



Dhanuka Agritech Limited

AN ISO 9001 : 2008 COMPANY

Online

Date: 12.08.2016

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

National Stock Exchange of India Ltd.
Listing Department, Exchange Plaza,
Bandra Kurla Complex, Bandra (East),
Mumbai- 400 051

Scrip Code: 507717

Scrip Code: DHANUKA

Sub: Proceedings of the Annual General Meeting held on 11th August, 2016

We wish to inform you that the 31st Annual General Meeting was held on Thursday, 11th August, 2016 at 11.A.M. at Shri Purshottam Hindi Bhawan, 11, Vishnu Digambar Marg, (Rouse Avenue), New Delhi-110002.

The Proceedings details are given hereunder:

Mr. R.G. Agarwal, Chairman Chaired the Meeting.

The requisite quorum was present in the Meeting.

Total 260 Members (Including Proxies) attended the Meeting.

The Chairman addressed the Shareholders as follows:

CHAIRMAN'S SPEECH

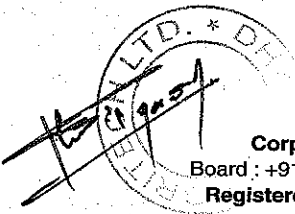
Dear Members,

On behalf of the Board of Directors and on my own behalf, I extend a warm welcome to all of you at the 31st Annual General Meeting of your Company.

The Annual Report for the financial year 2015-16 along with the Directors' Report and Audited Annual Accounts of the Company have already been circulated to you and I request your permission to take them as read.

Financials:-

Your Company has registered a growth of 5.57% in its Net Turnover of Rs.828.79 crores for the financial year 2015-16 as against Rs. 785.07 crores for the financial year 2014-15.



Corporate Office : 14th Floor, Building 5A, Cyber City, DLF Phase-III, Gurgaon-122002, Haryana, (India),
Board : +91-124- 3838 500, Fax : +91-124- 3838 888, E-mail : headoffice@dhanuka.com, Website : www.dhanuka.com
Registered Office : 82, Abhinash Mansion Joshi Road, Karol Bagh, New Delhi-110005, Ph. :+91 11 64656800-802

CIN: L24219DL1985PLC020126

Your Company has also reported EBIDTA of Rs.152.35 crores and Net Profit of Rs.107.31 crores for the financial year 2015-16 as compared to EBIDTA of Rs.137.84 crores and Net Profit of Rs.106.08 crores for the financial year 2014-15.

Business Operations:-

Your Company has seen moderate sales growth across geographies during this fiscal, inspite of deficient rainfall, price erosion & de-growth of industry.

The new launched products-SEMPRA and COVER have performed well. Your Company is well positioned to pursue its strong growth potential and has been moving forward with introduction of new products.

The Indian Metrological Department has predicted that year 2016 will be a La- Nina year which means above normal monsoon and good rainfall of more than 105% which is a good sign of revival for the troubled agriculture sector. It will not benefit only agriculture and farmers but will give a boost to India's economy also.

Interim Dividends:

I am happy to inform that your Company has paid two Interim dividends with aggregate of 325% i.e. Rs. 6.50 per Equity share having face value of Rs. 2/- each, amounted to Rs. 39.16 crores including Rs. 6.64 crores Corporate Dividend Tax paid during financial year 2015-16. It is highest ever paid dividend by your Company.

Keshwana Unit:-

Your Company has set a new milestone by commissioning its new plant at Keshwana in Rajasthan in March, 2016. This will have one of the largest liquid formulation facilities in India, at its full capacity. The production has already started from March, 2016 and we hope that the Keshwana plant will be fully operational in one year time.

Keshwana plant is a Greenfield facility which started from scratch to becoming India's largest formulation unit intended with high focus on Environment, Health and Safety. The facility has been designed ergonomically for better efficiency in the working environment. It is a Zero Discharge facility which is environment friendly. It is one of the largest plants in the field of Pesticides formulation having 40000 Sq meters area.

Udhampur Unit:-

I am pleased to inform that your Company has received suitable approval from authorities for substantial expansion of Udhampur Unit. As a result of this, total pesticide formulation capacity of Udhampur manufacturing unit of the Company has been doubled to 11800MT /annum. With this expansion, the Company will also be entitled to avail Excise Duty Refund for a further period of ten years on the production of Udhampur unit of the Company.

Rating:-

Your Company continues to remain debt-free, due to its strong performance in the recent years. Additionally, it has healthy Net Worth of Rs. 480.44 crores.



Your Company has been continuously re-affirmed (ICRA) A+ (Stable outlook) for fund based limits and (ICRA) A1+ for non fund based limits.

Further CRISIL has assigned Fundamental grade 4/5 (Superior Fundamentals) and Valuation grade of 4/5 (upside from Current Market Price) to your Company.

