

# DHANUKA AGRITECH LIMITED

Minutes of the 29<sup>th</sup> Annual General Meeting of M/s Dhanuka Agritech Limited held on Wednesday, the 17<sup>th</sup> day of September, 2014 at 11:00 A.M. at Shri Purushottam Hindi Bhawan, 11, Vishnu Digambar Marg (Rouse Avenue), New Delhi - 110002

## PRESENT:

### DIRECTORS:

- |    |                           |                   |
|----|---------------------------|-------------------|
| 1. | Mr.Ram Gopal Agarwal      | Chairman          |
| 2. | Mr.Mahendra Kumar Dhanuka | Managing Director |
| 3. | Mr.Arun Kumar Dhanuka     | Director          |
| 4. | Mr.Mridul Dhanuka         | Director          |
| 5. | Mr.Priya Brat             | Director          |
| 6. | Mr.Indresh Narain         | Director          |
| 7. | Mrs.Asha Mundra           | Director          |
| 8. | Mr.Om Prakash Khetan      | Director          |

### MEMBERS:

392 (Three Hundred and Ninety Two) Members in person and 32 (Thirty Two) Members, represented through Proxy, attended the meeting.

### In Attendance:

- |    |                 |                         |
|----|-----------------|-------------------------|
| 1. | Mr.V.K. Bansal  | Chief Financial Officer |
| 2. | Ms.Shubha Singh | Company Secretary       |

### By Invitation:

- |    |                    |  |
|----|--------------------|--|
| 1. | Mr.Deepak Malhotra | Representative of M/s Dinesh Mehta & Co., Statutory Auditors |
| 2. | Mr.Shesdev Behera  | M/s S.Behera & Co., Company Secretaries, Scrutinizer         |

### Proceedings:

#### I. Election of the Chairman:

Pursuant to Article 69 of the Articles of Association of the Company, Mr.Ram Gopal Agarwal, Chairman of the Company took the Chair.

#### II. Quorum:

Ms.Shubha Singh, Company Secretary, confirmed to the Chairman that the requisite quorum is present. Chairman called the Meeting to order and announced that the requisite quorum is present and that the Meeting has been properly convened.

For Dhanuka Agritech Ltd.

  
Company Secretary

## DHANUKA AGRITECH LIMITED

### III. Welcome Address:

Mr.M.K.Dhanuka, Managing Director welcomed the Members, Proxies and Authorised representatives to the 29<sup>th</sup> Annual General Meeting of the Company. He introduced those sitting on the dais – Mr.R.G.Agarwal, Chairman, Mr.Arun Kumar Dhanuka, Mr. Mridul Dhanuka, Whole Time Directors, Mr.Priya Brat, Chairman of Audit Committee & an Independent Director, Mr.Indresh Narain, Mrs.Asha Mundra, Mr.Om Prakash Khetan, Independent Directors, Mr.V.K.Bansal, Chief Financial Officer, Mr.Deepak Malhotra, representative of M/s Dinesh Mehta & Co., Statutory Auditors and Ms.Shubha Singh, Company Secretary.

### IV. Mr.R.G.Agarwal, Chairman delivered the following Speech:

“Dear Shareholders,

On behalf of the Board of Directors and on my own behalf, I extend a warm welcome to all of you to the 29<sup>th</sup> Annual General Meeting of Dhanuka Agritech Limited.

The Annual Report for the Financial Year 2013-14, along with the Directors’ Report and Audited Annual Accounts of the Company have been circulated to you and I request your permission to take them as read.

I am pleased to present our financials for 2013-14 wherein we out-performed our sectoral growth of 18% with a 26.81% growth in our topline, 44.32% growth in EBITDA and 44.51% growth in net profit.

This out-performance was not one-off; it was the 4<sup>th</sup> straight year when we out-performed the growth of the broad Indian crop protection industry, correspondingly accounting for a 6% market share of the Rs.12,000 crores domestic plant protection chemicals’ sales.

