



AN ISO 9001 : 2008 COMPANY

Dhanuka Agritech Limited

Online

Date: July 13, 2017

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

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

Ref: Symbol- DHANUKA

Scrip Code: 507717

Sub: Notice of 32nd Annual General Meeting

Dear Sir,

We wish to inform you that 32nd Annual General Meeting (AGM) of the Company is scheduled to be held on Thursday, 10th Day of August, 2017 at 11:00 A.M. at Mapple Emerald Hotel, Rajokri, National Highway -8, New Delhi-110 038 to transact Ordinary and Special Business mentioned in the Notice convening AGM.

In view of the above and in pursuant to Regulation 30 read with clause 12 of Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we are enclosing herewith copy of AGM Notice for your Records.

Kindly acknowledge the receipt.

Thanking You,
Yours faithfully,

For Dhanuka Agritech Limited



Kapil Garg
Company Secretary

Encl: a/a



NOTICE TO THE MEMBERS

Notice is hereby given that the **32nd Annual General Meeting** of the Members of **Dhanuka Agritech Limited** will be held at Maple Emerald Hotel, Rajokri, National Highway - 8, New Delhi-110038 on Thursday, the 10th day of August, 2017 at 11:00 A.M. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Balance Sheet of the Company as at 31st March, 2017 along with the Standalone and Consolidated Profit and Loss Account for the Financial Year ended on that date and the Cash Flow Statement together with the Reports of the Auditors and Directors thereon.
2. To declare Dividend for the Financial Year ended on 31st March, 2017.
3. To appoint a Director in place of Mr. Ram Gopal Agarwal (DIN:00627386), who retires by rotation and being eligible, offers himself for re-appointment;
4. To appoint a Director in place of Mr. Rahul Dhanuka (DIN:00150140), who retires by rotation and being eligible, offers himself for re-appointment;
5. To appoint a Director in place of Mr. Mridul Dhanuka (DIN:00199441), who retires by rotation and being eligible, offers himself for re-appointment;
6. To appoint Statutory Auditors of the Company, to hold office from the conclusion of this 32nd Annual General Meeting until the conclusion of the 37th Annual General Meeting and to decide their remuneration and to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time and approval of Members of the Company be and is hereby accorded for the appointment of M/s Ambani & Associates LLP, Chartered Accountants (Firm Registration No. 016923N), as Statutory Auditors of the Company to hold office from the conclusion of this 32nd AGM till the conclusion of the 37th AGM of the Company, on a remuneration of Rs. 7,00,000 plus applicable taxes and the Board of Director of the Company is hereby authorized to pay such increased audit fee as they may deem fit."

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Sections 141, 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 2,20,000 plus applicable taxes and out-of-pocket expenses incurred in connection with the Audit, payable to M/s. S. Chander and Associates, Cost Accountants (Firm Registration No. 100105), who are appointed as Cost Auditors of the Company to conduct Cost Audits of the Company for the financial year ending 31st March, 2018.

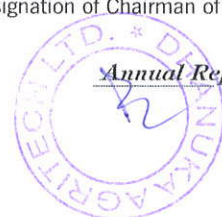
"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary or expedient to give effect to this Resolution."

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

"RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Balvinder Singh Kalsi (DIN: 00012784), who has submitted a declaration stating that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, and who was appointed as an Additional Director on 10th November, 2016 be and is hereby appointed as a non-retiring Independent Director of the Company for a period of five consecutive years with effect from November 10, 2016."

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and pursuant to recommendation of Nomination and Remuneration Committee and consent of the Board of Directors, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Ram Gopal Agarwal (DIN:00627386) as Whole time Director under the designation of Chairman of the Company, for a





period of 5 years from 1st November, 2017 to 31st October, 2022 (both days inclusive), liable to retire by rotation, as well as the payment of salary, commission and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the Explanatory Statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or agreement in such manner as may be agreed to between the Board of Directors and Mr. Ram Gopal Agarwal."

"RESOLVED FURTHER THAT the remuneration payable to Mr. Ram Gopal Agarwal, Whole time Director under the designation of Chairman shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time."

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

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

"RESOLVED THAT Mr. Ashish Saraf who was appointed by the Board of Directors as an Additional Director of the Company with effect from 24th March, 2017 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act"), and who is eligible for appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and pursuant to recommendation of Nomination and Remuneration Committee and consent of the Board of Directors, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Ashish Saraf (DIN: 07767324) as Whole time Director

of the Company, for a period of 5 years from 24th March, 2017 to 23rd March, 2022 (both days inclusive) as well as the payment of salary and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the Explanatory Statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or agreement in such manner as may be agreed to between the Board of Directors and Mr. Ashish Saraf."