Corporate Social Responsibility:-

You will be glad to know that your Company has constructed two check dams in the villages of Mainpura ki Dhani and Sankotra, both located in Jaipur district, Rajasthan. The check dams have been constructed in association with P H D R u r a l Development Foundation (PHDRDF) at a cost of Rs. 22 Lakhs. **The formal inauguration was done on March 21, 2016** along with the Sarpanch, the villagers and dealers from adjoining areas.

The check dams together are expected to benefit approximately 800 households with a population of approximately 5000 villagers and over 9000 milch animals.

Further, your Company under its CSR initiatives has partnered during financial year 2015-16 with Bharat Lok Siksha Parishad to run Ekal Vidyalayas (One Teacher Schools) in remote tribal and rural villages of Uttar Pradesh in districts Saharanpur. Such schools were supported by the Company in 30 villages, benefiting 909 children in age group 6 to 14 years, mostly from Scheduled Tribe and Scheduled castes. The ratio of girl students was close to half.

2nd Green Revolution:-

With more than 6 lakhs villages and 14 crore farmers in the country, strong government support is needed to back up a predominantly agrarian economy. Agrochemicals can play an instrumental role in achieving the 2nd Green revolution; it is crucial to provide technology, intensive training to the farmers, dealers and distributors, drive out the complexities within the system and bring in a change in people's perception on the use of agrochemicals.

Growth in agriculture won't be attainable without the judicious use of agrochemicals in view of continuous reduction in arable land.

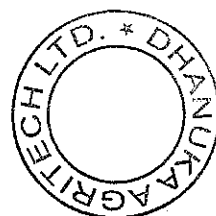
Budget 2016-17:-

The Agriculture Sector has been given top most weightage by the Government of India while announcing Budget for the Financial Year 2016-17. The Govt. has announced financial aids, insurance policy for crops and other beneficial policies & schemes for farmers and strengthening the Infrastructure of Agriculture Sector.

The Ministry of Agriculture & Farmers Welfare has been continuously launching effective programmes to educate farmers about the use of modern techniques & technology in agriculture, allocation and focus on irrigation including issuance of soil health card to every farmer.

These initiatives and result oriented steps are going to change the entire framework of Agriculture Sector in India in terms of sustainable growth of agriculture produce and income of farmers in coming years.

Your Company has been consistent launching two to three innovative products u/s 9(3) and two to four products u/s 9 (4) of the Insecticides Act, 1968 every year. This practice has yielded better response from distributors and farmers and also led to increase in its market share.



Further, vision of the Hon'ble Prime Minister of doubling farmers' income can only be achieved with improved productivity from every hectare of land.

Your Company is fully committed to the cause of farmers' prosperity.

Acknowledgement:-

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, suppliers and customers.

Our strong engagement with agri-India could not have found results oriented journey year by year without the encouragement and support from the Central and State Governments.

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

Thank you!"

Thereafter, Mr. Kapil Garg, Company Secretary has informed the Shareholders that Company had provided e-voting facility at CDSL- e-voting platform to the Shareholders to cast their votes through remote e-voting facility which was available from 8th August, 2016 to 10th August, 2016 and those Shareholders who did not participated in e-voting, can cast their vote by poll provided by the Company at the Annual General Meeting.

The Company Secretary has informed that M/s R & D Company Secretaries, was duly appointed by the Board of Directors to act as Scrutinizers for e-voting & for the poll at the AGM.

Queries of Shareholders were replied suitably by Mr. R.G. Agarwal, Chairman of the Meeting.

The Meeting concluded with vote of thanks to the chair.

As per Scrutinizer's Report dated 12th August, 2016 on e-voting and poll conducted at Annual General Meeting, the following resolutions were approved by the Shareholders:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone and Consolidated Balance Sheet of the Company as at 31st March, 2016 along with the Standalone and Consolidated Profit and Loss Account for the Financial Year ended on that date and the Cash Flow Statement together with the Reports of the Auditors and Directors thereon.
2. To confirm the payment of 1st Interim Dividend and 2nd Interim Dividend on Equity Shares by the Board of Directors of the Company.
3. To appoint a Director in place of Mr. M.K. Dhanuka (DIN: 00628039), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Arun Kumar Dhanuka (DIN: 00627425), who retires by rotation and being eligible, offers himself for re-appointment.
5. To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration, to hold office from the conclusion of this 31st Annual General Meeting until the conclusion of the 32nd Annual General Meeting.



SPECIAL BUSINESS

6. To consider and appoint of Cost Auditors of the Company and to fix their remuneration, to carry out Audit of Cost Accounts of the Company for the Financial Year 2016-17.
7. To consider and appoint Mr. Sachin Kumar Bhartiya (DIN: 02122147), as a non- retiring Independent Director of the Company for a period of five consecutive years with effect from February 9, 2016.
8. To consider and re-appoint Mr. Mridul Dhanuka (DIN: 00199441) as Whole Time Director of the Company for a period of five years from 24th May, 2016 to 23rd May, 2021 (both days inclusive).
9. To consider and re-appoint Mr. Rahul Dhanuka (DIN: 00150140) as Whole Time Director of the Company for a period of five years from 1st May, 2017 to 30th April, 2022 (both days inclusive).