Your Company paid 100% Interim Dividend, i.e. Rs.2/- per Equity Share having Face value of Rs.2/- each during the Financial Year 2013-14. Your Board of Directors are pleased to recommend 100% Final Dividend i.e. Rs.2/- per Equity Share for the Financial Year ended 31<sup>st</sup> March, 2014. With your approval, the **total Dividend payout will be 200% for FY 2013-14, which is the highest that has been paid by your Company, till date.**

Your Company has almost 8,000 distributors and reaches over 10 million farmers, pan-India. Your Company’s marketing network is one of the best in India and our ability to penetrate even the interiors of the Country has given us a distinct edge over our competitors.

As you know, your Company has always endeavoured to provide best quality products to the Indian farmers at affordable prices and to reach them, even in remote areas. Today, we have the right structure and leadership in place to achieve our strategic and operational goals.

***During the current Financial year, your Company launched Mortar- a first time, exclusive, 9(3) registered insecticide, with a unique SG formulation from Japan. Your Company also launched new products – Defend, Media Super, Danfuron, Protocol in the last fiscal. All the products were well received by the market.***

For Dhanuka Agritech Ltd.

  
Company Secretary

## DHANUKA AGRITECH LIMITED

*I am happy to announce that your Company has also received registrations from Central Insecticides Board u/s 9(3) for weedicides - Sakura and Sempra and will be launching the same shortly in Rabi season.*

Your Company is setting up a new manufacturing unit of International standards at Keshwana in Rajasthan, which is expected to be operational in the last quarter of this fiscal.

*As you know, the Living Legend of Indian cinema, Shri Amitabh Bachchan, has endorsed your Company, as its Brand Ambassador to boost the Corporate image and stimulate the marketing efforts.* This has given a lot of mileage not only to your Company, but also to the Agro-chemicals industry, as a whole.

*In addition to crop protection, there was special focus on rain water conservation – 'Khet Ka Pani Khet Mein aur Gaon Ka Pani Gaon Mein' and Promoting Integrated Crop Management through 'Dhanuka Kheti Ki Nai Takneek'.*

As the water availability is becoming scarce day-by-day, your Company celebrates World Water Day every year on 22<sup>nd</sup> March and undertakes publicity campaigns for creating mass awareness. You will be happy to know that, as part of CSR, your Company has joined hands with PHD Chamber of Commerce and constructed two check dams in Jugalpura and Devipura villages in Sikar district (Rajasthan). Dhanuka's initiatives towards water conservation have resulted in the village Panchayats joining hands for construction.

Several Public-Private Partnership programs have been carried out by your Company, in partnership with the State Agricultural Universities and Kisan Vigyan Kendras in the country.

You will be happy to know, that as a good corporate citizen, your Company is supporting the cause of increasing awareness about agricultural sustainability and judicious use of agro-chemicals. Your company is actively taking up the cause of food security and farmers' interest in various forums and industry bodies like CII, ASSOCHAM, FICCI.

Rainfall has been deficient in most parts of the country and presently the cumulative deficit stands at 22%. As you know, agriculture in India is monsoon dependent and so is the agri-inputs industry. However, your Company has intensified its marketing zeal and is making all efforts to overcome this adversity.

The greatest strength of Dhanuka has been the unstinting support that it has enjoyed from its constituents and well wishers— my colleagues on the Board, our talented employees and their families, our valued shareholders, investors, bankers, financial institutions, lenders, suppliers and customers.

Our strong engagement with agri-India could not have found ground without the encouragement and support from the Central and State Governments.

For Dhanuka Agritech Ltd.

  
Company Secretary

## DHANUKA AGRITECH LIMITED

My heartfelt gratitude to each individual, agency and organisation for their contribution and support.

Thank you!"

The Chairman invited Members who would like to give suggestions or seek clarifications on the financials or performance of the Company.

One of the Members congratulated the Company on excellent performance during the financial year and expressed contentment over the working of the Company and complemented the Board of Directors of the Company. The Chairman thanked him for the appreciation and the confidence reposed by the Shareholders in the Company.

