



# Dhanuka Agritech Limited

AN ISO 9001 : 2008 COMPANY

Online

Date: 10.07.2018

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

**Corporate Relationship Department**  
Bombay Stock Exchange of India Ltd.  
1<sup>st</sup> Floor New Trading, Rotunda Building,  
P J Towers, Dalal Street Fort,  
Mumbai- 400 001

Ref: Symbol- DHANUKA

Scrip Code: 507717

**Sub: Notice of 33<sup>rd</sup> Annual General Meeting, Remote E-Voting & Book Closure and payment of final dividend**

Dear Sir,

Notice is hereby given that the 33<sup>rd</sup> Annual General Meeting (AGM) of the Members of the Company will be held on **Friday, the 10<sup>th</sup> day of August, 2018** at 10:30 A.M. at Mapple Emerald Hotel, National Highway- 8, Rajokri, New Delhi- 110 038. The Company has completed dispatch of Annual Report 2017-18 (comprising inter alia of Notice of 33<sup>rd</sup> AGM along with Explanatory Statement along with the Audited Standalone and Consolidated Financial Statements, Report of Board of Directors and the Statutory Auditors' for the Financial Year ended 31<sup>st</sup> March, 2018) via physical as well as electronic mode on 9<sup>th</sup> day of July, 2018. Annual Report 2017-18 is available on website ([www.dhanuka.com](http://www.dhanuka.com)) of the Company. Annual Report 2017-18 inter alia containing Notice of 33<sup>rd</sup> AGM is also available on website of Central Depositories Services (India) Ltd. (CDSL) ([www.cdslindia.com](http://www.cdslindia.com)).

Pursuant to Section 108 of the Companies Act, 2013 and the Rules framed thereunder, the Members of the Company holding Shares either in physical or dematerialized form, are provided with the facility to cast their vote electronically through Remote e-voting services provided by CDSL and through Ballot Papers at the venue of AGM on all resolutions set forth in the Notice of the AGM. Remote e-voting period will commence at **9:00 a.m. on Tuesday, 7<sup>th</sup> day of August, 2018** and will end at **5:00 p.m. on Thursday, 9<sup>th</sup> August, 2018**, after which voting shall not be allowed. The Remote e-voting scheduled shall be disabled by CDSL for voting thereafter. Once the vote on resolution is cast by the Member by Remote e-voting, he shall not be allowed to change it subsequently. The Members who have already casted their vote through Remote e-voting may attend the AGM but shall not be entitled to cast their vote at the AGM.

The Voting Rights of the Shareholders (for voting through Remote e-voting or by poll paper at the Meeting) shall be in proportion to their share in the paid up equity share capital of the company as on Friday, the 3<sup>rd</sup> day of August, 2018 ("**Cut-off Date**"). A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on



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cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.

The Company has appointed M/s. R&D Company Secretaries, to act as Scrutinizers for the Remote e-voting process and poll, if any, at the AGM in fair and transparent manner.

The results of voting will be declared within 48 hours from the conclusion of the AGM and same along with the Scrutinizers' Report will be published on the website of the Company ([www.dhanuka.com](http://www.dhanuka.com)) and the website of the CDSL ([www.cdslindia.co.in](http://www.cdslindia.co.in)) immediately after the declaration of result by the Chairman and the same will also be communicated to BSE Ltd. and the National Stock Exchange of India Limited.

Notice is further given that pursuant to Section 91 of the Companies Act, 2013, read with Rule 10 of the Companies (Management and Administration) Rules, 2014 Register of the Members and Share Transfer Books of the Company will remain closed from **Wednesday, 1<sup>st</sup> day of August, 2018 to Friday, 10<sup>th</sup> day of August, 2018** (both days inclusive), for the purpose of 33<sup>rd</sup> AGM and payment of Final Dividend, if any, declared at the AGM.

A copy of Notice sent to shareholders is attached for your perusal. Detailed Annual Report will be sent to you in due course.

We hope you will find the same in order.

Thanking You,  
Yours faithfully,

For Dhanuka Agritech Limited

  
Jyoti Verma  
Company Secretary/ Compliance Officer  
FCS-7210

ENCL: Notice of 33<sup>rd</sup> AGM



## NOTICE TO THE MEMBERS

Notice is hereby given that the **33<sup>rd</sup> Annual General Meeting (AGM)** of the Members of **Dhanuka Agritech Limited** will be held at Mapple Emerald Hotel, Rajokri, National Highway-8, New Delhi-110 038 on Friday the 10<sup>th</sup> day of August, 2018 at 10:30 A.M. to transact the following Businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2018 together with the Reports of the Auditors' and Directors' thereon.
2. To confirm the payment of Interim Dividend on Equity Shares declared by the Board of Directors of the Company.
3. To declare Final Dividend for the Financial Year ended 31<sup>st</sup> March, 2018.
4. To appoint a Director in place of Mr. Mahendra Kumar Dhanuka (DIN: 00628039), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Ashish Saraf (DIN: 07767324), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

6. To consider appointment of Statutory Auditors to fill the casual vacancy and in this regard, if thought fit, to pass following resolution with or without modification(s) as an **Ordinary Resolution:**

**“RESOLVED THAT** M/s. S.S. Kothari Mehta & Co., Chartered Accountants, (Firm Registration No. 000756N) be and are hereby appointed as Statutory Auditors of the Company to hold the office from 23<sup>rd</sup> May, 2018 until the conclusion of 33<sup>rd</sup> Annual General Meeting of the Company, to fill the casual vacancy caused by resignation of M/s. Ambani & Association LLP, Chartered Accountants, at such remuneration as may be fixed by Board of Directors on recommendation of the Audit Committee.”

7. To consider appointment of Statutory Auditors for 5 (Five) years and in this regard, if thought fit, to pass following resolution with or without modification(s) as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the

time being in force) and on recommendation of the Audit Committee, M/s. S.S. Kothari Mehta & Co., Chartered Accountants, (Firm Registration No. 000756N) be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of 5 (Five) years, from the conclusion of the 33<sup>rd</sup> Annual General Meeting till the conclusion of the 38<sup>th</sup> Annual General Meeting of the Company to be held in the year 2023 at such remuneration as may be fixed by the Board of Directors on recommendation of the Audit Committee.”

**“RESOLVED FURTHER THAT** any of the Director or Company Secretary of the Company, be and are hereby authorized to do such act, deeds and things and to file necessary e-forms with the concerned Registrar of Companies, to give effect to the aforementioned resolution.”

8. To consider and ratify remuneration of Cost Auditors and in this regard if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 141, 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 2,20,000/- plus applicable taxes payable to M/s. S. Chander & Associates, Cost Accountants (Firm Registration No. 100105), who have been appointed as Cost Auditors of the Company by the Board of Directors to conduct Cost Audit of the Company for the Financial Year ending 31<sup>st</sup> March, 2019.”

