

### Details of Voting Results

S.No.	Particular	Details
1.	<b>Date of AGM:</b>	17 <sup>th</sup> September, 2014
2.	<b>Total number of shareholders on record date</b> (cut-off date for e-voting: 14 <sup>th</sup> August, 2014 )	9,129
3.	<b>No. of Shareholders present in the meeting either in person or through proxy</b> Promoter and Promoter Group: Public:	12 412
4.	<b>No. of Shareholders attended the meeting through video conferencing</b> Promoter and Promoter Group: Public:	Not arranged

### Agenda-wise

#### In case of Poll/Postal ballot/E-voting:

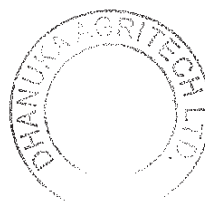
The mode of voting for all resolutions was E-voting and Poll conducted at the Meeting.

- a) **Resolution No. 1 (Ordinary Business):** Ordinary Resolution 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.

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and promoter Group</b>	3,75,09,175	3,75,09,175	100.00	3,75,09,175	0	89.30	0.00
<b>Public-Institutional Holders</b>	46,76,426	44,86,853	95.95	44,86,853	0	10.68	0.00
<b>Public-Others</b>	78,33,899	9,013	0.12	9,013	0	0.02	0.00
<b>Total</b>	500,19,500	4,20,05,041	83.98	4,20,05,041	0	100.00	0.00

- b) **Resolution No. 2 (Ordinary Business):** Ordinary Resolution to declare Final Dividend for the Financial Year ended on 31<sup>st</sup> March, 2014.

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and promoter Group</b>	3,75,09,175	3,75,09,175	100.00	3,75,09,175	0	89.30	0.00
<b>Public-Institutional Holders</b>	46,76,426	44,86,853	95.95	44,86,853	0	10.68	0.00
<b>Public-Others</b>	78,33,899	9,013	0.12	9,013	0	0.02	0.00
<b>Total</b>	500,19,500	4,20,05,041	83.98	4,20,05,041	0	100.00	0.00



- c) **Resolution No. 3 (Ordinary Business):** 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.

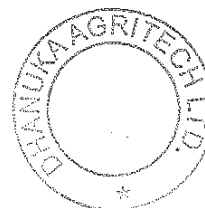
Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and promoter Group	3,75,09,175	3,75,09,175	100.00	3,75,09,175	0	89.30	0.00
Public-Institutional Holders	46,76,426	44,86,853	95.95	44,86,853	0	10.68	0.00
Public-Others	78,33,899	9,013	0.12	9,013	0	0.02	0.00
<b>Total</b>	<b>500,19,500</b>	<b>4,20,05,041</b>	<b>83.98</b>	<b>4,20,05,041</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

- d) **Resolution No. 4 (Ordinary Business):** Ordinary Resolution 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.

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and promoter Group	3,75,09,175	3,75,09,175	100.00	3,75,09,175	0	89.30	0.00
Public-Institutional Holders	46,76,426	44,86,853	95.95	44,86,853	0	10.68	0.00
Public-Others	78,33,899	9,013	0.12	9,013	0	0.02	0.00
<b>Total</b>	<b>500,19,500</b>	<b>4,20,05,041</b>	<b>83.98</b>	<b>4,20,05,041</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

- e) **Resolution No. 5 (Ordinary Business):** Ordinary Resolution 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.

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and promoter Group	3,75,09,175	3,75,09,175	100.00	3,75,09,175	0	89.30	0.00
Public-Institutional Holders	46,76,426	44,86,853	95.95	44,86,853	0	10.68	0.00
Public-Others	78,33,899	9,013	0.12	9,013	0	0.02	0.00
<b>Total</b>	<b>500,19,500</b>	<b>4,20,05,041</b>	<b>83.98</b>	<b>4,20,05,041</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



- f) **Resolution No. 6 (Special Business):** Ordinary Resolution to consider and approve the re-appointment of Mr.M.K.Dhanuka (DIN: 00628039) as Managing Director of the Company.

