



AN ISO 9001 : 2015 COMPANY

Dhanuka Agritech Limited



Online

Date: December 20, 2018

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

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

Ref: Symbol- DHANUKA

Scrip Code: 507717

Sub: Results of Postal Ballot declared on December 20, 2018 along with the Scrutinizer's Report

Dear Sir/Madam,

Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company has conducted the process of Postal Ballot for seeking the approval of the shareholders of the Company for the resolutions passed in the Postal Ballot Notice dated November 14, 2018.

The Special Resolutions stated in the Postal Ballot Notice dated November 14, 2018 has been duly approved by the Shareholders of the Company with requisite majority.

We are enclosing herewith the results of the Postal Ballot (including remote e-voting) declared on Thursday, December 20, 2018, under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, along with the Scrutinizer's Report.

Request you to kindly take the above on your records.

Thanking You,
Yours faithfully,

For Dhanuka Agritech Limited

Jyoti Verma
Company Secretary
FCS- 7210
Encl: a/a



Corporate Office : 14th Floor, Building 5A, Cyber City, DLF Phase-III, Gurugram-122002, Haryana (India)

Tel.: +91-124-3838 500, E-mail : headoffice@dhanuka.com, Website : www.dhanuka.com

Registered Office : 82, Abhinash Mansion, Joshi Road, Karol Bagh, New Delhi-110005, Ph. : +91 011-23534551, 011-23534557

CIN: L24219DL1985PLC020126



Dhanuka Agritech Limited

AN ISO 9001 : 2015 COMPANY



Annexure-A

Dhanuka Agritech Limited

Voting Results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of declaration of results of Postal Ballot	Thursday, December 20, 2018
Total No. of Shareholders as on cut-off date (November 14, 2018)	25391
No. of shareholders present in the meeting either in person or through proxy: (a) Promoter and Promoter Group (b) Public:	Not Applicable
No. of shareholders present in the meeting either in person or through proxy: (a) Promoter and Promoter Group (b) Public:	Not Applicable



Corporate Office : 14th Floor, Building 5A, Cyber City, DLF Phase-III, Gurugram-122002, Haryana (India)
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CIN: L24219DL1985PLC020126

1. Approval for Buy-Back of Equity Shares of the Company...

Resolution required: (Ordinary/ Special)		Special									
Whether promoter/ promoter group are interested in the agenda/resolution?		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	36808743	36808717	100	36808717	0	100	-			
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.			
	Postal Ballot (if applicable)		0	-	0	0	-	0			
	Total	36808743	36808717	100	36808717	0	100	0			
Public-Institutions	E-Voting	4392051	4392051	100	4392051	0	100	-			
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.			
	Postal Ballot (if applicable)		0	-	0	0	-	0			
	Total	4392051	4392051	100	4392051	0	100	0			
Public-Non Institutions	E-Voting	2106	2106	100	2106	0	100	-			
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.			
	Postal Ballot (if applicable)		0	-	0	0	-	0			
	Total	2106	2106	100	2106	-	100	-			
Total		41202900	41202874	100	41202874	-	100	0			



2. Continuation of appointment of Mr. Ram Gopal Agarwal (DIN: 00627386) as Whole time Director (under Designation of Chairman) of the Company even after attaining age of 70 years and to consider and approve his remuneration in terms of SEBI Amended Listing Regulations.

Resolution required: (Ordinary/ Special)		Special						
Whether promoter/ promoter group are interested in								
Category	Mode of Voting	No. of shares held	No. of votes polled					
	(1)	(2)	(3)=[(2)/(1)]* 100					
	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares					
	(1)	(2)	(3)					
	No. of shares held	No. of Votes in favour	No. of Votes – against					
	(1)	(4)	(5)					
	No. of shares held	% of Votes in favour votes polled	% of Votes against on votes polled					
	(1)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100					
Promoter and Promoter Group	E-Voting Poll Postal Ballot (if applicable) Total	36808743	36808717	100	36808717	0	100	-
Public-Institutions	E-Voting Poll Postal Ballot (if applicable) Total	4390748	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public-Non Institutions	E-Voting Poll Postal Ballot (if applicable) Total	4390748	4390748	100	4378918	11830	99.73	0.27
Total		41201597	41201571	100	41189141	12430	99.97	0.03



3. Approval of remuneration to Mr. Mahendra Kumar Dhanuka (DIN: 00628039) as Whole time Director (under Designation of Managing Director) in terms of Regulation 17(6)(e) of SEBI Amended Listing Regulations for the remaining tenure of his appointment.