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

9. To consider appointment of Mr. Sanjay Saxena as an Independent Director and in this regard, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Sanjay Saxena (DIN: 01257965), who has submitted a declaration stating that he meets the criteria for independence as provided in Section 149(6) of the



Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who was appointed as Additional Director by the Board of Directors, being eligible for appointment, be and is hereby appointed as a non-retiring Independent Director of the Company for a period of 5 (Five) consecutive years with effect from 22<sup>nd</sup> May, 2018.”

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

10. To re-appoint Mr. Arun Kumar Dhanuka as Whole time Director and in this regard, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to 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 and pursuant to the recommendation of the Nomination and Remuneration Committee and consent of the Board of Directors, approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Arun Kumar Dhanuka (DIN: 00627425) as Whole time Director of the Company, for a period of 5 (Five) years from 1<sup>st</sup> August, 2018 to 31<sup>st</sup> July, 2023 (both days inclusive) as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the Explanatory Statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Arun Kumar Dhanuka.”

“**RESOLVED FURTHER THAT** the remuneration payable to Mr. Arun Kumar Dhanuka, 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 be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and

writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director(s) to give effect to the aforesaid resolution.”

11. To re-appoint Mr. Priya Brat, as an Independent Director for Second Term and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 framed thereunder, read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Priya Brat (DIN: 00041859), who was appointed as an Independent Director and who holds office of Independent Director up to 19<sup>th</sup> May, 2019 and who meets the criteria for Independence, being eligible for re-appointment be and is hereby re-appointed as a non-retiring Independent Director on the Board of the Company for Second Term of 5 (Five) consecutive years w.e.f. 20<sup>th</sup> May, 2019.”

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

12. To re-appoint Mr. Vinod Kumar Jain as an Independent Director for Second Term and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 framed thereunder, read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Vinod Kumar Jain (DIN: 01185937), who was appointed as an Independent Director and who holds office of Independent Director up to 19<sup>th</sup> May, 2019 and who meets the criteria for Independence, being eligible for re-appointment be and is hereby re-appointed as a non-retiring Independent Director on the Board of the Company for Second Term of 5 (Five) consecutive years w.e.f. 20<sup>th</sup> May, 2019.”

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



13. To re-appoint Mr. Indresh Narain as an Independent Director for Second Term and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 framed thereunder, read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Indresh Narain (DIN: 00501297), who was appointed as an Independent Director and who holds office of Independent Director up to 19<sup>th</sup> May, 2019 and who meets the criteria for Independence, being eligible for re-appointment be and is hereby re-appointed as a non-retiring Independent Director on the Board of the Company for Second Term of 5 (Five) consecutive years w.e.f. 20<sup>th</sup> May, 2019.”

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

14. To re-appoint Mrs. Asha Mundra as an Independent Director for Second Term and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 framed thereunder, read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mrs. Asha Mundra (DIN: 00394215), who was appointed as an Independent Director and who holds office of Independent Director up to 19<sup>th</sup> May, 2019 and who meets the criteria for Independence, being eligible for re-appointment be and is hereby re-appointed as a non-retiring Independent Director on the Board of the Company for Second Term of 5 (Five) consecutive years w.e.f. 20<sup>th</sup> May, 2019.”

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

15. To re-appoint Mr. Om Prakash Khetan as an Independent Director for Second Term and, if thought

fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 framed thereunder, read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Om Prakash Khetan (DIN: 06883433), who was appointed as an Independent Director and who holds office of Independent Director up to 19<sup>th</sup> May, 2019 and who meets the criteria for independence, being eligible for re-appointment be and is hereby re-appointed as a non-retiring Independent Director on the Board of the Company for Second Term of 5 (Five) consecutive years w.e.f. 20<sup>th</sup> May, 2019.”

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

16. To consider and approve Related Party Transactions with M/s. Dhanuka Marketing Company and in this regard, if thought fit, to pass the following resolution with or without modification(s) as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the Related Party Transactions that have been entered into or are proposed to be undertaken between the Company and M/s Dhanuka Marketing Company (“DMC”) for availing their services as Clearing & Forwarding Agents of the Company's products and caretaker of the Company's operations in the state of Andhra Pradesh and Telangana for a period of 5 (Five) Financial Years from Financial Year 2019-20 to Financial Year 2023-24, being in ordinary course of business, on terms and conditions as may be agreed upon between the Board of Directors of the Company and DMC, for and on behalf of the Company.”

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

17. To consider and approve granting of Loan u/s 185 to M/s



Dhanuka Laboratories Limited (DLL) and in this regard if thought fit, to pass the following resolution with or without modification(s) as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provision of Section 185 and other applicable provisions if any, of the Companies Act, 2013 and rules made thereunder (as may be amended from time to time ('the Act'), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 consent of the Members of the Company, be and is hereby accorded to grant loan to M/s. Dhanuka Laboratories Limited (DLL), a Company in which one or more Directors are interested and which

is a related party, up to an amount of Rs. 25 Crores (Rupees Twenty Five Crores Only) from time to time in one or more tranches for its Principal Business Activities on such terms and conditions as the Board of Directors in discussion with DLL may finalize.”

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

**Registered Office:**

82, Abhinash Mansion, 1<sup>st</sup> Floor, Joshi Road,  
Karol Bagh, New Delhi – 110 005 (India)  
Telephone No.: (011) 64656800/1/2  
Website: www.dhanuka.com  
Email ID: investors@dhanuka.com

CIN : L24219DL1985PLC020126

Place : Gurugram

Date : 22<sup>nd</sup> May, 2018

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

**Sd/-  
Jyoti Verma  
Company Secretary and Compliance Officer  
FCS-7210**



## NOTES:

1. A Member entitled to attend and vote at the Meeting is also entitled to appoint a Proxy to attend and vote on a Poll instead of himself / herself and such Proxy need not be a Member of the Company. Proxy form duly stamped and executed, in order to be effective, must be received by the Company at its Registered Office at least 48 hours before the time when the Meeting is scheduled to begin.

2. Pursuant to Section 105(1) of the Companies Act, 2013, read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as Proxy on behalf of not more than Fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. A person acting as Proxy for a Member holding more than ten percent of the total Share Capital of the Company carrying voting rights, will not act as Proxy for any other Member. Proxy holder shall be presenting their identity at the time of attendance at the AGM.

3. The Register of Members and the Share Transfer Books will remain closed from **Wednesday, 1<sup>st</sup> August, 2018 to Friday, 10<sup>th</sup> August, 2018** (both days inclusive).

4. Dividend for Financial Year 2017-18.

### 4.1 Interim Dividend

Interim Dividend @100% i.e. Rs. 2.00/- per Equity Share for each Equity Share having Face Value of Rs. 2.00/- each was paid during the FY 2017-18 to the Members whose names appeared in the Register of Members of the Company as on the Record Date i.e. 26<sup>th</sup> February, 2018. In respect of Equity Shares held in electronic form, the Interim Dividend was paid on the basis of beneficial ownership as on the Record Date i.e. 26<sup>th</sup> February, 2018 as per details furnished by the National Securities Depository Ltd. (NSDL) and Central Depositories Services (India) Ltd. (CDSL) for this purpose.

