



AN ISO 9001 : 2015 COMPANY

# Dhanuka Agritech Limited



Online

Date: August 13, 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: Voting Results & Combined Scrutinizer's Report – Annual General Meeting held on 10<sup>th</sup> August, 2018

Dear Sir/Madam,

Pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015, please find enclosed Report on voting results as well as combined Scrutinizer's Report 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,

For Dhanuka Agritech Limited

Jyoti Verma  
Company Secretary  
FCS- 7210

Encl: a/a

Corporate Office : 14<sup>th</sup> 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

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements for the Financial Year ended 31 March, 2018 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 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                                  | 0                                  |
| Public-Institutions         | E-Voting                      | 4581575            | 4581575             | 100.00                                  | 4581575                  | 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                         | 4581575            | 4581575             | 100.00                                  | 4581575                  | 0                      | 100                                  | 0                                  |
| Public-Non Institutions     | E-Voting                      | 3639               | 2595                | 71.31                                   | 2595                     | 0                      | 100                                  | 0                                  |
|                             | Poll                          |                    | 1044                | 28.69                                   | 1044                     | 0                      | 100.00                               | 0.00                               |
|                             | Postal Ballot (if applicable) |                    | N.A.                | N.A.                                    | N.A.                     | N.A.                   | N.A.                                 | N.A.                               |
|                             | Total                         | 3639               | 3639                | 100.00                                  | 3639                     | 0                      | 100                                  | 0                                  |
| Total                       |                               | 41393957           | 41393931            | 100.00                                  | 41393931                 | 0                      | 100.00                               | 0.00                               |



2. To confirm the payment of Interim Dividend on Equity Shares declared by the Board of Directors of the Company

Resolution required: (Ordinary/ Special)

ordinary

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                                  | 0                                  |
| Public-Institutions         | E-Voting                      | 4581575            | 4581575             | 100.00                                  | 4581575                  | 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                         | 4581575            | 4581575             | 100.00                                  | 4581575                  | 0                      | 100                                  | 0                                  |
| Public-Non Institutions     | E-Voting                      | 3639               | 2595                | 71.31                                   | 2595                     | 0                      | 100                                  | 0                                  |
|                             | Poll                          |                    | 1044                | 28.69                                   | 1044                     | 0                      | 100.00                               | 0.00                               |
|                             | Postal Ballot (if applicable) |                    | N.A.                | N.A.                                    | N.A.                     | N.A.                   | N.A.                                 | N.A.                               |
|                             | Total                         | 3639               | 3639                | 100.00                                  | 3639                     | 0                      | 100                                  | 0                                  |
| Total                       |                               | 41393957           | 41393931            | 100.00                                  | 41393931                 | 0                      | 100.00                               | 0.00                               |



3. To Declare Final dividend for the Financial Year ended 31st March, 2018

Resolution required: (Ordinary/ Special)

ordinary

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                                  | 0                                  |
| Public-Institutions         | E-Voting                      | 4581575            | 4581575             | 100.00                                  | 4581575                | 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                         | 4581575            | 4581575             | 100.00                                  | 4581575                | 0                    | 100                                  | 0                                  |
| Public-Non Institutions     | E-Voting                      | 3639               | 2595                | 71.31                                   | 2595                   | 0                    | 100                                  | 0                                  |
|                             | Poll                          |                    | 1044                | 28.69                                   | 1044                   | 0                    | 100.00                               | 0.00                               |
|                             | Postal Ballot (if applicable) |                    | N.A.                | N.A.                                    | N.A.                   | N.A.                 | N.A.                                 | N.A.                               |
|                             | Total                         | 3639               | 3639                | 100.00                                  | 3639                   | 0                    | 100                                  | 0                                  |
| Total                       |                               | 41393957           | 41393931            | 100.00                                  | 41393931               | 0                    | 100.00                               | 0.00                               |



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

Resolution required: (Ordinary/ Special)

ordinary

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                                  | 0                                  |
| Public-Institutions         | E-Voting                      | 4581575            | 4581575             | 100.00                                  | 4577848                | 3727                 | 99.92                                | 0.08                               |
|                             | 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                         | 4581575            | 4581575             | 100.00                                  | 4577848                | 3727                 | 99.92                                | 0.08                               |
| Public-Non Institutions     | E-Voting                      | 3639               | 2595                | 71.31                                   | 2595                   | 0                    | 100                                  | 0                                  |
|                             | Poll                          |                    | 1044                | 28.69                                   | 1044                   | 0                    | 100.00                               | 0.00                               |
|                             | Postal Ballot (if applicable) |                    | N.A.                | N.A.                                    | N.A.                   | N.A.                 | N.A.                                 | N.A.                               |
|                             | Total                         | 3639               | 3639                | 100.00                                  | 3639                   | 0                    | 100                                  | 0                                  |
| Total                       |                               | 41393957           | 41393931            | 100.00                                  | 41390204               | 3727                 | 99.99                                | 0.01                               |



