



Dhanuka Agritech Limited

AN ISO 9001 : 2008 COMPANY

Online

Date: November 19, 2018

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

Ref: Symbol- DHANUKA

Scrip Code: 507717

Sub.: Postal Ballot Notice for Buy-Back of Equity Shares of the Company- Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

This is in furtherance to our letter dated November 14, 2018, informing the Stock Exchanges about the approval of the Board of Directors of Dhanuka Agritech Limited (the "Company") the proposal of Buy-Back of fully paid-up Equity Shares of Face Value of Rs. 2/- each of the Company (the "Equity Shares") from the shareholders of the Company for an amount not exceeding Rs. 82.50/- Crore (Rupees Eighty Two Crore Fifty Lakh only) which represents 13.12% of the total paid-up Equity Share Capital and Free Reserves as per the latest audited Standalone Financials Statements of the Company as on March 31, 2018 at a maximum price not exceeding Rs. 550/- (Rupees Five Hundred Fifty only) per Equity Share.

Please find enclosed herewith copy of the Postal Ballot Notice dated November 14, 2018 and Postal Ballot Form dispatched to the Members of the Company on November 19, 2018, who held the Equity Shares of the Company as at the close of business hours on November 14, 2018, i.e. the cut-off date, for seeking their consent by way of Special Resolutions for the matter proposed in attached Notice.

The above documents are also available on the website of the Company at www.dhanuka.com.

The Company has engaged the services of Central Depository Services (India) Limited for providing remote e-voting facility to its Members to enable them to cast their votes electronically. The voting through physical ballot and remote e-voting will commence from **Tuesday, November 20, 2018** at 9:00 A.M. (IST) and shall end on **Wednesday, December 19, 2018** at 5:00 P.M. (IST).



Dhanuka Agritech Limited



AN ISO 9001 : 2015 COMPANY

Further, we would like to inform you that the Promoter and Promoter Group has expressed its intention to participate in the proposed Buy-Back of Equity Shares by the Company, the details of which are available in the enclosed Postal Ballot Notice.

This is for your information and record please.

Thanking You,
Yours faithfully,

For Dhanuka Agritech Limited

Jyoti Verma
Company Secretary
FCS: 7210

Encl: a/a

DHANUKA AGRITECH LIMITED

Corporate Identity Number: L24219DL1985PLC020126

Regd. Office: 82, Abhinash Mansion, 1st Floor, Joshi Road, Karol Bagh, New Delhi-110005

Corporate Office: 14th Floor, DLF Building No.5, Tower 'A', DLF Phase-III, DLF Cyber City,
Gurugram, Haryana-122002

Tel: 011-23534551-52; 0124-3838500 Fax: 011-43850614

Website: www.dhanuka.com; E-mail: investors@dhanuka.com

POSTAL BALLOT NOTICE

[PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013, READ WITH THE COMPANIES
(MANAGEMENT AND ADMINISTRATION) RULES, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ("**Buy-Back Regulations**"), Securities and Exchange Board of India (Listing obligation & disclosure requirements (Amendment) Regulations 2018 (**SEBI amended Listing Regulations**)), as amended from time to time to seek approval of the Members for resolution(s) proposed in attached notice by way of Postal Ballot Form including voting by electronic means ("remote e-voting") hereinafter referred as "Postal Ballot".

The proposed special resolution(s) and explanatory statement stating the material facts and the reasons for the proposed resolution(s) is appended below and a Postal Ballot Form is enclosed for your consideration. The Company has engaged Central Depository Services (India) Limited (CDSL) to provide remote e-voting facility to members.

The Company has appointed Ms. Pragnya Parimita Pradhan, Practicing Company Secretary, (COP No. 12030), as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Notice and Form and return the Form duly completed in all respects in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer not later than close of working hours i.e 5.00 P.M., on Wednesday, 19th December, 2018. The Company is also providing remote e-voting facility for voting on the Special Resolution(s) proposed in appended Notice. Shareholders desiring to opt for remote e-voting facility are requested to read the notes to the Postal Ballot Notice and instructions given thereunder for e-voting purpose.

The Scrutinizer will submit her report to the Chairman after completion of the scrutiny of the Postal Ballot(s) as well as e-voting and the result of Postal Ballot will be announced on Thursday, 20th December, 2018 and displayed on the Notice Board of the Company at its Registered Office as well as Corporate Office, intimated to the stock exchanges, hosted on the website of the Company.

An Explanatory Statement pursuant to Section 102, 110 of the Act and applicable provisions if any, of the Act pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed to this Postal Ballot Notice for your consideration.

The Special Resolution(s) appended in this notice, if approved by the requisite majority, shall be passed on the date on which the results of this postal ballot will be declared.

SPECIAL BUSINESS(S):

1. Approval for Buy-Back of Equity Shares of the Company

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Article 12 of the Articles of Association of the Company and the provisions of Sections 68, 69,70 and 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended ("**Act**"), the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014, to the extent applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ("**Buy-Back Regulations**"), as amended from time to time, Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 and the rules and regulations framed thereunder ("**FEMA**") and subject to such other approvals, permissions, sanctions and exemptions as may be necessary

and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions, sanctions and exemptions, which may be agreed to by the Board of Directors of the Company, which expression shall include any Committee constituted/to be constituted by the Board to exercise its powers (the “**Board**”) including the powers conferred by this resolution), consent of the Members be and is hereby accorded for Buy-Back by the Company of its fully paid-up Equity Shares of face value of Rs. 2/- (Rupees Two Only) each (“**Equity Shares**”) at a price to be finalized by the Board/Committee appointed for this purpose at a premium over the daily average of the closing prices of equity shares of the Company quoted on the BSE Limited/National Stock Exchange of India Limited during the two weeks preceding the date of the Buy-Back Committee meeting, post shareholders' approval, subject to such final price not exceeding **Rs. 550/- (Rupees Five Hundred & Fifty Only)** per Equity Share payable (“**Maximum Buy-Back Price**”) in cash for an aggregate consideration not exceeding **Rs. 82.50 Crores (Rupees Eighty Two Crores & Fifty Lakhs Only)** excluding expenses incurred or to be incurred for the buy-back like filing fee payable to Securities and Exchange Board of India, advisors' fees, public announcement, publication expenses, printing and dispatch expenses, other transaction costs viz. brokerage, applicable taxes such as Securities Transaction Tax, Goods and Service Tax, Stamp Duty, etc. (“**Maximum Buy-Back Size**”), which represents 13.12% of the aggregate of the paid-up equity share capital and free reserves as per the latest audited standalone financial statements of the Company as on March 31, 2018, out of the free reserves of the Company and/or such other source as may be permitted by the Buy-Back Regulations or the Act, from the members of the Company, as on the Record Date, to be announced by the Board (“**Record Date**”), 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 on the record date, whichever is higher, shall be reserved for the small shareholders in accordance with the provisions of the Buy-Back 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, for the Buy-Back through Tender Offer route, as may be applicable (“**Buy-Back**”).”

“**RESOLVED FURTHER THAT** the total number of Equity Shares to be bought back would hence be 15,00,000 (Fifteen Lakhs) Equity Shares (representing 3.06% of the total issued and paid up equity share capital of the Company) or higher depending upon the final Buy-Back Offer Price fixed as described above by the Buy-Back Committee or the Board.”

“**RESOLVED FURTHER THAT** all the equity shareholders/beneficial owners of the Equity Shares of the Company as on the Record Date (“**Eligible Shareholders**”) will be eligible to participate in the Buy-Back including the promoters and promoter group of the Company on the Board.”

“**RESOLVED FURTHER THAT** the Buy-Back shall be made out of its free reserves based on the latest audited accounts of the Company for the financial year ended March 31st, 2018 and that the payments shall be made out of the Company's current surplus and/or cash balances and/or current investments and/or cash available from internal resources of the Company (and not from any borrowed funds) and on such terms and conditions as the Board may decide from time to time at its absolute discretion.”

“**RESOLVED FURTHER THAT** the Company may buy back Equity Shares from all the existing Members holding Equity Shares of the Company on a proportionate basis, provided that 15% (fifteen percent) of the number of Equity Shares which the Company proposes to buy back or the number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for Small Shareholders, in accordance with the provisions of Buy-Back Regulations.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any Committee of Director(s) (“**Buy-Back Committee(s)**”)/ any one or more Director(s)/ Officer(s)/ Authorised Representative(s) of the Company in order to give effect to this resolution, including but not limited to finalizing the terms of the Buy-Back such as record date, entitlement ratio, the time frame for completion of Buy-Back; appointment of Merchant Bankers, Brokers, Lawyers, Advisor to Buy-Back, Registrars, Scrutinizers, Escrow Agents, and other advisors / consultants / intermediaries / agencies, as may be required, for the implementation of the Buyback; finalizing their terms of appointment including the fees payable and executing agreements; preparation, finalizing, signing and filing of the Public Announcement, Draft Letter of Offer / Letter of Offer and all other documents with respect to the Buy Back with the Securities and Exchange Board of India (“**SEBI**”), the Stock Exchanges where the Equity Shares are listed and other appropriate authorities and to make applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from SEBI, RBI under the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 and the rules, regulations framed thereunder; and to initiate all necessary actions for preparation and issue of various

documents including letter of offer, opening, operation and closure of necessary bank accounts including escrow account, entering into agreements, release of public announcement, filing of declaration of solvency, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable laws, extinguishment of 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, under the Common Seal of the Company, as may be required to be filed in connection with the Buy-Back with the SEBI, the Stock Exchanges, Registrar of Companies, Depositories and / or other regulators and statutory authorities as may be required from time to time.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Buy-Back Committee be and are hereby empowered and authorized severally on behalf of the Company to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buy-Back, in accordance with the statutory requirements or any conditions laid down by any authority while giving its approval 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 Buy-Back 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 this resolution.”

