



AN ISO 9001 : 2008 Company

Dhanuka Agritech Limited

Regd. Office: 82, Abhinash Mansion, 1st Floor, Joshi Road Karol Bagh, New Delhi-110005 (India) • Tel. No.: (011) 64656800/1/2
Website: www.dhanuka.com • Email ID: investors@dhanuka.com • CIN: L24219DL1985PLC020126



NOTICE TO THE MEMBERS

Notice is hereby given that the 31st Annual General Meeting of the Members of Dhanuka Agritech Limited will be held at Shri Purushottam Hindi Bhawan, 11, Vishnu Digambar Marg (Rouse Avenue), New Delhi – 110 002 on Thursday, the 11th day of August, 2016 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, 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, to hold office from the conclusion of this 31st Annual General Meeting until the conclusion of the 32nd Annual General Meeting and decide their remuneration and to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“Resolved That pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time and pursuant to the Resolution passed by the Members at the 29th Annual General Meeting (AGM) held on 17th September, 2014, the Company hereby ratifies the appointment of M/s Dinesh Mehta & Co, Chartered Accountants (Firm Registration No. 000220-N), as Statutory Auditors of the Company to hold office from the conclusion of this 31st AGM till the conclusion of the 32nd AGM of the Company, on a remuneration of Rs. 7,50,000 plus applicable service taxes and the Board of Directors of the Company are hereby authorised to pay such increased audit fee as they may deem fit.”

Special Business:

6. 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 141, 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s S. Chander and Associates, Cost Accountants (Firm Registration No.100105), the Cost Auditors appointed by the Board of Directors of the Company, to carry out Audit of Cost Accounts of the Company relating to agro-chemical manufacturing activities for the Financial Year 2016-17, be paid the remuneration of Rs. 2,00,000 plus applicable service tax inclusive of out-of-pocket expenses and on such other terms and condition as may be agreed between the Cost Auditor and the Managing Director of the Company.”

“Resolved Further That the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary or expedient to give effect to this Resolution.”

7. 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 149, 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, as amended from time to time, Mr. Sachin Kumar Bhartiya (DIN: 02122147), who has submitted a declaration stating that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, be and is hereby appointed 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 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 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and pursuant to recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, approval of the members of the Company be and is hereby accorded to the re-appointment of 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) as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the Explanatory Statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or agreement in such manner as may be agreed to between the Board of Directors and Mr. Mridul Dhanuka.”

“Resolved Further That the remuneration payable to Mr. Mridul Dhanuka, Whole Time Director shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

“Resolved Further That the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director(s) to give effect to the aforesaid resolution.”

9. 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 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder

(including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and pursuant to recommendation of Nomination and Remuneration Committee and consent of the Board of Directors, approval of the members of the Company be and is hereby accorded to the re-appointment of 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) as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the Explanatory Statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or agreement in such manner as may be agreed to between the Board of Directors and Mr. Rahul Dhanuka.”

“Resolved Further That the remuneration payable to Mr. Rahul Dhanuka, Whole Time Director shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

“Resolved Further That the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director(s) to give effect to the aforesaid resolution.”

By Order of the Board of Directors

For Dhanuka Agritech Limited

Sd/-

Kapil Garg

Company Secretary

Place: Gurgaon

Date: 24th May, 2016



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. Proxy form duly stamped and executed, in order to be effective, must be received by the Company at its Registered Office at least 48 hours before the time when the Meeting is scheduled to begin.
2. Pursuant to Section 105(1) of the Companies Act, 2013, read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as Proxy on behalf of not more than fifty Members and holding in aggregate not more than ten per cent of the total Share Capital of the Company carrying voting rights. A person acting as Proxy for a Member holding more than ten per cent of the total Share Capital of the Company carrying voting rights, will not act as Proxy for any other Member.
3. The Register of Members and the Share Transfer Books will remain closed from **10th August, 2016 to 11th August, 2016** (both days inclusive).
4. Interim Dividends:-
 - i. First Interim Dividend @125% (Rs. 2.50 per Equity Share having face value of Rs. 2 each) was paid during the FY 2015-16 to the Members whose names appeared in the Register of Members of the Company as on the record date i.e. 22nd February, 2016. In respect of Equity Shares held in electronic form, the Interim Dividend was paid on the basis of beneficial ownership as on the record date i.e. 22nd February, 2016 as per details furnished by the National Securities Depository Ltd. (NSDL) and Central Depositories Services (India) Ltd. (CDSL) for this purpose.
 - ii. Second Interim Dividend @200% (Rs. 4 per Equity Share having face value of Rs. 2 each) was paid during the FY 2015-16 to the Members whose names appeared in the Register of Members of the Company as on the record date i.e. 29th March, 2016. In respect of Equity Shares held in electronic form, the Interim Dividend was paid on the basis of beneficial ownership as on the record date i.e. 29th March, 2016 as per details furnished by the National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for this purpose.
5. Members holding Shares in physical form are requested to inform about any change in their address or bank particulars to the Company's Registrar & Share Transfer Agent, M/s Abhipra Capital Limited, quoting their Folio number. Members holding Shares in electronic form must inform about any change in their address or bank particulars to their respective Depository Participants and not to the Company. These particulars will be used by the Company for payment of Dividend to be declared in future.
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 AGM hall.
7. Documents referred to in this Notice 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 AGM .
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 AGM.
9. Members desirous of getting any information about the Accounts under reference and operations of the Company should address their query to the CFO & Compliance Officer so that the same may reach him at least seven days before the date of the Meeting to enable the Management to keep the information ready.
10. In view of the provisions of Section 205A of the Companies Act, 1956, unclaimed / unpaid Dividend for the Financial Year 2008-09 shall be transferred to Investor Education and Protection Fund (IEPF) in the month of October, 2016. Members, who have not yet encashed their Dividend warrant for the Financial Year ended 31st March, 2009 or any subsequent Financial Year (s), are requested to lodge their claims with the Company.
11. No claims shall lie against the Company or the Fund once the unclaimed Dividend is transferred to IEPF. Further, unclaimed / unpaid Final Dividend for the FY 2007-08, has already been transferred to IEPF.
12. Pursuant to Sections 20, 101 and 136 of the Companies Act, 2013 and Rules made thereunder, Companies are allowed to send notices/documents in electronic form to their Members. To enable the Company to send its Annual Report, Notice of AGM and other documents for the Financial Year ended 31st March, 2016 electronically, Members are requested to update their email IDs with their Depository Participants in case the Shares are held in the electronic form or the Registrar & Share Transfer Agent of the Company, in case the Shares are held in the



physical form and accord their consent for receiving documents through electronic mode.

13. The Company is pleased to provide the e-voting facility to Members to enable them to exercise their right to vote through electronic means, in pursuance of Section 108 of the Companies Act, 2013 and the Rules made thereunder.
14. The Company has appointed M/s R & D, Company Secretaries, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting for AGM. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

The instructions for shareholders voting electronically are as under:

- (i) The voting period will commence at 9:00 a.m. on Monday, 8th August, 2016 and will end at 5:00 p.m. on Wednesday, 10th August, 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 4th August, 2016 i.e record date for e-voting purpose are entitled to vote on the Resolutions set forth in this Notice. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website: www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence no. is printed on address sticker. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



- (xi) Click on the EVSN for the relevant M/s Dhanuka Agritech Ltd. on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES / NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) Any person, who acquires Shares of the Company and become Member of the Company after dispatch of the Notice and holding Shares as on the cut-off date for e-voting i.e. 4th August, 2016 may follow the same instructions as mentioned above for e-Voting.
13. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's Registrar & Share Transfer Agent, M/s. Abhipra Capital Limited, quoting their Folio number.
14. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item No. 6 to 9 of the Notice (in respect of Special Business to be transacted at the Meeting) is annexed hereto.

Explanatory Statement:

(Pursuant to Section 102 of the Companies Act, 2013 and other applicable provision)

The following Explanatory Statement sets out all the material facts, relevant to the items of the Special Business contained in the Notice.

Item No. 6

In accordance with the provisions of Section 148 of the Companies Act, 2013 and Rules framed thereunder, the Board of Directors, at the recommendation of the Audit Committee, in their Meeting held on 24th May, 2016 has considered and approved appointment of Cost Auditors, M/s S. Chander and Associates, Cost Accountants as Cost Auditors of the Company for the Financial Year 2016-17 to carry out Audit of Cost Accounts of the Company relating to agro-chemical manufacturing activities for the Financial Year 2016-17, at a remuneration to be fixed by Members at Annual General Meeting.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 6 of the Notice to fix the remuneration payable to the Cost Auditors for the Financial Year 2016-17.



The Board hereby recommends the Ordinary Resolution as set out at Item No. 6 for consideration and approval of Shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way interested or concerned with this Resolution.

Item No. 7

Mr. Sachin Kumar Bhartiya resigned from the post of Nominee Director of M/s. 2020 Equity Investors Limited, categorised as Non Executive Director of the Company w.e.f. 25th January, 2016.

In the opinion of the Board of Directors, he meets the conditions/criteria specified in the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as Independent Director of the Company.

In view of his qualitative directions given for implementing best Corporate Governance practices for the stakeholders of the Company, the Board of Directors, at the recommendation of the Nomination and Remuneration Committee, in their Meeting held on 09.02.2016 has appointed Mr. Sachin Kumar Bhartiya as non-retiring, Independent Director of the Company for a period of five consecutive years, with effect from 9th February, 2016 subject to Shareholders' approval.

The Company has received following documents from Mr. Sachin Kumar Bhartiya proposed to be appointed as Independent Director:

- 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 Companies Act, 2013.
- iii) A declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received written notices in accordance with the provisions of Section 160 of the Companies Act, 2013, from Members along with a deposit of Rs. 1,00,000/- for proposing the candidature of Mr. Sachin Kumar Bhartiya as Independent Director of the Company.

A copy of appointment letter of Mr. Sachin Kumar Bhartiya as Independent Director, setting out his terms and conditions would be open for inspection by any Member without any fee, at the Registered Office of the Company during normal

business hours on any working day, upto the date of Annual General Meeting and is also available on the website of the Company www.dhanuka.com.

The Board hereby recommends the Ordinary Resolution as set out at Item No.7 for consideration and approval of Shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way interested or concerned with this Resolution.

Item No. 8

Mr. Mridul Dhanuka was appointed as Whole time Director of the Company with Shareholders' approval in the 26th Annual General Meeting of the Company held on 29th July, 2011 for a period of Five years from 23rd May, 2011 to 22nd May, 2016 (both days inclusive).

As per the provisions of Sections 196, 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013, Mr. Mridul Dhanuka is eligible to be re-appointed as Whole –time Director of the Company. Since his term as Whole time Director has been over on 22nd May, 2016, the Members are requested to consider and approve the Ordinary Resolution for re-appointing him as Whole time Director of the Company for a further period of five Years from 24th May, 2016 to 23rd May, 2021 (both days inclusive).

In view of his vital role for smoothening the production, procurement and logistic functions and establishment of Quality Control in the functioning of the Company, the Board of Directors, at the recommendation of the Nomination and Remuneration Committee in their Meeting held on 24th May, 2016 has, subject to Shareholders' approval, re-appointed Mr. Mridul Dhanuka as Whole time Director of the Company for a period of five years from 24th May, 2016 to 23rd May, 2021 (both days inclusive) as per the terms and conditions set out in the Draft Agreement as placed before the Shareholders for their approval.

The Company has received following documents from Mr. Mridul Dhanuka proposed to be appointed as Whole time Director:

- 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 Companies Act, 2013.

The Company has received written notices in accordance with the provisions of Section 160 of the Companies Act, 2013, from Members along with a deposit of Rs. 1,00,000/- for



proposing the candidature of Mr. Mridul Dhanuka as a Whole time Director of the Company.

The material terms and conditions proposed in the said Draft Agreement are mentioned herein below for consideration of Members:

- A. Salary: Rs. 4,50,000 (Rupees Four Lacs and Fifty Thousand only) per month in the salary range of Rs. 4,50,000 – 75,000 – 7,50,000 p.m. with the authority granted to the Board of Directors, on the recommendations of the Nomination and Remuneration Committee, to revise the salary every year by Rs. 75,000 p.m., subject to the ceiling of Rs. 7,50,000 p.m.
- B. Commission: 1 % of the Net profits of the Company computed under Section 198 of the Companies Act, 2013.
- C. Perquisites:

Category 'A':

- i) Reimbursement of medical expenses for self and family, actually incurred, subject to the limit that the total cost to the Company will not exceed one month's salary in a year or three months' salary in a block of three years excluding perquisites;
- ii) Leave travel concession for self and family not exceeding 15 days salary, once in a year. The perquisite will be taxed in accordance with the provisions of the Income-Tax Rules;
- iii) Membership fee of not more than two clubs provided no life Membership fee or admission fee will be paid by the Company;
- iv) Personal accident insurance cover subject to limit of Rs. 7,50,000/- under GPA policy.

Category 'B':

- i) Company's contribution towards Provident Fund, subject to the ceiling of 12% of the salary;
- ii) Gratuity payable to an approved Gratuity Fund, which will not exceed one half month's salary for each completed year of service or part thereof in excess of six months, subject to a ceiling of Rs. 10,00,000 or as laid down in the Income Tax Rules, 1962, whichever is lower.

Category 'C':

- i) Provision of fully-furnished rent-free accommodation for self and family;
- ii) Provision of one car for official and personal use; and
- iii) Provision of mobile phones, telephones at residence, etc. for official and personal use; subject to maximum limit of Rs. 10,000 p.m. in aggregate.

iv) Minimum Remuneration:

Notwithstanding anything to the contrary contained herein, where in any Financial Year, during the currency of tenure of Mr. Mridul Dhanuka as a Whole time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites, as may be approved by the Board, on the recommendation of the Nomination and Remuneration Committee of the Board of Directors, but subject to the limits prescribed in Schedule V to the Companies Act, 2013.

The copy of the draft Agreement referred to in the Resolution is available for inspection to the Members at the Registered Office of the Company on any working day during business hours and will also be available for inspection throughout the continuance of the Annual General Meeting.

This shall also be treated as an abstract of the terms of the Contract /Agreement as to the nature of concern or interest of the Directors pursuant to Section 190 of the Companies Act, 2013.

The aforesaid terms & conditions governing remuneration of Mr. Mridul Dhanuka fall within the parameters as prescribed in Schedule V to the Companies Act, 2013 as amended upto date; hence only Shareholders' approval is required and no approval of the Central Government is necessary in this case.

The Board hereby recommends the Ordinary Resolution as set out at Item No. 8 for consideration and approval of Shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Mridul Dhanuka, Whole time Director, himself, Mr. R.G. Agarwal, Chairman, Mr. M.K. Dhanuka, Managing Director and Mr. Rahul Dhanuka, Whole time Director are in any way interested or concerned with this Resolution.

Item No. 9

The Shareholders in the 27th Annual General Meeting held on 13th day of August, 2012 re-appointed Mr. Rahul Dhanuka as Whole-time Director for a period of five years from 1st May, 2012 to 30th April, 2017 (both days inclusive).

As per the provisions of Sections 196, 197, 198 read with Schedule V of the Companies Act, 2013, Mr. Rahul Dhanuka is eligible to be re-appointed as a Whole-time Director of the Company. Since his term as Whole-time Director to be ended on 30th April, 2017, the Members may consider re-appointing him as the Whole-time Director of the Company for a further period of five Years from 1st May, 2017 to 30th April, 2022 (both days inclusive).

In view of his distinguished performance and dedicated efforts towards the achievement of organizational goals of the



Company, the Board of Directors, based on the recommendations of the Remuneration Committee in their meeting held on 24th May, 2016, subject to Shareholders' approval has re-appointed Mr. Rahul Dhanuka as a Whole-time Director of the Company for a period of five Years from 1st May, 2017 to 30th April, 2022 (both days inclusive) as per the terms and conditions set out in the Draft Agreement as placed before the Shareholders for their approval.

The Company has received following documents from Mr. Rahul Dhanuka proposed to be appointed as a Whole time Director:

- 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 Companies Act, 2013.

The Company has received written notices in accordance with the provisions of Section 160 of the Companies Act, 2013, from Members along with a deposit of Rs. 1,00,000/- for proposing the candidature of Mr. Rahul Dhanuka as a Whole time Director of the Company.

The material terms and conditions proposed in the said Draft Agreement are mentioned herein below for consideration of Members:

- A. Salary: Rs. 5,50,000 (Rupees Five Lacs and Fifty Thousand only) per month in the salary range of Rs. 5,50,000 – 75,000 – 8,50,000 p.m. with the authority granted to the Board of Directors, on the recommendations of the Nomination and Remuneration Committee, to revise the salary every year by Rs. 75,000 p.m., subject to the ceiling of Rs. 8,50,000 p.m.
- B. Commission: 1.50 % of the Net profits of the Company computed under Section 198 the Companies Act, 2013.
- C. Perquisites:

Category 'A':

- i) Reimbursement of medical expenses for self and family, actually incurred, subject to the limit that the total cost to the Company will not exceed one month's salary in a year or three months' salary in a block of three years excluding perquisites;
- ii) Leave travel concession for self and family not exceeding 15 days salary, once in a year. The perquisite will be taxed in accordance with the provisions of the Income-Tax Rules;
- iii) Membership fee of not more than two clubs provided no life Membership fee or admission fee will be paid by the Company;

- iv) Personal accident insurance cover subject to limit of Rs. 7,50,000/- under GPA policy.

Category 'B':

- i) Company's contribution towards Provident Fund, subject to the ceiling of 12% of the salary;
- ii) Gratuity payable to an approved Gratuity Fund, which will not exceed one half month's salary for each completed year of service or part thereof in excess of six months, subject to a ceiling of Rs. 10,00,000 or as laid down in the Income Tax Rules, 1962, whichever is lower.

Category 'C':

- i) Provision of fully-furnished rent-free accommodation for self and family;
- ii) Provision of one car for official and personal use; and
- iii) Provision of mobile phones, telephones at residence, etc. for official and personal use; subject to maximum limit of Rs. 10000 p.m. in aggregate.
- iv) Minimum Remuneration:

Notwithstanding anything to the contrary contained herein, where in any Financial Year, during the currency of tenure of Mr. Rahul Dhanuka as a Whole time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites, as may be approved by the Board, on the recommendation of the Nomination and Remuneration Committee of the Board of Directors, but subject to the limits prescribed in Schedule V to the Companies Act, 2013.

The copy of the draft Agreement referred to in the Resolution is available for inspection to the Members at the Registered Office of the Company on any working day during business hours and will also be available for inspection throughout the continuance of the Annual General Meeting.

This shall also be treated as an abstract of the terms of the Contract/Agreement as to the nature of concern or interest of the Directors pursuant to Section 190 of the Companies Act, 2013.

The aforesaid terms & conditions governing remuneration of Mr. Rahul Dhanuka fall within the parameters as prescribed in Schedule V to the Companies Act, 2013 as amended upto date; hence only Shareholders' approval is required and no approval of the Central Government is necessary in this case.

The Board hereby recommends the Ordinary Resolution as set out at Item No. 9 for consideration and approval of Shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Rahul Dhanuka, Whole



time Director, himself, Mr. R.G. Agarwal, Chairman, Mr. M.K. Dhanuka, Managing Director and Mr. Mridul Dhanuka, Whole time Director are in any way interested or concerned with this Resolution.

Brief resume of Directors being recommended for appointment /re-appointment:

Item No. 3

Mr. Arun Kumar Dhanuka, aged 59 years, is a Commerce Graduate from Delhi University, 1978 batch. He is responsible for looking after Gurgaon Factory Operations. With his innovative ideas, able leadership and utmost sincerity, he has raised the Company to new heights of success. Mr. Arun Kumar Dhanuka is also a Director on the Board of Dhanuka Laboratories Limited. He holds 39,607 Equity Shares of the Company.

Item No. 4

Mr. M.K. Dhanuka, aged 61 years, holds Bachelor's Degree in Commerce from SRCC, Delhi University. He is the Promoter share-holder and has been working as Director of the Company since its incorporation. He is an eminent personality and has a vast and rich experience of 39 years in the Agrochemicals Industry.

He is proficient in corporate affairs and his keen insight and judgment bring excellence in the functioning of the Company, its Board and Committees. He has deep commitment towards the achievement of organizational goals and has also played a key role in instilling principles of Corporate Governance in the functioning of the Company. His foresight and business acumen have propelled the Company towards achieving its goals.

He is also Director on the Board of M/s Dhanuka Laboratories Limited, M/s Golden Overseas Private Limited, M/s Dhanuka Infotech Private Limited and M/s M.D. Buildtech Private Limited. He is a Member of Banking, Finance and Operations Committee and Permanent Invitee of the Audit Committee of the Company. He holds 30,959 Equity Shares of the Company.

Item No. 7

Mr. Sachin Kumar Bhartiya, aged 38 years, is a Chartered Accountant and a partner at global private equity firm Lighthouse Funds. He has over fifteen years of experience in

the capital market advising and investing in mid-market corporates. He is also a Director on the Boards of Unibic Biscuits India Private Limited, Bikaji Foods International Ltd., Indian Herbs Speciality Ltd., Lighthouse Advisors (India) Private Limited, Bombay Central Holding and Trading Co. Private Limited and Oreo Capital Advisors Pvt. Ltd. He does not hold any Equity Share of the Company.

Item No. 8

Mr. Mridul Dhanuka, aged 35 years, is a B. Tech in Chemical Engineering & M.B.A. from NITIE, Mumbai. He joined the organization in 2007 and with his technical expertise has enlarged the product base of Dhanuka. He has helped the Company in smoothening the production, procurement and logistic functions and established Quality Control. He has been instrumental in bringing new systems and policies in the organization and implementation of ERP.

He is also a Director on the Boards of Dhanuka Laboratories Ltd, Dhanuka Infotech Pvt. Ltd, Otsuka Chemical India Pvt. Ltd, M.D. Buildtech Pvt. Ltd and Dhanuka Agri-Solutions Pvt. Ltd. (Bangladesh Incorporated Wholly owned Subsidiary). He is a Member of Banking, Finance and Operations Committee of the Company. He has experience of 10 years in the Agrochemicals Industry. He holds 30,959 Equity Shares of the Company.

Item No. 9

Mr. Rahul Dhanuka, aged 41 Years, is a Graduate in Chemistry from Delhi University and an MBA from S.P. Jain Institute of Management and Research, Mumbai. As a Marketing Director, he is responsible for national sales and marketing. Due to his excellent marketing management skills, the Company has been able to penetrate the very interiors of rural India. He has been instrumental in bringing new systems and policies in the organization, implementation of ERP and for strategic business relationships with all the collaborators. He has experience of 18 years in the Agrochemicals Industry.

He is a Director on the Boards of Dhanuka Laboratories Limited, Golden Overseas Private Limited and Dhanuka Agri-Solutions Private Limited (Bangladesh Incorporated Wholly owned Subsidiary) and Member of the Banking, Finance and Operations Committee of the Company. He holds 3,81,494 Equity Shares of the Company.

By Order of the Board of Directors

For Dhanuka Agritech Limited

Sd/-

Kapil Garg

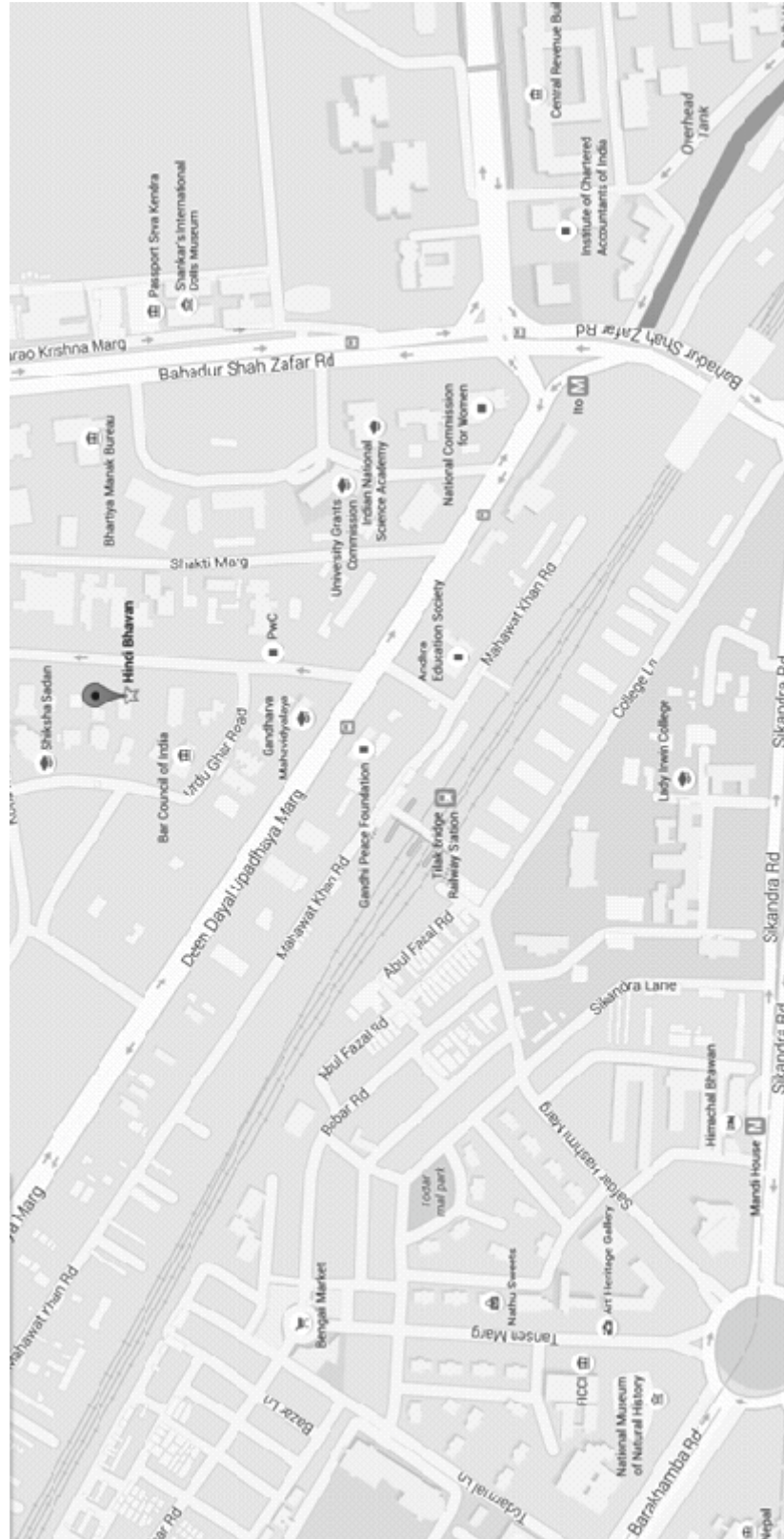
Company Secretary

Place: Gurgaon

Date: 24th May, 2016



Route map to the venue of the AGM



Form No. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L24219DL1985PLC020126
Name of the Company : **Dhanuka Agritech Limited**
Registered Office : 82, Abhinash Mansion, 1st Floor, Joshi Road
Karol Bagh, New Delhi-110 005

Name of the Member(s):
Registered Address:
E-mail ID:
Folio No/ Client ID:
DP ID:

I/We, being the member(s) holding.....shares of the above named company, hereby appoint

- Name :
Address :
E-mail Id :
Signature....., or failing him
- Name :
Address :
E-mail Id :
Signature....., or failing him
- Name :
Address :
E-mail Id :
Signature....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on Thursday, the 11th day of August, 2016 at 11:00 A.M. at Shri Purushottam Hindi Bhawan, 11, Vishnu Digambar Marg (Rouse Avenue), New Delhi-110002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Optional*	
	For	Against
1.	To receive, consider and adopt the Audited Standalone and Consolidated Balance Sheet of the Company as at 31 st 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 1 st Interim Dividend and 2 nd 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 consider and ratify appointment of M/s Dinesh Mehta & Co. Chartered Accountants as a Statutory Auditors of the Company and fix their remuneration for the Financial Year 2016-17.	
6.	To consider and appoint M/s S. Chander and Associates, Cost Accountants as a Cost Auditors of the Company and fix their remuneration for the Financial Year 2016-17.	
7.	To consider and appoint Mr. Sachin Kumar Bhartiya (DIN: 02122147), as an 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 a Whole Time Director of the Company for a period of five years from 24 th May, 2016 to 23 rd May, 2021 (both days inclusive).	
9.	To consider re-appoint Mr. Rahul Dhanuka (DIN: 00150140) as a Whole Time Director of the Company for a period of five years from 1 st May, 2017 to 30 th April, 2022 (both days inclusive).	

Signed this.....day of....., 2016

Signature of Shareholder..... Signature of Proxy Holder(s).....

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



*This is only optional. Please put a 'X' in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.

ECS Mandate Form

Abhipra Capital Limited

Unit: Dhanuka Agritech Limited
Abhipra Complex,
A-387, Dilkush Industrial Area,
G.T. Karnal Road, Azadpur,
Delhi – 110 033

If Shares held in PHYSICAL mode:
Please fill and sign this form and send it to the Registrar (RTA) of the Company

If Shares held in ELECTRONIC mode:
Please fill and sign this form and send it to your Depository Participant (DP).

Dear Sir / Madam,

Change in Mode of Payment to ECS

I hereby consent to have the amount of Dividend on my Equity Share(s) credited through the Electronic Clearing Service [ECS] facility. The particulars are:

1. Folio No./DP ID-Client ID No.:
(Folio No. given in equity Share Certificate(s)/Client ID No. given by your DPs)

2. Shareholder's Name: Mr./Ms./M/s.:

3. Shareholder's Address:
.....

4. Particulars of the Bank:

- Bank Name:
 - Branch Name and Address:
 - Telephone Number of Bank:
 - The nine-digit Code Number of the Bank and Branch appearing on the MICR Cheque issued by the Bank :
- (Please attach a photocopy of a cheque or a cancelled bank cheque issued by your Bank for verification)

• IFSC Code:

• Account Type (please ✓) Savings Current Cash Credit

• Account Number (as appearing on the cheque book):

5. Date from which the Mandate should be effective:

I hereby declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons of incomplete or incorrect information being furnished by me, I would not hold the Company/Registrar & Transfer Agent of the Company responsible. I also undertake to inform the DP/Company/Registrar & Transfer Agent in writing, of any change in the particulars of my Bank Account to facilitate updation of records for the purpose of credit of the Dividend amount through ECS.

Signature of the first/sole Shareholder

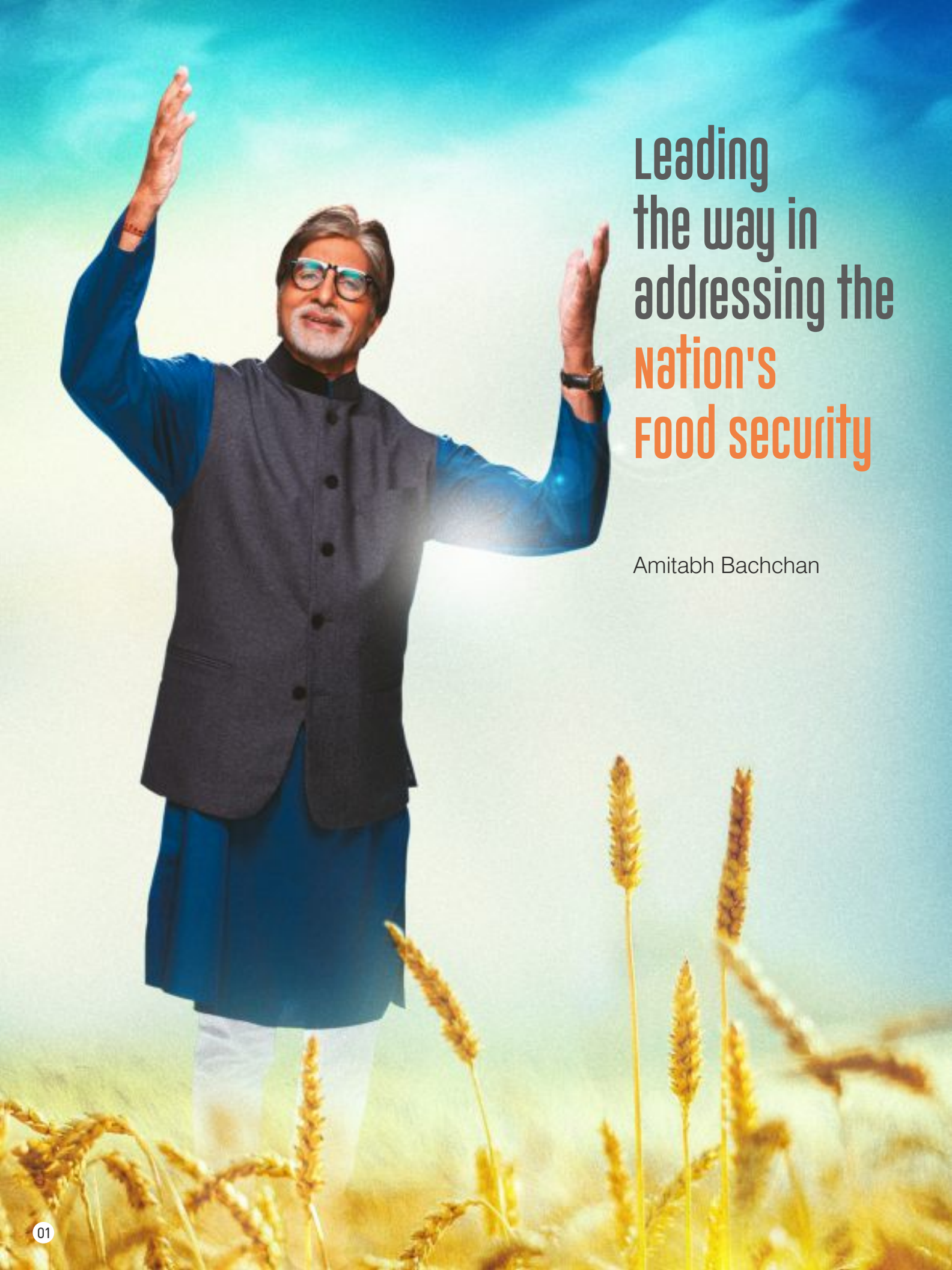
Success
Capitalization
Expertise Protecting
Enhancing Nurturing Farmers
Research & Development Securing
Growth **UNLOCKING** Value
Responsibility **NEW** Independant
Food Future **POSSIBILITIES** Keshwana Unit

Cultivating *q*
Strength Business
Produce *m*

z a d



Dhanuka Agritech Limited
Annual Report | 2015-16

A photograph of Amitabh Bachchan standing in a field of golden wheat. He is wearing a blue kurta, a grey Nehru jacket, and white trousers. He has his arms raised in a gesture of blessing or hope. The background is a bright, hazy sky. The text 'Leading the way in addressing the nation's food security' is overlaid on the right side of the image.

