



NOTICE TO THE MEMBERS

Notice is hereby given that the 31st Annual General Meeting of the Members of Dhanuka Agritech Limited will be held at Shri Purushottam Hindi Bhawan, 11, Vishnu Digambar Marg (Rouse Avenue), New Delhi – 110 002 on Thursday, the 11th day of August, 2016 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, 2016 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 confirm the payment of 1st Interim Dividend and 2nd Interim Dividend on Equity Shares by the Board of Directors of the Company.
3. To appoint a Director in place of Mr. M.K. Dhanuka (DIN:00628039), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Arun Kumar Dhanuka (DIN: 00627425), who retires by rotation and being eligible, offers himself for re-appointment.
5. To ratify the appointment of Statutory Auditors of the Company, to hold office from the conclusion of this 31st Annual General Meeting until the conclusion of the 32nd Annual General Meeting and 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 pursuant to the Resolution passed by the Members at the 29th Annual General Meeting (AGM) held on 17th September, 2014, the Company hereby ratifies the appointment of M/s Dinesh Mehta & Co, Chartered Accountants (Firm Registration No. 000220-N), as Statutory Auditors of the Company to hold office from the conclusion of this 31st AGM till the conclusion of the 32nd AGM of the Company, on a remuneration of Rs. 7,50,000 plus applicable service taxes and the Board of Directors of the Company are hereby authorised to pay such increased audit fee as they may deem fit.”

Special Business:

6. 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 Rules framed thereunder, as amended from time to time, M/s S. Chander and Associates, Cost Accountants (Firm Registration No.100105), the Cost Auditors appointed by the Board of Directors of the Company, to carry out Audit of Cost Accounts of the Company relating to agro-chemical manufacturing activities for the Financial Year 2016-17, be paid the remuneration of Rs. 2,00,000 plus applicable service tax inclusive of out-of-pocket expenses and on such other terms and condition as may be agreed between the Cost Auditor and the Managing Director of the Company.”

“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.”

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 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. Sachin Kumar Bhartiya (DIN: 02122147), 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, be and is hereby appointed as a non- retiring Independent Director of the Company for a period of five consecutive years with effect from February 9, 2016.”

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 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 approval of the Board of Directors, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Mridul Dhanuka (DIN: 00199441) as Whole Time Director of the Company for a period of five years from



24th May, 2016 to 23rd May, 2021 (both days inclusive) 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. Mridul Dhanuka.”

“Resolved Further That the remuneration payable to Mr. Mridul Dhanuka, 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.”

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. Rahul Dhanuka (DIN: 00150140) as Whole Time Director of the Company for a period of five years from 1st May, 2017 to 30th April, 2022 (both days inclusive) 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. Rahul Dhanuka.”

“Resolved Further That the remuneration payable to Mr. Rahul Dhanuka, 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: Gurgaon

Date: 24th May, 2016



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 **10th August, 2016 to 11th August, 2016** (both days inclusive).
4. Interim Dividends:-
 - i. First Interim Dividend @125% (Rs. 2.50 per Equity Share having face value of Rs. 2 each) was paid during the FY 2015-16 to the Members whose names appeared in the Register of Members of the Company as on the record date i.e. 22nd February, 2016. In respect of Equity Shares held in electronic form, the Interim Dividend was paid on the basis of beneficial ownership as on the record date i.e. 22nd February, 2016 as per details furnished by the National Securities Depository Ltd. (NSDL) and Central Depositories Services (India) Ltd. (CDSL) for this purpose.
 - ii. Second Interim Dividend @200% (Rs. 4 per Equity Share having face value of Rs. 2 each) was paid during the FY 2015-16 to the Members whose names appeared in the Register of Members of the Company as on the record date i.e. 29th March, 2016. In respect of Equity Shares held in electronic form, the Interim Dividend was paid on the basis of beneficial ownership as on the record date i.e. 29th March, 2016 as per details furnished by the National Securities Depository Ltd. (NSDL) and Central Depository 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 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.
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 205A of the Companies Act, 1956, unclaimed / unpaid Dividend for the Financial Year 2008-09 shall be transferred to Investor Education and Protection Fund (IEPF) in the month of October, 2016. Members, who have not yet encashed their Dividend warrant for the Financial Year ended 31st March, 2009 or any subsequent Financial Year (s), are requested to lodge their claims with the Company.
11. No claims shall lie against the Company or the Fund once the unclaimed Dividend is transferred to IEPF. Further, unclaimed / unpaid Final Dividend for the FY 2007-08, has already been transferred to IEPF.
12. 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, 2016 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.

