

21st November, 2023

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

Corporate Relationship Department
BSE Ltd.
1st Floor New Trading, Rotunda Building,
P J Towers, Dalal Street Fort,
Mumbai- 400 001

Ref: Symbol- DHANUKA

Scrip Code: 507717

Sub: Notice of Postal Ballot for Dhanuka Agritech Limited ('the Company')

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Postal Ballot Notice of the Company dated November 21, 2023 along with Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Notice') for seeking approval of the Members of the Company on the Resolutions forming part of the Postal Ballot Notice.

In compliance with the provisions of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, this Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depositories / Registrar and Share Transfer Agent and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **November 17, 2023 ('Cut-off date')**. Accordingly, physical copy of the Notice is not being sent to the Members for this Postal Ballot Notice.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the agency to provide remote e-Voting facility to its Members.

The remote e-Voting period commences on **Thursday, November 23, 2023, from 9.00 A.M. (IST)** and ends on **Friday, December 22, 2023 at 5.00 P.M. (IST)**.

The Postal Ballot Notice is also available on the website of the Company i.e. www.dhanuka.com and on CDSL's e-voting website i.e. www.evoting.cdsl.com.

This is for the information of the Exchange and the Members

Yours faithfully,

For Dhanuka Agritech Limited

jitin
sadana
Jitin Sadana
Company Secretary & Compliance Officer
FCS-7612

Digitally signed
by jitin sadana
Date: 2023.11.21
15:20:53 +05'30'

Encl: Postal Ballot Notice



NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the Members of the Company

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**"Act"**) read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re- enactment(s) thereof for the time being in force) (**"Rules"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI LODR Regulations"/ "Listing Regulations"**), Secretarial Standards on General Meetings issued by Institute of Company Secretaries of India (**"SS-2"**), as amended and in accordance with the circulars issued by the Ministry of Corporate Affairs (**"MCA"**) for holding general meetings / conducting Postal Ballot Process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021 and 20/2021 dated December 08, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, (collectively the **"MCA Circulars"**), the Company is seeking consent of the Members of the Company by means of Postal Ballot, to the Resolutions appended below, proposed to be passed through Postal Ballot by voting through electronic means only (remote e-voting).

Commencement of e-voting	End of e-voting
Thursday, November 23, 2023 at 9:00 a.m. (IST)	Friday, December 22, 2023 at 5:00 p.m. (IST)

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is appended to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice. The Notice is also available on the website of the Company at www.dhanuka.com & on the website of CDSL at www.evoting.cdsl.com.

In accordance with Section 101 of the Act, read with Rule 18 of the Rules and in compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members

whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent ('RTA')/ Depositories and whose names appear in the Register of Members / List of Beneficial Owners as on **Friday, November 17, 2023 ("Cut-off Date")**. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, and SS-2, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Forms physically. The communication of the assent or dissent of the Members would only take place through the

Corporate Office : Global Gateway Towers, Near Guru Dronacharya Metro Station, MG Road, Gurugram -122002, Haryana
Tel.: +91-124-3838 500, E-mail : headoffice@dhanuka.com, Website : www.dhanuka.com

Registered Office : 82, Abhinash Mansion, Joshi Road, Karol Bagh, New Delhi-110005, Ph. : +91 011-23534551, 011-23534557

CIN: L24219DL1985PLC020126



remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice. The Company has engaged the services of "Central Depository Services (India) Limited ("CDSL") for facilitating e-voting.

Members are requested to carefully read the instructions mentioned under the head 'General information and instructions relating to e-voting' in this Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed Resolutions through the remote e-voting process not later than 5:00 p.m. (IST) on Friday, December 22, 2023 failing which it will be considered that no reply has been received from the Member.

The Board of Directors in their Meeting held on November 7, 2023 have appointed Mr. Ashok Kumar (Membership No. 55136 & Certificate of Practice No. 20599), Partner, M/s VAPN & Associates, Company Secretaries [FRN: P2015DE045500], as Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair & transparent manner.

