

Dhanuka Agritech Limited

Online

Date: August 13, 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. 1st Floor New Trading, Rotunda Building, P J Towers, Dalal Street Fort, Mumbai- 400 001

Ref: Symbol-DHANUKA

Scrip Code: 507717

<u>Sub:</u> <u>Scrutinizer's Report on Voting Results – Annual General Meeting held on 12th August,</u> 2019

Dear Sir/Madam,

Pursuant to Rule 20 of Companies (Management & Administration) Rules, 2014, please find attached Scrutinizer's Report on voting results for resolution passed via Remote E-voting and poll at 34th Annual General Meeting held on Monday, the 12th August, 2019 at 10:30 A.M. at "D Imperia Hotel, 417 M.G. Road, Ghitorni, New Delhi-110 030.

Request you to kindly take the above on your records.

Thanking You, Yours faithfully,

For Dhanuka Agrited Lingited

Jyoti Verma Company Secretary/ Compliance Officer FCS- 7210

Encl: a/a

R&D COMPANY SECRETARIES

<u>Scrutinizer's Report on Remote E-voting carried out for the purpose of</u> <u>the Annual General Meeting of Dhanuka Agritech Limited.</u>

To, The Chairman, **Dhanuka Agritech Limited** 82, Abhinash Mansion, 1st Floor, Joshi Road, Karol Bagh, New Delhi-110005

Re: 34th Annual General Meeting of the Equity Shareholders of Dhanuka Agritech Limited held on Monday, the 12th day of August, 2019 at 10:30 A.M. at "D Imperia Hotel", 417, M.G. Road, Ghitorni, New Delhi-110030

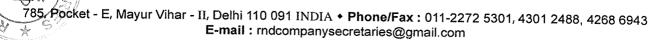
Sub: Passing of Resolution(s) through remote e-voting pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015

Dear Sir,

Pursuant to the Resolution passed by the Board of **Dhanuka Agritech Limited** (hereinafter referred to as the **"Company"**), the undersigned has been appointed as the Scrutinizer for the remote e-voting process in terms of Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company had provided to their shareholders, the facility to exercise their right to the vote at the Annual General Meeting by electronic means through remote e-Voting Services provided by Central Depository Services Limited (CDSL).

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made there under, provisions of the listing agreement and other applicable provisions, relating to voting through electronic means on the resolution contained in the notice to the AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted only to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by CDSL, the authorized agency to provide e-voting facilities, engaged by the Company.



Further to the above, I submit my report as under:

- a. remote e-voting period commences on Thursday, 8thAugust, 2019 (09:00 a.m. IST) and end on Sunday, 11th August, 2019 (5:00 p.m. IST).
- b. shareholder of the Company were entitled to cast their votes electronically, who were holding shares of the Company as on the cutoff date – 5th August, 2019.
- c. the e-voting results with details of equity shareholders who have voted in favour of the Resolutions or against the Resolutions and those who have abstained from voting were downloaded from the website of Central Depository Services Limited (CDSL), i.e., (https://www.cdslindia.com/).

As a scrutinizer the report of the e-Voting carried out by the shareholders was duly complied, the details of which are as follows:



Particul	Particulars of resolution	Ordinary/ Special	No. of Share	Votes in favour	/our	Votes Against	inst	Invalid Votes	
		resolution	holder s Voted	No. of Shares	% of total valid Votes	No. of Shares	% of total valid Votes	No. Shares	of
Adoption Consolida as at 3 Standaloi Account that dati together and Direc	Adoption of Audited Standalone and Consolidated Balance Sheet of the Company as at 31 st March, 2019 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	Ordinary Resolution	2 2 2	39855592	66.66	400	0.01		0
Declara	Declaration of Final Dividend for the financial year ended 31st March, 2019	Ordinary Resolution	55	39855592	66'66	400	0.01		0
Re-app rotatior	Re-appointment of director retiring by rotation- Mr Arun Kumar Dhanuka	Ordinary Resolution	55	39855587	66.66	405	0.01		0
Re-app rotatio	Re-appointment of director retiring by rotation- Mr Rahul Dhanuka	Ordinary Resolution	22	39855587	66'66	405	0.01		0
Ratific	Ratification of remuneration of Cost Auditors	Ordinary Resolution	55	39855592	66.66	400	0.01		0
Appoir Indepe	Appointment of Mr Bajrang Lal Bajaj as an Independent Director of the Company	Ordinary Resolution	55	39855587	66 . 66	405	0.01		0
Appoir Indep	Appointment of Ms Namrata Gupta as an Independent Director of the Company	Ordinary Resolution	55	39855587	66.66	405	0.01		0
Re-appoir Dhanuka Company	Re-appointment of Mr Mahendra Kumar Dhanuka as Managing Director of the Company	Special Resolution	55	39855587	66'66	405	10.0		0