2. Continuation of appointment of Mr. Ram Gopal Agarwal (DIN:00627386) as Whole time Director (under designation of Chairman) of the Company even after attaining age of 70 years and to consider and approve his remuneration in terms of SEBI Amended Listing Regulations

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

“RESOLVED THAT pursuant to Section 196(3) of the Companies Act, 2013 read with Part-1 of Schedule- V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder ('the Act') or Listing Regulations as amended from time to time, consent of the members be and is hereby accorded for continue the employment of Mr. Ram Gopal Agarwal, (DIN: 00627386) as Whole time Director of the Company even after attaining the age of 70 years at the same terms and conditions as already approved by members in the Annual General Meeting held on 10th August, 2017.”

“RESOLVED FURTHER THAT pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 along with the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013, consent of the members be and is hereby accorded for payment of remuneration to Mr. Ram Gopal Agarwal (DIN: 00627386), Whole time Director at such terms and conditions as approved by members in its Annual General Meeting held on 10th August, 2017, even if the annual remuneration payable to Mr. Agarwal may exceed rupees 5 crores or 2.5 per cent of the profits of the Company (whichever is higher) or the aggregate annual remuneration to all Executive Directors exceeds 5 per cent of the net profits of the Company in any year during the remaining tenure of his appointment.”

“RESOLVED FURTHER THAT the remuneration payable to Mr. Ram Gopal Agarwal, Whole time Director shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds etc. as may deem necessary to give effect to above resolution.”

3. Approval of remuneration to Mr. Mahendra Kumar Dhanuka (DIN:00628039) as Whole time Director (under designation of Managing Director) in terms of regulation 17(6)(e) of SEBI Amended Listing Regulations for the remaining tenure of his appointment

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

“RESOLVED THAT pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 along with the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013, consent of the members be and is hereby accorded for payment of remuneration to Mr. Mahendra Kumar Dhanuka (DIN: 00628039), Managing Director at such terms and

conditions as approved by members in its Annual General Meeting held on 17th September, 2014, even if the annual remuneration payable to Mr. M.K Dhanuka may exceed rupees 5 crores or 2.5 per cent of the profits of the Company (whichever is higher) or the aggregate annual remuneration to all Executive Directors exceeds 5 per cent of the net profits of the Company in any year during the remaining tenure of his appointment.”

“**RESOLVED FURTHER THAT** the remuneration payable to Mr. Mahendra Kumar Dhanuka, Managing Director shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds etc. as may deem necessary to give effect to above resolution.”

4. Approval of remuneration to Mr. Rahul Dhanuka (DIN: 00150140) as Whole time Director in terms of regulation 17(6)(e) of SEBI Amended Listing Regulations for the remaining tenure of his appointment

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

“**RESOLVED THAT** pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) (Amendment) Regulations, 2018 along with the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013, consent of the members be and is hereby accorded for payment of remuneration to Mr. Rahul Dhanuka (DIN: 00150140), Whole time Director at such terms and conditions as approved by members in its Annual General Meeting held on 11th August, 2016, even if the annual remuneration payable to Mr. Rahul Dhanuka may exceed rupees 5 crores or 2.5 per cent of the profits of the Company (whichever is higher) or the aggregate annual remuneration to all Executive Directors exceeds 5 per cent of the net profits of the Company in any year during the remaining tenure of his appointment.”

“**RESOLVED FURTHER THAT** the remuneration payable to Mr. Rahul Dhanuka (DIN: 00150140), Whole time Director shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds etc. as may deem necessary to give effect to above resolution.”

5. Approval of remuneration to Mr. Mridul Dhanuka (DIN: 00199441) as Whole time Director in terms of regulation 17(6)(e) of SEBI Amended Listing Regulations for the remaining tenure of his appointment

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

“**RESOLVED THAT** pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 along with the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013, consent of the members be and is hereby accorded for payment of remuneration to Mr. Mridul Dhanuka (DIN: 00199441), Whole time Director at such terms and conditions as approved by members in its Annual General Meeting held on 11th August, 2016, even if the annual remuneration payable to Mr. Mridul Dhanuka may exceed rupees 5 crores or 2.5 per cent of the profits of the Company (whichever is higher) or the aggregate annual remuneration to all Executive Directors exceeds 5 per cent of the net profits of the Company in any year during the remaining tenure of his appointment.”

“**RESOLVED FURTHER THAT** the remuneration payable to Mr. Mridul Dhanuka (DIN: 00199441), Whole time Director shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds etc. as may deem necessary to give effect to above resolution.”

6. Approval of remuneration to Mr. Arun Kumar Dhanuka (DIN: 00627425) as Whole time Director in terms of regulation 17(6)(e) of SEBI Amended Listing Regulations for the remaining tenure of his appointment

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

“RESOLVED THAT pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) (Amendment) Regulations, 2018 along with the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013, consent of the members be and is hereby accorded for payment of remuneration to Mr. Arun Kumar Dhanuka (DIN: 00627425), Whole time Director at such terms and conditions as approved by members in its Annual General Meeting held on 10th August, 2018, even if the annual remuneration payable to Mr. Arun Kumar Dhanuka may exceed rupees 5 crores or 2.5 per cent of the profits of the Company (whichever is higher) or the aggregate annual remuneration to all Executive Directors exceeds 5 per cent of the net profits of the Listed Entity in any year during the remaining tenure of his appointment.”

“RESOLVED FURTHER THAT the remuneration payable to Mr. Arun Kumar Dhanuka (DIN: 00627425), Whole time Director shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds etc. as may deem necessary to give effect to above resolution.”

7. Continuation of Directorship of Mr. Priya Brat (DIN: 00041859) for current term expiring on 19th May, 2019 and Second Term starting from 20th May, 2019 notwithstanding that he has attained the age of 75 Years

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

“RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and any other applicable act(s)/ rule(s)/ regulation(s) including the Companies Act, 2013 and rules made thereunder, approval of the Board be and is hereby accorded for continuation of Directorship of **Mr. Priya Brat (DIN: 00041859)**, Independent Director for the remaining tenure of his appointment which ends on 19th May, 2019 as well as for the second term of his engagement starting from 20th May, 2019 at same terms and conditions as already approved by members notwithstanding that he has attained the age of 75 years.”

“RESOLVED FURTHER THAT the above resolution be recommended to members for their approval by way of Special Resolution in next General Meeting or through Postal Ballot to be conducted by the Company.”

8. Continuation of Directorship of Mr. Om Prakash Khetan (DIN: 06883433) for current term expiring on 19th May, 2019 and Second Term starting from 20th May, 2019 notwithstanding that he has attained the age of 75 Years

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

“RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and any other applicable act(s)/ rule(s)/ regulation(s) including the Companies Act, 2013 and rules made thereunder, approval of the Board be and is hereby accorded for continuation of Directorship of **Mr. Om Prakash Khetan (DIN: 06883433)**, Independent Director for the remaining tenure of his appointment which ends on 19th May, 2019 as well as for the second term of his engagement starting from 20th May, 2019 at same terms and conditions as already approved by members notwithstanding that he has attained the age of 75 years.”

“RESOLVED FURTHER THAT the above resolution be recommended to members' for their approval by way of Special Resolution in next General Meeting or through Postal Ballot to be conducted by the Company.”

9. Continuation of Directorship of Mr. Indresh Narain (DIN 00501297) for Second Term starting from 20th May, 2019 notwithstanding that he has attained the age of 75 Years

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

“RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and any other applicable act(s)/ rule(s)/ regulation(s) including the Companies Act, 2013 and rules made thereunder, approval of the Board be and is hereby accorded for continuation of Directorship of Mr. Indresh Narain (DIN: 00501297), Independent Director for the second term of his engagement starting from 20th May, 2019 as already approved by members at same terms and conditions notwithstanding that he will attain age of 75 years during his second term.”

“RESOLVED FURTHER THAT the above resolution be recommended to members' for their approval by way of Special Resolution in next general meeting or through postal ballot to be conducted by the Company.”