The Scrutinizer will submit their report, after the completion of scrutiny, to the Chairperson or any person authorized by the Chairperson. The result of e-voting will be announced within 2 working days from the conclusion of E-voting i.e. on or before Tuesday, 26 December, 2023.

The results along with the Scrutinizer's Report will be posted on the Company's website, viz. www.dhanuka.com and also on the website of CDSL, viz., www.evoting.cdsl.com in addition to being communicated to the BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com where the Company's shares are listed.

The instructions for remote e-voting are appended to this Notice.

The proposed Resolutions as set out herein below, shall be deemed to be passed on the last day of the Postal Ballot e-voting period i.e., Friday, December 22, 2023.

The assent or dissent received after such date and time shall be treated as if reply from the Member has not been received.

SPECIAL BUSINESSES

1. Appointment of Mr. Manish Dhanuka (DIN: 00238798) as Non-Executive & Non-Independent Director of the Company:

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 152, 161 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014("Rules") framed thereunder, Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board, Mr. Manish Dhanuka (DIN: 00238798), who was appointed as an Additional Director in the category as Non-Executive and Non-Independent Director of the Company with effect from November 7,



2023 and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive and Non-Independent Director of the Company, who shall be liable to retire by rotation.”

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

2. Providing loan facility upto Rs. 50 crores to Dhanuka Laboratories Limited (DLL):

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

“**Resolved That** pursuant to the provisions 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 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on the recommendation of the Audit Committee and the Board, approval 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 of the Company are interested and which is a related party, up to an amount of Rs. 50 Crores from time to time in one or more tranches for its principal business activities for the period till 31st March, 2027 on such terms and conditions as the Board of Directors in discussion with the Board of DLL may finalize.”

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

By Order of the Board of Directors

Sd/-
Jitin Sadana
Company Secretary
Mem No: 7612

Place: Gurugram
Date: November 7, 2023



Notes:

1. The relevant Explanatory Statement pursuant to the provisions of Section 102 read with Section 110 of the Companies Act, 2013 ("Act") setting out the material facts relating to the proposed Resolutions and the reasons thereof are annexed hereto and forms part of this Postal Ballot Notice ("**Notice**").
2. The Notice containing instructions is being sent by email to all the Members of the Company whose names appear on the Register of Members/list of Beneficial Owners as received from the Depositories, National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") on **Friday, November 17, 2023 ("Cut-Off Date")** and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Abhipra Capital Limited ("Abhipra/RTA").
3. A copy of the Notice will also be available on the Company's website at www.dhanuka.com , websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the Website of Central Depository Services (India) Limited <https://evoting.cdslindia.com>.
4. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories / Depository Participants) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice. A person who becomes a member after the Cut-Off Date should treat this notice for information purposes only.
5. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up Equity Share Capital of the Company as on the Cut-Off Date.
6. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Companies Act, will be available for inspection via electronic mode from the date of circulation of this Notice till the date of declaration of Postal Ballot results. Members can inspect the same by writing an e-mail to the Company at investors@dhanuka.com.
7. In compliance with provisions of Section 108 and Section 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and Secretarial Standard - II, the Company is providing e-voting facility to enable its Members to cast their votes electronically on the matter included in this Notice.
8. The Company has appointed Central Depository Services (India) Limited ("CDSL") for facilitating e-voting to enable the Members to cast their votes electronically instead of physical mode. In terms of the General



Circular No.14/2020 dated 8th April 2020 read with General Circular No.17/2020 dated 13th April 2020, General Circular No.03/2022 dated 5th May 2022 and General Circular No.11/2022 dated 28th December 2022 and General Circular No. 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), voting can be done only by remote e-voting. As the remote e-voting does not require a person to attend to a meeting physically, the members are strongly advised to use the remote e-voting procedure by themselves and not through any other person / proxies.