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

| Resolution required: (Ordinary/ Special)           |                               | ordinary           |                     |                                         |                          |                        |                                      |                                    |
|----------------------------------------------------|-------------------------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| 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-Institutions                                | E-Voting                      | 4581575            | 4581575             | 100.00                                  | 4581575                  | 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                         | 4581575            | 4581575             | 100.00                                  | 4581575                  | 0                      | -                                    | -                                  |
| Public-Non Institutions                            | E-Voting                      | 3639               | 2595                | 71.31                                   | 2195                     | 400                    | 84.59                                | 15.41                              |
|                                                    | Poll                          |                    | 1044                | 28.69                                   | 1044                     | 0                      | 100.00                               | 0.00                               |
|                                                    | Postal Ballot (if applicable) |                    | N.A.                | N.A.                                    | N.A.                     | N.A.                   | N.A.                                 | N.A.                               |
|                                                    | Total                         | 3639               | 3639                | 100.00                                  | 3239                     | 400                    | 89.01                                | 10.99                              |
| Total                                              |                               | 41393957           | 41393931            | 100.00                                  | 41393531                 | 400                    | 99.999                               | 0.001                              |



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

| Resolution required: (Ordinary/ Special)           |                               |                    | ordinary            |                                         |                          |                        |                                      |                                    |
|----------------------------------------------------|-------------------------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| 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                                  | 0                                  |
| Public-Institutions                                | E-Voting                      | 4581575            | 4581575             | 100.00                                  | 4581575                  | 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                         | 4581575            | 4581575             | 100.00                                  | 4581575                  | 0                      | 100                                  | 0                                  |
| Public-Non Institutions                            | E-Voting                      | 3639               | 2595                | 71.31                                   | 2595                     | 0                      | 100                                  | 0                                  |
|                                                    | Poll                          |                    | 1044                | 28.69                                   | 1044                     | 0                      | 100.00                               | 0.00                               |
|                                                    | Postal Ballot (if applicable) |                    | N.A.                | N.A.                                    | N.A.                     | N.A.                   | N.A.                                 | N.A.                               |
|                                                    | Total                         | 3639               | 3639                | 100.00                                  | 3639                     | 0                      | 100                                  | 0                                  |
| Total                                              |                               | 41393957           | 41393931            | 100.00                                  | 41393931                 | 0                      | 100.00                               | 0.00                               |



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 decide their remuneration

Resolution required: (Ordinary/ Special)

ordinary

Whether promoter/ promoter group are interested in

No

| Category                    | Mode of Voting                | No. of shares held | No. of votes polled | % of Votes Polled | 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                                  | 0                                  |
| Public-Instituions          | E-Voting                      | 4581575            | 4581575             | 100.00            | 4581575                | 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                         | 4581575            | 4581575             | 100.00            | 4581575                | 0                    | 100                                  | 0                                  |
| Public-Non Institutional s  | E-Voting                      | 3639               | 2595                | 71.31             | 2595                   | 0                    | 100                                  | 0                                  |
|                             | Poll                          |                    | 1044                | 28.69             | 1044                   | 0                    | 100.00                               | 0.00                               |
|                             | Postal Ballot (if applicable) |                    | N.A.                | N.A.              | N.A.                   | N.A.                 | N.A.                                 | N.A.                               |
|                             | Total                         | 3639               | 3639                | 100.00            | 3639                   | 0                    | 100.00                               | 0.00                               |
| Total                       |                               | 41393957           | 41393931            | 100.00            | 41393931               | 0                    | 100.00                               | 0.00                               |





8. To consider and ratify remuneration and appointment 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

| Resolution required: (Ordinary/ Special)           |                               | ordinary           |                     |                   |                          |                        |                                      |                                    |
|----------------------------------------------------|-------------------------------|--------------------|---------------------|-------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in |                               | No                 |                     |                   |                          |                        |                                      |                                    |
| Category                                           | Mode of Voting                | No. of shares held | No. of votes polled | % of Votes Polled | 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-Institutions                                | E-Voting                      | 4581575            | 4581575             | 100.00            | 4581575                  | 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                         | 4581575            | 4581575             | 100.00            | 4581575                  | 0                      | 100.00                               | -                                  |
| Public-Non Institutions                            | E-Voting                      | 3639               | 2595                | 71.31             | 2595                     | 0                      | 100                                  | 0                                  |
|                                                    | Poll                          |                    | 1044                | 28.69             | 1044                     | 0                      | 100.00                               | 0.00                               |
|                                                    | Postal Ballot (if applicable) |                    | N.A.                | N.A.              | N.A.                     | N.A.                   | N.A.                                 | N.A.                               |
|                                                    | Total                         | 3639               | 3639                | 100.00            | 3639                     | 0                      | 100.00                               | -                                  |
| Total                                              |                               | 41393957           | 41393931            | 100.00            | 41393931                 | 0                      | 100.00                               | -                                  |