### 4.2 Final Dividend

Payment of Final Dividend @175% i.e. Rs. 3.50/- per Equity Share for each Equity Share having Face Value of Rs. 2.00/- each for the Financial Year ended 31<sup>st</sup> March, 2018, as recommended by the Board, if approved at this Annual General Meeting, will be made to those Members whose names appear in the Register of Members of the Company as on Tuesday, 31<sup>st</sup> July, 2018, being the date prior to the Book Closure date. In respect of Equity Shares held in electronic form, the Final Dividend will be paid on the basis of beneficial ownership as on Tuesday, 31<sup>st</sup> July, 2018, as per details furnished by the National Securities Depository Ltd.

(NSDL) and Central Depositories Services (India) Ltd. (CDSL) for this purpose.

### 4.3 Mandatory updation of Bank Details

SEBI has mandated that for making dividend payments, companies whose securities are listed shall use electronic clearing services. Companies/RTAs are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. It is also mandatory to print the bank details on the physical instrument if the payment is made in physical mode. Accordingly, shareholders are requested to provide/update their bank details with the respective depository participants for the shares held in dematerialized form and with RTA in respect of shares held in physical form.

5. Pursuant to the provisions of Section 72 of the Companies Act, 2013, the members holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Members holding shares in demat form may contact their respective Depository Participants for availing this facility.

6. Shareholders/ Proxies are requested to produce at the entrance the attached Admission Slip, duly completed and signed in accordance with the Specimen Signatures registered with the Company, for admission to the Annual General Meeting hall.

7. Documents referred to in this Notice will be available for inspection by the Members at the Registered Office of the Company from 11:00 A.M. to 1:00 P.M. on all working days prior to the date of the Annual General Meeting and will also be available for inspection at the venue of the Annual General Meeting.

8. Corporate Members intending to send their Authorized Representatives are requested to send a duly Certified Copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting together with Specimen Signature of Authorized Representative.

9. Members desirous of getting any information about the Accounts under reference and operations of the Company should address their query to the Company Secretary so that the same may reach her at least 7 (Seven) days before the date of the Meeting to enable the Management to keep the information ready.

10. In view of the provisions of Section 125 of the Companies Act, 2013, unclaimed/ unpaid Dividend for the Financial Year 2010-11 shall be transferred to Investor Education and Protection Fund (IEPF) in the month of September, 2018. Members, who have not yet encashed their Dividend for the Financial Year ended 31<sup>st</sup> March, 2011 or any subsequent Financial Year(s), are requested to lodge their claims with the Company.



11. Pursuant to the Sections 20, 101 and 136 of the Companies Act, 2013 and Rules made thereunder, Companies are allowed to send notices / documents in electronic form to their Members. To enable the Company to send its Annual Report, Notice of AGM and other documents for the Financial Year ended 31<sup>st</sup> March, 2018 electronically. Members are requested to update their Email IDs with their Depository Participants in case the Shares are held in the electronic form or the Registrar & Share Transfer Agent of the Company, in case the Shares are held in the physical form and accord their consent for receiving documents through electronic mode.

12. The Company is pleased to provide the Remote e-voting facility to Members to enable them to exercise their right to vote through electronic means, in pursuance of Section 108 of the Companies Act, 2013 and the Rules made thereunder. The facility of voting through ballot paper shall be available at the AGM venue and Members attending the Meeting who have not casted their votes via Remote e-voting shall be able to exercise their voting right at AGM. The Members who have already casted their vote through Remote e-voting may attend the AGM but can not cast their vote again by ballot.

13. The Company has appointed M/s. R & D, Company Secretaries, to act as the Scrutinizer, for conducting the scrutiny of the votes. The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating Remote e-voting for Annual General Meeting. The Members desiring to vote through electronic mode may refer to the detailed procedure on Remote e-voting given hereinafter.

**14. Remote e-voting Instructions:**

- (i) Remote e-voting period will commence on Tuesday, 7<sup>th</sup> August, 2018 (IST 9:00 a.m) and will end on Thursday, 9<sup>th</sup> August, 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. Friday, 3<sup>rd</sup> August, 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](http://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](http://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"> <li>• 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.</li> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>• 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).</li> </ul>

- (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 also to be 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](http://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 [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - ❖ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - ❖ The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- ❖ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.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. Friday, 3<sup>rd</sup> August, 2018, may follow the same instructions as mentioned above for Remote e-voting.
15. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's Registrar & Share Transfer Agent, M/s. Abhipra Capital Limited, quoting their Folio number.
16. Explanatory Statement pursuant to the Section 102 of the Companies Act, 2013 in respect of Item No. 6 to 17 of the Notice (in respect of Special Business to be transacted at the Meeting) is annexed hereto.
17. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the Meeting and thereafter unblock the votes cast through Remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the Annual General Meeting, a Consolidated Scrutinizers' Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
18. The results of voting will be declared and the same along with the Scrutinizers' Report will be available on the website of the Company ([www.dhanuka.com](http://www.dhanuka.com)) and the website of CDSL ([www.cdslindia.co.in](http://www.cdslindia.co.in)) immediately after the declaration of result by the Chairman and the same will also be communicated to BSE Limited and the National Stock Exchange of India Limited within 48 hours from the conclusion of the Annual General Meeting.



## Explanatory Statements

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

The following Explanatory Statement sets out all the material facts, relevant to the items of the Special Business contained in the Notice.

### Item No. 6 & 7

#### Appointment and Remuneration of Statutory Auditors

The Members of the Company at its 32<sup>nd</sup> Annual General Meeting (AGM) held on Thursday, 10<sup>th</sup> August, 2017 had appointed M/s. Ambani & Associates LLP, Chartered Accountants, (Firm Registration No: 016923N) as Statutory Auditors of the Company to hold office from the conclusion of 32<sup>nd</sup> AGM till the conclusion of 37<sup>th</sup> AGM of the Company subject to ratification of the appointment by the Members at every AGM held after the 32<sup>nd</sup> AGM of the Company.

M/s. Ambani & Associates LLP, Chartered Accountants, (Firm Registration No: 016923N) vide their letter dated 22<sup>nd</sup> May, 2018 have resigned from the position of Statutory Auditors of the Company, effective from 23<sup>rd</sup> May, 2018, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. They have conducted Statutory Audit for Financial Year 2017-18 and have submitted their Report in the Meeting of the Board of Directors held on 22<sup>nd</sup> May, 2018 where the Financial Statements were approved by the Board.

