



Dhanuka Agritech Limited

AN ISO 9001 : 2008 COMPANY

Online

Date: 12.08.2016

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

National Stock Exchange of India Ltd.
Listing Department, Exchange Plaza,
Bandra Kurla Complex, Bandra (East),
Mumbai- 400 051

Scrip Code: 507717

Scrip Code: DHANUKA

Sub: Proceedings of the Annual General Meeting held on 11th August, 2016

We wish to inform you that the 31st Annual General Meeting was held on Thursday, 11th August, 2016 at 11.A.M. at Shri Purshottam Hindi Bhawan, 11, Vishnu Digambar Marg, (Rouse Avenue), New Delhi-110002.

The Proceedings details are given hereunder:

Mr. R.G. Agarwal, Chairman Chaired the Meeting.

The requisite quorum was present in the Meeting.

Total 260 Members (Including Proxies) attended the Meeting.

The Chairman addressed the Shareholders as follows:

CHAIRMAN'S SPEECH

Dear Members,

On behalf of the Board of Directors and on my own behalf, I extend a warm welcome to all of you at the 31st Annual General Meeting of your Company.

The Annual Report for the financial year 2015-16 along with the Directors' Report and Audited Annual Accounts of the Company have already been circulated to you and I request your permission to take them as read.

Financials:-

Your Company has registered a growth of 5.57% in its Net Turnover of Rs.828.79 crores for the financial year 2015-16 as against Rs. 785.07 crores for the financial year 2014-15.

Corporate Office : 14th Floor, Building 5A, Cyber City, DLF Phase-III, Gurgaon-122002, Haryana, (India),
Board : +91-124- 3838 500, Fax : +91-124- 3838 888, E-mail : headoffice@dhanuka.com, Website : www.dhanuka.com
Registered Office : 82, Abhinash Mansion Joshi Road, Karol Bagh, New Delhi-110005, Ph. : +91 11 64656800-802

CIN: L24219DL1985PLC020126

Your Company has also reported EBIDTA of Rs.152.35 crores and Net Profit of Rs.107.31 crores for the financial year 2015-16 as compared to EBIDTA of Rs.137.84 crores and Net Profit of Rs.106.08 crores for the financial year 2014-15.

Business Operations:-

Your Company has seen moderate sales growth across geographies during this fiscal, inspite of deficient rainfall, price erosion & de-growth of industry.

The new launched products-SEMPRA and COVER have performed well. Your Company is well positioned to pursue its strong growth potential and has been moving forward with introduction of new products.

The Indian Metrological Department has predicted that year 2016 will be a La- Nina year which means above normal monsoon and good rainfall of more than 105% which is a good sign of revival for the troubled agriculture sector. It will not benefit only agriculture and farmers but will give a boost to India's economy also.

Interim Dividends:

I am happy to inform that your Company has paid two Interim dividends with aggregate of 325% i.e. Rs. 6.50 per Equity share having face value of Rs. 2/- each, amounted to Rs. 39.16 crores including Rs. 6.64 crores Corporate Dividend Tax paid during financial year 2015-16. It is highest ever paid dividend by your Company.

Keshwana Unit:-

Your Company has set a new milestone by commissioning its new plant at Keshwana in Rajasthan in March, 2016. This will have one of the largest liquid formulation facilities in India, at its full capacity. The production has already started from March, 2016 and we hope that the Keshwana plant will be fully operational in one year time.

Keshwana plant is a Greenfield facility which started from scratch to becoming India's largest formulation unit intended with high focus on Environment, Health and Safety. The facility has been designed ergonomically for better efficiency in the working environment. It is a Zero Discharge facility which is environment friendly. It is one of the largest plants in the field of Pesticides formulation having 40000 Sq meters area.

Udhampur Unit:-

I am pleased to inform that your Company has received suitable approval from authorities for substantial expansion of Udhampur Unit. As a result of this, total pesticide formulation capacity of Udhampur manufacturing unit of the Company has been doubled to 11800MT /annum. With this expansion, the Company will also be entitled to avail Excise Duty Refund for a further period of ten years on the production of Udhampur unit of the Company.

Rating:-

Your Company continues to remain debt-free, due to its strong performance in the recent years. Additionally, it has healthy Net Worth of Rs. 480.44 crores.



Your Company has been continuously re-affirmed (ICRA) A+ (Stable outlook) for fund based limits and (ICRA) A1+ for non fund based limits.

Further CRISIL has assigned Fundamental grade 4/5 (Superior Fundamentals) and Valuation grade of 4/5 (upside from Current Market Price) to your Company.

Corporate Social Responsibility:-

You will be glad to know that your Company has constructed two check dams in the villages of Mainpura ki Dhani and Sankotra, both located in Jaipur district, Rajasthan. The check dams have been constructed in association with P H D R u r a l Development Foundation (PHDRDF) at a cost of Rs. 22 Lakhs. **The formal inauguration was done on March 21, 2016** along with the Sarpanch, the villagers and dealers from adjoining areas.