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and promoter Group	3,75,09,175	3,75,09,175	100.00	3,75,09,175	0	89.30	0.00
Public-Institutional Holders	46,76,426	44,86,853	95.95	44,86,853	0	10.68	0.00
Public-Others	78,33,899	9,013	0.12	9,013	0	0.02	0.00
<b>Total</b>	<b>500,19,500</b>	<b>4,20,05,041</b>	<b>83.98</b>	<b>4,20,05,041</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

- g) **Resolution No. 7 (Special Business):** Ordinary Resolution to appoint Mr.Priya Brat (DIN: 00041859) as a non-retiring Independent Director of the Company.

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and promoter Group	3,75,09,175	3,75,09,175	100.00	3,75,09,175	0	89.30	0.00
Public-Institutional Holders	46,76,426	44,86,853	95.95	44,86,853	0	10.68	0.00
Public-Others	78,33,899	8,913	0.11	8,913	0	0.02	0.00
<b>Total</b>	<b>500,19,500</b>	<b>4,20,04,941</b>	<b>83.98</b>	<b>4,20,04,941</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

- h) **Resolution No. 8 (Special Business):** Ordinary Resolution to appoint Mr.Subhash Chandra Lakhota (DIN:00310162) as a non-retiring Independent Director of the Company.

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and promoter Group	3,75,09,175	3,75,09,175	100.00	3,75,09,175	0	89.30	0.00
Public-Institutional Holders	46,76,426	44,86,853	95.95	44,86,853	0	10.68	0.00
Public-Others	78,33,899	8,913	0.11	8,913	0	0.02	0.00
<b>Total</b>	<b>500,19,500</b>	<b>4,20,04,941</b>	<b>83.98</b>	<b>4,20,04,941</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



- i) **Resolution No. 9 (Special Business):** Ordinary Resolution to appoint Mr.Vinod Jain (DIN:01185937) as a non-retiring Independent Director of the Company.

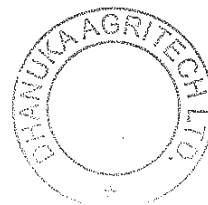
Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and promoter Group</b>	3,75,09,175	3,75,09,175	100.00	3,75,09,175	0	89.30	0.00
<b>Public-Institutional Holders</b>	46,76,426	44,86,853	95.95	44,86,853	0	10.68	0.00
<b>Public-Others</b>	78,33,899	8,913	0.11	8,913	0	0.02	0.00
<b>Total</b>	500,19,500	4,20,04,941	83.98	4,20,04,941	0	100.00	0.00

- j) **Resolution No. 10 (Special Business):** Ordinary Resolution to appoint Mr.Indresh Narain (DIN:00501297) as a non-retiring Independent Director of the Company.

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and promoter Group</b>	3,75,09,175	3,75,09,175	100.00	3,75,09,175	0	89.30	0.00
<b>Public-Institutional Holders</b>	46,76,426	44,86,853	95.95	44,86,853	0	10.68	0.00
<b>Public-Others</b>	78,33,899	8,913	0.11	8,913	0	0.02	0.00
<b>Total</b>	500,19,500	4,20,04,941	83.98	4,20,04,941	0	100.00	0.00

- k) **Resolution No. 11 (Special Business):** Ordinary Resolution to appoint Mrs.Asha Mundra (DIN:00394215) as a non-retiring Independent Director of the Company.

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and promoter Group</b>	3,75,09,175	3,75,09,175	100.00	3,75,09,175	0	89.30	0.00
<b>Public-Institutional Holders</b>	46,76,426	44,86,853	95.95	44,86,853	0	10.68	0.00
<b>Public-Others</b>	78,33,899	8,913	0.11	8,913	0	0.02	0.00
<b>Total</b>	500,19,500	4,20,04,941	83.98	4,20,04,941	0	100.00	0.00



- l) **Resolution No. 12 (Special Business):** Ordinary Resolution to appoint Mr.Om Prakash Khetan (DIN: 06883433) as a non-retiring Independent Director of the Company.