"RESOLVED FURTHER THAT the remuneration payable to Mr. Ashish Saraf, Whole time Director shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time."

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

By Order of the Board of Directors
For Dhanuka Agritech Limited

Sd/-
Kapil Garg
Company Secretary

Place: Gurugram
Date: 19.05.2017
CIN: L24219DL1985PLC020126

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





NOTES:

1. A Member entitled to attend and vote at the Meeting is also entitled to appoint a Proxy to attend and vote on a Poll instead of himself and such Proxy need not be a Member of the Company. Proxy form duly stamped and executed, in order to be effective, must be received by the Company at its Registered Office at least 48 hours before the time when the Meeting is scheduled to begin.
2. Pursuant to Section 105(1) of the Companies Act, 2013, read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as Proxy on behalf of not more than fifty Members and holding in aggregate not more than ten per cent of the total Share Capital of the Company carrying voting rights. A person acting as Proxy for a Member holding more than ten per cent of the total Share Capital of the Company carrying voting rights, will not act as Proxy for any other Member.
3. The Register of Members and the Share Transfer Books will remain closed from **9th August, 2017 to 10th August, 2017** (both days inclusive).
4. Payment of Final Dividend @30% (Rs. 0.60 per Equity Share having face value of Rs. 2 each) for the Financial Year ended on 31st March, 2017, as recommended by the Board, if approved at this AGM, will be made only to those Members whose names appear in the Register of Members of the Company as on 8th August, 2017, being the date of book closure or to their mandates, as the case may be. In respect of Equity Shares held in electronic form, the Final Dividend will be paid on the basis of beneficial ownership as on 8th August, 2017, as per details furnished by the National Securities Depository Ltd. (NSDL) and Central Depositories Services (India) Ltd. (CDSL) for this purpose.
5. Members holding Shares in physical form are requested to inform about any change in their address or bank particulars to the Company's Registrar & Share Transfer Agent, M/s Abhipra Capital Limited, quoting their Folio number. Members holding Shares in electronic form must inform about any change in their address or bank particulars to their respective Depository Participants and not to the Company. These particulars will be used by the Company for payment of Dividend to be declared in future.
6. Shareholders/Proxies are requested to produce at the entrance the attached Admission Slip, duly completed and signed in accordance with the specimen signatures registered with the Company, for admission to the AGM hall.
7. Documents referred to in this Notice will be available for inspection by the Members at the Corporate Office / Registered Office of the Company from 11:00 A.M. to 1:00 P.M. on all working days prior to the date of the AGM and will also be available for inspection at the venue of the AGM.
8. Corporate Members intending to send their Authorized Representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the AGM.
9. Members desirous of getting any information about the Accounts under reference and operations of the Company should address their query to the CFO & Compliance Officer so that the same may reach him at least seven days before the date of the Meeting to enable the Management to keep the information ready.
10. In view of the provisions of Section 125 of the Companies Act, 2013, unclaimed / unpaid Dividend for the Financial Year 2009-10 shall be transferred to Investor Education and Protection Fund (IEPF) in the month of September, 2017. Members, who have not yet encashed their Dividend warrant for the Financial Year ended 31st March, 2010 or any subsequent Financial Year(s), are requested to lodge their claims with the Company.
11. Pursuant to Sections 20, 101 and 136 of the Companies Act, 2013 and Rules made thereunder, Companies are allowed to send notices/documents in electronic form to their Members. To enable the Company to send its Annual Report, Notice of AGM and other documents for the Financial Year ended 31st March, 2017 electronically, Members are requested to update their email IDs with their Depository Participants in case the Shares are held in the electronic form or the Registrar & Share Transfer Agent of the Company, in case the Shares are held in the physical form and accord their consent for receiving documents through electronic mode.
12. The Company is pleased to provide the e-voting facility to Members to enable them to exercise their right to vote through electronic means, in pursuance of Section 108 of the Companies Act, 2013 and the Rules made thereunder.
13. The Company has appointed M/s R & D, Company Secretaries, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting for AGM. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.
14. **The instructions for shareholders voting electronically are as under:**
 - (i) The voting period will commence at 9:00 a.m. on Monday, 7th August, 2017 and will end at 5:00 p.m. on Wednesday,



9th August, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 1st August, 2017, i.e record date for e-voting purpose are entitled to vote on the Resolutions set forth in this Notice. The e-voting module shall be disabled by CDSL for voting thereafter.

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

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. Sequence No./Password is printed on address sticker. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
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. If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of Dhanuka Agritech Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.





Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) Any person, who acquires Shares of the Company and become Member of the Company after dispatch of the Notice and holding Shares as on the cut-off date for e-voting i.e. 1st August, 2017 may follow the same instructions as mentioned above for e-Voting.
15. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's Registrar & Share Transfer Agent, M/s. Abhipra Capital Limited, quoting their Folio number.
16. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item No. 7 to 10 of the Notice (in respect of Special Business to be transacted at the Meeting) is annexed hereto.

Explanatory Statement:

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

The following Explanatory Statement sets out all the material

facts, relevant to the items of the Special Business contained in the Notice.

Item No. 7

In accordance with the provisions of Section 148 of the Companies Act, 2013 and Rules framed thereunder, the Board of Directors, at the recommendation of the Audit Committee, in their Meeting held on 19th May, 2017 has considered and approved appointment of Cost Auditors, M/s. S. Chander and Associates, Cost Accountants as Cost Auditors of the Company for the Financial Year 2017-18 to carry out Audit of Cost Accounts of the Company relating to agro-chemical manufacturing activities for the Financial Year 2017-18, at a remuneration to be fixed by Members at Annual General Meeting.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item no. 7 of the Notice to fix the remuneration payable to the Cost Auditors for the Financial Year 2017-18.

The Board hereby recommends the Ordinary Resolution as set out at Item No. 7 for consideration and approval of Shareholders of the Company

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

Item No. 8

Mr. Balvinder Singh Kalsi was appointed as an Additional Director under the category of Independent Director of the Company, categorized as Non Executive Director of the Company w.e.f. 10th November, 2016.

In the opinion of the Board of Directors, he meets the conditions/criteria specified in the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as Independent Director of the Company.

In view of his rich experience in Pesticides Industry and at the recommendation of the Nomination and Remuneration Committee, the Board of Directors, in their Meeting held on 10.11.2016 has appointed Mr. Balvinder Singh Kalsi as non-retiring, Independent Director of the Company who shall hold office upto the date of 37th Annual General Meeting, with effect from November 10, 2016 subject to Shareholders' approval.

The Company has received following documents from Mr. Balvinder Singh Kalsi proposed to be appointed as Independent Director:

- 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 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received written notice in accordance with the provisions of Section 160 of the Companies Act, 2013, from Member along with a deposit of Rs. 1,00,000/- for proposing the candidature of Mr. Balvinder Singh Kalsi as Independent Director of the Company.

A copy of appointment letter of Mr. Balvinder Singh Kalsi as Independent Director, setting out his terms and conditions would be open for inspection by any Member without any fee, at the Corporate Office of the Company during normal business hours on any working day, upto the date of Annual General Meeting.

The Board hereby recommends the Ordinary Resolution as set out at Item No.8 for consideration and approval of Shareholders of the Company.

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

Item No. 9

The Shareholders in the 27th Annual General Meeting held on 13th day of August, 2012 re-appointed Mr. Ram Gopal Agarwal Whole time Director under the designation of Chairman for a period of 5 years from 1st November, 2012 to 31st October, 2017 (both days inclusive).

As per the provisions of Sections 196, 197, 198 read with Schedule V of the Companies Act, 2013, Mr. Ram Gopal Agarwal is eligible to be re-appointed as the Whole-time Director under the designation of Chairman of the Company. Since his term as Whole-time Director under the designation of Chairman will expire on 31st October, 2017, the Members may consider re-appointing him as the Whole-time Director under the designation of Chairman of the Company for a further period of five Years from 1st November, 2017 to 31st October, 2022 (both days inclusive).

In view of his distinguished performance and dedicated efforts towards the achievement of organizational goals of the Company, the Board of Directors, based on the recommendations of the Nomination and Remuneration Committee in their meeting held on 19th May, 2017, subject to Shareholders' approval has re-appointed Mr. Ram Gopal

Agarwal as Whole-time Director under the designation of Chairman of the Company for a period of five Years from 1st November, 2017 to 31st October, 2022 (both days inclusive) as per the terms and conditions set out in the Draft Agreement as placed before the Shareholders for their approval.

The Company has received following documents from Mr. Ram Gopal Agarwal proposed to be appointed as Whole time Director under the designation of Chairman:

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

The Company has received written notice in accordance with the provisions of Section 160 of the Companies Act, 2013, from Member along with a deposit of Rs. 1,00,000/- for proposing the candidature of Mr. Ram Gopal Agarwal as Whole time Director under the designation of Chairman of the Company.