σ	Appointment of Mr Harsh Dhanuka as Whole Special time Director of the Company Resolut	Special Resolution	55 39855587	6 6 .66	405	0.01	0
10	Revision in terms and conditions of Special Agreement with M/s. Dhanuka Marketing Resolution Company	cion	*55 4021574	96.38	151151	3.62	35683267
11	Approval for Borrowing Limits of the Special Company Resolut	Special Resolution	55 39855592	66.66	400	0.01	0
12	Approval for Creation of Security(ies) for Special Borrowings.	Special Resolution	55 39811301	99.89	44691	0.11	0
100				14 7		(,	001

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*27 votes considered invalid due to voting by Related Party falling under the purview of the provisions of Section 188 of the Companies Act, 2013.

You may accordingly declare the result of the voting in due course and take other necessary steps in this regard.

Partner FCS No.:77X5, CP No.: 8612 Debabrata Deb Nath Partner Thanking You, For **R&D** Company Secretaries

Witness, in whose presence the voting was unlocked by the Scrutinizer:

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Address: T-5, Module-8, Abhay Khand-3 Address: 5/24, Near Balaji Mangalam Appartment, Indirapuram Mandir, Indirapuram Ghaziabad, UP Brahmpuri,Muradnagar, Gh Name: Priya Binani 1. Porton

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Signaturé Name: Kehsav Kumar Sharma

Mandir, Brahmpuri,Muradnagar, Ghaziabad, Uttar Pradesh

Date: 12th August, 2019 Place: Delhi

R&D COMPANY SECRETARIES

FORM No. MGT-13 Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To, The Chairman, Dhanuka Agritech Limited 82, Abhinash Mansion, 1st Floor, Joshi Road, Karol Bagh, New Delhi-110 005

Re: 34th Annual General Meeting of the Equity Shareholders of Dhanuka Agritech Limited held on Monday, the 12th day of August, 2019 at 10:30 A.M. at "D Imperia Hotel", 417, M.G. Road, Ghitorni, New Delhi-110030

Dear Sir,

I, Debabrata Deb Nath of R & D, Company Secretaries, 785, Pocket-E, Mayur Vihar-II, Delhi- 110 091, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 34th Annual General Meeting of the Equity Shareholders of Dhanuka Agritech Limited held on 12th August, 2019, submit my report as under:

- 1. After the time fixed for closing of the poll by the Chairman, one (1) ballot box kept for polling was locked in my presence with due identification marks placed by me.
- 2. The locked ballot box was subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
- 3. All the poll papers were duly completed, there were 10 (ten) invalid votes casted by the shareholder(s).
- 4. The result of the Poll is as under



Adoption of Audited Standalone and Consolidated Balance Sheet of the Company as at 31st March, 2019 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

	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	23	4705	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid		of votes cast by hem
(iii) Invalid votes	10		NA*



Declaration of Final Dividend for the financial year ended 31st March, 2019

	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	23	4705	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid		of votes cast by hem
(iii) Invalid votes	10		NA*

*Invalid due to not mentioning shareholding. Three shareholder has casted their vote in both e-voting and by poll.



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Re-appointment of director retiring by rotation- Mr Arun Kumar Dhanuka

	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	23	4705	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid		of votes cast by hem
(iii) Invalid votes	10		NA*

*Invalid due to not mentioning shareholding. Three shareholder has casted their vote in both e-voting and by poii.