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and promoter Group	3,75,09,175	3,75,09,175	100.00	3,75,09,175	0	89.30	0.00
Public-Institutional Holders	46,76,426	44,86,853	95.95	44,86,853	0	10.68	0.00
Public-Others	78,33,899	8,913	0.11	8,913	0	0.02	0.00
<b>Total</b>	<b>500,19,500</b>	<b>4,20,04,941</b>	<b>83.98</b>	<b>4,20,04,941</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

- m) **Resolution No. 13 (Special Business):** Special 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.

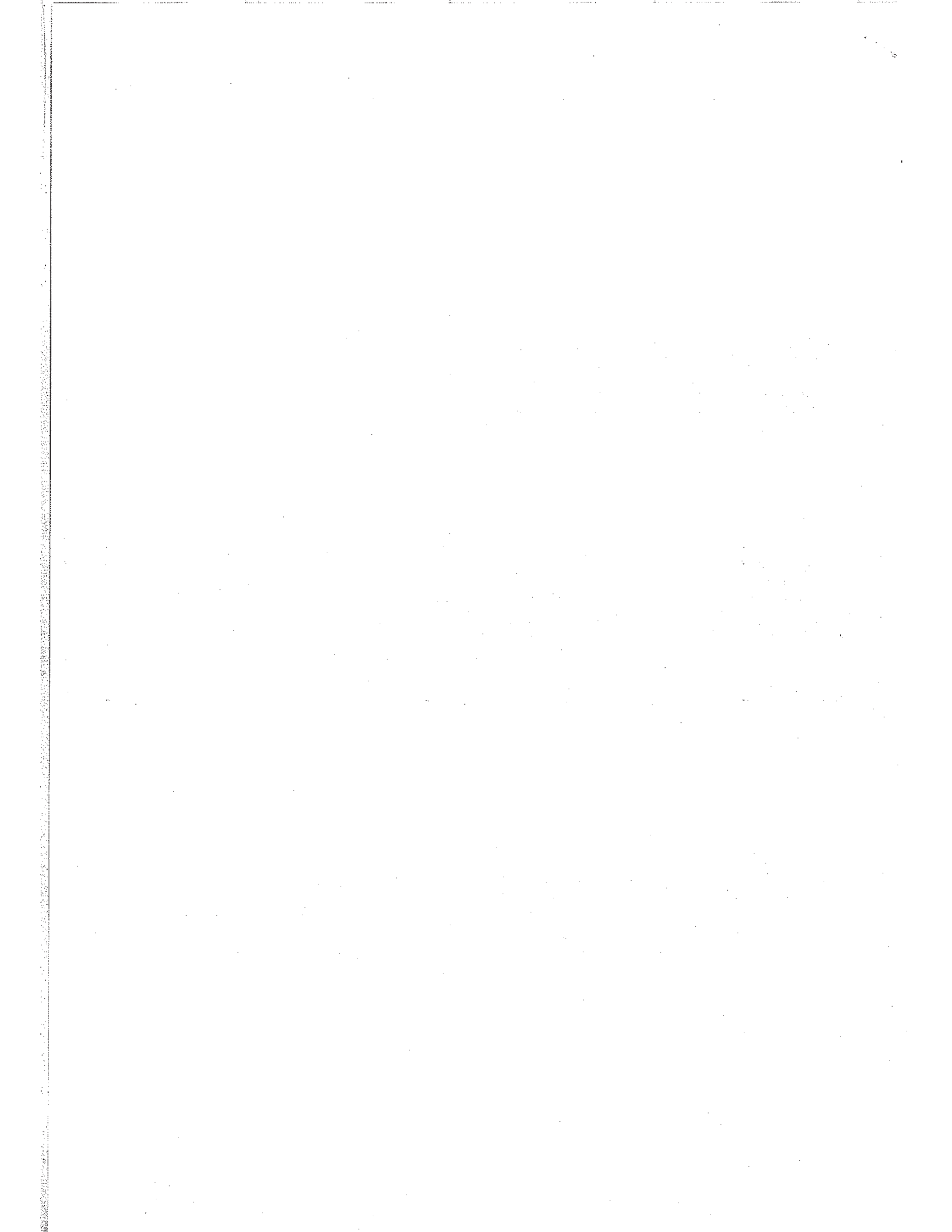
Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and promoter Group	3,75,09,175	3,73,62,675	99.61	3,73,62,675	0	89.26	0.00
Public-Institutional Holders	46,76,426	44,86,853	95.95	44,86,853	0	10.72	0.00
Public-Others	78,33,899	9,013	0.12	8,913	100	0.02	0.00
<b>Total</b>	<b>500,19,500</b>	<b>4,18,58,541</b>	<b>83.68</b>	<b>4,18,58,441</b>	<b>100</b>	<b>100.00</b>	<b>0.00</b>