Leading
the way in
addressing the
nation's
Food security

Amitabh Bachchan

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unlocking new possibilities

Unlocking new possibilities will largely determine how far we will be able to make our dreams turn into reality. They are the actions and decisions that we make daily which will propel us gradually to our destinations. Every day presents new opportunities and possibilities to us and it is our duties and responsibilities to identify and take hold of them. Our readiness to unlock, take charge and take hold of these opportunities will help us in reaching our goals. Goals are wish lists until they become actionable, measurable, specific and realistic and are carried out within a time frame. Nothing remains new forever.

We, Dhanuka, always run towards our dream that is in-reach to the farming community and spread smiles across world. Our experts are in touch with world's best team globally for acquiring new technology for Indian farmer community. Let us explore how we are unlocking new possibilities.

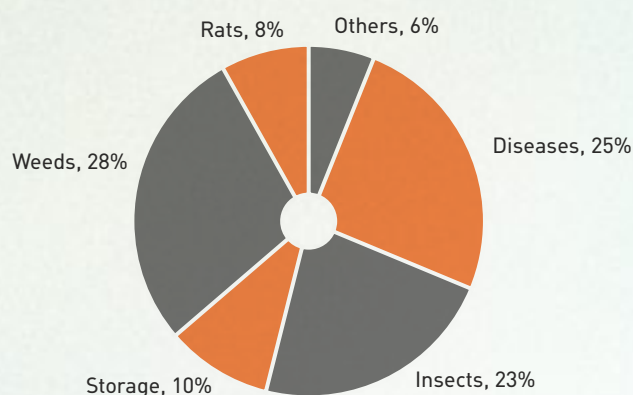
We are dreaming It | We are thinking outside the box | We are keeping our focus

Enhancing Farmers value

India has made some progress in reducing poverty level on the Global Hunger Index and its hunger status remains classified as "serious".

- As per IARI, avoidable losses due to pests range from 8 to 90%, the highest being in cotton (49 to 90%), followed by pulses (40 to 88%).
- IARI also reported very high cost: benefit, ratio of pesticide use, highest being in groundnut followed by mustard, sunflower and cotton.
- In general, every rupee spent on plant protection saves on an average produce worth five rupees.

*Losses due to Pests



Crop	Avoidable Losses (%)	Cost : Benefit ratio of pesticide use
Cotton	49-90	1:7
Rice	21-51	1:7
Mustard	35-75	1:12
Sunflower	36-51	1:8
Groundnut	29-42	1:28
Maize	20-25	1:3
Sugarcane	8-23	1:13
Pulses	40-88	1:4
Vegetables	30-60	1:7
Fruits	20-35	1:4

India loses nearly 30% of its potential crop to insects, weeds, diseases and rodents eat. We, Dhanuka Agritech plays a crucial role in protecting crops from damage by weeds, pests, insects and fungus, both before and after harvest. This helps to increase crop yields, which is important seeing the rate at which cultivable land is shrinking.

*Source: IARI, Global Hunger Index



we are **dhanuka Agritech**

India is having more than six lakh villages and 60% population dependent on Agriculture. It is not possible for a Company to reach to all of them.

However, Dhanuka is imparting the new technology in approximately 30000 villages through its team of 1500 Dhanuka Doctors under concept "Dhanuaka Kheti Ki Nai Takneek (DKKNT)". These Dhanuka Doctors gives demonstrations on farmer's fields, yield demonstrations, farmers meetings, village meetings. In the evening training is imparted through multimedia at a village meeting.

Supply Chain Management

Dhanuak is having robust supply chain management and logistic system in built in its ERP. Company is having four zonal warehouses and 46 warehouses in different States to ensure speedy and timely delivery of its products.

Distributors Network

Dhanuka is having one of the largest distribution network in India with more than 8800 direct dealers catering to approximately 80000 retailers. In last six years, the number of dealers have doubled. The Company hopes to further strengthen its distribution network by increasing number of dealers and retailers by 5% every year.

MANUFACTURING FACILITIES

Gurgaon (Haryana):

First production facility of Dhanuka, established in 1960 under the banner of Northern Minerals Private Limited. Land area of around 28,700 square metres.

Equipped with latest specialised equipment for manufacturing various formulations, namely:

- EC, SC, SL, SE, EW, CS
- SP, WP, WDG

Our Lab is NABL accredited (Indian GLP) lab engaged in:

- New formulation development
- Soil and water testing

Sanand (Gujarat):

Second largest capacity for manufacturing granules in India. Land area of 62,700 square metres. Largest dedicated granules formulation facility.

Udhampur (Jammu and Kashmir):

State-of-the-art production line. 12 filling lines dedicated to liquids like EC, SC & SL. Online monitoring of quality conforming to the highest standards. Two separate lines for powder formulations. Zero water discharge facility.

Keshwana (Rajasthan)

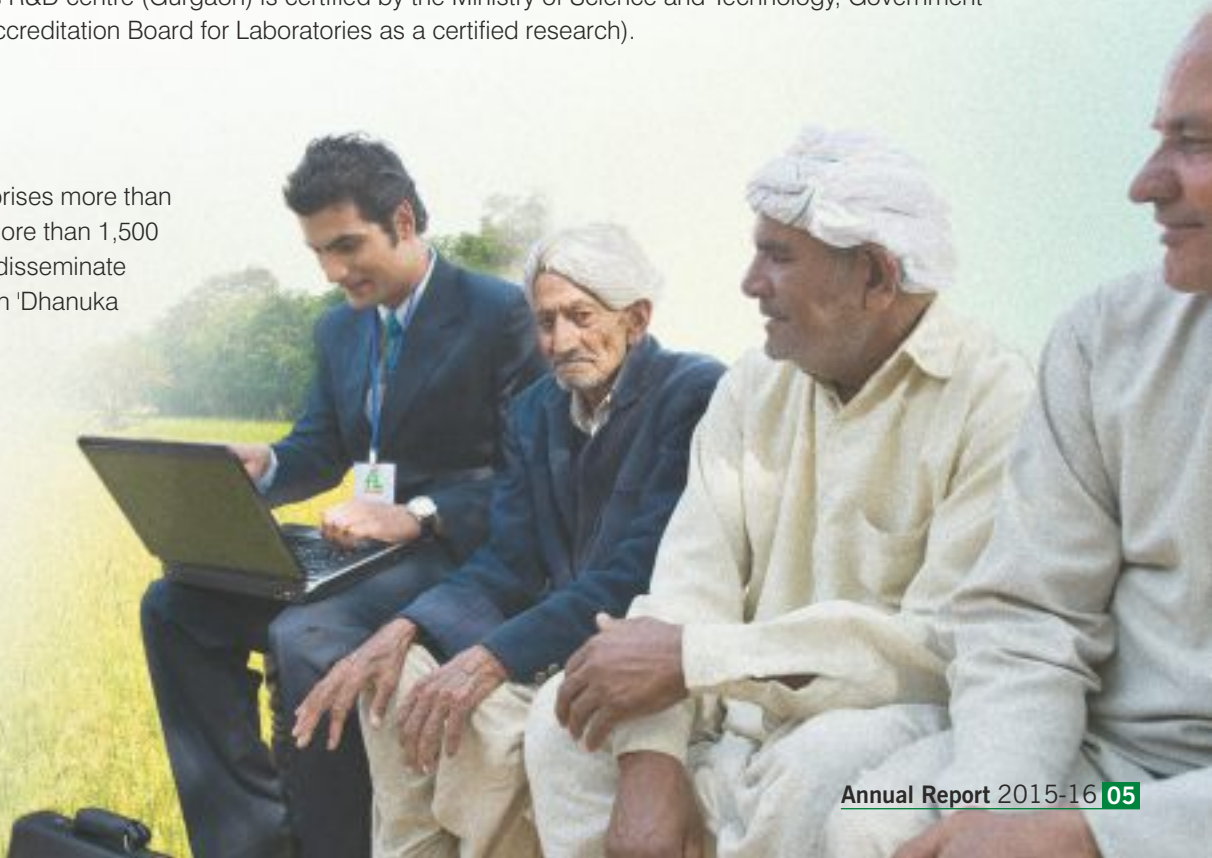
The company has set a new milestone by commissioning its new plant at Keshwana in Rajasthan in March, 2016. This will have one of the largest liquid formulation facilities in India, at its full capacity. The production has already started from March, 2016 and we hope that the Keshwana plant will be fully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

Quality

Over the years, Dhanuka Agritech Limited invested in process and product excellence. The Company is ISO 9001:2008-certified across all locations. The Company's Udhampur unit is certified with ISO 14001:2004 and OHSAS 18001:2007. (Dhanuka's R&D centre (Gurgaon) is certified by the Ministry of Science and Technology, Government of India, and National Accreditation Board for Laboratories as a certified research).

Team

Dhanuka Agritech comprises more than 1,250 employees and more than 1,500 Dhanuka Doctors, who disseminate technology to farmers on 'Dhanuka kheti ki nayi takneek'.





cultivating success with expertise

Decades of on-ground efforts have helped us to achieve deep rooted knowledge about Indian agriculture. The vast reservoir of knowledge

COMPANY'S STRATEGY TO FACE CHALLENGES

- The biggest challenge faced by the Agro Chemical Industry is deficit monsoon and untimely rains. India is having approximately 40% irrigated area and rest is dependent on rain God. Dhanuka is promoting "Save Water" campaign.
- The Company has constructed four check dams in Rajasthan in last two years i.e. in 2014 and 2015 with the help of PHD Chamber of Commerce. The 1st two check dams constructed in 2014 is benefiting over 28,000 villagers.
- The Company celebrate World water day on 22nd March every year. One T.V. advertisement of Bollywood legend Mr. Amitabh Bachchan "Insan Pani Bana To Nahi Sakta Par Han Bacha Zaroor Sakta Hai" is inspiring the natives to save water.
- A drawing annual competition on "SAVE WATER" theme is organized in approximately 200 schools all over India to create awareness among children to save water.
- There is no excise duty on the other agri inputs like Seeds, Fertilizers etc. but the Agro-Chemical Industry has to pay 12.5% excise duty due to which Pesticides become costly for the farmers.

OPPORTUNITY

Huge opportunity for this Industry to have good growth for minimum next 10 years due to following reasons:

- Our Agricultural land is shrinking every year due to urbanization and industrialization.
- We are adding more than one billion in our population every year.
- Our Pesticide consumption is one of the lowest in the World. India is consuming approximately 600 gms per hectare while all the developed nations consumption is 10-20 times more than India.
- Approximately 30% crops are destroyed because of the pest attack and diseases.
- Only 40% farmers are using Pesticides as the technology has not reached to the interior and marginal farmers of the Country.

CRITERIA FOR THE GROWTH & SUCCESS OF DHANUKA IN FUTURE:

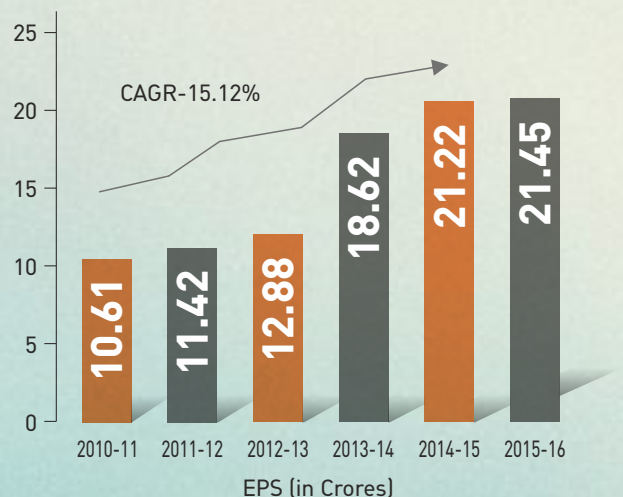
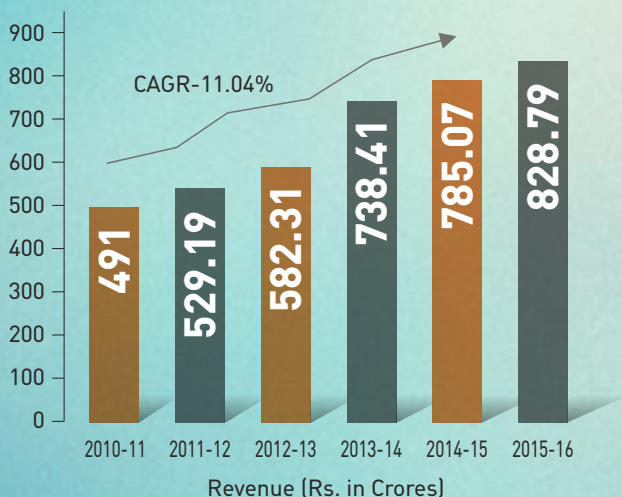
- Bringing new molecules to India which are eco friendly, less toxic, safer for the environment and having less residues with the help of MNC tie-ups year after year.
- Providing new technology to the maximum number of farmers from sowing to harvesting so that farmers can get maximum yield of his crop.
- Last mile connectivity : Delivering crop protection to the marginal farmers by bringing the products at their door step.

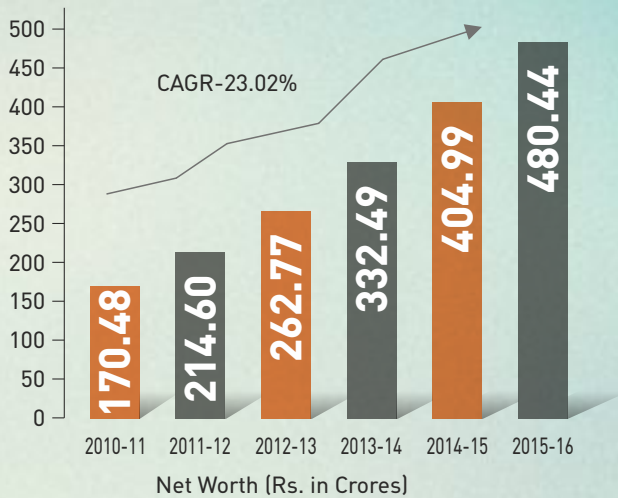


Financial **Highlights**

consolidating every move of our results oriented journey by setting up new milestones

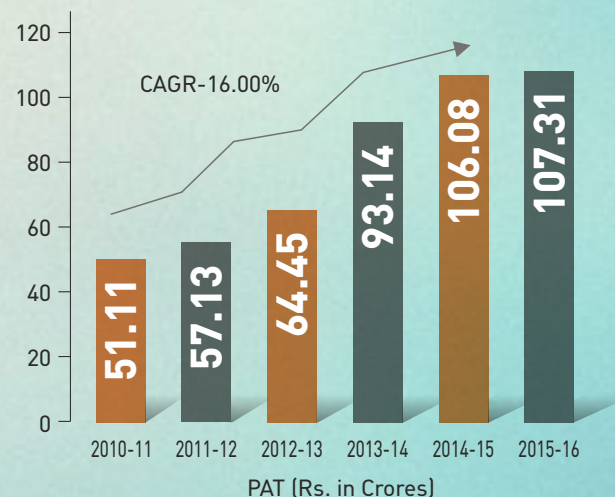
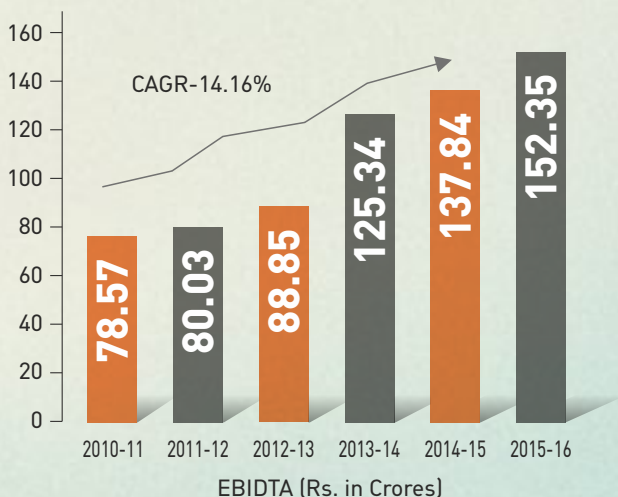
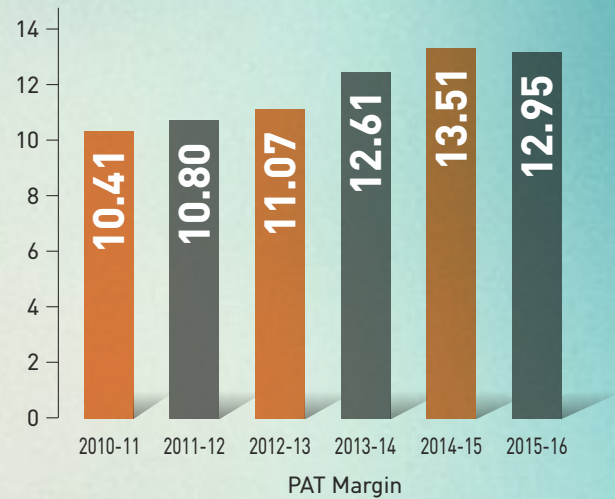
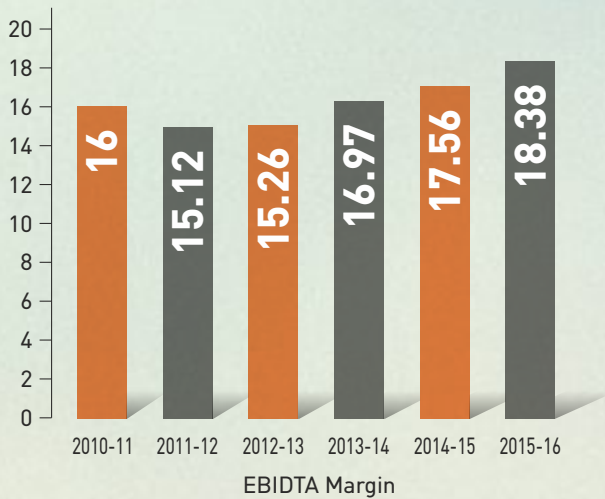
- Increased Revenue by 5.57% from Rs. 785.07 Crores in FY 2014-15 to Rs. 828.79 Crores in FY 2015-16.
- Increased EBIDTA by 10.53% from Rs. 137.84 Crores in FY 2014-15 to Rs. 152.35 Crores in FY 2015-16.
- Increased Net Worth by 18.63% from Rs. 404.99 Crores in FY 2014-15 to Rs. 480.44 Crores in FY 2015-16.
- Interim dividend 325% amounted to Rs. 39.16 crores (including 6.64 crores Corporate Dividend Tax) paid during Financial Year 2015-16. (Highest ever paid Dividend).





Mr. Mahendra Kumar Dhanuka
(Managing Director)

Considering a challenging drought fiscal, the company was able to have moderate growth in EBIDTA and in spite of increase in heavy income tax liability, Dhanuka has been able to maintain its PAT level to that of last fiscal. This is a good performance by the Dhanuka Team.



Reflection from the chairman

On Integration of
Agrochemicals into
2nd Green Revolution:



Mr R G Agarwal, Chairman,

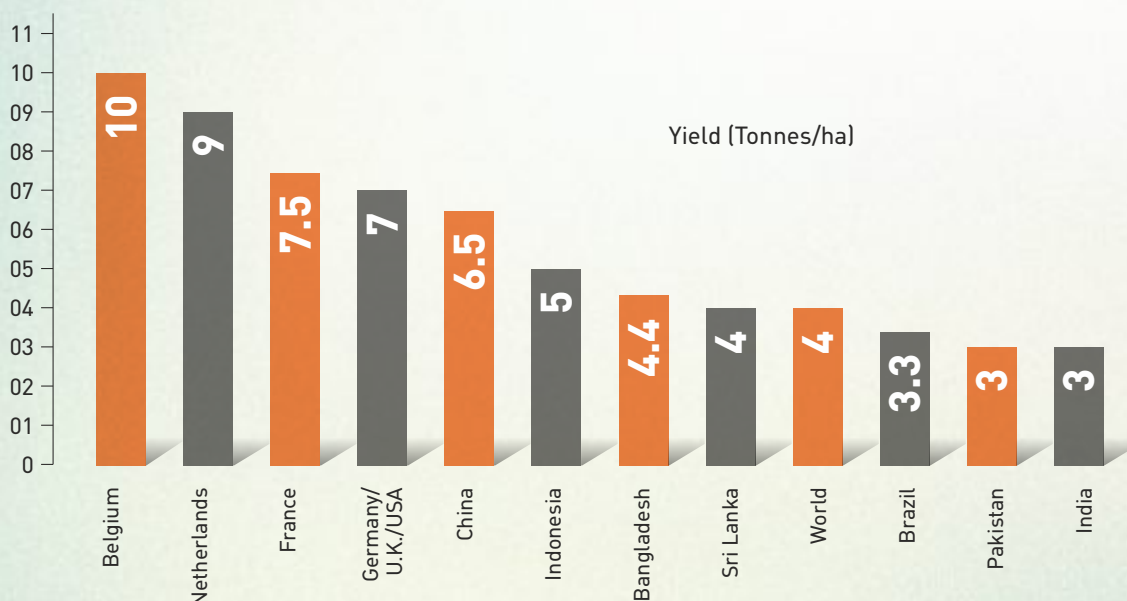
With more than 6 lakhs villages and 14 crore farmers in the country strong government support is needed to back up a predominantly agrarian economy. Agrochemicals can play an instrumental role in achieving the 2nd Green revolution; it is crucial to provide technology, intensive training to the farmers,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

The budget 2016-17 announced by government of India aimed at growth of agriculture sector and farmers.

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

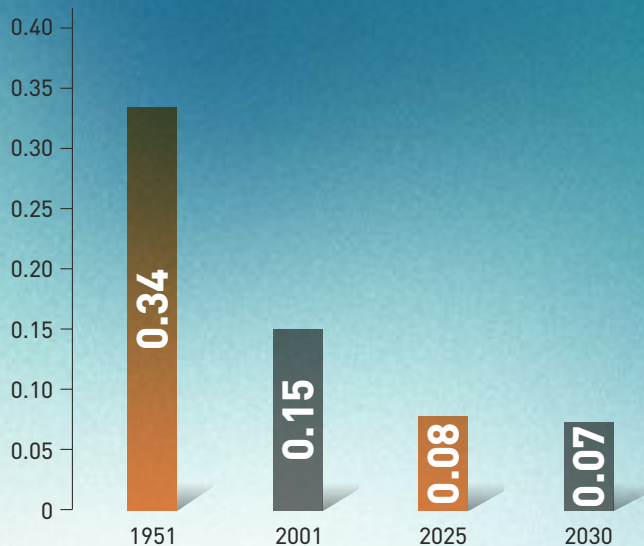
*Per hectare yield in India lower than the rest of the world:

Per hectare yield in India is one of the lowest in the world. Yields in India stand at 3 tons/ha compared to the global average of 4 tons/ha. Developed countries like USA, UK, France and Germany are able to achieve higher per hectare yields than India due to better farming practices. As workforce in agriculture in India reduces, we need to look at increasing yields to be able to meet growing demand which will require better farming practices as already discussed.



***Reduction in arable land:**

The amount of per capita arable land in India has consistently declined from ~0.34 ha in 1950s to ~0.15 ha in 2000s. With rising population it is further expected to reduce to ~ 0.07 ha by 2030. India had 16,000 sq. km of total cropped area during 10 years from 2000-01 to 2010-11. During the same period land under urban use increased by 24,000 sq. km, at the expense of arable land. This has put immense pressure on the current available arable land for the food and nutritional needs of the population.

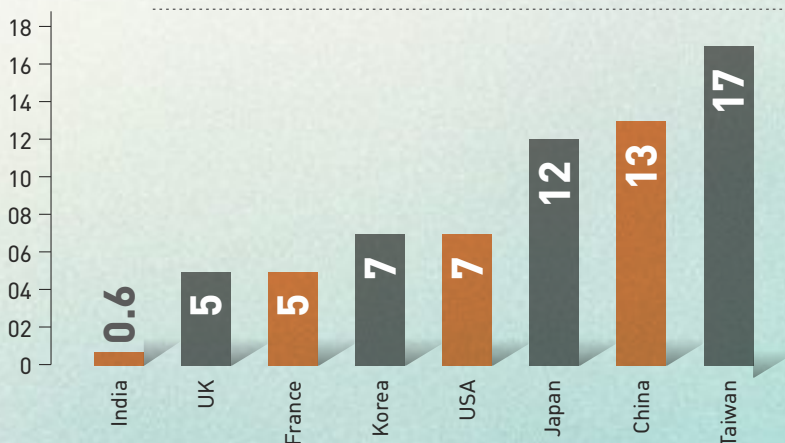
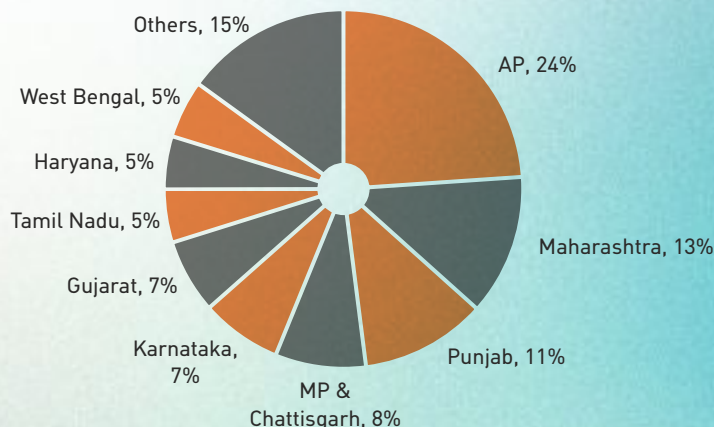


***Indian Agrochemical market Overview**

The Indian crop protection industry is estimated to be USD 4.25 billion in FY14 and is expected to grow at a CAGR of 12% to reach USD 7.5 billion by FY19. Exports currently constitute almost 50% of Indian crop protection industry and are expected to grow at a CAGR of 16% to reach USD 4.2 billion by FY19, resulting in 60% share in Indian crop protection industry. Domestic market on the other hand would grow at 8% CAGR, as it is predominantly monsoon dependent, to reach USD 3.3 billion by FY19. Globally, India is fourth largest producer of crop protection chemicals, after United States, Japan and China. The crop protection companies in India can be categorized into three types -Multi-National, Indian including public sector companies and small sector units.

***State wise pesticide consumption;**

Andhra Pradesh (Seemandhra and Telangana), Maharashtra and Punjab are top three states contributing to 45% of pesticide consumption in India. Erstwhile Andhra Pradesh is the leading consumer with 21% share. The top seven states together account for more than 70% of crop protection chemicals usage in India.



***Low consumption of pesticides in India:**

The per hectare consumption of pesticides in India is one of the lowest in the world and stands at 0.6 kg/ha against 5-7 kg/ha in the UK and at almost 20-30 times ~ 13 kg/ha in China. In order to increase yield and ensure food security for its enormous population Crop Protection is bound to go up in India.

*Source : FICCI-Indian Agrochemical Industry Report, November 2015

corporate information

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 Kumar Bhartiya, Independent Director
Mr. Subhash Chandra Lakhota, Independent Director
Mr. Indresh Narain, Independent Director
Mr. Priya Brat, Independent Director
Mr. Vinod Kumar Jain, Independent Director
Mrs. Asha Mundra, Independent Director
Mr. Om Prakash Khetan, Independent Director

Chief Financial Officer & President

Mr. Vinod Kumar Bansal

Company Secretary & Compliance Officer

Mr. Kapil Garg

Internal Auditors

Manoj Ritu & Associate
Chartered Accountants
322, Vardhman Diamond Plaza
Motia Khan, New Delhi - 110055

Statutory Auditors

M/s. Dinesh Mehta & Co.
Chartered Accountants
21, Daya Nand Road, Darya Ganj,
New Delhi-110002

Secretarial Auditors

M/s. R&D
Company Secretaries
785, Pocket E, Mayur Vihar II
New Delhi - 110091

Bankers

The Hongkong & Shanghai Banking Corporation Limited

HDFC Bank Limited

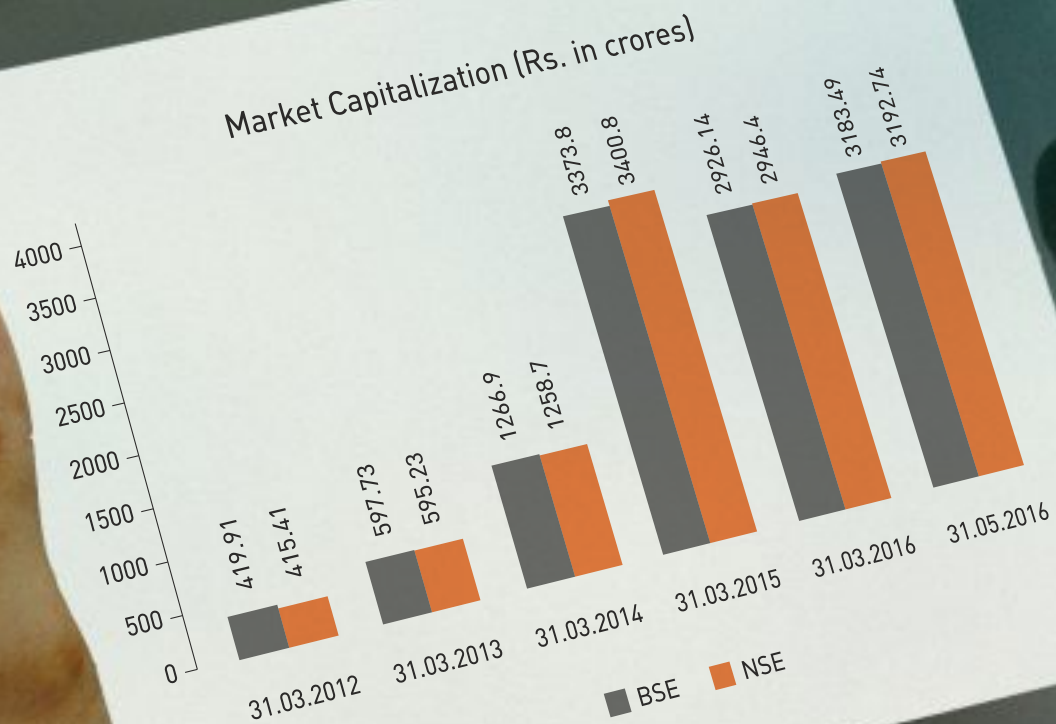
Listing

Bombay Stock Exchange Limited
National Stock Exchange of India Limited

Registrars and Transfer Agents

M/s Abhipra Capital Limited
Abhipra Complex, A-387,
Dilkush Industrial Area, G.T. Karnal Road,
Azadpur, Delhi-110033
Phone Nos.: (011) 42390909/708/783
Email: info@abhipra.com, rta@abhipra.com
Website: www.abhipra.com

market capitalization



Over the years, Dhanuka Agritech enhanced shareholders value through the following initiatives:

- The Company decided to remain relatively asset-light through a significant focus on marketing products developed by international partners
- The Company decided to market non-commodity products with growing appeal; this translated into value-addition and correspondingly higher margins
- The Company rejuvenated its specialty product portfolio through the periodic addition of new margin-accretive products



unlocking new possibilities

securing FOOD for FUTURE

The agricultural and horticultural industry faces a multitude of challenges like: growing world population is projected to increase by *250,000 every day and reach 9 billion by 2050, according to the United Nations. Those are 9 billion mouths to feed. And other one is increasing shortage of water and (farm) land. The sole solution involves intensifying the agricultural and horticultural industry on a global scale. Agrochemicals protect crops against diseases, pests and weeds, thus ensuring a good harvest and plenty of food. "It would be simplistic to assume that we contribute only to India's crop protection sector but Dhanuka Agritech is focused on protecting India's food security."

Over the years, Dhanuka Agritech strengthened its competence to serve national interests through the following initiatives:

- The Company responded with a comprehensive product portfolio addressing the needs of farmers across different crops, terrains and climates; the result is that the Company enjoys a 6% share of the agrochemical sector in the country
- The Company's niche products address evolving pest problem; the Company was the first in India to introduce miticides - Omite with Chemtura Corporation, USA.

The result is that every rupee spent on plant protection solution is estimated to have saved the farmer a minimum of Rs. 5 of produce.

*Source : World population prospects (The 2012 revision (U.N.))

Nurturing Growth Beyond Borders

Our hunger for growth was never satisfied. Because, we understand that when we prosper, so do millions of farmers across India. Our success is theirs as well. And that drives us to seek new opportunities, new solutions and grow beyond boundaries. In agro-Chemical we seek :

- New crop protection solutions for Indian farmers
- Tie-ups for marketing of new agrochemicals
- Tie-ups for product registration and development

This has led us to collaborate with international giants to provide more efficient, more effective and more advanced solutions to the Indian farming community.

Strategic Partnerships



Nissan Chemical
Japan



Hokko Chemical
Japan



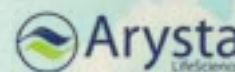
DUPONT
USA



Mitsui Chemicals Inc.
Japan



Sumitomo Chemical
Japan



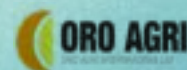
Arysta Life Science
USA



Oat Agri
Japan



FMC Corporation
USA



ORO Agri
USA

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Business strength

Experience

The Company's promoters possess four decades of experience in India's agrochemical industry comprising an understanding of relationship building, customised approach, pan-India distribution and effective marketing.

Reach

The Company created one of the deepest distribution networks in India's agrochemicals sector; more than 80,000 retailers. Now, Dhanuka Product is house hold name for indian farmers.

Strategic Partnerships

The Company enjoys technical collaborations with several leading global innovating companies whose strengthlies in R&D and product innovation. The Company was the first to launch DuPont products in India in the Nineties; the relationship continues despite DuPont having made an independent entry into India.

Partnership-driven revenues accounted for almost 43% of the Company's revenue in 2015-16.

Intellectual Capital

The Company having dedicated, motivated team of more than 1250 employees and researchers evaluate existing and emerging formulations for onward application across different regions resulting in product availability in line with farmers need.





Brand Portfolio

The Company possesses a range of more than 85 brands. Over the years, the Company has strengthened its reputation as a one-stop solution provider for diverse crops, regions and seasons. The brand-led proportion of the Company's revenues accounted for almost 70% of the Company's revenue in 2015-16

First-mover's Advantage

The Company was the first to introduce Chemtura's miticides in India, targeting mites, which ravage crops. This firstmover's advantage helped develop the market for miticide and enhance the Company's market share in a growing agrochemical segment.

Location

The Company's units are located strategically in Gurgaon, Sanand, Udhampur and Rajashtan

Research and Development

Dhanuka Agritech Research Centre is recognized by Ministry of Science and Technology, Government of India.

Premium

The Company's niche products are marketed at a premium price resulting in value-addition.

