

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return

(other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L24219HR1985PLC122802

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACD0105G

(ii) (a) Name of the company

DHANUKA AGRITECH LIMITED

(b) Registered office address

Global Gateway Towers, Near Guru Dronacharya Metro Station D
LF QE
Dlf Qe
Gurgaon
Haryana
122002

(c) *e-mail ID of the company

investors@dhanuka.com

(d) *Telephone number with STD code

01244345000

(e) Website

(iii) Date of Incorporation

13/02/1985

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE	1
2	National Stock Exchange Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U74899DL1994PLC061802

Pre-fill

Name of the Registrar and Transfer Agent

ABHIPRA CAPITAL LIMITED

Registered office address of the Registrar and Transfer Agents

G.F. 58-59, WORLD TRADE CENTRE, BARAKHAMBA LANE
CONNAUGHT PLACE

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☐ Yes ☒ No

(a) If yes, date of AGM

(b) Due date of AGM

02/08/2024

(c) Whether any extension for AGM granted

☐ Yes ☒ No

(f) Specify the reasons for not holding the same

dd

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	83.62
2	G	Trade	G1	Wholesale Trading	16.38

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Dhanuka Chemicals Private Limited		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	142,100,000	45,578,324	45,578,324	45,578,324
Total amount of equity shares (in Rupees)	284,200,000	91,156,648	91,156,648	91,156,648

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	142,100,000	45,578,324	45,578,324	45,578,324
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	284,200,000	91,156,648	91,156,648	91,156,648

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	580,000	0	0	0
Total amount of preference shares (in rupees)	5,800,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference shares				
Number of preference shares	580,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	5,800,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	284,633	45,293,691	45578324	91,156,648	91,156,648	
Increase during the year	0	72,505	72505	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		72,505	72505			
Conversion from physical to demat						
Decrease during the year	72,505	0	72505	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	72,505		72505			
Conversion from physical to demat						
At the end of the year	212,128	45,366,196	45578324	91,156,648	91,156,648	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify				0	0	
NIL						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
NIL						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE435G01025

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☐ No ☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debtentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debtentures	0	0	0
Partly convertible debtentures	0	0	0
Fully convertible debtentures	0	0	0
Total			0

Details of debtentures

Class of debtentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debtentures	0	0	0	0
Partly convertible debtentures	0	0	0	0
Fully convertible debtentures	0	0	0	0

(v) Securities (other than shares and debtentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

17,585,439,367.24

(ii) Net worth of the Company

12,558,758,143.25

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,403,017	3.08	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	26	0	0	
10.	Others Triveni Trust, Pushpa Dhanuka Tr	30,585,833	67.11	0	
	Total	31,988,876	70.19	0	0

Total number of shareholders (promoters)

26

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	3,337,745	7.32	0	
	(ii) Non-resident Indian (NRI)	197,430	0.43	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	1,559,264	3.42	0	

4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	7,053,522	15.48	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	430,740	0.95	0	
10.	Others others including Foreign In- st ⁺	1,010,747	2.22	0	
	Total	13,589,448	29.82	0	0

Total number of shareholders (other than promoters)

33,786

Total number of shareholders (Promoters+Public/
Other than promoters)

33,812

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	27	26
Members (other than promoters)	36,560	33,786
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	4	1	4	1	0.73	0.58
B. Non-Promoter	1	7	1	7	0	0
(i) Non-Independent	1	7	0	0	0	0
(ii) Independent	0	0	1	7	0	0
C. Nominee Directors representing	0	0	0	0	0	0

(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	5	8	5	8	0.73	0.58

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

15

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RAM GOPAL AGARWAL	00627386	Whole-time director	76,631	
MAHENDRA KUMAR DIXIT	00628039	Managing Director	27,604	
RAHUL DHANUKA	00150140	Managing Director	201,403	
HARSH DHANUKA	00199516	Whole-time director	27,604	
MANISH DHANUKA	00238798	Director	265,607	
ASHISH SARAF	07767324	Whole-time director	0	
PRIYA BRAT	00041859	Director	0	19/05/2024
SACHIN KUMAR BHAI	02122147	Director	0	
SANJAY SAXENA	01257965	Director	0	
VINOD KUMAR JAIN	01185937	Director	0	19/05/2024
BAJRANG LAL BAJAJ	00041909	Director	0	
NAMRATA GUPTA	08358673	Director	0	
SIRAJ AZMAT CHAUDHARY	00161853	Director	0	
JITIN SADANA	AZKPS6010R	Company Secretary	0	
VINOD KUMAR BANSAL	AAAPB0921H	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	02/08/2023	34,252	92	70.19

