Online

Date: August 13, 2019

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

Ref: Symbol- DHANUKA

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

Scrip Code: 507717

Sub: Scrutinizer's Report on Voting Results – Annual General Meeting held on 12th August, 2019

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 34th Annual General Meeting held on Monday, the 12th August, 2019 at 10:30 A.M. at "D Imperia Hotel, 417 M.G. Road, Ghitorni, New Delhi-110 030.

Request you to kindly take the above on your records.

Thanking You,
Yours faithfully,

For Dhanuka Agritech Limited

DHANUKA AGRITECH LTD.

Jyoti Verma
Company Secretary/ Compliance Officer
FCS- 7210

Encl: a/a

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: 34th Annual General Meeting of the Equity Shareholders of Dhanuka Agritech Limited held on Monday, the 12th day of August, 2019 at 10:30 A.M. at "D Imperia Hotel", 417, M.G. Road, Ghitorni, New Delhi-110030

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.

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E-mail : rndcompanysecretaries@gmail.com

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

a. remote e-voting period commences on Thursday, **8thAugust, 2019** (09:00 a.m. IST) and end on Sunday, **11th August, 2019** (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 – **5th August, 2019**.

c. the e-voting results with details of equity shareholders who have voted in favour of the Resolutions or against the Resolutions and those who have abstained from voting were downloaded from the website of Central Depository Services Limited (CDSL), i.e., (https://www.cdslindia.com/).

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

Sl. No.	Particulars of resolution	Ordinary/ Special resolution	No. of Share holders Voted	Votes in favour		Votes Against		Invalid Votes
				No. of Shares	% of total valid Votes	No. of Shares	% of total valid Votes	No. of Shares
1	Adoption of Audited Standalone and Consolidated Balance Sheet of the Company as at 31st March, 2019 along with the Standalone and Consolidated Profit and Loss Account for the Financial Year ended on that date and the Cash Flow Statement together with the Reports of the Auditors and Directors thereon	Ordinary Resolution	55	39855592	99.99	400	0.01	0
2	Declaration of Final Dividend for the financial year ended 31st March, 2019	Ordinary Resolution	55	39855592	99.99	400	0.01	0
3	Re-appointment of director retiring by rotation- Mr Arun Kumar Dhanuka	Ordinary Resolution	55	39855587	99.99	405	0.01	0
4	Re-appointment of director retiring by rotation- Mr Rahul Dhanuka	Ordinary Resolution	55	39855587	99.99	405	0.01	0
5	Ratification of remuneration of Cost Auditors	Ordinary Resolution	55	39855592	99.99	400	0.01	0
6	Appointment of Mr Bajrang Lal Bajaj as an Independent Director of the Company	Ordinary Resolution	55	39855587	99.99	405	0.01	0
7	Appointment of Ms Namrata Gupta as an Independent Director of the Company	Ordinary Resolution	55	39855587	99.99	405	0.01	0
8	Re-appointment of Mr Mahendra Kumar Dhanuka as Managing Director of the Company	Special Resolution	55	39855587	99.99	405	0.01	0

9	Appointment of Mr Harsh Dhanuka as Whole time Director of the Company	Special Resolution	55	39855587	99.99	405	0.01	0
10	Revision in terms and conditions of Agreement with M/s. Dhanuka Marketing Company	Special Resolution	*55	4021574	96.38	151151	3.62	35683267
11	Approval for Borrowing Limits of the Company	Special Resolution	55	39855592	99.99	400	0.01	0
12	Approval for Creation of Security(ies) for Borrowings	Special Resolution	55	39811301	99.89	44691	0.11	0

**27 votes 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: Priya Binani
Address: T-5, Module-8, Abhay Khand-3 Mangalam Appartment, Indirapuram Indirapuram Ghaziabad, UP

2.

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

Date: 12th August, 2019
Place: Delhi

R & D
COMPANY SECRETARIES

FORM No. MGT-13
Report of Scrutinizer(s)
[Pursuant to 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: 34th Annual General Meeting of the Equity Shareholders of Dhanuka Agritech Limited held on Monday, the 12th day of August, 2019 at 10:30 A.M. at "D Imperia Hotel", 417, M.G. Road, Ghitorni, New Delhi-110030

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 34th Annual General Meeting of the Equity Shareholders of Dhanuka Agritech Limited held on 12th August, 2019, 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 box was 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

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1. Ordinary Resolution – Item No.1

Adoption of Audited Standalone and Consolidated Balance Sheet of the Company as at 31st March, 2019 along with the Standalone and Consolidated Profit and Loss Account for the Financial Year ended on that date and the Cash Flow Statement together with the Reports of the Auditors and Directors thereon

	Number of Members Present and voting (in person or by proxy)	**Number of Votes cast by them**	**% of total number of valid votes cast**
(i) Voted in favour of the resolution	23	4705	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid	**Total Number of votes cast by them**	
(iii) Invalid votes	10	NA*	