Training

The Company does not just market products; it conducts field demonstrations where product efficacy is demonstrated and farmers are educated for 'Dhanuka kheti ki nai takneek'. Dhanuka also offers training on seed treatment solutions to farmers.

Financial

The Company enjoys a robust and debt free balance sheet.



unlocking new possibilities

Research & Development

Dhanuka has experienced research scientists in its R&D team working relentlessly on issues of farmers need, assessment of plant protection chemicals requirement in an environment of ever changing farming practices and agri-inputs, product identification, on-farm product evaluation, creating awareness amongst farmers on judicious use of plant protection chemicals, providing services for registration and product development on a project basis, among others. The R&D team also helps transfer, advance agricultural technology to farmers resulting in better farm practices.

- Drives initiatives on integrated crop management
- Organizes various workshops and seminars on IPM, ICM and IRM
- Generates scientific data and evaluates new molecules

Dhanuka Agritech's R&D works in close collaboration with Government of India's leading research establishment like

- Indian council of Agricultural Research (ICAR)
- Indian Agricultural Research Institute
- CRRRI
- CPRI
- TRA
- State Agriculture Universities

unlocking new possibilities

NEW Launches

DHANVARSHA | DOZO | GOLDY | COVER



Dhanvarsha is a Peptide and Amino acid based Organic Bio- Complex, thus essential elements are available in easy assimilable form. Dhanvarsha inactivates the spray water salts like, carbonates, bicarbonates, sulfates, chlorides etc.

DOZO is India's first selective herbicides for cotton crop, which is developed after intensive research and Comprehensive field trials. DOZO's active substance Pyrithiobac sodium prevents from broad leaf weeds in cotton crop for long time.

GOLDY is an exclusive fungicide providing excellent control of a broad range of fungal species Recommended for control of Late Blight in Potato & Downy Mildew in Grapes. It is 9 (4) registered product and launched in the month of December, 2015

COVER is an excellent solution for rice pest management and enables farmers to achieve higher yields and productivity. COVER® insecticide is powered by active ingredient Rynaxypyr®, which has a unique mode of action; controlling pests resistant to other insecticides while its selectivity to non-target arthropods and conserves natural parasitoids, predators and pollinators.



unlocking new possibilities

corporate social responsibility

With an objective to propagate water conservation under CSR activities, the Company has inaugurated 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 PHD Rural Development Foundation (PHDRDF) at a cost of Rs. 22 Lakhs. **The formal inauguration was done on March 21, 2016 by Mr. R. G. Agarwal, Chairman, Dhanuka Agritech Limited** 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. The catchment area for Mainpura would be 90,000 Cu mts whereas for Sankotra is would be 1,20,000 Cu mts. When full, it would recharge 41 wells near Mainpura and 32 wells near Sankotra.

Water Harvesting through construction of Check Dams



Ekal Vidyalayas



**BHARAT
LOK SHIKSHA
PARISHAD**



The 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. These schools have provided non-formal primary level education and support education with emphasis on local ethos and values. The model being volunteer based one has been experienced to be highly cost effective with reach to deep rural and tribal areas.

Poster competition

The Company celebrated World Water Day on 22nd March. Drawing competition was organised in approximately 200 Schools all over India on the theme "Save Water". 1st, 2nd and 3rd School level prizes distributed on spot in each school on the day of competition in all participating schools.



Eyes Operations

Our Company has contributed Rs. 11 lakhs under CSR activities to Sant Parmanand Hospital, Shamnath Marg, Delhi for 500 eyes operations free of cost for poor and needy.

श्री राम कृष्ण सेवा संस्थान (प.)
एवं
धानुका एजोटेक लिमिटेड
के संयुक्त से

विःशुल्क नेत्र अस्पताल
उद्घाटन के अवसर पर आयोजित समारोह में

सन्त परमानन्द अस्पताल
18, शामनाथ मार्ग, दिल्ली

मंगलवार, 2 फरवरी 2016 को
घातः 11:00 बजे

आप सपरिवार सादर आमंत्रित हैं।

मुख्य अतिथि :
श्री उद्योग मन्त्री
अवकाश : प्रधान मंत्री, राष्ट्रीय विपत्ति रक्षा निधि

मुख्य वक्ताएँ
श्री राम गोपाल अग्रवाल (धनसे)
श्री महेंद्र कुमार धानुका (ईंटीए इन्फो)

संयोजक/सह संयोजक श्री. अ. शर्मा 984361190	संयोजक/सह संयोजक श्री. अ. शर्मा 9813240731	संयोजक/सह संयोजक श्री. अ. शर्मा 9810923519	संयोजक/सह संयोजक श्री. अ. शर्मा 9810952388
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श्री. अ. शर्मा | **श्री. अ. शर्मा**
आपका सहायक | आपका सहायक

Mid-Day Meal

Dhanuka agreed to contribute Rs. 1 Crore to Akshaya Patra (in three tranches annually) for feeding mid day meal to underprivileged children studying in school. (*Rs. 30 lakhs has been contributed for FY2015-16).



*This includes Rs. 10 lakhs given initially for purchase of Mobile vans for distribution of hot meals to the schools in the vicinity of Vrindavan, Mathura (U.P.)

unlocking new possibilities

keshwana unit

A new milestone in the results oriented journey of Dhanuka, Keshwana unit at Rajasthan commissioned in March 2016.



- 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.
- As part of our constant endeavours in relation to Water Conservation, this plant will recharge twice the amount of water that it will use back into the ground. The facility is highly automated with new age robotics and Automatic Storage and Retrieval System for material management.
- Largest plant in the field of Pesticides, Approx. 40000 M2, 10 acre.
- Situated at very near to National Highway 8 (NH-8) for good accessibility for RM/PM.
- Manufacturing all products needed by crops like Herbicides, Insecticide, Fungicides etc.
- Automatic Filling machine for high quality and accuracy.
- State of the art Laboratory, best in pesticide industry, with all ultra modern equipment with high accuracy.
- Installed all safety gears like Fire extinguishers, Smoke detectors, advance fire fighting system, ELCB (Earth leak circuit breakers), Lightening arrestors for the safety of plant, machinery and persons.
- State of the art ASRS (Automatic storage and retrieval system) in warehouse.
- The plant is working for ISO9001-2015, IS-17025, ISO-14001 and OHSAS -18001. The accreditation is expected to complete by end of 2016.

HIGHLIGHTS OF KESHWANA UNIT

Herbicide Plant

Storage

- Racking system from Godrej for bulk material and technical
- Material handling equipment for better movement
 - HOPT
 - Semi electric stacker
- A huge area, approx. 50000 ft² in the basement for storing Packaging material

Filling Lines - Liquid

- Total 4 filling lines
- Automatic filling lines based on Mass flow meter for very high accuracy of ± 1 gm.
- Capable of filling from 100ml to 1 Ltr.
- Capacity from 20BPM to 40 BPM
- 5 μ Bag filter for particle free product.
- Provision for another filling lines for expansion

Formulation - Liquid

- Formulation vessels
 - Total tanks – 7 Numbers • Capacity – 8 KL
- Holding Tanks
 - Total tanks – 7 Numbers • Capacity – 8 KL
- Good drum washing facility to recover sticking losses
- Self priming vertical pump for easy charging from drums
- Provision of new mixers and holding tank for expansion

Powder Plant – Formulation and Filling

- Total 2 ACM of high capacity
- Provision for bag dumpers for dust free operation
- Highly accurate FFS machine for filling; total 4 nos.
- Automatic check weigher and auto-correction system for quality products
- Semi automatic filling line for packing to cartoning

Insecticide Plant

Storage

- Racking system from Godrej for bulk material and technical
- Material handling equipment for better movement
 - HOPT
 - Semi electric stacker
- A huge area, approx. 50000 ft² in the basement for storing Packaging material

Filling Lines - Liquid

- Total 4 filling lines
- Automatic filling lines based on Mass flow meter for very high accuracy of ± 1 gm.
- Capable of filling from 100ml to 1 Ltr.
- Capacity from 20BPM to 40 BPM
- 5 μ Bag filter for particle free product.
- Provision for another filling lines for expansion

Formulation - Liquid

- Formulation vessels
 - Total tanks – 4 Numbers • Capacity – 8 KL
- Holding Tanks
 - Total tanks – 5 Numbers • Capacity – 8 KL
- Good drum washing facility to recover sticking losses
- Self priming vertical pump for easy charging from drums
- Provision of new mixers and holding tank for expansion

Powder Plant – Formulation and Filling

- Total 2 ACM of high capacity
- Provision for bag dumpers for dust free operation
- Highly accurate FFS machine for filling; total 2 nos.
- Automatic check weigher and auto-correction system for quality products
- Semi automatic filling line for packing to cartoning

Four Stage Quality Assurance

Receipt Control

- Trusted suppliers
- Sampling and testing of all material
- Sampling and testing of all packaging material
- Periodic quality audits of vendors
- Shelf life control as per CIB
- First In – First Out (FIFO) control

Process Control

- Vertical set up – contamination free production
- Mass flow meter based Filling lines
- Flushing process – Zero contamination
- Fully automatic & fool proof mechanism on packaging line
- Strict control on shelf life

Quality Control

- State of an art laboratory
- Exhaustive list of equipment
- Globally defined product specification
- Centrally governed quality procedures
- Strict document & data control
- Competency management plan

Storage & Logistic Control

- Huge mother-warehouse & depot facility
- FIFO control by ERP
- Daily stock verification & monthly reconciliation
- Logistic network with required controls
- Strict control on shelf life
- Prompt response to customer grievances
- State of the art ASRS (Automatic storage and retrieval system) in warehouse



strengthening roots for better produce

Dhanuka Agritech, with a field strength of 1500 Dhanuka Doctors (Field Assistants) supported by 1250 plus employees has become a name to reckon with in the field of extension/training, crop protection, products distribution & marketing in the country. Today, we stand tall, because our roots run deep.

Directors' Report



Dear Members,

Your Directors are pleased to present the 31st Annual Report on the business and operations of the Company along with the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2016.

It is a proud moment for the entire Dhanuka Parivaar that Dhanuka has created another milestone while taking its UDAAN-UDAAN AASMAN CHUNE KI with the setting up a state-of-the-art manufacturing facility at Keshwana (Rajasthan). The Plant was commissioned on Wednesday, 16th March 2016.

1. Financial Highlights

(Rs. in Lacs)

Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Gross Turnover	90803.64	86,738.45
Profit before Depreciation & Taxation (PBDT)	15124.26	13,523.89
Deductions:		
Depreciation	590.53	585.59
Provision for Taxation	3802.67	2,330.03
Profit after Tax (PAT)	10731.06	10608.27
Balance of Statement of Profit & Loss of Previous Year	31944.76	25,108.59
Amount available for Appropriations	42675.82	35,716.86
Appropriations:		
• Transfer to General Reserve	1073.00	1,063.00
• Final Dividend (Proposed)	NIL	2,250.88
• Interim Dividend (Paid)	3251.27	NIL
• Dividend Tax (Interim FY 2015-16 & Final FY 2014-15)	664.42	458.23
• Surplus carried to Balance Sheet	37,687.13	31,944.76

2. Business Operations

Your Company has seen moderate sales growth across geographies during this fiscal, inspite of deficient rainfall, price erosion & degrowth 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 introducing its new products.

Forecast of a good monsoon this year, 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.

Results financial year ended 31.03.2016

Your Company has recorded a growth of 5.57% increase in its Net Turnover of Rs.82,878.73 Lacs against Rs. 78,507.58 Lacs in the financial year 2014-15. Your Company has also reported EBIDTA of Rs.15,234.64 Lacs

and Net Profit of Rs.10,731.06 Lacs for the financial year 2015-16 as compared to EBIDTA of Rs.13,783.86 Lacs and Net Profit of Rs.10,608.27 Lacs in the financial year 2014-15.

Your Company continues to remain debt-free, due to its strong performance in the recent years. Additionally, it has healthy Net Worth of Rs. 48044.02 Lacs.

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

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

3. Dividend

During the financial year 2015-16, your Company had distributed 1st Interim Dividend @125% (i.e. Rs. 2.50 per



Equity Share having Face Value of Rs. 2/- each) in the Month February, 2016 and IInd Interim Dividend @ 200% (i.e. Rs. 4/- per Equity Share having Face Value of Rs. 2/- each) in the Month of March, 2016. The total outgo on account of above stated both the Interim Dividends was Rs.3915.69 Lacs (including total tax on Interim Dividends was Rs. 664.42 Lacs). The payment of both the Interim dividends has been made within prescribed time period.

The total payout on account of Interim Dividends was Rs.6.50 per equity shares during the financial year 2015-16 as compared to final dividend Rs.4.50 per equity share of financial year 2014-15.

In view of above Interim Dividends payout, the Board of Directors has not recommended final dividend for the financial Year 2015-16.

4. Subsidiary Company

At present your Company has one Wholly Owned Subsidiary Company namely M/s. Dhanuka Agri-Solutions Pvt. Ltd. incorporated in Bangladesh and its operations have not yet started. A Statement containing salient features of the Financial Statements of the subsidiary in Form AOC-1 is attached with Financial Statement of the Company. The Statement also provides details of performance and financial position of the Subsidiary.

Pursuant to the provisions of Section 136 of the Act, the Company's Financial Statements, Consolidated Financial Statements, along with relevant documents and separate Audited Accounts in respect of the Subsidiary, are available on the website of the Company.

The Company does not have any material Subsidiary in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence, Policy on Material Subsidiaries has not been formulated. There are no Associate Companies within the meaning of Section 2(6) of the Companies Act, 2013 ("the Act").

5. Transfer to General Reserve

Your Company proposes to transfer Rs. 1073 Lacs to the General Reserve.

6. Deposits from Public

The Company has not accepted any Deposits from Public and hence, no principal or interest was outstanding as on the Balance Sheet date.

7. Future Prospects

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. 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%.

The normal monsoon directly favours your Company resulting in increased sale of its products. 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.

Your Company has already built adequate capacity at its new unit at Keshwana (Rajasthan) to cater to the growing demand of its products in near future. A thrust is also being given to expand the distributor base of the Company.

Your Company's Management committed to use of high-tech machines & apparatus in the manufacturing operations of its products. All materials and chemicals are processed and stored with effective safety guidelines in all manufacturing units of the Company.

Your Company expects to perform well amid all positive factors during the Financial Year 2016-17.

Further, vision of the Hon'ble Prime Minister of doubling farmers' income can only be a success with improved productivity of farmland.

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

8. Measures for Energy Conservation, R&D and Technology Absorption and Details of Foreign Exchange Earnings and Outgo

Information as required u/s 134(3)(m) of the Act is given in Annexure 'A' forming part of this Report.



9. Extract of Annual Return

The extract of the Annual Return in form MGT-9 is given in Annexure 'B' forming part of this Report.

10. Meetings of the Board

Six Meetings of the Board of Directors were held during the Financial Year 2015-16. The Corporate Governance Report covers detailed information on Meetings of the Board and its Committees.

11. Directors & Key Managerial Personnel

In accordance with the provisions of the Act, Mr. Mahendra Kumar Dhanuka and Mr. Arun Kumar Dhanuka, will retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

The tenure of Mr. Mridul Dhanuka as a Whole time Director of the Company has been over on 22nd May, 2016 and being eligible, he has offered himself for re-appointment as a Whole time Director of the Company. Your Board has recommended his re-appointment for a further period of 5 years based on the recommendation of Nomination and Remuneration Committee.

The tenure of Mr. Rahul Dhanuka as a Whole time Director of the Company will be over on 1st May, 2017 and being eligible, he has offered himself for re-appointment as a Whole time Director of the Company. Your Board has recommended his re-appointment for a further period of 5 years based on the recommendation of Nomination and Remuneration Committee.

It is informed that Mr. Sachin Kumar Bhartiya has resigned from the post of Nominee Director of 2020 Equity Investors Limited in view of termination of Share Subscription Agreement entered into between the Company and 2020 Equity Investors Limited w.e.f. 25th January, 2016.

In order to avail the qualitative guidance for investors, the Board of Directors has recommend the appointment of Mr. Sachin Kumar Bhartiya as Independent Director of the Company, in accordance with the provisions of the Companies Act, 2013 and Rules framed there under, for a period of five consecutive years with effect from 9th February, 2016, based on the recommendation of the Nomination and Remuneration Committee.

Mr. Kapil Garg was appointed as Additional/Executive Director & Company Secretary w.e.f. 09.02.2016 upto the date of forthcoming Annual General Meeting of the Company. Since he has not offered himself for appointment as a Director, your Board has not recommended his appointment as Executive Director of the Company.

The details of familiarisation programmes for Independent Directors are available on the Company's website (web link: <http://www.dhanuka.com/wp-content/uploads/2015/07/Familiarization-Programmes-for-Independent-Directors.pdf>).

Pursuant to the provisions of Section 203 of the Act, Mr. Mahendra Kumar Dhanuka, Managing Director, Mr. Vinod Kumar Bansal, Chief Financial Officer and Mr. Kapil Garg, Company Secretary have been designated as Key Managerial Personnel of the Company.

12. Directors' Responsibility Statement

Pursuant to the provisions of Section 134(3)© of the Act with respect to Directors' Responsibility Statement, it is hereby confirmed that:

1. In the preparation of the Standalone and Consolidated Annual Accounts, the applicable Accounting Standards have been followed along with proper explanations relating to material departures;
2. The Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of Financial Year and of the Profit of the Company for that period;
3. The Directors have taken proper and sufficient care for the maintenance of adequate Accounting Records in accordance with the provisions of this Act for safeguarding the Assets of the Company and for preventing and detecting frauds and other irregularities;
4. The Directors have prepared the Standalone and Consolidated Annual Accounts on a going - concern basis;
5. The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
6. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

13. Corporate Governance

Your Company maintains highest level of transparency, accountability and good management practices through the adoption and monitoring of corporate strategies, goals and procedures to comply with its legal and ethical responsibilities.



As required by SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, a separate Report on Corporate Governance forms part of the Annual Report. A Certificate by the Statutory Auditors of the Company confirming compliance with Corporate Governance forms a part of this Report.

14. Corporate Social Responsibility (CSR)

The Annual Report on CSR activities is given in Annexure 'C' forming part of this Report.

15. Internal Complaints Committee (ICC)

Your Company has constituted Internal Complaints Committee (ICC), in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and Rules made thereunder. The ICC comprises of Mrs. Shubha Minz (Chairperson), Mr. Rajesh Sahni, Mr. Ankur Dhanuka and Mrs. Seema Salwan. The Company's Policy under this Act is available on the corporate website. ICC provides a mechanism for reporting and redressing complaints related to sexual harassment at workplace.

16. Committees of Board

The details of the Committees of Board are provided in the Corporate Governance Report forming part of the Annual Report.

17. Whistle Blower Policy

In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Whistle Blower Policy has been implemented as a mechanism for employees to report concerns about unethical behaviour or actual or suspected fraud of all kinds, including alleged fraud by or against the Company, abuse of authority, whether made by a named complainant or anonymously. The Policy is a step towards better Corporate Governance and is available on the Company's website.

18. Management Discussion & Analysis

The Management Discussion and Analysis is given separately and forms part of this Annual Report.

19. Insider Trading Regulations

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Code of Conduct for prevention of Insider Trading was in force during last fiscal.

20. Material Changes and Commitments affecting the Company's Financial Position between the end of

the Financial Year and Date of Report u/s 134 of the Companies Act, 2013

Except as disclosed elsewhere in the Report, there have been no material changes and commitments, which can affect the financial position of the Company between the end of the Financial Year till the date of this Report.

21. Comprehensive Scheme of Amalgamation

The Hon'ble High Court of Delhi has approved the Comprehensive Scheme of Amalgamation between M/s. A.M. Bros. Fintrade Private Limited and M/s. Dhanuka Finvest Private Limited with M/s. Dhanuka Agritech Limited and their respective Shareholders and Creditors. The order of the High Court has been filed on 01.12.2015 with the Registrar of the Companies, NCT Delhi & Haryana.

22. Performance Evaluation

In compliance with the requirement of Section 134(3)(p) and Schedule IV of the Companies Act, 2013 and Rules framed thereunder and Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has evaluated and assessed the performance of the Company's Chairman, Individual Directors, Board as a whole and its Committees through a questionnaire based on emerging and leading practices and performance criteria such as strategic engagement, knowledge, diligence, ethics & values, oversight of the Financial Reporting Process, including Internal Controls and Composition and Quality of Board and Committees etc.

23. Policy on Appointment and Remuneration of the Directors, Key Managerial Personnel and Other Employees

The Policy of the Company relating to the appointment and remuneration of the Directors, Key Managerial Personnel and other employees in accordance with SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Section 178(3) of the Companies Act, 2013, is given in the Corporate Governance Report forming part of the Annual Report.

24. Particulars of Loans, Guarantees or Investments

The particulars of loans, guarantees and investments have been provided in the Notes to the Financial Statement.

25. Particulars of Contracts or Arrangements with Related Parties

Particulars of contracts or arrangements with related parties pursuant to Section 134(3)(h) of the Act read with



rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 is given in Annexure 'D' forming part of this Report. Notes to Accounts cover more information on Related Party Transactions entered into by the Company.

In addition, the following contracts or arrangements with Related Parties were entered into by the Company during the Financial Year in terms of Section 188(2) of the Companies Act, 2013:

- a. Transactions for sale and/or purchase with M/s. Otsuka Chemicals (India) Private Limited for FY2015-16 approved in the Board Meeting held on 28th May, 2015 on recommendation of the Audit Committee. Transactions have been carried out at arm length basis in ordinary course of business.
- b. Transactions for sale and/or purchase with M/s. Dhanuka Laboratories Limited for FY 2015-16 approved in the Board Meeting held on 28th May, 2015 on recommendation of the Audit Committee. Transactions have been carried out at arm length basis in ordinary course of business.
- c. Promotion of Mr. Harsh Dhanuka was approved in the Board Meeting held on 28th May, 2015 from Senior General Manager (Marketing) to Vice President (Marketing) of the Company with salary of Rs. 3,00,000- 50,000- 5,00,000 p.m. with effect from 01.06.2015 with the approval of the Shareholders in the AGM held on 29.12.2015.
- d. Execution of Lease Agreement with M/s. Dhanuka Private Limited for taking on lease for Commercial Purpose at Hyderabad for operating Office-Cum-Godown for a period of four years starting from 1st October, 2015 to 30th September, 2019 approved in the Board Meeting held on 12th August, 2015 on recommendation of the Audit Committee. Transaction has been carried out at arm length basis in ordinary course of business.
- e. Renewal of the Lease Agreement with Mridul Dhanuka (HUF), for taking on lease Office Premises at Kolkata for continuing Company's Office for a period of five years starting from 20th January, 2016 to 19th January, 2021, approved in the Board Meeting held on 5th November, 2015 on recommendation of the Audit Committee. Transaction has been carried out at arm length basis in ordinary course of business.
- f. Grant of License to group Companies to use Company's Registered Office for the purpose of maintaining the registered office at a rental of Rs. 2000/- approved in the Board Meeting held on 2nd December, 2015 on recommendation of the Audit Committee. Transactions

have not been carried out at arm length basis in ordinary course of business and approval of shareholders in this regard has been obtained in the 29th AGM held on 17th Sep. 2014.

The Policy on Related Party Transactions has been approved by the Board of Directors and is available on the company's website (web link:<http://www.dhanuka.com/wp-content/uploads/2015/05/Policy-on-Related-Party-Transactions.pdf>).

26. Risk Management Policy and Internal Adequacy

The Company considers on-going Risk Management to be a core function of the Company's Management and understands that the Company's ability to pro-actively identify, assess and minimize risk is critical in achieving its Corporate Objectives. The Company has implemented Risk Management Plan and drafted Risk Identification, Assessment & Mitigation Document to ensure appropriate and timely Risk Management, in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. The Company's Internal Control systems are commensurate with the nature of its business and the size and complexity of its operations.

27. Internal Financial Control

The Company has in place adequate Internal Financial controls with reference to Financial Statements. The same are periodically reviewed by the Internal, Statutory and Secretarial Auditors and by the Management, Board and Committees thereof.

28. Shares under Compulsory Dematerialization

Your Company falls in the category in which delivery of Shares in dematerialized form is compulsory, if the same are traded on a Stock Exchange. As on 31st March, 2016, 98.41% Equity Shares were held in dematerialized form.

29. Statutory Auditors

M/s. Dinesh Mehta & Co., Chartered Accountants, having Registered Office at 21, Daya Nand Road, Darya Ganj, New Delhi-110002, were appointed as Statutory Auditors of the Company in the 29th AGM to hold office until the conclusion of 32nd AGM, subject to the ratification of their appointment at each subsequent AGM. The Board recommends the ratification of their appointment for Financial Year 2016-17. The Auditors Report does not contain any qualification, reservation or adverse remark.

30. Secretarial Auditors

The Board of Directors, in compliance with the provisions of Section 204 of the Companies Act, 2013 and Rules framed



thereunder, has appointed M/s R&D, Company Secretaries, having their Registered Office at 785, Pocket E, Mayur Vihar Phase-II, New Delhi-110 091, as Secretarial Auditors of the Company for the Financial Year 2015-16. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark and is given in Annexure 'E' forming part of this Report.

31. Cost Auditors

The Board of Directors, in compliance with the provisions of the Companies Act, 2013, Rules and Notifications issued thereunder, has appointed M/s S. Chander & Associates, Cost Accountants, having their Registered Office at 212, 2nd Floor, Sarai Pipal Thala, G.T. Karnal Road, Adarsh Nagar, Delhi – 110 033, as Cost Auditors to conduct Audit of the Cost Accounts maintained by the Company for the Financial Year 2016-17.

32. Status of Listing Fees

Your Company has been regularly paying listing fees to the BSE & NSE, Mumbai where its Equity Shares are listed.

33. Particulars of Employees

Information in accordance with the provisions of Section 197 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company, the percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary and comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company, for FY 2015-16 are as under:

S. No.	Name of Director/ KMP and Designation	Remuneration for FY2015-16 (Rs. in Lacs)	Ratio of remuneration of each Director to median remuneration of employees**	% increase in Remuneration in FY2015-16	Comparison of KMP's remuneration against the Company's performance in FY2015-16	
					Ratio to Gross Revenues [#] (Rs. 90,803.64 Lacs)	Ratio to Net profit [#] (Rs. 10731.06 Lacs)
1.	Mr. Ram Gopal Agarwal, Chairman	340.19	122.37	11.20%	0.00	0.03
2.	Mr. Mahendra Kumar Dhanuka, Managing Director	333.47	119.95	12.47%	0.00	0.03
3.	Mr. Arun Kumar Dhanuka, Director (Works)	307.25	110.52	10.74%	0.00	0.03
4.	Mr. Rahul Dhanuka, Director (Marketing)	295.47	106.28	10.28%	0.00	0.03
5.	Mr. Mridul Dhanuka, Director (Operations)	210.45	75.70	10.85%	0.00	0.02
6.	Mr. Priya Brat, Independent Director	2.10	*N.A	*N.A	N.A	N.A.
7.	Mr. Vinod Kumar Jain, Independent Director	2.20	*N.A	*N.A	N.A	N.A
8.	Mr. Indresh Narain, Independent Director	2.20	*N.A	*N.A	N.A	N.A
9.	Mr. Subhash Chandra Lakhotia, Independent Director	0.80	*N.A	*N.A	N.A	N.A
10.	Mr. Sachin Kumar Bhartiya, Independent Director	1.90	*N.A	*N.A	N.A	N.A



11.	Mrs. Asha Mundra, Independent Director (w.e.f. 06.02.2014)	1.40	*N.A	*N.A	N.A	N.A
12.	Mr. Om Prakash Khetan, Independent Director	1.60	*N.A	*N.A	N.A	N.A
13.	Mr. Vinod Kumar Bansal, CFO	57.25	20.59	N.A	0.00	0.00
14.	Mr. Kapil Garg, Company Secretary (appointed w.e.f. 09.02.2016)	1.68	0.60	NA	0.00	0.00
15	Ms. Shubha Singh Company Secretary (ceased on 06.11.2015)	10.38	3.73	NA	0.00	0.00

*Managing Director & Executive Directors are whole-time Directors & other Directors are non -Executive Directors, who are paid only sitting fees for attending the Board & Committees thereof. Hence ratios provided are only for Managing Director & Wholetime Directors.

**Median salary of employees during FY 2014-15 : Rs. 2.41 Lacs p.a. and F.Y. 2015-16 : Rs. 2.78 Lacs p.a.

#Rounded off to two decimals.

- ii) The percentage increase in the median remuneration of employees in the Financial Year: 15.33%
- iii) The number of permanent employees on the rolls of Company as on 31.3.2016: 1214
- iv) The explanation on the relationship between average increase in remuneration and Company performance:

The increase in remuneration is based on the company's performance amidst challenging drought affected fiscal and other attributes like employee's performance, professional and technical qualifications, experience, skill sets, growth of Industry & economy with future growth prospects etc.

All these attributes are taken into consideration judiciously for revision of remuneration.

- v) Market Capitalization as on 31st March, 2016 was Rs. 2946 Crs. as against Rs. 3401 Crs. as on 31st March, 2015. Price Earnings Ratio of the Company was 27.46 as on 31st March, 2016 and was 32.06 as at 31st March, 2016.

The closing price of the Equity Shares of the Company as on 31st March, 2016 was Rs. 585.00 and Rs. 589.05 on the BSE and NSE respectively, representing 292.50 times and 294.53 times increase over the IPO price of Rs. 10/ (the face value was split to Rs. 2/ in the year 2010) on BSE and NSE respectively, adjusted for the Stock splits to date.

- vi) Average percentile increase already made in the salaries of employees other than the Managerial Personnel in the last Financial Year i.e. FY 2015-16 and its comparison with

the percentile increase in the Managerial Remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the Managerial Remuneration:

Average percentile increase in salaries of employees other than Managerial Personnel in the last Financial Year i.e. FY 2015-16 was approx. 14%. Percentile increase in Managerial Remuneration was 11.5%.

The increase in the managerial remuneration was based on the recommendation of the Nomination & Remuneration Committee and also within the salary range as pre-approved by the shareholders of the Company.

- vii) The key parameters for any variable component of remuneration availed by the Directors:
Commission as percentage of net profit, calculated in accordance with Section 198 of the Companies Act, 2013, is the only variable component of remuneration paid to the Directors, as per approval accorded by the Shareholders of the Company on recommendation of the Board and Nomination and Remuneration Committee.
- viii) The Ratio of remuneration of the highest paid Director to that of the employees who are not Directors, but receive remuneration in excess of the highest paid Director during the year:
No employee received remuneration in excess of the highest paid Director during the year.
- ix) The Company affirms that the remuneration is as per the Remuneration Policy of the Company.



- x) Statement showing the details of employees drawing remuneration exceeding Rs. Five Lacs per month or Rs. 60 Lacs per annum. All these employees are in whole time employment of the Company.

Name & Age	Designation/ Nature of Duties	Remuneration p.a. (Rs. in Lacs)	Qualification	Experience (Years)	Date of Joining	Previous Employment & Designation	%age Shareholding in Dhanuka Agritech Ltd. as on 31 st March, 2016	Relation to any Director or Manager
Mr. R.G. Agarwal (67 years)	Chairman	340.19	B.Com (Hons)	46	Since incorporation	Own Business	0.76% (3,79,753 Shares)	Brother of Mr. M.K. Dhanuka, Father of Mr. Rahul Dhanuka
Mr. M.K. Dhanuka (61 years)	Managing Director	333.47	B.Com (Hons)	40	Since Incorporation	Own Business	0.06% (30,959 Shares)	Brother of Mr. R.G. Agarwal, Father of Mr. Mridul Dhanuka
Mr. A.K. Dhanuka (59 Years)	Director (Works) Gurgaon unit	307.25	B.Com	37	23.05.2007	Own Business	0.08% (39,607 Shares)	No
Mr. Rahul Dhanuka (41 years)	Director (Marketing)	295.47	B.Sc & M.B.A.	18	01.02.2002	Own Business	0.76% (3,81,494 Shares)	Son of Mr. R.G. Agarwal
Mr. Mridul Dhanuka (35 years)	Director (Operations)	210.45	B.Tech. & M.B.A.	11	01.04.2005	Own Business	0.06% (30,959 Shares)	Son of Mr. M.K. Dhanuka

34. Acknowledgement :

Your Directors take this opportunity to record their deep sense of gratitude for the valuable support and co-operation extended to the Company by the Central Insecticides Board, Directorates of Agriculture, Haryana, Gujarat, J&K, Rajasthan, other Government Agencies, Bankers, Shareholders, Dealers, Distributors, Vendors, U.S. & Japanese MNCs and the farming community who have reposed their trust and confidence in the Company.

Your Directors wish to place on record their appreciation for cordial industrial relations maintained by workmen and dedicated efforts put in by staff, for Company's continuous growth and success.

For and on behalf of the Board

Sd/-

R.G. Agarwal
Chairman

DIN: 00627386

Place: Gurgaon

Date: 24th May, 2016



Annexure 'A'

(A) Technology absorption-

(i) The efforts made towards technology absorption:

- a. An insecticidal combination WG formulation of Diafenturon + Etofenprox has been developed and patent applied and registration process started.
- b. Wettable Granular Herbicide combination formulations of Halosulfuron Methyl with Atrazine & Metribuzin have been developed and registration process after finding suitability in in-house trials has been started of Halosulfuron methyl + Atrazine in Maize.
- c. A new granular formulation of Cartap Hydrochloride 75% SG has been developed, manufacturing process optimized and product launched. Patent application based on the bio-efficacy trials has been filed. The product has

been launched in the market and very well accepted by the farming community.

- d. The recipe and manufacturing process for a new generation capsule suspension (Lambda cyhalothrin 4.9% CS) has been developed and product launched.
- e. Butachlor 50% EW formulation (Emulsion in Water) the recipe and manufacturing process has been developed and product launched.
- f. Fipronil 5% SC and 0.3% Granular formulation recipe and manufacturing process has been developed and in-house manufacturing has been initiated.

The benefits derived like product improvement, cost reduction, product development or import substitution:

The formulation recipe of Quinalphos 25% EC and Triazophos 40% EC have been revised by using different emulsifiers at lower dose level resulted in cost reduction.

(ii) In case of imported technology (imported during the last three years reckoned from the beginning of the Financial Year):

The Company has not imported any technology during the last three Financial Years.

Details of Technology Imported	Year of Import	Status absorption / implementation	Reason, if not fully absorbed
NIL	NA	NA	NA

Your Company's strategic collaborations with MNCs have resulted in technology transfer and adoption of scientifically advanced, high-efficacy plant-protection chemicals by the Indian farmers, resulting in increased crop yields and farm incomes. This goes a long way towards ensuring food security for the nation.

