

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]



Annual Return

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

L24219DL1985PLC020126

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

82, Abhinash Mansion, 1st Floor
Joshi Road, Karol Bagh
New Delhi
Central Delhi
Delhi
110005

(c) *e-mail ID of the company

investors@dhanuka.com

(d) *Telephone number with STD code

01244345000

(e) Website

WWW.DHANUKA.COM

(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 Limited	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 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

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

(a) If yes, date of AGM 15/09/2020

(b) Due date of AGM 30/09/2020

(c) Whether any extension for AGM granted ☐ Yes ☒ No

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	85.68
2	G	Trade	G1	Wholesale Trading	14.32

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 AGRISOLUTIONS PF		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	47,578,324	47,578,324	47,578,324
Total amount of equity shares (in Rupees)	284,200,000	95,156,648	95,156,648	95,156,648

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	47,578,324	47,578,324	47,578,324
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	284,200,000	95,156,648	95,156,648	95,156,648

(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
Redeemable Non Cumulative 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				

At the beginning of the year	47,578,324	95,156,648	95,156,648	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	47,578,324	95,156,648	95,156,648	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0

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

(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		12/08/2019	
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			

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) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			79,848,508.2
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
Total			79,848,508.2

Details of debentures

Class of debentures	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 debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

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

11,200,708,145.86

(ii) Net worth of the Company

7,076,976,166.93

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,463,449	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 TRUSTS	34,219,792	71.92	0	
	Total	35,683,267	75	0	0

Total number of shareholders (promoters)

29

(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	4,453,474	9.36	0	
	(ii) Non-resident Indian (NRI)	244,409	0.51	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	5,861	0.01	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	5,900,697	12.4	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	507,549	1.07	0	
10.	Others Others	783,067	1.65	0	
	Total	11,895,057	25	0	0

Total number of shareholders (other than promoters) 23,445

Total number of shareholders (Promoters+Public/
Other than promoters) 23,474

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	29	29
Members (other than promoters)	25,704	23,445
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	5	0	6	0	1.82	0
B. Non-Promoter	1	7	1	7	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	7	0	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	6	7	7	7	1.82	0

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

16

(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	349,148	
Mahendra Kumar Dhanu	00628039	Managing Director	28,665	
Arun Kumar Dhanuka	00627425	Whole-time director	37,906	
Rahul Dhanuka	00150140	Whole-time director	212,958	
Mridul Dhanuka	00199441	Whole-time director	28,665	
Priya Brat	00041859	Director	0	
Indresh Narain	00501297	Director	800	20/05/2020
Sachin Kumar Bhartiya	02122147	Director	0	
Vinod Kumar Jain	01185937	Director	0	
Ashish Saraf	07767324	Whole-time director	0	
Sanjay Saxena	01257965	Director	0	
Bajrang Lal Bajaj	00041909	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Harsh Dhanuka	00199516	Whole-time director	28,665	
Namrata Gupta	08358673	Director	0	
VINOD KUMAR BANSA	AAAPB0921H	CFO	0	
Jitin Sadana	AZKPS6010R	Company Secretary	0	

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

7

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)
Mrs. Asha Mundra	00394215	Director	20/05/2019	Cessation
Sh. Om Prakash Khetar	06883433	Director	20/05/2019	Cessation
Jyoti Verma	AFBPV1605G	Company Secretary	12/11/2019	Cessation
Jitin Sadana	AZKPS6010R	Company Secretary	13/02/2020	Appointment
Harsh Dhanuka	00199516	Additional director	21/05/2019	Appointment
Namrata Gupta	08358673	Additional director	21/05/2019	Appointment
Bajrang Lal Bajaj	00041909	Additional director	21/05/2019	Appointment

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	12/08/2019	26,363	56	0.21

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

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	21/05/2019	14	13	92.86
2	19/07/2019	14	10	71.43
3	08/11/2019	14	10	71.43
4	13/02/2020	14	11	78.57