- n) **Resolution No. 14 (Special Business):** Special 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.

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and promoter Group	3,75,09,175	3,75,09,175	100.00	3,75,09,175	0	89.30	0.00
Public-Institutional Holders	46,76,426	44,86,853	95.95	44,86,853	0	10.68	0.00
Public-Others	78,33,899	9,013	0.12	8,913	100	0.02	0.00
<b>Total</b>	<b>500,19,500</b>	<b>4,20,05,041</b>	<b>83.68</b>	<b>4,20,04,941</b>	<b>100</b>	<b>100.00</b>	<b>0.00</b>

Note: All the aforesaid resolutions were passed with requisite majority.





**Report of Scrutinizer (E-Voting)**

*[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) of Companies  
(Management and Administration Rules, 2014)]*

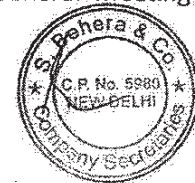
To,  
**The Chairman**  
**Dhanuka Agritech Limited**


For 29<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company, 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

Dear Sir,

I, Shesdev Behera, Proprietor of S. Behera & Co., a firm of Company Secretaries having its office at B-304, 3rd Floor, Ansal Chamber-1, Bhikaji Cama Place, New Delhi- 110 066, was appointed as the Scrutinizer for the purpose of scrutinizing the E-Voting process carried out as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20(3) of Companies (Management and Administration) Rules, 2014 on the mentioned resolutions in the notice of the 29th Annual General Meeting of the equity shareholders of Dhanuka Agritech Limited ("The Company") held on 17<sup>th</sup> day of September, 2014 at 11:00 A.M.

The management of the company is responsible to ensure the compliance with the requirements of the Companies Act 2013 and Rules relating to E voting through electronic means on the resolutions contained in the notice of the Annual General Meeting of the



  
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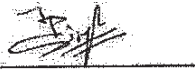
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members of the company. My responsibility as a Scrutinizer for the e-voting process at the Annual General Meeting is restricted to make a Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions contained in the notice of the Annual General Meeting, based on the report generated from the e-voting system provided by Central Depositories Services (India) Ltd. (CDSL), the authorized agency engaged by the company.

Further to the above I submit my report as under:

1. The e-voting period remained open from Thursday, 11th September, 2014 (10:00 A.M.) to Saturday, 13th September, 2014 (6:00 P.M.)
2. The Members of the Company as on the "cut off" date i.e. 14<sup>th</sup> September 2014 were entitled to vote on the resolutions (Item No. 1 to 14 in the notice of Annual General Meeting of the Company)
3. The votes cast were unblocked on 17<sup>th</sup> September 2014 in the presence of two witnesses Mr. Jitender Pratap Singh and Ms. Pratima Jhajharia who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

Witness 1:



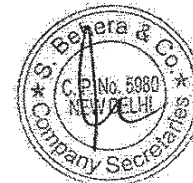
Jitender Pratap Singh

Witness 2:



Pratima Jhajharia

4. Thereafter, the details containing inter alia, list of equity shareholder(s) who voted "in favour", "against" each of the resolutions that were put to vote, were generated from the e voting website Central Depositories Services (India) Ltd. (CDSL) i.e. <https://www.evotingindia.com/>



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The result of the vote's casted electronically is as under:

a) **Resolution No. 1 (Ordinary Business)**

Ordinary Resolution 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.

