



DHANUKA KHETI KI NAI TAKNEEK



FOR EVERY FARMER'S PROSPERITY



ANNUAL REPORT 2012-13



ACHIEVING NEW HEIGHTS



Dhanuka Agritech Limited



DHANUKA KHETI KI NAI TAKNEEK



FOR EVERY FARMER'S PROSPERITY



LUSTRE

Use Lustre - Be Happy



**New Dawn of
Happiness**

NOW

Extra Duration of Control for
Greener & Healthier Crop!!



Dhanuka Agritech Limited

AN ISO 9001:2008 COMPANY





New Landmark

Dhanuka Signs

MR. AMITABH BACHCHAN

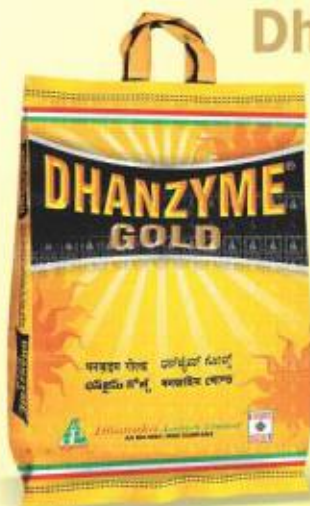


Dhanuka signs Mega Cine star and Legendary personality Shri Amitabh Bachchan for promoting our programs and events so that the message goes to every nook and corner of the country



Marketing Initiatives in 2012-13

New Products Launched



Dhanzyme Gold Gr

DHANZYME® GOLD GR is granulated Organic Manure extracted from natural Seaweeds. It provides basic building blocks for various active protein molecules in the living organisms which can be easily utilized by plant cells. It is also safe for the environment.

LUSTRE

LUSTRE is our Navratna Product- Broad Spectrum and Systemic Fungicide. It controls diseases both as prophylactic (before appearance of disease) and Curative (after appearance of disease). It has been introduced exclusively by Dhanuka for the first time in India for simultaneous control of Sheath Blight, Blast, Leaf Spot and discoloration in Paddy with excellent phytotonic effect giving more yield and more returns to the farmer. It has been registered in collaboration with DuPont.



Fuzi Super

Fuzi Super is our Lifeline product. Its technical was originally invented by Kumiai, Japan & registered and sold in over 51 countries. It is a broad-spectrum systemic and selective herbicide for rice and is one of the world's best post emergence rice herbicides for the control of all types of weeds.



FLUID

Fluid is our Lifeline Product. Its technical was invented by researchers from Nihon Nohyaku, Japan & Bayer, Germany and has excellent result against a broad spectrum of lepidopterous insect pests of paddy, pulses & vegetables & has outstanding larvicidal action. Additionally, it is also growth enhancer for the plant height & yield.



ONESTAR

ONESTAR is our Lifeline Product. It is a broad-spectrum fungicide ideally suited for use in IPM programs. Its technical was discovered and developed by ICI (Imperial Chemical Industries), now re-named as Syngenta. It is registered in about 100 countries and is used on more than 120 crops.



MAXYLD

Dhanuka's new product Maxyld is a highly effective plant growth enhancer. It acts synergistically with plant metabolism and maximizes yield by stimulating and improving hormonal and enzymatic activities in the plant. It is very effective in paddy, sugarcane, cotton, groundnut, fruits and vegetables.



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Company Profile

Board of Directors

Mr. Ram Gopal Agarwal
Chairman

Mr. Mahendra Kumar Dhanuka
Managing Director

Mr. Arun Kumar Dhanuka
Executive Director

Mr. Rahul Dhanuka
Executive Director

Mr. Mridul Dhanuka
Executive Director

Mr. Sachin Bhartiya
Non-Executive Director

Mr. Subhash Lakhota
Non-Executive Director

Mr. Indresh Narain
Non-Executive Director

Mr. Shrikrishna Khetan
Non-Executive Director

Mr. Subash Chander Gupta
Non-Executive Director

Mr. Priya Brat
Non-Executive Director

Mr. Vinod Jain
Non-Executive Director

Ms. Shubha Singh
Company Secretary & Compliance Officer

Management Team

Mr. C. M. Gupta
President - Procurement

Mr. G. D. Gupta
President - General Administration

Mr. K. B. Kejariwal
President

Dr. O. P. Singh
President - R & D

Mr. P. K. Kanodia
President

Mr. R. K. Kanodia
President

Mr. V. K. Bansal
President - Chief Financial Officer

Mr. Harsh Dhanuka
Senior General Manager - Marketing

Mr. Harish Mehta
Senior General Manager

Mr. Kamal Kumar
Senior General Manager - Recruitment & Training

Mr. Rajesh Sahni
Senior General Manager - Legal

Mr. Vijay Kumar
Senior General Manager - Quality Control

Mr. Y.K. Goel
Senior General Manager - Production

Mr. Anand Mohan Mathur
General Manager

Mr. Ashok Mahajan
General Manager

Mr. H.M. Rawal
General Manager - Marketing

Mr. M. N. Rao
Business Manager

Dr. P. C. Rai
General Manager - Marketing

Mr. Partha Sen Gupta
General Manager

Corporate Information

Registered Office

"Dhanuka House"