Resolution required: (Ordinary/ Special)		Special						
Whether promoter/ promoter group are interested in		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	36808743	36808717	100.00	36808717	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	36808743	36808717	100.00	36808717	0	100.00	0
Public-Institutions	E-Voting	4390748	4390748		4378918	11830	99.73	0.27
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		0	-	0	0	0	0
	Total	4390748	4390748	0.27	4378918	11830	99.73	0.27
Public-Non Institutions	E-Voting	2106	2106	100.00	1506	600	71.51	28.49
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		0	-	0	0	0	0
	Total	2106	2106	100.00	1506	600	71.51	28.49
Total		41201597	41201571		41189141	12430	99.97	0.03



4. Approval of remuneration to Mr. Rahul Dhanuka (DIN: 00150140) as Whole time Director in terms of Regulation 17(6)(e) of SEBI Amended Listing Regulations for the remaining tenure of his appointment

Resolution required: (Ordinary/ Special)														
Special														
Whether promoter/ promoter group are interested in														
Category	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	36808743	36808717	100.00	36808717	0	100.00	-							
		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.							
		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.							
Public-Instituti ons	36808743	36808717	100.00	36808717	0	100	0							
	4390748	4390748		4378918	11830	99.73	0.27							
		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.							
		0	0	0	0	0	0							
	4390748	4390748	0.27	4378918	11830	99.73	0.27							
Public-Non Instituti ons	2106	2106	100.00	1452	654	68.95	31.05							
		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.							
		0	0	0	0	0	0							
	2106	2106	100.00	1452	654	68.95	31.05							
		41201571		41189087	12484	99.97	0.03							
Total	41201597	41201571		41189087	12484	99.97	0.03							



5. Approval of remuneration to Mr. Mridul Dhanuka (DIN: 00199441) as Whole time Director in terms of Regulation 17(6)(c) of SEBI Amended Listing Regulations for the remaining tenure of his appointment.

Resolution required: (Ordinary/ Special)		Special					
Whether promoter/ promoter group are interested in No							
Category	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	36808743	36808717	100.00	36808717	0	100.00
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.
	Total	36808743	36808717	100.00	36808717	0	100.00
Public-Institutions	E-Voting	4390748	4390748	100.00	4378918	11830	99.73
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		0	0	0	0	0
	Total	4390748	4390748	0.27	4378918	11830	99.73
Public-Non Institutions	E-Voting	2106	2106	100.00	1452	654	68.95
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		0	0	0	0	0
	Total	2106	2106	100.00	1452	654	68.95
Total		41201597	41201571		41189087	12484	99.97
							31.05
							0.03



6. Approval of remuneration to Mr. Arun Kumar Dhanuka (DIN: 00627425) as Whole time Director in terms of Regulation 17(6)(c) of SEBI Amended Listing Regulations for the remaining tenure of his appointment:

Resolution required: (Ordinary/ Special)		Special						
Whether promoter/ promoter group are interested in		No						
Category	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	36808743	36808717	100.00	36808717	0	100.00	-	
		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
Public-Institutiions	36808743	36808717	100.00	36808717	0	100	0	
	4390748	4390748		4378918	11830	99.73	0.27	
		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
		0	0	0	0	0	0	
	4390748	4390748	0.26943	4378918	11830	99.73	0.27	
Public-Non Institutiions	2106	2106	100.00	1506	600	71.51	28.49	
		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
		0	0	0	0	0	0	
	2106	2106	100.00	1506	600.00	71.51	28.49	
	41201597	41201571		41189141	12430	99.97	0.03	



7. Continuation of Directorship of Mr. Priya Brat (DIN: 00041859) (Non-executive Director) for current term expiring on 19th May, 2019 and notwithstanding that he has attained the age of 75 Years.

Resolution required: (Ordinary/ Special)		Special						
Whether promoter/ promoter group are interested in								
Category	Mode of Voting	No. of shares held	No. of votes polled					
	(1)	(2)	(3)=[(2)/(1)]* 100					
			(4)					
			(5)					
			(6)=[(4)/(2)]* 100					
			(7)=[(5)/(2)]* 100					
Promoter and Promoter Group	E-Voting	36808743	36808717	100.00	36808717	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	36808743	36808717	100.00	36808717	0	100	0
Public-Institutions	E-Voting	4390748	4390748		1590542	2800206	36.22	63.78
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4390748	4390748	63.77515	1590542	2800206	36.22	63.78
Public-Non Institutions	E-Voting	2106	2006	95.25	914	1092	45.56	54.44
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2106	2006	95.25	914	1,092.00	45.56	54.44
Total		41201597	41201471		38400173	2801298	93.20	6.80



8. Continuation of Directorship of Mr. Om Prakash Khetan (DIN: 06883433) (Non-executive Director) for current tenure expiring on 19th May, 2019 notwithstanding that he has attained the age of 75 Years.