9. **The e-voting period commences at 9:00 a.m. (IST) on Thursday, November 23, 2023 and ends at 5:00 p.m. (IST) on Friday December 22, 2023.** Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
10. The Board of Directors of the Company has appointed Mr. Ashok Kumar (Membership No. 55136 & Certificate of Practice No. 20599), Partner, M/s VAPN & Associates Company Secretaries [FRN: P2015DE045500] as Scrutinizer for conducting the Postal Ballot/e-voting process in a fair and transparent manner.
11. The Scrutinizer will submit consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or any other person authorized by Chairperson within 2 working days from the conclusion of E-voting i.e. on or before Tuesday, 26 December, 2023 The Scrutinizer's decision on the validity of votes cast will be final.
12. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.dhanuka.com and on the website of CDSL <https://evoting.cdslindia.com/Evoting/EvotingLogin> immediately after the result is declared by the Chairman or any other person authorized by them, and the same shall be communicated to the BSE Limited and the National Stock Exchange of India Limited. The results shall also be displayed on the Notice Board of the Company at its Registered Office.
13. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Friday, December 22, 2023.

The vote in this Postal Ballot cannot be exercised through proxy.



IMPORTANT COMMUNICATION TO SHAREHOLDERS

Subject: Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal.

Securities and Exchange Board of India ('SEBI') vide circular no. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/131 dated July 31, 2023 provided guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies or specified intermediaries/regulated entities in the securities market.

SEBI vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023 further clarified that the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may, escalate the same through the SCORES Portal <https://scores.gov.in/scores/Welcome.html> After exhausting the above options, if the investor is not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.

The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.

Further, use of e-voting facility by Members is advisable for casting votes by following the procedures and instructions of E-Voting as mentioned in the Notice below:

Information and instructions relating to e-Voting

Note: Please read the instructions carefully before exercising your vote.

Facility to exercise vote(s) by means of Postal Ballot, including voting through e-voting will be available during the following period:

Commencement of voting	End of voting
From 9:00 a.m. (IST) on Thursday, November 23, 2023	Up to 5:00 p.m. (IST) on Friday, December 22, 2023

The voting will not be allowed beyond 5:00 p.m. (IST) on Friday December 22, 2023 and the e- voting shall be disabled by CDSL upon expiry of the aforesaid date and time.



THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on **9:00 a.m. (IST) on Thursday, November 23, 2023 and ends at 5:00 p.m. (IST) on Friday December 22, 2023**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) **Friday, November 17, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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



Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode –CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi tab.2) After successful login the Easi / Easiest user will be able to see the e- Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e- Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open.



	<p>You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e- Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e- Voting service provider name and you will be redirected to e- Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode Login) through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login



through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting for Physical Shareholders and **shareholders other than individual shareholders holding in Demat form**

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



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

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.



- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Facility for Non - Individual Shareholders and Custodians -Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@dhanuka.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In terms of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to the Item No. 1 & 2 of the accompanying Notice:

Item No. 1

Appointment of Mr. Manish Dhanuka (DIN: 00238798) as Non-Executive & Non-Independent Director of the Company:

Pursuant to the provisions of Section 152 & 161 of the Act, the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors in their Meeting held on November 7, 2023 have approved the appointment of Mr. Manish Dhanuka (DIN: 00238798) as an Additional Director (Non-Executive & Non-Independent Director) of the Company with effect from November 7, 2023 and is eligible to be appointed as a Non-Executive & Non-Independent Director of the Company, who shall be liable to retire by rotation, subject to the approval of the Members of the Company as per the provisions of the Act and SEBI Listing Regulations.

As per the provisions of the Act, any person appointed as an Additional Director holds office upto the date of ensuing Annual General Meeting. Further as per regulation 17 (1C) of the SEBI Listing

Regulations, the listed company shall ensure that approval of shareholders for appointment of a person on the



Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Mr. Manish Dhanuka (DIN: 00238798) as Non- Executive & Non -Independent Director of the Company, who shall be liable to retire by rotation, by way of Postal Ballot through remote e-voting system only.

Mr. Manish Dhanuka (DIN: 00238798) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The appointment of Mr. Manish Dhanuka shall be effective upon approval by the Members by way of Postal Ballot.

The Board of Directors recommends the Resolution in relation to the appointment of Mr. Manish Dhanuka (DIN: 00238798) as Non - Executive & Non-Independent Director of the Company as set out in Item No. 1 for approval of the Members by way of an **Ordinary Resolution**.