The above is for your information and record please.

Thanking you,

For Dhanuka Agritech Limited

Kapil Garg
Company Secretary

Date: 12.08.2016
Place: Gurgaon





Dhanuka Agritech Limited

AN ISO 9001 : 2008 COMPANY

Online

Date: August 12, 2016

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

The Department of Corporate Services-Listing
The Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

Ref: Symbol- DHANUKA

Scrip Code: 507717

Sub: Scrutinizer's Report on the Voting Results - AGM

Dear Sir/Madam,

Pursuant to Section 108 of the Companies Act, 2013, Rules 20 of the Companies (Management and Administration) Rules, 2015 and Regulation 44 of SEBI (LODR) Regulations, 2015, please find enclosed Report of the Scrutinizer on the results relating to Remote e-voting including Ballot Form at the venue of the AGM with regard to all the Resolutions contained in the Notice of the 31st Annual General Meeting held on Thursday, 11th August, 2016 at 11: a.m. at Shri Purshotam Hindi Bhawan, 11, Vishnu Digambar Marg, (Rouse Avenue), New Delhi-110 002.

Request you to kindly take the above on your records.

Thanking You,
Yours faithfully,

For Dhanuka Agritech Limited

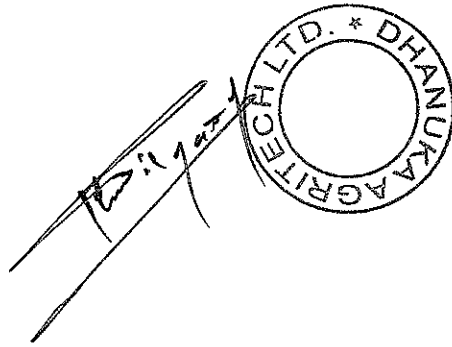

Kapil Garg
Company Secretary



Encl: a/a

31st AGM of Dhanuka Agritech Limited- Details of voting results

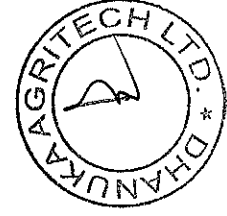
Date of the AGM/EGM	11 th August, 2016
Total number of Shareholders on record date	10492
No. of Shareholders present in the Meeting either in person or through proxy 1. Promoter and Promoter Group 2. Public	260 9 (including 5 proxies) 251 (including 5 proxies)
No. of Shareholders attended the Meeting through video conferencing 1. Promoter and Promoter Group 2. Public	Not Applicable - -


A handwritten signature in black ink is written over a circular stamp. The stamp contains the text "DHANUKA AGRITECH LTD. * DHANUKA AGRITECH LTD." around the perimeter.

Item No. 1- Ordinary Resolution

a. To receive, consider and adopt the Audited Standalone and Consolidated Balance Sheet of the Company as at 31st March, 2016 along with the Standalone and Consolidated Profit and Loss Account for the Financial Year ended on that date and the Cash Flow Statement together with the Reports of the Auditors and Directors thereon.

Resolution required: (Ordinary/ Special)		ordinary											
Whether promoter/ promoter group are interested in the agenda/resolution?		No											
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Polled outstanding shares	No. of Votes in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	37509175	37322931	99.50	37322931	0	100	0					
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.					N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.					N.A.
	Total		37509175	37322931	99.50	37322931	0	100					0
Public-Institution s	E-Voting	4827799	1041449	21.57	1041449	0	100	0					0
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.					N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.					N.A.
	Total		4827799	1041449	21.57	1041449	0	100					0
Public-Non Institution s	E-Voting	7682526	2793734	36.36	2793734	0	100	0					0
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.					N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.					N.A.
	Total		7682526	2793734	36.36	2793734	0	100					0
Total		50019500	41158114	82.28	41158114	0	100					0	



Item No.2 Ordinary Resolution

b. To confirm the payment of 1st Interim Dividend and 2nd Interim Dividend on Equity Shares by the Board of Directors of the Company.

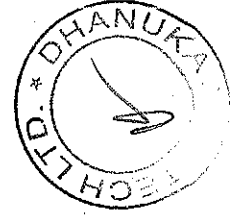
Resolution required: (Ordinary/ Special)		ordinary						
Whether promoter/ promoter group are interested		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% 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	E-Voting	37509175	37322931	99.50	37322931	0	100	0
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public-Institutions	Total	37509175	37322931	99.50	37322931	0	100	0
	E-Voting	4827799	1041449	21.57	1041449	0	100	0
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public-Non Institutions	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4827799	1041449	21.57	1041449	0	100	0
	E-Voting	7682526	2793734	36.36	2793734	0	100	0
Public-Non Institutions	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	7682526	2793734	36.36	2793734	0	100	0
Total		50019500	41158114	82.28	41158114	0	100	0



Item No. 3. Ordinary Resolution

c. 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.

Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested		No						
Category	Mode of Voting	No. of shares held	No. of 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)		(4)	(5)		(7)=[(5)/(2)]*
Promoter and Promoter Group	E-Voting	37509175	37322931	99.50	37322931	0	100	0
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	37509175	37322931	99.50	37322931	0	100	0
Public-Institutions	E-Voting	4827799	1041449	21.57	1041449	0	100	0
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4827799	1041449	21.57	1041449	0	100	0
Public-Non Institutions	E-Voting	7682526	2793734	36.36	2793734	0	100	0
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	7682526	2793734	36.36	2793734	0	100	0
Total		50019500	41158114	82.28	41158114	0	100	0



Item No. 4 - Ordinary Resolution

d. To appoint a Director in place of Mr. Arun Kumar Dhanuka (DIN: 00627425), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required: (Ordinary/ Special)		ordinary						
Whether promoter/ promoter group are interested		No						
Category	Mode of Voting	No. of shares held	No. of 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	E-Voting	37509175	37322931	99.50	37322931	0	100	0
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	37509175	37322931	99.50	37322931	0	100	0
Public-Institutions	E-Voting	4827799	1041449	21.57	1041449	0	100	0
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4827799	1041449	21.57	1041449	0	100	0
Public-Non Institutions	E-Voting	7682526	2793734	36.36	2793734	0	100	0
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	7682526	2793734	36.36	2793734	0	100	0
Total		50019500	41158114	82.28	41158114	0	100	0



Item No. 5 - Ordinary Resolution

e. To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration, to hold office from the conclusion of this 31st Annual General Meeting until the conclusion of the 32nd Annual General Meeting.

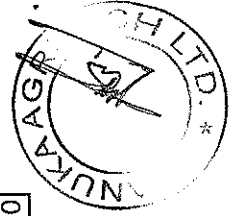
Resolution required: (Ordinary/ Special)		ordinary						
Whether promoter/ promoter group are interested		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes - against	% of Votes in favour on votes polled	% 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	E-Voting	37509175	37322931	99.50	37322931	0	-	-
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	37509175	37322931	99.50	37322931	0	-	-
Public-Institutions	E-Voting	4827799	1041449	21.57	909113	132336	14.56	12.71
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4827799	1041449	21.57	909113	132336	14.56	12.71
Public-Non Institutions	E-Voting	7682526	2793734	36.36	2792934	800	0.03	0.03
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	7682526	2793734	36.36	2792934	800	0.03	0.03
	Total	50019500	41158114	82.28	41024978	133136	99.68	0.32



Item No. 6- Ordinary Resolution

f. To consider and appoint of Cost Auditors of the Company and to fix their remuneration, to carry out Audit of Cost Accounts of the Company for the Financial Year 2016-17.

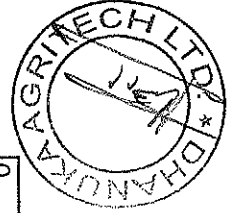
Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes - against	% of Votes in favour on votes polled	% 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	E-Voting	37509175	37322931	99.50	37322931	0	100	0
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	37509175	37322931	99.50	37322931	0	100	0
Public-Institutions	E-Voting	4827799	1041449	21.57	1041449	0	100	0
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4827799	1041449	21.57	1041449	0	100	0
Public-Non Institutions	E-Voting	7682526	2793734	36.36	2793734	0	100	0
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	7682526	2793734	36.36	2793734	0	100	0
Total		50019500	41158114	82.28	41158114	0	100	0



Item No. 7 - Ordinary Resolution

g. To consider and appoint Mr. Sachin Kumar Bhartiya (DIN: 02122147), as a non-retiring Independent Director of the Company for a period of five consecutive years with effect from February 9, 2016

Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested		No						
Category	Mode of Voting	No. of shares held	No. of 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	E-Voting	37509175	37322931	99.50	37322931	0	100	0
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	37509175	37322931	99.50	37322931	0	100	0
Public-Institutions	E-Voting	4827799	1041449	21.57	1041449	0	100	0
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4827799	1041449	21.57	1041449	0	100	0
Public-Non Institutions	E-Voting	7682526	2793734	36.36	2793734	0	100	0
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	7682526	2793734	36.36	2793734	0	100	0
Total		50019500	41158114	82.28	41158114	0	100	0



Item No. 9 - Resolution

i. To consider and re-appoint Mr. Rahul Dhanuka (DIN: 00150140) as Whole Time Director of the Company for a period of five years from 1st May, 2017 to 30th April, 2022 (both days inclusive).

