

D hanuk aAg nteh Limted



AN ISO 9001 2015 COMPANY

Online

Date: August 11, 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. 1<sup>st</sup> Floor New Trading, Rotunda Building, P J Towers, Dalal Street Fort, Mumbai- 400 001

Scrip Code: 507717

Ref: Symbol- DHANUKA

Sub: Scrutinizer's Report on Voting Results - Annual General Meeting held on 10<sup>th</sup> August, 2018

Dear Sir/Madam,

Pursuant to Rule 20 of Companies (Management & Administration) Rules, 2014, please find attached Scrutinizer's Report on voting results for resolution passed via Remote E-voting and poll at 33<sup>rd</sup> Annual General Meeting held on Friday, 10<sup>th</sup> August, 2018 at 10:30 A.M. at Mapple Emerald Hotel, Rajokri, National Highway-8, New Delhi-110 038.

Request you to kindly take the above on your records.

Thanking You, Yours faithfully,



Company Secretary FCS- 7210

Encl a/a

## **R & D** COMPANY SECRETARIES

Consolidated Scrutinizer Report for remote e-voting & Poll for the purpose of the 33<sup>rd</sup> 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 33<sup>rd</sup> Annual General Meeting of the Equity Shareholders of Dhanuka Agritech Limited held on Friday, the 10<sup>th</sup>day of August, 2018 at 10:30 A.M. at Mapple Emerald Hotel, National Highway - 8, Rajokri, New Delhi-110038

Dear Sir,

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

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

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

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



Particulars of resolution	Ordinary/ Special	Voting	No. of Shareh	Votes in favour	favour	Votes Against	gainst	Invalid Votes
	resolution		olders Voted	No. of Shares	% of total valid Votes	No. of Shares	% of total valid Votec	No. of Shares
Adoption of Audited Standalone	Ordin	E-voting	73	41392887	100	0	0	0
and Consolidated Balance Sheet	t Resolution	Poll	21	1044	100	0	0	NA*
or the Company as at 31% March, 2018 along with the Standalone and Consolidated Profit and Loss	- a v	Total	94	41393931	100	o	•	0
Account for the Financial Year ended on that date and the Cash	<u> </u>							
Flow Statement together with the Reports of the Auditors and Directors thereon	<u>م</u> بە							
Davment	of Ordinany	E-woting	72	2000000	ç	C		(
end on Equity Shar	Reso	Poll	21	1044	100			NA*
declared by the Board of Directors of the Comnany	·	Total	94	41393931	100	0	•	0
of Final Dividenc	Ordin	E-voting	73	41392887	100	0	0	0
the financial year ended 31 <sup>st</sup>	st Resolution	Poll	21	1044	100	0	0	NA*
March, 2018		Total	94	41393931	100	0	o	0
Re-appointment of director		E-voting	73	41389160	99.99	3727	0.01	0
retiring by rotation- Mr Mahendra	a   Resolution	Poll	21	1044	100	0	0	NA*
Kumar Dhanuka		Total	94	41390204	<b>66</b> '66	3727	0.01	0
Re-appointment of director		E-voting	73	41392487	66'66	400	0,01	0
by rotation- Mr Ashish	h Resolution	Poll	21	1044	100	0	0	NA*
		Total	94	41393531	66'66	400	0.01	0
t of M/s S	ordi	E-voting	73	41392887	100	0	0	0
& Co., Chartered	d Resolution	Poll	21	1044	100	0	0	NA*

