



POSTAL BALLOT NOTICE

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

To the Members of the Company

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**“Act”**) read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (**“Rules”**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI LODR Regulations”/ “Listing Regulations”**), Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India (**“SS-2”**), as amended and in accordance with the circulars issued by the Ministry of Corporate Affairs (**“MCA”**) for holding general meetings / conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021 and 20/2021 dated December 08, 2021 (**“MCA Circulars”**), in view of the COVID-19 pandemic, it is proposed to seek the consent of Members of Dhanuka Agritech Limited (**“the Company”**) to transact the businesses as set out hereunder by passing Ordinary Resolutions by way of Postal Ballot only through remote voting by electronic means (**“remote e-voting”**).

The explanatory statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

On account of the threat posed by COVID-19 pandemic and in terms of the requirements specified in the said MCA Circulars, the Company is sending this Notice in electronic form only, to all its Members who have registered their e-mail addresses with the Company, their Registrars and Transfer Agents or Depository/Depository Participants and the communication of assent/dissent of the Members will only take place through the remote e-voting system.



Further, as per the MCA circulars, a physical copy of the Notice along with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

The Board of Directors in their Meeting held on February 02, 2022 has appointed M/s R & D Company Secretaries, a Practicing Company Secretaries Firm as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of Central Depository Services Limited (“CDSL”) as the agency to provide e-voting facility.

In accordance with the MCA Circulars, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. IST on March 15, 2022, (the last day to cast vote electronically) to be eligible for being considered.

The Scrutinizer will submit their report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or any person authorized by them. The results of e-voting will be announced on or before March 17, 2022, and will be displayed on the Company's website www.dhanuka.com will also be communicated to the Stock Exchanges, where the shares of the Company are listed, National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (together the “Depositories”). The Company will also display the results of the Postal Ballot at its Registered Office.

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

You are requested to peruse the following proposed Resolutions along with the Explanatory Statement and thereafter record your assent or dissent by means of e-Voting facility only, provided by the Company, not later than 5:00 PM (IST) on March 15, 2022. The assent or dissent received after such date and time shall be treated as if reply from the Member has not been received.



SPECIAL BUSINESSES

1. Re-appointment of Mr. Rahul Dhanuka as Whole Time Director of the Company, for further period of five years from 1st May, 2022

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

“Resolved That pursuant to provisions of Sections 152, 196, 197, 198 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended time to time and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, the consent of the Members be and is hereby accorded for the Re-appointment of Mr. Rahul Dhanuka, (DIN: 00150140) Whole-time Director of the Company for a further period of five years with effect from 1st May, 2022 to 30th April, 2027 (both days inclusive) whose period of office shall be liable to determination by retirement of Directors by rotation.”

“Resolved Further That the remuneration of Mr. Rahul Dhanuka will be as follows:

- (i) Salary Rs. 9,50,000 p.m. as per salary range of (Rs. 9,50,000-1,00,000-13,50,000) p.m;
- (ii) Commission 1.50% of the Net Profit of the Company computed under Section 198 of the Companies Act, 2013;
- (iii) Allowance, Perquisites and other benefits will be in accordance with the terms and conditions of appointment as per the HR Policy of the Company.”

“Resolved Further That the Board of Directors be and is hereby authorized to alter and vary such terms of appointment and remuneration so as not to exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Rahul Dhanuka.”

“Resolved Further That Mr. M.K. Dhanuka, Managing Director and Mr. Jitin Sadana, Company Secretary be and are hereby severally authorized to execute an agreement for the said Re- appointment of Mr. Rahul Dhanuka, Whole-time Director of the Company and to take necessary actions in regard to the said Re-appointment, filing necessary form(s) with the Registrar of the Companies, Delhi and Haryana and sending a communication to the Stock Exchanges and to do all such acts, deeds and things as may be deemed necessary or expedient to give effect to this Resolution.”