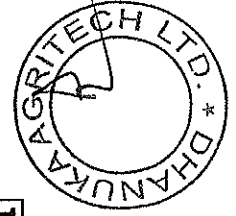
Resolution required: (Ordinary/ Special)		ordinary						
Whether promoter/ promoter group are interested		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	37509175	37322931	99.50	37322931	0	100.00	-
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public-Institutions	Total	37509175	37322931	99.50	37322931	0	100.00	-
	E-Voting	4827799	1041449	21.57	1041449	0	100.00	-
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public-Non Institutions	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4827799	1041449	21.57	1041449	0	100.00	-
	E-Voting	7682526	2793734	36.36	2793234	500	99.98	0.02
Public-Non Institutions	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	7682526	2793734	36.36	2793234	500	99.98	0.02
Total		50019500	41158114	82.28	41157614	500	100.00	0.00



Item No. 8 - Resolution

h. To consider and re-appoint Mr. Mridul Dhanuka (DIN: 00199441) as Whole Time Director of the Company for a period of five years from 24th May, 2016 to 23rd May, 2021. (both days inclusive)

Resolution required: (Ordinary/ Special)		ordinary						
Whether promoter/ promoter group are interested		No						
Category	Mode of Voting	No. of shares held	No. of 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	E-Voting	37509175	37322931	99.50	37322931	0	100.00	-
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	37509175	37322931	99.50	37322931	0	100.00	-
Public-Institutes	E-Voting	4827799	1041449	21.57	1041449	0	100.00	-
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	4827799	1041449	21.57	1041449	0	100.00	-
Public-Non Institutes	E-Voting	7682526	2793734	36.36	2793234	500	99.98	0.02
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	7682526	2793734	36.36	2793234	500	99.98	0.02
	Total	50019500	41158114	82.28	41157614	500	100.00	0.02



R & D

COMPANY SECRETARIES

Consolidated Scrutinizer Report for remote e-voting & Poll for the purpose of the 31st 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 31st Annual General Meeting of the Equity Shareholders of Dhanuka Agritech Limited held on Thursday, the 11th day of August, 2016 at 11:00 A.M. at Shri Purushottam Hindi Bhawan, 11, Vishnu Digambar Marg (Rouse Avenue), New Delhi - 110 002

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 e-voting 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:



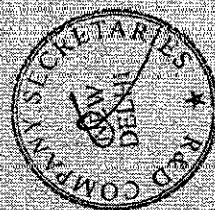
785, Pocket - E, Mayur Vihar - II, Delhi 110 091 INDIA • Phone/Fax : 011-2272 5301, 4301 2488, 4268 6943
E-mail : mdcompanysecretaries@gmail.com

Raj Chamber's Hind Samachar Street, Jalandhar - 144 001, Punjab, Phone : 0181-2280315, 2211792

Sl. No.	Particulars of resolution	Ordinary/ Special resolution	Voting	No. of Share holders Voted	Votes in favour		Votes Against		Invalid Votes
					No. of Shares	% of total valid Votes	No. of Shares	% of total valid Votes	
1	Adoption of Audited Standalone and Consolidated Balance Sheet of the Company as at 31 st March, 2016 along with the Standalone and Consolidated Profit and Loss Account for the Financial Year ended on that date and the Cash Flow Statement together with the Reports of the Auditor's and Directors thereon	Ordinary Resolution	E-voting	55	41158114	99.99	Nil	Nil	0
			Poll	24	60	0.00	3008	0.01	1
			Total	79	41158174	99.99	3008	0.01	1
2	1 st Interim Dividend and 2 nd Interim Dividend on Equity Shares	Ordinary Resolution	E-voting	55	41158114	99.99	Nil	Nil	0
			Poll	24	60	0.00	3008	0.01	1
			Total	79	41158174	99.99	3008	0.01	1
3	Re-appointment of director retiring by rotation- Mr. M. K. Dhanuka	Ordinary Resolution	E-voting	55	41158114	99.99	Nil	Nil	0
			Poll	24	60	0.00	3008	0.01	1
			Total	79	41158174	99.99	3008	0.01	1
4	Re-appointment of director retiring by rotation- Mr Arun Kumar Dhanuka	Ordinary Resolution	E-voting	55	41158114	99.99	Nil	Nil	0
			Poll	24	60	0.00	3008	0.01	1
			Total	79	41158174	99.99	3008	0.01	1
5	Ratification of the appointment of Statutory	Ordinary Resolution	E-voting	55	41024978	99.67	133136	0.32	0
			Poll	24	60	0.00	3008	0.01	1
			Total	79	41158174	99.99	3008	0.01	1



