



22nd Annual Report 2013-14

Disclaimer

In this annual report, we have disclosed forward-looking information to help investors comprehend our prospectus and take informed Investments decisions. This report is based on certain forward-looking statements that we periodically make to anticipate results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in assumption. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialsie ,or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. We undertake no obligation to publicly update any forward- looking statements, whether as a result of new information, future events or otherwise.

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BOARD OF DIRECTORS

BOARD OF DIRECTORS

Shri Malvinder Singh	Chairman
Shri Vivek Atri	Managing Director
Shri Harpreet Singh Nagra	Executive Director
Shri Jalesh Grover	Independent Director
Shri Ajay Arora	Independent Director
Shri Multan Singh Kadian	Independent Director

REGISTERED & CORPORATE OFFICE

S.C.O. 30, 1ST Floor, Sector 33-D, Chandigarh – 160 020

BANKERS/ TERM LENDERS

Union Bank of India -
 Bank of India
 State Bank of Patiala
 ICICI Bank Ltd. -
 The Federal Bank Ltd.
 Axis Bank Ltd.
 IDBI Bank Ltd -
 State Bank of India
 State Bank of Hyderabad
 Allahabad Bank
 Kotak Mahindra Bank Ltd.
 Barclays Bank Plc.
 DEG Germany
 M & T Bank, USA

WORKS

Village Tofapur, Near Lalru
 Distt. S.A.S. Nagar (Mohali) (Punjab)
 Village Bhagwanpura, Barwala Road, Dera Bassi
 Distt. S.A.S. Nagar (Mohali) (Punjab)
 Padalam Sugar Factory Road,
 Pazhaynoor (PO) Madhurantakam,
 District Kancheepuram Tamil Nadu

REGISTRAR & SHARE TRANSFER AGENT

M/s Karvy Computershare Pvt. Ltd.
 Plot No.17-24, Vithal Rao Nagar,
 Madhapur,
 Hyderabad – 500 081

STATUTORY AUDITORS

M/s Rakesh Singla & Associates,
 Chartered Accountants,
 Chandigarh

AUDIT COMMITTEE

1. Mr. Jalesh Grover
 2. Mr. Ajay Arora
 3. Mr. M.S. Kadian

WEBSITE

www.agro-dutch.com

COMPANY SECRETARY

Ms. Seema Saini

CIN No. L29211CH1992PLC012321

NOTICE

NOTICE is hereby given that the 22nd Annual General Meeting of the Company shall be held on Thursday, 25th September, 2014 at 03.30 P.M at PHD Chamber of Commerce & Industry, Sector 31, Chandigarh to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements as at 31st March 2014 including the Audited Balance Sheet as at 31st March 2014, the statement of Profit & Loss for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Sh. Malvinder Singh, who retire by rotation & being eligible, offers himself for re-appointment.
3. To consider and if thought fit pass with or without modification the following resolution, as an ordinary resolution :
“RESOLVED THAT pursuant to the provisions of Sections 139 and other applicable provisions, if any, of the Companies act, 2013 and the rules framed thereunder, as amended from time to time, M/s Rakesh Singla & Associates, Chartered Accountants, (Firm Registration No. 03371N) the retiring auditors be and is hereby reappointed as the Auditors of the Company to hold office till the conclusion of 27th Annual General Meeting from the conclusion of the 22nd ensuing Annual General Meeting subject to ratification of their appointment at every AGM, at a remuneration to be fixed by the Board of Directors and/or any committee thereof.”

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modifications, the following resolution as ORDINARY RESOLUTION:

APPOINTMENT OF MR. JALESH GROVER AS INDEPENDENT DIRECTOR

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules framed thereunder read with Schedule IV to the act (including any statutory modification(s) or re-enactment thereof for the time being in force and clause 49 of the Listing Agreement, Mr. Jalesh Grover (DIN No. 02339748), a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company w.e.f. 1st April, 2014 for a non-rotational term upto consecutive period of Five years upto 31st March, 2019.

5. To consider and if thought fit, to pass with or without modifications, the following resolution as ORDINARY RESOLUTION:

APPOINTMENT OF MR. AJAY ARORA AS INDEPENDENT DIRECTOR

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules framed thereunder read with Schedule IV to the act (including any statutory modification(s) or re-enactment thereof for the time being in force and clause 49 of the Listing Agreement, Mr. Ajay Arora (DIN No. 00314161), a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment, and in respect of whom the Company has received a notice in writing from a

member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company w.e.f. 1st April,2014 for a non-rotational term for a consecutive period of Five years upto 31st March,2019.

6. To consider and if thought fit, to pass with or without modifications, the following resolution as ORDINARY RESOLUTION:

APPOINTMENT OF MR. MULTAN SINGH KADIAN AS INDEPENDENT DIRECTOR

“RESOLVED THAT pursuant to the provisions of Section 149,150,152, and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules framed thereunder read with Schedule IV to the act (including any statutory modification(s) or re-enactment thereof for the time being in force and clause 49 of the Listing Agreement , Mr. Multan Singh Kadian (DIN No. 05343862), a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company w.e.f. 1st April,2014 for a non-rotational term for the consecutive period of Five years upto 31st March,2019.