- V. The Company Secretary announced that the Register of Directors, Key Managerial Personnel, Directors' Shareholding and the Register of Contracts or Arrangements in which the Directors are interested which are maintained in accordance with the provisions of the Companies Act, 2013 and the draft letter of appointment of Independent Directors and Mr.Mahendra Kumar Dhanuka, Managing Director were available for inspection by the members present at the meeting, whether in person or through Proxy.

With the permission of the Members present, the Notice of the Annual General Meeting and Directors' Report were taken as read. At request of the Company Secretary, Mr.Deepak Malhotra, Partner of M/s Dinesh Mehta & Co., Statutory Auditors of the Company read out the Auditors' Report.

The Company Secretary announced that the Companies Act, 2013 and Rules notified thereunder have come into effect from 1<sup>st</sup> April, 2014 and have brought about several changes in the procedure for conduct of Annual General Meeting. At the AGM, voting on the resolutions would be done by filling and dropping the Polling Paper in the Ballot Box. There would be no voting by show of hands as was done till last year.

She further informed the Members that the Company had provided E-voting facility on the CDSL e-voting platform from 11<sup>th</sup> September, 2014 to 13<sup>th</sup> September, 2014. During this period, the Members whose names appeared in the Register of Members / list of Beneficial Owners as on Thursday, 14<sup>th</sup> August, 2014, i.e. record date for voting purpose were entitled to e-vote on the Resolutions set forth in the Notice. Members, who did not cast their vote through e-voting process, may cast their vote at the venue of the Annual General Meeting. She informed that a member can opt for only one mode of voting and if a member casts votes by both modes, then voting done through e-voting will prevail and the voting done at AGM will be considered as invalid. Voting results will be announced in accordance with the provision of the Companies Act, 2013 and Rules framed thereunder and will be displayed on the website of the Company and CDSL.

She further informed that the Board of Directors had appointed M/s S.Behera & Co., Company Secretaries, as the scrutinizer for conducting the voting process, both the e-voting and the physical voting, in a fair and transparent manner, in accordance with the provisions of the Companies Act, 2013 and Mr.Sheshdev Behera, its representative was present at the meeting. She informed that Company had received Scrutinizer's Report on e-voting.

*For Dhanuka Agritech Ltd.*

  
Company Secretary

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At the request of the Managing Director, the empty Ballot Box was shown to the Members present and the scrutinizer locked the Ballot Box and Polling paper was distributed to the Shareholders/ Proxies to vote on the Resolutions.

- VI. With the permission of the Chair, Company Secretary requested the members/ proxies to vote on the following items as per the Notice of the AGM, on the polling paper and drop it in the Ballot Box:

**Ordinary Business:**

**Resolution No. 1:**

**To Adopt Audited Standalone and Consolidated Balance Sheet of the Company as at 31<sup>st</sup> March, 2014 alongwith the Standalone and Consolidated Statement of Profit and Loss for the Financial Year ended as on that date and the Cash Flow Statement together with the Reports of the Auditors and Directors thereon:**

The following Resolution was recommended to the Shareholders for their approval as **Ordinary Resolution:**

**"Resolved That the Audited Standalone and Consolidated Balance Sheet of the Company as at 31<sup>st</sup> March, 2014 alongwith the Standalone and Consolidated Statement of Profit and Loss for the Financial Year ended on that date and the Cash Flow Statement together with the Reports of the Auditors and Directors thereon, already circulated to the Members and now submitted to the Meeting be and are hereby received, considered and adopted."**

**Resolution No. 2:**

**To declare Final Dividend for the Financial Year ended on 31<sup>st</sup> March, 2014:**

The following Resolution was recommended to the Shareholders for their approval as **Ordinary Resolution:**

**"Resolved That the Members hereby declare the Final Dividend as recommended by the Directors, for the Financial Year ended 31<sup>st</sup> March, 2014 to the Shareholders at the rate of 100% (Rs.2 per Equity Share having face value of Rs.2 each) on the Paid up Share Capital of the Company and the same be paid to those Members whose names appear in the Register of Members of the Company as on 14<sup>th</sup> September, 2014, 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 14<sup>th</sup> September, 2014 as per details furnished by the National Securities Depository Ltd. (NSDL) and Central Depositories Services (India) Ltd. (CDSL) for this purpose."**

