



# Dhanuka Agritech Limited

AN ISO 9001 : 2008 COMPANY

Online

Date: 12.08.2019

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

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

Ref: Symbol- DHANUKA

Scrip Code: 507717

Sub: Proceeding - Annual General Meeting held on 12<sup>th</sup> August, 2019

Dear Sir,

With regard to 34<sup>th</sup> Annual General Meeting of the Company held on 12<sup>th</sup> August, 2019 please find attached proceedings of the meeting for your record and perusal.

You are requested to take the above on record.

Thanking you,

Yours faithfully,

For Dhanuka Agritech Limited

Jyoti Verma  
Company secretary/ Compliance Officer  
FCS-7210



Encl.: a/a

**DISCLOSURE UNDER REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**PROCEEDINGS OF THE 34<sup>TH</sup> ANNUAL GENERAL MEETING OF DHANUKA AGRITECH LIMITED HELD ON 12<sup>TH</sup> AUGUST, 2019**

Meeting Day, Date and Time	Monday, 12 <sup>th</sup> August, 2019 at 10.30 A.M.
Venue:	"D Imperia Hotel", 417, M.G. Road, Ghitorni, New Delhi-110 030
Chairman:	Mr. Ram Gopal Agarwal, Chairman of the Board attended the Annual General Meeting and welcomed all the Directors and members present in the Annual General Meeting of the Company.
Members attending the Meeting:	33 Members were present in person and 23 by proxy.
Directors Present	Mr. Ram Gopal Agarwal, Chairman Mr. M. K. Dhanuka, Managing Director Mr. A. K. Dhanuka, Director Mr. Priya Brat, Independent Director and Audit Committee, Chairman Mr. Indresh Narain, Independent Director and Stakeholder's Relationship Committee, Chairman Mr. Mridul Dhanuka, Director Mr. Harsh Dhanuka, Director Mr. Sanjay Saxena, Independent Director Mr. Ashish Saraf, Director
Quorum:	The requisite quorum as required under Section 103 of the Companies Act, 2013 was present.

1. After declaring the quorum to be present, the Chairman called the Meeting to order. He introduced the Directors seated on the dais. With the consent of the Shareholders, the Notice convening the Meeting, the Board's Report, Financial Statements and the Auditors' Report for the year ended 31<sup>st</sup> March, 2019 were taken as read.





2. 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. He then asked the Company Secretary to proceed with the Agenda items.
3. 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 34<sup>th</sup> Annual General Meeting by electronic means.
4. The Company Secretary further informed the Shareholders that, pursuant to Section 107 of the Act, there would be no voting on the resolutions by show of hands. However, for the benefit of Shareholders who were present at the meeting and who had not cast their votes through remote e-voting, a poll was being conducted at the end of the meeting. The Shareholders were informed that Shareholders who had already cast their vote through Remote e-voting should not cast their vote on the poll, since such vote would be considered as invalid. The Shareholders were also informed that the Board of Directors had appointed M/s. R & D Company Secretaries, as Scrutinizer for scrutinizing the Remote e-voting process and poll process at the Annual General Meeting, in a fair and transparent manner. Empty Ballot Box was then shown to the shareholders and was subsequently locked by the Scrutinizer.
5. The Company Secretary then invited the Shareholders to ask questions, make comments and give their views, if any. The Shareholders were given an opportunity to speak in the order in which they had given their names. After giving sufficient time to all Shareholders who wished to speak, the Chairman gave his response to the issues raised by the Shareholders.
6. The Company Secretary ask the Shareholders to put the Ballot Paper in Ballot Box. She announced that the combined results on the remote e-voting and poll process would be announced in 48 hours of the Annual General Meeting.

**Business transacted at the 34<sup>th</sup> Annual General Meeting:**

**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, 2019 together with the Reports of the Auditors and Directors thereon- **Passed as Ordinary Resolution**
2. To declare Dividend @ 30% i.e Rs. 0.60 per Equity Share for the Financial Year ended 31<sup>st</sup> March, 2019 - **Passed as Ordinary Resolution**





3. 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- **Passed as Ordinary Resolution**
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- **Passed as Ordinary Resolution**

**SPECIAL BUSINESS**

5. Ratification of remuneration of Cost Auditors- **Passed as Ordinary Resolution**
6. Appointment of Mr. Bajrang Lal Bajaj (DIN: 00041909) as an Independent Director of the Company- **Passed as Ordinary Resolution**
7. Appointment of Ms. Namrata Gupta (DIN: 08358673) as an Independent Director of the Company- **Passed as Ordinary Resolution**
8. Re-appointment of Mr. Mahendra Kumar Dhanuka (DIN: 00628039) as Managing Director of the Company- **Passed as Special Resolution**
9. Appointment of Mr. Harsh Dhanuka (DIN: 00199516) as Whole time Director of the Company- **Passed as Ordinary Resolution**
10. Revision in terms and conditions of Agreement with M/s. Dhanuka Marketing Company- **Passed as Special Resolution**
11. Borrowing limits of the Company - **Passed as Special Resolution**
12. Creation of Security(ies) for Borrowings- **Passed as Special Resolution**

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).

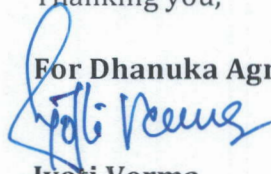
The Company Secretary requested all the members to place vote of thanks in favour of Chairman of the Meeting. The members placed their vote of thanks to the Chairman.

The Chairman then declared the Meeting as concluded.

The above is for your information and record please.

Thanking you,

For Dhanuka Agritech Limited



Jyoti Verma  
Company Secretary/ Compliance Officer  
FCS- 7210



Date: 12<sup>th</sup> August, 2019  
Place: Gurugram