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

- A. Salary: Rs.10,00,000 (Rupees Ten Lakhs only) per month in the salary range of Rs. 10,00,000 – 1,00,000 – 14,00,000 p.m. with the authority granted to the Board of Directors, on the recommendations of the Nomination and Remuneration Committee, to revise the salary every year by Rs. 1,00,000 p.m., subject to the ceiling of Rs. 14,00,000 p.m.
- B. Commission: 1.50 % of the Net profits of the Company computed under Section 198 the Companies Act, 2013.
- C. Perquisites:

Category 'A':

- i) Reimbursement of medical expenses for self and family, actually incurred, subject to the limit that the total cost to the Company will not exceed one month's salary in a year or three months' salary in a block of three years excluding perquisites;
- ii) Leave travel concession for self and family not exceeding 15 days salary, once in a year. The perquisite will be taxed in accordance with the provisions of the Income-Tax Rules;





- iii) Membership fee of not more than two clubs provided no life Membership fee or admission fee will be paid by the Company;
- iv) Personal accident insurance, subject to the condition that annual premium will not exceed Rs. 7,50,000 per annum;

Category 'B':

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

Category 'C':

- i) Provision of fully-furnished rent-free accommodation for self and family;
- ii) Provision of one car for official and personal use; and
- iii) Provision of mobile phones, telephones at residence, etc. for official and personal use; subject to maximum limit of Rs. 10000 p.m. in aggregate.

Minimum Remuneration:

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

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

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

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

The Board hereby recommends the Ordinary Resolution as set

out at Item No. 9 for consideration and approval of Shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Rahul Dhanuka, Whole time Director, Mr. Ram Gopal Agarwal, Chairman, himself and Mr. Mahendra Kumar Dhanuka, Managing Director, are in any way interested or concerned with this Resolution.

Item No. 10

As per the provisions of Sections 196, 197, 198 read with Schedule V of the Companies Act, 2013, Mr. Ashish Saraf is eligible to be appointed as an additional Director under the designation of Whole-time Director of the Company. The Members may consider appointing him as the Whole-time Director of the Company for a further period of five Years from 24th March, 2017 to 23rd March, 2022 (both days inclusive).

The Board of Directors, based on the recommendations of the Nomination and Remuneration Committee in their meeting held on 24th March, 2017, subject to Shareholders' approval has appointed Mr. Ashish Saraf as Whole-time Director of the Company for a period of five Years from 24th March, 2017 to 23rd March, 2022 (both days inclusive) as per the terms and conditions set out in the Draft Agreement as placed before the Shareholders for their approval.

The Company has received following documents from Mr. Ashish Saraf proposed to be appointed as Whole time Director:

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

The Company has received written notice in accordance with the provisions of Section 160 of the Companies Act, 2013, from Member along with a deposit of Rs. 1,00,000/- for proposing the candidature of Mr. Ashish Saraf as Whole time Director of the Company.

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

A. Salary: Rs. 1,25,000 p.m. from 24th March, 2017 till 31st May, 2017 and Rs. 1,50,000 p.m. w.e.f. 1st June, 2017, inclusive of following:

- i. Company's contribution towards Provident Fund, subject to the ceiling of 12% of the salary;





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

B. Perquisites:

Insurance cover (i.e GPA, GTI & GMP), as per HR policy of the Company.

The annual increments upto 25% which will be effective from 1st April every year will be decided by the Board on recommendation of the Nomination and Remuneration Committee.

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

The copy of the draft Agreement referred to in the Resolution is available for inspection of the Members at the Corporate Office of the Company on any working day during business hours and will also be available for inspection throughout the continuance of the Annual General Meeting.

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

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

The Board hereby recommends the Ordinary Resolution as set out at Item No. 10 for consideration and approval of Shareholders of the Company.

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

Brief resume of Directors being recommended for appointment/re-appointment:

Item No. 3 & 9

Mr. Ram Gopal Agarwal, aged 67 years, is a Commerce Graduate from SRCC, Delhi University of 1968 Batch. He has

total experience of 47 years in the field of agrochemicals. He always had a notion to run an agri-inputs business to contribute to Indian Agriculture. He took over the business of a sick unit Northern Minerals Limited (NML), a pesticides formulation Company in the year 1980. At that time, the Company was on the verge of closure as it suffered continued losses. Mr. R. G. Agarwal took this as an opportunity and acquired NML. After he acquired NML in 1980, he successfully turned it around into a profit making unit. As time passed, the business grew at a rapid pace and the Company started making multifold profits following a saga of expansions and successes. The Company faced many crucial challenges, but Mr. Ram Gopal Agarwal's true dedication and excellent decision-making at various crucial points built a strong foundation for the business.