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

| Resolution required: (Ordinary/ Special)           |                               | ordinary           |                     |                                         |                          |                        |                                      |                                    |
|----------------------------------------------------|-------------------------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| 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                      | 4581575            | 4581575             | 100.00                                  | 4581575                  | 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                         | 4581575            | 4581575             | 100.00                                  | 4581575                  | 0                      | -                                    | -                                  |
| Public-Non Institutional Investors                 | E-Voting                      | 3639               | 2595                | 71.31                                   | 2195                     | 400                    | 84.59                                | 15.41                              |
|                                                    | Poll                          |                    | 1044                | 28.69                                   | 1044                     | 0                      | 100.00                               | 0.00                               |
|                                                    | Postal Ballot (if applicable) |                    | N.A.                | N.A.                                    | N.A.                     | N.A.                   | N.A.                                 | N.A.                               |
|                                                    | Total                         | 3639               | 3639                | 100.00                                  | 3239                     | 400                    | 89.01                                | 10.99                              |
| Total                                              |                               | 41393957           | 41393931            | 100.00                                  | 41393531                 | 400                    | 99.999                               | 0.001                              |



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 1st August, 2018 to 31st July, 2023 (both days inclusive)

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 |
|-----------------------------|-------------------------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| 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-Institutions         | E-Voting                      | 4581575            | 4581575             | 100.00                                  | 4581575                  | 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                         | 4581575            | 4581575             | 100.00                                  | 4581575                  | 0                      | 100.00                               | -                                  |
| Public-Non Institutions     | E-Voting                      | 3639               | 2595                | 71.31                                   | 2595                     | 0                      | 100                                  | 0                                  |
|                             | Poll                          |                    | 1044                | 28.69                                   | 1044                     | 0                      | 100.00                               | 0.00                               |
|                             | Postal Ballot (if applicable) |                    | N.A.                | N.A.                                    | N.A.                     | N.A.                   | N.A.                                 | N.A.                               |
|                             | Total                         | 3639               | 3639                | 100.00                                  | 3639                     | 0                      | 100.00                               | -                                  |
| Total                       |                               | 41393957           | 41393931            | 100.00                                  | 41393931                 | 0                      | 100.00                               | -                                  |



11. To consider re-appointment of Mr. Priya Brat (DIN: 00041859) as a non-retiring Independent Director on the Board of the Company for a Second Term of 5 (Five) consecutive years w.e.f. 20th May, 2019

Resolution required: (Ordinary/ Special)

Whether promoter/ promoter group are interested in

Special  
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 |
|-----------------------------|-------------------------------|--------------------|---------------------|-----------------------------------------|------------------------|----------------------|--------------------------------------|------------------------------------|
| 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-Institutions         | E-Voting                      | 4581575            | 4581575             | 100.00                                  | 4327727                | 253848               | 94.46                                | 5.54                               |
|                             | 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                         | 4581575            | 4581575             | 100.00                                  | 4327727                | 253848               | 94.46                                | 5.54                               |
| Public-Non Institutions     | E-Voting                      | 3639               | 2595                | 71.31                                   | 2195                   | 400                  | 84.59                                | 15.41                              |
|                             | Poll                          |                    | 1044                | 28.69                                   | 1044                   | 0                    | 100.00                               | 0.00                               |
|                             | Postal Ballot (if applicable) |                    | N.A.                | N.A.                                    | N.A.                   | N.A.                 | N.A.                                 | N.A.                               |
|                             | Total                         | 3639               | 3639                | 100.00                                  | 3239                   | 400                  | 89.01                                | 10.99                              |
| Total                       |                               | 41393957           | 41393931            | 100.00                                  | 41139683               | 254248               | 99.39                                | 0.61                               |



12. To consider re-appointment Mr. Vinod Jain (DIN: 01185937), as a non-retiring Independent Director on the Board of the Company for Second Term of 5 (Five) consecutive years w.e.f. 20th May, 2019

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 | No. of Votes in favour | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|-----------------------------|-------------------------------|--------------------|---------------------|-------------------|------------------------|----------------------|--------------------------------------|------------------------------------|
| 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-Institutions         | E-Voting                      | 4581575            | 4581575             | 100.00            | 4327727                | 253848               | 94.46                                | 5.54                               |
|                             | 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                         | 4581575            | 4581575             | 100.00            | 4327727                | 253848               | 94.46                                | 5.54                               |
| Public-Non Institutions     | E-Voting                      | 3639               | 2595                | 71.31             | 2195                   | 400                  | 84.59                                | 15.41                              |
|                             | Poll                          |                    | 1044                | 28.69             | 1044                   | 0                    | 100.00                               | 0.00                               |
|                             | Postal Ballot (if applicable) |                    | N.A.                | N.A.              | N.A.                   | N.A.                 | N.A.                                 | N.A.                               |
|                             | Total                         | 3639               | 3639                | 100.00            | 3239                   | 400                  | 89.01                                | 10.99                              |
| Total                       |                               | 41393957           | 41393931            | 100.00            | 41139683               | 254248               | 99.39                                | 0.61                               |