*For Dhanuka Agritech Ltd.*

  
Company Secretary

## DHANUKA AGRITECH LIMITED

### Resolution No. 3:

To appoint a Director in place of Mr.R.G.Agarwal (DIN:00627386), who retires by rotation and being eligible, offers himself for re-appointment:

The following Resolution was recommended to the Shareholders for their approval as Ordinary Resolution:

"Resolved That Mr.R.G.Agarwal (DIN 00627386), who retires by rotation at this Annual General Meeting and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

### Resolution No. 4:

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:

The following Resolution was recommended to the Shareholders for their approval as Ordinary Resolution:

"Resolved That Mr.M.K.Dhanuka (DIN:00628039), who retires by rotation at this Annual General Meeting and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

### Resolution No. 5:

To re-appoint Statutory Auditors of the Company, to hold office from the conclusion of this 29<sup>th</sup> Annual General Meeting (AGM) until the conclusion of the 32<sup>nd</sup> AGM, subject to the ratification of their appointment at every AGM of the Company and decide their remuneration:

The following Resolution was recommended to the Shareholders for their approval as Ordinary Resolution:

"Resolved That pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s Dinesh Mehta & Co, Chartered Accountants (Firm Registration No. 000220-N), be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this 29<sup>th</sup> Annual General Meeting (AGM) till the conclusion of the 32<sup>nd</sup> AGM of the Company, subject to ratification of their appointment at every AGM held after this AGM, at such remuneration as may be decided in the AGM of the Company."

For Dhanuka Agritech Ltd.

  
Company Secretary

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## Special Business:

### Resolution No. 6:

To consider and approve the re-appointment of Mr.M.K.Dhanuka (DIN: 00628039) as Managing Director of the Company:

The following Resolution was recommended to the Members for their approval as **Ordinary Resolution:**

"Resolved That pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, including any Statutory modification or re-enactment thereof and subject to such other approvals, as may be necessary, the approval of the Members be and is hereby accorded to the re-appointment of Mr.M.K.Dhanuka (DIN: 00628039) as the Managing Director of the Company for a period of five years from 14<sup>th</sup> August, 2014 to 13<sup>th</sup> August, 2019 (both days inclusive) on the terms and conditions including remuneration as set out in the Explanatory Statement annexed hereto and which forms a part of this Notice."

"Resolved Further That the Board of Directors of the Company be and is hereby authorised to make any alteration(s), variation(s) and modification(s) in the terms of appointment of Mr.M.K.Dhanuka including an increase in remuneration from time to time, as the Board may, in its absolute discretion deem fit, at the recommendation of the Nomination and Remuneration Committee, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any Statutory modification(s) or re-enactment thereof."

"Resolved Further That 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."

### Resolution No. 7:

To appoint Mr.Priya Brat (DIN: 00041859) as a non-retiring Independent Director of the Company:

The following Resolution was recommended to the Shareholders for their approval as **Ordinary Resolution:**

"Resolved That pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV of the Companies Act, 2013, as amended from time to time, Mr.Priya Brat (DIN:00041859), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as a non-retiring Independent Director on the Board of the Company for a period of 5 consecutive years w.e.f. 20<sup>th</sup> May, 2014."

"Resolved Further That the Board of Directors be and is hereby authorised to do all other acts, deeds and things as may be necessary in this regard."

For Dhanuka Agritech Ltd.

  
Company Secretary

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### **Resolution No. 8:**

To appoint Mr.Subhash Chandra Lakhotia (DIN:00310162) as a non-retiring Independent Director of the Company:

The following Resolution was recommended to the Shareholders for their approval as Ordinary Resolution:

"Resolved That pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV of the Companies Act, 2013, as amended from time to time, Mr.Subhash Chandra Lakhotia (DIN:00310162), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director on the Board of the Company for a period of 5 consecutive years, not liable to retire by rotation w.e.f. 20<sup>th</sup> May, 2014."