861-862, Joshi Road,
Karol Bagh, New Delhi- 110005
Phone Nos. : (011) 23518981/82/64656800/1/2
E-mail : investors@dhanuka.com, headoffice@dhanuka.com
Visit us at : www.dhanuka.com

Corporate Office

14th Floor, Building 5A, Cyber City,
DLF Phase III, Gurgaon - 122002, Haryana
Phone Nos. : (0124) 3838500
Fax No. : (0124) 3838888
E-mail : headoffice@dhanuka.com
Visit us at : www.dhanuka.com

Annual General Meeting

Date : 12th Day of August, 2013
Time : 11:00 AM
Venue : Shri Purushottam Hindi Bhawan,
11, Vishnu Digamber Marg
(Rouse Avenue), New Delhi - 110002

Registrars and Transfer Agents

M/s Abhipra Capital Limited

Ground Floor, Abhipra Complex, Dilkush Industrial Area,
A-387, G.T. Karnal Road, Azadpur, Delhi-33
Phone Nos. : (011) 42390708/783
Email : info@abhipra.com, rtat@abhipra.com
Website : www.abhipra.com

Statutory Auditors

M/s. Dinesh Mehta & Co.

Chartered Accountants
21, Daya Nand Road,
Darya Ganj, New Delhi-110002

Cost Auditors

M/s. S. Chander & Associates

Cost Accountants
212, 2nd Floor, Sarai Pipal Thala,
G.T. Karnal Road, Azadpur, Delhi-110033

Bankers

State Bank of India
The Hongkong & Shanghai Banking Corporation Limited
HDFC Bank Limited

Listing

Bombay Stock Exchange Limited
National Stock Exchange of India Limited



NOTICE TO THE MEMBERS

Notice is hereby given that the **28th Annual General Meeting** of the Company will be held at **Shri Purushottam Hindi Bhawan, 11, Vishnu Digambar Marg (Rouse Avenue), New Delhi- 110002 on Monday, the 12th day of August, 2013 at 11:00 A.M.** to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Balance Sheet of the Company as at 31st March, 2013 and the Standalone and Consolidated Profit and Loss Account for the Financial Year ended on that date together with the Reports of the Auditors and Directors thereon;
2. To declare Final Dividend for the Financial Year ended on 31st March, 2013;
3. To appoint a Director in place of Shri Arun Kumar Dhanuka, who retires by rotation and being eligible, offers himself for re-appointment;
4. To appoint a Director in place of Shri Mridul Dhanuka, who retires by rotation and being eligible, offers himself for re-appointment;
5. To appoint a Director in place of Shri Sachin Kumar Bhartiya, who retires by rotation and being eligible, offers himself for re-appointment;
6. To appoint a Director in place of Shri Subash Chander Gupta, who retires by rotation and being eligible, offers himself for re-appointment;
7. To appoint Statutory Auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company. The retiring Statutory Auditors, M/s Dinesh Mehta & Co., Chartered Accountants, being eligible, offer themselves for re-appointment.

SPECIAL BUSINESS:

8. To consider and if thought fit, to pass with or without modification(s) the following Resolution as an **Ordinary Resolution:**

"Resolved That pursuant to the provisions of Sections 198, 269, 309 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956 ("the Act"), including any Statutory modification or re-enactment thereof and subject to such other approvals, as may be necessary, consent of the Members of the Company be and is hereby accorded for the re-appointment of Shri Arun Kumar Dhanuka as Whole-time Director of the Company, for a period of 5 years from 1st August, 2013 to 31st July, 2018 (both days inclusive) in the salary range of Rs.4,00,000 - Rs.75,000- Rs.7,00,000 p.m. with the authority granted to the Board of Directors, at the recommendation of the Remuneration Committee, to revise the salary every year by Rs.75,000 p.m., subject to the ceiling of Rs.7,00,000 p.m., in

accordance with the terms and conditions, as set out in the Draft Agreement submitted at this Meeting and initialed by the Company Secretary for the purpose of identification, which Agreement has been approved by the Board of Directors of the Company in their Meeting held on 18th May, 2013, and the material terms and conditions of which are mentioned in the Explanatory Statement which shall be deemed to form part hereof."

"Resolved Further That the Board of Directors of the Company be and is hereby authorised to make any alterations, variations and modifications in the terms of appointment of Shri Arun Kumar Dhanuka as Whole-time Director of the Company, including an increase in remuneration from time to time, as the Board may, in its absolute discretion deem fit, at the recommendation of the Remuneration Committee, subject to the same not exceeding the limits specified under Schedule XIII of the Companies Act, 1956 or any Statutory modification(s) or re-enactment thereof."

"Resolved Further That the Board of Directors be and is hereby authorized to do all such acts, deeds and things as it deems necessary or expedient to give effect to this Resolution."

