



NOTICE OF POSTAL BALLOT

(Pursuant to Section 108, 110 of the Companies Act, 2013 read with Rule 20 & 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 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, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 (collectively the “**MCA Circulars**”), the Company is seeking the consent of the Members of the Company by means of Postal Ballot, to the Resolutions appended below, proposed to be passed through Postal Ballot by voting through electronic means (remote e-voting/e-voting) only.

Commencement of e-voting	End of e-voting
Wednesday, 18 th February, 2026 at 9:00 AM (IST)	Thursday, 19 th March, 2026 at 5:00 PM

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/ rationale thereof is appended to this Postal Ballot Notice (‘Notice’) for your consideration and forms part of this Notice. The Notice is also available on the website of the Company at www.dhanuka.com & on the website of NSDL at www.evoting.nsdl.com.

In accordance with Section 101 of the Act, read with Rule 18 of the Rules and in compliance with the MCA Circulars, the Company is sending this Notice only in the electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent (‘RTA’)/ Depositories and whose names appear in the Register of Members / List of Beneficial Owners as on Friday, 13th February, 2026 (‘Cut-off date’). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.



Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, and SS-2, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Forms physically. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice. The Company has engaged the services of "National Securities Depository Limited" (NSDL) for facilitating e-voting.

Members are requested to carefully read the instructions mentioned under the head 'General information and instructions relating to e-voting' in this Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed Resolution through the remote e-voting process not later than 5:00 PM, Thursday, 19th March 2026, failing which it will be considered that no reply has been received from the Member.

The Board of Directors in their Meeting held on February 5, 2025 have appointed Mr. Prabhakar Kumar (FCS:5781 & Certificate of Practice No. 10630), Partner, M/s VAPN & Associates, Company Secretaries [FRN: P2015DE045500], as Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair & transparent manner.

The Scrutinizer will submit their report, after the completion of scrutiny, to the Chairperson or any person authorized by the Chairperson. The result of e-voting will be announced within 2 working days from the conclusion of E-voting i.e. on or before Monday, 23rd March, 2026.

The results along with the Scrutinizer's Report will be posted on the Company's website, viz. www.dhanuka.com and also on the website of NSDL, viz. www.evoting.nsdl.com, in addition to being communicated to the BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com where the Company's shares are listed.

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

The proposed Resolution as set out herein below, shall be deemed to be passed on the last day of the Postal Ballot e-voting period i.e., Thursday, 19th March, 2026.

The assent or dissent received after such date and time shall be treated as if reply from the Member has not been received.



SPECIAL BUSINESS

1. Appointment of Mr. Sanjiv Goel (DIN: 03616090) as an Independent Director of the Company, for the first term of 5 years:

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

“Resolved That pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act), Companies (Appointment and Qualification of Directors) Rules, 2014, read with schedule IV of the Act and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Sanjiv Goel (DIN: 03616090), who was appointed as an Additional Director by the Board of Directors (“Board”) based on the recommendation of the Nomination and Remuneration Committee with effect from 5th February, 2026 pursuant to the provision of section 161(1) of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 years (first term) w.e.f. 5th February, 2026 to 4th February, 2031(both days inclusive).

“Resolved Further That the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, and things and to execute all such documents, instruments, and writings as may be required to give effect to this Resolution and to delegate all or any of its powers herein conferred to any Committee of Director(s) to give effect to the aforesaid Resolution.”

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

Sd/-
Jitin Sadana
Company Secretary
Mem No: 7612

Place: Gurugram
Date: February 5, 2026



Notes:

1. The relevant Explanatory Statement pursuant to the provisions of Section 102 read with Section 110 of the Companies Act, 2013 (“Act”) setting out the material facts relating to the proposed Resolution and the reasons thereof are annexed hereto and forms part of this Postal Ballot Notice (“Notice”).
2. The Notice containing instructions is being sent by email to all the Members of the Company whose names appear on the Register of Members/list of Beneficial Owners as received from the Depositories, National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) on **Friday, 13th February, 2026 (“Cut-Off date)** and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, M/s. Abhipra Capital Limited (“Abhipra/RTA”).
3. A copy of the 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 National Securities Depository Limited www.evoting.nsdl.com.
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. It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories / Depository Participants) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice. 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 till 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. In compliance with provisions of Section 108 and Section 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and Secretarial Standard – II, the

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Tel: +91-124-434-5000, Email: headoffice@dhanuka.com, Website: www.dhanuka.com

CIN: L24219HR1985PLC122802



Company is providing e-voting facility to enable its Members to cast their votes electronically on the matters included in this Notice.