2. **Re-appointment of Mr. Ashish Saraf as Whole Time Director of the Company, for further period of five years from 24th March, 2022.**

To consider and if thought, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“Resolved That pursuant to provisions of Sections 152, 196, 197, 198 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended time to time, and based on the recommendation of Nomination and Remuneration Committee and the approval of Board of Directors of the Company, the consent of the Members be and is hereby accorded for the Re-appointment of Mr.Ashish Saraf, (DIN: 007767324) Whole-time Director of the Company for a further period of five years with effect from 24th March, 2022 to 23rd March, 2027 (both days inclusive) whose period of office shall be liable to determination by retirement of Directors by rotation.”

“Resolved Further That the remuneration of Mr. Ashish Saraf will be as follows:

- i) Salary Range Rs. 2,00,000/- to Rs. 3,50,000/- per month;
- ii) Allowance, Perquisites and other benefits will be in accordance with the terms and conditions of appointment as per the HR Policy of the Company.”

“Resolved Further That the Board of Directors be and is hereby authorized to alter and vary such terms of appointment and remuneration so as not to exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr.Ashish Saraf.”

“Resolved Further That Mr. M.K. Dhanuka, Managing Director and Mr. Jitin Sadana, Company Secretary be and is hereby severally authorized to execute an agreement for the said Re- appointment of Mr.Ashish Saraf, Whole-time Director of the Company and to take necessary



actions in regard to the said Re-appointment, filing the necessary form with the Registrar of the Companies, Delhi and Haryana and sending a communication to the Stock Exchanges and to do all such acts, deeds and things as may be deemed necessary or expedient to give effect to this Resolution.”

By Order of the Board of Directors

Sd/-

Jitin Sadana

Company Secretary

Mem No: 7612

Place: Gurugram

Date: February 2, 2022

Notes:

1. The relevant Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) setting out the material facts relating to the proposed resolutions and the reasons thereof are annexed hereto and forms part of this Postal Ballot Notice (“Notice”).
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on February 04, 2022 (“**Cut-Off Date**”) received from the Depositories and whose e-mail address are registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
3. This Postal Ballot Notice will also be available on the Company's website at www.dhanuka.com , websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the Website of Central Depository Services (India) Limited (“CDSL”) at <https://evoting.cdslindia.com/Evoting/EvotingLogin>



4. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purposes only.
5. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
6. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Companies Act, will be available for inspection via electronic mode from the date of circulation of this Notice upto the date of declaration of Postal Ballot results. Members can inspect the same by writing an e-mail to the Company at investors@dhanuka.com
7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, SS- 2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of CDSL as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
8. **The e-voting period commences at 9:00 a.m. (IST) on Monday, February 14, 2022 and ends at 5:00 p.m. (IST) on Tuesday March 15, 2022.** Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
9. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e March 15, 2022.
10. The vote in this Postal Ballot cannot be exercised through proxy.



Information and instructions relating to voting through e-Voting

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

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

Commencement of voting	End of voting
From 9:00 a.m. (IST) on Monday, February 14, 2022	Up to 5:00 p.m. (IST) on Tuesday March 15, 2022

The voting will not be allowed beyond 5:00 p.m. (IST) on **Tuesday March 15, 2022** and the e- voting shall be disabled by CDSL upon expiry of the aforesaid date and time.

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

- (i) The voting period begins on **9:00 a.m. (IST) on Monday, February 14, 2022 and ends at 5:00 p.m. (IST) on Tuesday March 15, 2022**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut- off date (record date) of **February 04, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09,2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e- voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.



In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e- Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e- Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the



	<p>e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open.</p> <p>You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name</p>



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



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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

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

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID



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

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

- (v) After entering these details appropriately, click on “SUBMIT” tab.



- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.



- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.



- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@dhanuka.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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



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

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



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

Item No. 1

Re-appointment of Mr. Rahul Dhanuka as Whole Time Director of the Company, for period of further five years from 1st May, 2022

Mr. Rahul Dhanuka, aged 46 years, S/o Mr. Ram Gopal Agarwal, is a Whole Time Director and Chief Operating Officer (COO) of the Company. The Members of the Company in the 31st Annual General Meeting of the Company held on 11th August, 2016 re-appointed Mr. Rahul Dhanuka as Whole-time Director of the Company for a period of further 5 years from 1st May, 2017 to 30th April, 2022 (both days inclusive). His term as a Whole-time Director shall expire on 30th April, 2022.