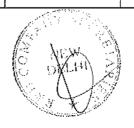
.7



0			0	0	NA*	0	0	NA*	o	0	NA*
0			5	0	0	0	0.01	0	0.01	0	0
0	00	> <b>c</b>	>	0	0	0	400	0	400	0	0
100	100	<b>100</b>	3	100	100	100	66'66	100	66'66	100	100
41393931	41392887	41393931		41392887	1044	41393931	41392487	1044	41393531	41392887	1044
0 4	73	94	ξ.	73	21	94	73	21	94	73	21
Total	E-voting Poll	Total		E-voting	Poll	Total	E-voting	Poll	Total	E-voting	Poll
	Ordinary Resolution			OrdInary	Resolution		Ordinary	Resolution		Special	Resolution
Accountants (Firm Registration No.000756N) as Statutory Auditors of the Company to fill casual vacancy caused by resignation of M/s Ambani & Associates LLP, Chartered Accountants	Appointment of M/s S.S.Kothari Mehta & Co., Chartered	(Firm R	<u><u> </u></u>	Ratification of remuneration of	5. Chander & Assoc	Cost Accountants (Firm Registration No.100105), Cost Auditors of the Company who are appointed for the Financial Year 2018- 2019	nent	Saxena as an Independent	Director of the Company for a consecutive period of 5 years w.e.f.22 <sup>nd</sup> May, 2018	Appointment of Mr Arun Kumar	Dhanuka as Whole Time Director
	~			∞		**************************************	σ			101	