13. To consider re-appointment Mr. Indresh Narain (DIN: 00501297), as a non-retiring Independent Director on the Board of the Company for Second Term of 5 (Five) consecutive years w.e.f. 20th May, 2019

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 | No. of Votes in favour | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|-----------------------------|-------------------------------|--------------------|---------------------|-------------------|------------------------|----------------------|--------------------------------------|------------------------------------|
| 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-Institutions         | E-Voting                      | 4581575            | 4581575             | 100.00            | 4327727                | 253848               | 94.46                                | 5.54                               |
|                             | 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                         | 4581575            | 4581575             | 100.00            | 4327727                | 253848               | 94.46                                | 5.54                               |
| Public-Non Institutions     | E-Voting                      | 3639               | 2595                | 71.31             | 2195                   | 400                  | 84.59                                | 15.41                              |
|                             | Poll                          |                    | 1044                | 28.69             | 1044                   | 0                    | 100.00                               | 0.00                               |
|                             | Postal Ballot (if applicable) |                    | N.A.                | N.A.              | N.A.                   | N.A.                 | N.A.                                 | N.A.                               |
|                             | Total                         | 3639               | 3639                | 100.00            | 3239                   | 400                  | 89.01                                | 10.99                              |
| Total                       |                               | 41393957           | 41393931            | 100.00            | 41139683               | 254248               | 99.39                                | 0.61                               |



14. To consider re-appointment Mrs. Asha Munda (DIN: 00394215), as a non-retiring Independent Director on the Board of the Company for Second Term of 5 (Five) consecutive years w.e.f. 20th May, 2019

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 |
|-----------------------------|-------------------------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| 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-Institutions         | E-Voting                      | 4581575            | 4581575             | 100.00                                  | 4581575                  | 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                         | 4581575            | 4581575             | 100.00                                  | 4581575                  | 0                      | -                                    | -                                  |
| Public-Non Institutions     | E-Voting                      | 3639               | 2595                | 71.31                                   | 2195                     | 400                    | 84.59                                | 15.41                              |
|                             | Poll                          |                    | 1044                | 28.69                                   | 1044                     | 0                      | 100.00                               | 0.00                               |
|                             | Postal Ballot (if applicable) |                    | N.A.                | N.A.                                    | N.A.                     | N.A.                   | N.A.                                 | N.A.                               |
|                             | Total                         | 3639               | 3639                | 100.00                                  | 3239                     | 400                    | 89.01                                | 10.99                              |
| Total                       |                               | 41393957           | 41393931            | 100.00                                  | 41393531                 | 400                    | 99.999                               | 0.001                              |



15. To consider re-appointment Mr. Om Prakash Khetan (DIN: 06883433), as a non-retiring Independent Director on the Board of the Company for Second Term of 5 (Five) consecutive years w.e.f. 20th May, 2019

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 |
|-----------------------------|-------------------------------|--------------------|---------------------|-----------------------------------------|------------------------|----------------------|--------------------------------------|------------------------------------|
| 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-Institutions         | E-Voting                      | 4581575            | 4581575             | 100.00                                  | 4581575                | 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                         | 4581575            | 4581575             | 100.00                                  | 4581575                | 0                    | -                                    | -                                  |
| Public-Non Institutions     | E-Voting                      | 3639               | 2595                | 71.31                                   | 2195                   | 400                  | 84.59                                | 15.41                              |
|                             | Poll                          |                    | 1044                | 28.69                                   | 1044                   | 0                    | 100.00                               | 0.00                               |
|                             | Postal Ballot (if applicable) |                    | N.A.                | N.A.                                    | N.A.                   | N.A.                 | N.A.                                 | N.A.                               |
|                             | Total                         | 3639               | 3639                | 100.00                                  | 3239                   | 400                  | 89.01                                | 10.99                              |
| Total                       |                               | 41393957           | 41393931            | 100.00                                  | 41393531               | 400                  | 99.999                               | 0.001                              |