Mr. Rahul Dhanuka has a distinguished Corporate career of more than 23 years. Under his leadership the Company has achieved outstanding revenue growth & incremental profits year after year, including various recognitions and awards. He is endowed with a compassionate outlook and strong organizational skills. A visionary leader with an unconventional approach is an inspiration for the next generation. He is highly tech-savvy and has deep insights into the evolution of Agro-Industry in India and across the globe. He is focused on driving various initiatives across different functional domains to fulfil Dhanuka's aspiration of "Transforming India through Agriculture."

As his role transcends the entire operations of the Company, the Board of Directors of the Company in its Meeting held on 21st May 2021 designated Mr. Rahul Dhanuka as Chief Operating Officer (COO) of the Company.

Therefore, based on the performance of Mr. Rahul Dhanuka, the Nomination and Remuneration Committee and Board of Directors of the Company, respectively in their Meeting held on 02nd February 2022 approved the reappointment of Mr. Rahul Dhanuka as the Whole-time Director of the Company for a further period of Five Years from 1st May, 2022 to 30th April, 2027 (both days inclusive) who shall be liable to retire by rotation and same has been recommended to the Shareholders of the Company for their approval through Postal Ballot by Evoting Process.



Further, all the material terms and conditions (except the remuneration and tenure) of the re- appointment of Mr Rahul Dhanuka as a Whole Time Director of the Company will remain same as mentioned in the Original Agreement for being a Whole Time Director of the Company. The other details in terms of Secretarial Standard 2 issued by the Institute of Company Secretaries of India are attached herewith as **Annexure-01**.

Except for Mr. Ram Gopal Agarwal, Chairman, and Mr. Rahul Dhanuka, himself, none of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution except may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company and accordingly the Board recommends the Ordinary Resolution as set out in Item No.1 of this Notice for approval of the Members.

None of the Related Parties shall vote to approve the relevant transaction irrespective of whether the entity is a party to the particular transaction or not and accordingly the Promoters shall not vote on the resolutions set out at Item No.1.

This Explanatory statement may also be regarded as a disclosure as required under Listing Regulations.



Item No. 2

Re-appointment of Mr. Ashish Saraf as Whole Time Director of the Company, for further five years from 24th March, 2022:

Mr. Ashish Saraf, aged 50 years, S/o Mr. Laxmi Narain Saraf, is a Whole Time Director. The Members of the Company in the 32nd Annual General Meeting of the Company held on 10th August 201 appointed Mr. Ashish Saraf as Whole-time Director of the Company for a period of 5 years from 24th March, 2017 to 23rd March, 2022 (both days inclusive).

Mr Ashish Saraf is empowered with an astute understanding of various industries and their dynamics through his expertise, that spans over three decades in several corporate and business segments. In March'17 he came on the board of Dhanuka Agritech Ltd. as a Whole Time Director.

Based on the performance of Mr Ashish Saraf, the Nomination and Remuneration Committee and Board of Directors of the Company, respectively in their Meeting held on 02nd February 2022 approved the reappointment of Mr Ashish Saraf as the Whole-time Director of the Company for a further period of Five Years from 24th March, 2022 to 23rd March, 2027 (both days inclusive) who shall be liable to retire by rotation and same has been recommended to the Shareholders of the Company for their approval through Postal Ballot by Evoting Process.

Further, all the material terms and conditions (except the tenure) of the re-appointment of Mr Ashish Saraf as a Whole Time Director of the Company will remain same as mentioned in the Original Agreement for being a Whole Time Director of the Company. The other details in terms of Secretarial Standard 2 issued by Institute of Company Secretaries of India are attached herewith as ***Annexure-02***.

None of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution except may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company and accordingly the Board recommends the Ordinary Resolution as set out in Item No 2 of this Notice for approval of the Member.



None of the Related Parties shall vote to approve the relevant transaction irrespective of whether the entity is a party to the particular transaction or not on the resolution set out at Item No.2.

This Explanatory statement may also be regarded as a disclosure as required under Listing Regulations.