BY ORDER OF THE BOARD
FOR DHANUKA AGRITECH LIMITED

Sd/-
Shubha Singh
Company Secretary

Place: Gurgaon
Date : 18th May, 2013

Regd. Office: 'DHANUKA HOUSE',
861-862, Joshi Road,
Karol Bagh, New Delhi - 110005

Corporate Office: 14th Floor, Building No.5A,
Cyber City, DLF Phase - III,
Gurgaon - 122002, Haryana

NOTES:

1. A Member entitled to attend and vote at the Meeting is also entitled to appoint a Proxy to attend and vote on a poll instead of himself and such Proxy need not be a Member of the Company. Proxies in order to be effective must be received by the Company at its Registered Office / Corporate Office at least 48 hours before the time fixed for the Meeting.
2. The Register of Members and the Share Transfer Books will remain closed from **8th August, 2013 to 12th August, 2013** (both days inclusive).



3. Payment of Final Dividend @ 65% (Rs1.30 per Equity Share of Rs.2/- each) for the Financial Year ended on 31st March, 2013, as recommended by the Board, if approved at this Annual General Meeting, will be made only to those Members whose names are registered in the Register of Members of the Company as on 12th August, 2013 being the date of book closure or to their mandates, as the case may be. In respect of Shares in electronic form, the Final Dividend will be paid on the basis of beneficial ownership as on 8th August, 2013 as per details furnished by the National Securities Depository Ltd. (NSDL) and Central Depositories Services (India) Ltd. (CDSL) for this purpose. An Interim Dividend @75% i.e. Rs. 1.50 per Equity Share of Rs.2/- each was paid during the FY 2012-13 to the Shareholder in the month of February.
4. Members are requested to notify any change in their address to their Depositories Participants (DPs) in respect of Shares held in electronic form and to the Transfer Agents of the Company in respect of Shares held in physical form.
5. Members holding Shares in electronic form may please note that their Bank details as furnished by the respective Depositories to the Company will be printed on their Final Dividend warrants as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for deletion or change in such bank details. Further, instructions if any, already given by them in respect of Shares held in physical form will not be automatically applicable to the Final Dividend paid on Shares in electronic form. Members may, therefore, give instructions regarding bank accounts in which they wish to receive Final Dividend, directly to their Depositories Participants.
6. Shareholders/Proxies are requested to produce at the entrance the attached Admission Slip, duly completed and signed in accordance with the specimen signatures registered with the Company, for admission to the Meeting hall.
7. Documents referred to in this Notice including the Memorandum and Articles of Association of the Company, will be available for inspection by the Members at the Registered Office of the Company from 11.00 A.M. to 1.00 P.M. on all working days prior to the date of the Annual General Meeting and will also be available for inspection at the Meeting.
8. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.
9. Members are requested to bring their copy of the Annual Report, as no copy will be distributed at the venue of the Annual General Meeting.
10. Members desirous of getting any information about the Accounts under reference and operations of the Company are required to address their query to the Company Secretary so that the same may reach her at least seven days before the date of the Meeting to enable the Management to keep the information ready.
11. In view of the provisions of Section 205A of the Companies Act, 1956, unclaimed / unpaid Final Dividend for the Financial Year 2005-06 shall be transferred to Investor Education and Protection Fund (IEPF) in the month of October, 2013. Members, who have not yet encashed their Final Dividend warrant (s) for the Financial Year ended 31st March, 2006 or any subsequent Financial Year(s), are requested to lodge their claims with the Company. No claims shall lie against the Company or the Fund once the unclaimed Dividend is transferred to IEPF. Further, unclaimed / unpaid Interim Dividend for the FY 2005-06, has already been transferred to IEPF.
12. Green Initiatives in Corporate Governance: The Ministry of Corporate Affairs, vide its Circular No. 17/2012, has clarified that a Company would have complied with Section 53 of the Companies Act, if the service of documents has been made through electronic mode provided that the Company has obtained e-mail addresses of its Members for sending the notice/documents through e-mail by giving an advance opportunity to every Shareholder to register his e-mail address and changes therein from time to time with the Company. It also provides that where any Member has not registered his e-mail address with the Company, the service of document etc. will be effected by other modes of service as provided under Section 53 of the Companies Act, 1956. Members are requested to update their e-mail ids with their Depository Participant and accord their consent for receiving documents through electronic mode.
13. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Item no. 8 of the Notice (in respect of Special Business to be transacted at the Meeting) is annexed hereto.

Brief resume of Directors being recommended for re-appointment in Item numbers 3, 4, 5 and 6:

ITEM No. 3

Shri Arun Kumar Dhanuka

Shri Arun Kumar Dhanuka, aged 56 years, is a Commerce Graduate from Delhi University, 1978 batch. On completion of his graduation, he started looking after Gurgaon Factory Operations. With his innovative ideas, able leadership and utmost sincerity, he took the Company to new heights of success.

Shri Arun Kumar Dhanuka is also a Director in Dhanuka Laboratories Limited, Growth Advertising and Marketing Pvt. Ltd. and Duke Impex Pvt. Ltd.