Auditors	Total	79	41025038	99.67	136144	0.33	1
6 Appointment of Cost Auditors of the Company and fix their for the Financial Year 2016-2017	E-voting	55	41158114	99.99	Nil	Nil	0
	Poll	24	60	0.00	3008	0.01	1
	Total	79	41158174	99.99	3008	0.01	1
7 Appointment of Mr. Sachin Kumar Bhartiya as Independent Director	E-voting	55	41158114	99.99	Nil	Nil	0
	Poll	24	60	0.00	3008	0.01	1
	Total	79	41158174	99.99	3008	0.01	1
8 Re-appointment of Mr. Mridul Dhanuka as Whole Time Director	E-voting	55	41157614	99.99	500	0.00	0
	Poll	24	60	0.00	3008	0.01	1
	Total	79	41157674	99.99	3508	0.01	1
9 Re-appointment of Mr. Rahu Dhanuka as Whole Time Director	E-voting	55	41157614	99.99	500	0.00	0
	Poll	24	60	0.00	3008	0.01	1
	Total	79	41157674	99.99	3508	0.01	1



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

Thanking You,

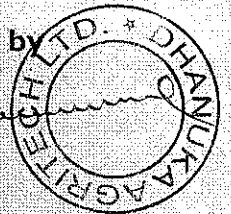
For R&D
Company Secretaries


Debabrata Deb Nath
Partner
FCS No.: 7775, CP No.: 8612

Date: 12th August, 2016
Place: Delhi

Countersign by


Chairman



For DHANUKA AGRITECH LTD


Company Secretary

R & D

COMPANY SECRETARIES

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

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

Re: 31st Annual General Meeting of the Equity Shareholders of Dhanuka Agritech Limited held on Thursday, the 11th day of August, 2016 at 11:00 A.M. at Shri Purushottam Hindi Bhawan, 11, Vishnu Digambar Marg (Rouse Avenue), New Delhi - 110 002

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.



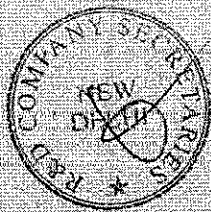
85, Pocket - E, Mayur Vihar - II, Delhi 110 091 INDIA • Phone/Fax : 011-2272 5301, 4301 2488, 4268 6943
E-mail : rndcompanysecretaries@gmail.com

Reg. Chambers * Hind Samachar Street, Jalandhar - 144 001, Punjab, Phone : 0161-2280315, 2211792

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

- a. remote e-voting period commences on **8th August, 2016** (09:00 a.m. IST) and ends on **10th August, 2016** (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 cut-off date - **4th August, 2016**.
- 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/>).

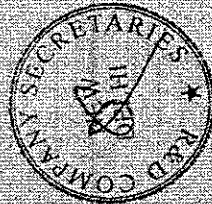
As a scrutinizer the report of the e-Voting carried out by the shareholders was duly complied, the details of which are as follows:



Sl. No.	Particulars of resolution	Ordinary/ Special resolution	No. of Share holders Voted	Votes in favour		Votes Against		Invalid Votes
				No. of Shares	% of total valid Votes	No. of Shares	% of total valid Votes	
1	Adoption of Audited Standalone and Consolidated Balance Sheet of the Company as at 31 st March, 2016 along with the Standalone and Consolidated Profit and Loss Account for the Financial Year ended on that date and the Cash Flow Statement together with the Reports of the Auditors and Directors thereon	Ordinary Resolution	55	41158114	100	0	0	0
2	1 st Interim Dividend and 2 nd Interim Dividend on Equity Shares	Ordinary Resolution	55	41158114	100	0	0	0
3	Re-appointment of director retiring by rotation- Mr. M.K. Dhanuka	Ordinary Resolution	55	41158114	100	0	0	0
4	Re-appointment of director retiring by rotation- Mr. Arun Kumar Dhanuka	Ordinary Resolution	55	41158114	100	0	0	0
5	Ratification of the appointment of Statutory Auditors	Ordinary Resolution	55	41024978	99.68	133136	0.32	0
6	Appointment of Cost Auditors of the Company and fix their for the Financial	Ordinary Resolution	55	41158114	100	0	0	0



Year 2016- 2017									
7	Appointment of Mr. Sachin Kumar Bhartiya as Independent Director	Ordinary Resolution	55	41158114	100	0	0	0	0
8	Re-appointment of Mr. Mridul Dhanuka as Whole Time Director	Ordinary Resolution	55	41157614	99.99	500	0.01	0.01	0
9	Re-appointment of Mr. Rahul Dhanuka as Whole Time Director	Ordinary Resolution	55	41157614	99.99	500	0.01	0.01	0




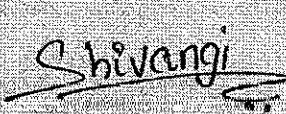
You may accordingly declare the result of the voting in due course and take other necessary steps in this regard.