The Board of Directors at its Meeting held on 22<sup>nd</sup> May, 2018, at the recommendation of the Audit Committee, and pursuant to the provision of Section 139(8) of the Companies Act, 2013, has appointed M/s. S.S. Kothari Mehta & Co., Chartered Accountants, (Firm Registration No. 000756N), to hold office as Statutory Auditors of the Company to fill casual vacancy caused by resignation of M/s. Ambani & Associates LLP, Chartered Accountants. M/s. S.S. Kothari Mehta & Co., Chartered Accountants, (Firm Registration No. 000756N) shall hold office upto the conclusion of 33<sup>rd</sup> AGM.

Since, M/s. S.S. Kothari Mehta & Co., Chartered Accountants shall hold office only upto the conclusion of 33<sup>rd</sup> AGM, the Board of Directors at its Meeting held on 22<sup>nd</sup> May, 2018, on the recommendation of the Audit Committee and pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, appointed and recommended the appointment of M/s. S.S. Kothari Mehta & Co., Chartered Accountants, (Firm Registration No. 000756N), as Statutory Auditors of the Company to hold office for a period of 5 (Five) years, from the conclusion of the 33<sup>rd</sup> AGM, till the conclusion of the 38<sup>th</sup> AGM of the Company and has approved their remuneration.

The Company has received consent letter and Eligibility Certificate from M/s. S.S. Kothari Mehta & Co., Chartered

Accountants, (Firm Registration No. 000756N), to act as Statutory Auditors of the Company in place of M/s. Ambani & Associates LLP, Chartered Accountants, (Firm Registration No: 016923N), along with a confirmation stating that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, consent of the Members is sought by way of Ordinary Resolution as set out in Item No. 6 and 7 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board recommends Resolution set out in item No. 6 and 7 of the Notice for approval of the Members by way of Ordinary Resolution.

### Item No. 8

#### Ratification of Remuneration of Cost Auditor

In accordance with the provisions of Section 148 of the Companies Act, 2013 and Rules framed thereunder, the Board of Directors, at the recommendation of the Audit Committee, in their Meeting held on 22<sup>nd</sup> May, 2018 had considered and approved appointment of Cost Auditors, M/s. S. Chander & Associates, Cost Accountants as Cost Auditors of the Company for the Financial Year 2018-19 to carry out Audit of Cost Accounts of the Company relating to Agro-Chemical Manufacturing Activities, at a remuneration of Rs. 2,20,000/- subject to confirmation of Members at the ensuing Annual General Meeting.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item no. 8 of the Notice to the remuneration payable to the Cost Auditors for the Financial Year 2018-19.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in this resolution.

The Board recommends resolution set out in item No. 8 of the Notice for approval of the Members by way of Ordinary Resolution.

### Item No. 9

#### Appointment of Mr. Sanjay Saxena as an Independent Director

On the recommendation of the Nomination and Remuneration Committee, the Board Members have appointed Mr. Sanjay Saxena as non-retiring Additional Director (Independent Category) in its Meeting held on 22<sup>nd</sup> May, 2018. He shall hold



the office upto the date of 33<sup>rd</sup> Annual General Meeting and is eligible for being appointed as an Independent Director.

Mr. Sanjay Saxena, is Bachelor in Commerce and holds Associate Membership of Institute of Cost and Management Accountant (ICMA) of India. He has also done Post Graduate Diploma in Urban Management and Planning and in Advance Software Applications.

He is having over 25 years of rich experience (International) of working as Development Sector Consultant. His work has spanned four thematic areas– Governance, e-Governance, Public Financial Management (PFM) and Monitoring & Evaluation (M&E). He has applied this subject matter expertise across a range of diverse sectors such as Urban Development, Tourism Development, Rural Development, Infrastructure Development, Water and Sanitation, Skills Development, Education, Health, etc. He has worked on over a hundred development sector projects in over 23 Countries.

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

Mr. Saxena shall hold office for a period of 5 (Five) years with effect from 22<sup>nd</sup> May, 2018.

The Company has received following documents from Mr. Sanjay Saxena proposed to be appointed as Independent Director:

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

A copy of appointment letter of Mr. Sanjay Saxena as Independent Director, setting out his terms and conditions would be open for inspection by any Member without any fee, at the Registered Office of the Company during normal business hours on any working day and shall also be available for inspection throughout the continuance of 33<sup>rd</sup> Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested with this resolution.

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

#### **Item No. 10**

#### **To re-appoint Mr. Arun Kumar Dhanuka as Whole time Director**

The Shareholders in their 28<sup>th</sup> Annual General Meeting held on 12<sup>th</sup> day of August, 2013 re-appointed Mr. Arun Kumar Dhanuka as Whole time Director of the Company for a period of 5 (Five) years from 1<sup>st</sup> August, 2013 to 31<sup>st</sup> July, 2018 (both days inclusive).

As per the provisions of Sections 196, 197, 198 read with Schedule-V of the Companies Act, 2013, Mr. Arun Kumar Dhanuka is eligible to be re-appointed as the Whole time Director of the Company. Since his term as Whole time Director shall expire on 31<sup>st</sup> July, 2018. The Members may consider re-appointing him as the Whole time Director of the Company for a further period of 5 (Five) years from 1<sup>st</sup> August, 2018 to 31<sup>st</sup> July, 2023 (both days inclusive).

The Board of Directors, based on the recommendations of the Nomination and Remuneration Committee in their Meeting held on 14<sup>th</sup> February, 2018, subject to Shareholders' approval has re-appointed Mr. Arun Kumar Dhanuka as Whole time Director of the Company for a period of 5 (Five) years from 1<sup>st</sup> August, 2018 to 31<sup>st</sup> July, 2023 (both days inclusive) as per the terms and conditions set out in the Agreement as placed before the Shareholders for their approval.

The Company has received following documents from Mr. Arun Kumar Dhanuka proposed to be appointed as Whole time Director of the Company:

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

The material terms and conditions proposed in the said Agreement are mentioned herein below for consideration of Members:

A. Salary : Rs. 7,75,000 (Rupees Seven Lacs Seventy Five Thousands only) p.m. in the salary range of Rs. 7,75,000 – 75,000 – 10,75,000 p.m. with the authority granted to the Board of Directors, on the recommendations of the Nomination and



Remuneration Committee, to revise the salary every year by Rs. 75,000 p.m., subject to the ceiling of Rs. 10,75,000 p.m.

B. Commission : @1.50 % of the Net profits of the Company computed under Section 198 of the Companies Act, 2013

C. Perquisites :

**Category 'A':**

- i) Reimbursement of medical expenses for self and family, actually incurred, subject to the limit that the total cost to the Company will not exceed one month's salary in a year or three months' salary in a block of three years excluding perquisites;
- ii) Leave travel concession for self and family not exceeding 15 days salary, once in a year. The perquisite will be taxed in accordance with the provisions of the Income-Tax Rules;
- iii) Membership fee of not more than two clubs provided no life Membership fee or admission fee will be paid by the Company;
- iv) Personal accident insurance, subject to the condition that annual premium will not exceed Rs. 7,50,000 per annum;

**Category 'B':**

- i) Company's contribution towards Provident Fund, subject to the ceiling of 12% of the salary;
- ii) Gratuity payable to an approved Gratuity Fund, which will not exceed one half month's salary for each completed year of service or part thereof in excess of six months, subject to a ceiling of Rs.10,00,000 or as laid down in the Income Tax Rules, 1962, whichever is lower.