Your Company's Gurgaon laboratory is NABL- accredited. Also, Company's R&D centre is recognized by the Department of Science & Technology, Ministry of Chemicals, Govt. of India. The Company's Udhampur Unit received re-certification for ISO 9001:2008 for Quality Management and ISO 14000:2004 for Environmental Management. The OHSAS 18001:2007 certification Awarded to the Company's Udhampur unit demonstrates the Company's commitment to its employees, employees' families and other stakeholders regarding the health, safety and wellness of each person that may be exposed to the health and safety risks associated with the activities and operations of the

Company. Further, it helps reduce accidents, disruptions and their associated costs, thereby increasing productivity.

(B) Research & Development

Looking at the imperative role of Research and Development (R&D) for quality products and services, from the very beginning your Company took the initiative for strong R&D. This Division therefore, forms our core strength for expanding Brand portfolio as an on-going process to provide the farming community new generation eco-friendly world class molecules. In this endeavor, the Division is actively engaged in evaluating new and current product formulations in different agro-climatic regions of the country, plays a pivotal role in promotion and creating awareness about new products amongst different stakeholders, channelizes information to consumers for safe and judicious use, develops interface with State Agricultural Universities (SAU) / ICAR and its Institutes, and other such



organizations, imparts training to Marketing staff, Dealers and Farmers. The Division also generates data on different parameters for registration of pesticides in India and for expansion of existing label claims on suitable crops. Further, it also facilitates registration of pesticides in Nepal and Bangladesh.

Introduction of New Products

During the fiscal 2015-16, Your Company has obtained approval of the Central Insecticide Board & Registration Committee (CIB & RC), Govt. of India for two molecules namely Kasugamycin 5% + Copper Oxychloride 45% WP (CONIKA 50% WP) for control of Neck blast and Leaf blast in rice, and Quizalofop Ethyl 10% EC +

Chlorimuron Ethyl 25% WP + Surfactant (MAX-SOY) for control of weeds in soybean under section 9(3) of the Insecticides Act.

Another on-going activity by the Division is of expansion of existing label claims, packaging endorsements, bio-efficacy claims, and registration of products under section 9(4) of the Insecticides Act, etc. During 2015-16, the CIB & RC issued certificates (me-too) for fifteen products, and Bio-efficacy claims on four products (Lambda Cyhalothrin 4.9% CS for soybean, Diafenthiuron 50% WP for citrus, Fipronil 0.4% GR for wheat, and Thiamethoxam 70% WS for potato). In addition, Packaging Endorsement Certificate was issued by CIB & RC for nine products.

Registration Certificates under section 9(4) of the Insecticides Act received

S. No.	Molecule	Crop
1.	Pager-Diafenthiuron 50% WP	Cotton, Cabbage, Brinjal, Chilli, Cardamom
2.	Fluid-Fenpyroximate 5% SC	Tea, Chilli
3.	Spiromesifen 22.9 % SC	Cotton, Tea, Tomato
4.	Thiram 40% FS	Maize
5.	Thifluzamide 24% SC	Rice
6.	Fenpyroximate 5% EC	Tea, Chilli, Coconut
7.	Defend-Fipronil 80% WG	Grapes, Rice
8.	Oxadiazyl 80% WP	Rice

S. No.	Molecule	Crop
9.	Tebuconazole 25% WG	Groundnut
10.	Fipronil 40% + Imidacloprid 40% WG	Sugarcane
11.	Mancozeb 75% WG	Potato, Tomato
12.	FUZITA-Isoprothiolane 40% EC	Rice
13.	DELIGHT-Propiconazole 13.9% + Difenconazole 13.9% EC	Rice
14.	Novaluron 5.25% + Indoxacarb 4.5% SC	Tomato
15.	Difenconazole 25% EC	Grapes, Rice, Chilli, Apple

The registration process being an on-going activity, the proposals are in the pipeline for 4 fungicides, and one each of insecticide and herbicide.

International collaborations

Your Company continues to have technical collaboration with MNC giants like M/S Dow Agro Sciences, M/S Dupont, M/S FMC Corporation, M/S Arysta Life Sciences and M/S Oro Agri of USA; M/S Sumitomo Corporation, M/S Hokko Chemical Co. Limited, M/S Mitsui Chemicals, Inc., M/S Nissan Chemical Industries Ltd., M/S Nippon Soda Co., Ltd. and OAT Agri Co., Ltd. of Japan, and has introduced a good number of eco-friendly, highly effective pesticides immensely benefiting the country to enhance on-farm crop productivity and in turn increased income.

Capacity building of agri-input dealers

Recognizing the role of Agri-input Dealers as an important

source of agricultural information for farmers, Dhanuka Group is in the forefront for up-gradation of the skills of agri-input dealers so as to make them credible source. As a part of initiative by Your Company under public-private partnership (PPP), an Out-reach Diploma course has been launched with three SAUs in Gujarat- Anand Agricultural University, Navsari Agricultural University, and Junagadh Agricultural University. The course has become so popular that at these SAUs Agri-input Dealers are now enrolling by paying full fee. This is in addition to our earlier partnership with the National Institute of Agricultural Extension Management (MANAGE), Hyderabad. We are constantly following with ICAR, Ministry of Agriculture, Govt. of India for other Universities to start such a course.



Check Dams with Community Participation

Our Company is a strong believer of conserving the limited water resource, and is therefore, continuously emphasizing it in all our interactions with different stakeholders, especially of motivating farmers to dig ponds in the low-lying areas of their farms for collecting run-off rainwater and reusing it during dry-spells.

This year two check dams have been constructed through PHD Rural Development Foundation (PHDRDF) in the villages of *Mainpura ki Dhani* and Sankotra (Jaipur district, Rajasthan), and the design structures are a combination of concrete and stone masonry in line with the terrain, dam stability, likely water head, etc. These Dams were inaugurated by Mr. R. G. Agarwal, Chairman on 21 March 2016. These check dams have been constructed in a record time of less than 3 months and part of the labour was by the villagers themselves. The *Mainpura Ki Dhani* dam is 187ft long while the Sankotra dam is 450ft long. Both have a height of 6ft at the point of overflow. These dams together are expected to benefit approximately 800 households with a population of approximately 5000 villagers and over 9000 milch animals. The catchment area for Mainpura would be 90,000 m³ and of Sankotra 1,20,000 m³. When full, it is expected to recharge 73 wells in the catchment (Mainpura-41 and Sankotra-32). These two check dams are in addition to two similar structures in Jugalpura, *Neem Ka Thana* & Devipura (Sikar district, Rajasthan), which are now are now fully operational.

A press Conference was also organized on 22 March at Jaipur in conjunction with Water Day Celebrations, followed by an

Interactive session with acclaimed Agricultural Scientists to brief about our accomplishments of encouraging rainwater conservation and reuse.

It is a matter of great pride for us to be the first Pesticide Industry in the country for undertaking such a project at the field level, which is expected to bring about a sea-change in the life of over five thousand villagers, by ensuring them availability of some irrigation water for crop cultivation and also recharging the existing dry wells. Way-back in 2005, when we were celebrating 25 years of Your Company, we initiated 'Save Water Campaign' by advocating "*Khet Ka Pani Khet Mein aur Gaon ka Pani Gaon Mein*". Since 2010, we have started organizing UN World Water Day every year, the beginning of which was at Vrindavan with *Atirudra Mahayagya*, wherein a large number of scientists, distributors, dealers and our staff across the country joined.



For and on behalf of the Board

Sd/-

R.G.Agarwal

Chairman

DIN: 00627386

Place: Gurgaon

Dated: 24th May, 2016



Annexure 'B'

Form No. MGT-9

Extract of Annual Return

as on the Financial Year ended on 31st March, 2016

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and other details:

- i) CIN: L24219DL1985PLC020126
- ii) Registration Date: 13th February, 1985
- iii) Name of the Company: M/s Dhanuka Agritech Limited
- iv) Category / Sub-Category of the Company: Company limited by Shares / Indian Non-Government Company
- v) Address and contact details:
Registered Office: 82, Abhinash Mansion, 1st Floor Joshi Road, Karol Bagh, New Delhi-110 005
Phone Nos.: 011-64656800/801/802
Corporate Office: 14th Floor, Building 5A, DLF- Epitome, DLF Cyber City, Phase III, Gurgaon – 122002
Phone Nos.: 0124-3838500
E-mail: investors@dhanuka.com
Website: www.dhanuka.com

vi) Whether listed Company: Yes

- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any
M/s Abhipra Capital Limited
Abhipra Complex, A-387, Dilkush Industrial Area, G.T. Karnal Road, Azadpur, Delhi – 110 033
Phone Nos.: (011) 42390909/708/783
Email: info@abhipra.com, rta@abhipra.com
Website: www.abhipra.com

II. Principal business activities of the company

The Company's only major business activity is formulation and marketing of Plant protection agro-chemicals comprising Insecticides, Herbicides, Fungicides and Plant Growth Regulators.

III. Particulars of holding, subsidiary and associate companies -

S. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of Shares held	Applicable Section
1.	M/s Dhanuka Agri-Solutions Pvt. Ltd. Bangladesh	C-94263/11	Subsidiary	100	2(87)

IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01.04.2015				No. of Shares held at the end of the year i.e. 31.03.2016				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A) Promoters									
1 Indian									
(a) Individuals/ Hindu Undivided Family	1,016,935	0	1,016,935	2.03	1,752,104	0	1,752,104	3.50	1.47
(b) Central Government	0	0	0	0.00	0	0	0	0.00	0.00
(c) State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d) Bodies Corporate	36,492,240	0	36,492,240	72.96	93	0	93	0.00	-72.96
(e) Financial Institutions/ Banks	0	0	0	0.00	0	0	0	0.00	0.00
(f) Any Others (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
Trust									
(i) Triveni Trust	0	0	0	0.00	30,339,712	0	30,339,712	60.66	60.66
(ii) Pushpa Dhanuka Trust	0	0	0	0.00	5,417,266		5,417,266	10.83	10.83
Sub Total(A)(1)	37,509,175	0	37,509,175	74.99	37,509,175	0	37,509,175	74.99	0.00



Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01.04.2015				No. of Shares held at the end of the year i.e. 31.03.2016				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2 Foreign									
(a) Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
(b) Other- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(c) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(d) Financial Institutions/ Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e) Any Others(Specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total(A)(2)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	37,509,175	0	37,509,175	74.99	37,509,175	0	37,509,175	74.99	0.00
(B) Public Shareholding									
1 Institutions									
(a) Mutual Funds/ UTI	2,651,308	0	2,651,308	5.30	3,263,481	0	3,263,481	6.52	1.22
(b) Financial Institutions / Banks	2,597	0	2,597	0.01	5,742	0	5,742	0.01	0.00
(c) Central Government	0	0	0	0.00	0	0	0	0.00	0.00
(d) State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(g) Foreign Institutional Investors	2,883,145	0	2,883,145	5.76	3,101,475	0	3,101,475	6.20	0.44
(h) Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(i) Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (B)(1)	5,537,050	0	5,537,050	11.07	63,70,698	0	63,70,698	12.74	1.67
2 Non-institutions									
(a) Bodies Corporate	1,095,904	15,000	1,110,904	2.22	9,03,091	14,000	917,091	1.83	-0.39
(b) Individuals									
i. Individual Shareholders holding nominal Share capital up to Rs. 1 lakh	3,009,495	782,532	3,792,027	7.58	2,475,901	740,582	3,216,483	6.43	-1.15
ii. Individual Shareholders holding nominal Share capital in excess of Rs. 1 lakh	1,565,557	0	1,565,557	3.13	1,489,267	0	1,489,267	2.98	-0.15
(c) Any Other (specify)									
(i) Trusts	800	0	800	0.00	987	0	987	0.00	0.00
(ii) Directors & their Relatives	800	0	800	0.00	800	0	800	0.00	0.00
(iii) Non Residents	355,415	41,000	396,415	0.80	252,194	41,000	293,194	0.59	-0.21
(iv) Clearing Members	15,884	0	15,884	0.03	11,499	0	11,499	0.02	-0.01
(iv) Hindu Undivided Families	90,888	0	90,888	0.18	80,762	0	80,762	0.16	-0.02
(v) Foreign Corporate Bodies	0	0	0	0.00	129,544	0	129,544	0.26	0.26
Sub-Total (B)(2)	6,134,743	838,532	6,973,275	13.94	5,344,045	795,582	6,139,627	12.27	-1.67
(B) Total Public Shareholding (B)= (B)(1)+(B)(2)	11,671,793	838,532	12,510,325	25.01	11,714,743	795,582	12,510,325	25.01	0.00
Total (A)+(B)	491,80,968	838,532	50,019,500	100.00	49,223,918	795,582	50,019,500	100.00	0.00
(C) Shares held by Custodians and against which Depository Receipts have been issued	0	0	0	0	0	0	0	0.00	0.00
Grand Total (A)+(B)+(C)	491,80,968	838,532	50,019,500	100.00	49,223,918	795,582	50,019,500	100.00	0.00



ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in Shareholding during the year
		Number of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	Number of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	
1	Triveni Trust	0	0.00	0.00	30,339,712	60.66	0.00	60.66
2	Pushpa Dhanuka Trust	0	0.00	0.00	5,417,266	10.83	0.00	10.83
3	M/s Dhanuka Finvest Private Limited	30,958,890	61.89	0.00	0	0.00	0.00	-61.89
4	M/s A M Bros Fintrade Private Limited	5,533,350	11.06	0.00	0	0.00	0.00	-11.06
5	Mr. Rahul Dhanuka	350,535	0.70	0.00	381,494	0.76	0.00	0.06
6	Mr. Manish Dhanuka	285,900	0.58	0.00	330,112	0.66	0.00	0.08
7	Mr. Ram Gopal Agarwal	194,000	0.39	0.00	379,753	0.76	0.00	0.37
8	Mrs. Urmila Dhanuka	0	0.00	0.00	30,959	0.06	0.00	0.06
9	Mr. Abhishek Dhanuka	83,000	0.17	0.00	83,000	0.17	0.00	0.00
10	Mr. Arun Kumar Dhanuka	0	0.00	0.00	39,607	0.08	0.00	0.08
11	Mahendra Kumar Dhanuka (HUF)	40,000	0.08	0.00	194,856	0.39	0.00	0.31
12	Satyanarain Agarwal (HUF)	41,000	0.08	0.00	41,000	0.08	0.00	0.00
13	Mr. Satya Narain Agarwal	22,500	0.04	0.00	22,500	0.04	0.00	0.00
14	Mr. Harsh Dhanuka	0	0.00	0.00	30,959	0.06	0.00	0.06
15	Mr. Mahendra Kumar Dhanuka	0	0.00	0.00	30,959	0.06	0.00	0.06
16	Mrs. Megha Dhanuka	0	0.00	0.00	30,959	0.06	0.00	0.06
17	Mr. Mridul Dhanuka	0	0.00	0.00	30,959	0.06	0.00	0.06
18	Mrs. Uma Dhanuka	0	0.00	0.00	30,959	0.06	0.00	0.06
19	Mrs. Akangsha Dhanuka	0	0.00	0.00	30,959	0.06	0.00	0.06
20	Mrs. Madhuri Dhanuka	0	0.00	0.00	30,680	0.06	0.00	0.06
21	Mrs. Seema Dhanuka	0	0.00	0.00	13,808	0.03	0.00	0.02
22	Mr. Arjun Dhanuka	0	0.00	0.00	9,209	0.02	0.00	0.02
23	Mrs. Mamta Dhanuka	0	0.00	0.00	9,204	0.02	0.00	0.02
24	Mridul Dhanuka (HUF)	0	0.00	0.00	62	0.00	0.00	0.00
25	Ram Gopal Agarwal (HUF)	0	0.00	0.00	62	0.00	0.00	0.00
26	M/s Golden Overseas Private Limited	0	0.00	0.00	31	0.00	0.00	0.00
27	M/s Exclusive Leasing & Finance Limited	0	0.00	0.00	31	0.00	0.00	0.00
28	M/s Hindon Mercantile Limited	0	0.00	0.00	31	0.00	0.00	0.00
29	Mrs. Pushpa Dhanuka	0	0.00	0.00	22	0.00	0.00	0.00
30	Gobind Lal Dhanuka (HUF)	0	0.00	0.00	11	0.00	0.00	0.00
31	Arun Kumar Dhanuka (HUF)	0	0.00	0.00	11	0.00	0.00	0.00
	Total	37,509,175	74.99	0.00	37,509,175	74.99	0.00	0.00



iii) Change in Promoters' Shareholding

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	Number of Shares	% of total Shares of the Company	Number of Shares	% of total Shares of the Company
At the beginning of the year	37,509,175	74.99	37,509,175	74.99
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	**	**		
At the end of the year	37,509,175	74.99*	37,509,175	74.99

* There is no change in the total Cumulative Shareholding of Promoters between as on 01.04.2015 and as on 31.03.2016

** Details of transfer of Shares among Promoters:

Sr. No.	Name	Shareholding		Change			Cumulative Shareholding during the year	
		Number of Shares	% of total Shares of the Company	Date	Increase/ Decrease	Reason	Number of Shares	% of total Shares of the Company
1	Mr. Rahul Dhanuka							
	At the beginning of the year	350,535	0.70					
				02.12.2015	30,959	Merger and Amalgamation	381,494	0.76
	At the end of the year	381,494	0.76				381,494	0.76
2	Mr. Ram Gopal Agarwal							
	At the beginning of the year	194,000	0.39					
				02.12.2015	185,753	Merger and Amalgamation	379,753	0.76
	At the end of the year	379,753	0.76				379,753	0.76
3	Mr. Manish Dhanuka							
	At the beginning of the year	285,900	0.57					
				02.12.2015	44,212	Merger and Amalgamation	330,112	0.66
	At the end of the year	330,112	0.66				330,112	0.66
4	Mr. Abhishek Dhanuka							
	At the beginning of the year	83,000	0.17				83,000	0.17
					Nil			
	At the end of the year	83,000	0.17				83,000	0.17
5	Satyanarain Agarwal (HUF)							
	At the beginning of the year	41,000	0.08				41,000	0.08
					Nil			
	At the end of the year	41,000	0.08				41,000	0.08
6	Mr. Satya Narain Agarwal							
	At the beginning of the year	22,500	0.04				22,500	0.04
					Nil			
	At the end of the year	22,500	0.04				22,500	0.04
7	Mrs. Urmila Dhanuka							
	At the beginning of the year	0	0.00				0	0.00
				02.12.2015	30,959	Merger and Amalgamation	30,959	0.06
	At the end of the year	30,959	0.06				30,959	0.06



Sr. No.	Name	Shareholding		Change			Cumulative Shareholding during the year	
		Number of Shares	% of total Shares of the Company	Date	Increase/ Decrease	Reason	Number of Shares	% of total Shares of the Company
8	Mahendra Kumar Dhanuka (HUF)							
	At the beginning of the year	40,000	0.08				40,000	0.08
				02.12.2015	154,856	Merger and Amalgamation	194,856	0.39
	At the end of the year	194,856	0.39				194,856	0.39
9	Mrs. Megha Dhanuka							
	At the beginning of the year	0	0.00				0	0.00
				02.12.2015	30,959	Merger and Amalgamation	30,959	0.06
	At the end of the year	30,959	0.06				30,959	0.06
10	Mr. Harsh Dhanuka							
	At the beginning of the year	0	0.00				0	0.00
				02.12.2015	30,959	Merger and Amalgamation	30,959	0.06
	At the end of the year	30,959	0.06				30,959	0.06
11	Mr. Mahendra Kumar Dhanuka							
	At the beginning of the year	0	0.00				0	0.00
				02.12.2015	30,959	Merger and Amalgamation	30,959	0.06
	At the end of the year	30,959	0.06				30,959	0.06
12	Mr. Mridul Dhanuka							
	At the beginning of the year	0	0.00				0	0.00
				02.12.2015	30,959	Merger and Amalgamation	30,959	0.06
	At the end of the year	30,959	0.06				30,959	0.06
13	Mrs. Uma Dhanuka							
	At the beginning of the year	0	0.00				0	0.00
				02.12.2015	30,959	Merger and Amalgamation	30,959	0.06
	At the end of the year	30,959	0.06				30,959	0.06
14	Mrs. Akangsha Dhanuka							
	At the beginning of the year	0	0.00				0	0.00
				02.12.2015	30,959	Merger and Amalgamation	30,959	0.06
	At the end of the year	30,959	0.06				30,959	0.06
15	Mrs. Madhuri Dhanuka							
	At the beginning of the year	0	0.00				0	0.00
				02.12.2015	30,680	Merger and Amalgamation	30,680	0.06
	At the end of the year	30,680	0.06				30,680	0.06
16	M/s Golden Overseas Pvt. Ltd.							
	At the beginning of the year	0	0.00				0	0.00
				02.12.2015	31	Merger and Amalgamation	31	0.00
	At the end of the year	31	0.00				31	0.00
17	M/s Exclusive Leasing & Finance Limited							
	At the beginning of the year	0	0.00				0	0.00
				02.12.2015	31	Merger and Amalgamation	31	0.00
	At the end of the year	31	0.00				31	0.00
18	M/s Hindon Mercantile Ltd.							
	At the beginning of the year	0	0.00				0	0.00
				02.12.2015	31	Merger and Amalgamation	31	0.00
	At the end of the year	31	0.00				31	0.00
19	Mridul Dhanuka HUF							
	At the beginning of the year	0	0.00				0	0.00
				02.12.2015	62	Merger and Amalgamation	62	0.00
	At the end of the year	62	0.00				62	0.00



Sr. No.	Name	Shareholding		Change			Cumulative Shareholding during the year	
		Number of Shares	% of total Shares of the Company	Date	Increase/Decrease	Reason	Number of Shares	% of total Shares of the Company
20	Ram Gopal Agarwal HUF							
	At the beginning of the year	0	0.00				0	0.00
	At the end of the year	62	0.00	02.12.2015	62	Merger and Amalgamation	62	0.00
21	M/s Dhanuka Finvest Pvt. Ltd.							
	At the beginning of the year	30,958,890	61.89				30,958,890	-61.89
	At the end of the year	0	0.00	02.12.2015	(30,958,890)	Merger and Amalgamation	0	0.00
22	M/s A.M. Bros Fintrade Pvt. Ltd.							
	At the beginning of the year	5,533,350	11.06				5,533,350	-11.06
	At the end of the year	0	0.00	02.12.2015	(5,533,350)	Merger and Amalgamation	0	0.00
23	Triveni Trust							
	At the beginning of the year	0	0.00				0	0.00
	At the end of the year	30,339,712	60.66	02.12.2015	30,339,712	Merger and Amalgamation	30,339,712	60.66
24	Pushpa Dhanuka Trust							
	At the beginning of the year	0	0.00				0	0.00
	At the end of the year	5,417,266	10.83	02.12.2015	5,417,266	Merger and Amalgamation	5,417,266	10.83
25	Mrs. Pushpa Dhanuka							
	At the beginning of the year	0	0.00				0	0.00
	At the end of the year	22	0.00	02.12.2015	22	Merger and Amalgamation	22	0.00
26	Govind Lal Dhanuka HUF							
	At the beginning of the year	0	0.00				0	0.00
	At the end of the year	11	0.00	02.12.2015	11	Merger and Amalgamation	11	0.00
27	Mr. Arun Kumar Dhanuka							
	At the beginning of the year	0	0.00				0	0.00
	At the end of the year	39,607	0.08	02.12.2015	39,607	Merger and Amalgamation	39,607	0.08
28	Mrs. Mamta Dhanuka							
	At the beginning of the year	0	0.00				0	0.00
	At the end of the year	9,204	0.02	02.12.2015	9,204	Merger and Amalgamation	9,204	0.02
29	Mr. Arjun Dhanuka							
	At the beginning of the year	0	0.00				0	0.00
	At the end of the year	9,209	0.02	02.12.2015	9,209	Merger and Amalgamation	9,209	0.02
30	Arun Kumar Dhanuka HUF							
	At the beginning of the year	0	0.00				0	0.00
	At the end of the year	11	0.00	02.12.2015	11	Merger and Amalgamation	11	0.00
31	Mrs. Seema Dhanuka							
	At the beginning of the year	0	0.00				0	0.00
	At the end of the year	13,808	0.03	02.12.2015	13,808	Merger and Amalgamation	13,808	0.03



iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name	Shareholding at the beginning of the year (01.04.2015)		Shareholding at the end of the year (31.03.2016)	
		Number of Shares	% of total Shares of the Company	Number of Shares	% of total Shares of the Company
1	HDFC Trustee Company Ltd. - A/c HDFC Mid - Cap Opportunities Fund alongwith HDFC Small & Midcap Fund	2,651,308	5.30	27,00,000	5.40
2	Ashoka Pte Ltd	697,228	1.39	14,86,654	2.97
3	Lincoln P Coelho	300,000	0.60	300,000	0.60
4	Dolly Khanna	242,834	0.49	2,10,034	0.42
5	Raj Kumar Kedia	210,514	0.42	2,04,255	0.41
6	2020 Equity Investors, Limited*	1,799,935	3.60	0	0.00
7	Shrim Investment Solutions Private Limited*	181,194	0.36	0	0.00
8	India Emerging Opportunities Fund Limited*	180,744	0.36	0	0.00
9	Ajinkya Electromelt Pvt Ltd*	159,300	0.32	0	0.00
10	Dr. Sanjeev Arora*	144,119	0.29	0	0.00
11	HDFC Small & Midcap Fund [#]	0	0.00	2,92,571	0.58
12	DSP Blackrock Emerging Stars Fund [#]	0	0.00	2,01,383	0.40
13	Vanaja Sundar Iyer [#]	0	0.00	1,36,523	0.27
14	IDFC Equity Opportunity Series [#]	0	0.00	1,30,000	0.26
15	Sanjay Ranchhodlal Shah [#]	0	0.00	1,03,707	0.21

Note: Company's Shares are traded on a daily basis, therefore date wise changes in Shareholding are not indicated.

* Exist in the list of Top ten Shareholders as on 01.04.2015 and ceased to be in that list as on 31.03.2016

Not in the list of Top ten Shareholders as on 01.04.2015 but these Shareholders are reflected in the list as on 31.03.2016

v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name	Shareholding at the beginning of the year (01.04.2015)		Cumulative Shareholding at the end of the year (31.03.2016)	
		Number of Shares	% of total Shares of the Company	Number of Shares	% of total Shares of the Company
1	Mr. Ram Gopal Agarwal, Chairman	194,000	0.39	379,753	0.76
2	Mr. Rahul Dhanuka, Executive Director	350,535	0.70	381,494	0.76
3	Mr. Indresh Narain, Independent Director	800	0.00	800	0.00
4	Mr. Kapil Garg, Company Secretary	0.00	0.00	0.00	0.00
5	Mr. V.K. Bansal, Chief Financial Officer	0.00	0.00	0.00	0.00



V. Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Rs. in Lacs)

	Secured Loans excluding deposits*	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year				
i) Principal Amount	1580.02	31.00	0.00	1611.02
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	1580.02	31.00	0.00	1611.02
Change in Indebtedness during the Financial Year				
• Addition	0.00	0.00	0.00	0.00
• Reduction	810.55	31.00	0.00	841.55
Net Change	810.55	31.00	0.00	841.55
Indebtedness at the end of the Financial Year				
i) Principal Amount	769.47	0.00	0.00	769.47
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	769.47	0.00	0.00	769.47

* These figures represent the Working Capital Facility taken by the Company. There were no Term loans during this period.

VI. Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Rs. in Lacs)

S. No.	Particulars of Remuneration	Name of MD/WTD/Manager						Total Amount
		Mr. Ram Gopal Agarwal, Chairman	Mr. Mahendra Kumar Dhanuka, Managing Director	Mr. Arun Kumar Dhanuka, Executive Director (Works)	Mr. Rahul Dhanuka, Total Amount Director (Marketing)	Mr. Mridul Dhanuka, Total Amount Director (Operations)	**Mr. Kapil Garg, Total Amount Additional/ Executive Director	
1.	Gross salary							
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	105.28	98.56	72.34	60.56	53.84	1.68	392.26
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-	-	-
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	-	-	-	-	-	-	-
2.	Stock Option	-	-	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-	-	-
4.	Commission - as % of profit - others, specify...	234.91	234.91	234.91	234.91	156.61	-	1096.25
5.	Others, please specify	-	-	-	-	-	-	-
	Total (A)	340.19	333.47	307.25	295.47	210.45	1.68	1488.51*

Ceiling as per the Companies Act, 2013
(being 10% of the Net Profits of the Company calculated as per Section 198 of the Act)

*Being 10% of the Net Profits of the Company calculated as per Section 198 of the Act.

**Refer Para No 11 of Director Report



B. Remuneration to other Directors:

Non-Executive Directors including Independent Directors are paid remuneration through Sitting Fees:

(Rs. in Lacs)

S. No.	Particulars of Remuneration	Name of Directors							Total Amount
		Mr. Priya Brat	Mr. Indresh Narain	Mr. Vinod Kumar Jain	Mr. Subhash Chandra Lakhotia	*Mr. Sachin Kumar Bhartiya	Mrs. Asha Mundra	Mr. Om Prakash Khetan	
1.	Independent Directors Fee for attending Board / Committee Meetings Commission Others, please specify	2.10 - -	2.20 - -	2.20 - -	0.80 - -	0.30 - -	1.40 - -	1.60 - -	10.60 - -
	Total (1)	2.10	2.20	2.20	0.80	0.30	1.40	1.60	10.60
2.	Other Non-Executive Directors Fee for attending Board / Committee Meetings Commission Others, please specify	- - -	- - -	- - -	- - -	1.60 - -	- - -	- - -	1.60 - -
	Total (2)	-	-	-	-	1.60	-	-	1.60
	Total (B)= (1+2)	2.10	2.20	2.20	0.80	1.90	1.40	1.60	**12.20
	Total Managerial Remuneration is as per Total (A) only								1488.51
	Ceiling as per the Companies Act, 2013 (being 10% of the Net Profits of the Company calculated as per Section 198 of the Act)								1566.10

*Mr. Sachin Kumar Bhartiya resigned from the post of Non Executive Director on 25th January, 2016 and was appointed as Independent Director of the Company w.e.f. 09.02.2016.

**Sitting Fees paid to Non Executive director are not part of managerial remuneration.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(Rs. in Lacs)

S. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Company Secretary	CFO	
1.	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	*11.87	56.86	68.73
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.19	0.39	0.58
	(c) Profits in lieu of salary under Section 17(3) Income- tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify...	- - -	- - -	- - -
5.	Others, please specify	-	-	-
	Total	12.06	57.25	69.31

*Rs. 10.38 lacs paid to Ms. Shubha Singh, ceased to be Company Secretary w.e.f. 06-11-2015 & Rs. 1.68 lacs paid to Mr. Kapil Garg Company Secretary w.e.f 09.02.2016 during FY 2015-16

VII. Penalties / Punishment / Compounding of Offences:

There were no instances of penalties, punishment or compounding of offences during the year ended 31st March, 2016.



Annexure 'C'

Annual Report on CSR Activities

1. A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs.

The CSR Policy recommended by the CSR Committee has been approved by the Board of Directors and is available on the Corporate website (web link: <http://www.dhanuka.com/wp-content/uploads/2013/04/CSR-Policy-DAL-v1.pdf>).

Your Company lays special emphasis on promoting education, eradication of hunger, poverty and mal-nutrition; conservation of water, deployment of water for agriculture and human use.

The thrust is on training and education of farmers and dealers and transfer of technology to improve food production. The Company's CSR efforts have been to conserve "Gaon ka paani, gaon mein aur khet ka pani, khet mein" and will continue to work in this direction.

2. The Composition of the CSR Committee.

Your Company has constituted CSR Committee, in accordance with the CSR provisions u/s 135 and Schedule VII of the Companies Act, 2013 and the Rules made thereunder. The CSR Committee comprises Mr. Ram Gopal Agarwal (Chairman), Mr. Indresh Narain and Mr. Arun Kumar Dhanuka. The Corporate Governance Report covers more information on the CSR Committee.

3. Average Net Profit of the Company for last three Financial Years: Rs. 10818.38 Lacs, as per applicable Section 198 of the Companies Act, 2013.

4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): Rs. 216.37 Lacs.

5. Details of CSR spent during the Financial Year:

- a. Total amount spent for the Financial Year: Rs. 225.39 Lacs.
- b. Amount unspent: Nil
- c. Manner in which the amount spent during the Financial Year is detailed below

(Rs. in Lacs)

S. No.	CSR project or activity identified / beneficiary	Sector in which the project is covered	Location of the Projects / programs	Amount outlay (budget)	Amount spent on the projects or programs Subheads: (1) Direct expenditure (2) Overheads	Cumulative expenditure upto the reporting period.	Amount spent: Direct/ Implementing Agency
1	Facilities for Senior Citizen	Setting up old age homes, day care centres and such other facilities for Senior Citizens	New Delhi	1.00	1.00	1.00	Age Care India
2	Facilities for Senior Citizen	Setting up old age homes, day care centres and such other facilities for Senior Citizens	New Delhi	0.51	0.51	0.51	Directly
3	Donation for Children Education	Promoting Education	PAN India	6.00	6.00	6.00	Bharat Lok Shiksha Parishad



4	Donation for Children Education	Promoting Education	Jammu & Kashmir	5.00	5.00	5.00	Bhartiya Shiksha Samati
5	Construction of School Building	Promoting Education	Ratangarh, Rajasthan	120.00	120.00	120.00	Chiranji Lal Dhanuka Charitable Trust
6	Construction of Dam at-Sankotra- Jaipur	Ensuring Environmental Sustainability	Jaipur, Rajasthan	16.22	16.22	16.22	Directly
7	Construction of Dam at- Mainpura ki Dhani- Jaipur	Ensuring Environmental Sustainability	Jaipur, Rajasthan	6.07	6.07	6.07	Directly
8	Donation for Children Education	Promoting Education	PAN India	0.12	0.12	0.12	Donation for Children Help- Cry
9	Facilities for Senior Citizen	Setting up old age homes, day care centres and such other facilities for Senior Citizens	PAN India	0.10	0.10	0.10	Helpage India
10	Laying Drainage	Promoting preventive health care and sanitation	Gurgaon, Haryana	4.00	4.00	4.00	Directly
11	Mid Day Meal to Students	Promoting Education	Mathura, Uttar Pradesh	30.00	30.00	30.00	Akshaya Patra
12	Donation for Polio Hospital	Promoting preventive Health Care	Udaipur, Rajasthan	7.11	7.11	7.11	Narayan Seva Sansthan
13	Donation for Eyes Operations	Promoting preventive Health Care	Vrindavan Mathura, Uttar Pradesh	2.80	2.80	2.80	Ramakrishna Mission Sevashrama
14	Donation for Eyes Operations	Promoting preventive Health Care	Delhi	11.00	11.00	11.00	Sant Parmanand Hospital
15	Donation for Disabled	Livelihood Enhancement Projects	Coimbatore Tamil Nadu	0.50	0.50	0.50	United Orphanage for the Disabled
16	Water Day Art/ Drawing Competition	Ensuring Environmental Sustainability	PAN India	14.96	14.96	14.96	Directly
	Total Direct Expense			225.39	225.39	225.39	
	Overhead			-	-	-	
	TOTAL			225.39	225.39	225.39	



6. In case the Company has failed to spend the two per cent, of the average Net Profit of the last three Financial Years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report.