Resolution required: (Ordinary/ Special)		Special				
Whether promoter/ promoter group are interested in						
Category	Mode of Voting	No. of votes polled	No. of shares held			
	(1)	(2)	(3)=[(2)/(1)]* 100			
	No. of shares held	No. of votes in favour	No. of Votes – against			
	(1)	(4)	(5)			
		% of Votes Polled on outstanding shares	% of Votes in favour on votes polled			
		(3)=[(2)/(1)]* 100	(6)=[(4)/(2)]* 100			
		% of Votes against on votes polled	(7)=[(5)/(2)]* 100			
Promoter and Promoter Group	E-Voting	36808717	36808717	0	100.00	-
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	36808743	36808717	0	100.00	-
Public-Institutions	E-Voting	4390748	4390748	0	100.00	-
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	0	0	0	0	0
	Total	4390748	4390748	0	100.00	-
Public-Non Institutions	E-Voting	2106	968	1038	48.26	51.74
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	0	0	0	0	0
	Total	2106	968	1038	48.26	51.74
Total	41201597	41201471	41200433	1038	100.00	0



9. Continuation of Directorship of Mr. Indesh Narain (DIN: 00501297) (Non-executive Director) for Second term starting from 20th May, 2019 notwithstanding that he attaining age of 75 years during his Second term.

Resolution required: (Ordinary/ Special)		Special						
Whether promoter/ promoter group are interested in		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	36808743	36808717	100.00	36808717	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	36808743	36808717	100.00	36808717	0	100.00	-
Public-Instituions	E-Voting	4390748	4390748		1590542	2800206	36.22	63.78
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4390748	4390748	63.77515	1590542	2800206	36.22	63.78
Public-Non Institutions	E-Voting	2006	2006	100.00	968	1038	48.26	51.74
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2006	2006	100.00	968	1038	48.26	51.74
Total		41201497	41201471		38400227	2801244	93.20	6.80

Accordingly the above Resolutions at No -1 to 9 has been passed with the requisite majority as speical Resolution(s) by the members of the Company. A copy of Scrutinizer's Report is attached for your kind information and records. Please take the same on record and bring to the Notice of your constituents.

For DHANUKA AGRITECH LTD.

 Company Secretary
 20/12/2018
 20/12/2018



PRAGNYA PRADHAN & ASSOCIATES

PRACTICING COMPANY SECRETARIES

Deliver the best at the earliest

Report of Scrutinizer

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and the Companies (Management and Administration) Amendment Rules, 2015]

To,

The Chairman

DHANUKA AGRITECH LIMITED,

82, Abhinash Mansion,
1st Floor, Joshi Road,
Karol Bagh,
New Delhi-110005

Dear Sir,

This has reference to appointment of undersigned (i.e. Mrs. Pragnya Parimita Pradhan, Company Secretary in Whole- Time Practice, Proprietor of M/s Pragnya Pradhan & Associates, Company Secretaries, having office at WZ-189, Hari Bhawan, Khampur, Opp. West Patel Nagar, New Delhi - 110008) as Scrutinizer by the Company, in terms of Section 110 and all other applicable provisions of the Companies Act, 2013 read with the Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time for the purpose receiving and scrutinizing the postal ballot forms received from the Shareholders of the Company and also to scrutinize the remote e-voting process in a fair and transparent manner, in respect of Resolution(s) as set out in the item nos 1 to 9 of the Postal Ballot Notice dated November 14, 2018 dispatched by the Company to the Shareholders.

IN THIS CONNECTION, I HEREBY SUBMIT MY REPORT AS UNDER:

1. The dispatch of the Postal Ballot Notice and Postal Ballot Form along with postage prepaid self-addressed business reply envelope to the Shareholders of the Company whose name(s) appeared on the Register of Members/ List of Beneficial Owners as on November 14, 2018, was completed on November 22, 2018 as under:
 - a. In physical Mode, the Postal Ballot Notice and Postal Ballot Form along with postage prepaid self-addressed business reply envelope, through Courier or Registered Post to all Shareholders of the Company.
 - b. In electronic mode, to those shareholders whose e - mail IDs have been registered with the Company /Depositories, in addition to physical mode.