"Resolved Further That Board of Directors be and is hereby authorised to do all other acts, deeds and things as may be necessary in this regard."

### **Resolution No. 9:**

To appoint Mr.Vinod Jain (DIN:01185937) as a non-retiring Independent Director of the Company:

The following Resolution was recommended to the Shareholders for their approval as Ordinary Resolution:

"Resolved That pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV of the Companies Act, 2013, as amended from time to time, Mr.Vinod Jain (DIN:01185937), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as a non-retiring Independent Director w.e.f. 20<sup>th</sup> May, 2014 on the Board of the Company for a period of 5 consecutive years."

"Resolved Further That the Board of Directors be and is hereby authorised to do all other acts, deeds and things as may be necessary in this regard."

### **Resolution No. 10:**

To appoint Mr.Indresh Narain (DIN:00501297) as a non-retiring Independent Director of the Company:

The following Resolution was recommended to the Shareholders for their approval as Ordinary

For Dhanuka Agritech Ltd.

  
Company Secretary



## DHANUKA AGRITECH LIMITED

### **Resolution:**

**"Resolved That** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV of the Companies Act, 2013, as amended from time to time, Mr.Indresh Narain (DIN:00501297), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as a non-retiring Independent Director on the Board of the Company for a period of 5 consecutive years w.e.f. 20<sup>th</sup> May, 2014."

**"Resolved Further That** the Board of Directors be and is hereby authorised to do all other acts, deeds and things as may be necessary in this regard."

### **Resolution No. 11:**

**To appoint Mrs.Asha Mundra (DIN:00394215) as a non-retiring Independent Director of the Company:**

The following Resolution was recommended to the Shareholders for their approval as **Ordinary Resolution:**

**"Resolved That** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV of the Companies Act, 2013, as amended from time to time, Mrs.Asha Mundra (DIN:00394215), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as a non-retiring Independent Director on the Board of the Company for a period of 5 consecutive years w.e.f. 20<sup>th</sup> May, 2014."

**"Resolved Further That** the Board of Directors be and is hereby authorised to do all other acts, deeds and things as may be necessary in this regard."

### **Resolution No. 12:**

**To appoint Mr.Om Prakash Khetan (DIN: 06883433) as a non-retiring Independent Director of the Company:**

The following Resolution was recommended to the Shareholders for their approval as **Ordinary Resolution:**

**"Resolved That** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV of the Companies Act, 2013, as amended from time to time, Mr.Om Prakash Khetan (DIN:06883433), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as a non-retiring

For Dhanuka Agritech Ltd.

  
Company Secretary

## DHANUKA AGRITECH LIMITED

Independent Director on the Board of the Company for a period of 5 consecutive years w.e.f. 20<sup>th</sup> May, 2014.”

“Resolved Further That the Board of Directors be and is hereby authorised to do all other acts, deeds and things as may be necessary in this regard.”

### Resolution No. 13:

To consider and approve Related Party Agreement with M/s Dhanuka Marketing Company as C & F Agents and caretaker of the Company's operations in Andhra Pradesh:

The following Resolution was recommended to the Shareholders for their approval as **Special Resolution**:

“Resolved That pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) and Revised Clause 49 of the Listing Agreement entered into with the stock exchange(s) and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the Related Party Transactions that have been entered into or are proposed to be undertaken between the Company and M/s Dhanuka Marketing Company (“DMC”) for availing their services as Clearing & Forwarding Agents of the Company's products and caretaker of the Company's operations in the state of Andhra Pradesh for a period of five Financial Years from FY 2014-15 to FY 2018-19, being in ordinary course of business, on terms and conditions as may be agreed upon between the Board of Directors of the Company and DMC, for and on behalf of the Company.”

“Resolved Further That Board of Directors be and is hereby authorised to do all such acts, deeds and things, including any amendments/modifications in terms from time to time, as may be necessary in this regard.”