Thanking You,
For **R&D**
Company Secretaries

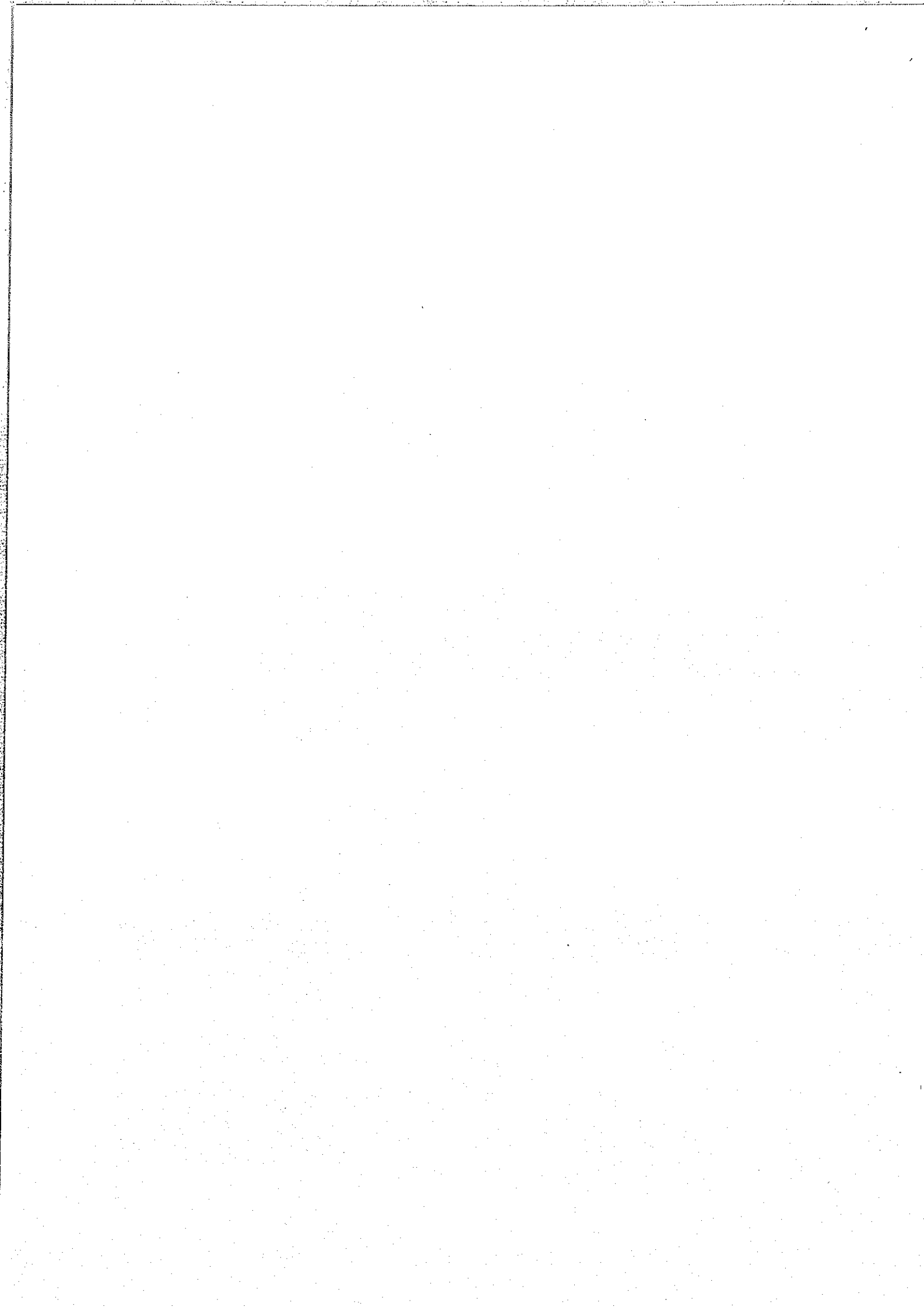

Debabrata Deb Nath
Partner
FCS No.: 7775, CP No.: 8612

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

1. 
Signature
Name: Anushree Bhatt
Address: 24, Pocket D Mayur Vihar-II
Delhi-110 091

2. 
Signature
Name: Shivangi Agarwal
Address: Flat No. 807
Cloud 9, Shastri Nagar,
Meerut, U.P.

Date: 12th August, 2016
Place: Delhi



R & D

COMPANY SECRETARIES

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule 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: 31st Annual General Meeting of the Equity Shareholders of Dhanuka Agritech Limited held on Thursday, the 11th day of August, 2016 at 11:00 A.M. at Shri Purushottam Hindi Bhawan, 11, Vishnu Digambar Marg (Rouse Avenue), New Delhi - 110 002