By Order of the Board
For **Dhanuka Agritech Limited**

Sd/-
(JYOTI VERMA)
Company Secretary
FCS-7210

Place: Gurugram
Date: 14th November, 2018

NOTES:

1. The explanatory statement pursuant to the provisions of Section 102 of the Act stating all material facts and reasons for the proposed resolution(s) is annexed hereto. It also contains all the disclosures as specified in the SEBI (Buy-Back of Securities) Regulations, 2018.
2. Pursuant to the provisions of Section 110 of the Act read with the Management Rules, a company is mandatorily required to, in case of certain prescribed items of special business, and has an option to, in case of other items of special business, to seek the approval of the shareholders through Postal Ballot, instead of getting it passed at a General Meeting. Accordingly, member approval is sought for the resolution(s) contained in this Notice through Postal Ballot (“**Postal Ballot Notice**”). The said resolution(s) and the explanatory statement are being sent to members along with a Postal Ballot Form (“**Postal Ballot Form**”) for their consideration.
3. This Postal Ballot Notice is being sent to all the members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 14th November, 2018 (“**Cut-off date**”).
4. Members whose names appear on the Register of Members / List of Beneficial Owners as on the cut-off date, will be considered for the purpose of voting. A person who is not a member as on the relevant date should treat this Postal Ballot Notice for informational purposes only.
5. Ms. Pragnya Parimita Pradhan, practicing Company Secretary, CP No. 12030 has been appointed as Scrutinizer (the “Scrutinizer”) for conducting the Postal Ballot / electronic voting process in a fair and transparent manner in accordance with the Act and the Rules made thereunder.
6. The Postal Ballot Notice along with Postal Ballot form is being sent by electronic mode to those members, whose e-mail addresses are registered with the Company/ Depository, unless any member has registered for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice also will be available on the Company's website, www.dhanuka.com and on the website of CDSL, www.cdslindia.com.
7. A Postal Ballot Form and a postage prepaid self-addressed business reply envelope are attached to this Notice. The self-addressed envelope bears the address to which duly completed Postal Ballot Form should be sent back.
8. The voting rights for the Equity Shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them, which will be determined on the basis of the paid-up value of shares registered in the name of each member as on the cut-off date.
9. In compliance with the provisions of Section 108 and 110 of the Act and Rules 20 and 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, the Company is pleased to offer facility of voting by electronic means (“**remote e-voting**”) to its Members to enable them to cast their votes through remote e-voting instead of returning duly filled Postal Ballot Forms. The Company has engaged the services of Central Depository Services (India) Limited as its agency for providing remote e-voting facility to the Members. It may be noted that remote e-voting is optional. A Member may opt for only one mode of voting and in case the Member has voted through remote e-voting; he/she shall not use the Postal Ballot Form to cast his or her vote. If a Member casts vote through remote e-voting as well as Postal Ballot Form, the vote cast through valid remote e-voting would be considered and votes cast through Postal Ballot Form shall be treated as invalid.
10. The remote e-voting commences on Tuesday, 20th November, 2018 at 9:00 A.M. (IST) and ends on Wednesday, 19th December, 2018 at 5:00 P.M. (IST). The remote e-voting module shall also be disabled by CDSL for voting thereafter.
11. The shareholders who do not receive the Postal Ballot Form may apply to the Company at investors@dhanuka.com or write to Dhanuka Agritech Limited, 14th Floor, DLF Building No.5, Tower 'A', DLF Phase-III, DLF Cyber City, Gurgaon, Haryana-122002 for receiving the duplicate thereof.
12. The Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and record their assent (For) or dissent (Against) to the items so listed, by returning the same duly completed and signed in the attached postage pre-paid self-addressed envelope. Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder(s) will also be accepted.
13. The Return Postal Ballot form duly completed and signed, in the enclosed self-addressed Business Reply Envelope, so that it

reaches the scrutinizer not later than close working hours (i.e 5.00 P.M. (IST)) on Wednesday, 19th December, 2018. Any Postal Ballot Form received after 5.00 P.M. (IST) on Wednesday, 19th December, 2018 will be considered invalid.

14. The Scrutinizer will submit his final report to the Chairman as soon as possible after the last date of receipt for Postal Ballot Forms but not later than the close of working hours of Thursday, 20th December, 2018.
15. The results of the voting by Postal Ballot will be declared at the Registered office of the Company at 82, Abhinash Mansion, 1st Floor Joshi Road, Karol Bagh New Delhi-110005 and the Corporate Office of the Company at 14th Floor, DLF Building No.5, Tower 'A', DLF Phase-III, DLF Cyber City, Gurgaon, Haryana-122002, on Thursday, 20th December, 2018. The results will also be posted on the website of the Company www.dhanuka.com, and intimated to the Stock Exchange(s) on which the shares of the Company are listed. The results of the Postal Ballot shall be published in the newspapers. The resolutions, if passed by the requisite majority shall be deemed to have been passed on Wednesday, December 19, 2018 i.e., the last date specified for receipt of duly completed Postal Ballot Forms or e-voting.
16. Members can contact Ms. Jyoti Verma (Company Secretary) at e-mail: investors@dhanuka.com; Telephone no- (0124) 3838592/658 or the Registrar and Share Transfer agent of the Company (e-mail: info@abhipra.com; Telephone no- (011) 42390783/708, to resolve any grievances with regard to voting by Postal Ballot.
17. All the material documents referred to in the Explanatory Statement are available for inspection by the Members of the Company at its Registered Office on any working day between 11.00 A.M. (IST) and 1.00 P.M. (IST), except Saturday and Sunday, up to the last date of receipt of Postal Ballot Form specified in this Notice.
18. A copy of the Notice is available on the website of the Company, at www.dhanuka.com; Website of BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.
19. A Shareholder cannot exercise his vote by proxy on Postal Ballot.
20. The procedure and instructions to members for Voting of transaction of Business through electronic means are as under:

Remote e-voting Instructions:

- (i) Remote e-voting period will commence on Tuesday 20th November, 2018 (IST 9:00 a.m.) and will end on Wednesday, 19th December, 2018 (IST 5:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date for remote e-voting i.e. Wednesday, 14th November, 2018 are entitled to vote on the Resolutions set forth in this Notice. The Remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders/ Members.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.

	For Members holding shares in Demat Form and Physical Form
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 (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of Dhanuka Agritech Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to www.evotingcdslindia.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 www.evotingcdslindia.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.
- (xx) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and remote e-voting manual available at www.evotingindia.com, under help section or write an email to

www.evotingcdslindia.com or contact official designated to address the grievances in this regard: Mr. Rakesh Dalvi, Manager at Phone no. 1800225533.

- (xxi) Any person, who acquires Shares of the Company and become Member of the Company after dispatch of the Notice and holding Shares as on the cut-off date for remote E-voting i.e. Wednesday 14th November, 2018, may follow the same instructions as mentioned above for E-voting.

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

1. Approval for Buy-Back of Equity Shares of the Company

As per the requirements of Section 102 read with Section 68 and other applicable provisions of the Companies Act, 2013 (the "Act") and the Buy-Back Regulations, the relevant and material information to enable the shareholders to consider and approve the Special Resolution for Buy-Back of the Company's shares is set out below:

1) Details of Buy-Back

The Board of Directors (the "Board") at its meeting held on 14th November, 2018 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 Buy-Back of fully paid-up Equity Shares of Rs.2/- (Rupees Two Only) each ("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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Buy-Back Regulations 2018, as amended from time to time, at a price not exceeding **Rs. 550/- (Rupees Five Hundred & Fifty Only)** per Equity Share ("**Maximum Buy-Back Price**") payable in cash for an aggregate amount of up to **Rs. 82.50 Crores (Rupees Eighty Two Crores & Fifty Lakhs Only)** excluding expenses incurred or to be incurred for the buy-back like filing fee payable to Securities and Exchange Board of India, advisors' fees, public announcement publication expenses, printing and dispatch expenses, other transaction costs viz. brokerage, applicable taxes such as Securities Transaction Tax, Goods and Service Tax, Stamp Duty and other incidental and related expenses ("**Maximum Buy-Back Size**"), which represents 13.12% of the aggregate of fully paid-up equity share capital and free reserves of the Company as per audited financial statements of the Company as on March 31, 2018 (the last audited standalone financial statements available as on the date of Board Meeting recommending the proposal of the Buy-Back). The total number of Equity Shares to be bought back would hence be 15,00,000 (Fifteen Lakhs) Equity Shares (representing 3.06% of the total issued and paid up equity share capital of the Company) or higher depending upon the final price fixed by the Board/Buy-Back Committee.

Since the Buy-Back 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 Buy-Back, by way of a special resolution. Accordingly, the Company is seeking your consent by means of a Postal Ballot for the aforesaid proposal as contained in the Resolution No. 1 provided in this Notice.

Necessity for the Buy-Back

The Buy-Back is being proposed by the Company to return surplus funds to the shareholders, which are over and above its ordinary capital requirements and in excess of any current investment plans, in an expedient, efficient and cost effective manner. Additionally, the Company's management strives to increase shareholder's value and the Buy-Back would result in the following benefits, amongst other things:

- The Buy-Back will improve the earnings per share (EPS), return on capital employed (ROCE) and return on equity (ROE);
- The Buy-Back will help in achieving an optimal capital structure;
- The Buy-Back will help the Company to distribute surplus cash to its Members holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to Members;
- The Buy-Back, which is being implemented through the Tender Offer route as prescribed under the Buy-Back

Regulations, would involve allocation of higher number of shares as per their entitlement or 15% of the outlay to 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**”;

- The Buy-Back gives an option to the Members holding Equity Shares of the Company, to either (i) choose to participate and get cash in lieu of Equity Shares to be accepted under the Buy-Back Offer or (ii) choose to not participate and enjoy a resultant increase in their percentage shareholding, post the Buy-Back Offer, without additional investment.