Total     94     41393331     100     0       Special Resolution     F-voting     73     41138639     99.39     254248     0.6       Special Resolution     Fold     21     1044     100     0     0       Special Resolution     Fold     21     1044     100     0     0       Special Resolution     Fold     21     1044     100     0     0       Special Resolution     Fording     73     41139683     99.39     254248     0.6       Special Resolution     Total     94     41139683     99.39     254248     0.6       Special Resolution     Total     94     41139683     99.39     254248     0.6       Special Resolution     Total     94     41139683     99.39     254248     0.6       Resolution     Total     94     41139683     99.39     254248     0.6       Resolution     F-voting     73     41139583     99.39     254248     0.6       Resolution     <	:	0	0	"NA	D	C	NA*	0	0	NA*	o	0	NA*	0	0	
E Company for a period of 5 i from 1 <sup>st</sup> August, 2018 to July, 2023 (both days we) Total 94 41393931 100   July, 2023 (both days we) 100 1138639 99.39 254   July, 2023 (both days we) 100 73 41138639 99.39 254   Point on the Board of the bany for a Second Term of 5 E-voting 73 41139663 99.39 254   Point on the Board of the bany for a Second Term of 5 E-voting 73 41139663 99.39 254   Point on the Board of the bany for a Second Term of 5 E-voting 73 41139663 99.39 254   Pointment of Mr Vinod Jain for as a non-retiring of the Company for as a non-retiring Resolution Total 94 41139683 99.39 254   Pointment of Mr Indresh for the Company for as a non-retiring Resolution Total 94 41139683 99.39 254   Pointment of Mr Indresh for the Company for and Term of 5 consecutive Total 94 41139683 99.39 254   Pointment of Mr Acha and frem of 5 consecutive Total 94 41139683 99.39 254   Pointment of Mrs Asha and frem of 5 consecutive Total 73 41139683 99.39 254   Pointment of Mrs Asha and frem of 5 consecutive F-voting 73 <t< td=""><td></td><td>0</td><td>0.61</td><td>0</td><td>0.61</td><td>0.61</td><td>0</td><td>0.61</td><td>0.61</td><td>0</td><td>0.61</td><td>0.01</td><td>0</td><td>0.01</td><td>0.01</td><td></td></t<>		0	0.61	0	0.61	0.61	0	0.61	0.61	0	0.61	0.01	0	0.01	0.01	
a Company for a period of 5 i from 1st August, 2018 to July, 2023 (both days sive) Total 94 41393931   July, 2023 (both days sive) July, 2023 (both days July, 2023 (both days sive) 5 41393931   July, 2023 (both days sive) July, 2023 (both days July, 2023 (both days opointment of Mr Priya Brat Scutive years w.e.f.20th May, any for a Second Term of 5 scutive years w.e.f.20th May, any for a Second Term of 5 scutive years w.e.f.20th May, for on the Board of the bany for a Second Term of 5 scutive years w.e.f.20th May, for on the Board of the bany for a Second Term of 5 scutive years w.e.f.20th May, for a Second Term of 5 scutive years w.e.f.20th May, 2019 41139683 41336539   pointment of Mr Indresh for as a non-retiring for the Company for a d frem of 5 consecutive w.e.f.20th May, 2019 41139683 41392487   pointment of Mr Indresh for the Company for a d frem of 5 consecutive w.e.f.20th May, 2019 41392487   pointment of Mr Indresh for the Company for a d frem of 5 consecutive w.e.f.20th May, 2019 73 41392487   pointment of Mr Indresh for the Company for a d frem of 5 consecutive w.e.f.20th May, 2019 73 41392487		0	254248	0	254248	254248	0	254248	254248	0	254248	400	0	400	400	
E Company for a period of 5 i from 1 <sup>st</sup> August, 2018 to July, 2023 (both days sive)   Total   94   4139;     July, 2023 (both days sive)   July, 2023 (both days non-retring Independent for on the Board of the pointment of Mr Vinod Jain sective years w.e.f.20 <sup>th</sup> May, cutive years w.e.f.20 <sup>th</sup> May, pointment of Mr Vinod Jain tor on the Board of the pointment of Mr Vinod Jain sective years w.e.f.20 <sup>th</sup> May, cutive years w.e.f.20 <sup>th</sup> May, sective years w.e.f.20 <sup>th</sup> May, pointment of Mr Vinod Jain tor on the Board of the bany for a Second Term of 5 cutive years w.e.f.20 <sup>th</sup> May, secutive years w.e.f.20 <sup>th</sup> May, 2019   4113 secutive total     n as a non-retiring and Term of 5 consecutive w.e.f.20 <sup>th</sup> May, 2019   Resolution total   Poli   21     n as a non-retiring and Term of 5 consecutive w.e.f.20 <sup>th</sup> May, 2019   May 2019   23   4139     pointment of Mrs Asha and Term of 5 consecutive w.e.f.20 <sup>th</sup> May, 2019   Resolution total   Poli   21   21     and Term of 6 the Company for a and Term of 5 consecutive w.e.f.20 <sup>th</sup> May, 2019   Resolution total   Poli   21   21     and Term of 7 the Company for a and Term of 5 consecutive w.e.f.20 <sup>th</sup> May, 2019   Poli   21   21   21     and Term of 6 the Company for a tw.e.f.20 <sup>th</sup> May, 2019   Poli <t< td=""><td></td><td>100</td><td>99.39</td><td>100</td><td>66'30</td><td>99,39</td><td>100</td><td>99.39</td><td>99.39</td><td>100</td><td><b>95.</b>99</td><td><u>99.99</u></td><td>100</td><td>66'66</td><td>66'66</td><td></td></t<>		100	99.39	100	66'30	99,39	100	99.39	99.39	100	<b>95.</b> 99	<u>99.99</u>	100	66'66	66'66	