**Category 'C':**

- i) Provision of fully-furnished rent-free accommodation for self and family;
- ii) Provision of one car for official and personal use; and
- iii) Provision of mobile phones, telephones at residence, etc. for official and personal use; subject to maximum limit of Rs. 10,000 p.m. in aggregate.

**Minimum Remuneration:**

Notwithstanding anything to the contrary contained herein, where in any Financial Year, during the currency of tenure of Mr. Arun Kumar Dhanuka, Whole time Director of the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites, as may be approved by the Board, on the recommendation of the Nomination and Remuneration Committee of the Board of Directors, but subject to the limits prescribed in Schedule V to the Companies Act, 2013.

The copy of the Agreement referred to in the Resolution is available for inspection of the Members at the Registered Office of the Company on any working day during business hours and will also be available for inspection throughout the continuance of the 33<sup>rd</sup> Annual General Meeting.

This shall also be treated as an abstract of the terms of the Contract / Agreement as to the nature of concern or interest of the Directors pursuant to Section 190 of the Companies Act, 2013.

The aforesaid terms & conditions governing remuneration of Mr. Arun Kumar Dhanuka fall within the parameters as prescribed in Schedule-V to the Companies Act, 2013 as amended upto date hence only Shareholders' approval is required and no approval of the Central Government is necessary in this case.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested with this resolution.

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

**Item No. 11 to 15**

**Re-appointment of Independent Directors for a Second Term of 5 (Five) consecutive years on the Board of the Company**

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

Pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreements with the stock exchanges, Mr. Priya Brat (DIN: 00041859), Mr. Vinod Kumar Jain (DIN: 01185937), Mr. Indresh Narain (DIN: 00501297), Mrs. Asha Mundra (DIN: 00394215) and Mr. Om Prakash Khetan (DIN: 06883433) were appointed as an Independent Directors on the Board of the Company for a period of 5 (Five) consecutive years w.e.f 20<sup>th</sup> May, 2014. They shall hold office as an Independent Directors of the Company up to 19<sup>th</sup> May, 2019 ("First Term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Priya Brat, Mr. Vinod Kumar Jain, Mr. Indresh Narain, Mrs. Asha Mundra and Mr. Om Prakash



Khetan as an Independent Directors for Second Term of 5 (Five) consecutive years on the Board of the Company. This appointment shall be effective from 20<sup>th</sup> May, 2019 up to 19<sup>th</sup> May, 2024. On the recommendation of the Nomination and Remuneration Committee, based upon the performance evaluation of Independent Directors and the Board considers that, given their backgrounds, rich experiences of diversified sectors and contributions made by them during their tenure, the continued association of Mr. Priya Brat, Mr. Vinod Kumar Jain, Mr. Indresh Narain, Mrs. Asha Mundra and Mr. Om Prakash Khetan would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, the Board has recommended re-appointment of Mr. Priya Brat, Mr. Vinod Kumar Jain, Mr. Indresh Narain, Mrs. Asha Mundra and Mr. Om Prakash Khetan as an Independent Directors of the Company, not liable to retire by rotation and for Second Term of 5 (Five) consecutive years on the Board of the Company effective from 20<sup>th</sup> May, 2019.

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

Mr. Priya Brat, Mr. Vinod Kumar Jain, Mr. Indresh Narain, Mrs. Asha Mundra and Mr. Om Prakash Khetan are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Directors and all of them have also given declarations that they meet with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Listing Regulations (as amended from time to time).

In the opinion of the Board, all the above Five Directors meet the criteria of Independence and qualifies for appointment as an Independent Directors.

Further, in terms of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2015, no listed entity shall appoint or continue a person as a Non-Executive Director with effect from 1<sup>st</sup> April, 2019, who has attained the age of 75 years unless a Special Resolution is passed in this regard. As term of Mr. Priya Brat, aged 82 years and Mr. Om Prakash Khetan aged 84 years is expiring on 19<sup>th</sup> May, 2019, their re-appointment is recommended to the Members. Both are very energetic, enthusiastic and actively engaged in providing their guidance from time to time, so as to run the operations of the Company in better and successful manner.

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

Copy of draft letters of re-appointment of Mr. Priya Brat, Mr. Vinod Kumar Jain, Mr. Indresh Narain, Mrs. Asha Mundra and Mr. Om Prakash Khetan setting out the terms and conditions of appointment shall be available for inspection by the Members at the Registered Office of the Company.

Mr. Priya Brat, Mr. Vinod Kumar Jain, Mr. Indresh Narain, Mrs. Asha Mundra and Mr. Om Prakash Khetan are interested in the resolutions set out respectively at Item Nos. 11, 12, 13, 14 and 15 of the Notice with regard to their respective re-appointments.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the Resolutions set out at Item Nos. 11, 12, 13, 14 and 15 of the Notice for approval by the Members by way of Special Resolutions.

#### **Item No. 16**

##### **Related Party Transactions**

As per the provisions of Section 188 of the Companies Act, 2013, Related Party Transactions which are not in the ordinary course of business or at arm's length shall require approval of Members by way of Ordinary Resolution.

M/s. Dhanuka Marketing Company ("DMC") is a related party within the definition of Section 2(76) of the Companies Act, 2013, as Mr. Ram Gopal Agarwal, Chairman and Mr. Mahendra Kumar Dhanuka, Managing Director are brothers of Mr. S.N. Agarwal, partner of DMC. DMC is working as C&F Agent in Andhra Pradesh since 1974. DMC has been providing Clearing & Forwarding Agent services to M/s. Northern Minerals Limited (presently "Dhanuka Agritech Limited") since 1980. DMC has strong network of dealers / distributors in the state of Andhra Pradesh and Telangana and in addition, provides various value added services to the Company in relation to marketing & promotional activities. It is proposed that DMC continue to act as C&F Agent and caretaker of the Company's operations in the States of Andhra Pradesh and Telangana for a period of 5 (Five) Financial Years from FY 2019-20 to FY 2023-24. Hence, the approval of the Members is being sought for this Related Party Transaction.

Historically, the Company's sales have been highest in the state of Andhra Pradesh and Telangana, specially for its important high margin products. DMC has been managing total Branch operations, including staff management in marketing and at Branch, maintaining cordial relations with dealers/ distributors and entire sales related operations in the state of Andhra Pradesh and Telangana for the Company since 1980.