After considering several factors and benefits to the Members holding Equity Shares of the Company and considering the increase in accumulated free reserves as well as the cash liquidity reflected in the Audited Accounts for the financial year ended 31st March , 2018, the Board decided to recommend the Buy-Back aggregating to an amount not exceeding Rs. 82.50 Crores (Rupees Eighty Two Crores Fifty Lakhs Only) (representing up to 13.12% of the aggregate paid-up equity share capital and free reserves as per the latest audited standalone financial statements of the Company as on March 31, 2018) at a price not exceeding **Rs. 550/- (Rupees Five Hundred Fifty Only)** per Equity Share of Rs. 2/- (Rupees Two Only) each, would result into 15,00,000 (Fifteen Lakhs) Equity Shares to be bought back (representing 3.06% of the total issued and paid up equity share capital of the Company) or higher depending upon the final price fixed by the Board/Buy-Back Committee.

Class of shares, number intended to be purchased, price per share, maximum amount required under the Buy-Back:

Class of Shares	Equity
Face Value per Share	Rs. 2/-
Proposed Maximum Buy-Back Price per Share	Rs. 550/-
Total (maximum) proposed amount required under the Buy-Back	Rs.82,50,00,000/-
Number of Equity Shares proposed to be bought back	15,00,000 or more
As a percentage of paid-up equity share capital as on March 31, 2018	3.06%
As a percentage of paid-up equity share capital and free reserves as on March 31, 2018	13.12%

2) Maximum number of securities that the Company proposes to Buy-Back

The Company proposes to Buy-Back 15,00,000 (Fifteen Lakhs) Equity Shares of face value of Rs. 2/- (Rupees Two Only) each of the Company or higher depending upon the final price fixed by the Board/Buy-Back Committee.

3) Maximum price at which the shares or other specified securities are proposed be bought back and the basis of arriving at the Buy-Back price

The Equity Shares of the Company are proposed to be bought back at a price of **Rs. 550/- (Rupees Five Hundred Fifty Only)** per equity share (“**Maximum Buy-Back Price**”). The Maximum Buy-Back Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average prices of the Equity Shares on the BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”), where the Equity Shares are listed, Book value of shares, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buy-Back on the earnings per share.

The Maximum Buy Back Price represents premium of 51.52% and 49.05% over the closing price of the Equity Shares on NSE/ BSE respectively, as on 1st November, 2018 being the trading day prior to the date on which the Company intimated BSE Limited of the date of the meeting of the Board of Directors, wherein the proposal of the Buy-Back was considered.

4) Maximum amount required under the Buy-Back, its percentage of the total paid-up equity capital and free reserves and the sources of funds from which the Buy-Back would be financed

The aggregate of Paid-up Equity Share Capital and free reserves of the Company as on 31st March , 2018 is Rs. 628.63 Crores (Rupees Six Hundred Twenty Eight Crores and Sixty Three Lakhs Only). The proposed deployment of funds does not exceed

25% of the Paid-up Equity Share Capital and Free Reserves of the Company as on 31st March, 2018. The Company proposes to utilize an amount of **Rs. 82.50 Crores (Rupees Eighty Two Crores and Fifty Lakhs Only)** excluding expenses incurred or to be incurred for the buy-back like filing fee payable to Securities and Exchange Board of India, advisors' fees, public announcement publication expenses, printing and dispatch expenses, other transaction costs viz. brokerage, applicable taxes such as Securities Transaction Tax, Goods And Service Tax, Stamp Duty and other incidental and related expenses (“**Maximum Buy-Back Size**”) for the present Buy-Back of Equity Shares of the Company. The Maximum Buy-Back Size is equivalent to 13.12% of the total Paid-up Equity Share Capital and free reserves of the Company as on 31st March, 2018.

This amount for Buy-Back will be paid out of the Company's current balances of cash and cash equivalents and other current investments and/or internal resources of the Company (and not from any borrowed funds) and on such terms and conditions as the Board may decide from time to time at its absolute discretion.

The Company shall transfer a sum equal to the nominal value of the Equity Shares bought back through the Buy-Back to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited Financial Statements.

5) **Method to be adopted for Buy-Back**

The Buy-Back shall be 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 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 using the Stock Exchange Mechanism, as prescribed under the Buy-Back Regulations. The Buy-Back will be implemented in accordance with the Act and the Rules made thereunder to the extent applicable, and on such terms and conditions as may be deemed fit by the Company.

As required under the Buy-Back Regulations, the Company will announce a record date (the “**Record Date**”) for determining the names of the Members holding Equity Shares of the Company who will be eligible to participate in the Buy-Back Offer. In due course, each 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 Buy-Back Offer.

The Equity Shares to be bought back as a part of the Buy-Back are divided in two categories:

- (a) Reserved category for small shareholders; and
- (b) General category for all other shareholders.

As defined in the Regulation 2(i)(n) Buy-Back Regulations, a “**small shareholder**” is a shareholder who holds Equity Shares having market value, on the basis of closing price of shares, on the recognized stock exchange in which highest trading volume in respect of Equity Shares as on Record Date is not more than Rs. 2,00,000/- (Rupees Two Lakhs Only).

In accordance with Regulation 6 of the Buy-Back regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buy-Back or number of Equity Shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for the small shareholders as part of this Buy-Back. The Company believes that this reservation would benefit a large number of public shareholders, who would get classified as small shareholders.

Based on the holding on the Record Date, the Company will determine the entitlement of each shareholder to tender their shares in the Buy-Back. 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 Buy-Back applicable in the category to which such shareholder belongs.

Shareholders' participation in the Buy-Back 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 Buy-Back or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buy-Back, without additional investment. Members holding Equity Shares of the Company may also tender 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 tender under the Buy-Back 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 Members holding Equity Shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buy-Back Regulations. The settlement of the tenders under the Buy-Back 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 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 under Chapter III of the Buy-Back Regulations.

Detailed instructions for participation in the Buy-Back (tender of Equity Shares in the Buy-Back) 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.

The Buy-Back from shareholders who are persons resident outside India, including Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies) and Foreign Portfolio Investors, shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India under Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 and the rules and regulations framed there under, and such approvals shall be required to be taken by such non-resident Eligible Shareholders.

6) **Time limit for completion of Buy-Back**

The Buy-Back, subject to regulatory consents and approvals, if any, is proposed to be completed within one year from the date of the special resolution approving the Buy-Back.

7) **Compliance with Section 68(2)(c) of the Act**

The aggregate paid-up equity share capital and free reserves as on 31st March, 2018 is **Rs. 628.63 Crores (Rupees Six Hundred Twenty Eight Crores and Sixty Three Lakhs Only)**. Under the provisions of the Act, the funds deployed for the Buy-Back cannot exceed 25% of the aggregate of the fully paid-up share capital and free reserves of the Company i.e. **Rs. 157.16 Crores (Rupees One Hundred Fifty Seven Crores and Sixteen Lakhs Only)**. The maximum amount proposed to be utilized for the Buy-Back, is not exceeding **Rs. 82.50 Crores (Rupees Eighty Two Crores Fifty Lakhs Only)**, which represents 13.12% of the Company's fully paid-up equity share capital and free reserves as per the audited financial statements of the Company as on 31st March, 2018 (the last audited standalone financial statements available as on the date of Board Meeting recommending the proposal for the Buy-Back).

8) **The aggregate shareholding of the Promoter(s) / Promoter Group and Persons in Control of the Company, the Directors / Trustees of the Promoters / Promoter Group, where the Promoter is a company / trust, and the Directors and KMP of the Company as on the date of this Notice:**

a) Shareholding of the Promoter(s)/Promoter Group and Persons in Control of the Company, the Directors / Trustees of the Promoters / Promoter Group, where the Promoter is a company / trust, and the Directors:

Sr. No.	Category	No. of Equity Shares	Percentage of shareholding
1	M/s Gobind Lal Dhanuka HUF	10	0
2	M/s Arun Kumar Dhanuka HUF	11	0
3	Ms. Pushpa Dhanuka	19	0
4	M/s Exclusive Leasing & Finance Limited	26	0
5	M/s Golden Overseas Private Limited	26	0
6	M/s Hindon Mercantile Limited	26	0
7	M/s Mridul Dhanuka HUF	52	0
8	M/s Ram Gopal Agarwal HUF	52	0
9	Ms. Mamta Dhanuka	8,760	0.02
10	Mr. Arjun Dhanuka	9,044	0.02
11	Ms. Seema Dhanuka	13,584	0.03
12	Mr. Satya Narain Agarwal	22,500	0.05
13	Ms. Madhuri Dhanuka	29,200	0.06
14	Mr. Harsh Dhanuka	29,465	0.06
15	Mr. Mahendra Kumar Dhanuka	29,465	0.06

