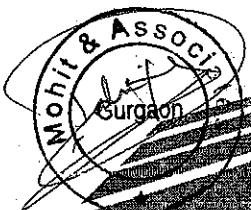


Report of Scrutinizer(s)

To,
The Chairman
Dhanuka Agritech Limited
"Dhanuka House"
861/862, Joshi Road,
Karol Bagh, New Delhi- 110005

Dear Sir/Madam,

1. The Board of Directors of the Company at its meeting held on 19th February, 2015 has appointed me as Scrutinizer for conducting the postal ballot voting process and E-voting process for approval of the Comprehensive Scheme of Amalgamation between A.M.Bros. Fintrade Private Limited and Dhanuka Finvest Private Limited with Dhanuka Agritech Limited by public shareholders in accordance with Securities Exchange Board of India ('SEBI') Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 and Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 ('SEBI Circular').
2. I submit my report as under:
 - 2.1. The Company has completed on 5 March 2015 the dispatch of postal ballot forms alongwith postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Members /List of beneficiaries as on 20 February 2015.
 - 2.2. The E-voting commenced from 29 March 2015 at 10.00 AM and ended on 31 March 2015 at 5.30 PM.
 - 2.3. Particulars of all postal ballot forms received from the members have been entered in a register separately maintained for the purpose.
 - 2.4. I have downloaded the date of E-voting after the E-voting module was disabled by the Central Depository Services India Limited (CDSL) on 31 March 2015 at 5.45 PM.



- 2.5. The postal ballot forms were kept under my safe custody in sealed and temper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
- 2.6. The E-voting data were unblocked on 31 March 2015 after 5.30 PM in the presence of two witnesses, **Miss. Anju Arora & Mr. Arvind Kumar Yadav** who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Anju Arora

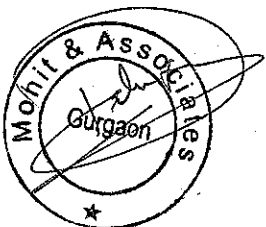

Arvind Kumar Yadav

- 2.7. The ballot boxes were opened on 4 April 2015 at 5.45 PM in presence of two (2) witnesses, **Miss. Anju Arora & Mr. Arvind Kumar Yadav** who are not in employment of the Company. They have signed below in confirmation of the ballot boxes open in their presence.

Anju Arora


Arvind Kumar Yadav

- 2.8. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the register of Members of the Company / List of beneficiaries as on 20 February 2015.
- 2.9. The E-voting data was scrutinized by me for verification of votes cast in favour and against the Resolution.
- 2.10. All postal ballot received on 4 April 2015 upto 5.30 PM, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
- 2.11. Envelopes containing postal ballot forms received after 5.30 PM 4 April 2015 were not considered for my scrutiny.
- 2.12. Envelopes containing postal ballot forms returned from postal authorities for various reasons undelivered aggregated to 360.
- 2.13. I did not find any defaced or mutilated ballot papers.

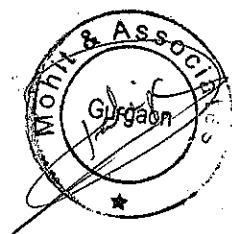


3. A summary of the postal ballot forms received is given below:

Sr. No.	Particulars	No. of Postal Ballot forms	No. of shares	% to the total shares representing valid votes
(a)	1. Total postal ballot forms received	95	180903	
	2. Total E-voting options received	10	5042648	
	Total (1+2)	105	5223551	100
(b)	Less: Invalid postal ballot Forms	6	160422	
(c)	1. Net valid postal Ballot Forms (As per register)	89	20481	
	2. Net E-voting options	10	5042648	
	Total (1+2)	99	5063129	96.93
(d)	1. postal ballot forms with assent for the resolution	86	19181	
	2. E-voting options with assent for the resolution.	10	5042648	
	Total (1+2)	96	5061829	99.97
(e)	1. postal ballot forms with dissent for the resolution	3	1300	
	2. E-voting options with dissent for the resolution.	NIL	0	
	Total (1+2)	3	1300	0.024
(f)	Postal ballot forms with not voted for / against the resolution.	N.A.	N.A.	N.A.

4. The Resolution accordingly stand passed with requisite majority.

5. I have handed over the postal ballot forms and other related papers/Registers and records for safe custody to Smt.Shubha Singh, Company Secretary of the Company who is authorized by the Board of Directors to supervise the postal ballot process and E-voting process.



6. You may accordingly declare the result of voting by postal ballot and E-voting.

Thanking You

Yours Faithfully

For and on behalf of
Mohit & Associates



Gurgaon

CS Mohit Dahiya
Practicing company Secretary
M.No. A30192
C.P No. 11722

Place: Gurgaon
Date: 06/04/2015