16. To consider and approve Related Party Transactions with M/s. Dhanuka Marketing Company

Resolution required: (Ordinary/ Special)

ordinary

Whether promoter/ promoter group are interested in

No

| Category                    | Mode of Voting                | No. of shares held | No. of votes polled | % of Votes Polled | 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-Institutions         | E-Voting                      | 4581575            | 4581575             | 100.00            | 3960417                | 621158               | 86.44                                | 13.56                              |
|                             | 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                         | 4581575            | 4581575             | 100.00            | 3960417                | 621158               | 86.44                                | 13.56                              |
| Public-Non Institutions     | E-Voting                      | 3639               | 2595                | 71.31             | 2195                   | 400                  | 84.59                                | 15.41                              |
|                             | Poll                          |                    | 1044                | 28.68             | 1044                   | 0                    | 100.00                               | 0.00                               |
|                             | Postal Ballot (if applicable) |                    | N.A.                | N.A.              | N.A.                   | N.A.                 | N.A.                                 | N.A.                               |
|                             | Total                         | 3639               | 3639                | 99.99             | 3239                   | 400                  | 89.01                                | 10.99                              |
| Total                       |                               | 41393957           | 41393931            | 100.00            | 40772373               | 621558               | 98.50                                | 1.50                               |

Notes:

1. 10 Votes casted via poll were invalid due to no mentioning of shares or wrong mentioning of shares, those have not been included here.
2. promoters voting considered invalid due to voting by related party falling under the preview of Section 188 of the Companies Act, 2013.



17. To consider and approve granting of Loan u/s 185 to M/s. Dhanuka Laboratories Limited

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-Institutions         | E-Voting                      | 4581575            | 4581575             | 100.00                                  | 4223448                  | 358127                 | 100.00                               | 7.82                               |
|                             | 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                         | 4581575            | 4581575             | 100.00                                  | 4223448                  | 358127                 | 100.00                               | 7.82                               |
| Public-Non Institutions     | E-Voting                      | 3639               | 2595                | 71.31                                   | 2195                     | 400                    | 84.58574                             | 15.41                              |
|                             | Poll                          |                    | 1044                | 28.69                                   | 1044                     | 0                      | 100.00                               | 0.00                               |
|                             | Postal Ballot (if applicable) |                    | N.A.                | N.A.                                    | N.A.                     | N.A.                   | N.A.                                 | N.A.                               |
|                             | Total                         | 3639               | 3639                | 100.00                                  | 3239                     | 400                    | 89.01                                | 10.99                              |
| Total                       |                               | 41393957           | 41393931            | 100.00                                  | 41035404                 | 358527                 | 99.13                                | 0.87                               |





dhanuka

AN ISO 9001 : 2015 COMPANY

# Dhanuka Agrotech Limited



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,

For Dhanuka Agrotech Limited



Jyoti Verma  
Company Secretary  
FCS- 7210

Encl: a/a

Corporate Office : 14<sup>th</sup> 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

# **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 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:



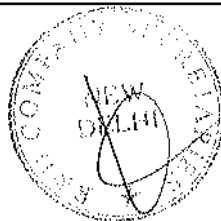
| Sl. No. | Particulars of resolution                                                                                                                                                                                                                                                                                                | Ordinary/<br>Special<br>resolution | Voting       | No. of<br>Shareh<br>olders<br>Voted | Votes in favour  |                              | Votes Against    |                                 | Invalid<br>Votes |
|---------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|--------------|-------------------------------------|------------------|------------------------------|------------------|---------------------------------|------------------|
|         |                                                                                                                                                                                                                                                                                                                          |                                    |              |                                     | No. of<br>Shares | % of total<br>valid<br>Votes | No. of<br>Shares | % of<br>total<br>valid<br>Votes |                  |
| 1       | 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                | E-voting     | 73                                  | 41392887         | 100                          | 0                | 0                               | 0                |
|         |                                                                                                                                                                                                                                                                                                                          |                                    | Poll         | 21                                  | 1044             | 100                          | 0                | 0                               | NA*              |
|         |                                                                                                                                                                                                                                                                                                                          |                                    | <b>Total</b> | <b>94</b>                           | <b>41393931</b>  | <b>100</b>                   | <b>0</b>         | <b>0</b>                        | <b>0</b>         |
| 2       | Confirmation of payment of Interim Dividend on Equity Shares declared by the Board of Directors of the Company                                                                                                                                                                                                           | Ordinary Resolution                | E-voting     | 73                                  | 41392887         | 100                          | 0                | 0                               | 0                |
|         |                                                                                                                                                                                                                                                                                                                          |                                    | Poll         | 21                                  | 1044             | 100                          | 0                | 0                               | NA*              |
|         |                                                                                                                                                                                                                                                                                                                          |                                    | <b>Total</b> | <b>94</b>                           | <b>41393931</b>  | <b>100</b>                   | <b>0</b>         | <b>0</b>                        | <b>0</b>         |
| 3       | Declaration of Final Dividend for the financial year ended 31 <sup>st</sup> March, 2018                                                                                                                                                                                                                                  | Ordinary Resolution                | E-voting     | 73                                  | 41392887         | 100                          | 0                | 0                               | 0                |
|         |                                                                                                                                                                                                                                                                                                                          |                                    | Poll         | 21                                  | 1044             | 100                          | 0                | 0                               | NA*              |
|         |                                                                                                                                                                                                                                                                                                                          |                                    | <b>Total</b> | <b>94</b>                           | <b>41393931</b>  | <b>100</b>                   | <b>0</b>         | <b>0</b>                        | <b>0</b>         |
| 4       | Re-appointment of director retiring by rotation- Mr Mahendra Kumar Dhanuka                                                                                                                                                                                                                                               | Ordinary Resolution                | E-voting     | 73                                  | 41389160         | 99.99                        | 3727             | 0.01                            | 0                |
|         |                                                                                                                                                                                                                                                                                                                          |                                    | Poll         | 21                                  | 1044             | 100                          | 0                | 0                               | NA*              |
|         |                                                                                                                                                                                                                                                                                                                          |                                    | <b>Total</b> | <b>94</b>                           | <b>41390204</b>  | <b>99.99</b>                 | <b>3727</b>      | <b>0.01</b>                     | <b>0</b>         |
| 5       | Re-appointment of director retiring by rotation- Mr Ashish Saraf                                                                                                                                                                                                                                                         | Ordinary Resolution                | E-voting     | 73                                  | 41392487         | 99.99                        | 400              | 0.01                            | 0                |
|         |                                                                                                                                                                                                                                                                                                                          |                                    | Poll         | 21                                  | 1044             | 100                          | 0                | 0                               | NA*              |
|         |                                                                                                                                                                                                                                                                                                                          |                                    | <b>Total</b> | <b>94</b>                           | <b>41393531</b>  | <b>99.99</b>                 | <b>400</b>       | <b>0.01</b>                     | <b>0</b>         |
| 6       | Appointment of M/s S.S.Kothari Mehta & Co., Chartered                                                                                                                                                                                                                                                                    | Ordinary Resolution                | E-voting     | 73                                  | 41392887         | 100                          | 0                | 0                               | 0                |
|         |                                                                                                                                                                                                                                                                                                                          |                                    | Poll         | 21                                  | 1044             | 100                          | 0                | 0                               | NA*              |
|         |                                                                                                                                                                                                                                                                                                                          |                                    |              |                                     |                  |                              |                  |                                 |                  |