**Invalid due to not mentioning shareholding. Three shareholder has casted their vote in both e-voting and by poll.*

2. Ordinary Resolution – Item No. 2

Declaration of Final Dividend for the financial year ended 31st March, 2019

	Number of Members Present and voting (in person or by proxy)	**Number of Votes cast by them**	**% of total number of valid votes cast**
(i) Voted in favour of the resolution	23	4705	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid	**Total Number of votes cast by them**	
(iii) Invalid votes	10	NA*	

**Invalid due to not mentioning shareholding. Three shareholder has casted their vote in both e-voting and by poll.*

3. Ordinary Resolution – Item No. 3

Re-appointment of director retiring by rotation- Mr Arun Kumar Dhanuka

	Number of Members Present and voting (in person or by proxy)	**Number of Votes cast by them**	**% of total number of valid votes cast**
(i) Voted in favour of the resolution	23	4705	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid	**Total Number of votes cast by them**	
(iii) Invalid votes	10	NA*	

**Invalid due to not mentioning shareholding. Three shareholder has casted their vote in both e-voting and by poll.*

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4. Ordinary Resolution – Item No. 4

Re-appointment of director retiring by rotation- Mr Rahul Dhanuka

	Number of Members Present and voting (in person or by proxy)	**Number of Votes cast by them**	**% of total number of valid votes cast**
(i) Voted in favour of the resolution	23	4705	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid	**Total Number of votes cast by them**	
(iii) Invalid votes	10	NA*	

**Invalid due to not mentioning shareholding. Three shareholder has casted their vote in both e-voting and by poll.*

5. Ordinary Resolution – Item No. 5

Ratification of remuneration of Cost Auditors

	Number of Members Present and voting (in person or by proxy)	**Number of Votes cast by them**	**% of total number of valid votes cast**
(i) Voted in favour of the resolution	23	4705	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid	**Total Number of votes cast by them**	
(iii) Invalid votes	10	NA*	

**Invalid due to not mentioning shareholding. Three shareholder has casted their vote in both e-voting and by poll.*

6. Ordinary Resolution – Item No. 6

Appointment of Mr Bajrang Lal Bajaj as an Independent Director of the Company

	Number of Members Present and voting (in person or by proxy)	**Number of Votes cast by them**	**% of total number of valid votes cast**
(i) Voted in favour of the resolution	23	4705	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid	**Total Number of votes cast by them**	
(iii) Invalid votes	10	NA*	

**Invalid due to not mentioning shareholding. Three shareholder has casted their vote in both e-voting and by poll.*

7. Ordinary Resolution – Item No. 7

Appointment of Ms Namrata Gupta as an Independent Director of the Company

	Number of Members Present and voting (in person or by proxy)	**Number of Votes cast by them**	**% of total number of valid votes cast**
(i) Voted in favour of the resolution	23	4705	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid	**Total Number of votes cast by them**	
(iii) Invalid votes	10	NA*	

**Invalid due to not mentioning shareholding. Three shareholder has casted their vote in both e-voting and by poll.*

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8. Special Resolution – Item No. 8

Re-appointment of Mr Mahendra Kumar Dhanuka as Managing Director of the Company

	Number of Members Present and voting (in person or by proxy)	**Number of Votes cast by them**	**% of total number of valid votes cast**
(i) Voted in favour of the resolution	23	4705	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid	**Total Number of votes cast by them**	
(iii) Invalid votes	10	NA*	

**Invalid due to not mentioning shareholding. Three shareholder has casted their vote in both e-voting and by poll.*

9. Special Resolution – Item No. 9

Appointment of Mr Harsh Dhanuka as Whole time Director of the Company

	Number of Members Present and voting (in person or by proxy)	**Number of Votes cast by them**	**% of total number of valid votes cast**
(i) Voted in favour of the resolution	23	4705	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid	**Total Number of votes cast by them**	
(iii) Invalid votes	10	NA*	

**Invalid due to not mentioning shareholding. Three shareholder has casted their vote in both e-voting and by poll.*

10. Special Resolution – Item No. 10

Revision in terms and conditions of Agreement with M/s. Dhanuka Marketing Company

	Number of Members Present and voting (in person or by proxy)	**Number of Votes cast by them**	**% of total number of valid votes cast**
(i) Voted in favour of the resolution	23	4705	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid	**Total Number of votes cast by them**	
(iii) Invalid votes	10	NA*	

**Invalid due to not mentioning shareholding. Three shareholder has casted their vote in both e-voting and by poll.*

11. Special Resolution – Item No. 11

Approval for Borrowing Limits of the Company

	Number of Members Present and voting (in person or by proxy)	**Number of Votes cast by them**	**% of total number of valid votes cast**
(i) Voted in favour of the resolution	23	4705	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid	**Total Number of votes cast by them**	
(iii) Invalid votes	10	NA*	

**Invalid due to not mentioning shareholding. Three shareholder has casted their vote in both e-voting and by poll.*

12. Special Resolution – Item No. 12

Approval for Creation of Security (ies) for Borrowings

	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	23	4705	100
(ii) Voted against the resolution	0	0	0
	Total number of members (in person or by proxy) whose votes were declared invalid	**Total Number of votes cast by them**	
(iii) Invalid votes	10	NA*	