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Re-appointment of director retiring by rotation- Mr Rahul Dhanuka

	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	23	4705	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid		of votes cast by hem
(iii) Invalid votes	10		NA*



Ratification of remuneration of Cost Auditors

	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	23	4705	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid		f votes cast by hem
(iii) Invalid votes	10		NA*



Appointment of Mr Bajrang Lal Bajaj as an Independent Director of the Company

	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	23	4705	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid		of votes cast by hem
(iii) Invalid votes	10		NA*

*Invalid due to not mentioning shareholding. Three shareholder has casted their vote in both e-voting and by poll.



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Appointment of Ms Namrata Gupta as an Independent Director of the Company

	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	23	4705	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid		of votes cast by hem
(iii) Invalid votes	10	nanan (21 - 1986) - Lancon (1997) - Tan (1997) - Tan (1997)	NA*

*Invalid due to not mentioning shareholding. Three shareholder has casted their vote in both e-voting and by poll.



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Re-appointment of Mr Mahendra Kumar Dhanuka as Managing Director of the Company

	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	23	4705	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid		of votes cast by hem
(iii) Invalid votes	10		NA*



Appointment of Mr Harsh Dhanuka as Whole time Director of the Company

	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	23	4705	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid		of votes cast by hem
(iii) Invalid votes	10		NA*



Revision in terms and conditions of Agreement with M/s. Dhanuka Marketing Company

	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	23	4705	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid		of votes cast by hem
(iii) Invalid votes	10		NA*



Approval for Borrowing Limits of the Company

	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast					
(i) Voted in favour of the resolution	23	4705	100					
(ii) Voted against the resolution	0	0	0					
	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them						
(iii) Invalid votes	10		NA*					



Approval for Creation of Security (ies) for Borrowings

	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast						
(i) Voted in favour of the resolution	23	4705	100						
(ii) Voted against the resolution	0	0	0						
	Total number of members (in person or by proxy) whose votes were declared invalid		of votes cast by hem						
(iii) Invalid votes	10	NA*							



5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary, authorized by the Board for safe keeping.

In connection with the aforesaid annual general meeting and voting thereat, it is clarified that the Management of the Company is responsible for compliance with the requirements of the Companies Act, 2013 and rules made there under, regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions. My responsibility as a Scrutinizer is restricted only to the extent of scrutinizing the Ballot Papers and other responsibilities as per Rule 21 of the Companies (Management & Administration) Rules, 2014.

Thanking You, For R&D **Company Secretaries** nci Debabrata Deb Nath Partner A FCS No.:7775; CP No.: 8612

Witness, in whose presence the voting was unlocked by the Scrutinizer:

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Signature Name: Priya Binani Address: T-5, Module-8, Abhay Khand-3 Address: 5/24, Near Balaji Mangalam Appartment, Indirapuram Indirapuram Ghaziabad, UP

2.

Signature Name: Kehsav Kumar Sharma Mandir, Brahmpuri, Muradnagar, Ghaziabad, Uttar Pradesh

Date: 12th August, 2019 Place: Delhi

COMPANY SECRETARIES

Consolidated Scrutinizer Report for remote e-voting & Poll for the purpose of the 34th Annual General meeting of Dhanuka Agritech Ltd.

To,

The Chairman, **Dhanuka Agritech Limited** 82, Abhinash Mansion, 1st Floor, Joshi Road, Karol Bagh, New Delhi-110005

Sub: Passing of Resolution(s) through Remote e- voting & Poll conducted at the 34th Annual General Meeting of the Equity Shareholders of Dhanuka Agritech Limited held on Monday, the 12th day of August, 2019 at 10:30 A.M. at "D Imperia Hotel", 417, M.G. Road, Ghitorni, New Delhi-110030

Dear Sir,

Pursuant to the Resolution passed by the Board of Dhanuka Agritech Limited (hereinafter referred to as the "Company"), in terms of Rule 20 (Management and Administration) Amendment Rules, 2015, the undersigned has been appointed as the Scrutinizer for the e-voting process for the purpose of Annual General Meeting (AGM) of the Company and also for the purpose of Poll at the said AGM.

