



A G R O
D U T C H
INDUSTRIES
LIMITED

(Formerly Agro Dutch Foods Limited)

REF: ADIL/CHD/2016-17/
DATED: 15th October, 2016

1. National Stock Exchange of India Ltd.
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E), Mumbai – 400 051
2. The Bombay Stock Exchange Ltd.
Floor 25th PJ Tower, Dalal Street,
Mumbai 400 001

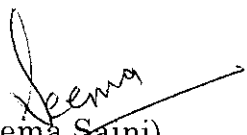
Subject: Minutes of 24th Annual General Meeting.

Dear Sir,

Please find enclosed herewith the Minutes of 24th Annual General Meeting of the Company held on 30th September, 2016 at PHD Chamber of Commerce, Sector 31, Chandigarh.

This is for your kind information & records please.

Thanking you,
For Agro Dutch Industries Limited


(Seema Saini)
Company Secretary

Encl. as above



ISO 22000:2005 CERTIFIED COMPANY



AGRO DUTCH INDUSTRIES LIMITED

MINUTES OF THE 24th ANNUAL GENERAL MEETING OF THE COMPANY HELD ON FRIDAY, THE 30TH SEPTEMBER, 2016 AT 02:00 P.M AT PHD CHAMBER OF COMMERCE, SECTOR 31, CHANDIGARH.

DIRECTORS PRESENT

- i) Mr. Vivek Atri, Managing Director
- ii) Mr. Jalesh Grover, Independent Director
- iii) Mr. Ajay Arora, Independent Director
- iv) Mr. Multan Singh Kadian, Independent Director
- v) Ms. Navpreet Kaur, Independent Director.

IN ATTENDANCE: Ms. Seema Saini, Company Secretary

MEMBERS PRESENT

In person - 116

In Proxy - 04

Since the Chairman of the Company was not present Mr. Vivek Atri, Managing Director of the Company was elected as Chairman of the meeting.

The Quorum was present. Mr. Vivek Atri, Chairman welcomed the members present.

Mr. Vivek Atri, Chairman informed that the Notice convening the 24th Annual General Meeting of the Company and the Annual Report for the year ended 31st March, 2016 were circulated to the Members within the statutory limit and were also placed on the website of the Company and Stock Exchange. Hence with the permission of the members present the notice was taken as read.

The Chairman informed that:

The Company has appointed Mr. Kanwaljit Singh, Practicing Company Secretary, to act as the Scrutinizer for carrying Voting in fair and transparent manner.

As per the said report, the results of the voting on the Resolutions, proposed in the Agenda of the meeting was announced through the websites of the Company, Stock Exchanges and Registrar.

Then the subjects contained in the Agenda were taken up one by one.

1. Consideration of Statement of Profit and Loss, Balance Sheet, Directors' Report and Auditors' Report.



The Chairman hoped that the Annual Report containing the Financial Reports that has already been circulated to the entire Shareholders would have been perused by the Members and as such the same was taken as read with the permission of the Members present at the Meeting.

As requested by the Chairman, the Statutory Auditors M/s Rakesh Singla & Associates, read the Auditors report on the financials of the Company for the year ended 31st March, 2016.

After the report of the statutory auditors, the chairman announced as follows:

- a) Now the Company Secretary will read out the Resolutions in respect of the subjects contained in the Notice of the AGM, one by one.
- b) The Members who have not voted earlier may register their vote on those resolutions in the Ballots issued to them.

As advised by the Chairman the Company Secretary read out the resolutions one by one as follows:

1 **CONSIDERATION OF FINANCIAL STATEMENT:**

“RESOLVED THAT that the audited financial statements including audited Balance Sheet and Profit and Loss Account of the Company for the year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon”

The Company Secretary announced that the members who have not voted earlier may register their vote in respect of the aforesaid resolution in the ballot form.

2 **RE-APPOINTMENT OF RETIRING DIRECTOR MR. VIVEK ATRI**

The following resolution was read:

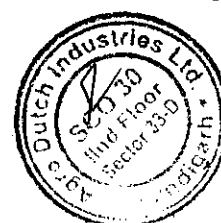
“RESLOVED THAT Mr. Vivek Atri, who retires by rotation and is eligible for re-appointment, be and is hereby re-appointed as a Director of Company.”

The Company Secretary announced that the members who have not voted earlier may register their vote in respect of the aforesaid resolution in the ballot form.

3 **RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS.**

The following resolution was read:

“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.”

The Company Secretary announced that the members who have not voted earlier may register their vote in respect of the aforesaid resolution in the ballot form.

The Chairman thanked the Members for attending the AGM and for their active deliberation at the Meeting.

The Members were requested to drop their Ballots in the ballot boxes placed at the Meeting hall after registering their votes therein.

Then the Chairman invited the Member present for discussion/ queries on the subjects, as contained in the notice and agenda. Members participated in the discussion session organized by the Company. Few of the members raised pertinent queries which were all ably and convincingly replied by the Managing Director.

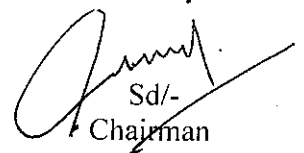
Vote of Thanks

Mr. Vivek Atri, Managing Director delivered Vote of thanks.

The AGM finally concluded with the announcement by the Chairman that the Meeting stands adjourned sine die.

Place: Chandigarh

Date: 15.10.2016


Sd/-
Chairman

Note: It may be noted that, as per the report of the scrutinizer the entire resolutions contained in the notice of the 24th Annual General Meeting were passed with requisite majority.