The aforesaid matter has been approved by the Board of Directors of the Company, at the recommendation of the Audit Committee, in its Meeting held on 22<sup>nd</sup> May, 2018.



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

- a) The name of the Related Party and nature of relationship-  
M/s. Dhanuka Marketing Company.

Mr. Ram Gopal Agarwal, Chairman and Mr. Mahendra Kumar Dhanuka, Managing Director are brothers of Mr. S.N. Agarwal, partner of DMC.

- b) The nature, duration of the contract and particulars of the contract or arrangement.

It is proposed that DMC continue to act as C&F agent and care-taker of the Company's operations in the States of Andhra Pradesh and Telangana for a period of 5 (Five) Financial Years from FY 2019-20 to FY 2023-24.

- c) The material terms of the contract or arrangement including the value, if any.

The Company will pay commission to DMC as a percentage of the net sales in the state of Andhra Pradesh and Telangana, as approved by the Audit Committee and the Board of Directors. The payments will be made through banking channel.

- d) Any advance paid or received for the contract or arrangement, if any.

Nil.

- e) The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract.

Commission is being decided on basis of services rendered.

- f) Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors.

Yes, all factors have been considered for the purpose.

- g) Any other information relevant or important for the Board to take a decision on the proposed transaction.

Nil

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

Sd/-

**Jyoti Verma**

**Company Secretary and Compliance Officer**

**FCS-7210**

Place: Gurugram

Date: 22<sup>nd</sup> May, 2018

CIN: L24219DL1985PLC020126

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

The Board hereby recommends the resolution as set out at Item No. 16 for consideration and approval of Members of the Company by way of Special Resolution.

#### **Item No. 17**

##### **Loan to Dhanuka Laboratories Limited (DLL)**

Pursuant to the provisions of Section 185 of the Companies Act, 2013 as amended by Companies Amendment Act, 2017, the Company may advance any Loan including any Loan represented by a Book debt to any person in whom any of the Director of the Company is interested subject to condition that Members approve the same by way of Special Resolution. Members are hereby informed that Dhanuka Laboratories Limited (DLL) is a Related Party as Mr. Mahendra Kumar Dhanuka, Managing Director, Mr. Arun Kumar Dhanuka, Mr. Rahul Dhanuka and Mr. Mridul Dhanuka, Executive Directors are common in both the Companies and together hold more than 25% shareholding of DLL either directly or indirectly.

DLL is in requirement of funds for running its business operations in a more efficient manner. For this purpose, the Board of Directors on the basis of the recommendation of the Audit Committee, has approved granting of Loan up to Rs. 25 Crores (Rupees Twenty Five Crores only) to DLL in one or more tranches, in its Meeting held on 22<sup>nd</sup> May, 2018. This approval is subject to approval of Members by way of Special Resolution.

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

None of the Directors / KMP other than above is any way concerned or interested in this resolution.

The Board hereby recommends the resolution as set out at Item No. 17 for consideration and approval of Members of the Company by way of Special Resolution.



## Annexure to Notice of 33<sup>rd</sup> Annual General Meeting dated 22<sup>nd</sup> May, 2018

### Details of Directors Seeking Appointment / Re - Appointment at the 33<sup>rd</sup> Annual General Meeting of Dhanuka Agritech Limited

Particulars	Mr. Mahendra Kumar Dhanuka	Mr. Ashish Saraf	Mr. Sanjay Saxena	Mr. Arun Kumar Dhanuka
<b>Age</b>	63 years	48 years	52 years	61 years
<b>Qualification</b>	He holds Bachelor's Degree in Commerce from SRCC College, Delhi University.	He is a Commerce graduate from Shaheed Bhagat Singh College, Delhi University.	He holds Bachelor's degree in Commerce from Delhi University, 1986. He also holds a professional degree of Cost and Management Accountant from NIRC of Institute of Cost & Management Accountants of India (ICMA), 1989, done Post Graduation Diploma in Urban Management and Planning, with distinction, from Institute for Housing and Urban Development Studies (IHS), Erasmus University, Rotterdam, The Netherlands, 1998, further a diploma in Advance Software Application from Computers Point, New Delhi, in 1988.	He holds a Bachelor's Degree in Commerce from Delhi University in 1978.
<b>Experience (Including expertise in specific functional area) / Brief Resume</b>	He is a promoter shareholder and has been working as Managing Director of the Company since its incorporation. He has an eminent personality and has a vast and rich experience of 44 years in the Agrochemicals Industry. He is proficient in the Corporate Affairs and his keen insight and judgment bring excellence in the functioning of the Company, its Board and Committees. He has deep commitments towards the achievement of organizational goals and has also played a key role in instilling principles of Corporate Governance in the functioning of the Company. His foresight and business acumen have propelled the Company towards achieving its goals.	He has a distinguished corporate career of 25 years. He has served in M/s. Narayan International, New Delhi, (International Trade & Consultancy) as a Chief Executive Officer from 1988 to 2013 after that he joined M/s. Mauria Udyog Ltd. (Terry Towel) as a Chief Coordinating Officer from October, 2013 to January, 2017.	He has over 25 years' of experience of international working as development sector consultant. His work has spanned four thematic areas— Governance, e-Governance, Public Financial Management (PFM) and Monitoring & Evaluation (M&E). He has applied this subject matter expertise across a range of diverse sectors such as Urban Development, Tourism Development, Rural Development, Infrastructure Development, Water and Sanitation, Skills Development, Education, Health, etc. He has also worked on over a hundred development sector projects in over 23 Countries, and also worked over the last 12 years, on numerous donor funded projects, where his scope of work ranged from providing technical inputs for initial project design and program planning, to implementation support and monitoring, to post-implementation review.	He has a distinguished corporate career of 40 years. He was responsible for overall operations of Gurgaon Factory. After shifting of manufacturing operations of Gurgaon Factory w.e.f. 9 <sup>th</sup> January, 2018, he is taking care of Sanand Factory Operations. With his innovative ideas, able leadership and utmost sincerity, he has raised the Company to new heights of success.