13. 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.
14. 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.

The instructions for shareholders voting electronically are as under:

- (i) The voting period will commence at 9:00 a.m. on Monday, 8th August, 2016 and will end at 5:00 p.m. on Wednesday, 10th August, 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 4th August, 2016 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.
- (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 | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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. 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) | <p>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.</p> <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 as mentioned in instruction (iv). |

- (viii) 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 for the relevant M/s Dhanuka Agritech Ltd. 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 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 on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) 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. 4th August, 2016 may follow the same instructions as mentioned above for e-Voting.
13. 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.
14. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item No. 6 to 9 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. 6

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 24th May, 2016 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 2016-17 to carry out Audit of Cost Accounts of the Company relating to agro-chemical manufacturing activities for the Financial Year 2016-17, 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. 6 of the Notice to fix the remuneration payable to the Cost Auditors for the Financial Year 2016-17.



The Board hereby recommends the Ordinary Resolution as set out at Item No. 6 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. 7

Mr. Sachin Kumar Bhartiya resigned from the post of Nominee Director of M/s. 2020 Equity Investors Limited, categorised as Non Executive Director of the Company w.e.f. 25th January, 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 qualitative directions given for implementing best Corporate Governance practices for the stakeholders of the Company, the Board of Directors, at the recommendation of the Nomination and Remuneration Committee, in their Meeting held on 09.02.2016 has appointed Mr. Sachin Kumar Bhartiya as non-retiring, Independent Director of the Company for a period of five consecutive years, with effect from 9th February, 2016 subject to Shareholders' approval.

The Company has received following documents from Mr. Sachin Kumar Bhartiya 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 notices in accordance with the provisions of Section 160 of the Companies Act, 2013, from Members along with a deposit of Rs. 1,00,000/- for proposing the candidature of Mr. Sachin Kumar Bhartiya as Independent Director of the Company.

A copy of appointment letter of Mr. Sachin Kumar Bhartiya as Independent Director, setting out his terms and conditions would be open for inspection by any Member without any fee, at the Registered Office of the Company during normal

business hours on any working day, upto the date of Annual General Meeting and is also available on the website of the Company www.dhanuka.com.

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. Mridul Dhanuka was appointed as Whole time Director of the Company with Shareholders' approval in the 26th Annual General Meeting of the Company held on 29th July, 2011 for a period of Five years from 23rd May, 2011 to 22nd May, 2016 (both days inclusive).

As per the provisions of Sections 196, 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013, Mr. Mridul Dhanuka is eligible to be re-appointed as Whole –time Director of the Company. Since his term as Whole time Director has been over on 22nd May, 2016, the Members are requested to consider and approve the Ordinary Resolution for re-appointing him as Whole time Director of the Company for a further period of five Years from 24th May, 2016 to 23rd May, 2021 (both days inclusive).

In view of his vital role for smoothening the production, procurement and logistic functions and establishment of Quality Control in the functioning of the Company, the Board of Directors, at the recommendation of the Nomination and Remuneration Committee in their Meeting held on 24th May, 2016 has, subject to Shareholders' approval, re-appointed Mr. Mridul Dhanuka as Whole time Director of the Company for a period of five years from 24th May, 2016 to 23rd May, 2021 (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. Mridul Dhanuka 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 notices in accordance with the provisions of Section 160 of the Companies Act, 2013, from Members along with a deposit of Rs. 1,00,000/- for



proposing the candidature of Mr. Mridul Dhanuka as a 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. 4,50,000 (Rupees Four Lacs and Fifty Thousand only) per month in the salary range of Rs. 4,50,000 – 75,000 – 7,50,000 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. 75,000 p.m., subject to the ceiling of Rs. 7,50,000 p.m.
- B. Commission: 1 % of the Net profits of the Company computed under Section 198 of 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 cover subject to limit of Rs. 7,50,000/- under GPA policy.

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. 10,000 p.m. in aggregate.

iv) Minimum Remuneration:

Notwithstanding anything to the contrary contained herein, where in any Financial Year, during the currency of tenure of Mr. Mridul Dhanuka as a 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 to 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. Mridul Dhanuka 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. 8 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. Mridul Dhanuka, Whole time Director, himself, Mr. R.G. Agarwal, Chairman, Mr. M.K. Dhanuka, Managing Director and Mr. Rahul Dhanuka, Whole time Director 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. Rahul Dhanuka as Whole-time Director for a period of five years from 1st May, 2012 to 30th April, 2017 (both days inclusive).