The check dams together are expected to benefit approximately 800 households with a population of approximately 5000 villagers and over 9000 milch animals.

Further, your Company under its CSR initiatives has partnered during financial year 2015-16 with Bharat Lok Siksha Parishad to run Ekal Vidyalayas (One Teacher Schools) in remote tribal and rural villages of Uttar Pradesh in districts Saharanpur. Such schools were supported by the Company in 30 villages, benefiting 909 children in age group 6 to 14 years, mostly from Scheduled Tribe and Scheduled castes. The ratio of girl students was close to half.

2nd Green Revolution:-

With more than 6 lakhs villages and 14 crore farmers in the country, strong government support is needed to back up a predominantly agrarian economy. Agrochemicals can play an instrumental role in achieving the 2nd Green revolution; it is crucial to provide technology, intensive training to the farmers, dealers and distributors, drive out the complexities within the system and bring in a change in people's perception on the use of agrochemicals.

Growth in agriculture won't be attainable without the judicious use of agrochemicals in view of continuous reduction in arable land.

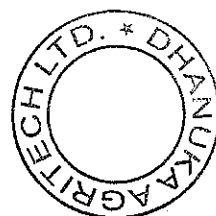
Budget 2016-17:-

The Agriculture Sector has been given top most weightage by the Government of India while announcing Budget for the Financial Year 2016-17. The Govt. has announced financial aids, insurance policy for crops and other beneficial policies & schemes for farmers and strengthening the Infrastructure of Agriculture Sector.

The Ministry of Agriculture & Farmers Welfare has been continuously launching effective programmes to educate farmers about the use of modern techniques & technology in agriculture, allocation and focus on irrigation including issuance of soil health card to every farmer.

These initiatives and result oriented steps are going to change the entire framework of Agriculture Sector in India in terms of sustainable growth of agriculture produce and income of farmers in coming years.

Your Company has been consistent launching two to three innovative products u/s 9(3) and two to four products u/s 9 (4) of the Insecticides Act, 1968 every year. This practice has yielded better response from distributors and farmers and also led to increase in its market share.



Further, vision of the Hon'ble Prime Minister of doubling farmers' income can only be achieved with improved productivity from every hectare of land.

Your Company is fully committed to the cause of farmers' prosperity.

Acknowledgement:-

The greatest strength of Dhanuka has been the unstinting support that it has enjoyed from its constituents and well wishers- my colleagues on the Board, our talented employees and their families, our valued shareholders, investors, bankers, financial institutions, suppliers and customers.

Our strong engagement with agri-India could not have found results oriented journey year by year without the encouragement and support from the Central and State Governments.

My heartfelt gratitude to each individual, agency and organization for their contribution and support.

Thank you!"

Thereafter, Mr. Kapil Garg, Company Secretary has informed the Shareholders that Company had provided e-voting facility at CDSL- e-voting platform to the Shareholders to cast their votes through remote e-voting facility which was available from 8th August, 2016 to 10th August, 2016 and those Shareholders who did not participated in e-voting, can cast their vote by poll provided by the Company at the Annual General Meeting.

The Company Secretary has informed that M/s R & D Company Secretaries, was duly appointed by the Board of Directors to act as Scrutinizers for e-voting & for the poll at the AGM.

Queries of Shareholders were replied suitably by Mr. R.G. Agarwal, Chairman of the Meeting.

The Meeting concluded with vote of thanks to the chair.

As per Scrutinizer's Report dated 12th August, 2016 on e-voting and poll conducted at Annual General Meeting, the following resolutions were approved by the Shareholders:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone and Consolidated Balance Sheet of the Company as at 31st March, 2016 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.
2. To confirm the payment of 1st Interim Dividend and 2nd Interim Dividend on Equity Shares by the Board of Directors of the Company.
3. To appoint a Director in place of Mr. M.K. Dhanuka (DIN: 00628039), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Arun Kumar Dhanuka (DIN: 00627425), who retires by rotation and being eligible, offers himself for re-appointment.
5. To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration, to hold office from the conclusion of this 31st Annual General Meeting until the conclusion of the 32nd Annual General Meeting.



SPECIAL BUSINESS

6. To consider and appoint of Cost Auditors of the Company and to fix their remuneration, to carry out Audit of Cost Accounts of the Company for the Financial Year 2016-17.
7. To consider and appoint Mr. Sachin Kumar Bhartiya (DIN: 02122147), as a non- retiring Independent Director of the Company for a period of five consecutive years with effect from February 9, 2016.
8. To consider and re-appoint Mr. Mridul Dhanuka (DIN: 00199441) as Whole Time Director of the Company for a period of five years from 24th May, 2016 to 23rd May, 2021 (both days inclusive).
9. To consider and re-appoint Mr. Rahul Dhanuka (DIN: 00150140) as Whole Time Director of the Company for a period of five years from 1st May, 2017 to 30th April, 2022 (both days inclusive).

The above is for your information and record please.

Thanking you,

For Dhanuka Agritech Limited

Kapil Garg
Company Secretary

Date: 12.08.2016

Place: Gurgaon

