



Pursuant to sub regulation (2) of Regulation 30 read with Part A of Schedule III, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,

**PROCEEDINGS OF THE 36<sup>TH</sup> ANNUAL GENERAL MEETING OF DHANUKA AGRITECH LIMITED HELD ON 29<sup>TH</sup> JULY, 2021**

Meeting Day, Date and Time	Thursday, 29 <sup>th</sup> July 2021 at 11.00 A.M.
Venue:	Held through Video conferencing (VC) or Other Audio Video Mode (OAVM)
Chairman:	Mr. Ram Gopal Agarwal, Chairman of the Board attended the Annual General Meeting and welcomed all the Directors/Senior Executives/representatives of Statutory Auditors/Secretarial Auditors/Scrutinizer and Members present in the 36 <sup>th</sup> Annual General Meeting of the Company.
Members attending the Meeting:	45 Members were present through Video conferencing (VC) or Other Audio Video Mode (OAVM)
Directors Present:	<ol style="list-style-type: none"><li>1. Mr. Ram Gopal Agarwal, Chairman</li><li>2. Mr. Mahendra Kumar Dhanuka, Managing Director</li><li>3. Mr. Arun Kumar Dhanuka, Whole Time Director</li><li>4. Mr. Rahul Dhanuka, Whole Time Director (Chief Operating Officer)</li><li>5. Mr. Harsh Dhanuka, Whole Time Director</li><li>6. Mr. Ashish Saraf, Whole Time Director</li><li>7. Mr. Priya Brat, Independent Director and Chairman of Audit Committee and Nomination &amp; Remuneration Committee</li><li>8. Mr. Smita, Sankar, Independent Director and Chairman of Stakeholders Relationship Committee</li><li>9. Mr Sachin Kumar Bhartiya, Independent Director</li></ol>



10. Ms. Namrata Gupta, Independent Director

11. Mr. Siraj Azmat Chaudhry, Independent Director

In attendance:

Mr. V K Bansal, Chief Financial Officer  
Mr. Jitin Sadana, Company Secretary  
Mr. Yogesh Gupta, from S.S. Kothari Mehta & Company, Chartered Accountants, Statutory Auditors  
Mr. Debabrata Deb Nath, from R&D Company Secretaries, Secretarial Auditors & Scrutnizer

Quorum:

The requisite quorum as required under Section 103 of the Companies Act, 2013 was present through Video conferencing (VC) or Other Audio Video Mode (OAVM).

1. Mr. Ram Gopal Agarwal, Chairman of the Company, chaired the Meeting and conducted the proceedings of the Meeting.
2. Mr. Jitin Sadana, Company Secretary of the Company informed the Members that this 36<sup>th</sup> Annual General Meeting of the Company are held through Video Conferencing ('VC') in compliance of the circulars issued by the Ministry of Corporate Affairs ('MCA'), the Securities and Exchange Board of India ('SEBI') and other consequential social distancing norms in view of the ongoing Covid-19 pandemic.
3. The Company Secretary welcomed the Members to the Meeting and briefed them on certain points relating to the participation at the Meeting through VC. The Company Secretary confirmed the quorum and requested Managing Director to Welcome the Members and introduced the Board.
4. Mr. Mahendra Kumar Dhanuka, Managing Director of the Company introduced the Directors attended the Meeting through Video conferencing (VC) or Other Audio Video Mode (OAVM). Thereafter, Mr. Mahendra Kumar Dhanuka, Managing Director, requested Chairman to allow to proceed the Meeting.
5. Thereafter, Chairman ascertained the quorum and being the requisite quorum was present, he called the Meeting to order.
6. The Chairman made his speech about the Operations of the Company, the Initiatives taken by the Company for CSR and also about the initiatives taken by the Company to spread awareness among Farmers for Advance Methods of Agriculture. The Chairman further provided brief summary of the financial statements along with Statutory Auditor's Report and Secretarial Auditor's Report.





7. The Annual Report for the Financial Year ended 31<sup>st</sup> March, 2021, along with the Notice convening the Meeting, the Board's Report, Financial Statements and the Auditors' Report for the Year Ended 31<sup>st</sup> March, 2021 were taken as read.
8. The Company Secretary then informed the Shareholders that in compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of The Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided to the Members the facility to exercise their right to vote at the 36<sup>th</sup> Annual General Meeting by electronic means through the E-voting System provided by Central Depository Securities Limited (CDSL). It is further informed that R&D Company Secretaries, Practicing Company Secretaries was appointed as the Scrutinizer for the e-voting process.
9. Mr. Mahendra Kumar Dhanuka, Managing Director of the Company then invited the Speaker Shareholders who register themselves with the Company to ask questions, make comments and give their views. The Shareholders were given an opportunity to speak in the order in which they had given their names.
10. The following items of business as set out in the Notice convening the 36<sup>th</sup> Annual General Meeting were recommended for Members' consideration and approval:

#### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2021 together with the Reports of the Auditors and Directors thereon.
2. To declare Dividend @100% i.e. Rs. 2/- per Equity Shares for the Financial Year ended 31<sup>st</sup> March, 2021.
3. To appoint a Director in place of Mr. Mahendra Kumar Dhanuka (DIN: 00628039), Managing Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Harsh Dhanuka (DIN: 00199516), Whole Time Director of the Company who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Ashish Saraf (DIN: 07767324), Whole Time Director of the Company who retires by rotation and being eligible, offers himself for re-appointment.



### **SPECIAL BUSINESS**

6. Ratification of remuneration of Cost Auditors.
7. Commission payable to Mr. Mridul Dhanuka (DIN:00199441) Non-Executive Director of the Company for the Financial Year 2021-22.
8. Appointment of M/S. Dhanuka Marketing Company as Commission Agents and care-taker of the Company's operations in the South and East Zone(s) of India for further period of three years from Financial Year 2022-23 to FY 2024-25.

The Company Secretary informed the Members that since the AGM is being held through VC and the resolution mentioned in the Notice convening this Meeting has already been put to vote through the e-voting facility, there will be no proposing and seconding of the resolutions. He requested for E voting for all the resolutions for the Members present and not yet voted. The Company Secretary informed that electronic voting option shall remain open for next 15 min after the conclusion of Annual General Meeting for the Members who have not exercised their vote may "Cast their vote" through Online Portal of CDSL.

The Company Secretary announced that Results shall be displayed on the website of the Company and shall also to be sent to the Stock Exchange(s) after conclusion of the of Meeting within due time.

The Company Secretary requested all the Members to place vote of thanks in favour of Chairman of the Meeting. The Members placed their vote of thanks to the Chairman.

The Chairman then declared the Meeting as concluded.

The above is for your information and record please.

Thanking you,

**For Dhanuka Agritech Limited**

*Jitin Sadana*  
**Jitin Sadana**

**Company Secretary/ Compliance Officer**  
FCS- 7612



**Date: 30<sup>th</sup> July, 2021**

**Place: Gurugram**