C. COMMITTEE MEETINGS

Number of meetings held

19

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	21/05/2019	5	4	80
2	Audit Committee	19/07/2019	5	3	60
3	Audit Committee	08/11/2019	5	4	80
4	Audit Committee	13/02/2020	5	3	60
5	Nomination and Remuneration Committee	21/05/2019	3	3	100
6	Nomination and Remuneration Committee	13/02/2020	3	2	66.67
7	Stakeholder's Meeting	11/06/2019	3	2	66.67
8	Stakeholder's Meeting	29/08/2019	3	2	66.67
9	CSR Committee	13/02/2020	3	2	66.67
10	Banking Finance Committee	15/04/2019	5	4	80

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	
								15/09/2020 (Y/N/NA)
1	Ram Gopal Aggarwal	4	4	100	11	9	81.82	Yes
2	Mahendra Kumar	4	4	100	14	14	100	Yes

3	Arun Kumar D	4	4	100	11	11	100	Yes
4	Rahul Dhanuk	4	3	75	12	5	41.67	Yes
5	Mridul Dhanuk	4	3	75	10	5	50	Yes
6	Priya Brat	4	3	75	6	5	83.33	Yes
7	Indresh Narair	4	0	0	7	3	42.86	Not Applicable
8	Sachin Kumar	4	2	50	6	4	66.67	Yes
9	Vinod Kumar	4	4	100	4	4	100	Yes
10	Ashish Saraf	4	4	100	0	0	0	Yes
11	Sanjay Saxena	4	2	50	4	3	75	Yes
12	Bajrang Lal Ba	4	3	75	0	0	0	Yes
13	Harsh Dhanuk	4	4	100	0	0	0	Yes
14	Namrata Gupt	4	4	100	0	0	0	Yes

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

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ram Gopal Agarwa	Whole Time Dire	22,547,000	22,992,000		1,584,000	47,123,000
2	Mahendra Kumar D	Managing Direct	21,479,000	22,992,000		1,512,000	45,983,000
3	Arun Kumar Dhanul	Whole Time Dire	9,315,000	22,992,000		1,116,000	33,423,000
4	Rahul Dhanuka	Whole Time Dire	7,515,000	22,992,000		1,020,000	31,527,000
5	Mridul Dhanuka	Whole Time Dire	7,215,000	17,954,000		984,000	26,153,000
6	Harsh Dhanuka	Whole Time Dire	5,199,000	8,077,000		717,000	13,993,000
7	Ashish Saraf	Whole Time Dire	2,077,000			56,000	2,133,000
	Total		75,347,000	117,999,000	0	6,989,000	200,335,000

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	VK Bansal	Chief Financial C	12,434,718	0	0	0	12,434,718
2	Jitin Sadana	Company Secre	603,281	0	0	0	603,281
3	Jyoti Verma	Company Secre	1,276,580	0	0	0	1,276,580
	Total		14,314,579	0	0	0	14,314,579

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Priya Brat	Independent Dir	0	0	0	190,000	190,000
2	Vinod Kumar Jain	Independent Dir	0	0	0	200,000	200,000
3	Indresh Narain	Independent Dir	0	0	0	40,000	40,000
4	Sanjay Saxena	Independent Dir	0	0	0	120,000	120,000
5	Sachin Kumar Bhar	Independent Dir	0	0	0	140,000	140,000
6	Namrata Gupta	Independent Dir	0	0	0	120,000	120,000
7	Bajrang Lal Bajaj	Independent Dir	0	0	0	90,000	90,000
	Total		0	0	0	900,000	900,000

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

Whether associate or fellow ☒ Associate ☐ Fellow

Certificate of practice number

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:

- 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.
- 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

MAHENDR
A KUMAR
DHANUKA
Digitally signed by
MAHENDR A KUMAR
(DHANUKA)
Date: 2020.11.20
13:05:29 +0530'

DIN of the director

To be digitally signed by

JITIN
SADANA
Digitally signed by
JITIN SADANA
Date: 2020.11.20
13:07:42 +0530'

- ☒ 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 Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

List of Shareholders as on 31 March 2020.
Share Transfer List.pdf
Seperate Sheet-Meeting details.pdf
MGT-8 Dhanuka_Final Version.pdf

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