



24th Annual Report 2015-16

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 realized, 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 materialize, 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

Shri Malvinder Singh	Non-Executive Director
Shri Vivek Atri	Managing Director
Shri Jalesh Grover	Independent Director
Shri Ajay Arora	Independent Director
Ms. Navpreet Kaur	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	

WORKSBANKERS

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.
Karvy Selenium Tower-B, Plot No. 31 & 32,
Financial District, Gachibowli, Nanakramguda,
Serilingampally,
Hyderabad 500 008

STATUTORY AUDITORS

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

AUDIT COMMITTEE

1. Mr. Jalesh Grover
2. Mr. Ajay Arora
3. Miss Navpreet Kaur

WEBSITE

www.agrodutch.in

CIN No. L29211CH1992PLC012321

COMPANY SECRETARY

Ms. Seema Saini

NOTICE

NOTICE is hereby given that the 24th Annual General Meeting of the Company shall be held on Friday, 30th September, 2016 at 02:00 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 2016 including the Audited Balance Sheet as at 31st March 2016, 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. Vivek Atri, who retire by rotation & being eligible, offer himself for re-appointment.
3. Ratification of Appointment of Statutory Auditors.

To consider and if thought fit, to pass with or without modification(s), if any, the following resolution, as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139 and other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the company hereby ratifies the appointment of M/s Rakesh Singla & Associates, Chartered Accountants, (Firm Registration No. 03371N) as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2017-18 on such remuneration as may be determined by the board of Directors or any Committee thereof.”

Regd. Office
SCO 30, 1st Floor
Sector 33 D, Chandigarh
Date : 18.08.2016
CIN : L29211CH1992PLC012321

By order of the Board
Sd/-

(Seema Saini)
Company Secretary
Membership No. A31090

NOTICE

1. The Explanatory Statement pursuant to Section 102(1) and (2) of the Companies Act, 2013 is annexed hereto.
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 29th September, 2016 to 30th September, 2016 (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 24th AGM, details and instructions for e-voting and the Annual Report of the Company for the year ended 31st March, 2016 is uploaded on the Company's website www.agrodutch.in 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 24th 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. 23.09.2016, 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.

Detail of Director seeking Re-appointment at the Annual General Meeting.

Particulars	Re-appointment
	Mr. Vivek Atri
Profile	Mr. Vivek Atri, the Managing Director of the Company, graduated with Bachelor of Commerce (B.Com) degree from Punjab University and has professional degree of Company Secretary (CS) from Institute of Company Secretaries of India. He has been associated with the Company since 2008. He has been vast experience in Banking, Finance, Taxation, Corporate and Legal Laws. He is responsible for the overall working of the Company and is instrumental in making strategic decisions for the Company.
Date of Birth	18.08.1972
Date of Appointment	01.08.2014
Qualifications	<ul style="list-style-type: none"> • B.Com • CS
Expertise in specific functional area	<ul style="list-style-type: none"> • Banking & Finance • Corporate & Legal Law • SEBI • Other Allied Laws • Accounts & Taxation
List of other Public Directorships	NIL
Membership/Chairmanship of committees of other Companies (include only Audit Committee and Shareholders/Investors Grievance Committee)	NIL
Number of Shares held in the Company	NIL

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 23rd September, 2016 i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. The remote e-voting period will commence at Tuesday on 27th September, 2016 at 9:00 A.M. and will end at Thursday on 29th September, 2016 at 5:00 P.M. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through 'Insta Poll'. The Company has appointed Mr. Kanwaljit Singh, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting refer to the detailed procedure given hereinafter.

Procedure for remote e-voting

- I. The Company has engaged the services of Karvy Computershare Private Limited (Karvy) for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:
 - (a) In case of Members receiving an e-mail from Karvy:
 - (i) Launch an internet browser and open <https://evoting.karvy.com>
 - (ii) Enter the login credentials (i.e. User ID and password). The Event No. + Folio No. or DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - (iii) After entering the above details: Click on - Login.
 - (iv) Password change menu will appear. Change the Password with a new Password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.) The system will also prompt you to update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. You need to login again with the new credentials.
 - (v) On successful login, the system will prompt you to select the E-Voting Event
 - (vi) Select the EVENT of Agro Dutch Industries Limited and click on – Submit.
 - (vii) Now you are ready for e-voting as 'Cast Vote' page opens.
 - (viii) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'OK' when prompted.

- (ix) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (x) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by an e-mail at kanwlcs@gmail.com they may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVENT NO."
- (b) In case of Shareholders receiving physical copy of the Notice of AGM and Attendance Slip
- (I) INITIAL PASSWORD IS PROVIDED, AS FOLLOWS, AT THE BOTTOM OF THE ATTENDANCE SLIP.

EVEN (E-Voting Event Number)	USER ID	PASSWORD
—	—	—

- (ii) Please follow all steps from Sr. No. (i) to Sr. No. (xi) above, to cast vote.
- II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the download section of Karvy's e-voting website <https://evoting.karvy.com>.
- III. If you are already registered with Karvy for e-voting then you can use your existing User ID and Password for casting vote.
- IV. The voting rights shall be as per the number of equity share held by the Member(s) as on 23rd September, 2016. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- V. The Companies (Management and Administration) Amendment Rules, 2015 provides that the electronic voting period shall close at 5.00 p.m. on the date preceding the date of AGM. Accordingly, the voting period shall commence at 9:00 A.M. on 27th September, 2016 and will end at 5:00 P.M. on 29th September, 2016. The e-voting module shall be disabled by Karvy at 5.00 p.m. on the same day. This is subject to dissemination of data by NSDL/CDSL.
- VI. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
- VII. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
- VIII. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may obtain the user ID approaches the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.

- a. If e-mail or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click “forgot password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - b. Member may call Karvy's toll free number 1-800-3454-001
 - c. Member may send an e-mail request to evoting@karvy.com
- IX. The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

ROUTE MAP TO THE AGM VENUE