|    |                                                                                                                                                                                                                                                                                                                                       |                     |               |           |                  |              |            |             |          |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|---------------|-----------|------------------|--------------|------------|-------------|----------|
|    | 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                                                                                                                                                    |                     | <b>Total</b>  | <b>94</b> | <b>41393931</b>  | <b>100</b>   | <b>0</b>   | <b>0</b>    | <b>0</b> |
| 7  | 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 | Ordinary Resolution | E-voting Poll | 73<br>21  | 41392887<br>1044 | 100<br>100   | 0<br>0     | 0<br>0      | 0<br>NA* |
|    |                                                                                                                                                                                                                                                                                                                                       |                     | <b>Total</b>  | <b>94</b> | <b>41393931</b>  | <b>100</b>   | <b>0</b>   | <b>0</b>    | <b>0</b> |
| 8  | 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                                                                                                                                         | Ordinary Resolution | E-voting Poll | 73<br>21  | 41392887<br>1044 | 100<br>100   | 0<br>0     | 0<br>0      | 0<br>NA* |
|    |                                                                                                                                                                                                                                                                                                                                       |                     | <b>Total</b>  | <b>94</b> | <b>41393931</b>  | <b>100</b>   | <b>0</b>   | <b>0</b>    | <b>0</b> |
| 9  | 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                                                                                                                                                                                        | Ordinary Resolution | E-voting Poll | 73<br>21  | 41392487<br>1044 | 99.99<br>100 | 400<br>0   | 0.01<br>0   | 0<br>NA* |
|    |                                                                                                                                                                                                                                                                                                                                       |                     | <b>Total</b>  | <b>94</b> | <b>41393531</b>  | <b>99.99</b> | <b>400</b> | <b>0.01</b> | <b>0</b> |
| 10 | Appointment of Mr Arun Kumar Dhanuka as Whole Time Director                                                                                                                                                                                                                                                                           | Special Resolution  | E-voting Poll | 73<br>21  | 41392887<br>1044 | 100<br>100   | 0<br>0     | 0<br>0      | 0<br>NA* |