The undersigned has submitted separate Scrutinizer Report in respect of evoting and poll conducted at the aforesaid AGM.

To facilitate the Company to declare the result on the resolutions; the undersigned is submitting the combined scrutinizer comprising of votes cast by the shareholders through the e-voting process and through the Poll process at the AGM:

The result of the E-voting together with the votes cast at the Poll conducted the AGM is as under:



Particulars of resolution	Ordinary/ Special	Voting	No. of Share	Votes in favour	favour	Votes Against	gainst	Invalid Votes
	resolution		holder s Voted	No. of Shares	% of total valid	No. of Shares	% of total valid	No. of Shares
					Votes		Vote s	
Adoption of Audited Standalone	Ordinary	E-voting	55	39855592	99.99	400	0.01	0
and Consolidated Balance Sheet	Resolution	Poll	33	4705	100	0	0	*10
of the Company as at 31 st March, 2019 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		Total	88	39860297	66.66	400	0.01	10
Declaration of Final Dividend for	Ordinary	E-voting	55	39855592	66.66	400	0.01	0
the financial year ended 31st	Resolution	Poll	33	4705	100	0	0	*10
March, 2019		Total	88	39860297	66'66	400	0.01	10
Re-appointment of director	Ordinary	E-voting	55	39855587	66.66	405	0.01	0
tation- M	Resolution	Poll	33	4705	100	0	0	*10
Kumar Dhanuka		Total	88	39860292	66'66	405	0.01	10
Re-appointment of director	Ordinary	E-voting	55	39855587	66.66	405	0.01	0
by rotation- Mr Rahul	Resolution	Poll	33	4705	100	0	0	*10
		Total	88	39860292	66'66	405	0.01	10
Ratification of remuneration of	Ordinary	E-voting	55	39855592	66.66	400	0.01	0
S	Resolution	Poll	33	4705	100	0	0	*10
		Total	88	39860297	99,99	400	0.01	10

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0	*10	10	0	*10	10	0	*10	10	0	*10	10	#27	*10	37	0	*10	10	0	*10	10
0.01	0	0.01	0.01	0	0.01	0.01	0	0.01	0.01	0	0.01	3.62	0	3.62	0.01	0	0.01	0.11	0	0.11
405	0	405	405	0	405	405	0	405	405	0	405	151151	0	151151	400	0	400	44691	0	44691
66.66	100	66'66	66.66	100	66'66	99.99	100	66'66	66.66	100	66'66	96.38	100	96.38	66.66	100	66.66	99.89	100	99.89
39855587	4705	39860292	39855587	4705	39860292	39855587	4705	39860292	39855587	4705	39860292	4021574	4705	4026279	39855592	4705	39860297	39811301	4705	39816006
55	33	88	55	33	88	55	33	88	55	33	88	55	33	88	55	33	88	55	33	88
E-voting	Poll	Total	E-voting	Poll	Total	E-voting	Poll	Total	E-voting	Poll	Total	E-voting	Poll	Total	E-voting	Poll	Total	E-voting	Poll	Total
Ordinary	Resolution		Ordinary	Resolution		Special	Resolution		Special	Resolution		Special	Resolution		Special	Resolution		Special	Resolution	
	ependent Director	of the Company	Appointment of Ms Namrata	lependent Director	of the Company		Managing	Director of the Company	Appointment of Mr Harsh	Dhanuka as Whole time Director	of the Company	Revision in terms and conditions	of Agreement with M/s. Dhanuka	Marketing Company	Approval for Borrowing Limits of			Approval for Creation of	ies) for Borrowings	
9			7			ω			σ			10			11			12		

*#27 votes considered invalid due to voting by Related Party falling under the purview of the provisions of Section 188 of the Companies Act, 2013. *Invalid due to not mentioning shareholding. Three shareholder has casted their vote in both e-voting and by poll.*





You may accordingly declare the result of the voting and take other necessary steps in this regard.

Thanking You,

For R&D Company Secretaries Õ Debabrata Deb Nath

Partne r FCS No.:7775; CP No.: 8612

Date: 12th August, 2019 Place: Delhi

Countersign by CHL 20 Chairman