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
22	41997193	83.96 %

(ii) Voted in against of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-

(iii) Invalid Votes\*

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-

b) **Resolution No. 2 (Ordinary Business)**

Ordinary Resolution to declare Final Dividend for the Financial Year ended on 31<sup>st</sup> March, 2014.

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
22	41997193	83.96 %

(ii) Voted in against of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-



*Handwritten signature*

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(iii) Invalid Votes\*

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-

c) **Resolution No. 3 (Ordinary Business)**

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.

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
22	41997193	83.96 %

(ii) Voted in against of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-

d) **Resolution No. 4 (Ordinary Business)**

Ordinary Resolution 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.

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
22	41997193	83.96 %



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(ii) Voted in against of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-

e) **Resolution No. 5 (Ordinary Business)**

Ordinary Resolution 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.

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
22	41997193	83.96%

(ii) Voted in against of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-



*Handwritten signature and text, possibly 'S. Behara & Co.'*

f) **Resolution No. 6 (Special Business)**

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

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
22	41997193	83.96 %

(ii) Voted in against of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-

g) **Resolution No. 7 (Special Business)**

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

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
22	41997093	83.96 %

(ii) Voted in against of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-

(iii) Invalid Votes\*

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-



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-6-

h) **Resolution No. 8 (Special Business)**

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

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
22	41997093	83.96 %

(ii) Voted in against of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-

i) **Resolution No. 9 (Special Business)**

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

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
22	41997093	83.96 %

(ii) Voted in against of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-

*RS*

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(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-

j) **Resolution No. 10 (Special Business)**

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

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
22	41997093	83.96 %

(ii) Voted in against of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-

k) **Resolution No. 11 (Special Business)**

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

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
22	41997093	83.96 %



*Handwritten signature*

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(ii) Voted in against of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-

**I) Resolution No. 12 (Special Business)**

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

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
22	41997093	83.96 %

(ii) Voted in against of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-



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m) **Resolution No. 13 (Special Business)**

Special 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.

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
21	41850593	83.67 %

(ii) Voted in against of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
1	100	0.00

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-

n) **Resolution No. 14 (Special Business)**

Special 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.

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
21	41997093	83.96 %

(ii) Voted in against of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
1	100	0.00



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(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The Poll Papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.
7. The combined result of the votes (electronic and physical) is annexed as Annexure-1 with this report.
8. All of the above mentioned resolutions have passed with requisite majority.

Thank you,  
Yours faithfully,

Place: New Delhi Date: September 17, 2014	<b>For S. BEHERA &amp; COMPANY</b>   Shesdev Behera C.P. No 5980
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*S/*  
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FORM No. MGT - 13

Report of Scrutiniser (Poll)

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

To,

The Chairman

Dhanuka Agritech Limited

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

Dear Sir,

I, Shesdev Behera, Proprietor of S. Behera & Co., a firm of Company Secretaries having its office at B-304, 3rd Floor, Ansal Chamber-1, Bhikaji Cama Place, New Delhi- 110 066, was appointed as the Scrutinizer for the purpose of poll taken on the below mentioned resolutions, at the 29th Annual General Meeting of the equity shareholders of Dhanuka Agritech Limited ("The Company") held on 17th day of September, 2014 at 11:00 A.M., submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, a ballot box was kept for polling and was locked in my presence with due identification marks placed by me.
2. The Locked Ballot box was subsequently opened in my presence 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. The Poll Papers, which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as invalid and were kept separately.



*Shesdev*  
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*1.*

4. The results of the Poll is as under:

a) **Resolution No. 1 (Ordinary Business)**

Ordinary Resolution to Adopt Audited Standalone and Consolidated Balance Sheet of the Company as at 31st 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.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
14	7848	100 %

(ii) Voted in against of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them
2	52*

\* The Ballot Paper did not clearly mention about assent or dissent and some ballot paper did not have a valid Folio number/ Client ID number.

b) **Resolution No. 2 (Ordinary Business)**

Ordinary Resolution to declare Final Dividend for the Financial Year ended on 31<sup>st</sup> March, 2014.