Please refer to item no. 5(b) above.

7. A Responsibility Statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR Objectives and Policy of the Company.

We hereby state that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Sd/-

R.G. Agarwal

(Chairman CSR Committee)

DIN : 00627386

Sd/-

M.K. DHANUKA

(Managing Director)

DIN : 00628039



Annexure 'D'

Form No. AOC-1

STATEMENT PURSUANT TO FIRST PROVISIO TO SUB-SECTION (3) OF SECTION 129 OF THE COMPANIES ACT, 2013, READ WITH RULE 5 OF COMPANIES (ACCOUNTS) RULES, 2014 IN THE PRESCRIBED FORM AOC-1 RELATING TO WHOLLY OWNED SUBSIDIARY COMPANY - M/S DHANUKA AGRI-SOLUTIONS PVT. LIMITED

(Rs. in Lacs)

Name of the Subsidiary Company	M/s. Dhanuka Agri-Solutions Pvt. Limited, Bangladesh
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same (i.e. 31 st March)
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Bangladeshi Taka (Exchange Rate 1 BDT=INR 0.8449)
Share Capital (Rs.)	0.09
Reserves & Surplus	-3.28
Total Assets	1.96
Total Liabilities	5.15
Investments	Nil
Turnover	Nil
Profit before Taxation	NA
Provision for Taxation	NA
Profit after Taxation	NA
Proposed Dividend	NA
% of Shareholding	100%

For **DINESH MEHTA & CO.**
Chartered Accountants
Firm Registration No:000220-N

For and on behalf of Board of Directors of
Dhanuka Agritech Limited

Sd/-
ANUP MEHTA
Partner
Membership No : 093133
Place : Gurgaon
Dated : 24th May 2016

Sd/-
KAPIL GARG
Company Secretary

Sd/-
V.K. BANSAL
C.F.O.

Sd/-
M.K. DHANUKA
Managing Director
DIN: 00628039

Sd/-
RAHUL DHANUKA
Executive Director
DIN: 00150140



Annexure 'E'

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with Related Parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

A. C&F Agreement with M/s Dhanuka Marketing Company ("DMC").

- Name(s) of the Related Party and nature of relationship: M/s Dhanuka Marketing Company. Mr.R.G.Agarwal, Chairman and Mr.M.K.Dhanuka, Managing Director are brothers of Mr.S.N.Agarwal, partner of DMC.
- Nature of contracts/arrangements/transactions: It was proposed that DMC continue to act as C&F agent and care-taker of the Company's operations in the State of Andhra Pradesh and Telangana.
- Duration of the contracts / arrangements/transactions: For a period of five Financial Years from FY 2014-15 to FY 2018-19 i.e. ongoing.
- Salient terms of the contracts or arrangements or transactions including the value, if any: Payment of Commission through banking channel to DMC as a percentage of the net sales of Andhra Pradesh and Telangana, as approved by the Audit Committee and the Board of Directors.
- Justification for entering into such contracts or arrangements or transactions: DMC has been providing C&F Agent services to M/s Northern Minerals Limited (presently Dhanuka Agritech Limited) since 1980. DMC has strong network of dealers/distributors in Andhra Pradesh and Telangana and in addition, provides various value added services to the Company.
- Date(s) of approval by the Board: 30th July, 2014.
- Amount paid as advances, if any: Nil.
- Date on which the Special Resolution was passed in General Meeting as required under first proviso to Section 188: 17th September, 2014.

B. Grant of License to use Company's Registered Office for the purpose of maintaining the Registered Office of certain Related Party Companies / firms.

- Name(s) of the Related Party and nature of relationship: M/s Golden Overseas Pvt. Ltd., M/s Exclusive Leasing & Finance Ltd., M/s Hindon Mercantile Ltd., M/s Dhanuka Laboratories Ltd., M/s Sikkim Agro Industries Ltd., M/s IKO Overseas, M/s Synmedic Laboratories, M/s MD Buildtech Pvt. Ltd., M/s HD Realtors Pvt. Ltd., M/s Otsuka Chemical (India) P.Ltd. and M/s Dhanuka Infotech Pvt. Ltd.
Mr. R.G. Agarwal, Chairman, Mr. M.K. Dhanuka, Managing Director, Mr. Arun Kumar Dhanuka, Mr. Rahul Dhanuka and Mr. Mridul Dhanuka, Directors, hold either directly or indirectly, themselves or through their relatives, more than two percent of Shareholding of aforementioned Companies or are Director, Promoter, Partner, Member of aforementioned Companies/Firms.
- Nature of contracts/arrangements/transactions: Company has granted License to use its Registered Office for the purpose of maintaining Registered Office of these Companies /Firms.
- Duration of the contracts / arrangements/transactions: For a period of 15 years w.e.f. 1st April, 2014 i.e. ongoing.
- Salient terms of the contracts or arrangements or transactions including the value, if any: Rent @Rs.2,000/- p.m. from each of these Companies/Firms.
- Justification for entering into such contracts or arrangements or transactions: These Companies/Firms had given the address of Registered Office of Dhanuka Agritech Limited for their Incorporation/Registration purpose and the same is continuing till date. They are not using the premises for any other purpose.
- Date(s) of approval by the Board: 30th July, 2014.
- Amount paid as advances, if any: Nil.
- Date on which the Special Resolution was passed in General Meeting as required under first proviso to Section 188: 17th September, 2014.

2. Details of material contracts or arrangement or transactions at arm's length basis:

During the year, the Company had not entered into any contract or arrangement or transaction with Related Parties which could be considered material in accordance with the Policy of the Company on materiality of Related Party Transactions.



Annexure 'F'

Secretarial Audit Report

For the Financial Year ended 31st March, 2016

To

The Members
Dhanuka Agritech Limited
First Floor, 82, Abhinash Mansion
Joshi Road, Karol Bagh,
New Delhi-110005

In terms of the provisions of Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, if any, we have conducted the Secretarial Audit of the compliance of applicable Statutory provisions and the adherence to good corporate practices by Dhanuka Agritech Limited, a Company incorporated under the provisions of the Companies Act, 1956, vide CIN L 24219 DL 1985 PLC 020126 and having its Registered Office at First Floor, 82, Abhinash Mansion, Joshi Road, Karol Bagh, New Delhi-110005 (hereinafter referred to as "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of the Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2016, complied with the Statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on 31st March, 2016, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; Not applicable as the Company has not issued/ proposed to issue any Employee Stock Option Scheme and Employee Stock Purchase Scheme during the Financial Year under review.
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not applicable as the Company has not issued any debt securities during the Financial Year under review.
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;



- g. The Securities and Exchange Board of India (De-listing of Equity Shares) Regulations, 2009; Not applicable as the Company has not delisted/ proposed to delist its Equity Shares from any stock exchange during the Financial Year under review.
- h. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998; Not applicable as the Company has not bought back/ propose to buy back any of its securities during the Financial Year under review.
- vi. The Company has identified the following laws as specifically applicable to the Company.
 - a. The Insecticide Act, 1968;
 - b. The Legal Metrology Act, 2009;
 - c. The Legal Metrology (Packaged Commodities) Rules, 2011

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India; Not applicable as not notified during the period under review.
- ii. The Listing Agreements entered into by the Company with Stock Exchanges;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

During the period under review, the Board of Directors of the Company was duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that

took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices were given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent adequately in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the Meeting and for meaningful participation at the Meeting.

Majority decision is carried through while the dissenting Members' views are captured and recorded as part of the Minutes, wherever applicable.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, Rules, Regulations and guidelines.

We further report that during the audit period, the Company has entered into/carried out the following specific events/actions which may have a major bearing on the Company's affairs:

**For R&D
Company Secretaries**

**Sd/-
Debabrata Deb Nath**

Place: New Delhi

Date: 24th May, 2016

Partner

FCS No.: 7775; CP No. : 8612

This Report is to be read with our letter of even date which is annexed as Annexure and forms an integral part of this report.



Annexure

To

The Members
Dhanuka Agritech Limited
First Floor, 82, Abhinash Mansion,
Joshi Road, Karol Bagh,
New Delhi-110005

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, Rules and Regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of Management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

**For R&D
Company Secretaries**

**Sd/-
Debabrata Deb Nath**
Partner

Place: New Delhi
Date: 24th May, 2016

FCS No.: 7775; CP No. : 8612



Management Discussion and Analysis Report

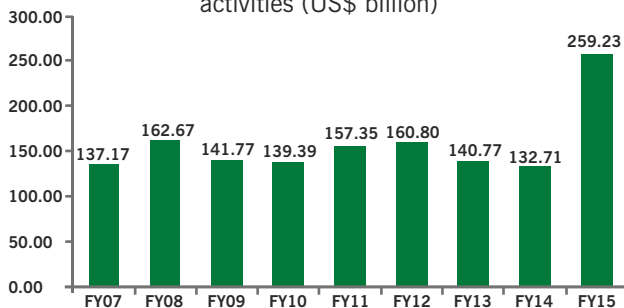
The Management Discussion and Analysis Report is a part of the Director's Report. It aims to elucidate developments in the business environment, performance of the Company and future outlook.

The State of Indian Agriculture:



1. Market Size of agriculture and allied activities

GDP by value added - size of agriculture and allied activities (US\$ billion)



Source: Ministry of Agriculture, Print Release, RBI, TechSci Research; Notes: GDP - Gross Domestic Product, CSO - Central Statistical Organisation.

2. Investments

Several players have invested in the agricultural sector in India, mainly driven by the government's initiatives and schemes. According to the Department of Industrial Policy and Promotion (DIPP), the Indian agricultural services and agricultural machinery sectors have cumulatively attracted Foreign Direct Investment (FDI) equity inflow of about US\$ 2,261 million from April 2000 to December 2015

3. Budget 2016-17

Budget 2016-17 proposed number of measures to improve agriculture and increase farmers' welfare as given below:

- 2.85 million hectares to be brought under irrigation, Rs 287,000 crore (US\$ 42.11 billion).
- grant in aid to be given to gram panchayats and municipalities.
- 100 per cent village electrification targeted by May 01, 2018.
- Doubling farmers income in 5 years.
- Issuance of soil health cards to farmers.
- Launch of E platform for marketing agricultural produce.
- Incentives on pulses production.
- Agricultural credit Rs. 9 Lacs.
- Allocations of Rs. 38,500 Crore for MGNREGS, Rs. 27,000 Crore for Pradhanmantri Gram Sadak Yojna. and Rs. 87,765 Crore for development of Rural Sector.

4. Government Initiatives:-

Some of the recent major government initiatives in the agriculture sector are as follows:

- Prime Minister Mr. Narendra Modi has unveiled the operational guidelines for the Pradhan Mantri Fasal Bima Yojana which aims to provide farmers with crop insurance.
- The Cabinet Committee on Economic Affairs (CCEA) has approved 'Blue Revolution', an umbrella scheme



for integrated development and management of fisheries by Government of India, with total financial outlay of Rs 3,000 crore (US\$ 440.15 million) for a period of five years.

- Ministry of Power, Coal, New and Renewable Energy has announced that government's plans to invest Rs 75,000 crore (US\$ 11.08 billion) in an energy-efficient irrigation scheme over the next three to four years.
- The new crop insurance scheme for farmers 'Bhartiya Krishi Bima Yojana' aims to cover 50 per cent of the farmers under the scheme in the next two-three years.
- India and Lithuania have agreed to intensify agricultural cooperation, especially in sectors like food and dairy processing.
- Gujarat Government has planned to connect 26 Agricultural Produce Market Committees (APMCs) via electronic market platform, under the National Agriculture Market (NAM) initiative.
- The State Government of Telangana plans to spend Rs 81,000 crore (US\$ 11.88 billion) over the next three years to complete ongoing irrigation projects and also undertake two new projects for lifting water from the Godavari and Krishna river.

Source: 1 to 4 www.lbef.org

5. Challenges :-

1. Small and fragmented land-holdings:
2. Ignorance of farmers specially in undeveloped states.
3. Farmer's Poor knowledge about benefits of Seeds, Fertilizers and Pesticides.
4. Irrigation- only 40% irrigated area. Rest 60% depends on monsoon.
5. Inadequate storage facilities.

Indian Crop Protection Market:-

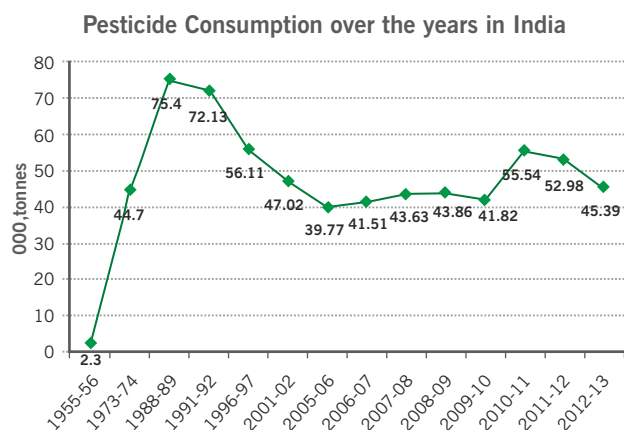
Modern agriculture depends on the four main factors viz: water, fertilizers, seed and pesticides. Pesticides are the integral part of modern agriculture. About 35-45 % crop

production is lost due to insects, weeds and diseases, while 35% crop produces are lost during storage.

Increasing demand of food grains & declining farmlands in India have increased pressure on farm yield improvement and reduction in crop losses due to pest attacks. Indian crop protection market was estimated at \$ 3.8 billion in FY12 with exports constituting about 50% of the market. The crop protection market has experienced strong growth in the past and is expected to grow further at approximate 12% p.a. to reach \$ 6.8 billion by FY17.

The growth would be largely driven by export demand which is expected to grow at 15-16% p.a, while domestic demand is expected to grow at 8-9% p.a. Biopesticides, which currently represent only 4.2% of the overall pesticide market in India, are expected to exhibit an annual growth rate of about 10% in the coming years.

The per capita consumption of pesticides in India is 0.6 Kg/ha which is one of the lowest in the world. The per capita pesticide consumption in China and USA is 13 Kg/ha and 7 Kg/ha, respectively. The main reasons for low per capita consumption of pesticides in India are low purchasing power of farmers, non-awareness and small land holdings. The majority of agricultural farm land belongs to marginal farmers but maximum contribution to the produce is also from marginal farmers. The large scale farming is increasing and therefore, there is good scope for increase of per capita consumption of pesticides in India



Source: <http://www.krishijagran.com/corporate-watch/Industry-Profile/2014/11/Outlook-of-Pesticide-Consumption-in-India>



Dhanuka's Overall Performance:-

From time to time, agricultural production is affected by El Niño, an abnormal warming of the Pacific waters near Ecuador and Peru, which disturbs weather patterns around the world. The 2015 year El Niño has been the strongest since 1997, depressing production over the past year.

During the financial year 2015-16, your Company has sustained its moderate growth rate in terms of revenue and margin amidst all the adversities in Agro Chemical Industry in India.

This was resulted due to existing feedback mechanism of the Company that keeps assessing the farmers' need round the year and accordingly innovative products are launched to cater to the need of the farmers within time every year.

Key opportunities:-

The agrochemical market in India is expected to grow steadily at a CAGR of over 9% during the years 2016 to 2020. Availability of credit facilities to purchase agrochemicals is the primary driver for the market. The government of India has initiated several policy measures to enable farmers to gain access to credit facilities. These policies emphasize in providing timely and adequate credit support to all farmers.

The Indian government has been focusing mostly on small and marginal farmers and the weaker sections of the society, to enable them to adopt modern technology and improved agricultural practices, thereby increasing agricultural production and productivity.

The implementation of integrated pest management (IPM) as a new method of crop protection is another trending factor driving the growth of the agrochemicals market in India. The IPM method is a sustainable approach to pest management that combines biological, mechanical, physical, and chemical methods. These methods are executed in three stages, namely prevention, observation, and intervention.

Source: <http://www.prnewswire.com/news-releases/agrochemical-market-in-india-2016-2020-300196917.html>

Monsoon:

Indian Metrological Department has predicted "above normal" monsoon this year, easing fears over farm and economic growth after two consecutive years of drought.

Challenges & Threats:-

1. Low awareness among farmers (only 25-30% of the farmers are aware of agrochemical products and their usage).
2. Rising sale of spurious pesticides and spiked bio-pesticides pose a major threat to industry growth.
3. With large number of end users spread across the geography, managing inventory and distribution costs is a challenge for the industry players.
Effectiveness of current supply chain management (SCM) practices in agrochemicals is another area of concern for the industry.
4. The industry needs simplified registration norms for pesticides exports and increased scope of regulations to include all types of pesticides (including bio pesticides).
5. There is also a need to encourage R&D and ease registration process for development of new molecules.

Substantial Expansion in Udhampur unit

After having received suitable approval from authorities, total pesticide formulation capacity of Udhampur manufacturing unit of the Company has been doubled i.e. existing capacity 5900MT + additional grant capacity 5900 MT= 11800MT /annum.

With this approval, 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.

Marketing Strength:-

1. Team of 1, 500 Dhanuka Doctors each covering 12-18 villages every week.
2. Wide and deep pan India distribution network (more than 8800 distributors and approx. 80,000 retail counters.)
3. Strong Brand portfolio comprising over 80 products.
4. Enduring relationships with global innovators resulting in the introduction of Specialty molecules.
5. Dhanuka connects well with farmers, scientist community and opinion leaders.
6. Continuing engagement of Mr. Amitabh Bachchan as the Company's Brand Ambassador.



Risk Identification, Assessment & Mitigation Document

Risk is the uncertainty associated with the outcome of an event, depending on factors influencing it. Risk is inherent in every form of enterprise and different risks have different impact on business. Risk in agricultural-inputs sector is considered to be relatively high, due to the dependency on Environmental factors.

Risk Management

Risk Management is a pro-active approach towards better control and management of an organization. It comprises risk identification, assessment and mitigation. The first step is to identify all relevant risks – internal and external. The next step is to assess the probable impact of the risks on the business - high, medium or low. Finally, the Management has to decide its response strategy to manage each risk and take appropriate action.

A formal Risk Management process and its periodic review help in establishing a culture that results in better business and risk management. It puts Management in a better position to determine the best course of action to mitigate the risks.

Objectives of Risk Mitigation Plan

The objectives of risk mitigation plan are to decide risk response strategies for the various risk items which have been identified

and assessed during the risk analysis, to enable appropriate action in the right direction to manage risk.

The following three key questions can be posed while planning risk mitigation measures:

1. What options are available and which ones are appropriate for us in current scenario?
2. What are the tradeoffs in terms of costs, benefits and risks among the available options?
3. What shall be the future impact of current decisions?

Risk Response Strategy

A well-defined risk response strategy can help to avoid or reduce the identified risks.

A risk may be:

- Unidentified, unmanaged or ignored (by default).
- Recognized, but no action taken (absorbed as a matter of policy).
- Avoided (by taking appropriate steps).
- Reduced (by an alternative approach).
- Transferred (to others through contract or insurance).
- Retained and absorbed (by prudent strategy).
- Handled by a combination of the above.



A. **INTERNAL RISK FACTORS:** Internal risks are those which are essentially within the Company's control. We have attempted to cover all relevant Internal risks falling under the 7 M's of Management: Man, Money, Machine, Material, Method, Management, Measurement.

S. No.	Category	Internal Risk Factors	Risk Assessment: Likelihood/ Impact	Risk Response Strategy	Response Actions
1	Man	Mis-handling of hazardous chemical and poisonous substances in the manufacturing process	L: Low I: High	Risk Reduction	Adequate training and safety measures
2	Man	Labour related conflicts	L: Low I: Medium	Risk Reduction	Agreement with Labour union at Gurgaon Factory
3	Money	Exposure to Foreign Exchange rate fluctuation	L: Medium I: Medium	Risk Transference	Partly covering Forex exposure by taking forward contracts, futures, options and cost reduction structures including cancellation and re-bookings at appropriate times by the Company officials as may be authorised by the Board or Banking, Finance & Operations Committee of the Company and Comply with applicable laws disclosure policies & norms and reporting of transactions etc. Frequent reviews and Statutory audit, including internal checks and controls. The Company has also appointed consultant to guide the Company to mitigate risk to minimum possible level.
4	Money/ Machine	Fixed Assets	L: Low I: Low	Risk Transference	Insurance coverage
5	Material	Development of resistance by pests to Company's products in the long term rendering them ineffective	L: Low I: Low	Risk Reduction	Introduction of new products and tie-ups with International manufacturers of molecules
6	Material	Dependence on Strategic collaborations for supply of technical	L: Low I: High	Risk Retention	Maintaining amiable relations and a win-win approach towards existing collaborators and exploring new possibilities through two-pronged approach: a) widening of existing collaborations by adding new products b) exploring opportunities for collaborating with more companies
7	Material	Increase in raw-material prices	L: Medium I: Low	Risk Reduction	Prices are mutually decided with suppliers, upfront at beginning of each fiscal for tie-up products with MNCs
8	Method	Indiscriminate/Faulty use of the products by farmers	L: Low I: Medium	Risk Reduction	Dhanuka Doctors and field staff train and educate farmers
9	Method	Inadequacy of documented plans, policies and process flows, business contingency plan	L: Low I: Low	Risk Reduction	The Company has appointed consultant to streamline this category of Risk.
10	Management	Dependence on Key Management Team – Attrition Management, back-ups and Succession planning	L: Low I: Medium	Risk Reduction	Training and development of next level are being taken.
11	Measurement	Inaccuracy of forecasts, Inventory & Logistic mis-management could result in unexpected reduction in sales due to stock-outs or surplus of stocks, wastages, theft, pilferage	L: Low I: High	Risk Reduction	Proper planning & controls are being implemented through professional advice



B. EXTERNAL RISK FACTORS: External risks refer to risks external to the business itself and are largely beyond the Company's control. We have attempted to cover all relevant External risks as per PEST Analysis: Political/Legal, Economic, Social and Technological. In addition, Environmental factor has also been incorporated, as it has a major impact on our Industry.

S. No.	Category	External Risk Factors	Risk Assessment	Risk Response Strategy	Response Actions
1	Environment	Environmental conditions beyond the control of the Company like floods, droughts, monsoons, etc. can adversely affect operations of the Company	L: Medium I: High	Risk retention	Usually, rain is not evenly spread out over the country. Hence, even if rains are scarce in one territory, the sales in other territories, which have better rainfall averages out the shortfall in sales
2	Environment	Considering seasonality of the Company's business, sales may be low during off-season	L: Medium I: Medium	Risk reduction	Efforts are made to ensure availability of adequate stocks during peak season, to maximize sales, so that the total turnover meets targeted sales
3	Social	Sales of the Company are to a large extent dependent on the overall area under cultivation and the cropping pattern adopted by the farming community in India; increasing urbanisation	L: Low I: Low	Risk reduction	Products are being introduced which increase productivity per hectare. Some new products which directly increase productivity are Dhanzyme, Dhanzyme Gold, Maxyld. Also, there are new products which indirectly increase productivity by protecting seeds from soil and seed borne diseases e.g. Vitavax power, Vitavax FF
4	Social	Increasing influence of NGO's / media wrt organic foods, side-effects of pesticides on health and environment	L: Low I: Low	Risk reduction	Educating people about the increasing food needs of an increasing population and extent of side-effects of pesticides usage. Also environment- friendly, new low-dosage, but high- efficacy products are introduced to minimise damage to health & environment. For instance, if 500 gm/ acre weedicide was being used earlier, now only 8 gm/ acre is being used because of advanced chemistry products.
5	Technological	Competition from other established companies and future entrants into the industry, both domestic and international, development of new molecules	L: Medium I: Medium	Risk reduction	Continuous exploration & strategic collaborations with International companies for new technologically advanced and more effective products
6	Economic	General State of the Economy & Industry	L: Medium I: Medium	Risk absorption	India is an agriculture dominated economy, where 60% of population is dependent on agriculture for livelihood and ours is an agri-inputs company. Also, the Company has started to explore new markets through exports.
7	Economic	Farmers incomes and Minimum Support Prices	L: Low I: Low	Risk absorption	Farmers incomes and Minimum Support Prices are increasing, which is beneficial to our industry
8	Political/ Legal	Failure to comply with/ changes in stringent quality norms prescribed by the Government, environmental & other laws / regulations / Policies/ litigation	L: Medium I: Medium	Risk reduction	All due steps are taken to ensure timely compliances
9	Political/ Legal	Changes in Government Policies relating to hazardous Industries	L: Medium I: High	Risk reduction	The Company has commenced production at its plant in Chemical Zone in Keshwana, Rajasthan



Report on Corporate Governance

Dhanuka's philosophy on Corporate Governance is embedded in the rich legacy of ethical governance practices, committed to value creation by taking principled business decisions. Good Corporate Governance results in enhancement of Shareholder's value and enables the Company to meet its obligations towards all stakeholders with integrity, equity, transparency, fairness, disclosure, accountability and commitment.

This includes its Corporate Structure, Culture, Policies and the manner in which it deals with various stakeholders. At Dhanuka, it is imperative that our Corporate Affairs are managed in a fair and transparent manner which in turn brings trust, faith and belief in the system. Therefore, timely and accurate disclosure of information regarding the financial situation, performance, ownership and governance of the Company is an important part of our Corporate Governance.

(1) Company's Philosophy On Corporate Governance

Your Company believes in adopting the 'best practices' that are followed in the area of Corporate Governance across the Industry to ensure fiscal accountability and ethical corporate behavior, in addition to meeting the legal requirements. At Dhanuka, the Board is at the core of our Corporate Governance Practice and considers itself as a Trustee of its Shareholders and acknowledges its responsibilities towards them for creating and safeguarding their wealth. The philosophy of the Company in relation to Corporate Governance is to ensure transparency and accountability in all its operations, make appropriate disclosures and simultaneously, enhance Shareholders' value without compromising, in any way, compliance with laws and regulations.

Your Company is in compliance with the requirements of the revised guidelines on Corporate Governance stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(2) The Board of Directors

The Board has an appropriate mix of Executive and Non

Executive Directors. There is also one Woman Director on the Board. The strength of the Board was Thirteen, represented by Six Executive and seven Non-Executive Directors as on 31st March, 2016. The Company has an Executive Chairman.

More than Fifty percent of the Board is Independent, i.e. there are Seven Independent Directors on the Board. The size and composition of the Board conforms to the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 ("Act").

Independent Directors are non-executive Directors. The qualifications, appointment, maximum tenure of the Independent Directors comply with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the Independent Directors of the Company have confirmed that they meet the criteria as mentioned under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013.

Terms and conditions of appointment of the Independent Directors are disclosed on the website of the Company.

Directorships:

In compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, none of the Directors on Company's Board is a Director in more than 10 Public Limited Companies (including Dhanuka Agritech Limited) or is a Member of more than 10 Board Committees (Committees being Audit Committee and Stakeholders' Relationship Committee) or Chairman of more than 5 Board Committees as on 31st March, 2016.

Necessary disclosures regarding the Committee position in Dhanuka Agritech Limited and other Public Companies as on 31st March, 2016 have been made by all the Directors. Other Directorships do not include Directorships of Private Limited Companies, LLP and Companies incorporated under Section 8 of the Companies Act, 2013.



Brief details of the Board of Directors of the Company:

S.No.	Name of the Director	Category	No. of Board Meetings during FY 2015-16		Attendance at last AGM held on 29 th December, 2015	Director-ship in Public Limited Companies as on 31.3.2016	Member-ship of Committees (excluding Chairmanship) as on 31.3.2016**	Chairman-ship of Committees as on 31.3.2016**
			Held	Attended				
1.	Mr. Ram Gopal Agarwal DIN: 00627386	Executive (Promoter) Non- Independent	6	6	Present	2	0	0
2.	Mr. Mahendra Kumar Dhanuka DIN: 00628039	Executive (Promoter) Non- Independent	6	6	Present	2	0	0
3.	Mr. Arun Kumar Dhanuka DIN: 00627425	Executive (Promoter) Non- Independent	6	6	Present	2	0	0
4.	Mr. Rahul Dhanuka DIN: 00150140	Executive (Promoter) Non- Independent	6	4	Absent	3	1	0
5.	Mr. Mridul Dhanuka DIN: 00199441	Executive (Promoter) Non- Independent	6	4	Present	2	0	0
6.	Mr. Priya Brat DIN: 00041859	Non- Executive Independent	6	5	Present	3	4	2
7.	Mr. Indresh Narain DIN: 00501297	Non- Executive Independent	6	5	Absent	1	1	1
8.	Mr. Sachin Kumar Bhartiya DIN: 02122147	Non- Executive Independent	6	5	Absent	2	1	0
9.	Mr. Subhash Chandra Lakhotia DIN: 00310162	Non -Executive Independent	6	2	Absent	1	1	0
10.	Mr. Vinod Kumar Jain DIN: 01185937	Non- Executive Independent	6	6	Absent	1	1	0
11.	Mrs. Asha Mundra DIN: 00394215	Non -Executive Independent	6	4	Present	2	1	0
12.	Mr. Om Prakash Khetan DIN: 06883433	Non -Executive Independent	6	5	Absent	1	0	0
13.	Mr. Kapil Garg DIN: 07238984	Executive	6	2	N.A.*	1	0	0

*Kapil Garg was appointed as Company Secretary and Additional/ Executive Director w.e.f. 09.02.2016.

**The details of Chairmanship and Membership of the Directors in the Audit Committee and Stakeholder Relationship Committee are given.

Necessary Quorum was present in all the Meetings.

All the Directors have informed the Company about any changes in their Directorship or Committee Membership and the same is disclosed to the Board in the next Meeting.

Board Procedure and Functioning:

The Board meets at least once every quarter to review the

Quarterly Results and to take decisions on matters pertaining to Company's working. Whenever necessary, additional Meetings are held. In case of business exigencies, Resolutions are passed by circulation.

All Board/Committee Members are given advance Notice of the Meetings in compliance with the Companies Act, 2013. The Meetings are governed by structured Agenda. The Agenda along with the explanatory notes is also circulated in advance as per the provisions of the Act. The Board/Committee Members have access to Company's information. The following information as stated in Regulation 17 (7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided to the Directors:



- Annual operating plans and budgets and any updates.
- Capital Budgets and any updates.
- Quarterly, Half Yearly and Annual Financial Results, Analysis of Financial Data and its operating divisions or business segments.
- The information on recruitment and remuneration of Senior Officers just below the Board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Show cause, demand, prosecution notices and penalty notices which are materially important, if any.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems, if any.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company, if any.
- Details of important Joint Venture or Collaboration Agreement, if any.
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property, if any.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources / Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc, if any.
- Sale of material nature, of investments, subsidiaries, assets, which is not in normal course of business.
- Quarterly details of Foreign Exchange Exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- Minutes of the Annual General Meetings/Extraordinary General Meetings/Board Meetings/Meetings of all Committees of the Board.
- Statutory Compliance Report of the laws applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliances, if any.
- Minutes of the Board Meetings, Annual General Meetings of Subsidiary Company and significant transactions, if any.
- Notice of Interest of Directors and Related Party Transactions.

- Any material default in the financial obligations to or by the Company or substantial non-payment for goods sold to or by the Company.
- Risk Identification and Mitigation measures including Foreign Exchange exposure.
- Non-compliance of any regulatory, statutory, listing requirements or Shareholders' services such as non-payment of Dividend, delay in share transfer, etc.

Independent Directors are regularly updated on performance of each product segment of the Company, business strategy and new initiatives being taken/ proposed to be taken by the Company.

We have created more opportunities to update the members of the Board through discussion of strategic issues, both formally and informally.

The Board has laid down a Code of Conduct for all the Board Members and Senior Management of the Company. The Code of Conduct is available on Company's website www.dhanuka.com. All the Members of the Board and the Senior Management personnel of Company have confirmed their compliance with the Code of Conduct during the Financial Year ended 31st March, 2016.

Directors' Responsibilities:

Responsibilities of the Board of Directors:

The primary responsibilities of the Board of Directors are summarized hereunder:-

(i) Disclosure of information:

- (1) Members of Board of Directors and Key Managerial Personnel disclose to the Board of Directors whether they, directly, indirectly, or on behalf of third parties, have a material interest in any transaction or matter directly affecting the listed entity.
- (2) The Board of Directors and Senior Management conduct themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture of good decision-making.

(ii) Key functions of the Board of Directors-

- (1) Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans, setting performance objectives,



monitoring implementation and corporate performance, and overseeing major capital expenditures, acquisitions and divestments.

- (2) Monitoring the effectiveness of the Company's governance practices and making changes as needed.
- (3) Selecting, compensating, monitoring and, when necessary, replacing Key Managerial Personnel and overseeing succession planning.
- (4) Aligning Key Managerial Personnel and remuneration of Board of Directors with the longer term interests of the listed entity and its Shareholders.
- (5) Ensuring a transparent nomination process to the Board of Directors with the diversity of thought, experience, knowledge, perspective and gender in the Board of Directors.
- (6) Monitoring and managing potential conflicts of interest of management, members of the Board of Directors and Shareholders, including misuse of corporate assets and abuse in related party transactions.
- (7) Ensuring the integrity of the listed entity's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.
- (8) Overseeing the process of disclosure & communications.
- (9) Monitoring and reviewing Board of Director's evaluation framework.

Board Meetings held during Financial Year 2015-16:

During the year, Six Board Meetings were held and the time gap between any of the two Meetings was not more than one

hundred and twenty days. The Board Meetings were held on 28.05.2015, 12.08.2015, 05.11.2015, 02.12.2015, 09.02.2016 & 17.03.2016.

Facility of Video conferencing had been offered to the Directors to participate in the Meetings.

During the year, a separate Meeting of the Independent Directors was held on 9th day of February, 2016 to review the performance of the Directors and the Board as a whole.

Re-appointment of Directors retiring by rotation:

The following are the Directors who are retiring by rotation and are eligible for re-appointment at the forthcoming AGM:

1. Mr. M.K. Dhanuka
2. Mr. Arun Kumar Dhanuka

Their brief resume, nature of their expertise in specific functional areas, their Directorships and their Membership of the Board Committees are mentioned in explanatory statement to Notice of Annual General Meeting.

(3) Board Committees

The Board Committees play a crucial role in the Governance structure of the Company and have been assigned specific areas /activities which need closer review. They are set up under the formal approval of the Board, to carry out their clearly defined roles. The Board delegates them the necessary powers and supervises their working.