As per the provisions of Sections 196, 197, 198 read with Schedule V of the Companies Act, 2013, Mr. Rahul Dhanuka is eligible to be re-appointed as a Whole-time Director of the Company. Since his term as Whole-time Director to be ended on 30th April, 2017, the Members may consider re-appointing him as the Whole-time Director of the Company for a further period of five Years from 1st May, 2017 to 30th April, 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 Remuneration Committee in their meeting held on 24th May, 2016, subject to Shareholders' approval has re-appointed Mr. Rahul Dhanuka as a Whole-time Director of the Company for a period of five Years from 1st May, 2017 to 30th April, 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. Rahul Dhanuka proposed to be appointed as a 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 notices in accordance with the provisions of Section 160 of the Companies Act, 2013, from Members along with a deposit of Rs. 1,00,000/- for proposing the candidature of Mr. Rahul Dhanuka as a 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. 5,50,000 (Rupees Five Lacs and Fifty Thousand only) per month in the salary range of Rs. 5,50,000 – 75,000 – 8,50,000 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. 75,000 p.m., subject to the ceiling of Rs. 8,50,000 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 cover subject to limit of Rs. 7,50,000/- under GPA policy.

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.
- iv) Minimum Remuneration:

Notwithstanding anything to the contrary contained herein, where in any Financial Year, during the currency of tenure of Mr. Rahul Dhanuka as a 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 to 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. Rahul Dhanuka 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, himself, Mr. R.G. Agarwal, Chairman, Mr. M.K. Dhanuka, Managing Director and Mr. Mridul Dhanuka, Whole time Director are in any way interested or concerned with this Resolution.

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

Item No. 3

Mr. Arun Kumar Dhanuka, aged 59 years, is a Commerce Graduate from Delhi University, 1978 batch. He is responsible for looking after Gurgaon Factory Operations. With his innovative ideas, able leadership and utmost sincerity, he has raised the Company to new heights of success. Mr. Arun Kumar Dhanuka is also a Director on the Board of Dhanuka Laboratories Limited. He holds 39,607 Equity Shares of the Company.

Item No. 4

Mr. M.K. Dhanuka, aged 61 years, holds Bachelor's Degree in Commerce from SRCC, Delhi University. He is the Promoter share-holder and has been working as Director of the Company since its incorporation. He is an eminent personality and has a vast and rich experience of 39 years in the Agrochemicals Industry.

He is proficient in corporate affairs and his keen insight and judgment bring excellence in the functioning of the Company, its Board and Committees. He has deep commitment towards the achievement of organizational goals and has also played a key role in instilling principles of Corporate Governance in the functioning of the Company. His foresight and business acumen have propelled the Company towards achieving its goals.

He is also Director on the Board of M/s Dhanuka Laboratories Limited, M/s Golden Overseas Private Limited, M/s Dhanuka Infotech Private Limited and M/s M.D. Buildtech Private Limited. He is a Member of Banking, Finance and Operations Committee and Permanent Invitee of the Audit Committee of the Company. He holds 30,959 Equity Shares of the Company.

Item No. 7

Mr. Sachin Kumar Bhartiya, aged 38 years, is a Chartered Accountant and a partner at global private equity firm Lighthouse Funds. He has over fifteen years of experience in

the capital market advising and investing in mid-market corporates. He is also a Director on the Boards of Unibic Biscuits India Private Limited, Bikaji Foods International Ltd., Indian Herbs Speciality Ltd., Lighthouse Advisors (India) Private Limited, Bombay Central Holding and Trading Co. Private Limited and Oreo Capital Advisors Pvt. Ltd. He does not hold any Equity Share of the Company.

Item No. 8

Mr. Mridul Dhanuka, aged 35 years, is a B. Tech in Chemical Engineering & M.B.A. from NITIE, Mumbai. He joined the organization in 2007 and with his technical expertise has enlarged the product base of Dhanuka. He has helped the Company in smoothening the production, procurement and logistic 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 10 years in the Agrochemicals Industry. He holds 30,959 Equity Shares of the Company.

Item No. 9

Mr. Rahul Dhanuka, aged 41 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 18 years in the Agrochemicals Industry.

He is a Director on the Boards of Dhanuka Laboratories Limited, Golden Overseas Private Limited and Dhanuka Agri-Solutions Private Limited (Bangladesh Incorporated Wholly owned Subsidiary) and Member of the Banking, Finance and Operations Committee of the Company. He holds 3,81,494 Equity Shares of the Company.

By Order of the Board of Directors

For Dhanuka Agritech Limited

Sd/-

Kapil Garg

Company Secretary

Place: Gurgaon

Date: 24th May, 2016

Route map to the venue of the AGM