Details of Director seeking appointment pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards

Name	Manish Dhanuka
Age	56 Years
Qualification	B.Tech in Chemical Engineering from IIT, New Delhi, and M.S. in Chemical Engineering from the University of Akron, USA
Experience (Including expertise in the specific functional area)/ Brief Resume	<p>He has wide-ranging experience in handling operations, commercial, marketing and finance in the manufacturing industry. He excels in creating economical pharmaceutical technologies and accelerated evaluation processes for improving healthcare. He has experience of 25 years in research, evaluation, and teaching in the pharmaceutical industry equips him with expertise in innovative pharmaceutical technologies.</p> <p>He holds B.Tech in Chemical Engineering from IIT, New Delhi, and M.S. in Chemical Engineering from the University of Akron, USA.</p> <p>He is on the Board of M/s. Dhanuka Laboratories Ltd, M/s. Orchid Pharma Limited, M/s. Orchid Bio-pharma Limited, M/s. Otsuka Chemical (India) Private Limited and M/s. Synmedic Private Limited.</p> <p>Before establishing M/s. Dhanuka Laboratories Ltd. in 1993, he began his career at M/s. Ranbaxy Labs Ltd. in New Delhi and worked there for 5 years. His vision and strategy to grow the pharmaceutical industry in the Indian sub-continent, have helped the Dhanuka Group of Companies to enhance its Bulk Drugs manufacturing arm exponentially. He spearheaded the acquisition of M/s. Synmedic Laboratories in the year 2013 which is involved in pharmaceutical formulations. This entrepreneurial vigor enabled him to take over the operations of M/s. Orchid Pharma Ltd. in March 2020.</p>
Date of First Appointment on the Board	Mr. Manish Dhanuka was appointed as an Additional Director by the Board of Directors w.e.f. November 7, 2023.



Shareholding in the Company as on 30 th September, 2023	2,65,607 Equity Shares
List of other Public companies in which Directorships held	Three (3) M/s. Dhanuka Laboratories Limited M/s. Orchid Pharma Limited M/s. Orchid-Bio Pharma Limited
Chairman/ Member of the Committee of the Board of Director of the Company	NIL
Companies (other than Dhanuka Agritech Limited) in which the Directors holds directorships and Committee positions in these companies	Managing Director in M/s. Dhanuka Laboratories Limited and M/s. Orchid Pharma Limited Chairman of Corporate Social Responsibility Committee in M/s. Orchid Pharma Limited Member of Risk Management Committee in M/s. Orchid Pharma Limited
Relationship with other Directors/ Key managerial Personnel	Mr. Manish Dhanuka is not related to other Directors and Key Managerial Personnel of the Company.
Terms and conditions of appointment along with details of remuneration sought to be paid	Mr. Manish Dhanuka is entitled only for the sitting fee for attending the Board and Committee meetings as may be approved by the Company in accordance with the applicable provisions of law.



Item No. 2

Providing loan facility upto Rs. 50 crores to Dhanuka Laboratories Limited (DLL):

Pursuant to the provisions of Section 185 of the Companies Act, 2013 as amended by the Companies Amendment Act, 2017, a Company may advance any Loan including any loan represented by a Book Debt or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the directors of the Company is interested, subject to the condition that the Members approve the same by way of Special Resolution and the loans are utilized by the borrowing Company for its principal business activities.

Time to time, DLL is in requirement of funds for the short term to run its business operations in more efficient manner. A request has been received for providing a loan facility/limit to DLL for an amount upto Rs. 50 Crore in one or more tranches from time to time, for the period till 31st March, 2027. 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 7th November, 2023. This approval is subject to approval of Members by way of Special Resolution.

Members are hereby informed that Dhanuka Laboratories Limited (DLL) is a Related Party as Mr. Mahendra Kumar Dhanuka, Vice Chairman & Managing Director and Mr. Rahul Dhanuka, Joint Managing Director and Mr. Manish Dhanuka, Additional Director are common Directors in both Companies and also hold shares in DLL. Further, Mrs. Urmila Dhanuka, wife of Mr. R.G. Agarwal, Chairman of the Company is also on the Board of DLL.

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.