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	25/05/2023	13	12	92.31
2	02/08/2023	13	13	100
3	07/11/2023	13	11	84.62
4	02/02/2024	13	12	92.31

C. COMMITTEE MEETINGS

Number of meetings held

24

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	25/05/2023	4	3	75
2	Audit Committee	02/08/2023	4	4	100
3	Audit Committee	07/11/2023	4	3	75
4	Audit Committee	15/12/2023	4	4	100
5	Audit Committee	28/12/2023	4	3	75

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
6	Audit Committee	02/02/2024	4	4	100
7	Stakeholders Forum	07/11/2023	4	4	100
8	Risk Management	17/06/2023	4	3	75
9	Risk Management	07/12/2023	4	3	75
10	Corporate Social Responsibility	25/05/2023	4	4	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								(Y/N/NA)
1	RAM GOPAL	4	4	100	12	10	83.33	
2	MAHENDRA K	4	4	100	18	18	100	
3	RAHUL DHAN	4	4	100	14	12	85.71	
4	HARSH DHAN	4	4	100	14	7	50	
5	MANISH DHA	2	1	50	0	0	0	
6	ASHISH SAR	4	4	100	3	3	100	
7	PRIYA BRAT	4	4	100	9	9	100	
8	SACHIN KUM	4	3	75	9	3	33.33	
9	SANJAY SAXI	4	4	100	6	6	100	
10	VINOD KUMA	4	4	100	6	6	100	
11	BAJRANG LA	4	3	75	1	1	100	
12	NAMRATA GU	4	4	100	1	1	100	
13	SIRAJ AZMAT	4	4	100	0	0	0	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Dr. Ram gopal Agar	Chairman	18,500,000	42,000,000		4,100,000	64,600,000
2	Mr. Mahendra Kuma	Vice Chairman &	12,600,000	42,000,000		3,800,000	58,400,000
3	Mr. Rahul Dhanuka	Joint Managing I	12,500,000	50,400,000		1,400,000	64,300,000
4	Mr. Harsh Dhanuka	Executive Direct	8,300,000	40,900,000		800,000	50,000,000
5	Mr. Ashish Saraf	Whole Time Dire	3,000,000	0		100,000	3,100,000
	Total		54,900,000	175,300,000		10,200,000	240,400,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Vinod Kumar Bansa	Chief Financial C	22,743,000				22,743,000
2	Jitin Sadana	Company Secre	3,920,000				3,920,000
	Total		26,663,000				26,663,000

Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Vinod Kumar Jain	Independent Dir	0			504,000	504,000
2	Siraj Azmat Chaudh	Independent Dir	0			288,000	288,000
3	Sanjay Saxena	Independent Dir	0			396,000	396,000
4	Sachin Kumar Bhar	Independent Dir	0			324,000	324,000
5	Namrata Gupta	Independent Dir	0			315,000	315,000
6	Bajrang Lal Bajaj	Independent Dir	0			243,000	243,000
7	Mridul Dhanuka	Non Independent	0			72,000	72,000
8	Manish Dhanuka	Non Independent	0			72,000	72,000
	Total		0	0	0	2,214,000	2,214,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Ashok

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

20599

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

☒ Company Secretary

☐ Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach
Attach
Attach
Attach

List of attachments

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

COMMITTEE MEETINGS

S.No.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of Meeting	Attendance	
				Number of members attended	% of attendance
11	Banking Finance and Operations Committee	14.04.2023	4	4	100
12	Banking Finance and Operations Committee	05.05.2023	4	3	75
13	Banking Finance and Operations Committee	03.06.2023	4	4	100
14	Banking Finance and Operations Committee	12.07.2023	4	2	50
15	Banking Finance and Operations Committee	23.08.2023	4	2	50
16	Banking Finance and Operations Committee	20.09.2023	4	3	75
17	Banking Finance and Operations Committee	25.10.2023	4	2	50
18	Banking Finance and Operations Committee	29.11.2023	4	4	100
19	Banking Finance and Operations Committee	24.01.2024	4	3	75
20	Banking Finance and Operations Committee	02.02.2024	5	5	100
21	Banking Finance and Operations Committee	08.03.2024	5	5	100
22	Nomination and Remuneration Committee	25.05.2023	3	2	66.67
23	Nomination and Remuneration Committee	07.11.2023	3	2	66.67
24	Nomination and Remuneration Committee	02.02.2024	3	2	66.67