E Company for a period of 5   Total     i from 1 <sup>st</sup> August, 2018 to July, 2023 (both days sive)   Total     July, 2023 (both days sive)   July, 2023 (both days both days     pointment of Mr Priya Brat story   Special     pointment of Mr Priya Brat story   Special     pointment of Mr Vinod Jain scutive years w.e.f.20th May,   Special     pointment of Mr Vinod Jain scutive years w.e.f.20th May,   Special     pointment of Mr Vinod Jain scutive years w.e.f.20th May,   Special     pointment of Mr Vinod Jain non-retiring Independent Resolution   E-voting     pointment of Mr Indresh and for a second Term of 5   Special     pointment of Mr Indresh and ferm of 5   Special     pointment of Mr Indresh and Term of 5   Special     pointment of Mr Indresh and Term of 5   Special     pointment of Mrs Asha and Term of 5   Special     pointment of Mrs Om Special   F-voting		41393931	E C	1044	41139683	41138639	1044	41139683	41138639	1044	41139683	41392487	1044	41393531	41392487	××0+
e Company for a period of 5   i from 1 <sup>st</sup> August, 2018 to July, 2023 (both days     july, 2023 (both days   sive)     popintment of Mr Priya Brat Special   Evited     popintment of Mr Vinod Jain   Special     popintment of Mr Indresh   Special     n non-retiring Independent   Resolution     tor on the Board of the   Special     popintment of Mr Indresh   Special     n as a non-retiring Resolution   And Y     n of the Company for a   And Y     of the Company for a   And Y     and Term of 5 consecutive   Resolution     and Term of 5 consecutive   And Y     And Term of 5 consecutive		94	73	21	94	73	21	94	73	21	94	73	21	94	73	-
e Company for a period of 5 i from 1 <sup>st</sup> August, 2018 to July, 2023 (both days sive) to Mr Priya Brat pointment of Mr Priya Brat non-retiring Independent tor on the Board of the pany for a Second Term of 5 cutive years w.e.f.20 <sup>th</sup> May, pointment of Mr Vinod Jain non-retiring Independent tor on the Board of the pany for a Second Term of 5 cutive years w.e.f.20 <sup>th</sup> May, pointment of Mr Vinod Jain n non-retiring Independent tor on the Board of the pany for a Second Term of 5 cutive years w.e.f.20 <sup>th</sup> May, pointment of Mr Vinod Jain n as a non-retiring pointment of Mr Vinod Jain pointment of Mr Vinod Jain pointment of Mr Vinod Jain pointment of Mr Vinod Jain pointment of Mr Vinod Jain to the Company for a nd Term of 5 consecutive w.e.f.20 <sup>th</sup> May, 2019 pointment of Mrs Asha ra as a non-retiring pendent Director on the w.e.f.20 <sup>th</sup> May, 2019 w.e.f.20 <sup>th</sup> May, 2019 pointment of Mr Om		Total	E-voting	Poll	Total	E-voting	Poll	Total	E-voting	Poll	Total	E-voting	Poll	Total	E-voting	IFC
e Company for a period of 5 i from 1 <sup>st</sup> August, 2018 to July, 2023 (both days sive) to Mr Priya Brat popintment of Mr Priya Brat non-retiring Independent tor on the Board of the pany for a Second Term of 5 cutive years w.e.f.20 <sup>th</sup> May, pointment of Mr Vinod Jain non-retiring Independent tor on the Board of the pany for a Second Term of 5 cutive years w.e.f.20 <sup>th</sup> May, pointment of Mr Vinod Jain n non-retiring Independent tor on the Board of the pany for a Second Term of 5 cutive years w.e.f.20 <sup>th</sup> May, pointment of Mr Vinod Jain n as a non-retiring pendent Director on the d of the Company for a nd Term of 5 consecutive w.e.f.20 <sup>th</sup> May, 2019 pointment of Mrs Asha ra as a non-retiring pendent Director on the d of the Company for a nd Term of 5 consecutive w.e.f.20 <sup>th</sup> May, 2019 pointment of Mr An and Term of 5 consecutive w.e.f.20 <sup>th</sup> May, 2019			Special	Resolution		Special	Resolution		Special	Resolution		Special	Resolution		Special	Recolution
		of the Company for a period of 5 years from 1 <sup>st</sup> August, 2018 to 31 <sup>st</sup> July, 2023 (both days inclusive)	Re-appointment of Mr Priya Brat	Diroctor on the Board of the	Company for a Second Term of 5 consecutive years w.e.f.20 <sup>th</sup> May, 2019	de	as a non-retiring Independent	Director on the Board of the Company for a Second Term of 5 consecutive years w.e.f.20 <sup>th</sup> May, 2019	1		Independent Director on the Board of the Company for a Second Term of 5 consecutive years w.e.f.20 <sup>th</sup> May, 2019	of Mrs	Mundra as a non-retiring	Independent Director on the Board of the Company for a Second Term of 5 consecutive years w.e.f.20 <sup>th</sup> May, 2019		Prakash Khetan as a non-retiring