Particulars	Mr. Mahendra Kumar Dhanuka	Mr. Ashish Saraf	Mr. Sanjay Saxena	Mr. Arun Kumar Dhanuka
<b>Terms and Conditions of appointment / Re-appointment</b>	As per the resolution passed by the Shareholders in Annual General Meeting held on 17 <sup>th</sup> September, 2014.	As per the resolution passed by the Shareholders in Annual General Meeting held on 10 <sup>th</sup> August, 2017.	On the recommendation of the Nomination and Remuneration Committee the Board in its Meeting held on 22 <sup>nd</sup> May, 2018 has appointed Mr. Sanjay Saxena as an Additional Director under the category of Independent Director for a term of 5 (Five) years effective from 22 <sup>nd</sup> May, 2018, subject to the approval of the Shareholders at the ensuing Annual General Meeting going to be held on 10 <sup>th</sup> August, 2018.	As mentioned above in Explanatory Statement.
<b>Remuneration last drawn (including sitting fees, if any) FY 2017-18</b>	461.41 Lacs	0.16 Lacs	Nil	359.43 Lacs
<b>Remuneration proposed to be paid</b>	As per existing terms and conditions.	As per existing terms and conditions.	Nil	As mentioned above in Explanatory Statement.
<b>Date of First Appointment on the Board</b>	13 <sup>th</sup> February, 1985	24 <sup>th</sup> March, 2017	22 <sup>nd</sup> May, 2018	23 <sup>rd</sup> May, 2017
<b>Shareholding in the Company as on 31<sup>st</sup> March, 2018</b>	29465	Nil	Nil	38964
<b>Relationship with other Directors/ Key managerial Personnel</b>	Bother of Mr. Ram Gopal Agarwal; Father of Mr. Mridul Dhanuka	None of the Directors is related to Mr. Ashish Saraf.	None of the Director is related to Mr. Sanjay Saxena.	Cousin of Mr. Mahendra Kumar Dhanuka and Mr. Ram Gopal Agarwal.
<b>Number of Meeting of Board attended during the year</b>	4	4	-	4
<b>Directorship of other Boards as on 31<sup>st</sup> March, 2018</b>	1. M/s. Dhanuka Laboratories Limited, 2. M/s. Golden Overseas Private Limited, 3. M/s. Dhanuka Infotech Private Limited 4. M/s. M.D. Buildtech Private Limited	Nil	M/s. Total Synergy Consulting Pvt. Ltd.	1. M/s Dhanuka Laboratories Limited
<b>Membership / Chairmanship of the Committees of the Board as on 31<sup>st</sup> March, 2018</b>	<b>M/s. Dhanuka Agritech Limited</b> Audit Committee - Member	Nil	Nil	Nil





### Details of Independent Directors Seeking Re - Appointment for Seond Term

Particulars	Mr. Priya Brat	Mr. Vinod Kumar Jain	Mr. Indresh Narain	Mrs. Asha Mundra	Mr. Om Prakash Khetan
<b>Age</b>	83 years	69 years	74 years	55 years	84 years
<b>Qualification</b>	Degree of M. Sc (Hons) in Physics, Fellow Member of Indian Institute of Bankers, holds Diploma in International Finance from the Development Management Institute, Geneva and Diploma in Banking, Finance and Accountancy from the Indian Institute of Bankers, Mumbai.	Bachelor of Commerce from Delhi University.	Bachelor of Arts (Hons) from AIB London.	Graduated from Miranda House College, Delhi University and has done Export Marketing Course from Import Export Promotion Council, New Delhi.	Degree of M.Tech from IIT Kharagpur and MDP from IIT, Kolkata and completed his training in USA & UK
<b>Experience (Including expertise in specific functional area)/ Brief Resume</b>	He has distinguished career in State Bank of India and headed various important assignments related to Industrial Credit, Forex Management, Project Appraisal, Loan Syndication and Merchant Banking.	He has rich and multi-faceted experience of more than 45 years. With his innovative ideas and skills, he has taken his business of cotton yarn to new heights. He is also Secretary of Cotton Yarn Merchant Association. He has added value to the Company's systems by giving his valuable suggestions and recommendations to the Board in critical areas.	He has very rich experience in Banking and retired as Head of Compliance and Legal Department, HSBC Group. He has advised the Board on countless occasions on matters related to banking and legal compliances. He is Member of Indian Public Schools Society.	She has more than 24 years of rich experience as Administrative Head with M/s Merino Industries Limited, which manufactures interior and panel products. Presently, she is an Executive Director in M/s Anupriya Marketing Limited, which is involved in marketing of interior and panel products.	He has over 30 years of experience in Industrial Relations / Human Resource Management. He was head of HR / Personnel with Steel Authority of India (SAIL) and ICI India Ltd. (Indian subsidiary of British multinational). He was Former Chairman of National Institute of Personnel Management (Delhi Chapter). Presently he is Founder Executive Director of HRD Centre.
<b>Terms and Conditions of appointment / Re-appointment</b>	As per resolution No. 11.	As per resolution at No. 12.	As per resolution No. 13.	As per resolution No. 14.	As per resolution No. 15.
<b>Remuneration last drawn (including sitting fees, if any) FY 2017-18</b>	2.70 Lacs (Two Lacs Seventy Thousand only)	1.80 Lac (One Lac Eighty Thousand only)	3.10 Lacs (Three Lacs Ten Thousand only)	1.00 Lac (One Lac only)	1.50 Lac (One Lac Fifty Thousand only)



Particulars	Mr. Priya Brat	Mr. Vinod Kumar Jain	Mr. Indresh Narain	Mrs. Asha Mundra	Mr. Om Prakash Khetan
<b>Remuneration proposed to be paid</b>	No remuneration except sitting fees for attending Board and Committee Meetings.	No remuneration except sitting fees for attending Board and Committee Meetings.	No remuneration except sitting fees for attending Board and Committee Meetings.	No remuneration except sitting fees for attending Board and Committee Meetings.	No remuneration except sitting fees for attending Board and Committee Meetings.
<b>Date of First Appointment on the Board</b>	28 <sup>th</sup> October, 2002	24 <sup>th</sup> March, 2005	23 <sup>rd</sup> May, 2017	06 <sup>th</sup> February, 2014	20 <sup>th</sup> May, 2014
<b>Shareholding in the Company as on 31<sup>st</sup> March, 2018</b>	Nil	Nil	800	Nil	Nil
<b>Relationship with other Directors / Key managerial Personnel</b>	None of the Directors is related to Mr. Priya Brat.	None of the Directors is related to Mr. Vinod Kumar Jain.	None of the Directors is related to Mr. Indresh Narain.	None of the Directors is related to Mrs. Asha Mundra.	None of the Directors is related to Mr. Om Prakash Khetan.
<b>Number of Meeting of Board attended during the year</b>	4 (Four)	4 (Four)	4 (Four)	3 (Three)	4 (Four)
<b>Directorship of other Boards as on 31<sup>st</sup> March, 2018</b>	1. M/s. Dhampur Sugar Mills Limited 2. M/s. South Asian Enterprises Limited 3. M/s. Trinova India Private Limited	Nil	M/s. Indian Public Schools Society	M/s Anupriya Marketing Limited	Nil
<b>Membership / Chairmanship of Committees of the Board as on 31<sup>st</sup> March, 2018</b>	<b>M/s. Dhanuka Agritech Limited</b> 1. Audit Committee – Chairman 2. Nomination and Remuneration Committee- Chairman <b>M/s. South Asian Enterprises Limited</b> 1. Audit Committee – Chairman 2. Nomination and Remuneration Committee- Chairman <b>M/s. Dhampur Sugar Mills Ltd.</b> 1. Audit Committee - Members 2. Stakeholders' Relationship Committee-Member	<b>M/s. Dhanuka Agritech Limited</b> 1. Audit Committee – Chairman	<b>M/s. Dhanuka Agritech Limited</b> 1. Stakeholders' and Relationship Committee- Chairman 2. Audit Committee – Member	<b>M/s. Dhanuka Agritech Limited</b> 1. Stakeholders' Relationship Committee- Member	<b>M/s. Dhanuka Agritech Limited</b> 1. Nomination and Remuneration Committee- Member