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
14	7848	100 %

(ii) Voted in against of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-

*[Signature]*  
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(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them
2	52*

\* The Ballot Paper did not clearly mention about assent or dissent and some ballot paper did not have a valid Folio number/ Client ID number.

c) **Resolution No. 3 (Ordinary Business)**

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.

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
14	7848	100 %

(ii) Voted in against of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them
2	52*

\* The Ballot Paper did not clearly mention about assent or dissent and some ballot paper did not have a valid Folio number/ Client ID number.

d) **Resolution No. 4 (Ordinary Business)**

Ordinary Resolution 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.

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
14	7848	100 %

*SS*  
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(ii) Voted in against of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them
2	52*

\* The Ballot Paper did not clearly mention about assent or dissent and some ballot paper did not have a valid Folio number/ Client ID number.

e) **Resolution No. 5 (Ordinary Business)**

Ordinary Resolution 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.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
14	7848	100 %


(ii) Voted in against of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them
2	52*

\* The Ballot Paper did not clearly mention about assent or dissent and some ballot paper did not have a valid Folio number/ Client ID number.

  
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f) **Resolution No. 6 (Special Business)**

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

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
14	7848	100 %

(ii) Voted in against of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them
2	52*

\* The Ballot Paper did not clearly mention about assent or dissent and some ballot paper did not have a valid Folio number/ Client ID number.

g) **Resolution No. 7 (Special Business)**

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

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
14	7848	100 %

(ii) Voted in against of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-



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(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them
2	52*

\* The Ballot Paper did not clearly mention about assent or dissent and some ballot paper did not have a valid Folio number/ Client ID number.

**h) Resolution No. 8 (Special Business)**

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

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
14	7848	100 %

(ii) Voted in against of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them
2	52*

\* The Ballot Paper did not clearly mention about assent or dissent and some ballot paper did not have a valid Folio number/ Client ID number.

**i) Resolution No. 9 (Special Business)**

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

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
14	7848	100 %

*[Signature]*  
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*[Handwritten mark]*

(ii) Voted in against of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them
2	52*

\* The Ballot Paper did not clearly mention about assent or dissent and some ballot paper did not have a valid Folio number/ Client ID number.

j) **Resolution No. 10 (Special Business)**

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

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
14	7848	100 %

(ii) Voted in against of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them
2	52*


\* The Ballot Paper did not clearly mention about assent or dissent and some ballot paper did not have a valid Folio number/ Client ID number.

k) **Resolution No. 11 (Special Business)**

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

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
14	7848	100 %

  
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(ii) Voted in against of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them
2	52*

\* The Ballot Paper did not clearly mention about assent or dissent and some ballot paper did not have a valid Folio number/ Client ID number.

**l) Resolution No. 12 (Special Business)**

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

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
14	7848	100%

(ii) Voted in against of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them
2	52*

\* The Ballot Paper did not clearly mention about assent or dissent and some ballot paper did not have a valid Folio number/ Client ID number.

**m) Resolution No. 13 (Special Business)**

Special 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.

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(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
14	7848	100 %

(ii) Voted in against of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them
2	52*

\* The Ballot Paper did not clearly mention about assent or dissent and some ballot paper did not have a valid Folio number/ Client ID number.

n) **Resolution No. 14 (Special Business)**

Special 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.

(i) Voted in favour of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
14	7848	100 %

(ii) Voted in against of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
NIL	-	-

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them
2	52*

*[Handwritten signature]*




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\* The Ballot Paper did not clearly mention about assent or dissent and some ballot paper did not have a valid Folio number/ Client ID number.

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The Poll Papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.
7. The combined result of the votes (electronic and physical) is as per combined report.
8. All of the above mentioned resolutions have passed with requisite majority.