2. The Company has provided the e-voting facility to the Shareholders to exercise their votes electronically on said Resolution through the e-voting service facility arranged by Central Depository Services (India) Limited (CDSL).
3. The voting period for e-voting and Postal Ballot was commenced on Tuesday, November 20, 2018 (9.00 a.m. IST) and ended on Wednesday, December 19, 2018 (5.00 p.m. IST) and the CDSL e - voting platform was blocked thereafter. The last date for the receipt of Postal Ballot Forms by the Scrutinizer was Wednesday, December 19, 2018 (5.00 p.m. IST).
4. All the postal Ballot Forms including votes cast through e- voting received up to Wednesday, December 19, 2018 (5.00 p.m. IST), the last day and time fixed by the Company for the receipt of the Postal ballot forms/ e-voting, were scrutinized by me with respect to their validity and the votes cast through the same have been recorded.
5. No postal Ballot Form including votes cast through e - voting received after Wednesday, December 19, 2018 (5.00 p.m. IST), the last day and time fixed by the Company have been considered.
6. The postal ballot Register was prepared to record shareholder's Assent or Dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholder, number of shares held by them, nominal value of such shares, whether the shares have differential voting rights, if any.
7. A postal ballot form received from shareholder of the Company was considered invalid, if
 - i A form other than one issued by the Company has been used;
 - ii It has not been signed by or on behalf of the Member;
 - iii Signature on the postal ballot form doesn't match the specimen signatures with the Company;
 - iv It is not possible to determine without any doubt the assent or dissent of the Member;
 - v Neither assent nor dissent is mentioned;
 - vi Any incomplete, torn, incorrectly completed, mutilated, over-written form;
 - vii Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
 - viii The envelope containing the postal ballot form is received after the last date prescribed;
 - ix The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - x It is received from a Member who is in arrears of payment of calls;
 - xi It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
 - xii Member has made any amendment to the Resolution or imposed any condition while exercising his vote.



8. I further report that no Physical Postal Ballot Forms were received by me and the e-voting data were scrutinized by me for verification of votes cast in favor and against the Resolution(s).
9. The votes cast through e-voting were unblocked on December 19, 2018 around 17.05 hours IST in the presence of two witnesses, Ms Neeru, 1st Floor, Hari Bhawan, Khampur, New Delhi- 110008 and Ms. Sonam 2nd Floor, Hari Bhawan, Khampur, New Delhi- 110008, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Signature: Neeru
Name NEERU

Signature: Sonam
Name SONAM

10. The votes cast were also scrutinized for the purpose of eliminating duplicate voting i.e. one-voting and Postal Ballot Forms.

I have scrutinized and reviewed the Postal ballot and e-voting process in a fair and transparent manner. Please note that one equity share of the Company represent one vote. Members' voting right is in proportion to his share in paid up capital of the Company.

I now submit my Report as under on the result of the Postal ballot and e-voting in respect of the following Resolution(s):



SUMMARY OF VOTES CAST

Item No. -1- Special Resolution - Approval for Buyback of Equity Shares of the Company.

(i) Voted in favour of the Resolution:

Particulars	Number of Shareholders	Number of votes cast by them	% of total number of valid votes cast
Voted By Physical Postal Ballot Forms	0	0	0
Voted by E-voting	73	41202874	100
Total	73	41202874	100

(ii) Voted against the Resolution:

Particulars	Number of Shareholders	Number of votes cast by them	% of total number of valid votes cast
Voted By Physical Postal Ballot Forms	0	0	0
Voted by E-voting	0	0	0
Total	0	0	0

(iii) Invalid votes:

Mode of Voting	Total Number of Shareholders whose votes were declared 'Invalid'	Total number of votes casted by Shareholders whose votes were declared 'Invalid'
Voted through Postal Ballot	0	0
e-voting	0	0
Total	0	0



Item No. -2- Special Resolution - Continuation of appointment of Mr. Ram Gopal Agarwal (DIN: 00627386) as Whole time Director of the Company (under Designation of Chairman) even after attaining age of 70 years and to consider and approve his remuneration in terms of SEBI Amended Regulations.