# Form No. MGT-11

## Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L24219DL1985PLC020126  
Name of the Company : **Dhanuka Agritech Limited**  
Registered Office : 82, Abhinash Mansion, 1<sup>st</sup> Floor, Joshi Road,  
Karol Bagh, New Delhi-110 005

Name of the Member(s):  
Registered Address:  
E-mail ID:  
Folio No/ Client ID:  
DP ID:

I/We, being the Member(s) holding.....Shares of the above named Company, hereby appoint

- Name : .....  
Address : .....  
E-mail Id : .....  
Signature....., or failing him
- Name : .....  
Address : .....  
E-mail Id : .....  
Signature....., or failing him
- Name : .....  
Address : .....  
E-mail Id : .....  
Signature.....,

as my / our Proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 33<sup>rd</sup> Annual General Meeting of M/s. Dhanuka Agritech Ltd. to be held on Friday 10<sup>th</sup> day of August, 2018 at 10: 30 A.M. at Mapple Emerald Hotel, Rajokri, National Highway-8, New Delhi-110 038 and at any adjournment thereof in respect of such resolutions as are indicated below:

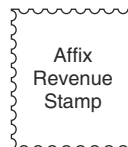
Resolution No.	Optional*	
	For	Against
1.	To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements for the Financial Year ended 31 <sup>st</sup> March, 2018 together with the Reports of the Auditors' and Directors' thereon.	
2.	To confirm the payment of Interim Dividend on Equity Shares declared by the Board of Directors of the Company.	
3.	To declare Final Dividend for the Financial Year ended 31 <sup>st</sup> March, 2018.	
4.	To appoint a Director in place of Mr. Mahendra Kumar Dhanuka (DIN: 00628039), who retires by rotation and being eligible, offers himself for re-appointment.	
5.	To appoint a Director in place of Mr. Ashish Saraf (DIN: 07767324), who retires by rotation and being eligible, offers himself for re-appointment.	
6.	To consider appointment of M/s. S.S. Kothari Mehta & Co., Chartered Accountants, (Firm Registration No. 000756N), as Statutory Auditors of the Company to fill casual vacancy caused by resignation of M/s. Ambani & Associates LLP, Chartered Accountants.	
7.	To consider appointment of M/s S.S. Kothari Mehta & Co., Chartered Accountants, (Firm Registration No. 000756N), as Statutory Auditors of the Company to hold office for a period of 5 (Five) years, from the conclusion of the 33 <sup>rd</sup> AGM, till the conclusion of the 38 <sup>th</sup> AGM of the Company and to decide their remuneration.	
8.	To consider and ratify remuneration and appointment of M/s S. Chander and Associates, Cost Accountants (Firm Registration No. 100105), as Cost Auditors of the Company for the Financial Year 2018-19.	
9.	To consider appointment of Mr. Sanjay Saxena (DIN: 01257965), as an Independent Director of the Company for a period of 5 (Five) consecutive years with effect from 22 <sup>nd</sup> May, 2018	
10.	To re-appoint of Mr. Arun Kumar Dhanuka (DIN: 00627425) as Whole time Director of the Company, for a period of 5 (Five) years from 1 <sup>st</sup> August, 2018 to 31 <sup>st</sup> July, 2023 (both days inclusive)	
11.	To consider re-appointment of Mr. Priya Brat (DIN: 00041859) as a non-retiring Independent Director on the Board of the Company for a Second Term of 5 (Five) consecutive years w.e.f. 20 <sup>th</sup> May, 2019.	
12.	To consider re-appointment Mr. Vinod Jain (DIN: 01185937), as a non-retiring Independent Director on the Board of the Company for Second Term of 5 (Five) consecutive years w.e.f. 20 <sup>th</sup> May, 2019.	
13.	To consider re-appointment Mr. Indresh Narain (DIN: 00501297), as a non-retiring Independent Director on the Board of the Company for Second Term of 5 (Five) consecutive years w.e.f. 20 <sup>th</sup> May, 2019.	
14.	To consider re-appointment Mrs. Asha Mundra (DIN: 00394215), as a non-retiring Independent Director on the Board of the Company for Second Term of 5 (Five) consecutive years w.e.f. 20 <sup>th</sup> May, 2019.	
15.	To consider re-appointment Mr. Om Prakash Khetan (DIN: 06883433), as a non-retiring Independent Director on the Board of the Company for Second Term of 5 (Five) consecutive years w.e.f. 20 <sup>th</sup> May, 2019.	
16.	To consider and approve Related Party Transactions with M/s. Dhanuka Marketing Company.	
17.	To consider and approve granting of Loan u/s 185 to M/s. Dhanuka Laboratories Limited.	

Signed this.....day of....., 2018

Signature of Shareholder..... Signature of Proxy Holder(s).....

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

\*This is only optional. Please put a 'X' in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.





# *Dhanuka Agritech Limited*

**CIN:** L24219DL1985PLC020126

**Registered Office:** 82, Abhinash Mansion, 1<sup>st</sup> Floor, Joshi Road, Karol Bagh, New Delhi-110 005

**Tel. No.** 011-64656800/1/2; **Fax :** 011-43850614

**Website :** www.dhanuka.com

## **33<sup>rd</sup> Annual General Meeting**

### **ATTENDANCE SLIP**

Registered Folio no. / DP ID no. / Client ID no. :

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Number of Shares held

--	--	--	--	--	--	--	--

I certify that I am a Member / Proxy / Authorized Representative for the Member of the Company. I hereby record my presence at the 33<sup>rd</sup> Annual General Meeting of Dhanuka Agritech Limited held at Mapple Emerald Hotel, Rajokri, National Highway - 8, New Delhi-110 038 on Friday, the 10<sup>th</sup> day of August, 2018 at 10:30 A.M.

\_\_\_\_\_  
Name of the Member / Proxy  
(in BLOCK letters)

\_\_\_\_\_  
Signature of the Member / Proxy

**Note :** Please fill up this attendance slip and hand it over at the entrance of the Meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

### **E-voting Facility Particulars**

<b>For Remote e-voting</b>	<b>For user Id / Password</b>
<b>EVSN No. 180703006</b>	Please refer point No 14 (iv) of Notes to the Notice of AGM

## ECS Mandate Form

Dear Shareholder,

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

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

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

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

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

### Change in Mode of Payment to ECS

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

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

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

\_\_\_\_\_  
Signature of the first/sole Shareholder

Encl: Cancelled Cheque and PAN (Self Attested)