**Invalid due to not mentioning shareholding. Three shareholder has casted their 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.
Priya 12/8/19
Signature
Name: Priya Binani
Address: T-5, Module-8, Abhay Khand-3 Mangalam Appartment, Indirapuram Indirapuram Ghaziabad, UP

2.
Signature
Name: Kehsav Kumar Sharma
Address: 5/24, Near Balaji Mandir, Brahmpuri,Muradnagar, Ghaziabad, Uttar Pradesh

Date: 12th August, 2019
Place: Delhi

R & D
COMPANY SECRETARIES

Consolidated Scrutinizer Report for remote e-voting & Poll for the purpose of the 34th 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 34th Annual General Meeting of the Equity Shareholders of Dhanuka Agritech Limited held on Monday, the 12th day of August, 2019 at 10:30 A.M. at "D Imperia Hotel", 417, M.G. Road, Ghitorni, New Delhi-110030

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:

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Sl. No.	Particulars of resolution	Ordinary/ Special resolution	Voting	No. of Share holders Voted	Votes in favour		Votes Against		Invalid Votes
					No. of Shares	% of total valid Votes	No. of Shares	% of total valid Votes	No. of Shares
1	Adoption of Audited Standalone and Consolidated Balance Sheet of the Company as at 31st March, 2019 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	55	39855592	99.99	400	0.01	0
			Poll	33	4705	100	0	0	*10
			Total	**88**	**39860297**	**99.99**	**400**	**0.01**	**10**
2	Declaration of Final Dividend for the financial year ended 31st March, 2019	Ordinary Resolution	E-voting	55	39855592	99.99	400	0.01	0
			Poll	33	4705	100	0	0	*10
			Total	**88**	**39860297**	**99.99**	**400**	**0.01**	**10**
3	Re-appointment of director retiring by rotation- Mr Arun Kumar Dhanuka	Ordinary Resolution	E-voting	55	39855587	99.99	405	0.01	0
			Poll	33	4705	100	0	0	*10
			Total	**88**	**39860292**	**99.99**	**405**	**0.01**	**10**
4	Re-appointment of director retiring by rotation- Mr Rahul Dhanuka	Ordinary Resolution	E-voting	55	39855587	99.99	405	0.01	0
			Poll	33	4705	100	0	0	*10
			Total	**88**	**39860292**	**99.99**	**405**	**0.01**	**10**
5	Ratification of remuneration of Cost Auditors	Ordinary Resolution	E-voting	55	39855592	99.99	400	0.01	0
			Poll	33	4705	100	0	0	*10
			Total	**88**	**39860297**	**99.99**	**400**	**0.01**	**10**

6	Appointment of Mr Bajrang Lal Bajaj as an Independent Director of the Company	Ordinary Resolution	E-voting	55	39855587	99.99	405	0.01	0
			Poll	33	4705	100	0	0	*10
			Total	**88**	**39860292**	**99.99**	**405**	**0.01**	**10**
7	Appointment of Ms Namrata Gupta as an Independent Director of the Company	Ordinary Resolution	E-voting	55	39855587	99.99	405	0.01	0
			Poll	33	4705	100	0	0	*10
			Total	**88**	**39860292**	**99.99**	**405**	**0.01**	**10**
8	Re-appointment of Mr Mahendra Kumar Dhanuka as Managing Director of the Company	Special Resolution	E-voting	55	39855587	99.99	405	0.01	0
			Poll	33	4705	100	0	0	*10
			Total	**88**	**39860292**	**99.99**	**405**	**0.01**	**10**
9	Appointment of Mr Harsh Dhanuka as Whole time Director of the Company	Special Resolution	E-voting	55	39855587	99.99	405	0.01	0
			Poll	33	4705	100	0	0	*10
			Total	**88**	**39860292**	**99.99**	**405**	**0.01**	**10**
10	Revision in terms and conditions of Agreement with M/s. Dhanuka Marketing Company	Special Resolution	E-voting	55	4021574	96.38	151151	3.62	#27
			Poll	33	4705	100	0	0	*10
			Total	**88**	**4026279**	**96.38**	**151151**	**3.62**	**37**
11	Approval for Borrowing Limits of the Company	Special Resolution	E-voting	55	39855592	99.99	400	0.01	0
			Poll	33	4705	100	0	0	*10
			Total	**88**	**39860297**	**99.99**	**400**	**0.01**	**10**
12	Approval for Creation of Security(ies) for Borrowings	Special Resolution	E-voting	55	39811301	99.89	44691	0.11	0
			Poll	33	4705	100	0	0	*10
			Total	**88**	**39816006**	**99.89**	**44691**	**0.11**	**10**

#27 votes considered invalid due to voting by Related Party falling under the purview of the provisions of Section 188 of the Companies Act, 2013.

**Invalid due to not mentioning shareholding. Three shareholder has casted their vote in both e-voting and by poll.*

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

Thanking You,

For **R&D**
Company Secretaries

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

Date: 12th August, 2019
Place: Delhi

Countersign by

Chairman