### Resolution No. 14:

To consider and approve Related Party Transactions to grant license to use the Registered Office premise of the Company for the purpose of Registered Office of certain companies/firms as mentioned in the Notice:

The following Resolution was recommended to the Shareholders for their approval as **Special Resolution**:

“Resolved That pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) and Revised Clause 49 of the Listing Agreement entered into with the stock exchange(s) and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to enter into Related Party Transactions to grant license to use the Registered office premise of the Company for the purpose of Registered Office of following companies/firms for 15 years w.e.f. 1<sup>st</sup> April, 2014 at a monthly rent of Rs.2,000/- from each

For Dhanuka Agritech Ltd.

  
Company Secretary

## DHANUKA AGRITECH LIMITED

of these companies/firms on such terms and conditions as may be agreed upon between the Company and these companies/firms:

- i. M/s Golden Overseas Pvt. Ltd.
- ii. M/s Exclusive Leasing & Finance Ltd.
- iii. M/s Hindon Mercantile Ltd.
- iv. M/s Dhanuka Laboratories Ltd.
- v. M/s Sikkim Agro Industries Ltd.
- vi. M/s IKO Overseas
- vii. M/s Synmedic Laboratories
- viii. M/s Dhanuka Finvest Pvt. Ltd.
- ix. M/s MD Buildtech Pvt. Ltd.
- x. M/s HD Realtors Pvt. Ltd.
- xi. M/s Otsuka Chemical (India) P.Ltd.
- xii. M/s Dhanuka Infotech Pvt. Ltd.

"Resolved Further That Board of Directors be and is hereby authorised to do all such acts, deeds and things, including any amendments/modifications in terms from time to time and granting License to use to any other Company/firm, as may be necessary in this regard."

### Vote of Thanks:

Ms.Shubha Singh, Company Secretary, informed the Members that all the Agenda Items have been discussed and completed and requested the Members/ Proxies to kindly cast their votes.

Mr.M.K.Dhanuka, Managing Director, thanked everyone for attending the Meeting and gave a vote of Thanks to the Chair.

Thereafter, Mr.R.G.Agarwal, Chairman of the Meeting, thanked all the Members for their participation in the 29<sup>th</sup> Annual General Meeting of the Company and declared the Meeting as closed.

For Dhanuka Agritech Ltd.

  
Company Secretary

R.G.Agarwal  
(Chairman)  
DIN: 00627386

## DHANUKA AGRITECH LIMITED

### Results of the e-voting and Poll on the Ordinary & Special Business at the 29<sup>th</sup> Annual General Meeting of the Company held on 17<sup>th</sup> September, 2014:

On the basis of the Scrutinizer's Report for the e-voting and the Scrutinizer's Report for the Poll conducted at the 29<sup>th</sup> Annual General Meeting of the Company held on 17<sup>th</sup> September, 2014, the summary of which is mentioned hereunder.

| Item No. of Notice                                   | Particulars   | Votes in favour of the resolutions |   | Votes against the resolutions |  | Result               |
|--|---|------------------------------------|---|-------------------------------|--|----------------------|
|  |   | Nos.                               | % of the total number valid votes cast (favour) | Nos.                          | % of the total number valid votes cast (against) |                      |
| Item No. 1 of the Notice (As an ordinary resolution) | To Adopt Audited and Consolidated Balance Sheet of the Company as at 31 <sup>st</sup> March, 2014 alongwith the Standalone and Consolidated Statement of Profit and Loss for the Financial Year ended as on that date and the Cash Flow Statement together with the Reports of the Auditors and Directors thereon | 42005041                           | 100.00%   | NIL                           | NIL  | Unanimously Approved |
| Item No. 2 of the Notice (As an ordinary resolution) | To declare Final Dividend for the Financial Year ended on 31 <sup>st</sup> March, 2014  | 42005041                           | 100.00%   | NIL                           | NIL  | Unanimously Approved |
| Item No. 3 of the Notice (As an ordinary resolution) | To appoint a Director in place of Mr.R.G.Agarwal (DIN:00627386), who retires by rotation and being eligible, offers himself for re-appointment  | 42005041                           | 100.00%   | NIL                           | NIL  | Unanimously Approved |
| Item No. 4 of the Notice (As                         | To appoint a Director in place of Mr.M.K.Dhanuka (DIN:00628039), who  | 42005041                           | 100.00%   | NIL                           | NIL  | Unanimously Approved |

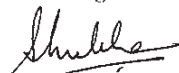
For Dhanuka Agritech Ltd.