Thank you,

Yours faithfully,

<p>Place: New Delhi Date: September 17, 2014</p>	<p>For S. BEHERA &amp; COMPANY</p>  <p><i>[Signature]</i> Shesdev Behera C P No 5980</p>
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*[Signature]*  
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**Scrutinizer Report Combined (E-Voting & Poll)**

To,  
**The Chairman**  
**Dhanuka Agritech Limited**

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

Dear Sir,

1. I, Shesdev Behera, Proprietor of S. Behera & Co., a firm of Company Secretaries having its office at B-304, 3rd Floor, Ansal Chamber-1, Bhikaji Cama Place, New Delhi- 110 066, was appointed as the Scrutinizer
  - I. By the Board of Directors of Dhanuka Agritech Limited (The Company) for the purpose of scrutinizing the e-voting process under the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration Rules, 2014), and;
  - II. By the Chairman of the Annual General Meeting for scrutinizing the Poll under the provisions of Section 109 of the Companies Act, 2013 and rule 21(2) of Companies (Management and Administration Rules, 2014 on the Resolutions contained in the Notice of the Annual general Meeting of the Members of the Company, held on the 17th day of September 2014 at 11:00 A.M., at Shri Purushottam Hindi Bhawan, 11, Vishnu Digambar Marg (Rouse Avenue), New Delhi- 110002 submit my report as under:

*Handwritten signature*

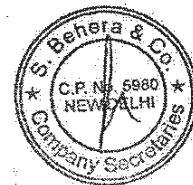


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2. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act 2013 and Rules relating to E voting and Poll on the resolutions contained in the notice of the Annual General Meeting of the members of the company. My responsibility as a Scrutinizer for e-voting process and for poll at the Annual General Meeting is restricted to make a Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions contained in the notice of the Annual General Meeting, based on the report generated from the e-voting system provided by Central Depositories Services (India) Ltd. (CDSL), the authorized agency engaged by the company to provide e -voting facilities for voting ( through electronic voting means) and also at the time of poll at the Annual General Meeting
3. I have issued separate Scrutinizer's Report dated 17th September, 2014 on e-voting and one report on the poll dated 17th September, 2014 on the resolutions contained in the notice of the 29th Annual General Meeting, As requested by the management, I submit herewith my combined report on the results of e-voting together with that of the Poll as under:

Item No. of Notice	Particulars	Votes in favour of the resolutions		Votes against the resolutions		Invalid Votes
		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 Standalone and Consolidated Balance Sheet of the Company as at 31st 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 %	NIL	NIL	52
Item No. 2 of the Notice (As an ordinary resolution)	To declare Final Dividend for the Financial Year ended on 31st March, 2014.	42005041	100 %	NIL	NIL	52

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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 %	NIL	NIL	52
Item No. 4 of the Notice (As an ordinary resolution)	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.	42005041	100 %	NIL	NIL	52
Item No. 5 of the Notice (As an ordinary resolution)	To re-appoint Statutory Auditors of the Company, to hold office from the conclusion of this 29th Annual General Meeting (AGM) until the conclusion of the 32nd AGM, subject to the ratification of their appointment at every AGM of the Company and decide their remuneration.	42005041	100 %	NIL	NIL	52
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 %	NIL	NIL	52
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 %	NIL	NIL	52
Item No. 8 of the Notice (As an ordinary resolution)	To appoint Mr.Subhash Chandra Lakhota (DIN:00310162) as a non- retiring Independent Director of the Company.	42004941	100 %	NIL	NIL	52
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 %	NIL	NIL	52
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 %	NIL	NIL	52
Item No. 11 of the Notice (As an	To appoint Mrs.Asha Mundra (DIN:00394215) as a non-retiring Independent	42004941	100 %	NIL	NIL	52

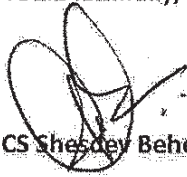


*S.B.*  
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ordinary resolution)	Director of the Company.					
Item No. 12 of the Notice (As an ordinary resolution)	To appoint Mr.Om Prakash Khetan (DIN: 06883433) as a non-retiring Independent Director of the Company.	42004941	100 %	NIL	NIL	52
Item No. 13 of the Notice (As an Special 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 %	52
Item No. 14 of the Notice (As an Special 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 %	52

Thanking You,

Yours faithfully,



CS Shesdev Behera

CP NO. 5980



Date: 17.09.2014

Place: New Delhi

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Certified to be true Copy