Sr. No.	Category	No. of Equity Shares	Percentage of shareholding
16	Ms. Megha Dhanuka	29,465	0.06
17	Mr. Mridul Dhanuka	29,465	0.06
18	Ms. Uma Dhanuka	29,465	0.06
19	Ms. Urmila Dhanuka	29,465	0.06
20	Ms. Akangsha Dhanuka	30,456	0.06
21	Mr. Arun Kumar Dhanuka	38,964	0.08
22	M/s Satyanarain Agarwal HUF	41,000	0.08
23	Mr. Abhishek Dhanuka	83,000	0.16
24	M/s Mahendra Kumar Dhanuka HUF	1,85,449	0.38
25	Mr. Manish Dhanuka	3,04,375	0.62
26	Mr. Rahul Dhanuka	3,28,328	0.67
27	Mr. Ram Gopal Agarwal	3,61,419	0.74
28	Pushpa Dhanuka Trust	53,29,194	10.86
29	Triveni Trust	2,98,46,458	60.81
	Total	3,68,08,743	75.00

b) Shareholding of the Directors and Key Managerial Personnel of the Company:

S. No.	Name	Designation	No. of Equity Shares	Percentage of shareholding
1.	Mr. Rahul Dhanuka	Whole Time Director	328328	0.67
2.	Mr. Mridul Dhanuka	Whole Time Director	29465	0.06
3.	Ms. Priya Brat	Director	Nil	-
4.	Ms. Asha Mundra	Director	Nil	-
5.	Mr. Indresh Narain	Director	800	0.00
6.	Mr. Ram Gopal Agarwal	Whole Time Director	361419	0.74
7.	Mr. Arun Kumar Dhanuka	Whole Time Director	38964	0.08
8.	Mr. Mahendra Kumar Dhanuka	Managing Director	29465	0.06
9.	Mr. Vinod Kumar Jain	Director	Nil	-
10.	Mr. Sanjay Saxena	Director	Nil	-
11.	Mr. Sachin Kumar Bhartiya	Director	Nil	-
12.	Mr. Om Prakash Khetan	Director	Nil	-
13.	Mr. Ashish Saraf	Whole Time Director	Nil	-
14.	Mr. Vinod Kumar Bansal	Chief Financial Officer (KMP)	Nil	-
15.	Ms. Jyoti Verma	Company Secretary	Nil	-
	Total		788441	1.61

9) **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 persons mentioned under (8) above for a period of six months preceding the date of the Board Meeting at which the Buy-Back was approved till the date of this Notice**

No Equity Shares of the Company have been purchased/ sold by any member of the Promoter(s)/ Promoters Group, and persons in control of the Company, the Director/ Trustees of the Promoter/ Promoter Group, where the Promoter is a Company/ Trust, and the Directors and KMP of the Company during the period from Six months preceding the date of the Board Meeting at which the Buyback was approved.

10) **Intention of the Promoters and Promoter Group of the Company to tender Equity Shares for Buy-Back indicating the number of shares, details of acquisition with dates and price**

In terms of the Buy-Back Regulations, under the Tender Offer route, the Promoters and Promoter Group of the Company have an option to participate in the Buy-Back. In this regard, the Promoters and Promoter Group (the “Promoter Group”) have expressed their intention to participate in the Buy-Back and offer at least such number of shares which is equal to their respective pro rata entitlement under the Buyback. In addition, they may offer additional shares in the Buy-Back.

The Promoter and Promoter Group (who have shown their intent to participate in proposed Buy Back) have also undertaken that If, as a result of buyback offer, the public shareholding of the Company falls below 25% of the total Paid-up Equity Share Capital of the Company, the Promoter and Promoter Group will reduce their shareholding in such manner and in compliance with the second proviso to the Regulation 10(4)(c) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 19A of the Securities Contracts (Regulations) Rules 1957 and SEBI circular No. CIR/CFD/CMD/14/2015 dated November 30, 2015 so that the minimum public shareholding remains at or above 25%.

Furtherance to the above intention of Promoter Group, the maximum number of shares that the Promoter Group may tender are given in the table below.

S. No.	Name	No. of Shares held and maximum number of shares intended to be tendered
1.	M/s Gobind Lal Dhanuka HUF	10
2.	M/s Arun Kumar Dhanuka HUF	11
3.	Ms. Pushpa Dhanuka	19
4.	M/s Exclusive Leasing & Finance Limited	26
5.	M/s Golden Overseas Private Limited	26
6.	M/s Hindon Mercantile Limited	26
7.	M/s Mridul Dhanuka HUF	52
8.	M/s Ram Gopal Agarwal HUF	52
9.	Ms. Mamta Dhanuka	8,760
10.	Mr. Arjun Dhanuka	9,044
11.	Ms. Seema Dhanuka	13,584
12.	Ms. Madhuri Dhanuka	29,200
13.	Mr. Harsh Dhanuka	29,465
14.	Mr. Mahendra Kumar Dhanuka ²	29,465
15.	Ms. Megha Dhanuka ²	29,465
16.	Mr. Mridul Dhanuka	29,465
17.	Ms. Uma Dhanuka ³	29,465
18.	Ms. Urmila Dhanuka	29,465
19.	Ms. Akangsha Dhanuka ³	30,456
20.	Mr. Arun Kumar Dhanuka	38,964
21.	M/s Mahendra Kumar Dhanuka HUF	1,85,449
22.	Mr. Manish Dhanuka	3,04,375
23.	Mr. Rahul Dhanuka ^{1&2}	3,28,328
24.	Mr. Ram Gopal Agarwal	3,61,419
25.	Pushpa Dhanuka Trust	53,29,194
26.	Triveni Trust	2,98,46,458
	Total	3,66,62,243

¹ Director in Exclusive Leasing and Finance Limited

² Director in Golden Overseas Private Limited

³ Director in Hindon Mercantile Limited

Details of the date and price of acquisition of the Equity Shares that the Promoters and Promoter Group intend to tender are set-out below:

Sr No	Name of Shareholder	Number of Shares Acquired / (Sold)	Date of acquisition	Cost of Acquisition in Rs.	Remarks
1	Mr. Arun Kumar Dhanuka HUF	11	2/12/2015	20	Scheme of arrangement#
2	M/s Gobind Lal Dhanuka HUF	11	2/12/2015	20	Scheme of arrangement#
		(1)	22/03/2017	850	Buy-back
3	Ms. Pushpa Dhanuka	22	2/12/2015	40	Scheme of arrangement#
		(3)	22/03/2017	2,550	Buy-back
4	M/s Ram Gopal Agarwal HUF	62	2/12/2015	20	Scheme of arrangement#
		(10)	22/03/2017	8,500	Buy-back
5	M/s Mridul Dhanuka HUF	62	2/12/2015	20	Scheme of arrangement#
		(10)	22/03/2017	8,500	Buy-back
6	Ms. Mamta Dhanuka	9,204	2/12/2015	16,650	Scheme of arrangement#
		(444)	22/03/2017	3,77,400	Buy-back
7	M/s Mahendra Kumar Dhanuka HUF	40,000	23/05/2007	80,000	Scheme of arrangement*
		1,54,856	2/12/2015	50,020	Scheme of arrangement#
		(9,407)	22/03/2017	79,95,950	Buy-back
8	Mr. Manish Dhanuka	2,85,900	23/05/2007	448800	Scheme of arrangement*
		44,212	2/12/2015	1074980	Scheme of arrangement#
		(15,937)	22/03/2017	1,35,46,450	Buy-back
		(9,800)	20/06/2017	82,38,370	Post Buy-back Offer for Sale
9	Mr. Ram Gopal Agarwal	1,94,000	23/05/2007	3,88,000	Scheme of arrangement*
		1,85,753	2/12/2015	60,000	Scheme of arrangement#
		(18,334)	22/03/2017	1,55,83,900	Buy-back
10.	Mr. Rahul Dhanuka	3,50,535	23/05/2007	7,01,070	Scheme of arrangement*
		30,959	2/12/2015	10,000	Scheme of arrangement#
		(18,419)	22/03/2017	1,56,56,150	Buy-back
		(30292)	20/06/2017	2,54,58,003	Post Buy-back Offer for Sale
		(4455)	21/06/2017	38,55,090	Post Buy Back Offer for sale
11	Ms. Uma Dhanuka	30,959	2/12/2015	10,000	Scheme of arrangement#
		(1,494)	22/03/2017	12,69,900	Buy-back
12	Mr. Mridul Dhanuka	30,959	2/12/2015	10,000	Scheme of arrangement#
		(1,494)	22/03/2017	12,69,900	Buy-back
13	Ms. Megha Dhanuka	30,959	2/12/2015	10,000	Scheme of arrangement#
		(1,494)	22/03/2017	12,69,900	Buy-back
14	Mr. Mahendra Kumar Dhanuka	30,959	2/12/2015	10,000	Scheme of arrangement#
		(1,494)	22/03/2017	12,69,900	Buy-back
15	Mr. Harsh Dhanuka	30,959	2/12/2015	10,000	Scheme of arrangement#
		(1,494)	22/03/2017	12,69,900	Buy-back
16	Mr. Arun Kumar Dhanuka	39,607	2/12/2015	10,66,650	Scheme of arrangement#
		(643)	22/03/2017	5,46,550	Buy-back
17	Mr. Arjun Dhanuka	9,209	2/12/2015	16,660	Scheme of arrangement#
		(165)	22/03/2017	1,40,250	Buy-back
18	Ms. Seema Dhanuka	13,808	2/12/2015	24,980	Scheme of arrangement#
		(224)	22/03/2017	1,90,400	Buy-back
19	Ms. Madhuri Dhanuka	30,680	2/12/2015	9,910	Scheme of arrangement#
		(1,480)	22/03/2017	12,58,000	Buy-back