Annexure-01

Particulars	Mr. Rahul Dhanuka
Designation	Whole Time Director & Chief Operating Officer(COO)
Age	46 years
Qualification	B.Sc & Master in Business Administration-S.P. Jain Institute of Management & Research.
Experience (Including expertise in the specific functional area)/ Brief Resume	<p>He has a distinguished Corporate career of more than 23 years. Mr. Rahul Dhanuka started his career with Pharma Division of Dhanuka Group in the year 1998. He joined Dhanuka Agritech Limited in the year 2002. He is a promoter shareholder and has been working as Whole Time Director of the Company. He brought many changes in the Supply Chain and then took over the reins of Marketing function. Ever since then he has spear-headed the marketing initiatives of the Company including the liaison activities with international agro-giants to bring in world class agro solutions to Indian farmers. Under his leadership the Company has achieved outstanding revenue growth & incremental profits year after year, including various recognitions and awards. He is endowed with a compassionate outlook and strong organizational skills. A visionary leader with an unconventional, approach is an inspiration for the next generation. He is highly tech-savvy and has deep insights into the evolution of Agro-Industry in India and across the globe. He is focused on driving various initiatives across different functional domains to fulfil Dhanuka's aspiration of "Transforming India through Agriculture.</p> <p>As his role transcends entire operations of the Company, the Board of Directors of the Company in its Meeting held on 21st May 2021 designated Mr Rahul Dhanuka as Chief Operating Officer (COO) of the Company.</p>
Terms and Conditions of appointment/Re-appointment	As per existing agreement
Remuneration last drawn (including sitting fees, if any)	64.01 Lacs Excluding Commission From April 01, 2021 to December 31, 2021
Remuneration proposed to be paid	As per existing terms and conditions.
Date of First Appointment on the Board	28.01.2002



Shareholding in the Company as on 31 st December 2021	2,05,250
Relationship with other Directors/ Key managerial Personnel	Son- Mr. R.G. Agarwal, Chairman and Whole-time Director
Number of Meeting of Board attended during the Financial Year 21-22(Till December 31, 2021)	3
Directorship of other Boards as on 31 st December, 2021	M/s Dhanuka Laboratories Limited, M/s Golden Overseas Private Limited, M/s Dhanuka Agri Solutions Private Limited M/s Sikkim Agro Industries Limited M/s H. D. Realtors Private Limited
Membership/ Chairmanship of Committees of the Boards as on 31 st December, 2021	Dhanuka Agritech Limited Risk Management Committee – Chairman Stakeholder's Committee-Member



Annexure-02

Particulars	Mr. Ashish Saraf
Designation	Whole Time Director
Age	50 years
Qualification	He is a Commerce graduate from Shaheed Bhagat Singh College, Delhi University.
Experience (Including expertise in the specific functional area)/ Brief Resume	<p>He has garnered accolades and business management expertise as the promoter & CEO of M/s. Narayan International, New Delhi, (International Trade, Consultancy & Liaisoning) from 1988 to 2013, After which he contributed his skills and holistic acumen to M/s. Mauria Udyog Ltd. (Terry Towel) as a COO, Management Consultant and liaised with various Govt. Dept. / Ministries from October'13 to January'17.</p> <p>He is empowered with an astute understanding of various industries and their dynamics through his expertise, that spans over three decades in several corporate and business segments. In March'17 he came aboard Dhanuka Agritech Ltd. as a Whole Time Director.</p>
Terms and Conditions of appointment/Re-appointment	As per existing agreement
Remuneration last drawn (including sitting fees, if any)	16.63 Lacs(From April 01, 2021 to December 31, 2021)
Remuneration proposed to be paid	As per existing terms and conditions.
Date of First Appointment on the Board	24.03.2017
Shareholding in the Company as on 31 st December 2021	Nil
Relationship with other Directors/	None of the Director is related to Mr. Ashish Saraf.



Key managerial Personnel	
Number of Meeting of Board attended during the Financial Year 21-22(Till December 31, 2021)	3
Directorship of other Boards as on 31st December, 2021	Nil
Membership/ Chairmanship of Committees of the Boards as on 31 st December, 2021	Nil