(i) Voted in favour of the Resolution:

Particulars	Number of Shareholders	Number of votes cast by them	% of total number of valid votes cast
Voted By Physical Postal Ballot Forms	0	0	0
Voted by E-voting	68	41189141	99.97
Total	68	41189141	99.97

(ii) Voted against the Resolution:

Particulars	Number of Shareholders	Number of votes cast by them	% of total number of valid votes cast
Voted By Physical Postal Ballot Forms	0	0	0
Voted by E-voting	4	12430	0.03
Total	4	12430	0.03

(iii) Invalid votes:

Mode of Voting	Total Number of Shareholders whose votes were declared 'Invalid'	Total number of votes casted by Shareholders whose votes were declared 'Invalid'
Voted through Postal Ballot	0	0
e-voting	0	0
Total	0	0



Item No. -3- Special Resolution - Approval of remuneration to Mr. Mahendra Kumar Dhanuka (DIN: 00628039) as Whole time Director (under Designation of Managing Director) in terms of regulation 17(6)(e) of SEBI Amended Listing Regulations for the remaining tenure of his appointment.

(i) Voted in favour of the Resolution:

Particulars	Number of Shareholders	Number of votes cast by them	% of total number of valid votes cast
Voted By Physical Postal Ballot Forms	0	0	0
Voted by E-voting	68	41189141	99.97
Total	68	41189141	99.97

(ii) Voted against the Resolution:

Particulars	Number of Shareholders	Number of votes cast by them	% of total number of valid votes cast
Voted By Physical Postal Ballot Forms	0	0	0
Voted by E-voting	4	12430	0.03
Total	4	12430	0.03

(iii) Invalid votes:

Mode of Voting	Total Number of Shareholders whose votes were declared 'Invalid'	Total number of votes casted by Shareholders whose votes were declared 'Invalid'
Voted through Postal Ballot	0	0
e-voting	0	0
Total	0	0



Item No. -4- Special Resolution - Approval for payment of remuneration to Mr. Rahul Dhanuka (DIN: 0015801470) as Whole time Director in terms of regulation 17(6)(e) of SEBI Amended Listing Regulations for the remaining tenure of his appointment.

(i) Voted in favour of the Resolution:

Particulars	Number of Shareholders	Number of votes cast by them	% of total number of valid votes cast
Voted By Physical Postal Ballot Forms	0	0	0
Voted by E-voting	67	41189087	99.97
Total	67	41189087	99.97

(ii) Voted against the Resolution:

Particulars	Number of Shareholders	Number of votes cast by them	% of total number of valid votes cast
Voted By Physical Postal Ballot Forms	0	0	0
Voted by E-voting	5	12484	0.03
Total	5	12484	0.03

(iii) Invalid votes:

Mode of Voting	Total Number of Shareholders whose votes were declared 'Invalid'	Total number of votes casted by Shareholders whose votes were declared 'Invalid'
Voted through Postal Ballot	0	0
e-voting	0	0
Total	0	0



Item No. -5- Special Resolution - Approval for payment of remuneration to Mr. Mridul Dhanuka (DIN: 00199441) as Whole time Director in terms of regulation 17(6)(e) of SEBI Amended Listing Regulations for remaining tenure of his appointment.

(i) Voted in favour of the Resolution:

Particulars	Number of Shareholders	Number of votes cast by them	% of total number of valid votes cast
Voted By Physical Postal Ballot Forms	0	0	0
Voted by E-voting	67	41189087	99.97
Total	67	41189087	99.97

(ii) Voted against the Resolution:

Particulars	Number of Shareholders	Number of votes cast by them	% of total number of valid votes cast
Voted By Physical Postal Ballot Forms	0	0	0
Voted by E-voting	5	12484	0.03
Total	5	12484	0.03

(iii) Invalid votes:

Mode of Voting	Total Number of Shareholders whose votes were declared 'Invalid'	Total number of votes casted by Shareholders whose votes were declared 'Invalid'
Voted through Postal Ballot	0	0
e-voting	0	0
Total	0	0



Item No. -6- Special Resolution - Approval for payment of remuneration to Mr. Arun Kumar Dhanuka (DIN: 00627425) as Whole time Director in terms of regulation 17(6)(e) of SEBI Amended Regulations for the remaining tenure of his appointment.