Sr No	Name of Shareholder	Number of Shares Acquired / (Sold)	Date of acquisition	Cost of Acquisition in Rs.	Remarks
20	Ms. Akangsha Dhanuka	30,959	2/12/2015	10,000	Scheme of arrangement#
		(503)	22/03/2017	4,27,550	Buy-back
21	Ms. Urmila Dhanuka	30,959	2/12/2015	10,000	Scheme of arrangement#
		(1,494)	22/03/2017	12,69,900	Buy-back
22	Pushpa Dhanuka Trust	54,17,266	2/12/2015	98,00,000	Scheme of arrangement#
		(88,072)	22/03/2017	7,48,61,200	Buy-back
23	Triveni Trust	3,03,39,712	2/12/2015	98,00,000	Scheme of arrangement#
		(4,93,254)	22/03/2017	41,92,65,900	Buy-back
24	M/s. Hindon Mercantile Limited	31	2/12/2015	10	Scheme of arrangement#
		(5)	22/03/2017	4,250	Buy-back
25	M/s. Golden Overseas Private Limited	31	2/12/2015	10	Scheme of arrangement#
		(5)	22/03/2017	4,250	Buy-back
26	M/s. Exclusive Leasing & Finance Limited	31	2/12/2015	10	Scheme of arrangement#
		(5)	22/03/2017	4,250	Buy-back
	Total	3,66,62,243			

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

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

- 11) The Company hereby confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or interest payment 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.

12) Confirmation from the Board

The Board of the Directors 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, the Board has formed an opinion:

- i. That immediately following the date of the Board Meeting held on 14th November, 2018 ("Board Meeting") and the date of passing the shareholder's resolution approving the proposed Buy-Back ("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 14th November, 2018 as well as the year immediately following the date of passing of the shareholders' resolution approving the proposed Buy-Back, 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 Buy-Back held on 14th November, 2018 as also from the date of the shareholders' resolution approving the proposed Buy-Back;
- iii. That in forming their opinion for the above purpose, the Board has taken into account the liabilities as if Company is being wound up under the provisions of the Companies Act, 1956 or Companies Act, 2013 or the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities).

13) Confirmation from the Company as per the provisions of the Buy-Back Regulations and the Act:

- (a) The Company shall not issue any Equity Shares or other securities (including by way of bonus) till the date of closure of the Buy-Back period;
- (b) The Company shall not raise further capital for a period of one year from the closure of Buy-Back period, except in discharge of its subsisting obligations;
- (c) The special resolution approving the Buy-Back will be valid for a maximum period of one year from the date of passing

the said Special Resolution (or such extended period as may be permitted under the Act or the Buy-Back Regulations or by the appropriate authorities). The exact time table for the Buy-Back shall be decided by the Board (or its duly constituted Committee) within the above time limits;

- (d) The Equity Shares bought back by the Company will be compulsorily extinguished and will not be held for re-issuance;
 - (e) The Company shall transfer from its free reserves a sum equal to the nominal value of the Equity Shares purchased through the Buy-Back to the Capital Redemption Reserve account and the details of such transfer shall be disclosed in its subsequent audited balance sheet;
 - (f) The Company shall not withdraw the Buy-Back after the public announcement of the offer to Buy-Back is made;
 - (g) The Company shall not Buy-Back locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable; and
 - (h) The Company confirms that as required under Section 68(2)(d) of the Act, the debt equity ratio of aggregate of secured and unsecured debts owed by the Company shall not be more than twice the equity share capital and free reserves after the Buy-Back.
 - (i) The Company confirms that it 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
 - (j) The Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the Buy-Back Regulations and the Act within 7 (seven) days of the last date of completion of the Buy-Back
- 14) **Report addressed to the Board of Directors by the Statutory Auditors of the Company on permissible capital payment and opinion formed by directors regarding insolvency**
- The text of the Report dated 14th November, 2018 received from M/s S.S Kothari Mehta & Co., Chartered Accountants, Statutory Auditors of the Company, addressed to the Board of Directors of the Company is attached at the end of this Explanatory Statement. (Annexure 1)
- 15) 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. 1 in the Postal Ballot Notice.
- 16) 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.

2. Continuation of appointment of Mr. Ram Gopal Agarwal (DIN:00627386) as Whole time Director (under designation of Chairman) of the Company even after attaining age of 70 years and approval for his remuneration in terms of Amended Listing Regulations

In terms of Section 196(3) of the Companies Act, 2013 read with Part-1 of Schedule V, no Company shall appoint or continue the employment of any person as Managing Director, Whole-time Director or Manager who has attained the age of 70 years unless it is approved by the Shareholders as a Special Resolution.

Mr. Ram Gopal Agarwal, Chairman has been reappointed as Whole Time Director designated as Chairman w.e.f 19th May, 2017 for a period of 5 years. He was 68 years old at that time. Now, as he will turn 70 on 30th July, 2019, during his current tenure as Whole time Director, Members' consent as special resolution is required for continuation of engagement of Mr. Ram Gopal Agarwal as Whole time Director in order to comply with the requirement of Section 196(3) of the Companies Act, 2013.

In terms of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on 9th May, 2018 ("Amended Listing Regulations"), the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by Special Resolution in General Meeting, if:

- a. the annual remuneration payable to such Executive Director exceeds rupees 5 crore or 2.5 per cent of the net profits of the Listed Entity, whichever is higher; or
- b. where there is more than one such Director, the aggregate annual remuneration to such Directors exceeds 5 per cent of the net profits of the Listed Entity:

Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such Director.

Mr. Ram Gopal Agarwal was re-appointed as Whole time Director for a term of five years effective from 1st November, 2017 and his remuneration was also approved by the members of the Company in their Annual General Meeting held on 10th August, 2017 by way of Ordinary Resolution. In order to comply with the requirement of Amended Listing Regulations and on recommendation of Nomination and Remuneration Committee, Board of Directors is seeking to take members' approval by way of Special Resolution for paying him remuneration as per already approved terms and conditions in case his remuneration exceeds the limits prescribed in Regulation 17(6)(e) of Amended Listing Regulations as stated above.

Hence, resolution at Item No. 2 of the notice, is recommended by Board of Directors for members' approval as special resolution.

3. To consider and approve remuneration to Mr. Mahendra Kumar Dhanuka (DIN: 00628039) as Whole time Director (under designation of Managing Director) in terms of regulation 17(6)(e) of SEBI Amended Listing Regulations for the remaining tenure of his appointment:

In terms of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on 9th May, 2018 ("Amended Listing Regulations"), the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by Special Resolution in General Meeting, if:

1. the annual remuneration payable to such Executive Director exceeds rupees 5 crore or 2.5 per cent of the net profits of the Listed Entity, whichever is higher; or
2. where there is more than one such Director, the aggregate annual remuneration to such Directors exceeds 5 per cent of the net profits of the Listed Entity:

Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such Director.

This is to further apprise the Board that Mr. Mahendra Kumar Dhanuka was re-appointed as Managing Director for a term of five years effective from 14th August, 2014 and his remuneration was also approved by the members of the Company in their Annual General Meeting held on 17th September, 2014 by way of Ordinary Resolution. In order to comply with the requirement of Amended Listing regulations and on recommendation of Nomination and Remuneration Committee, Board of Directors is seeking to take members' approval by way of Special Resolution for paying him remuneration as per already approved terms and conditions in case his remuneration exceeds the limits prescribed in Regulation 17(6)(e) of Amended Listing Regulations.

Hence, resolution at Item No. 3 of the notice, is recommended by Board of Directors for members' approval as special resolution.

4. To consider and approve remuneration to Mr. Rahul Dhanuka (DIN: 00150140) as Whole time Director in terms of regulation 17(6)(e) of SEBI Amended Listing Regulations for the remaining tenure of his appointment

In terms of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on 9th May, 2018 ("Amended Listing Regulations"), the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by Special Resolution in General Meeting, if:

- a. the annual remuneration payable to such Executive Director exceeds rupees 5 crore or 2.5 per cent of the net profits of the Listed Entity, whichever is higher; or
- b. where there is more than one such Director, the aggregate annual remuneration to such Directors exceeds 5 per cent of the net profits of the Listed Entity:

Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such Director.

Mr. Rahul Dhanuka (DIN: 00150140) was re-appointed as Whole time Director for a term of five years effective from 1st May, 2017 and his remuneration was also approved by the members of the Company in their Annual General Meeting held on 11th August, 2016 by way of Ordinary Resolution. In order to comply with the requirement of Amended Listing Regulations and on recommendation of Nomination and Remuneration Committee, Board of Directors is seeking to take members'

approval by way of Special Resolution for paying him remuneration as per already approved terms and conditions in case his remuneration exceeds the limits prescribed in Regulation 17(6)(e) of Amended Listing Regulations.

Hence, resolution at Item No. 4 of the notice, is recommended by Board of Directors for members' approval as special resolution.