Currently, the Board has following committees:

- A. Audit Committee
- B. Nomination and Remuneration Committee
- C. Stakeholders' Relationship Committee
- D. Banking, Finance and Operations Committee
- E. Corporate Social Responsibility Committee



Composition, category and number of Committee Meetings attended by the Directors:

S. NO.	Name of Director and Category	Chairman/ Member and no. of Audit Committee Meetings during FY 2015-16		Chairman/ Member and no. of Nomination and Remuneration Committee Meetings during FY 2015-16		Chairman/ Member and no. of Stakeholders' Relationship Committee Meetings during FY 2015-16		Chairman/ Member and no. of Banking, Finance and Operations Committee Meetings during FY 2015-16		Chairman/ Member and no. of Corporate Social Responsibility Committee Meetings during FY 2015-16	
		Held	Attended	Held	Attended	Held	Attended	Held	Attended	Held	Attended
1.	Mr. Ram Gopal Agarwal , Executive (Promoter) Non Independent	NA		NA		NA		Chairman 8 8		Chairman 1 1	
2.	Mr. Mahendra Kumar Dhanuka , Executive (Promoter) Non Independent	Permanent Invitee 5 5		NA		NA		Member 8 8		NA	
3.	Mr. Arun Kumar Dhanuka , Executive (Promoter) Non Independent	NA		NA		NA		Member 8 7		Member 1 1	
4.	Mr. Rahul Dhanuka , Executive (Promoter) Non Independent	NA		NA		Member 4 3		Member 8 7		NA	
5.	Mr. Mridul Dhanuka , Executive (Promoter) Non Independent	NA		NA		NA		Member 8 7		NA	
6.	Mr. Priya Brat , Non- Executive Independent	Chairman 5 5		Chairman 2 2		NA		NA		NA	
7.	Mr. Indresh Narain , Non- Executive Independent	Member 5 4		NA - -		NA 4 3		NA - -		Member 1 1	
8.	⁽¹⁾ Mr. Sachin Kumar Bhartiya , Non- Executive Non-Independent	Member 5 4		Member 2 1		NA		NA		NA	
9.	Mr. Subhash Chandra Lakhotia , Non- Executive Independent	NA		Member 2 1		Member 4 2		NA		NA	
10.	Mr. Vinod Kumar Jain , Non- Executive Independent	Member 5 5		NA		NA		NA		NA NA	
11.	Mrs. Asha Mundra , Non Executive Independent	NA		NA		Member 4 3		NA		NA	
12.	Mr. Om Prakash Khetan , Non- Executive Independent	NA		Member 2 2		NA		NA		NA	
13.	Mr. Vinod Kumar Bansal , Chief Financial Officer	Chief Financial Officer 5 4		NA		NA		Chief Financial Officer 8 8		NA	
14.	⁽²⁾ Mr. Kapil Garg , Executive Director (Compliance) & Company Secretary	Company Secretary 5 0		Company Secretary 2 0		Company Secretary 4 0		Company Secretary 8 2		Company Secretary 1 0	
15.	⁽³⁾ Ms. Shubha Singh , Company Secretary	Company Secretary 5 3		Company Secretary 2 1		Company Secretary 4 3		Company Secretary 8 3		Company Secretary 1 1	

Note:

⁽¹⁾ Mr. Sachin Kumar Bhartiya resigned from the post of Non Executive Director on 25th January, 2016 and was appointed as Independent Director of the Company w.e.f. 09.02.2016.

⁽²⁾ Mr. Kapil Garg was appointed as Company Secretary and Additional/Executive Director w.e.f. 09.02.2016

⁽³⁾ Mrs. Shubha Singh resigned as Company Secretary w.e.f. 7th November, 2015.



A. Audit Committee

The Audit Committee of the Company is constituted in line with the Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013 and the Rules notified by the Central Government in this regard. The Board decides the Membership and terms of reference of the Audit Committee. The present Audit Committee has four Directors. All the Members of the Audit Committee are financially literate and Mr. Priya Brat, Chairman of the Committee, has expertise in finance.

The Managing Director, Mr. Mahendra Kumar Dhanuka is a Permanent Invitee of the Audit Committee since 18th May, 2013.

During the Financial Year 2015-16, Five Audit Committee Meetings were held on 28.05.2015, 12.08.2015, 05.11.2015, 02.12.2015 & 09.02.2016. The gap between two Meetings did not exceed four months. The necessary quorum was present for all the Meetings. The Chairman of the Audit Committee, Mr. Priya Brat was present at the last Annual General Meeting of the Company. The Statutory Auditors, Internal Auditors, Chief Financial Officer are invited to attend the Audit Committee Meetings and the Company Secretary acts as the Secretary of the Committee.

Terms of Reference:

- (1) Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) Recommendation for appointment, remuneration and terms of appointment of Auditors of the listed entity;
- (3) Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
- (4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - (a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of Clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (b) Changes, if any, in accounting policies and practices and reasons for the same;
 - (c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) Significant adjustments made in the financial statements arising out of audit findings;
 - (e) Compliance with listing and other legal requirements relating to financial statements;
 - (f) Disclosure of any related party transactions;
 - (g) Modified opinion(s) in the draft audit report;
- (5) Review with the management, the quarterly financial statements before submission to the board for approval;
- (6) Review with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- (7) Review and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (8) Approval or any subsequent modification of transactions of the listed entity with related parties;
- (9) Scrutiny of inter-corporate loans and investments;
- (10) Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- (11) Evaluation of internal financial controls and risk management systems;
- (12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (14) Discussion with internal auditors of any significant findings and follow up there on;
- (15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (16) Discussion with Statutory Auditors before the audit



commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

- (17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (18) To review the functioning of the Whistle Blower Mechanism;
- (19) Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- (20) Carrying out any other function as is mentioned in the terms of reference of the audit committee.

B. Nomination and Remuneration Committee:

The Nomination and Remuneration of the Directors, their relatives and Key Managerial Personnel, if any, are recommended by the Nomination and Remuneration Committee which comprises of Independent Directors, in terms of Schedule V of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The recommendations of the Nomination and Remuneration Committee are submitted to the Board for its approval, subject to the consent of the Shareholders, wherever necessary.

During the Financial Year 2015-16, Two Nomination and Remuneration Committee Meetings were held on 28.05.2015 & 09.02.2016. The necessary quorum was present at the Meeting.

Terms of Reference:

The Nomination and Remuneration Committee:

- a. Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down and recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance. The Company shall disclose the Remuneration Policy and the evaluation criteria in its Annual Report;
- b. To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a Policy, relating to the

remuneration for the Directors, Key Managerial Personnel and other employees;

- c. Formulation of criteria for performance evaluation of Independent Directors and the Board;
- d. To Devise a Policy on Board diversity;
- e. Review and reassess the adequacy of this charter periodically and recommend any proposed changes to the Board for approval from time to time;
- f. Whether to extend or continue the term of appointment of the Independent Director on the basis of the report of performance evaluation of Independent Directors;
- g. Any other matter, as may be required by the Companies Act, 2013, Companies (Meetings of Board and its Powers) Rules, 2014 and Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any other law for the time being in force or as directed by the Board of Directors.

Remuneration paid to the Executive Directors:

(Rs. in Lacs)

S. No.	Name of Director	Salary and Allowances	Comm-ission	Superan-nuation	P.F.	Total
1.	Mr. Ram Gopal Agarwal, Chairman	94.00	234.91	0	11.28	340.19
2.	Mr. Mahendra Kumar Dhanuka Managing Director	88.00	234.91	0	10.56	333.47
3.	Mr. Arun Kumar Dhanuka Director (Works)	64.50	234.91	0.10	07.74	307.25
4.	Mr. Rahul Dhanuka Director (Marketing)	53.00	234.91	01.20	06.36	295.47
5.	Mr. Mridul Dhanuka Director (Operations)	47.00	156.61	01.20	05.64	210.45
6.	Mr. Kapil Garg (Additional Director) w.e.f. 09.02.2016	1.68	-	-	00.12	1.80



Remuneration paid to the Non-Executive/Independent Directors:

S. No.	Name of Director	Sitting Fee (Rs. in Lacs)
1.	Mr. Priya Brat	2.10
2.	Mr. Vinod Kumar Jain	2.20
3.	Mr. Indresh Narain	2.20
4.	Mr. Subhash Chandra Lakhotia	0.80
5.	Mr. Sachin Kumar Bhartiya	1.90
6.	Mrs. Asha Mundra	1.40
7.	Mr. Om Prakash Khetan	1.60

The Executive Directors are not paid any Sitting Fees. The Company pays only sitting fees to Non-Executive/Independent Directors for attending Board/Committee Meetings. The Non-Executive Directors were paid sitting fees of Rs. 20,000/- for each Board Meeting attended and Rs. 10,000/- for each Committee Meeting attended till 29th May, 2015 and thereafter Rs. 30,000/- for each Board Meeting attended and Rs. 10,000/- for each Committee Meeting attended.

None of the Non-Executive Directors hold any Equity Shares of the Company, except Eight Hundred Equity Shares held by Mr. Indresh Narain.

Details of Equity Shares of the Company held by the Directors as on 31st March, 2016 are given below:

Name	Number of Equity Shares
Mr. Ram Gopal Agarwal	379753
Mahendra Kumar Dhanuka (HUF)	194856
Mr. Rahul Dhanuka	381494
Mr. Mahendra Kumar Dhanuka	30959
Mr. Indresh Narain	800

The Company has not issued any ADR/GDR/Warrants/any kind of convertible Securities or Employee Stock Option Plan.

Remuneration Policy

The objective of the Company's Remuneration Policy is to ensure that all the employees, including Executive Directors and Key Managerial Personnel are sufficiently incentivised for enhanced performance. The Nomination and Remuneration Committee takes into account various factors to determine this Policy and to amend it from time to time. The Policy ensures that due regard is given to the Company's financials and interests of Shareholders. It ensures that levels of remuneration are sufficient to attract and retain exceptional employees who can take the Company forward.

Within the terms of agreed Policy, the Company determines the entire individual remuneration package for all its employees. The Company provides due weightage to the Corporate and individual performance while deciding on the remuneration package of all employees.

Company follows geography wise approach in determining the remuneration of all employees. Due weightage is given to relevant experience, educational and professional qualifications. Both variable and fixed components of the remuneration packages are set as per the market practices followed in India and our industry. Total remuneration will comprise:-

- Basic Salary to perform day to day operations.
- Variable pay payable to Sales team on achievement of prescribed growth over the last year's turnover on Speciality and Lifeline products.
- Sales Incentives payable to Sales team as per the incentive Policy of the Company devised to motivate its sales employees to "Sell More, Earn More".
- A performance linked incentive for non-sales team based on the corporate performance, departmental achievements and individual contribution.
- Relevant long term employee benefits – Provident Fund, Gratuity, Superannuation etc. are paid in accordance with the applicable laws.
- Commissions and Perquisites are provided to Executive Directors and Senior Executives as per the market practices.
- Business tools like car/driver/laptops/phones, etc. are provided, as per Company Policy.

C. Stakeholders' Relationship Committee:

During the Financial Year 2015-16, Four Stakeholders' Relationship Committee Meetings were held on 28.5.2015, 12.08.2015, 5.11.2015 & 09.02.2016. The necessary quorum was present for all the Meetings.

Terms of Reference:

The Stakeholders' Relationship Committee

- Shall review for the timely redressal of investors' complaints and to consider measures in the larger interest of investors.
- Shall review the redressal of requests relating to share transfer, transmission, transposition, issuance of duplicate share certificates etc.

**Name, designation and address of Compliance Officer:**

Mr. Kapil Garg
Company Secretary & Compliance Officer
Dhanuka Agritech Limited
(CIN:L24219DL1985PLC020126)
14th Floor, Building 5A, DLF Epitome,
DLF Phase III, Cyber City, Gurgaon, Haryana –122002

Number of Shareholders complaints received:

During the Financial Year 2015-16, the Company has received 137 correspondences (including 15 complaints) from its Shareholders and resolved all of them. Further, all the complaints were resolved within the prescribed time and there was no complaint pending as on 31st March, 2016.

D. Banking, Finance and Operations Committee:

During the Financial Year 2015-16, Eight Meetings of the Banking, Finance and Operations Committee were held on 2.06.2015, 13.07.2015, 12.08.2015, 14.09.2015, 05.10.2015, 14.12.2015, 09.02.2016 & 17.03.2016. The necessary quorum was present for all the Meetings.

Terms of Reference:

- To open/close bank accounts, including modification of authorities for operating them;
- To approve all borrowings, including those from banks/financial institutions etc., including availing ad-hoc funds for working capital purpose, accepting sanction of loans and giving security for the same;
- To invest surplus funds of the Company;
- To apply for licenses, registrations, etc. to all Central and State Government departments, to deal with and represent the Company before various Regulatory Authorities, to initiate and defend legal proceedings, by/against the Company, to execute Power of Attorney;
- To approve acceptance of security deposits in the routine course of business of the Company for the performance of contract for supply of goods;
- To give Bank guarantees;
- To perform any other activity relating to afore-said matters subject to all applicable laws and shall have the power to delegate such of its functions, from time to time, as may be considered necessary.

E. Corporate Social Responsibility Committee:

Keeping in view the requirements of Section 135 of the Companies Act, 2013, read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board has constituted the Corporate Social Responsibility Committee ("CSR Committee") in its Meeting held on 6th February, 2014.

During the Financial Year 2015-16, CSR Committee Meeting was held on 05.11.2015. The necessary quorum was present for the Meeting.

Terms of Reference:

- Formulate and recommend to the Board, a Corporate Social Responsibility ("CSR") Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
- Recommend the amount of expenditure to be incurred on CSR activities; and
- Monitor the CSR Policy of the Company from time-to-time.

The Company is involved in various CSR activities.

The objective of CSR Policy is to lay down guidelines to bring effectiveness in its CSR activities which are being undertaken to assist in the Sustainable Development of the Society. The Company strives to actively contribute to the social and economic development of the communities in which it operates. The Company believes in making sustained efforts towards promoting education; eradicating hunger, poverty and malnutrition; conservation of water, deployment of water for agriculture and human use.

The thrust is on training and educating farmers and dealers and transfer of technology to improve food production. The Company's CSR efforts have been to conserve "Gaon ka paani, gaon mein aur khet ka paani, khet mein" and will continue its CSR activities in this direction.

The Company undertakes CSR activities that aim at improving the lives of the agricultural and rural community holistically. The Company's CSR Policy is available on the Company's website.

Restructuring Committee

Restructuring Committee was constituted by the Board of Directors in their Meeting held on 6th October, 2014 for operational ease in the matter of Amalgamation of A.M. Bros. Fintrade Private Limited ('AMB') and Dhanuka Finvest Private Limited ('DFPL') with Dhanuka Agritech Limited ('DAL' or 'the Company') and their respective Shareholders and Creditors ('the Scheme').

The aforementioned scheme of amalgamation has been approved by the High Court and the order of the High Court has been filed on 01.12.2015 with the Registrar of Companies. Hence, the Restructuring Committee has been dissolved.

(4) General Body Meetings:

The details of date, venue and time of the last three Annual General Meetings, Extra-ordinary General Meeting, Court Convened Meetings held and Special Resolutions passed are as under:



General Body Meeting	Financial Year	Date	Venue	Special Resolutions
30 th Annual General Meeting	2014-15	29 th December, 2015 at 11:00 A.M.	Shri Purushottam Hindi Bhawan, 11, Vishnu Digambar Marg (Rouse Avenue), New Delhi-110002	To consider adoption of revised Articles of Association of the Company framed in accordance with the requirement of the Companies Act, 2013.
Court Convened Meeting [#]	2015-16	4 th April, 2015 at 11:00 A.M.	Shri Purushottam Hindi Bhawan, 11, Vishnu Digambar Marg (Rouse Avenue), New Delhi-110002	To consider and approve Resolution for Merger of A.M. Bros. Fintrade Private Limited and Dhanuka Finvest Private Limited with Dhanuka Agritech Limited through a High Court approved Scheme of Amalgamation.
29 th Annual General Meeting	2013-14	17 th September, 2014 at 11:00 A.M.	Shri Purushottam Hindi Bhawan, 11, Vishnu Digambar Marg (Rouse Avenue), New Delhi-110002	1. To consider and approve Related Party Agreement with M/s Dhanuka Marketing Company. 2. To consider and approve Related Party Transactions to grant license to use the Registered office premise of the Company for the purpose of Registered Office of the Related companies/firms for 15 years w.e.f. 1 st April, 2014 at a monthly rent of Rs. 2,000/- from each of the companies/ firms.
28 th Annual General Meeting	2012-13	12 th August, 2013 at 11.00 A.M.	Shri Purushottam Hindi Bhawan, 11, Vishnu Digambar Marg (Rouse Avenue), New Delhi-110002	No Special Resolutions were passed.

#The Company offered E-Voting facility to its Members in pursuant to the provisions of the Companies Act, 2013 as an alternate voting mechanism which enabled them to cast their votes electronically.

Postal Ballot:-

The following Resolution was passed on 6th April, 2016 by way of Postal Ballot. Mr. Mohit Dahiya, Partner of M/s. Mohit & Associates, Company Secretaries acted as Scrutinizer.

Special Resolution:

Merger of A.M. Bros. Fintrade Private Limited ('AMB') and Dhanuka Finvest Private Limited ('DFPL') with Dhanuka Agritech Limited ('DAL') through a Court approved Comprehensive Scheme of Amalgamation ("Scheme").

Detail of Voting Pattern:

In accordance with Clause 35A and 35B of the Listing Agreement, the details of the voting results of the Meeting of the Shareholders of the Company held on 4th April, 2015 are furnished below:

Particulars	Result of E- Voting declared on 1 st April, 2015, Result of Postal Ballot declared on 6 th of April, 2015 and date of Court Convened Meeting on 4 th of April 2015
Total number of Equity Shareholders as on 20 th February, 2015	10,218
No. of Shareholders present in the Meeting either in person or through proxy :	274
a. Promoter and Promoter Group	9
b. Public	265
No. of Shareholders attending the Meeting through video conferencing	NIL
a. Promoter and Promoter Group	NIL
b. Public	NIL

Details of the Agenda	Resolution Required	Mode of Voting
Approval to the Comprehensive Scheme of Amalgamation between A.M. Bros. Fintrade Private Limited, Dhanuka Finvest Private Limited and Dhanuka Agritech Limited and their respective Shareholders and Creditors.	Special	Poll, Postal Ballot & E-Voting



Promoter /Public	Number of Shares (1)	Number of Votes (2)	% of Votes polled of Outstanding Shares $3 = [(2)/(1)]*100$	Number of Votes in favour (4)	Number of Votes Against (5)	% of Votes in favour of Votes polled $6 = [(4)/(2)]*100$	% of Votes Against of Votes polled $7 = [(5)/(2)]*100$
Mode of Voting: (E-voting)							
Promoter and Promoter Group	37,509,175	-	-	-	-	-	-
Public Institutional Holders	2,753,010	2,375,808	86.30%	2,375,808	-	100.00%	-
Public-Others	9,757,315	700,065	7.17%	700,065	-	100.00%	-
Total (A)	50,019,500	3,075,873		3,075,873	-		
Mode of Voting: (Postal Ballot)							
Promoter and Promoter Group	37,509,175	-	-	-	-	-	-
Public Institutional Holders	2,753,010	-	-	-	-	-	-
Public-Others	9,757,315	20,471	0.21%	19,171	1,300	93.65%	6.35%
Total (B)	50,019,500	20,471		19,171	1,300		
Mode of Voting: (Poll)							
Promoter and Promoter Group	37,509,175	37,509,175	100.00%	37,509,175	-	100.00%	-
Public Institutional Holders	2,753,010	-	-	1,959,235	-	-	-
Public-Others	9,757,315	1,968,646	20.18%	9,409	2	0.48%	0.00%
Total (C)	50,019,500	39,477,821		39,477,819	2		
Result	5,00,19,500	42,574,165		42,572,863	1,302	-	

(5) Role of the Company Secretary:

Mr. Kapil Garg, Company Secretary and Compliance Officer is responsible for following:-

- To ensure conformity with the regulatory provisions applicable to the listed entity in letter and spirit.
- Co-ordination with and reporting to the Board, recognized stock exchange(s) and depositories with respect to compliance with rules, regulations and other directives of these authorities in manner as specified from time to time.
- To ensure that the correct procedures have been followed that would result in the correctness, authenticity and comprehensiveness of the information, statements and reports filed by the listed entity under these regulations.
- To Monitor email address of grievance redressal division as designated by the listed entity for the purpose of registering complaints by investors:

The provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, various SEBI guidelines including Substantial Acquisition of Shares and Takeovers Regulations, 2011 and (Prohibition of Insider Trading Regulations), 2015 and all other applicable Laws and Regulations in this regard are completely adhered to.

The Secretarial Standards in relation to Board Meeting and Annual General Meeting issued by the ICSI are followed.

(6) Disclosures:

a) Related Party Transactions:

Pursuant to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, necessary approvals for transactions with Related Parties were obtained from Audit Committee, Board and General body of Members, during the Financial Year 2015-16.

The Board has approved a Policy for Related Party Transactions which has been uploaded on the Company's website at the following link <http://www.dhanuka.com/compliance-report-on-corporate-governance/>.

b) Disclosures on materially significant Related Party Transactions that may have potential conflict with the interest of the Company at large:

The disclosures with regard to transactions with Related Parties are given in the Notes to Accounts of the Audited Financial statements for the Financial Year ended 31st March, 2016. These transactions are not in conflict with the Company's interest.



c) Details of non-compliance by the Company, penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any other Statutory Authority on any matter related to the Capital Markets during the last three years:

The Company has been strictly adhering to the applicable Rules and Regulations made by SEBI. No penalties or strictures were imposed on the Company by the BSE/NSE or SEBI or any Statutory Authority, on any matter related to the capital markets during last three years.

d) Disclosure of Accounting Treatment:

In the preparation of Financial Statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India. The significant Accounting Policies, which are consistently applied, have been set out in the Notes to the Accounts of the Audited Financial Statements for the Financial Year ended 31st March, 2016 Regulation 48 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

e) Compliance Certificate

The Compliance Certificate as stipulated in clause Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was placed before the Board along with the Financial Statements for the Financial Year ended 31st March, 2016 and the Board reviewed the same. The said Certificate is annexed to this report.

f) Whistle Blower Policy and affirmation that no personnel has been denied access to Audit Committee:

Your Company has adopted a Whistle Blower Policy as a mechanism for any stake-holder to report concerns about unethical behavior or actual or suspected fraud of all kinds, including alleged fraud by or against the Company, abuse of authority, whether made by a named complainant or anonymously. No person has been denied access to the Chairman of the Audit Committee. The Policy is available on the Company's website.

g) Internal Complaints Committee:

Your Company has constituted an Internal Complaints Committee ("ICC"), in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. The ICC comprises of Mrs. Shubha Minz (Chairperson), Mr. Rajesh Sahni, Mr. Ankur Dhanuka and Mrs. Seema Salwan. Female employees can report of sexual harassment incidents at workplace and the Committee strives towards unbiased resolution of the same.

The Policy is available on the Company's website. There were no complaints during the Financial Year 2015-16.

h) Details of the familiarization programme of the Independent Directors are available on the website of the Company <http://www.dhanuka.com/compliance-report-on-corporate-governance/>.

(7) Means of Communication:

- a) The Quarterly Results of the Company are approved and taken on record by the Board of Directors of the Company within 45 days (for I, II, III quarter)/60 days (for IV quarter) from the end of quarter. The Approved Results are also published within 48 hours in Financial Express i.e. English newspaper and Jansatta i.e. Hindi leading newspaper.
- b) The Company publishes the Audited Annual Results within the stipulated period of 60 days from the close of the Financial Year as per the requirement of Listing Agreement.
- c) Website: The Company's website provides comprehensive information on Company's profile, its business lines, Management, Corporate Governance, news releases. An exclusive section is dedicated to Investors consolidated information on the Quarterly, Half Yearly, Annual Financial Statements and Shareholding patterns in downloadable format, as a measure of added convenience to the investors. It provides all the information as prescribed under Regulation 46 of **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**
- d) Annual Report: Annual Report containing, inter alia, Audited Annual Accounts, Consolidated & Standalone Financial Statements, Directors' Report, Cash Flow Statement, Auditor's Report and other important information is circulated to Members and others entitled thereto. In accordance with the Green initiatives of the MCA, the Annual Report is e-mailed to those Shareholders who hold Shares in dematerialized form and whose e-mail id is registered with the Depository Participants. Hard copies are sent to the rest of the Shareholders. The Annual Report of the Company is also available on the Company's website in a user-friendly and downloadable form.
- e) **The Quarterly Unaudited Financial Results as well as Annual Audited Financial Results are promptly communicated to BSE and NSE where the Company's Shares are listed.**
- f) **Management Discussion and Analysis (MDA) Report:** The Report on MDA forms part of the Annual Report.
- g) Intimation to the Stock Exchanges: The Company intimates the Stock Exchanges all price sensitive information and material events, in accordance with its Materiality Policy on disclosure of Material Events.



The objective of the Materiality Policy is to ensure timely and adequate disclosure of material events and price sensitive information under Regulations (30) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by the Company. All such disclosures are signed by the Chairman or Managing Director or Company Secretary. This information is also posted on the website of the Company.

- h) Code for Prevention of Insider Trading: The Company has comprehensive guidelines on Prevention of Insider Trading in line with the SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Company has implemented a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information for Prevention of Insider Trading, referred to as the “Fair Disclosure Code”.

The Trading Window is closed prior to the Board Meeting at which Unpublished Price Sensitive Information is discussed and re-opens after the public announcement of this information by the Company, in accordance with the Code. The Company observes a Silent period when the Trading Window is closed.

The procedure for dissemination of Unpublished Price Sensitive Information is complied with by the Chief Investors Relations Officer and Authorized Spokespersons, as stated in the Fair Disclosure Code.

The Company has also implemented Code of Conduct to regulate, monitor and report trading by Insiders, referred to as the “Insider Trading Code”. This Code is applicable to all the Insiders of the Company for Trading in Company's securities.

The disclosures, reporting requirements, restrictions on communication of Unpublished Price Sensitive Information are scrupulously followed.

- l) Public Announcements made by the Company from time to time are also displayed on the Company's website. Corporate Presentations made to the Institutional Investors and analysts after the declaration of the quarterly, half-yearly and annual results are also displayed on the Company's website.

(1) GENERAL SHAREHOLDER INFORMATION:

- a) **31st Annual General Meeting for the Financial Year ended 31st March, 2016**

Day & Date: Thursday, 11th August, 2016

Time: 11:00 A.M.

Venue: Shri Purushottam Hindi Bhawan, 11, Vishnu Digambar Marg (Rouse Avenue), New Delhi- 110002

- b) **Date of Book Closure:** 10th August 2016 to 11th August 2016

- c) **Securities Listed on Stock Exchange:**

BSE Limited	National Stock Exchange of India Ltd.
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001. Scrip Code: 507717	Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051. Scrip Code: Dhanuka

Annual listing fees for the Financial Year 2016-17 have been paid to the above Stock Exchanges.

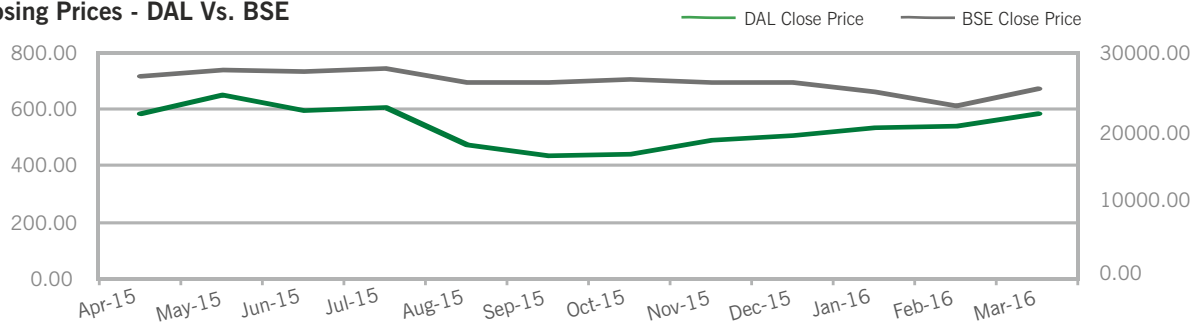


d) **Market Price Data:**

(1) **BSE:**

Month	High Price (Rs.)	Low Price (Rs.)	Close Price (Rs.)	Traded Quantity (No.)	Total Turnover (Rs. in Lacs)
Apr-15	681.00	553.50	586.00	2,92,116	1856.97
May-15	677.00	560.25	652.75	49,741	302.27
Jun-15	665.25	576.00	596.20	57,667	355.93
Jul-15	699.95	587.00	608.15	72,066	437.37
Aug-15	629.00	421.00	475.25	1,09,176	582.26
Sep-15	549.90	421.00	436.95	1,28,128	563.22
Oct-15	520.00	411.05	443.05	51,377	241.31
Nov-15	496.95	411.05	490.55	1,05,244	463.98
Dec-15	529.50	451.50	509.10	53,997	263.17
Jan-16	557.40	473.00	538.10	48,948	252.95
Feb-16	550.30	500.00	540.80	19,423	101.88
Mar-16	595.00	497.10	585.00	75,845	439.68

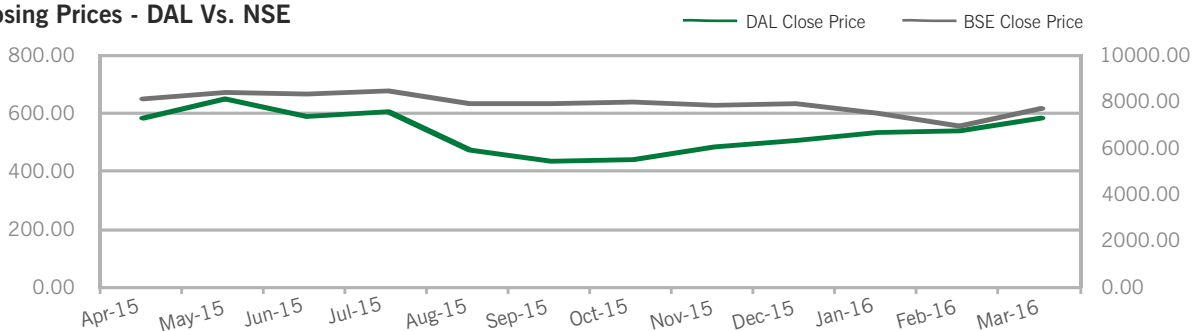
Closing Prices - DAL Vs. BSE



(2) **NSE:**

Month	High Price (Rs.)	Low Price (Rs.)	Close Price (Rs.)	Traded Quantity (No.)	Total Turnover (Rs. in Lacs)
Apr-15	690.00	556.00	586.55	7,39,915	4524.93
May-15	718.00	560.00	654.20	3,67,692	2260.89
Jun-15	665.90	578.60	595.40	3,64,761	2220.00
Jul-15	640.00	590.00	609.00	4,77,306	2920.10
Aug-15	617.00	425.55	478.50	4,75,169	2532.44
Sep-15	483.50	420.05	439.40	5,26,551	2316.83
Oct-15	505.00	432.05	445.35	1,88,944	881.79
Nov-15	497.00	408.00	490.25	8,26,579	3,599.31
Dec-15	548.10	450.10	513.70	3,59,315	1786.30
Jan-16	559.50	467.55	538.90	3,31,531	1724.99
Feb-16	550.00	491.00	543.05	1,67,536	877.71
Mar-16	599.80	541.00	589.05	2,15,429	1238.24

Closing Prices - DAL Vs. NSE





e) **Financial Calendar**

Financial reporting for the first quarter ending on 30 th June, 2016	Within 45 days of the end of the quarter
Financial reporting for the second quarter ending on 30 th September, 2016	Within 45 days of the end of the quarter
Financial reporting for the third quarter ending on 31 st December, 2016	Within 45 days of the end of the quarter
Financial reporting for the Financial Year ending on 31 st March, 2017	Within 60 days of the end of the Financial Year
Annual General Meeting for the Financial Year ending on 31 st March, 2016	Within 6 months of the end of the Financial Year

f) **Share Transfer System:**

Abhipra Capital Limited is the Registrar and Transfer Agent (RTA) of the Company and carries out the process of share transfers and transmissions. Stakeholders' Relationship Committee takes note of the transfers and transmissions executed by RTA on quarterly basis. Shares are also received by the RTA for dematerialization from the Shareholders. Such Shares are dematerialized by RTA within stipulated time and a monthly Demat Statement is sent to the Company.

g) **Investor's Correspondence:**

All enquiries relating to share transfer/transmission, change of address, loss of share certificate etc. should be addressed to the RTA- M/s. Abhipra Capital Limited.

The queries relating to non receipt of Dividend and Annual Reports should be addressed to the Company Secretary at the Corporate Office of the Company or e-mailed to investors@dhanuka.com.

h) **Registrar and Transfer Agents:**

M/s. Abhipra Capital Limited,
Ground Floor, Abhipra Complex, Dilkhush Industrial Area, A-387, G.T.Karnal Road, Azadpur,
Delhi- 110033, India

Phone Nos: (91) (011) 27127362, 27249773/4, 42390708, 42390783

Website: www.abhipra.com

E-mail: info@abhipra.com, rta@abhipra.com

i) **Plant Locations:**

1. Dualatabad Road, Gurgaon, Haryana.
2. Ajanta Industrial Estate, Vasna lyava, Sanand, District, Ahmedabad, Gujarat.
3. SIICOP Industrial Estate, Battal Ballian, Udhampur (J&k)
4. Keshwana Industrial Area, Kotputli, Jaipur, Rajasthan.

j) **Dematerialization of Shares and Liquidity:**

In compliance with the SEBI Circular dated 30th September, 2011, 100% of the Company's Promoters and Promoter - Group Shareholding is in demat mode. As on 31st March, 2016, 4,92,23,918 Equity Shares of the Company were held in dematerialized form. The Equity Shares of the Company are actively traded on the BSE Ltd. and National Stock Exchange of India Limited in demat form. All the requests for nomination, change of address, change of Bank mandate / Bank particulars and rematerialisation of Shares etc. are to be made only to the Depository Participant with whom the Shareholders have opened their Demat Account.

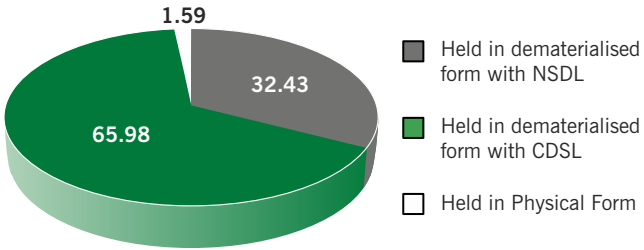
Reconciliation of Share Capital As on 31.03.2016

S. No.	Segments	Holding	% of Holding
1	NSDL	16220339	32.43
2	CDSL	33003579	65.98
Total A (1+2)	Total Demat	49223918	98.41
Total B	Total Physical	795582	1.59
Total Shareholding (A+B)	Total Shareholding	50019500	100.00



k) Foreign Exchange Risk

- The Company's derivative instruments comprise of forward exchange and option contracts which are not intended for trading or speculation purposes and are used only to hedge company's import liabilities.