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 31st Annual General Meeting of the Equity Shareholders of Dhanuka Agritech Limited held on 11th August, 2016, 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 boxes were 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 no invalid votes casted by any shareholder(s).
4. The result of the Poll is as under



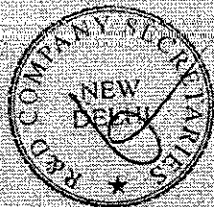
785, Pocket - E, Mayur Vihar - II, Delhi 110 091 INDIA • Phone/Fax : 011-2272 5301, 4301 2488, 4268 6943
E-mail : mdcompanysecretaries@gmail.com

Raj Chamber's Hind Samachar Street, Jalandhar - 144 001, Punjab, Phone : 0181-2280315, 2211792

1. Ordinary Resolution – Item No.1

Adoption of Audited Standalone and Consolidated Balance Sheet of the Company as at 31st March, 2016 along with the Standalone and Consolidated Profit and Loss Account for the Financial Year ended on that date and the Cash Flow Statement together with the Reports of the Auditors and Directors thereon

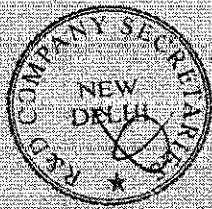
	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	16	60	1.96
(ii) Voted against the resolution	7	3008	98.04
	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them	
(iii) Invalid votes	1	1	



2. Ordinary Resolution – Item No. 2

1st Interim Dividend and 2nd Interim Dividend on Equity Shares

	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	16	60	1.96
(ii) Voted against the resolution	7	3008	98.04
	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them	
(iii) Invalid votes	1	1	



3. Ordinary Resolution – Item No. 3

Re-appointment of director retiring by rotation- Mr M. K. Dhanuka

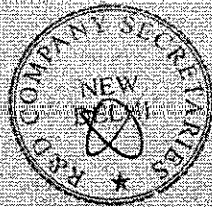
	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	16	60	1.96
(ii) Voted against the resolution	7	3008	98.04
	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them	
(iii) Invalid votes	1	1	



4. Ordinary Resolution – Item No. 4

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	16	60	1.96
(ii) Voted against the resolution	7	3008	98.04
	Total number of members (in person or by proxy) whose votes were declared Invalid	Total Number of votes cast by them	
(ii) Invalid votes	1	1	



5. Ordinary Resolution – Item No. 5

Ratification of the appointment of Statutory 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	16	60	1.96
(ii) Voted against the resolution	7	3008	98.04
	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them	
(iii) Invalid votes	1	1	



6. Ordinary Resolution – Item No. 6

Appointment of Cost Auditors of the Company and fix their for the Financial Year 2016- 2017

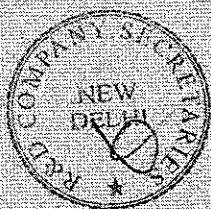
	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	16	60	1.96
(ii) Voted against the resolution	7	3008	98.04
	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them	
(iii) Invalid votes	1	1	



7. Ordinary Resolution - Item No. 7

Appointment of Mr Sachin Kumar Bhartiya as Independent Director

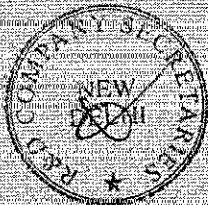
	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	16	60	1.96
(ii) Voted against the resolution	7	3008	98.04
	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them	
(iii) Invalid votes	1	1	



8. Ordinary Resolution – Item No. 8

Re-appointment of Mr. Mridul Dhanuka as Whole Time Director

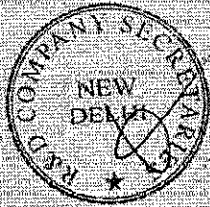
	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	16	60	1.96
(ii) Voted against the resolution	7	3008	98.04
	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them	
(iii) Invalid votes	1	1	



9. Ordinary Resolution – Item No. 9

Re-appointment of Mr. Rahul Dhanuka as Whole Time Director

	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	16	60	1.96
(II) Voted against the resolution	7	3008	98.04
	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them	
(iii) Invalid votes	1	1	



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.

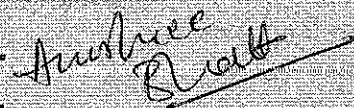
In connection with the aforesaid annual general meeting and voting thereat, it is clarified that the Management of the Company is responsible for compliance with the requirements of the Companies Act, 2013 and rules made there under, regulations of the SEBI (Listing Obligations and Disclosure Requirements) 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



Debabrata Deb Math
Partner
FCS No.:7775; CP No.: 8612

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

1. 

Signature
Name: Anushree Bhatt
Address: 24, Pocket D Mayur Vihar-II
Delhi-110 091

2. 

Signature
Name: Shivangi Agarwal
Address: Flat No.807
Cloud 9, Shastri Nagar,
Meerut, U.P.

Date: 12th August, 2016
Place: Delhi