5. To consider and approve remuneration to Mr. Mridul Dhanuka (DIN: 00199441) as Whole time Director in terms of regulation 17(6)(e) of SEBI Amended Listing Regulations for the remaining tenure of his appointment

In terms of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on 9th May, 2018 ("Amended Listing Regulations"), the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by Special Resolution in general meeting, if-

- a. the annual remuneration payable to such Executive Director exceeds rupees 5 crore or 2.5 per cent of the net profits of the Listed Entity, whichever is higher; or
- b. where there is more than one such Director, the aggregate annual remuneration to such Directors exceeds 5 per cent of the net profits of the Listed Entity:

Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such Director.

Mr. Mridul Dhanuka (DIN: 00199441) was re-appointed as Whole time Director for a term of five years effective from 24th May, 2016 and his remuneration was also approved by the members of the Company in their Annual General Meeting held on 11th August, 2016 by way of ordinary resolution. In order to comply with the requirement of Amended Listing regulations and on recommendation of Nomination and Remuneration Committee, Board of Directors is seeking to members' approval by way of Special Resolution for paying him remuneration as per already approved terms and conditions in case his remuneration exceeds the limits prescribed in Regulation 17(6)(e) of Amended Listing regulations.

Hence, resolution at Item No. 5 of the notice, is recommended by Board of Directors for members' approval as special resolution.

6. Approval of remuneration to Mr. Arun Kumar Dhanuka (DIN: 00627425) as Whole time Director in terms of regulation 17(6)(e) of SEBI Amended Listing Regulations for the remaining tenure of his appointment and in this regard

In terms of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on 9th May, 2018 ("Amended Listing Regulations"), the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by Special Resolution in general meeting, if:

- a. the annual remuneration payable to such Executive Director exceeds rupees 5 crore or 2.5 per cent of the net profits of the Listed Entity, whichever is higher; or
- b. where there is more than one such Director, the aggregate annual remuneration to such Directors exceeds 5 per cent of the net profits of the Listed Entity

Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such Director.

Mr. Arun Kumar Dhanuka (DIN: 00627425) was re-appointed as Whole time Director for a term of five years effective from 1st August, 2018 and his remuneration was also approved by the members of the Company in their Annual General Meeting held on 10th August, 2018 by way of ordinary resolution. In order to comply with the requirement of Amended Listing regulations, and on recommendation of Nomination and Remuneration Committee, Board of Directors is seeking to members' approval by way of Special Resolution for paying him remuneration as per already approved terms and conditions in case his remuneration exceeds the limits prescribed in Regulation 17(6)(e) of Amended Listing regulations.

Hence, resolution at Item No. 6 of the notice, is recommended by Board of Directors for members' approval as special resolution.

7. Continuation of Directorship of Mr. Priya Brat (DIN:00041859), for current term expiring on 19th May, 2019 and Second Term starting from 20th May, 2019 notwithstanding that he has attained the age of 75 Years

In terms of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on 9th May, 2018 (“Amended Listing Regulations”), no Listed Entity shall appoint a person or continue the Directorship of a person as Non-Executive Director, with effect from 1st April, 2019 who has attained the age of 75 Years unless a Special Resolution is passed to that effect. Mr. Priya Brat, Independent Director was appointed on 20th May, 2014 for a period of 5 years. His first term as Independent Director shall expire on 19th May, 2019.

Mr. Brat is of 82 Years of age and his appointment for second term of five year starting from 20th May, 2019 is already approved by members in their Annual General Meeting held on 10th August, 2018. In order to comply with the requirement of Regulation 17(1A) of the Amended Listing Regulations and on recommendation of Nomination and Remuneration Committee, Board of Directors is seeking to members' approval by way of Special Resolution for continuation of his first term as well as second term even after attaining age of 75 years.

Hence, resolution at Item No. 7 of the notice, is recommended by Board of Directors for members' approval as special resolution.

8. Continuation of Directorship of Mr. Om Prakash Khetan (DIN: 06883433), for current term expiring on 19th May, 2019 and Second Term starting from 20th May, 2019 notwithstanding that he has attained the age of 75 Years

In terms of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on 9th May, 2018 (“Amended Listing Regulations”), no Listed entity shall appoint a person or continue the Directorship of a person as Non-Executive Director, with effect from 1st April, 2019 who has attained the age of 75 Years unless a Special Resolution is passed to that effect. Mr. Om Prakash Khetan, Independent Director was appointed on 20th May, 2014 for a period of 5 years. His first term as Independent Director shall expire on 19th May, 2019.

Mr. Khetan is of 84 Years of age and his appointment for second term of five years starting from 20th May, 2019 is already approved by members in their meeting held on 10th August, 2018. In order to comply with the requirement of Amended Listing regulations and on recommendation of Nomination and Remuneration Committee, Board of Directors is seeking to members' approval by way of Special Resolution for continuation of his first term as well as second term even after attaining age of 75 years.

Hence, resolution at Item No. 8 of the notice, is recommended by Board of Directors for members' approval as special resolution.

9. Continuation of Directorship of Mr. Indresh Narain, (DIN 00501297), for Second Term starting from 20th May, 2019 notwithstanding that he has attained the age of 75 Years

In terms of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on 9th May, 2018, no Listed entity shall appoint a person or continue the Directorship of a person as Non-Executive Director, with effect from 1st April, 2019 who has attained the age of 75 Years unless a Special Resolution is passed to that effect.

Mr. Indresh Narain is of 74 Years of age and will attain the age of 75 years in November, 2019. His appointment for second term of five years commencing from 20th May, 2019 is already approved by members in their meeting held on 10th August, 2018. Since, Mr. Narain will attain age of 75 years during his tenure of second term. Hence in order to comply with the regulation 17(1A) of Amended Listing Regulations and on recommendation of Nomination and Remuneration Committee, Board of Directors is seeking to members' approval seeking approval of members by way of special resolution for continuation of Directorship of Mr. Indresh Narain during second term notwithstanding of his attaining age of 75 years in November, 2019 .

Hence, resolution at Item No. 9 of the notice, is recommended by Board of Directors for members' approval as special resolution.

By Order of the Board
For Dhanuka Agritech Limited

Sd/-
(JYOTI VERMA)
Company Secretary
FCS-7210

Place: Gurugram
Date: 14th November, 2018

Annexure 1

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

The Board of Directors
Dhanuka Agritech Limited
82, Abhinash Mansion, 1st Floor, Joshi Road
Karol Bagh, New Delhi-110005
Dear Sir/Madam,

Sub: Statutory Auditor's Report in respect of proposed buyback of equity shares by Dhanuka Agritech Limited (the "Company") in terms of the clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 ("Buyback Regulations").

1. This Report is issued in accordance with the terms of our service scope letter engagement dated November 1, 2018 with Dhanuka Agritech Ltd.
2. The Board of Directors of the Company have approved a proposal for buyback of Equity Shares by the Company at its meeting held on November 14, 2018, which is subject to approval of shareholders of the Company, in pursuance of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013 (the "Act") and the Buyback Regulations. We have been requested by the management of the Company to provide a report on the accompanying statement of permissible capital payment (including premium) ('Annexure A') as at March 31, 2018 (hereinafter referred to as the "statement"). This statement has been prepared by the management, which we have initialled for the purpose of identification only.

Management Responsibility

3. The preparation of the Statement in accordance with Section 68(2)(c) of the Companies Act, 2013 and the compliance with the Buyback Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment, 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 is responsible to make full inquiry into the affairs and prospects of the Company and to form an opinion that the Company will not be rendered insolvent within a period of one year from the date of passing the board resolution and from the date on which the results of the shareholders resolutions with regard to proposed Buy-back are declared.

Auditor's Responsibility

5. Pursuant to the requirement of the Buyback Regulations, it is our responsibility to provide a reasonable assurance on the following "Reporting Criteria":
 - i. whether we have inquired into the state of affairs of the Company in relation to the audited standalone financial statements as at March 31, 2018;
 - ii. whether the amount of permissible capital payment as stated in Annexure A, has been properly determined considering the audited standalone financial statements as at March 31, 2018 in accordance with Section 68(2) of the Companies Act, 2013;
 - iii. whether the Board of Directors of the Company, in their meeting held on November 14, 2018 have formed the opinion as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid Board meeting date and from date on which the results of the shareholders' resolutions with regard to the proposed buyback are declared; and
 - 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 therein is unreasonable in the circumstances as at the date of the declaration.
6. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting Criteria mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgment, including an assessment of the risks associated with the Reporting Criteria. We have performed the following procedures in relation to the Statement:
 - i. inquired into the state of affairs of the Company in relation to its audited standalone financial statements for the year ended March 31, 2018.
 - ii. examined the authorization for Buy-Back as per the Articles of Association of the Company;
 - iii. examined that the amount of capital payment for the Buy-Back, as detailed in Annexure A to this report, is within the permissible limits computed in accordance with Section 68 of the Act;

- iv. examined that the ratio of debt owned by the Company, if any, is not more than twice the paid-up capital and free reserves after such Buy-Back;
 - v. examined that all shares for Buy-Back are fully paid-up;
 - vi. examined resolutions passed in the meetings of the Board of Directors in this regard;
 - vii. examined the Director's declarations for the purpose of Buy-Back and solvency of the Company;
 - viii. examined the necessary documents to ensure that the current Buy-Back is made after the expiry of one year from the closure of last Buy-Back period;
 - ix. obtained necessary representations from the management of the Company.
7. The standalone financial statements for the year ended March 31, 2018, referred to in paragraph 5 above, have been audited by M/s Ambani & Associates LLP, Chartered Accountants (FRN : 016923N) ("Predecessor Auditors"), on which they have issued an unmodified audit opinion vide their report dated 22 May, 2018. As per the said report, the audit of the financial statements for the year ended March 31, 2018 was conducted in accordance with the Standards on Auditing, as specified under Section 143 of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that they plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
 8. We have conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
 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.

