azmat Chaudhry	Mr. Sachin Kumar Bhartiya
	Federation of India. Shri RG Agarwal, Group Chairman, has been bestowed with many Awards for his tremendous contribution in Agro Industry like " Life Time Achievement Award " by Agri Business Summit & Agri Awards 2019, " Distinguished Contribution to Indian Agrochemicals Industry " during India Chem 2016 International Conference organised by FICCI etc. He is also associated with some of the highly recognized establishments of the country as Chairman, Sub-Committee (Crop Protection Chemicals) of Federation of Indian Chambers of Commerce and Industry (FICCI), Chairman Advisory Committee Crop Life India & Member of Agro Chemical Federation of India.		He is an eminent industry spokesperson and is a sought after key note speaker at prestigious events organized by FICCI, CII, IIM and other entities.	
Terms and Conditions of appointment/ Re-appointment	As per the resolution passed by Shareholders in Annual General Meeting held on 10 th August, 2017.	As per the resolution passed by Shareholders in Annual General Meeting held on 11 th August, 2016.	On the recommendation of Nomination and Remuneration Committee, the Board in its meeting held on 22 nd July, 2020 has appointed Mr. Siraj Azmat Chaudhry as Additional Director under the category of Independent Director for a term of 5 (Five) consecutive years effective from 22 nd July, 2020, subject to approval of the Shareholders at the ensuing Annual General Meeting going to be held on 15 th September, 2020.	As per the resolutions passed by the shareholders in Annual General Meeting held on 11 th August, 2016
Remuneration last drawn (including sitting fees, if any)	Rs. 417.23 Lacs	Rs. 261.53 Lacs	Not Applicable	Not Applicable
Remuneration proposed to be paid	As per existing terms and conditions.	Only Commission to be paid at maximum of 1% of the total Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013, as mutually decided by the Board and Mr. Mridul Dhanuka of the Company.	Not Applicable	Not Applicable
Date of First Appointment on the Board	10.03.1992	23.05.2011	22.07.2020	09.02.2016
Shareholding in the Company as on 31st March, 2020	3,49,148	28,665	Nil	Nil

Particulars	Mr. Ram Gopal Agarwal	Mr. Mridul Dhanuka	Mr. Siraj Azmat Chaudhry	Mr. Sachin Kumar Bhartiya
Relationship with other Directors/ Key managerial Personnel	Father of Mr. Rahul Dhanuka, Whole time Director, Brother of Mr. Mahendra Kumar Dhanuka, Managing Director and Cousin of Mr. Arun Kumar Dhanuka, Whole time Director of the Company.	Son of Mr. Mahendra Kumar Dhanuka, Managing Director and Brother of Mr. Harsh Dhanuka, Whole-time Director of the Company.	None of the Director and Key Managerial Personnel is related to Mr. Siraj Azmat Chaudhry.	None of the Director and Key Managerial Personnel is related to Mr. Sachin Kumar Bhartiya.
Number of Meetings of Board attended during the year	4	3	Not Applicable	2
Directorship of other Boards as on 31st March, 2020	<ul style="list-style-type: none"> M/s H D Realtors Private Limited M/s. Orchid Pharma Limited 	<ul style="list-style-type: none"> M/s. Dhanuka Laboratories Limited M/s. M D Buildtech Private Limited M/s. Dhanuka Infotech Private Limited Dhanuka Agri-Solution Private Limited- incorporated at Bangladesh M/s. Orchid Pharma Limited 	<ul style="list-style-type: none"> M/s. National Collateral Management Services Limited M/s. TATA Coffee Limited M/s. TATA Consumer Products Limited M/s. NCML Mktyard Private Limited M/s. NCML Finance Private Limited M/s. NCML Agribusiness Consultants Private Limited M/s. Arboreal Bio Innovations Private Limited 	<ul style="list-style-type: none"> M/s. Bikaji Foods International Limited M/s. LightHouse Advisors (India) Private Limited M/s. Bombay Central Holdings and Trading Co. Private Limited M/s. Indian Herbs Specialties Private Limited M/s. Stylam Industries Limited M/s. ploutus Advisors India Private Limited
Membership/ Chairmanship of Committees of the Boards as on 31st March, 2020	Dhanuka Agritech Limited Corporate Social Responsibility Committee- Chairman	Orchid Pharma Limited Audit Committee - Member	Nil	Dhanuka Agritech Limited Audit Committee- Member Nomination and Remuneration Committee- Member

ECS Mandate Form

Dear Shareholder,

You are hereby requested to update the particulars of your Bank Account, to enable us to electronically transfer Dividend, if any, directly into your Bank Account. In terms of SEBI Circular No. SEBI/HO/MIRSD/DOPI/CIR/P/2018/73 dated 20th April, 2018, you are requested to get your Bank Account details updated at the earliest so as to enable the Company to transfer all your Unpaid Dividend and all future Dividends directly into your Account. It will ensure speedy payment of Dividend directly into your Bank Account. Further, an intimation of credit of Dividend amount into your Bank Account will be provided by us. You are requested to submit the following.

1. For Shares held in electronic form: Submit duly filled and signed ECS Mandate form along with a photocopy of cancelled cheque of the Bank Account, in which you want Dividend to be transferred; to your Depository Participant (where you hold your Demat Account).

2. For Shares held in physical form: Submit duly filled and signed ECS Mandate form along with a photocopy of cancelled cheque of the Bank Account, in which you want Dividend to be transferred and a self-attested copy of PAN to the Company's Registrar and Transfer Agent (RTA), M/s Abhipra Capital Limited.

If Shares held in PHYSICAL mode: Please fill and sign this form and send it to the Registrar (RTA) of the Company

**Unit: Dhanuka Agritech Limited
Abhipra Capital Limited
Abhipra Complex,
A-387, Dilkush Industrial Area,
G.T. Karnal Road, Azadpur,
Delhi – 110 033**

If Shares held in PHYSICAL mode: Please fill and sign this form and send it to the Registrar (RTA) of the Company

If Shares held in ELECTRONIC mode: Please fill and sign this form and send it to your Depository Participant (DP)

Dear Sir/Madam,

Change in Mode of Payment to ECS

I hereby consent to have the amount of Dividend on my Equity Share(s) credited through the Electronic Clearing Service [ECS] facility. The particulars are:

1. Folio No. / DPID-Client ID No.:
(Folio No. given in Equity Share Certificate(s)/ Client ID No. given by your DPs)
2. Shareholder's Name: Mr./ Ms./ M/s.:
3. Shareholder's Address:
4. Particulars of the Bank:
 - Bank & Branch Name and Address:
 - Telephone Number of Bank:
 - The nine-digit Code Number of the Bank and Branch appearing on the MICR Cheque issued by the Bank:
 - IFSC Code:
 - (Please attach a photocopy of a cheque or a cancelled bank cheque issued by your Bank for verification) Account Type (please ✓) Savings Current Cash Credit
 - Account Number (as appearing on the cheque book):
5. Date from which the Mandate should be effective:

I hereby declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons of incomplete or incorrect information being furnished by me, I would not hold the Company/Registrar & Transfer Agent of the Company responsible. I also undertake to inform the DP/Company/Registrar & Transfer Agent in writing, of any further change in the particulars of my Bank Account to facilitate updation of records for the purpose of credit of the Dividend amount through ECS.

Signature of the first/sole Shareholder
Encl: Cancelled Cheque and PAN (Self Attested)