The Total number of Equity Shares issued by the Company are 5,00,19,500 having Face Value of Rs.2/- each.

2. Trade Exposure

- Imports- To some extent, this Exposure is hedged after discussion with consultant on a regular basis.
- Exports- Since the quantum of exports is very nominal, the same is kept open.

Shareholding Pattern as on 31st March, 2016:

Class of Investors	No. of Shares held	% of Paid-Up Capital
Promoters & Associates	37509175	74.99
Mutual Funds/UTI	3263481	6.52
Indian Public	4709750	9.42
Foreign Institutional Investors	1601540	3.20
Financial Institution	5742	0.01
Corporate Bodies	917091	1.83
Non-Resident Indians	289194	0.58
Others	1723527	3.45
TOTAL	5,00,19,500	100.00%

Distribution Of Shareholding as on 31st March, 2016:

Range	Shareholders		Face Value	
	Numbers	Percentage (%)	Rs.	Percentage (%)
Upto 2,500	9687	93.966	3231472	3.230
2,501 - 5,000	341	3.308	1311528	1.311
5,001 - 10,000	129	1.251	943870	0.944
10,001 - 20,000	59	0.572	911366	0.911
20,001 - 30,000	26	0.252	650454	0.650
30,001 - 40,000	12	0.116	433150	0.433
40,001 - 50,000	5	0.049	224220	0.224
50,001 - 1,00,000	21	0.204	1444702	1.444
1,00,001 & Above	29	0.282	90888238	90.853
TOTAL	10309	100.00	100039000	100.00

Shareholders' Initiative:

Pursuant to Sections 20, 101 and 136 of the Companies Act, 2013 and Rules made thereunder, Companies can send notices/documents in electronic form to their Members. To enable the Company to send its Annual Report, Notice of AGM and other documents for the FY 2015-16 electronically, Members are requested to update their email ids with their Depository Participants (in case the Shares are held in dematerialized form) or RTA of the Company (in case the Shares are held in physical form) and accord their consent for receiving documents through electronic mode.

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates the Company to obtain a Certificate either from the Auditors or from the Practicing Company Secretary regarding the compliance of Corporate Governance as stipulated in Listing Regulations and annex the Certificate with the Directors' Report, which is sent annually to the Shareholders and also send the same to the Stock Exchanges. We have obtained a Certificate from our Statutory Auditors to this effect and the same is annexed herewith.



Corporate Governance Compliance

Compliance with Mandatory & Non-mandatory Requirements.

The Company has complied with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company has fulfilled the following non-mandatory requirements as prescribed in Schedule II, PART E of Regulation 27(1) of (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A. Audit Qualifications

It is always the Company's endeavour to Audit present unqualified Financial Statements. There is no Audit Qualification in the Statutory Audit Report of the Company for the Financial Year ended 31st March, 2016.

B. Separate posts of Chairman and Managing Director

The Company's Chairman is Mr. Ram Gopal Agarwal and Managing Director is Mr. Mahendra Kumar Dhanuka.

C. Reporting of Internal Auditor

The Internal Auditor has been reporting directly to the Audit Committee

D. The Company has a Subsidiary Company but that is not a Material Subsidiary Company.

E. Your Company has complied with all the requirement of Regulations 17 to 27 and clause (b) to (i) of sub-regulation 46 of SEBI(Listing obligations and Disclosure Requirements) Regulations, 2015 except regulation 24(1) which is not applicable to the Company.

AUDITORS' CERTIFICATE

To,
The Members,
M/s Dhanuka Agritech Limited

We have examined the Compliance of conditions of Corporate Governance by Dhanuka Agritech Limited ('the Company') for the Financial Year ended 31st March, 2016 as stipulated by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period 1st April, 2015 to 31st March, 2016.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Dinesh Mehta & Co.
Chartered Accountants
Firm Registration No.: 000220-N

Sd/-
Anup Mehta
Partner

Membership No. 093133

21, Dayanand Road,
Daryaganj, New Delhi 110002

Place: Gurgaon
Date: 24th May, 2016



DECLARATION BY CHIEF EXECUTIVE OFFICER/MANAGING DIRECTOR PURSUANT TO SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

I, M.K. Dhanuka, Managing Director of Dhanuka Agritech Limited (“the Company”) confirm that the Company has adopted a Code of Conduct (“Code”) for its Board Members and Senior Management Personnel and the Code is available on the Company's website.

I, further confirm that the Company has received from its Board Members as well as Senior Management Personnel affirmation in respect of the Financial Year ended 31st March, 2016, as to compliance with the Code of Conduct.

Sd/-
Mahendra Kumar Dhanuka
Managing Director
DIN: 00628039

Place: Gurgaon
Date: 24th May, 2016

COMPLIANCE CERTIFICATE BY CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) PURSUANT TO SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

We, M.K. Dhanuka, Managing Director and V.K. Bansal, Chief Financial Officer of Dhanuka Agritech Limited (“the Company”), hereby certify to the Board that:

- A. We have reviewed the Financial Statements and the Cash Flow Statement of the Company for the Financial Year ended 31st March, 2016 and that to the best of our knowledge and belief:
1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative to the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for Financial Reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to Financial Reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee that there are no:
1. Significant changes in internal control over Financial Reporting during the year.
 2. Significant changes in Accounting Policies during the year and that the same have been disclosed in the Notes to the Financial Statements; and
 3. Instances of significant fraud of which we are aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over Financial Reporting.

Place: Gurgaon
Date: 24th May, 2016

Sd/-
M.K. Dhanuka
Managing Director
DIN: 00628039

Sd/-
V.K. Bansal
Chief Financial Officer



INDEPENDENT AUDITORS' REPORT

To,

The Members of

Dhanuka Agritech Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Dhanuka Agritech Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2016 and the statement of Profit and Loss and the Cash flow statement for the year ended 31st March, 2016 and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134 (5) of the Companies Act, 2013 ('the Act') with respect to the preparation and presentation of these standalone financial statements to give a true and fair view of the financial position, financial performance and cash flow of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act and the rules made thereunder including the accounting and auditing standards and matters which are required to be included in the audit report.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143 (10) of the Act and other applicable authoritative Pronouncements issued by the Institute of Chartered Accountants of India. Those standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain

reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amount and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including assessment of the risk of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2016, its profit and its cash flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ('the order') issued by the Central Government of India in terms of sub - section (11) of section 143 of the Act (hereinafter referred to as the "order") , and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure B a statement on the matters specified in the Paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a). We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the standalone financial statements.
 - (b). In our opinion proper books of account as required by law relating to preparation of the aforesaid standalone financial statements have been kept by the Company so far it appears from our examination of those books;



- (c). The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of standalone financial statements;
- (d). In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e). On the basis of the written representation received from the directors as on 31st March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.
- (g). With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to the best of our knowledge and belief and according to the information and according to the explanations given to us:
- (i). The company has disclosed the impact, if any, of pending litigations as at 31st March 2016 on its financial position in its financial statements. - Refer Note No 2(1) (i) (a) to the financial statements;
- (ii) There are no foreseeable losses on long term contracts including derivative contracts as at 31st March 2016. Hence, company has not made any provision, as required under the applicable law or accounting standards.
- (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31st March 2016.

For **Dinesh Mehta & Co**

Chartered Accountants

FRN No : 000220-N

Sd/-

Anup Mehta

Partner

Place : New Delhi

Date : 24th May, 2016

Membership No : 093133

Annexure A to Independent Auditors' Report

Referred to in paragraph 3 (f) of the Independent Auditors' Report of even date to the members of Dhanuka Agritech Limited on the financial statements for the year ended 31st March, 2016.

1. Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of Dhanuka Agritech Limited ("the Company") as on 31st March, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

2. Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

3. Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing specified under Section 143 (10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.



Our Audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

4. Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (i) pertain to the Maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

5. Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate

because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

6. Opinion

In our opinion, the company has, in all material respects, an adequate internal financial controls over financial reporting were operating effectively as at 31st March, 2016, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Dinesh Mehta & Co
Chartered Accountants
FRN No : 000220-N

Sd/-

Anup Mehta

Partner

Place : New Delhi

Date : 24th May, 2016

Membership No : 093133

Annexure B to the Independent Auditors' Report

As required by the Companies (Auditor's Report) Order 2016, (the Order) issued by the Central Government of India in terms of sub section (11) of Section 143 of the Companies Act, 2013, and in terms of information and explanations given to us and also on the basis of such checks as we considered appropriate, we report on the matters specified in paragraphs 3 and 4 of the said order as follows:-

- (i). (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examinations of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The Physical verification of inventory (excluding goods in transit and stock lying with third parties) has been conducted at reasonable intervals by the Management during the year. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- (iii) As per information and explanations given to us the Company has not granted any loans, secured or



unsecured to the companies, firms or other parties covered in the register under section 189 of the Companies Act, 2013 ('the Act'), therefore paragraph 3 (iii) (a), (iii) (b) and (iii) (c) of the order are not applicable to the company.

- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) As per information and explanation given to us, the Company has not accepted any deposits and accordingly directives issued by Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provision of Companies Act and the rules framed thereunder would not apply and accordingly paragraph 3(v) of the order is not applicable.
- (vi) Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under section 148(1) of the Act in respect of its products. We have broadly reviewed the same, and are opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate and complete.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of records of the company, amount deducted / accrued in books of accounts in respect of undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth-tax, service tax, sales tax, customs duty, excise duty, cess and other material statutory dues applicable to it have generally been regularly deposited with the appropriate authorities.

Although there are no material outstanding undisputed statutory dues as at the last day of the financial year ended on 31-03-2016 for a period of more than six months from the date they become payable, except the followings

(Rs. in Lacs)

Name of Statute	Nature of Dues	Amount of Dues	Period to which the Amount Relates
Andhra Pradesh Professional Tax Act	Professional Tax	0.16	May, 2015
Chhattisgarh Vat Act	Entry Tax	0.58	August, 2015

- (b) According to the information and explanation given to us, the following dues of Excise Duty and cess, Service Tax and Cess and Income Tax and Cess have not been deposited on account of some dispute with the concerned authority:

(Rs. in Lacs)

Nature of Dues	Amount	Period to which the amount relates	Forum where dispute pending
Income Tax	3.57	AY 2003-04	ITAT, Delhi
Income Tax	48.86	AY 2012-13	CIT(A), Delhi
Service Tax	140.25	Jan-05 to Aug-07	Addl/ Dy. Commissioner
Service Tax	36.00	Oct-08 to Mar-09	CESTAT, Delhi
Service Tax	11.46	Apr-11 to Mar-12	Addl. / Dy. Commissioner
Service Tax	7.40	Apr-12 to Mar-13	Addl. / Dy. Commissioner
Excise Duty	9.41	1996	Addl/ Dy. Commissioner
Excise Duty	48.21	Apr-99 to Mar-00	CESTAT, Delhi
Excise Duty	14.60	Apr-10 to Mar-11	CESTAT, Delhi
Excise Duty	190.12	Jan-14 to Dec-14	Commissioner
Excise Duty	169.43	Jan-15 to Sep-15	Commissioner
MP Entry Tax	0.14	Apr 12 to 13	Commissioner Appeals
MP Entry Tax	0.26	Apr 13 to Mar 14	Commissioner Appeals
WB VAT	19.95	Apr 09 to Mar 10	WB Appellate Tribunal
Bihar VAT	1.86	Apr 95 to Mar 96	Commercial Tax Department
Bihar VAT	4.30	Apr 98 to Mar 99	Commercial Tax Department
Bihar VAT	13.84	Apr 99 to Mar 00	Commercial Tax Department
Bihar VAT	2.32	Apr 00 to Mar 01	Commercial Tax Department
Bihar VAT	0.22	Apr 05 to Mar 06	Bihar Appellate Tribunal
Bihar VAT	14.89	Apr 08 to Mar 09	Commercial Tax Department
Bihar VAT	0.22	Apr 13 to Mar 14	Commercial Tax Department

- (viii) According to the information and explanations given to us, the company has not defaulted in the repayment of loans and borrowing to a Financial Institution, Bank or Government. Further, there are no debenture holders during the year.

- (ix) The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans during the year. Accordingly, Paragraph 3 (ix) of the order is not applicable to the company.



- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have been informed of any such case by the management.
- (xi) According to the information and explanation given to us and based on our examination of the records of the Company, the Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the order is not applicable.
- (xiii) The Company has entered into transactions with related parties in compliance with the provisions of Section 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of Paragraph 3 (xiv) of the order is not applicable to the Company.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the order is not applicable.
- (xvi) The Company is not required to be registered under Section 45 – IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Paragraph 3 (xvi) of the order is not applicable to the Company.

For Dinesh Mehta & Co

Chartered Accountants

Sd/-

Anup Mehta

Partner

Place: New Delhi
Date: 24th May, 2016

Membership No. 093133



INDEPENDENT AUDITORS' REPORT

To,
The Members of
Dhanuka Agritech Limited

Report on the Consolidated Financial Statements

We have audited the accompanying Consolidated financial statements of **Dhanuka Agritech Limited** (herein after referred to as "the Holding Company"), and its wholly owned subsidiary M/s Dhanuka Agri-solutions Private Limited, Bangladesh (Collectively referred to as 'the Company' or 'the Group') which comprise the consolidated Balance Sheet as at 31st March, 2016, the consolidated Statement of Profit and Loss and consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (herein after referred to as 'the consolidated financial statements')

Management's Responsibility for the Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134 (5) of the Companies Act, 2013 ('the Act') with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flow of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Companies Act (hereinafter referred to as 'the Act'), read with Rule, 7 of the Company (Accounts) Rules 2014. The Board of Directors of the Company is responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing

standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143 (10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amount and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including assessment of the risk of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by other auditors in terms of their report referred to in sub – paragraph (a) of the other Matters Paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statement.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2016, their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matter

- (a) We did not audit the financial statements / financial information of subsidiary, whose financial statements / financial information reflect total assets (net) of Rs.(3.28) Lakhs as at March, 2016, total revenues of Rs. NIL and net cash flows amounting to Rs. 0.78 Lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by management and our



opinion on consolidated financial statement, in so far as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of sub section (3) and (11) of Section 143 of the Act, in so far it relates to the aforesaid subsidiary is based solely on the reports of other auditors.

Our opinion on the consolidated financial statements and our report on other legal and regulatory requirement are not modified in respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by management.

Report on other legal and regulatory requirements

- 1 As required by Sub- section 3 of Section 143 of the Act, we report, to the extent applicable that :
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far it appears from our examination of those books and the reports of the other auditors.
 - (c) The Consolidated balance sheet, the consolidated statements of profit and loss, and the consolidated cash flow statement dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of written representations received from the Directors of the Holding Company as on 31st March, 2016 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary company (incorporated outside India), none of the Directors of the Group companies incorporated in India is disqualified as on 31st March, 2016 from being appointed as a Director of that company in terms of sub section 2 of section 164 of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the group and the operating effectiveness of such controls, refer to our separate report in 'Annexure A'; and
 - (g) With respect to the other matters to be included in the

Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule, 2014, in our opinion and to the best of our information and according to the explanations given to us :

- (i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group refer to Note No: 2(1)(i)(a) to the consolidated financial statements.
- (ii) There are no foreseeable losses on long term contracts including derivative contracts as at 31st March, 2016. Hence, Group has not made any provision, as required under the applicable law or accounting standards.
- (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its Subsidiary Company (Incorporated outside India).

For Dinesh Mehta & Co.

Chartered Accountants

Sd/-

Anup Mehta

Partner

Place: New Delhi

Date: 24th May, 2016

Membership No.093133

Annexure A to Independent Auditors' Report

1. Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of section 143 of the Companies Act, 2013 ('the Act').

In conjunction with our audit of the consolidated financial statements of the company as of and for the year ended 31st March, 2016, we have audited the internal financial controls over financial reporting of Dhanuka Agritech Limited ('the Holding Company') and its Subsidiary Company (Incorporated outside India), as of that date.

2. Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its Subsidiary Company (incorporated outside India) responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include



the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

3. Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards On Auditing specified under Section 143 (10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our Audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

4. Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A Company's internal financial control over financial reporting includes those policies and procedures that (i) pertain to the Maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and Directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

5. Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

6. Opinion

In our opinion, the Holding Company and its Subsidiary Company (Incorporated outside India) have, in all material respects, an adequate internal financial controls over financial reporting were operating effectively as at 31st March, 2016, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Dinesh Mehta & Co

Chartered Accountants

FRN No : 000220-N

Sd/-

Anup Mehta

Partner

Place : New Delhi

Membership No : 093133

Date : 24th May, 2016



Balance Sheet as at 31st March, 2016

(Rs. in Lacs)

Particulars	Note No.	STANDALONE		CONSOLIDATED	
		Figures as at the end of current reporting period	Figures as at the end of Previous reporting period	Figures as at the end of current reporting period	Figures as at the end of Previous reporting period
		Audited	Audited	Audited	Audited
EQUITY AND LIABILITIES					
Shareholders' Fund					
Share Capital	3	1,000.39	270.55	1,000.39	270.55
Reserves & Surplus	4	47,043.63	40,228.26	47,043.63	40,228.26
		48,044.02	40,498.81	48,044.02	40,498.81
Shares to be issued pursuant to the scheme of Amalgamation		-	729.84	-	729.84
Non Current Liabilities					
Deferred Tax Liabilities (net)	5	830.30	342.11	830.30	342.11
Other Long Term Liabilities	6	2,068.20	1,695.34	2,068.20	1,695.34
Long Term Provisions	7	347.66	42.38	347.66	42.38
		3,246.16	2,079.83	3,246.16	2,079.83
Current Liabilities					
Short Term Borrowings	8	769.47	1,611.02	769.47	1,611.02
Trade Payables	9				
-Total Outstanding dues of micro enterprises and small enterprises		790.93	851.27	790.93	851.27
-Total Outstanding dues of creditors other than micro enterprises and small enterprises		5,604.31	5373.32	5,604.31	5373.32
Other Current Liabilities	10	6,778.09	5,177.64	6,778.14	5,177.68
Short Term Provisions	11	432.22	3,075.57	432.22	3,075.57
		14,375.02	16,088.82	14,375.07	16,088.86
Total		65,665.20	59,397.31	65,665.25	59,397.35
ASSETS					
Non Current Assets					
Fixed Assets					
Tangible Assets	12	13,134.22	6,789.96	13,134.22	6,789.96
Intangible Assets	12	200.45	225.40	200.45	225.40
Capital Work in Progress	12	5.18	3,848.76	5.18	3,848.76
Non Current Investments	13	4,324.41	514.84	4,324.32	514.75
Long Term Loans and Advances	14	2,899.08	3,052.92	2,897.26	3,056.25
Other Non Current Assets	15	90.52	31.35	90.52	31.35
		20,653.86	14,463.23	20,651.95	14,466.47
Current Assets					
Current Investments	16	4,890.00	4,180.59	4,890.00	4,180.59
Inventories	17	17,256.40	19,165.69	17,256.40	19,165.69
Trade Receivables	18	18,575.62	19,386.06	18,575.62	19,386.06
Cash and Cash Equivalents	19	216.35	385.20	218.31	387.10
Short Term Loans and Advances	20	3,858.61	1,631.27	3,858.61	1,626.17
Other Current Assets	21	214.36	185.27	214.36	185.27
		45,011.34	44,934.08	45,013.30	44,930.88
Total		65,665.20	59,397.31	65,665.25	59,397.35
Significant accounting policies	1				
Notes on Financial Statements	2 to 31				

As per our report of even date attached
For **DINESH MEHTA & CO.**
Chartered Accountants
Firm Registration No:000220-N

For and on behalf of the Board of Directors

Sd/-
ANUP MEHTA
Partner
Membership No : 093133
Place : Gurgaon
Dated : 24th May 2016

Sd/-
KAPIL GARG
Company Secretary

Sd/-
V.K. BANSAL
C.F.O.

Sd/-
M.K. DHANUKA
Managing Director
DIN: 00628039

Sd/-
RAHUL DHANUKA
Executive Director
DIN: 00150140



Profit and Loss Statement for the year ended 31st March, 2016

(Rs. in Lacs)

Particulars	Note No.	STANDALONE		CONSOLIDATED	
		Figures as at the end of current reporting period	Figures as at the end of previous reporting period	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
		Audited	Audited	Audited	Audited
INCOME					
Revenue from Operations (net)	22	82,878.73	78,507.58	82,878.73	78,507.58
Other Income	23	1,252.25	612.58	1,252.25	612.58
Total Revenue (I)		84,130.98	79,120.16	84,130.98	79,120.16
EXPENSES					
Cost of Raw Materials and Packing Materials Consumed	24	40,908.39	42,576.12	40,908.39	42,576.12
Purchase of Stock in Trade	25	10,394.92	4,362.40	10,394.92	4,362.40
(Increase)/decrease in Inventories of Finished Goods Work-in-Progress and Stock in Trade	26	(730.36)	2,269.05	(730.36)	2,269.05
Employee Benefits Expenses	27	8,244.15	6,476.03	8,244.15	6,476.03
Finance Cost	28	110.38	259.97	110.38	259.97
Depreciation and Amortization Expenses	29	590.53	585.59	590.53	585.59
Other Expenses	30	10,079.24	9,652.70	10,079.24	9,652.70
Total Expenses (II)		69,597.25	66,181.86	69,597.25	66,181.86
Profit Before Exceptional and Extraordinary Items and Tax (I-II)		14,533.73	12,938.30	14,533.73	12,938.30
Exceptional/Extraordinary items		-	-	-	-
Profit before Tax		14,533.73	12,938.30	14,533.73	12,938.30
Tax Expenses					
Current Tax		3,674.38	2,435.87	3,674.38	2,435.87
Tax adjustment of earlier years		(359.89)	(95.82)	(359.89)	(95.82)
Deferred Tax		488.18	(10.02)	488.18	(10.02)
Total		3,802.67	2,330.03	3,802.67	2,330.03
Profit for the year		10,731.06	10,608.27	10,731.06	10,608.27
Earning per equity share Basic [Nominal value of Share Rs.2/-]	31	41.93	25.86	41.93	25.86
Earning per equity share Diluted [Nominal value of Share Rs.2/-]	31	21.45	21.21	21.45	21.21
Significant accounting policies	1				
Notes on Financial Statements	2 to 31				

As per our report of even date attached.

For **DINESH MEHTA & CO.**

Chartered Accountants

Firm Registration No:000220-N

For and on behalf of the Board of Directors

Sd/-

ANUP MEHTA

Partner

Membership No : 093133

Place : Gurgaon

Dated : 24th May 2016

Sd/-

KAPIL GARG

Company Secretary

Sd/-

V.K. BANSAL

C.F.O.

Sd/-

M.K. DHANUKA

Managing Director

DIN: 00628039

Sd/-

RAHUL DHANUKA

Executive Director

DIN: 00150140



Cash Flow Statement for the year ended 31st March, 2016

(Rs. in Lacs)

Particulars	STANDALONE		CONSOLIDATED	
	Figures as at the end of current reporting period	Figures as at the end of previous reporting period	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
A. CASH FLOW FROM OPERATING ACTIVITIES:				
Profit before Tax from Continuing Operations	14,533.73	12,938.30	14,533.73	12,938.30
Non-Cash adjustment to Reconcile Profit before Tax to Net Cash Flow				
Depreciation/Amortization on Continuing Operation	590.53	585.59	590.53	585.59
Loss/(Profit) on Sale of Fixed Assets	(359.68)	(8.57)	(359.68)	(8.57)
Finance Cost	110.38	259.97	110.38	259.97
Interest Income	(385.26)	(28.43)	(385.26)	(28.43)
Net (Gain)/Loss on Sale of Investment	(53.27)	0.68	(53.27)	0.68
Dividend Income	(225.49)	(59.87)	(225.49)	(59.87)
Operating Profit before Working Capital Change	14,210.94	13,687.68	14,210.94	13,687.67
Adjusted for:				
Trade Payable	170.65	1,408.80	170.65	1,408.80
Short Term Provisions	65.76	60.22	65.76	60.22
Long Term Provisions	305.28	42.38	305.28	42.38
Other Current Liabilities	1,600.45	(1,173.50)	1,600.46	(1,173.50)
Other Long Term Liabilities	372.86	160.96	372.86	160.96
Trade Receivables	810.44	(2,349.62)	810.44	(2,349.62)
Inventories	1,909.29	1,967.27	1,909.29	1,967.27
Long Term Loans and Advances	153.84	(919.05)	158.99	(921.35)
Other Non Current Assets	(59.17)	(5.64)	(59.17)	(5.64)
Other Current Assets	(29.09)	163.07	(29.09)	163.07
Short Term Loans and Advances	(2,227.34)	265.06	(2,232.44)	268.10
Cash Balance of M/s A.M. Bros. Fintrade Pvt. Ltd. acquired under Amalgamation scheme	-	1.12	-	1.12
Cash Balance of M/s Dhanuka Finvest Pvt. Ltd. acquired under Amalgamation scheme	-	0.51	-	0.51
Bank Balances of M/s A.M. Bros. Fintrade Pvt. Ltd. acquired under Amalgamation scheme	-	18.64	-	18.64
Bank Balances of M/s Dhanuka Finvest Pvt. Ltd. acquired under Amalgamation scheme	-	4.03	-	4.03
Cash Generated from Operation	17,283.91	13,331.95	17,283.97	13,332.67
Direct Taxes Paid (Net of Refunds)	(3,314.49)	(2,341.21)	(3,314.49)	(2,341.21)
Net Cash Flow from Operating Activities (A)	13,969.42	10,990.74	13,969.48	10,991.46
B. CASH FLOW FROM INVESTING ACTIVITIES:				
Purchase of Fixed Assets	(3,158.20)	(2,562.72)	(3,158.20)	(2,562.72)
Proceeds from Sale of Fixed Assets	451.62	31.34	451.62	31.34
Proceeds of Current Investments	134,127.86	26,423.99	134,127.86	26,423.99
Purchase of Current Investments	(134,784.00)	(30,599.84)	(134,784.00)	(30,599.84)
Purchase of Non Current Investments	(3,829.98)	35.29	(3,829.98)	35.29
Proceeds of Non Current Investments	20.41	(450.00)	20.41	(450.00)
Interest Received	385.26	28.43	385.26	28.43
Dividend Received	225.49	59.87	225.49	59.87
Net Cash Flow from Investing Activities (B)	(6,561.54)	(7,033.65)	(6,561.54)	(7,033.65)



Cash Flow Statement for the year ended 31st March, 2016

(Rs. in Lacs)

Particulars	STANDALONE		CONSOLIDATED	
	Figures as at the end of current reporting period	Figures as at the end of previous reporting period	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
C. CASH FLOW FROM FINANCING ACTIVITIES:				
(Repayment)/Proceeds of Short-Term Borrowings	(841.55)	(2,370.10)	(841.55)	(2,370.10)
Finance Cost	(110.38)	(259.97)	(110.38)	(259.97)
Dividends Paid on Equity Shares	(5,502.15)	(1,000.39)	(5,502.15)	(1,000.39)
Tax on Equity Dividend Paid	(1,122.65)	(170.02)	(1,122.65)	(170.02)
Net Cash Flow from Financing Activities (C)	(7,576.73)	(3,800.48)	(7,576.73)	(3,800.48)
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	(168.85)	156.61	(168.79)	157.33
Cash and Cash Equivalents at the beginning of the year	385.20	228.59	387.10	229.77
Cash and Cash Equivalents at the end of the year	216.35	385.20	218.31	387.10
D. CASH AND CASH EQUIVALANENTS :				
Cash in Hand	83.98	48.48	84.05	48.54
Cheques/Draft in Hand	-	10.45	-	10.45
With Bank in Current Account				
In Deposit Account	7.31	270.60	9.20	272.44
Unpaid Dividend Accounts	125.06	55.67	125.06	55.67
Cash and Cash Equivalents (Note 19)	216.35	385.20	218.31	387.10

Notes :

1 Profit before tax includes CSR expenditure of Rs. 225.39 Lacs.

For and on behalf of the Board of Directors

Sd/-
KAPIL GARG
Company Secretary

Sd/-
V.K. BANSAL
C.F.O.

Sd/-
M.K. DHANUKA
Managing Director
DIN: 00628039

Sd/-
RAHUL DHANUKA
Executive Director
DIN: 00150140

AUDITORS' REPORT

We have examined the attached Cash Flow Statement of M/s Dhanuka Agritech Limited for the year ended 31.03.2016. The statement has been prepared by the Company in accordance with the requirements of SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015 and is based on and in agreement with the corresponding Profit & Loss statement and Balance Sheet of the Company covered by our report on 24th May,2016 to the members of the Company.

For **DINESH MEHTA & CO.**
Chartered Accountants
Firm Registration No:000220-N

Sd/-
ANUP MEHTA
Partner
Membership No : 093133

Place : Gurgaon
Dated : 24th May, 2016.



Notes to Financial Statements for the year ended 31st March, 2016

(Rs. in Lacs)

	STANDALONE		CONSOLIDATED	
	Figures as at the end of current reporting period	Figures as at the end of previous reporting period	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
NOTE 3 SHARE CAPITAL				
Shares Authorized				
14,21,00,000 equity shares of Rs.2/- each	2,842.00	2,842.00	2,842.00	2,842.00
5,80,000 Redeemable Non Cumulative Preference Shares of Rs.10/- each	58.00	58.00	58.00	58.00
	2,900.00	2,900.00	2,900.00	2,900.00
Shares Issued, subscribed and fully paid up				
5,00,19,500 equity shares of Rs.2/- each	1,000.39	270.55	1,000.39	270.55
[Last Year 1,35,27,260 equity shares of Rs.2/- each]	1,000.39	270.55	1,000.39	270.55

a. Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period

(Rs. in Lacs)

	Figures as at the end of current reporting period		Figures as at the end of previous reporting period	
	No of shares	Amount	No of shares	Amount
At the beginning of the period	13527260	270.55	50,019,500	1,000.39
Issued/(Cancelled) during the period	36492240	729.84	(36,492,240)	(729.84)
(Pursuant to the Comprehensive Scheme of Amalgamation as approved by the Hon'ble High Court of Delhi)				
Outstanding at the end of the period	50,019,500	1,000.39	13,527,260	270.55

b. Terms/Rights attached to Issued Equity Shares

1. The Company has only one class of Equity Shares having at par value of Rs.2/- per share. Each Equity share is entitled to one vote.
2. In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts.
3. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

c. Details of Shareholders holding more than 5% Shares in the Company

Name of Shareholder	Figures as at the end of current reporting period		Figures as at the end of previous reporting period	
	No. of Shares (in Lacs)	% holding	No. of Shares (in Lacs)	% holding
Triveni Trust	303.40	60.66%	0.00	0.00%
Pushpa Dhanuka Trust	54.17	10.83%	0.00	0.00%
HDFC Trustee Company Limited	27.00	5.40%	26.51	5.30%

As per the records of the Company, including its Register of Shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.



Notes to Financial Statements for the year ended 31st March, 2016

(Rs. in Lacs)

NOTE	4	RESERVES AND SURPLUS	STANDALONE		CONSOLIDATED	
			Figures as at the end of current reporting period	Figures as at the end of previous reporting period	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
		Capital Reserve				
		As per last Balance Sheet	95.47	0.42	95.47	0.42
		Additions During the Period	-	95.05	-	95.05
			95.47	95.47	95.47	95.47
		Securities premium reserve				
		As per last Balance Sheet	3,308.25	3,308.25	3,308.25	3,308.25
			3,308.25	3,308.25	3,308.25	3,308.25
		General Reserve				
		Balance as per last financial statements	4,879.78	3,816.78	4,879.78	3,816.78
		Add : Amount transferred from surplus balance in statement of profit and loss	1,073.00	1,063.00	1,073.00	1,063.00
		Closing Balance	5,952.78	4,879.78	5,952.78	4,879.78
		Surplus				
		Balance as per last financial statements	31,944.76	25,123.73	31,944.76	25,123.73
		Profit for the year	10,731.06	10,608.27	10,731.06	10,608.27
		Net Excess of carrying amount over Salvage Value of fixed tangible assets where the remaining useful life of an asset is Nil as per Note -7 of Schedule-II Part-C of companies Act,2013	-	23.16	-	23.16
		Tax effect of carrying amount over Salvage Value of fixed tangible assets where the remaining useful life of an asset is Nil as per Note -7 of Schedule-II Part-C of companies Act,2013	-	(8.02)	-	(8.02)
		Less :Appropriations				
		Interim Dividend	3,251.27	-	3,251.27	-
		[Dividend @ Rs. 6.5 (Previous year Rs. Nil per share)]				
		Tax on Interim Dividend	664.42	-	664.42	-
		Proposed Final Equity Dividend	-	2,250.88	-	2,250.88
		[Dividend @ Rs. Nil (Previous year Rs. 4.5 per share)]				
		Tax on Proposed Equity Dividend	-	458.23	-	458.23
		Transfer to general reserve	1,073.00	1,063.00	1,073.00	1,063.00
		Total appropriations	4,988.69	3,787.25	4,988.69	3,787.25
		Net surplus	37,687.13	31,944.76	37,687.13	31,944.76
		Total Reserve and Surplus	47,043.63	40,228.26	47,043.63	40,228.26
		NOTE 5 DEFERRED TAX LIABILITIES (NET)				
		Timing difference on Account of :				
		Depreciation on Fixed Assets	865.27	342.11	865.27	342.11
		Amalgamation Expenses	(7.04)	-	(7.04)	-
		Lease Equalisation Account	(27.93)	-	(27.93)	-
			830.30	342.11	830.30	342.11
		NOTE 6 OTHER LONG TERM LIABILITIES				
		Trade Payable	14.25	4.24	14.25	4.24
		Others				
		*Security Received from Customers	1,707.58	1,639.56	1,707.58	1,639.56
		Security Received from Vendor	237.48	-	237.48	-
		Security received from Staff	8.41	8.66	8.41	8.66
		Advances from customers	18.42	29.08	18.42	29.08
		**Other Payable	82.06	13.80	82.06	13.80
			2,068.20	1,695.34	2,068.20	1,695.34

*Security Received from Customers includes Security Received from Retailers and C&F Agents

**Other Payable Include Lease Equailization Account



Notes to Financial Statements for the year ended 31st March, 2016

(Rs. in Lacs)

	STANDALONE		CONSOLIDATED	
	Figures as at the end of current reporting period	Figures as at the end of previous reporting period	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
NOTE 7 LONG TERM PROVISIONS				
Provision For Employee Benefits				
Gratuity-Liability	347.66	42.38	347.66	42.38
	347.66	42.38	347.66	42.38

NOTE 8 SHORT TERM BORROWINGS				
Secured				
From Banks-Loan Repayable on Demand				
Cash Credit limits from Banks	765.37	1,386.39	765.37	1,386.39
Over Draft Against Pledge of FDR	4.10	7.36	4.10	7.36
Buyers Credit availed from Banks	-	186.27	-	186.27
Unsecured				
Loan from Director	-	31.00	-	31.00
	769.47	1,611.02	769.47	1,611.02

Loan from Banks are secured by hypothecation of stocks of raw materials, goods in process, finished goods, book debts and other movable assets on pari-passu basis and by joint and several guarantee of the Directors of the Company. Loan from Banks are repayable on demand and carried interest @ 9.65% to 10.80% P.A.