Opinion:

10. We have relied upon the audited standalone financial statements for the year ended 31st March, 2018, which have been audited by M/s Ambani & Associates LLP, Chartered Accountants (FRN: 016923N) ("Predecessor Auditor") and based on our examination as above, and the information and explanation given to us, we state that we have inquired into the state of affairs of the Company and in our opinion:
 - (i) The permissible capital payment towards buyback of equity shares, as stated in the statement (Annexure A), is in our view properly determined in accordance with Section 68 of the Act; and
 - (ii) The Board of Directors, in their meeting held on November 14, 2018 have formed the opinion, as specified in clause (x) of Schedule I of the Regulations, on reasonable ground, that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from November 14, 2018, and from date on which the results of the shareholders' resolutions 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 declaration is unreasonable in circumstances as at the date of declaration.

Restriction on Use

11. The certificate is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Act and Regulations solely to enable them to include it (a) in the explanatory statement to be included in the postal ballot notice to be circulated to the shareholders, (b) in the public announcement to be made to the Shareholders of the Company, (c) in the draft letter of offer and letter of offer to be filed with the Securities and Exchange Board of India, the stock exchanges, the Registrar of Companies as required by the Regulations, the National Securities Depository Limited and the Central Depository Securities (India) Limited, 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 & Co.
Chartered Accountants
Firm Registration Number: 000756N
Sd/-
Yogesh K Gupta
Partner
Membership No.: 093214

Place: Gurugram
Date: 14th November, 2018

Annexure A - Statement of permissible capital payment of Dhanuka Agritech Limited

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with section 68(2)(c) of the Companies Act, 2013 ("the Act") based on audited standalone financial statements as at and for the year ended March 31, 2018 :

Particulars		Amount (Rs. in Lacs)
		Standalone
Paid-up Equity Share capital as at 31 March 2018 (4,90,78,324 equity shares of Rs.2/- each fully paid-up)#	(A)	981.57
Free reserves as at March 31, 2018*#		
General reserve	(B)	2455.03
Retained earnings	(C)	59784.99
<i>Less adjustments:</i>		
Fair valuation of investments, classified as fair value through profit and loss		539.10
Unrealised gains on restatement on foreign currency assets & liabilities		10.00
Tax impact of above adjustments @ 34.608%		(190.04)
Total adjustments	(D)	359.06
Net free reserves (B) + (C) - (D)	(E)	61880.96
Total Paid-up equity capital and free reserves as at March 31, 2018 (A + E)		62862.53
Permissible capital payment in accordance with Proviso to Section 68(2)(c) of the Companies Act, 2013 (25% of the total paid-up equity capital and free reserves)\$		15715.63
Permissible capital payment for Buyback through method specified in 4(iv)(b), read with proviso to Regulation 4(iv) of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (14.99% of total paid-up Equity capital and free reserves)		9423.09
Permissible capital payment in accordance with proviso to Section 68(2)(b) of the Act requiring Board Resolution (10% of total paid-up Equity Share capital and free reserves)		6286.25

* Free reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided in Section 68 of the Act.

The above calculation of the paid-up Equity Share Capital and Free Reserves as at March 31, 2018 for Buyback of equity shares is based on the amounts appearing in the audited standalone financial statements of the Company for the year ended March 31, 2018. These financial statements of the Company are prepared in accordance with the Indian Accounting Standards (Ind-AS) as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

\$ Proposed capital payment restricted to 25% of the total paid-up equity capital and free reserves

For and on behalf of **Dhanuka Agritech Limited**

Sd/-
Mahendra Kumar Dhanuka
Managing Director
DIN: 0628039
Date : November 14, 2018
Place : Gurugram

Sd/-
Vinod Kumar Bansal
Chief Financial Officer
Date : November 14, 2018
Place : Gurugram

DHANUKA AGRITECH LIMITED

Corporate Identity Number: L24219DL1985PLC020126

Regd. Off.: 82, Abhinash Mansion, 1st Floor, Joshi Road, Karol Bagh, New Delhi-110005

Corp. Off.: 14th Floor, DLF Building No.5, Tower 'A', DLF Phase-III, DLF Cyber City, Gurugram, Haryana-122002

Tel: 011-23534551-52; 0124-3838500 **Fax:** 011-43850614 **Website:** www.dhanuka.com; **E-mail:** investors@dhanuka.com

The last date for receipt of
Postal Ballot is
19th Dec. 2018, 5.00 P.M.

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

- (1) Name(s) of Member(s) :
- (2) Registered Address of the Sole/First named Member :
- (3) DP ID No. / Client ID No./ Registered Folio No. :
- (4) No. of Shares held :
- (5) I/We hereby exercise my /our vote in respect of the Special Resolution(s) to be passed through Postal Ballot for the business stated in the Notice dated 14th November, 2018 of the Company by sending my/our assent (for) or dissent to the said Special Resolution by placing the tick mark (✓) at the appropriate column below:

Description of the Resolution	No. of Shares for which votes cast	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1. Approval for Buy-Back of Equity Shares of the Company			
2. Continuation of appointment of Mr. Ram Gopal Agarwal (DIN:00627386) as Whole time Director (under Designation of Chairman) of the Company even after attaining age of 70 years and to consider and approve his remuneration in terms of SEBI Amended Regulations			
3. Approval of remuneration to Mr. Mahendra Kumar Dhanuka (DIN:00628039) as Whole time Director (under Designation of Managing Director) in terms of regulation 17(6)(e) of SEBI Amended Regulations for the remaining tenure of his appointment			
4. Approval of remuneration to Mr. Rahul Dhanuka (DIN:00150140) as Whole time Director in terms of regulation 17(6)(e) of SEBI Amended Regulations for the remaining tenure of his appointment			
5. Approval of remuneration to Mr. Mridul Dhanuka (DIN:00199441) as Whole time Director in terms of regulation 17(6)(e) of SEBI Amended Regulations for the remaining tenure of his appointment			
6. Approval of remuneration to Mr. Arun Kumar Dhanuka (DIN:00627425) as Whole time Director in terms of regulation 17(6)(e) of SEBI Amended Regulations for the remaining tenure of his appointment			
7. Continuation of Directorship of Mr. Priya Brat (DIN:00041859)(Non executive Director) for current term expiring on 19th May, 2019 and Second Term starting from 20th May, 2019 notwithstanding that he has attained the age of 75 Years			
8. Continuation of Directorship of Mr. Om Prakash Khetan (DIN:06883433) (Non executive Director) for current term expiring on 19th May, 2019 and Second Term starting from 20th May, 2019 notwithstanding that he has attained the age of 75 Years			
9. Continuation of Directorship of Mr. Indresh Narain (DIN:00501297)(Non executive Director), for Second Term starting from 20th May, 2019 notwithstanding that he has attained the age of 75 Years			

Place:

Date: _____ Signature of the Member or Authorised Signatory

Electronic Voting Particulars

EVSN (Electronic Voting Sequence Number)	User Id	Password
181115006		

Note: For e-voting, please refer the instructions under "E-Voting Facility" in the Notice attached herewith.
Last date for Receipt of Postal Ballot Form by the Scrutinizer: 19th December, 2018, 5.00 P.M.

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid envelope. Envelope containing Postal Ballot, if deposited in person or sent by courier at the expense of the Member will also be accepted.
2. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.
3. In case of shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authorisation. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
4. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column.
5. Unsigned, incomplete or defective Postal Ballot Forms are liable to be rejected.
6. A Member need not use all the votes nor needs to cast all the votes in the same way.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours i.e, 5.00 P.M., on 19th December, 2018. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filed in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item No. 7 above.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed envelope.
10. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members on the cut-off date i.e. 14th November, 2018.
11. The Scrutinizer's decision on the validity of Postal Ballot Form(s) will be final.
12. The result of the voting by Postal Ballot will be announced on 20th December, 2018 and displayed on the Notice Board of the Company at its Registered Office and the Corporate Office, intimated to the Stock Exchange(s), hosted on the website of the Company.
13. E-VOTING: in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with the Rules made thereto, the Company is pleased to provide e-voting facility (through e-voting platform of CDSL) as an alternate which would enable the Members to cast votes electronically, instead of sending Physical Ballot Form. Please note that e- voting is optional. In case a Member has voted through E-voting facility, he/she is not required to send the Physical Ballot Form. In case Member(s) cast their votes via both modes i.e., Physical Ballot as well as e-voting, then voting done through e-voting shall prevail and Physical Voting of that member shall be treated as invalid. Members are requested to refer to the Notice and notes there to, for detailed instructions with respect to e-voting.