<b>0</b>	86.44 621558 13.56 368087175	NA'	86.44 621558 13.56 36808717	0	NA"	0
400 0.01	13.56	0	13.56	0.87	0	0.87
	621558	0	621558	99,13 358527 0.87	0	99.13 358527 0.87
66'66	86.44	100	86.44	99.13	100	66.I3
94 41393531	3962612	1044	3963656	73 41034360	1044	94 41035404
94	73	12	54	73	21	94
Total	E-voting	Poll	Total	E-voting	lied	Total
	Ordinary	Resolution		Special	Resolution	
Independent Director on the Board of the Company for a Second Term of 5 consecutive years w.e.f.20 <sup>th</sup> May, 2019	Approval of Related Party (	Transactions with M/s Dhanuka F	Marketing Company	Approval for granting of Loan u/s	185 to M/s Dhamuka Laboratories	Limited
	16			17		

"Invalid due to mentioning of wrong shareholding. One shareholder has casted his vote in both e-voting and by poll. \*Considered invalid due to voting by Related Party falling under the purview of the provisions of Section 188 of the Companies Act, 2013

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

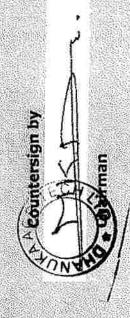
Thanking You,

Secretai Company For R&D

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

Date: 10<sup>th</sup> August, 2018

Place: Delhis



# R & D

## **COMPANY SECRETARIES**

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

To,

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

Re: 33<sup>rd</sup> Annual General Meeting of the Equity Shareholders of Dhanuka Agritech Limited held on Friday, the 10th day of August, 2018 at 10:30 A.M. at Mapple Emerald Hotel, National Highway - 8, Rajokri, New Delhi-110038

Sub: Passing of Resolution(s) through remote e-voting <u>pursuant</u> 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.



785, Pocket- E, Mayur Vihar - II, Delhi 1f0 091 INDIA • Phone/Fax: 011-2272 5301, 4301 2488, 4268 6943 E-mail : rndcompanyseCretaries@gmail.com Further to the above, I submit my report as under:

- a. remote e-voting period commences on **7<sup>th</sup>August**, **2018** (09:00 a.m. IST) and ends on **9<sup>th</sup>August**, **2018** (5:00 p.m. IST).
- b. shareholder of the Company were entitled to cast their votes electronically, who were holding shares of the Company as on the cutoff date – 3<sup>rd</sup> August, 2018.
- 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:



SI. No.	Particulars of resolution	Ordinary/ Special	No. of	Votes in favour	Ivour	Votes Against	ainst	Invalid Votes
		resolution	Shar ehol ders Vote d	No. of Shares	% of total valid Votes	No. of Shares	% of total valid Vote s	No. of Shares
	Adoption of Audited Standalone and Consolidated Balance Sheet of the Company as at 31 <sup>st</sup> March, 2018 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	73	41392887	100	0	0	0
2	Confirmation of payment of Interim Dividend on Equity Shares declared by the Board of Directors of the Company	Ordinary Resolution	73	41392887	100	0	0	0
m	Declaration of Final Dividend for the financial year ended 31st March, 2018	Ordinary Resolution	73	41392887	100	0	0	0
4	Re-appointment of director retiring by rotation- Mr Mahendra Kumar Dhanuka	Ordinary Resolution	73	41389160	66.66	3727	0.01	0s
ъ	Re-appointment of director retiring by rotation- Mr Ashish Saraf	Ordinary Resolution	73	41392487	66'66	400	0.01	0
9	Appointment of M/s S.S.Kotharl Mehta	Ordinary	73	41392887	100	0	0	0



