



AN ISO 9001 : 2015 COMPANY

# Dhanuka Agritech Limited



Online

Date: 10.08.2018

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

Ref: Symbol- DHANUKA

Scrip Code: 507717

Sub: Proceedings of the Annual General Meeting held on 10<sup>th</sup> August, 2018

Dear Sir,

Please find enclosed proceedings of the 33<sup>rd</sup> Annual General Meeting of the Company held on 10<sup>th</sup> August, 2018, as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to take the above on record.

Thanking you,

Yours faithfully,

For DHANUKA AGRITECH LIMITED

  
Jyoti Verma  
Company Secretary  
FCS-7210

Encl.: a/a

**PROCEEDINGS OF THE 33<sup>RD</sup> ANNUAL GENERAL MEETING OF THE COMPANY UNDER REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Meeting Day, Date and Time	Friday, 10 <sup>th</sup> August, 2018 at 10.30 a.m.
Venue:	Mapple Emerald Hotel, Rajokri, National Highway-8, New Delhi-110 038
Chairman:	Since, Mr. Ram Gopal Agarwal, Chairman of the Board could not attend the Annual General Meeting. Mr. Mahendra Kumar Dhanuka, Managing Director, took the Chair at the request of all the Director present in terms of Article 37 of the Articles of Association of the Company.
Members attending the Meeting:	93 Members were present in person and 3 by proxy.
Quorum:	The requisite quorum as required under Section 103 of the Companies Act, 2013 was present.

1. After declaring the quorum to be present, the Chairman called the Meeting to order. He introduced the Directors seated on the dais. With the consent of the Shareholders, the Notice convening the Meeting, the Board's Report, Financial Statements and the Auditors' Report for the year ended 31<sup>st</sup> March, 2018 were taken as read.
2. The Chairman made his speech about the Operations of the Company, the Initiatives taken by the Company for CSR and also about the initiatives taken by the Company to spread awareness among Farmers for Advance Methods of Agriculture. He then asked the Company Secretary to proceed with the Agenda items.
3. The Company Secretary then informed the Shareholders that in compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of The Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided to the Members the facility to exercise their right to vote at the 33<sup>rd</sup> Annual General Meeting by electronic means. The Company Secretary further informed the Shareholders that, pursuant to Section 107 of the Act, there would be no voting on the resolutions by show of hands. However, for the benefit of Shareholders who were present at the meeting and who had not cast their votes through remote e-voting, a poll was being conducted at the end of the meeting. The Shareholders were informed that Shareholders who had already cast their vote through remote e-voting should not cast their vote on the poll, since such vote would be considered as invalid.



The Shareholders were also informed that the Board of Directors had appointed M/s. R & D Company Secretaries, as Scrutinizer for scrutinizing the remote e-voting process and poll process at the Annual General Meeting, in a fair and transparent manner. Empty Ballot Box was then shown to the shareholders and was subsequently locked by the Scrutinizer.

4. The Company Secretary then invited the Shareholders to ask questions, make comments and give their views, if any. The Shareholders were given an opportunity to speak in the order in which they had given their names. After giving sufficient time to all Shareholders who wished to speak, the Chairman gave his response to the issues raised by the Shareholders.
5. The Company Secretary ask the Shareholders to put the Ballot Paper in Ballot Box. She announced that the combined results on the remote e-voting and poll process would be announced in 48 hours of the Annual General Meeting.

**Business transacted at the 33<sup>rd</sup> Annual General Meeting:**

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2018 together with the Reports of the Auditors and Directors thereon.
2. To confirm the payment of Interim Dividend on Equity Shares declared by the Board of Directors of the Company.
3. To Declare Final dividend for the Financial Year ended 31<sup>st</sup> March, 2018.
4. To appoint a Director in place of Mr. Mahendra Kumar Dhanuka (DIN: 00628039), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Ashish Saraf (DIN: 07767324), who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS**

6. To consider 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.
7. To consider 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 fix their remuneration.
8. To consider and ratify remuneration of M/s S. Chander and Associates, Cost Accountants (Firm Registration No. 100105), as Cost Auditors of the Company for the Financial Year 2018-19.



9. To consider appointment of Mr. Sanjay Saxena (DIN: 01257965), as an Independent Director of the Company for a period of 5 (Five) consecutive years with effect from 22nd May, 2018.
10. To re-appoint of Mr. Arun Kumar Dhanuka (DIN: 00627425) as Whole time Director of the Company, for a period of 5 (Five) years from 1<sup>st</sup> August, 2018 to 31<sup>st</sup> July, 2023 (both days inclusive).
11. To consider re-appointment of Mr. Priya Brat (DIN: 00041859) as an Independent Director for a Second Term of 5 (Five) consecutive years w.e.f. 20<sup>th</sup> May, 2019.
12. To consider re-appointment of Mr. Vinod Kumar Jain (DIN: 01185937), as an Independent Director for Second Term of 5 (Five) consecutive years w.e.f. 20<sup>th</sup> May, 2019.
13. To consider re-appointment of Mr. Indresh Narain (DIN: 00501297), as an Independent Director for Second Term of 5 (Five) consecutive years w.e.f. 20<sup>th</sup> May, 2019.
14. To consider re-appointment of Mrs. Asha Mundra (DIN: 00394215), as an Independent Director on the Board of the Company for Second Term of 5 (Five) consecutive years w.e.f. 20<sup>th</sup> May, 2019.
15. To consider re-appointment of Mr. Om Prakash Khetan (DIN: 06883433), as an Independent Director for Second Term of 5 (Five) consecutive years w.e.f. 20<sup>th</sup> May, 2019.
16. To consider and approve Related Party Transactions with M/s. Dhanuka Marketing Company
17. To consider and approve granting of Loan u/s 185 to M/s. Dhanuka Laboratories Limited.

The Company Secretary announced that Results shall be displayed on the website of the Company and shall also to be sent to the Stock Exchanges.

The Company Secretary requested all the members to place vote of thanks in favour of Chairman of the Meeting. The members placed their vote of thanks to the Chairman.

The Chairman then declared the Meeting as concluded.

The above is for your information and record please.

Thanking you,

For Dhanuka Agritech Limited

  
Jyoti Verma  
Company Secretary  
FCS- 7210



Date: 10.08.2018  
Place: Gurugram