7. To consider and if thought fit, to pass with or without modifications, the following resolution as ORDINARY RESOLUTION:

APPOINTMENT OF MR. MALVINDER SINGH AS EXECUTIVE CHAIRMAN AT NO REMUNERATION OR COMPENSATION.

“RESOLVED THAT in pursuance of the provisions under Sections 196,197,203 and Schedule V and other applicable provisions, if any, of the Companies Act,2013 and the rules made thereunder and subject to the provisions of Section 152(6) of the Companies Act,2013 (including any statutory modification(s) or re-enactment thereof) and other approval as may be required, the consent of the Company be and is hereby accorded, for the appointment of Mr. Malvinder Singh as Executive Chairman of the Company for a period of five years effective from 1st August,2014 at no remuneration or compensation thereof.

8. To consider and if thought fit, to pass with or without modifications, the following resolution as SPECIAL RESOLUTION:

APPOINTMENT OF MR. VIVEK ATRIAS MANAGING DIRECTOR.

“RESOLVED THAT to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act,2013 including any statutory modification and re-enactment thereof, for the time being in force and subject to approval of members at the next General Meeting and Central Government, if and as may be required , Mr. Vivek Atri be and is hereby appointed as Managing Director of the Company w.e.f. 1st August, 2014 for a period of five years on the terms and conditions as approved by the Nomination & Remuneration Committee of the Board on the following terms, conditions and remuneration:-

I. Salary

Rs.1,25,000/- per month

II. Perquisites

In addition to Salary the Managing Director will be allowed perquisites as specified in Category A, B & C below:-

Category 'A'**i) Housing**

The Managing Director shall be provided rent free accommodation by the company. In case no accommodation is provided, Managing Director shall be entitled to a House Rent Allowance @ Thirty percent of salary.

Category 'B'

- i) Contribution of Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act. Gratuity payable will not exceed half a month's salary for each completed year of service.
- ii) Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on the perquisites.

Category 'C'

Provision of car(s) for use on company's business and telephone(s) at residence or mobile phone(s) will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company.

In case of absence or inadequacy of profits in any financial year, the aforesaid remuneration shall be paid to Mr. Vivek Atri as minimum remuneration.

None of the Directors except Mr. Vivek Atri is concerned or interested in this appointment.

By order of the Board

Sd/-

Place: Chandigarh
Date: 04.08.2014

(Seema Saini)
Company Secretary
ACS No.-31090

Notes:

1. The Explanatory Statement pursuant to Section 102(1) and (2) of the Companies Act, 2013 is annexed here to.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME OF COMMENCEMENT OF MEETING.
3. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. Provided that member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single proxy and such person shall not act as proxy for any person or member.
4. The Register of Members and Share Transfer Books of the Company will remain closed for 2 days from 24th September, 2014 to 25th September, 2014 (both days inclusive).
5. Members desirous of seeking any further information or clarification in respect of accounts and operations of the Company are requested to send their queries in writing to the Company at the Registered Office so as to reach at least 7 days before the date of the meeting so that the required

information can be made available at the meeting.

6. Members are requested to bring with them the attendance slips sent with this Annual Report duly completed and signed to hand it over at the entrance.
7. In terms of Section 56 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/her death. Shareholders desirous of availing this facility may submit the requisite nomination form.
8. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in Physical form can submit their PAN to the Company/Registrar.
9. Members holding shares in physical form are requested to notify immediately the change in their address, if any at the Registered Office of the Company.
10. The Notice of 22nd AGM, details and instructions for e-voting and the Annual Report of the Company for the year ended 31st March, 2014 is uploaded on the Company's website www.agro-dutch.com and may be accessed by the members. The physical copies of the aforesaid documents will also be available at the company's registered office for inspection during normal business hours on working days.

Copies of the above documents are being sent by electronic mode to the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.

11. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 22nd Annual General Meeting (AGM) by electronic means and all the items of the business may be transacted through e-voting services provided by Karvy Computershare Private Limited (Karvy). Shareholders of the Company holding shares either in physical form or in dematerialized form, as on cut of date i.e. 25.08.2014, may cast their vote electronically. The user id and password alongwith detailed instructions for e-voting through the e-voting platform provided by karvy, forming part of the Notice, is enclosed with this Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 4

Mr. Jalesh Grover is an Independent Director of the Company. He joined the Board of Directors of the Company on 26th April, 2012. Mr. Jalesh Grover is a director whose period of office is liable to determination by retirement of directors by rotation under the relevant provisions of the Companies Act, 1956. In terms of section 149 and other applicable provisions of the Companies Act, 2013 ("Act"), Mr. Jalesh Grover being eligible and offers himself for appointment is proposed to be appointed as an Independent Director of the Company for a term upto 31st March, 2019. A Notice has been received from a Member alongwith the deposit of requisite amount proposing Mr. Jalesh Grover candidature for the office of Independent Director of the Company.

The Company has received from Mr. Jalesh Grover (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Act; and (iii) declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Act.