	0	0	0	0
	0	0	0.01	0
	0	0	400	0
	100	100	66'66	100
	41392887	41392887	41392487	41392887
	73	73	73	73
Resolution	Ordinary Resolution	Ordinary Resolution	Ordinary Resolution	Spe <sub>c</sub> ial Resolution
& Co., Chartered Accountants (Firm Registration No.000756N) as Statutory Auditors of the Company to fill casual vacancy caused by resignation of M/s Ambani & Associates LLP, Chartered Accountants	Appointment of M/s S.S.Kothari Mehta & Co., Chartered Accountants (Firm Registration No.000756N) as Statutory Auditors of the Company to hold office for a period of 5 (five) years, from the conclusion of the 33 <sup>rd</sup> AGM, till the conclusion of the 38 <sup>th</sup> AGM of the Company and to decide their remuneration	Ratification of remuneration of M/s S. Chander & Associates, Cost Accountants (Firm Registration No.100105), Cost Auditors of the Company who are appointed for the Financial Year 2018- 2019	Appointment of Mr Sanjay Saxena as an Independent Director of the Company for a consecutive period of 5 years w.e.f.22 <sup>nd</sup> May, 2018	Appointment of Mr Arun Kumar Dhanuka as Whole Time Director of the Company for a period of 5 years
	2	8	ი	10

ſ



	0	0	0	0	0
	0.61	0.61	0.61	0.01	0.01
	254248	254248	254248	400	400
	99.39	99.39	99.39	66.66	66.66
	41138639	41138639	41138639	41392487	41392487
	73	73	73	73	73
	Special Resolution	Special Resolution	Special Resolution	Special Resolution	Special Resolution
from 1 <sup>st</sup> August, 2018 to 31 <sup>st</sup> July, 2023 (both days inclusive)	Re-appointment of Mr Priya Brat as a non-retiring Independent Director on the Board of the Company for a Second Term of 5 consecutive years w.e.f.20 <sup>th</sup> May, 2019	Re-appointment of Mr Vinod Jain as a non-retiring Independent Director on the Board of the Company for a Second Term of 5 consecutive years w.e.f.20 <sup>th</sup> May, 2019	Re-appointment of Mr Indresh Narain as a non-retiring Independent Director on the Board of the Company for a Second Term of 5 consecutive years w.e.f.20 <sup>th</sup> May, 2019	Re-appointment of Mrs Asha Mundra as a non-retiring Independent Director on the Board of the Company for a Second Term of 5 consecutive years w.e.f.20 <sup>th</sup> May, 2019	Re-appointment of Mr Om Prakash Khetan as a non-retiring Independent Director on the Board of the Company for a Second Term of 5 consecutive years w.e.f.20 <sup>th</sup> May, 2019
	11	12	13	14	15



₹`≥	Approval of Related Party Transactions Ordinary with M/s Dhanuka Marketing Company Resolutio	ansactions Ordinary Company Resolution	73	73 9208858 93.68 621558 6.32 31562471 <sup>4</sup>	93.68	621558	6.32	31562471\$
7 Aı to	17 Approval for granting of Loan u/s 185 Special to M/s Dhanuka Laboratories Limited Resolution	Special Resolution	73	73 41034360		99.13 358527 0.87	0.87	0

Companies Act, 2013.

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:

N

1. Jun Jun H

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

Signature V Name: Kehsav Kumar Sharma -II Address: 5/24, Near Balaji Mandir, Brahmpuri, Muradnagar, Ghaziabad, Uttar Pradesh

> Date: 10<sup>th</sup> August, 2018 Place: Delhi

## R & D

## COMPANY SECRETARIES FORM No. MGT-13

#### Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013and 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: 33<sup>rd</sup> Annual General Meeting of the Equity Shareholders of Dhanuka Agritech Limited held on Friday, the 10<sup>th</sup> day of August, 2018 at 10:30 A.M. at Mapple Emerald Hotel, National Highway - 8, Rajokri, New Delhi-110038

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 33<sup>rd</sup> Annual General Meeting of the Equity Shareholders of Dhanuka Agritech Limited held on 10<sup>th</sup>August, 2018, 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 10 (ten) invalid votes casted by the shareholder(s).
- 4. The result of the Poll is as under



Adoption of Audited Standalone and Consolidated Balance Sheet of the Company as at 31st March, 2018 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	11	1044	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid		of votes cast by hem
(iii) Invalid votes	10		NA*



Confirmation of payment of Interim Dividend on Equity Shares declared by the Board of Directors of the Company

	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	11	1044	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid		of votes cast by hem
(iii) Invalid votes	10		NA <sup>*</sup>