(i) Voted in favour of the Resolution:

Particulars	Number of Shareholders	Number of votes cast by them	% of total number of valid votes cast
Voted By Physical Postal Ballot Forms	0	0	0
Voted by E-voting	68	41189141	99.97
Total	68	41189141	99.97

(ii) Voted against the Resolution:

Particulars	Number of Shareholders	Number of votes cast by them	% of total number of valid votes cast
Voted By Physical Postal Ballot Forms	0	0	0
Voted by E-voting	4	12430	0.03
Total	4	12430	0.03

(iii) Invalid votes:

Mode of Voting	Total Number of Shareholders whose votes were declared 'Invalid'	Total number of votes casted by Shareholders whose votes were declared 'Invalid'
Voted through Postal Ballot	0	0
e-voting	0	0
Total	0	0



Item No. -7- Special Resolution - Continuation of Directorship of Mr. Priya Brat (DIN: 00041859) (Non- executive Director) for balance period of his current tenure expiring on 19th May, 2019 and Second term starting from 20th May, 2019 notwithstanding that he has attained the age of 75 Years.

(i) Voted in favour of the Resolution:

Particulars	Number of Shareholders	Number of votes cast by them	% of total number of valid votes cast
Voted By Physical Postal Ballot Forms	0	0	0
Voted by E-voting	63	38400173	93.2
Total	63	38400173	93.2

(ii) Voted against the Resolution:

Particulars	Number of Shareholders	Number of votes cast by them	% of total number of valid votes cast
Voted By Physical Postal Ballot Forms	0	0	0
Voted by E-voting	8	2801298	6.8
Total	8	2801298	6.8

(iii) Invalid votes:

Mode of Voting	Total Number of Shareholders whose votes were declared 'Invalid'	Total number of votes casted by Shareholders whose votes were declared 'Invalid'
Voted through Postal Ballot	0	0
e-voting	0	0
Total	0	0



Item No. -8- Special Resolution - Continuation of Directorship of Mr. Om Prakash Khetan (DIN: 06883433) (Non executive Director) for balance period of his current tenure expiring on 19th May, 2019 and Second term starting from 20th May, 2019 notwithstanding that he has attained the age of 75 Years.

(i) Voted in favour of the **Resolution**:

Particulars	Number of Shareholders	Number of votes cast by them	% of total number of valid votes cast
Voted By Physical Postal Ballot Forms	0	0	0
Voted by E-voting	68	41200433	100
Total	68	41200433	100

(ii) Voted against the **Resolution**:

Particulars	Number of Shareholders	Number of votes cast by them	% of total number of valid votes cast
Voted By Physical Postal Ballot Forms	0	0	0
Voted by E-voting	3	1038	0
Total	3	1038	0

(iii) Invalid votes:

Mode of Voting	Total Number of Shareholders whose votes were declared 'Invalid'	Total number of votes casted by Shareholders whose votes were declared 'Invalid'
Voted through Postal Ballot	0	0
e-voting	0	0
Total	0	0



Item No. -9- Special Resolution - Continuation of Directorship of Mr. Indesh Narain (DIN: 00501297)(Non executive Director) for Second term starting from 20th May, 2019 notwithstanding that he has attained the age of 75 years.

(i) Voted in favour of the Resolution:

Particulars	Number of Shareholders	Number of votes cast by them	% of total number of valid votes cast
Voted By Physical Postal Ballot Forms	0	0	0
Voted by E-voting	64	38400227	93.2
Total	64	38400227	93.2

(ii) Voted against the Resolution:

Particulars	Number of Shareholders	Number of votes cast by them	% of total number of valid votes cast
Voted By Physical Postal Ballot Forms	0	0	0
Voted by E-voting	7	2801244	6.8
Total	7	2801244	6.8

(iii) Invalid votes:

Mode of Voting	Total Number of Shareholders whose votes were declared 'Invalid'	Total number of votes casted by Shareholders whose votes were declared 'Invalid'
Voted through Postal Ballot	0	0
e-voting	0	0
Total	0	0



11. Hence, the aforesaid Resolution(s) from item no 1 to item no 9 are said to have been passed as Special Resolution in accordance with the Companies Act, 2013 read with SEBI Listing Regulation as mentioned above, **where the votes cast by the shareholders in favor of the proposal are more than the number of votes cast by the shareholders against it.**
12. 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.
13. In terms of the requirements of the Companies Act, 2013, the Postal Ballot Forms and other related papers/ registers and records will be handed over to the Company for safe custody of the same after signing of the Minutes of the Postal Ballot process.
14. You may accordingly declare result of aforesaid voting, through Postal Ballot and e-voting, in respect of the Resolution(s) given in the Postal Ballot Notice dated November 14, 2018.

Thanking you,
Yours faithfully,

For **PRAGNYA PRADHAN & ASSOCIATES**
(Company Secretaries)

Pragnya Parimita Pradhan
(Pragnya Parimita Pradhan)

Proprietor

Encl. - As stated above



Date: 20.12.2018

Place: New Delhi