  
 Company Secretary

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| an ordinary resolution)                               | retires by rotation and being eligible, offers himself for re-appointment   |          |         |     |     |                      |
| Item No. 5 of the Notice (As an ordinary resolution)  | To re-appoint M/s Dinesh Mehta & Co. (Firm Registration No. 000220-N), Statutory Auditors of the Company, to hold office from the conclusion of this 29 <sup>th</sup> Annual General Meeting (AGM) until the conclusion of the 32 <sup>nd</sup> AGM, subject to the ratification of their appointment at every AGM of the Company and decide their remuneration | 42005041 | 100.00% | NIL | NIL | Unanimously Approved |
| Item No. 6 of the Notice (As an ordinary resolution)  | To consider and approve the re-appointment of Mr.M.K.Dhanuka (DIN: 00628039) as Managing Director of the Company  | 42005041 | 100.00% | NIL | NIL | Unanimously Approved |
| Item No. 7 of the Notice (As an ordinary resolution)  | To appoint Mr.Priya Brat (DIN: 00041859) as a non-retiring Independent Director of the Company  | 42004941 | 100.00% | NIL | NIL | Unanimously Approved |
| Item No. 8 of the Notice (As an ordinary resolution)  | To appoint Mr. Subhash Chandra Lakhotia (DIN:00310162) as a non-retiring Independent Director of the Company  | 42004941 | 100.00% | NIL | NIL | Unanimously Approved |
| Item No. 9 of the Notice (As an ordinary resolution)  | To appoint Mr. Vinod Jain (DIN:01185937) as a non-retiring Independent Director of the Company  | 42004941 | 100.00% | NIL | NIL | Unanimously Approved |
| Item No. 10 of the Notice (As an ordinary resolution) | To appoint Mr. Indresh Narain (DIN:00501297) as a non-retiring Independent Director of the Company  | 42004941 | 100.00% | NIL | NIL | Unanimously Approved |

For Dhanuka Agritech Ltd.

  
 Company Secretary

## DHANUKA AGRITECH LIMITED

|   |  |          |         |     |       |                                |
|---|--|----------|---------|-----|-------|--------------------------------|
| Item No. 11 of the Notice (As an ordinary resolution) | To appoint Mrs. Asha Mundra (DIN:00394215) as a non-retiring Independent Director of the Company   | 42004941 | 100.00% | NIL | NIL   | Unanimously Approved           |
| Item No. 12 of the Notice (As an ordinary resolution) | To appoint Mr. Om Prakash Khetan (DIN:06883433) as a non-retiring Independent Director of the Company  | 42004941 | 100.00% | NIL | NIL   | Unanimously Approved           |
| Item No. 13 of the Notice (As an ordinary resolution) | To consider and approve related party with M/s Dhanuka Marketing Company as C & F Agents and caretaker of the Company's operations in Andhra Pradesh   | 41858441 | 99.99 % | 100 | 0.01% | Approved by Requisite Majority |
| Item No. 14 of the Notice (As an ordinary resolution) | To consider and approve related party transactions to grant license to use the Registered Office premise of the Company for the purpose of Registered Office of certain companies/firms as mentioned in the Notice | 42004941 | 99.99 % | 100 | 0.01% | Approved by Requisite Majority |

The Resolution as set out in Item nos. 1 to 12, which were put to vote, were passed unanimously and Resolutions as set out in Item No. 13 and 14, which were put to vote, were passed by requisite majority.

*For Dhanuka Agritech Ltd.*

  
 Company Secretary

**R.G. Agarwal**  
**(Chairman)**  
**DIN: 00627386**