|    |                                                                                                                                                                                  |                    |                               |                       |                                     |                              |                              |                          |                      |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|-------------------------------|-----------------------|-------------------------------------|------------------------------|------------------------------|--------------------------|----------------------|
|    | 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)                                                    |                    | <b>Total</b>                  | <b>94</b>             | <b>41393931</b>                     | <b>100</b>                   | <b>0</b>                     | <b>0</b>                 | <b>0</b>             |
| 11 | 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     | Special Resolution | E-voting Poll<br><b>Total</b> | 73<br>21<br><b>94</b> | 41138639<br>1044<br><b>41139683</b> | 99.39<br>100<br><b>99.39</b> | 254248<br>0<br><b>254248</b> | 0.61<br>0<br><b>0.61</b> | 0<br>NA*<br><b>0</b> |
| 12 | 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     | Special Resolution | E-voting Poll<br><b>Total</b> | 73<br>21<br><b>94</b> | 41138639<br>1044<br><b>41139683</b> | 99.39<br>100<br><b>99.39</b> | 254248<br>0<br><b>254248</b> | 0.61<br>0<br><b>0.61</b> | 0<br>NA*<br><b>0</b> |
| 13 | 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 | Special Resolution | E-voting Poll<br><b>Total</b> | 73<br>21<br><b>94</b> | 41138639<br>1044<br><b>41139683</b> | 99.39<br>100<br><b>99.39</b> | 254248<br>0<br><b>254248</b> | 0.61<br>0<br><b>0.61</b> | 0<br>NA*<br><b>0</b> |
| 14 | 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   | Special Resolution | E-voting Poll<br><b>Total</b> | 73<br>21<br><b>94</b> | 41392487<br>1044<br><b>41393531</b> | 99.99<br>100<br><b>99.99</b> | 400<br>0<br><b>400</b>       | 0.01<br>0<br><b>0.01</b> | 0<br>NA*<br><b>0</b> |
| 15 | Re-appointment of Mr Om Prakash Khetan as a non-retiring                                                                                                                         | Special Resolution | E-voting Poll                 | 73<br>21              | 41392487<br>1044                    | 99.99<br>100                 | 400<br>0                     | 0.01<br>0                | 0<br>NA*             |





|    | 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 |                     | Total         | 94 | 41393531 | 99.99 | 400    | 0.01  | 0         |
|----|-----------------------------------------------------------------------------------------------------------------------------|---------------------|---------------|----|----------|-------|--------|-------|-----------|
| 16 | Approval of Related Party Transactions with M/s Dhanuka Marketing Company                                                   | Ordinary Resolution | E-voting Poll | 73 | 3962612  | 86.44 | 621558 | 13.56 | 36808717* |
|    |                                                                                                                             |                     | Total         | 94 | 3963656  | 86.44 | 621558 | 13.56 | 36808717  |
| 17 | Approval for granting of Loan u/s 185 to M/s Dhanuka Laboratories Limited                                                   | Special Resolution  | E-voting Poll | 73 | 41034360 | 99.13 | 358527 | 0.87  | 0         |
|    |                                                                                                                             |                     | Total         | 94 | 41035404 | 99.13 | 358527 | 0.87  | 0         |

\*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,

For R&D  
 Company Secretaries

Debabrata Deb Nath  
 Partner

FCS No.: 7775; CP No.: 8612

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

Countersign by  
  
 Debabrata Deb Nath



# 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: 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 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.



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 cut-off 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:





| Sl. No. | Particulars of resolution                                                                                                                                                                                                                                                                                                | Ordinary/<br>Special<br>resolution | No. of<br>Shareholders<br>Voted | Votes in favour  |                                 | Votes Against    |                                     | Invalid<br>Votes |
|---------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|---------------------------------|------------------|---------------------------------|------------------|-------------------------------------|------------------|
|         |                                                                                                                                                                                                                                                                                                                          |                                    |                                 | No. of<br>Shares | % of<br>total<br>valid<br>Votes | No. of<br>Shares | % of<br>total<br>valid<br>Vote<br>s |                  |
| 1       | 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                |
| 3       | Declaration of Final Dividend for the financial year ended 31 <sup>st</sup> 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         | 99.99                           | 3727             | 0.01                                | 0s               |
| 5       | Re-appointment of director retiring by rotation- Mr Ashish Saraf                                                                                                                                                                                                                                                         | Ordinary Resolution                | 73                              | 41392487         | 99.99                           | 400              | 0.01                                | 0                |
| 6       | Appointment of M/s S.S.Kothari Mehta                                                                                                                                                                                                                                                                                     | Ordinary                           | 73                              | 41392887         | 100                             | 0                | 0                                   | 0                |

|    |                                                                                                                                                                                                                                                                                                                                       |                     |    |          |       |     |      |   |   |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|----|----------|-------|-----|------|---|---|
|    | & 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                                                                                                                                   | Resolution          |    |          |       |     |      |   |   |
| 7  | 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 | Ordinary Resolution | 73 | 41392887 | 100   | 0   | 0    | 0 | 0 |
| 8  | 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                                                                                                                                         | Ordinary Resolution | 73 | 41392887 | 100   | 0   | 0    | 0 | 0 |
| 9  | 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                                                                                                                                                                                        | Ordinary Resolution | 73 | 41392487 | 99.99 | 400 | 0.01 | 0 | 0 |
| 10 | Appointment of Mr Arun Kumar Dhanuka as Whole Time Director of the Company for a period of 5 years                                                                                                                                                                                                                                    | Special Resolution  | 73 | 41392887 | 100   | 0   | 0    | 0 | 0 |