8. The Company has appointed National Securities Depositories Limited (“NSDL”) for facilitating e-voting to enable the Members to cast their votes electronically instead of physical mode. In terms of the General Circular No.14/2020 dated 8th April 2020 read with General Circular No.17/2020 dated 13th April 2020, General Circular No.03/2022 dated 5th May 2022 and General Circular No.11/2022 dated 28th December 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), voting can be done only by remote e-voting. As the remote e-voting does not require a person to attend to a meeting physically, the members are strongly advised to use the remote e-voting procedure by themselves and not through any other person / proxies.
9. **The e-voting period commences at 9:00 AM (IST) on Wednesday, 18th February, 2026 and ends at 5:00 PM (IST) on Thursday, 19th March, 2026.** Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
10. The Board of Directors of the Company has appointed Mr. Prabhakar Kumar (FCS:5781 & Certificate of Practice No. 10630), Partner, M/s VAPN & Associates, Company Secretaries [FRN: P2015DE045500], as Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair & transparent manner.
11. The Scrutinizer will submit consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairperson or any other person authorized by Chairperson within 2 working days from the conclusion of E-voting i.e. on or before Monday, 23rd March, 2026. The Scrutinizer’s decision on the validity of votes cast will be final.
12. The Result declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.dhanuka.com and on the website of NSDL viz www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorized by them, and the same shall be communicated to the BSE Limited and the National Stock Exchange of India Limited.
13. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Thursday, 19th March, 2026.

The vote in this Postal Ballot cannot be exercised through proxy.



Information and instructions relating to 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
Wednesday, 18 th February, 2026 at 9:00 AM (IST)	Thursday, 19 th March, 2026 at 5:00 PM

The voting will not be allowed beyond 5:00 p.m. (IST) on **Thursday, 19th March, 2026** and the e- voting shall be disabled by NSDL upon expiry of the aforesaid date and time.



How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for

	<p>IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none">4. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;"></div>
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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the 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-

	<p>Voting Service Providers, 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</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. 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) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911



B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

Registered & Corporate Office: Global Gateway Towers, Near Guru Dronacharya Metro Station, MG Road, Gurugram-122002, Haryana

Tel: +91-124-434-5000, Email: headoffice@dhanuka.com, Website: www.dhanuka.com

CIN: L24219HR1985PLC122802



6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@vapn.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre (AVP) at evoting@nsdl.com



Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolution set out in this notice:

1. In case shares are held in physical mode please provide 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 investors@dhanuka.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@dhanuka.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
5. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.
6. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company's website at www.dhanuka.com and on the website of the Company's RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant. SEBI vide its Circular dated January 25, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialise the shares held by them in physical form.
7. Members can contact the Company or RTA, for assistance in this regard. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.



8. As per the provisions of Section 72 of the Act and aforesaid SEBI Circulars, the facility for making nomination is available for the members in respect of the shares held by them in physical mode. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 with RTA.
9. Further members holding physical shares are informed that they can opt out of nomination or cancel the existing nomination by filing following form with RTA:
 - a. Form ISR - 3: For opting out of nomination by shareholder(s)
 - b. Form SH -14: For cancellation or variation to the existing nomination of the shareholder(s)



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

In terms of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to the Item No. 1 of the accompanying Notice:

Item No. 1

Appointment of Mr. Sanjiv Goel (DIN: 03616090) as an Independent Director of the Company, for the first term of 5 years:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company ("Board") in its meeting held on 5th February, 2026 had appointed Mr. Sanjiv Goel (DIN: 03616090) as an Additional Director (Non-Executive, Independent) of the Company for a first term of five (5) years effective from 5th February, 2026, not liable to retire by rotation, subject to the approval of the Members of the Company.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of the Members for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought in the ensuing Postal Ballot to comply with the SEBI Listing Regulations.