Declaration of Final Dividend for the financial year ended 31st March, 2018

	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	11	1044	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid		of votes cast by hem
(iii) Invalid votes	10		NA*



**Re-appointment of director retiring by rotation- Mr Mahendra 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	11	1044	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid		of votes cast by hem
(iii) Invalid votes	10		NA*



## Re-appointment of director retiring by rotation- Mr Ashish Saraf

	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	11	1044	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid		of votes cast by hem
(iii) Invalid votes	10		NA*



Appointment of M/s S.S.Kothari Mehta & Co., Chartered Accountants (Firm Registration No.000756N) as Statutory Auditors of the Company to fill casual vacancy caused by resignation of M/s Ambani & Associates LLP, Chartered Accountants

	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	11	1044	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid		of votes cast by hem
(iii) Invalid votes	10		NA*



Appointment of M/s S.S.Kothari Mehta & Co., Chartered Accountants (Firm Registration No.000756N) as Statutory Auditors of the Company to hold office for a period of 5 (five) years, from the conclusion of the 33rd AGM, till the conclusion of the 38th AGM of the Company and to decide their remuneration

	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	11	1044	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid		of votes cast by hem
(iii) Invalid votes	10		NA*



Ratification of remuneration of M/s S. Chander & Associates, Cost Accountants (Firm Registration No.100105), Cost Auditors of the Company who are appointed for the Financial Year 2018- 2019

	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	11	1044	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid		of votes cast by hem
(iii) Invalid votes	10		NA*



Appointment of Mr Sanjay Saxena as an Independent Director of the Company for a consecutive period of 5 years w.e.f.22nd May, 2018

	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	11	1044	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid		of votes cast by hem
(iii) Invalid votes	10	NA*	



Appointment of Mr Arun Kumar Dhanuka as Whole Time Director of the Company for a period of 5 years from 1st August, 2018 to 31st July, 2023 (both days inclusive)

	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	11	1044	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid		of votes cast by hem
(iii) Invalid votes	10		NA*



Re-appointment of Mr Priya Brat as a non-retiring Independent Director on the Board of the Company for a Second Term of 5 consecutive years w.e.f.20th May, 2019

	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	11	1044	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid		of votes cast by hem
(iii) Invalid votes	10		NA*



Re-appointment of Mr Vinod Jain as a non-retiring Independent Director on the Board of the Company for a Second Term of 5 consecutive years w.e.f.20th May, 2019

	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	11	1044	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid		r of votes cast by hem
(iii) Invalid votes	10		NA*



Re-appointment of Mr Indresh Narain as a non-retiring Independent Director on the Board of the Company for a Second Term of 5 consecutive years w.e.f.20th May, 2019

	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	11	1044	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid		of votes cast by hem
(iii) Invalid votes	10		NA*

Re-appointment of Mrs Asha Mundra as a non-retiring Independent Director on the Board of the Company for a Second Term of 5 consecutive years w.e.f. $20^{th}$  May, 2019

	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	11	1044	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid		of votes cast by hem
(iii) Invalid votes	10		NA*



Re-appointment of Mr Om Prakash Khetan as a non-retiring Independent Director on the Board of the Company for a Second Term of 5 consecutive years w.e.f.20<sup>th</sup> May, 2019

	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	11	1044	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid		of votes cast by hem
(iii) Invalid votes	10		NA*



Approval of Related Party Transactions with M/s Dhanuka Marketing Company

	Number of Members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	11	1044	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid		of votes cast by hem
(iii) Invalid votes	10		NA*

Approval for granting of Loan u/s 185 to M/s Dhanuka Laboratories Limited

	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	11	1044	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them	
(iii) Invalid votes	10	NA*	



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 Nath Partner FCS No.:7775; CP No.: 8612

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

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

NEW

2.

Signature Name: Kehsav Kumar Sharma Address: 5/24, Near Balaji Mandir, Brahmpuri, Muradnagar, Ghaziabad, Uttar Pradesh

Date: 10<sup>th</sup> August, 2018 Place: Delhi