Mr. Ram Gopal Agarwal is also a philanthroper. He established Chiranji Lal Dhanuka Charitable Trust to promote religious tourism and to provide hygienic and comfortable lodging and food for the pilgrims.

Mr. Ram Gopal Agarwal is a man of vision, business acumen, leadership, passion and is dedicated to serve the cause of farming community in India. Under his dynamic stewardship, Dhanuka Group has attained a distinguished place as a leading Agritech Business House.

He started Durga Prasad Dhanuka Adarsh Vidhya Mandir, a school in Rattangarh, which is one of the most acclaimed schools in the vicinity, wherein around 1200 students are educated at very nominal fee. Another example is Dhanuka Ashram at Vrindavan, which is well known for serving needy people and provides accommodation at very reasonable prices.

He also holds Directorship in HD Realtors Pvt. Limited and Crop Care Federation of India. He is also Chairman of Banking, Finance and Operations Committee and Corporate Social Responsibility Committee and Buyback Committee of the Company.

He holds 361419 equity shares of the Company.

Item No. 4

Mr. Rahul Dhanuka, aged 42 Years, is a Graduate in Chemistry from Delhi University and an MBA from S.P. Jain Institute of Management and Research, Mumbai. As a Marketing Director, he is responsible for national sales and marketing. Due to his excellent marketing management skills, the Company has been able to penetrate the very interiors of rural India. He has been instrumental in bringing new systems and policies in the organization, implementation of ERP and for strategic business relationships with all the collaborators. He has experience of 19 years in the Agrochemicals Industry.

He is also Director in the Boards of Dhanuka Laboratories Limited, Golden Overseas Private Limited, H D Realtors Private





Limited and Dhanuka Agri-Solutions Private Limited (Bangladesh Incorporated Wholly owned Subsidiary) and a Member of the Banking, Finance and Operations Committee and Stakeholders' Relationship Committee of the Company. He holds 363075 Equity Shares of the Company.

Item No. 5

Mr. Mridul Dhanuka, aged 36 years, is a B. Tech in Chemical Engineering & M.B.A. from NITIE, Mumbai. He joined the organization in 2005 and with his technical expertise has enlarged the product base of Dhanuka. He has helped the Company in smoothening the production, procurement and logistics functions and established Quality Control. He has been instrumental in bringing new systems and policies in the organization and implementation of ERP.

He is also a Director on the Boards of Dhanuka Laboratories Ltd, Dhanuka Infotech Pvt. Ltd, Otsuka Chemical India Pvt. Ltd, M.D. Buildtech Pvt. Ltd and Dhanuka Agri-Solutions Pvt. Ltd. (Bangladesh Incorporated Wholly Owned Subsidiary). He is a Member of Banking, Finance and Operations Committee of the Company. He has experience of 11 years in the Agrochemicals Industry. He holds 29465 Equity Shares of the Company.

Item No. 8

Mr. Balvinder Kalsi, aged 59 years, is a Fellow member of the Institute of Chartered Accountants of India and member of the Institute of Company Secretaries of India. He has served as board member of the American Chamber of Commerce for number of

years and chairman of the northern region council. Mr. Balvinder Singh Kalsi retired in March, 2016 as President, DuPont South Asia & the Association of Southeast Asian Nations (ASEAN) and Chairman of the Board, E.I. DuPont India Private Limited, a wholly owned subsidiary of DuPont U.S.A.

Mr. Balvinder Kalsi was named Business Director, Crop Protection, India, in May 1997 and assumed additional responsibilities for the Pioneer seeds business in November 2002. He was named Executive Director, DuPont India in February 2005. Mr. Balvinder Kalsi was President, DuPont, South Asia. In this role, he led E. I. DuPont India Private Limited for six years.

He also holds Directorship in Kia Ora Ventures Private Limited, Kalinga Software Private Limited and Kia-Ora Solutions Private Limited. He is also a member of Stakeholders' Relationship Committee of the Company and he does not hold any equity share of the Company.

Item No. 10

Mr. Ashish Saraf, aged 46 years, is a Commerce graduate from Shaheed Bhagat Singh College, Delhi University of 1991 Batch. He has served in M/s. Narayan International, New Delhi, (International Trade & Consultancy) as a Chief Executive Officer from 1988 to 2013 after that he joined M/s. Mauria Udyog Ltd. (Terry Towel) as a Chief Coordinating Officer from October, 2013 to January, 2017. He has a distinguished corporate career of 19 years. He does not hold any equity shares of the Company.



Route map to the venue of the AGM