Mr. Sanjiv Goel is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as an Independent Director and has also given a declaration that he meets 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).

The Board of Directors is of the opinion that Mr. Sanjiv Goel meets the criteria of Independence and fulfills the conditions for appointment as Independent Director in terms of 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 and based on the recommendation of the Nomination and Remuneration Committee in its meeting held on 5th February, 2026, the Board requested to the Members to consider his candidature for Independent Director for the first term of 5 (Five) consecutive years. Mr. Sanjiv Goel shall hold office for a period of 5 (Five) consecutive years with effect from 5th February, 2026.

The Company has received below mentioned declarations from Mr. Sanjiv Goel

- (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,
- (iii) A declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and under SEBI Listing Regulations. He does not hold any equity shares of the Company.
- (iv) Form MBP-1 disclosing his nature of interest in pursuance to section 184(1) and rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014
- (v) Certificate that he is not debarred or disqualified from holding the office of Director by virtue of any SEBI order or any other regulatory authority.

The Company has also received a Notice under Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. Sanjiv Goel for the office of Directors of the Company.

Draft letter of appointment to be issued to Mr. Sajiv Goel setting out the terms and conditions of his appointment is available for inspection, by the Members, electronically. Members seeking to inspect the same can send an email to investors@dhanuka.com.

Brief Profile of Mr. Sanjiv Goel under consideration whose appointment as an Independent Director for the first term is provided in "Annexure-1" to the Notice pursuant to the provisions of the Listing Regulation and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India (ICSI).

The Board hereby recommends the Resolution as set out at Item No. 01 for consideration and approval of Shareholders of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Sanjiv Goel are in any way interested or concerned with this Resolution.

Details of Directors seeking Appointment

Particulars	Mr. Sanjiv Goel
Designation	Independent Director
Age	67 years
Qualification	B.Tech from Regional Institute of Technology, Nagpur , India
Experience (Including expertise in the specific functional area)/ Brief Resume	<p>Mr. Sanjiv Goel is a experienced business leader and advisor with over about 40 years of experience in techno-commercial roles, customer-centric operations, and strategic management across diverse industries. He has held senior leadership positions and has been actively involved in providing strategic advisory and consulting services to organizations.</p> <p>He is the Promoter of Profectus Solutions, a boutique consulting firm, and has been associated as a Partner / Advisor with various business groups, contributing to strategy formulation, business transformation, and governance advisory. Further he is also member of WIL group and group advisor at Blue Ocean Steel. His professional journey reflects deep exposure to corporate management, business advisory, and stakeholder engagement.</p> <p>With his extensive experience and strategic perspective, Mr. Goel brings valuable insights into business operations, governance practices, and long-term value creation, which will strengthen the Board's deliberations and oversight as an Independent Director.</p>
Terms and Conditions of appointment/Re-appointment	As per the Appointment Letter
Remuneration last drawn in a F.Y 24-25 (including sitting fees, if any)	Appointed w.e.f. 5 th February, 2026
Remuneration proposed to be paid	No Remuneration except sitting fees for attending the Board and Committee Meetings
Date of First Appointment on the Board	05.02.2026
Shareholding in the Company as on 31 st March, 2025	NIL
Relationship with other	NA

Registered & Corporate Office: Global Gateway Towers, Near Guru Dronacharya Metro Station, MG Road, Gurugram-122002, Haryana

Tel: +91-124-434-5000, Email: headoffice@dhanuka.com, Website: www.dhanuka.com

CIN: L24219HR1985PLC122802



Directors/ Key Managerial Personnel	
Number of Meetings of the Board attended during the Financial Year 25-26	1 as an Additional Director
Directorship of other Boards as on 31st March, 2025	M/s. BR Stainless India Limited
Membership/ Chairmanship of Committees of the Boards as on 31 st March, 2025	NIL