|    |                                                                           |                     |    |          |       |        |      |                       |
|----|---------------------------------------------------------------------------|---------------------|----|----------|-------|--------|------|-----------------------|
| 16 | Approval of Related Party Transactions with M/s Dhanuka Marketing Company | Ordinary Resolution | 73 | 9208858  | 93.68 | 621558 | 6.32 | 31562471 <sup>*</sup> |
| 17 | Approval for granting of Loan u/s 185 to M/s Dhanuka Laboratories Limited | Special Resolution  | 73 | 41034360 | 99.13 | 358527 | 0.87 | 0                     |

<sup>\*</sup>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 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: Kehsav Kumar Sharma  
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, 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: 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



### 1. Ordinary Resolution – Item No.1

**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**

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

*\*Invalid due to mentioning of wrong shareholding. One shareholder has casted his vote in both e-voting and by poll.*





## 2. Ordinary Resolution – Item No. 2

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

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

*\*Invalid due to mentioning of wrong shareholding. One shareholder has casted his vote in both e-voting and by poll.*



### 3. Ordinary Resolution – Item No. 3

#### 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                                     |
|                                       | <b>Total number of members (in person or by proxy) whose votes were declared invalid</b> | <b>Total Number of votes cast by them</b> |                                       |
| (iii) Invalid votes                   | 10                                                                                       | NA*                                       |                                       |

*\*Invalid due to mentioning of wrong shareholding. One shareholder has casted his vote in both e-voting and by poll.*



#### 4. Ordinary Resolution – Item No. 4

**Re-appointment of director retiring by rotation- Mr Mahendra Kumar Dhanuka**

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

*\*Invalid due to mentioning of wrong shareholding. One shareholder has casted his vote in both e-voting and by poll.*



## 5. Ordinary Resolution – Item No. 5

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

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

*\*Invalid due to mentioning of wrong shareholding. One shareholder has casted his vote in both e-voting and by poll.*



## 6. Ordinary Resolution – Item No. 6

**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**

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

*\*Invalid due to mentioning of wrong shareholding. One shareholder has casted his vote in both e-voting and by poll.*



## 7. Ordinary Resolution – Item No. 7

**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**

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

*\*Invalid due to mentioning of wrong shareholding. One shareholder has casted his vote in both e-voting and by poll.*



## 8. Ordinary Resolution – Item No. 8

**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**

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

*\*Invalid due to mentioning of wrong shareholding. One shareholder has casted his vote in both e-voting and by poll.*



## 9. Ordinary Resolution – Item No. 9

**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**

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

*\*Invalid due to mentioning of wrong shareholding. One shareholder has casted his vote in both e-voting and by poll.*





#### 10. Special Resolution – Item No. 10

**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)**

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

*\*Invalid due to mentioning of wrong shareholding. One shareholder has casted his vote in both e-voting and by poll.*



**11. Special Resolution – Item No. 11**

**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**

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

*\*Invalid due to mentioning of wrong shareholding. One shareholder has casted his vote in both e-voting and by poll.*



## 12. Special Resolution – Item No. 12

**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**

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

*\*Invalid due to mentioning of wrong shareholding. One shareholder has casted his vote in both e-voting and by poll.*



### 13. Special Resolution – Item No. 13

**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**

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

*\*Invalid due to mentioning of wrong shareholding. One shareholder has casted his vote in both e-voting and by poll.*



#### 14. Special Resolution – Item No. 14

**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**

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

*\*Invalid due to mentioning of wrong shareholding. One shareholder has casted his vote in both e-voting and by poll.*



### 15. Special Resolution – Item No. 15

**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**

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

*\*Invalid due to mentioning of wrong shareholding. One shareholder has casted his vote in both e-voting and by poll.*



## 16. Ordinary Resolution – Item No. 16

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

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

*\*Invalid due to mentioning of wrong shareholding. One shareholder has casted his vote in both e-voting and by poll.*



**17. Special Resolution – Item No. 17****Approval for granting of Loan u/s 185 to M/s Dhanuka Laboratories Limited**

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

*\*Invalid due to mentioning of wrong shareholding. One shareholder has casted his vote in both e-voting and by poll.*





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:**

1. 

**Signature**

**Name: Anushree Bhatt**

**Address: 24, Pocket D Mayur Vihar-II  
Delhi-110 091**

2. 

**Signature**

**Name: Kehtav Kumar Sharma**

**Address: 5/24, Near Balaji  
Mandir, Brahmpuri,  
Muradnagar, Ghaziabad, Uttar  
Pradesh**

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

**Place: Delhi**