The Board of Directors of your Company are of the opinion that Mr. Jalesh Grover fulfills the conditions specified in the Act and rules made thereunder to be eligible to be appointed as Independent Director pursuant to the provisions of Section 149 of the Act. The Board of Directors of your Company is also of the opinion that Mr. Jalesh Grover is independent of the management of the Company. A copy of the draft letter of appointment of Mr. Jalesh Grover as an Independent Director setting out the terms and conditions is available for inspection at the registered office of the company during normal business hours on all working days upto the date of Annual General Meeting.

Except Mr. Jalesh Grover, no other Director or Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed resolution.

The resolution seeks approval of the members for the appointment of Mr. Jalesh Grover as Independent director of the Company for five consecutive years for a term upto 31st March, 2019 pursuant to Section 149 and other applicable provisions of the Act and Rules made thereunder and that he shall not be liable to retire by rotation.

The Board recommends the resolution set forth in item no. 4 for the approval of Members.

Item No. 5

Mr. Ajay Arora is an Independent Director of the Company. He joined the Board of Directors of the Company on 31st July, 2012. Mr. Ajay Arora is a director whose period of office is liable to determination by retirement of directors by rotation under the relevant provisions of the Companies Act, 1956. In terms of section 149 and other applicable provisions of the Companies Act, 2013 ("Act"), Mr. Ajay Arora being eligible and offers himself for appointment is proposed to be appointed as an Independent Director of the Company for a term upto 31st March, 2019. A Notice has been received from a Member alongwith the deposit of requisite amount proposing Mr. Ajay Arora candidature for the office of Independent Director of the Company.

The Company has received from Mr. Ajay Arora (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Act; and (iii) declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Act.

The Board of Directors of your Company are of the opinion that Mr. Ajay Arora fulfills the conditions specified in the Act and rules made thereunder to be eligible to be appointed as Independent Director pursuant to the provisions of Section 149 of the Act. The Board of Directors of your Company is also of the opinion that Mr. Ajay Arora is independent of the management of the Company. A copy of the draft letter of appointment of Mr. Ajay Arora as an Independent Director setting out the terms and conditions is available for inspection at the registered office of the company during normal business hours on all working days upto the date of Annual General Meeting.

Except Mr. Ajay Arora, no other Director or Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed resolution.

The resolution seeks approval of the members for the appointment of Mr. Ajay Arora as Independent director of the Company for five consecutive years for a term upto 31st March, 2019 pursuant to Section 149

and other applicable provisions of the Act and Rules made thereunder and that he shall not be liable to retire by rotation.

The Board recommends the resolution set forth in item no. 5 for the approval of Members.

Item No. 6

Mr. Multan Singh Kadian is an Independent Director of the Company. He joined the Board of Directors of the Company on 31st July, 2012. Mr. Multan Singh Kadian is a director whose period of office is liable to determination by retirement of directors by rotation under the relevant provisions of the Companies Act, 1956. In terms of section 149 and other applicable provisions of the Companies Act, 2013 ("Act"), Mr. Multan Singh Kadian being eligible and offers himself for appointment is proposed to be appointed as an Independent Director of the Company for a term upto 31st March, 2019. A Notice has been received from a Member alongwith the deposit of requisite amount proposing Mr. Multan Singh Kadian candidature for the office of Independent Director of the Company.

The Company has received from Mr. Multan Singh Kadian (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Act; and (iii) declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Act.

The Board of Directors of your Company are of the opinion that Mr. Multan Singh Kadian fulfills the conditions specified in the Act and rules made thereunder to be eligible to be appointed as Independent Director pursuant to the provisions of Section 149 of the Act. The Board of Directors of your Company is also of the opinion that Mr. Multan Singh Kadian is independent of the management of the Company. A copy of the draft letter of appointment of Mr. Multan Singh Kadian as an Independent Director setting out the terms and conditions is available for inspection at the registered office of the company during normal business hours on all working days upto the date of Annual General Meeting.

Except Mr. Multan Singh Kadian, no other Director or Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed resolution.

The resolution seeks approval of the members for the appointment of Mr. Multan Singh Kadian as Independent director of the Company for five consecutive years for a term upto 31st March, 2019 pursuant to Section 149 and other applicable provisions of the Act and Rules made thereunder and that he shall not be liable to retire by rotation.

The Board recommends the resolution set forth in item no. 4 for the approval of Members.

Item No. 7

In order to comply with the requirements of Section 203 of the Companies Act, 2013, the Board at the meeting of Board of directors held on 4th August, 2014 received a consent of Mr. Malvinder Singh who is presently designated as Chairman & Managing Director of the Company to relinquish his position as Managing Director of the company and to continue to serve the company as Executive Chairman. Therefore, Sh. Malvinder Singh is appointed as the Executive Chairman at no remuneration or compensation thereof on the recommendation of Nomination & Remuneration Committee effective from 1st of August 2014.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Malvinder Singh be appointed as the Executive Chairman.

The resolution contained in Item No. 7 of the accompanying Notice, accordingly, seek members' approval for appointment of Mr. Malvinder Singh as Executive Chairman of the Board and of the Company. Mr.