NOTE 9 TRADE PAYABLES				
Micro and small enterprises	790.93	851.27	790.93	851.27
Others	5,604.31	5,373.32	5,604.31	5,373.32
	6,395.24	6,224.59	6,395.24	6,224.59

NOTE 10 OTHER CURRENT LIABILITIES				
*Unclaimed Dividend	125.06	55.67	125.06	55.67
Advances from customers	1,638.31	1,358.31	1,638.31	1,358.31
**Other Payable	5,014.72	3,763.66	5,014.77	3,763.70
	6,778.09	5,177.64	6,778.14	5,177.68

*Unclaimed dividends do not include any amounts, due and outstanding to be credited to Investor Education and Protection fund.

**Other payables includes statutory dues, employee related costs and provision of Expenses and discounts and rebates on sale.

NOTE 11 SHORT TERM PROVISION				
Provision for employee benefit				
Provision for Leave Benefit	432.22	366.46	432.22	366.46
	432.22	366.46	432.22	366.46
Others				
Proposed Equity Dividend	-	2,250.88	-	2,250.88
Provision for tax on Equity dividend	-	458.23	-	458.23
	-	2,709.11	-	2,709.11
	432.22	3,075.57	432.22	3,075.57



Notes to Financial Statements for the year ended 31st March, 2016

(Rs. in Lacs)

NOTE 12 FIXED ASSETS

DESCRIPTION	GROSS BLOCK				DEPRECIATION/AMORTISATION				NET BLOCK	
	Figures as at the end of previous reporting period	Additions	Deduction/ Adjustments	Figures as at the end of current reporting period	Figures as at the end of previous reporting period	Additions	Deduction/ Adjustments	Figures as at the end of current reporting period	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
TANGIBLE ASSETS										
Land	2,942.46	5.99	80.81	2,867.64	-	-	-	-	2,867.64	2,942.46
Buildings	3,243.47	4,889.29	-	8,132.76	1,121.11	165.91	-	1,287.02	6,845.74	2,122.36
Plant and Equipment	1,995.13	1,866.91	48.79	3,813.25	1,075.05	153.69	41.99	1,186.75	2,626.50	920.08
Furniture and Fixtures	219.28	46.48	5.34	260.42	125.75	37.04	5.01	157.78	102.64	93.53
Vehicles	427.07	29.34	35.63	420.78	300.11	42.82	32.68	310.25	110.53	126.96
Office Equipment	702.71	162.59	15.45	849.85	505.80	118.02	14.40	609.42	240.43	196.91
Wind Mill	892.22	-	-	892.22	504.56	46.92	-	551.48	340.74	387.66
Sub Total (A)	10,422.34	7,000.60	186.02	17,236.92	3,632.38	564.40	94.08	4,102.70	13,134.22	6,789.96
INTANGIBLE ASSETS										
Computer Software	260.29	1.18	-	261.47	34.89	26.13	-	61.02	200.45	225.40
Sub Total (B)	260.29	1.18	-	261.47	34.89	26.13	-	61.02	200.45	225.40
Total (A+B)	10,682.63	7,001.78	186.02	17,498.39	3,667.27	590.53	94.08	4,163.72	13,334.67	7,015.36
Previous Year	9,875.45	943.51	136.33	10,682.63	3,169.38	585.59	87.70	3,667.27	7,015.36	6,706.07
Capital Work In Progress	-	-	-	-	-	-	-	-	5.18	3,848.76

(Rs. in Lacs)

	STANDALONE		CONSOLIDATED	
	Figures as at the end of current reporting period	Figures as at the end of previous reporting period	Figures as at the end of current reporting period	Figures as at the end of previous reporting period

NOTE 13 NON CURRENT INVESTMENT

Investment In Equity Instruments-Unquoted

-40 Equity shares of Rs100/-each of Mahashakti Association, Ahmedabad (Previous Year-40 Units)	0.04	0.04	0.04	0.04
-1500 Shares of BDT 10 each of M/s Dhanuka Agri-solutions Pvt. Ltd. Subsidiary Company of Dhanuka Agritech Limited (Previous Year-1500 Units)	0.09	0.09	-	-
-2999.12 Units of India Build Out Fund-Venture Capital Fund (Previous Year-4381 Units)	44.30	64.71	44.30	64.71
-658311.15 Units of Forefront Alterenative Equity Scheme (Previous Year-Nil)	100.00	-	100.00	-

Investment In Equity Instruments-Quoted

-Equity PMS-Shares of Listed Companies PMS Advisor-Accuracap Consultancy Services Private Limited (Previous Year-Nil)	194.00	-	194.00	-
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Notes to Financial Statements for the year ended 31st March, 2016

(Rs. in Lacs)

	STANDALONE		CONSOLIDATED	
	Figures as at the end of current reporting period	Figures as at the end of previous reporting period	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Investment In Mutual Fund-Fixed Maturity Plan-Quoted				
-25,00,000 Units of Reliance Fixed Horizon Fund-XXX-Series 13 (Previous Year-Nil)	250.00	-	250.00	-
-15,00,000 Units of Reliance Fixed Horizon Fund-XXX-Series 17 (Previous Year-Nil)	150.00	-	150.00	-
-30,00,000 Units of UTI Fixed Term Income Fund Series XXXIV-VII (Previous Year-Nil)	300.00	-	300.00	-
-20,00,000 Units of HDFC FMP 1161 Days Series 35 (Previous Year-Nil)	200.00	-	200.00	-
Investment In Bond-Quoted				
-5878 Bonds of 7.35% Indian Railway Finance Corporation Ltd. (Previous Year-Nil)	58.78	-	58.78	-
-30200 Bonds of 7.28% Indian Railway Finance Corporation Ltd. (Previous Year-Nil)	302.00	-	302.00	-
-14285 Bonds of 7.35% National Highway Authority of India (Previous Year-Nil)	142.85	-	142.85	-
-7709 Bonds of 7.39% National Highway Authority of India (Previous Year-Nil)	77.09	-	77.09	-
-34060 Bonds of 7.49% Indian Renewable Energy Development Agency Ltd. (Previous Year-Nil)	340.60	-	340.60	-
-7007 Bonds of 7.39% Housing and Urban Development Corp Ltd (Previous Year-Nil)	70.07	-	70.07	-
-5010 Bonds of 7.35% National Bank for Agriculture and Rural Development (Previous Year-Nil)	50.10	-	50.10	-
-2567 Bonds of 7.11% Power Finance Corporation Limited (Previous Year-Nil)	25.67	-	25.67	-
Investment in Real Estate Fund-Unquoted				
-5,00,000 Units of Annuities In Senior Secured Estate Fund (Previous Year-3,75,000 Units)	500.00	375.00	500.00	375.00
-47,09,658.52 Units of IIFL Real Estate Fund-Series 2 (Previous Year-7,50,000 Units)	500.00	75.00	500.00	75.00
-368.20 Units of Religare Credit Investment Trust (Previous Year-Nil)	475.49	-	475.49	-
-20 Units of Manyata Developers Private Limited (Previous Year-Nil)	211.33	-	211.33	-
-146799.802 Units of ICICI Prudential Real Estate (Previous Year-Nil)	150.00	-	150.00	-
-Real Estate PMS-NCD's of Real Estate Sector Companies PMS Advisor-IIFL Private Wealth Management (Previous Year-Nil)	182.00	-	182.00	-
	4,324.41	514.84	4,324.32	514.75
Aggregate Amount of Quoted Investment	2,161.16	-	2,161.16	-
Market Value of Quoted Investment	2,192.26	-	2,192.26	-
Aggregate Amount of Unquoted Investment	2,163.25	514.84	2,163.16	514.75



Notes to Financial Statements for the year ended 31st March, 2016

(Rs. in Lacs)

NOTE	14	LONG TERM LOAN & ADVANCES	STANDALONE		CONSOLIDATED	
			Figures as at the end of current reporting period	Figures as at the end of previous reporting period	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
		Unsecured-Considered Good				
		Security Deposits	428.64	416.51	428.64	416.51
		Capital Advance	2,056.82	2,256.03	2,056.82	2,256.03
		Loans to employee	8.69	12.00	8.69	12.00
		*Advance Income Tax	317.47	274.59	317.47	274.59
		Balance With Govt. Authorities	15.98	24.66	15.98	24.66
		Prepaid expenses	8.05	2.28	8.05	2.28
		Advances To Vendor	9.08	18.10	3.98	18.10
		**Other Loans & Advances	54.35	48.75	57.63	52.08
		Total (A to B)	2,899.08	3,052.92	2,897.26	3,056.25

*Advance income tax and TDS is shown net of Provisions and MAT Credit entitlement

**Other Loans & Advances Includes Advances to Employee against Laptop, Various Claims Recoverable

NOTE	15	OTHER NON CURRENT ASSETS				
		*Fixed Deposit With Banks	90.52	31.35	90.52	31.35
			90.52	31.35	90.52	31.35

*Having Maturity more than one year

NOTE	16	CURRENT INVESTMENT				
		Investment In Bonds-Quoted				
		-210 Units of ECL Finance Limited (Previous Year-Nil)	293.40	-	293.40	-
		Investment In Mutual Fund-Quoted				
		-144787.60 Units of UTI Liquid Cash Plan-Dividend Reinvestment (Previous Year-139827.50)	1,476.03	1,425.47	1,476.03	1,425.47
		-990555.06 Units of UTI Fixed Income Interval Fund-III-QIP-Growth (Previous Year-Nil)	200.00	-	200.00	-
		-1294098.12 Units of UTI Spread Fund-Dividend Reinvestment (Previous Year-Nil)	204.15	-	204.15	-
		-1928212.64 Units of Edelweiss Arbitrag Fund-Dividend Payout (Previous Year-Nil)	200.00	-	200.00	-
		-759941.94 Units of SBI Arbitrage Opportunities Fund-Dividend Payout (Previous Year-Nil)	100.00	-	100.00	-
		-2003258.15 Units of ICICI Pru Ultra Short Term-Dividend Reinvestment (Previous Year-Nil)	202.46	-	202.46	-
		-100978.63 Units of ICICI Pru Saving Fund-Dividend Reinvestment (Previous Year-Nil)	101.15	-	101.15	-
		-759194.02 Units of ICICI Pru Equity Arbitrage-Dividend Reinvestment (Previous Year-Nil)	105.25	-	105.25	-



Notes to Financial Statements for the year ended 31st March, 2016

(Rs. in Lacs)

	STANDALONE		CONSOLIDATED	
	Figures as at the end of current reporting period	Figures as at the end of previous reporting period	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
-3859476.46 Units of ICICI Pru Regular Savings Fund-Dividend Payout (Previous Year-Nil)	400.00	-	400.00	-
-1001870.35 Units of HDFC Arbitrage Fund-Dividend Reinvestment (Previous Year-Nil)	104.31	-	104.31	-
-1839469.50 Units of Birla Sun Life Enhanced Arb Fund-Dividend Payout (Previous Year-Nil)	200.00	-	200.00	-
-1859461.87 Units of Kotak Equity Arbitrage Fund-Dividend Payout (Previous Year-Nil)	200.00	-	200.00	-
-1965273.62 Units of Kotak Income Opp. Fund-Dividend Payout (Previous Year-Nil)	200.00	-	200.00	-
-1592014.46 Units of IDFC Arbitrage Fund-Dividend Payout (Previous Year-Nil)	200.00	-	200.00	-
-1904453.57 Units of Reliance Arbitrage Advantage Fund-Dividend Payout (Previous Year-Nil)	200.00	-	200.00	-
-1188996.35 Units of Reliance Medium Term Fund-Dividend Reinvestment (Previous Year-Nil)	203.25	-	203.25	-
-1463635.96 Units of Reliance Quarterly Interval Fund-Growth (Previous Year-Nil)	300.00	-	300.00	-
- Nil Units of SBI Magnum Insta Cash Fund (Previous Year-6342.99 Units)	-	150.00	-	150.00
-Nil Units of SBI Saving Fund (Previous Year-1998781.43 Units)	-	201.12	-	201.12
-Nil Units of Axis Short Term Fund (Previous Year-1339450.16 Units)	-	200.00	-	200.00
-Nil Units of Axis Treasury Adv Fund (Previous Year-20036.14 Units)	-	201.13	-	201.13
-Nil Units of Reliance Liq Fund-Cash Plan (Previous Year-18065.55 Units)	-	201.28	-	201.28
-Nil Units of Reliance Liq Fund-Treasury Plan (Previous Year-65436.76 Units)	-	1,000.36	-	1,000.36
-Nil Units of UTI Floating Rate Fund (Previous Year-18686.51 Units)	-	201.23	-	201.23
-Nil Units of UTI Banking & PSU Fund (Previous Year-1817834.78 Units)	-	200.00	-	200.00
-Nil Units of UTI Short Term Income Fund (Previous Year-1191135.57 Units)	-	200.00	-	200.00
-Nil Units of UTI Short Term Income Fund (Previous Year-1201078.57 Units)	-	200.00	-	200.00
	4,890.00	4,180.59	4,890.00	4,180.59
Aggregate Amount of Quoted Investment	4,890.00	4,180.59	4,890.00	4,180.59
Market Value of Quoted Investment	4,901.83	4,190.09	4,901.83	4,190.09
Aggregate Amount of Unquoted Investment	-	-	-	-



Notes to Financial Statements for the year ended 31st March, 2016

(Rs. in Lacs)

NOTE	17	INVENTORIES	STANDALONE		CONSOLIDATED	
			Figures as at the end of current reporting period	Figures as at the end of previous reporting period	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
		*Raw materials	3,678.70	6,224.89	3,678.70	6,224.89
		~Packing materials	1,330.93	1,437.85	1,330.93	1,437.85
		Stock in Process	553.42	662.08	553.42	662.08
		#Finished Goods	8,995.48	9,731.96	8,995.48	9,731.96
		Stock in Trade	2,663.35	1,087.85	2,663.35	1,087.85
		Store and spares	34.52	21.06	34.52	21.06
		TOTAL	17,256.40	19,165.69	17,256.40	19,165.69

*: Stock of Raw Materials includes value of goods in transit of Rs.454.14 lacs [Previous Year Rs. 608.49 lacs]

~: Stock of Packing Materials includes value of goods in transit of Rs.31.60 lacs [Previous Year Rs. 82.42 lacs]

#: Stock of Finished Goods includes value of goods in transit of Rs. 68.32 lacs [Previous year Rs. 81.06]

Note-Inventory Valuation are certified by the Management of the Company

NOTE	18	TRADE RECEIVABLES				
		Unsecured-Considered good				
		Outstanding for a period exceeding six months from due date	40.33	13.80	40.33	13.80
		Others	18,535.29	19,372.26	18,535.29	19,372.26
		TOTAL	18,575.62	19,386.06	18,575.62	19,386.06

NOTE	19	CASH & CASH EQUIVALENTS				
		Balance With Banks In Current Account	7.31	10.39	9.20	12.23
		Balance With Banks In Unpaid Equity Dividend Account	125.06	55.67	125.06	55.67
		(A)	132.37	66.06	134.26	67.90
		Cash In Hand	83.98	48.48	84.05	48.54
		Cheques / Drafts In Hand	-	10.45	-	10.45
		Fixed Deposit With Banks	-	260.21	-	260.21
		(B)	83.98	319.14	84.05	319.20
		TOTAL (A to B)	216.35	385.20	218.31	387.10

Note-Cash in Hand Certified by the Management

NOTE	20	SHORT TERM LOANS & ADVANCES				
		Unsecured-Considered good				
		*Prepaid expenses	95.12	84.15	95.12	84.15
		Loans to employees	61.60	59.34	61.60	59.34
		Advances To Vendor	762.08	658.75	762.08	653.65
		**Other Advances	2,939.81	814.77	2,939.81	814.77
		Misc Expenses to the extent Not W/o	-	14.26	-	14.26
			3,858.61	1,631.27	3,858.61	1,626.17

*Prepaid Expenses Includes unamortized portion of premium paid on Derivative Contracts

**Other Advances Includes CENVAT Credit Receivable, Various Claim Recoverable, Advance to Employees against Laptop and Inter Corporate Deposit Recoverable on Demand



Notes to Financial Statements for the year ended 31st March, 2016

(Rs. in Lacs)

	STANDALONE		CONSOLIDATED	
	Figures as at the end of current reporting period	Figures as at the end of previous reporting period	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
NOTE 21 OTHER CURRENT ASSETS				
DEPB Licence In Stock	148.12	185.27	148.12	185.27
Income Accrued On Investment	66.24	-	66.24	-
TOTAL	214.36	185.27	214.36	185.27

NOTE 22 REVENUE FROM OPERATION

Sale of products				
Finished Goods				
-Agrochemical	78,092.45	81,063.19	78,092.45	81,063.19
Traded Goods				
-Agrochemical	12,543.73	5,542.73	12,543.73	5,542.73
	(A) 90,636.18	86,605.92	90,636.18	86,605.92
Other operating revenues				
Income From Wind Mill Electricity Generation	105.02	108.36	105.02	108.36
Other Sales	62.44	24.17	62.44	24.17
TOTAL	(B) 167.46	132.53	167.46	132.53
Gross Revenue	(A)+(B) 90,803.64	86,738.45	90,803.64	86,738.45
Less : *Excise duty	7,924.91	8,230.87	7,924.91	8,230.87
Net Revenue	82,878.73	78,507.58	82,878.73	78,507.58

*Note: Excise duty paid is net of Excise duty refund against DIFA Licence and Excise Duty subsidy of Udhampur unit (J&K) of Rs. 2189.61 Lacs. (Previous Year Rs. 1266.10)

NOTE 23 OTHER INCOME

Interest Received	385.26	28.43	385.26	28.43
Dividend Received	225.49	59.87	225.49	59.87
Rent Received	2.64	2.82	2.64	2.82
Miscellaneous Receipts	206.09	492.94	206.09	492.94
Job Work Income	10.55	-	10.55	-
Net Gain on Investment	53.27	-	53.27	-
Net Profit On Sales Of Fixed Assets	359.68	8.57	359.68	8.57
Net Gain On Foreign Currency Transactions	-	0.03	-	0.03
Liabilities No Longer Required, Written Back	9.27	19.92	9.27	19.92
	1,252.25	612.58	1,252.25	612.58

NOTE 24 COST OF MATERIALS CONSUMED

Raw Materials	34,945.30	36,931.20	34,945.30	36,931.20
Packing Materials	5,963.09	5,644.92	5,963.09	5,644.92
	40,908.39	42,576.12	40,908.39	42,576.12



Notes to Financial Statements for the year ended 31st March, 2016

(Rs. in Lacs)

	STANDALONE		CONSOLIDATED	
	Figures as at the end of current reporting period	Figures as at the end of previous reporting period	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
NOTE 25 PURCHASE OF STOCK IN TRADE				
Agrochemical	10,394.92	4,362.40	10,394.92	4,362.40
	10,394.92	4,362.40	10,394.92	4,362.40
NOTE 26 (INCREASE)/DECREASE IN INVENTORIES				
Inventories				
Inventories at the end of year				
Stock in Trade	2,663.35	1,087.85	2,663.35	1,087.85
Stock in Process	553.42	662.08	553.42	662.08
Finished Goods	8,995.48	9,731.96	8,995.48	9,731.96
	12,212.25	11,481.89	12,212.25	11,481.89
Inventories at the beginning of year				
Stock in Trade	1,087.85	1,279.18	1,087.85	1,279.18
Stock in Process	662.08	539.78	662.08	539.78
Finished Goods	9,731.96	11,931.98	9,731.96	11,931.98
	11,481.89	13,750.94	11,481.89	13,750.94
(Increase)/Decrease in Inventories				
Stock in Trade	(1,575.50)	191.33	(1,575.50)	191.33
Stock in Process	108.66	(122.30)	108.66	(122.30)
Finished Goods	736.48	2,200.02	736.48	2,200.02
	(730.36)	2,269.05	(730.36)	2,269.05
NOTE 27 EMPLOYEE BENEFIT EXPENSES				
Salary & Wages	7,220.27	5,784.18	7,220.27	5,784.18
Contribution to Provident & Other funds	778.06	496.63	778.06	496.63
Staff Welfare Expenses	245.82	195.22	245.82	195.22
	8,244.15	6,476.03	8,244.15	6,476.03
NOTE 28 FINANCE COST				
Interest on others	85.22	83.38	85.22	83.38
Bank interest and other financial charges	25.16	176.59	25.16	176.59
	110.38	259.97	110.38	259.97
NOTE 29 DEPRECIATION AND AMORTIZATION EXPENSES				
Depreciation of Tangible Assets	564.40	568.95	564.40	568.95
Amortization of Intangible Assets	26.13	16.64	26.13	16.64
	590.53	585.59	590.53	585.59



Notes to Financial Statements for the year ended 31st March, 2016

(Rs. in Lacs)

	STANDALONE		CONSOLIDATED	
	Figures as at the end of current reporting period	Figures as at the end of previous reporting period	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
NOTE 30 OTHER EXPENSES				
Manufacturing Expenses				
Power, Fuel, Electricity & Water Charges	151.78	154.22	151.78	154.22
Consumable Stores	77.53	69.96	77.53	69.96
Packing Charges	147.49	306.74	147.49	306.74
Repair & Maintenance, Machinery	74.04	81.71	74.04	81.71
Repair & Maintenance, Factory Building	83.39	32.59	83.39	32.59
Incineration Charges	2.21	1.20	2.21	1.20
Security Charges	28.66	25.48	28.66	25.48
Laboratory Expenses	12.92	31.14	12.92	31.14
ISI Marking Fees	11.91	13.33	11.91	13.33
R&D Expenses	110.71	103.91	110.71	103.91
(A)	700.65	820.28	700.65	820.28
Administration Expenses				
Travelling and Conveyance	958.20	885.10	958.20	885.10
Communication Expenses	144.59	132.19	144.59	132.19
Postage and Telegram	32.21	32.16	32.21	32.16
Printing and Stationery	56.79	51.74	56.79	51.74
Office and Godown Rent	562.43	457.35	562.43	457.35
Rates and Taxes	61.65	18.94	61.65	18.94
Insurance Charges	69.68	136.60	69.68	136.60
Legal and Professional Charges	228.62	129.17	228.62	129.17
Repair & Maintenance-Building	180.79	166.16	180.79	166.16
Repair & Maintenance-Other	124.14	125.12	124.14	125.12
Security Charges-Offices	12.20	10.97	12.20	10.97
Electricity & Water Charges	66.70	61.85	66.70	61.85
Books and Periodicals	1.50	0.89	1.50	0.89
Recruitment Expenses	40.72	15.11	40.72	15.11
Fees and Subscription	14.07	11.36	14.07	11.36
Charity and Donation	5.48	2.09	5.48	2.09
Miscellaneous Expenses	38.95	9.15	38.95	9.15
Meeting Fees	14.90	8.14	14.90	8.14
Payment to Auditors	12.60	9.45	12.60	9.45
Vehicles Hiring & Maintenance	958.80	952.51	958.80	952.51
Net Loss on Foreign Currency Transactions	53.77	-	53.77	-
Net Loss on Foreign Currency Derivatives	4.26	-	4.26	-
CSR Expenses	225.39	164.87	225.39	164.87
Prior Period Expenses	17.64	1.79	17.64	1.79
(B)	3,886.09	3,382.72	3,886.09	3,382.72



Notes to Financial Statements for the year ended 31st March, 2016

(Rs. in Lacs)

	STANDALONE		CONSOLIDATED	
	Figures as at the end of current reporting period	Figures as at the end of previous reporting period	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Selling & Distribution Expenses				
Education and Seminar	353.96	325.47	353.96	325.47
Advertisement and Publicity	1,077.23	1,015.12	1,077.23	1,015.12
Business Promotion Expenses	141.45	72.37	141.45	72.37
Bad Debts	25.62	18.13	25.62	18.13
Freight & Cartage on STV & Sales	2,485.09	2,521.94	2,485.09	2,521.94
Field Assistant Expenses	1,409.16	1,496.67	1,409.16	1,496.67
(C)	5,492.50	5,449.70	5,492.50	5,449.70
TOTAL (A to C)	10,079.24	9,652.70	10,079.24	9,652.70
Payment to Auditors				
As Auditor :				
Statutory Audit Fees	6.00	6.00	6.00	6.00
Cost Audit Fees	1.80	-	1.80	-
Internal Audit Fees	4.80	3.45	4.80	3.45
TOTAL	12.60	9.45	12.60	9.45
CSR Expenses-Activities				
Environmental Sustainability	37.25	30.66	37.25	30.66
Livelihood Enhancement Projects	0.50	2.00	0.50	2.00
Promotion of Education	161.12	106.00	161.12	106.00
Preventive Healthcare	24.91	-	24.91	-
Facilities for Senior Citizens	1.61	-	1.61	-
PM National Relief Fund	-	1.00	-	1.00
Eradicating Hunger	-	25.21	-	25.21
	225.39	164.87	225.39	164.87

NOTE 31 EARNING PER SHARE (EPS)

1. Net Profit after Tax as per Statement of Profit & Loss attributable to Equity Shareholders	10,731.06	10,608.27	10,731.06	10,608.27
2. No of Equity Shares	50019500	50019500	50019500	50019500
3. Weighted Average no. of Shares	25591634	41021413	25591634	41021413
4. Basic Earning per share (in Rs.)	41.93	25.86	41.93	25.86
5. Diluted Earning per share (in Rs.)	21.45	21.21	21.45	21.21
6. Face Value of Share (in Rs.)	2.00	2.00	2.00	2.00



1. Significant Accounting Policies on Consolidated Accounts

a) Basis of Accounting

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (IGAAP) under the historical cost convention on the accrual basis. IGAAP comprises mandatory Accounting Standards as prescribed under section 133 of the Companies Act, 2013 ('The Act') read with rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the The Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting Policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

b) Use of estimates

The preparation of the financial statements in conformity with IGAAP requires the management to make estimates and assumptions that effect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amount of income and expenses during the period.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the management becomes aware of changes in circumstances surrounding the estimates. Changes in the estimates are reflected in the financial statements in the period in which changes are made and, if material, there effects are disclosed in the notes to the financial statements.

c) Fixed Assets

(Tangible and Intangible assets)

Fixed Assets are stated at Cost of Acquisition (Net of recoverable taxes, wherever applicable), less accumulated depreciation and impairment loss, if any. Cost is inclusive of freight, duties, levies, installation expenses and any directly attributable cost of bringing the assets to their working condition for intended use which is capitalized till the assets are ready to be put to use.

Subsequent expenditures related to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Projects/ Units under which assets are not ready for their intended use are disclosed under Capital Work-In-Progress.

d) Impairment

Fixed assets are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amount may not be recoverable.

An impairment loss is recognized in the Statement of Profit and Loss if the carrying amount of an asset exceeds its recoverable amount.

e) Depreciation and Amortisation

Tangible Assets :

Depreciation on Tangible Assets is provided on Written Down Value Method (WDV) at the rate and in the manner based on the useful life of the assets as prescribed in Schedule II of the Companies Act, 2013. On the addition of the assets, depreciation has been provided from the day on which the asset was actually put to use. Depreciation in case of disposal/sale of assets is provided up to the date of disposal/sale of assets on pro-rata basis. Assets having cost upto Rs.5000/- have been fully depreciated in the year of acquisition by leaving Re.1 as a nominal value for its identity in fixed assets register.

Intangible Assets :

Amortization in respect of intangible assets is provided on Straight Line basis considering 10 years as the estimated period of its economic life.

f) Revenue Recognition

Revenue from sale of goods is recognized when risk and rewards in respect of ownership of goods are transferred to the customers and no significant uncertainty exists regarding the amount of consideration that is derived from the sale of goods.

Revenue from sale of products is stated exclusive of Returns, Sales Tax/VAT and applicable Rebates & Discounts as per Policy of the Company.

Revenue from Wind mill electricity generation is recognized on the basis of electricity units generated and invoice raised on monthly basis.

Interest income is accounted for on accrual basis taking into account, the amount outstanding and applicable interest rate. Dividend income on Investments is accounted for, when the right to receive the payment is established. Rental income is also accounted for on accrual basis.



g) Inventories

- Inventories of Raw Materials and Packing Materials are valued at Cost (net of CENVAT) on first-in first-out basis.
- Inventory of Work-in-Progress is valued at cost of Raw Material plus conversion cost wherever applicable.
- Finished Goods are valued at the lower of Cost (including overheads and excise duty) or Net Realizable Value.
- Excise duty in respect of closing inventory of Finished goods is included as a part of inventory.

h) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

i) Foreign Currency Transactions

(i) Initial Recognition:

Foreign Currency Transactions are recorded in the reporting currency, by applying to the foreign currency amount, the exchange rate between the reporting currency and the foreign currency on the date of the transaction.

(ii) Conversion:

At the year-end, monetary items denominated in the foreign currencies are converted into equivalent rupee value by applying prevalent exchange rates at the year-end.

(iii) Exchange Differences:

All the exchange differences arising on settlement / reinstatement of foreign currency transactions are adjusted in the Statement of Profit and Loss.

(iv) Forward Exchange and Option Contracts not intended for trading or speculation purposes:

The Company's derivative instruments comprise of forward exchange and option contracts which are not intended for trading or speculation purposes. The premium paid or discount arising at the inception of forward exchange/ option contract is amortized and recognized as an expense/ income over the life of the contract. Gains/ Losses arising on settlement are

recognized as an expense/ income except in case where they relate to the acquisition or construction of fixed assets, in which case, they are adjusted to the carrying cost of such assets.

j) Investments

Current investments are carried at lower of cost or quoted/ fair value. Long term investments are stated at cost.

k) Employee Benefits

(i) Defined Contribution Plans:

The Company has Defined Contribution Plans for post employment benefits namely Provident Fund and Superannuation Fund which are administered by appropriate Authorities.

The Company contributes to a Government administered Provident Fund, Employees' Deposit Linked Insurance Scheme and Employee Pension Scheme, on behalf of its employees and has no further obligation beyond making its contribution.

The Superannuation Fund applicable to certain employees is a Defined Contribution Plan as the Company contributes to Employees Group Superannuation Scheme which is administered by an Insurance Company and has no further obligation beyond making the payment to the Insurance Company.

The Company contributes to State Plans namely Employees' State Insurance Fund and has no further obligation beyond making the payment to them.

The Company's contributions to the above funds are charged to revenue every year.

(ii) Defined Benefit Plans:

The Company has a Defined Benefit Plan namely Gratuity and Pension covering its employees. The Gratuity scheme is funded through Group Gratuity-cum-Life Assurance Scheme and the liability for the Defined Benefit Plan of Gratuity and Pension is provided based on an actuarial valuation at the year-end.

iii) Other Employee Benefits:

The employees of the Company are entitled to leave encashment and incentives as per the Policy of the Company. The liability in respect of the same is provided based on an actuarial valuation at the year-end.



l) Leases

Lease payments under operating leases are recognized as expense in the statement of profit and loss account on a straight-line basis over the lease term.

m) Taxes on Income

Provision for Income Tax comprises of Current Tax and Deferred Tax charge. Current Income Tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961.

Deferred Tax is recognized, subject to consideration of prudence, on timing differences, being difference between taxable and accounting income and expenditure that originate in one period and are capable of reversal in one or more subsequent period(s). Deferred tax assets are not recognized unless there is "virtual certainty" that sufficient future taxable income will be available against which such deferred tax assets will be realized.

n) Provisions and Contingencies

The Company recognizes a Provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.

A disclosure for a Contingent Liability is made when there is possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure as specified in Accounting Standard 29 –"Provisions, Contingent Liabilities and Contingent Assets" is made.

Contingent Assets are not recognized in the Financial Statements.

o) Earnings Per Share (EPS)

The earnings considered in ascertaining the Company's EPS, is the Net Profit after Tax. The number of Equity Shares used in computing basic EPS is the weighted average number of Equity Shares outstanding during the year.

p) Research and Development Expenses

Research and Development Expenses of revenue nature are charged to Profit and Loss Account.

q) Government Grants

Where a grant or subsidy relates to an asset, its value is deducted in arriving at the carrying amount of the related assets. Other Government grants or subsidies are credited to Profit and Loss Account or adjusted from related expenses.

r) Principles of Consolidation

The Consolidated Financial Statements relate to Dhanuka Agritech Ltd. ('the Company') and its Subsidiary Company - Dhanuka Agri-Solutions Private Limited. The Consolidated Financial Statements have been prepared on the following basis:

- i) The Financial Statements of the Company and its Subsidiary Company are combined on a line by line basis by adding together the book values of like items of Assets, Liabilities, Income and Expenses after fully eliminating intra-group balances and intra-group transactions in accordance with Accounting Standard (AS) - 21 "Consolidated Financial Statements."
- ii) As far as possible, the Consolidated Financial Statements are prepared using uniform Accounting Policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate Financial Statements.



2. Consolidated Notes on Accounts:

1. Contingent liabilities and commitments:

i) Contingent liabilities shall be classified as:

- a) Claims against the Company not acknowledged as debt :

(Rs. in Lacs)

Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
a) Income Tax cases pending in appeals	52.43	52.43
b) Excise disputes pending	437.77	265.18
c) Service Tax disputes pending	195.11	647.58
d) VAT disputes pending	58.01	42.86
d) Litigations pending in Consumer Forum	75.97	75.83

- b) Guarantees :

(Rs. in Lacs)

Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
a) Bank Guarantees	21.40	21.40

- c) Other monies for which the Company is contingently liable :

(Rs. in Lacs)

Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
'C' forms pending against central sales tax	8.31	5.63

ii) Commitments:

(Rs. in Lacs)

Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
a) Estimated amount of contracts remaining to be executed on capital account and not provided for	371.00	757.58

2. Defined-Benefits Plans [Accounting Standards (AS)-15]:

The Company offers its employees defined-benefit plans in the form of a Gratuity scheme. Benefits under the defined-benefit plans are typically based either on years of service and the employee's compensation (generally immediately before retirement). The Gratuity scheme covers substantially all regular employees. For the Gratuity scheme, the Company contributes funds to Gratuity Trust.

The Actuarial valuation is done based on "Projected Unit Credit" Method.



(Rs. in Lacs)

Defined Benefit commitments:	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Present value of obligation at the beginning of the Year	735.92	467.05
Interest Cost	59.09	43.48
Current Service Cost	65.46	42.00
Benefit Paid	(187.05)	(35.03)
Actuarial (Gain)/Loss on Obligations	344.11	218.42
Present Value of Obligation at the end of the Year	1017.53	735.92

(Rs. in Lacs)

Fair Value of Plan Assets:	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Fair Value of Plan Assets at the beginning of the Year	693.53	543.45
Expected return on Plan Assets	55.69	47.28
Contributions	157.08	66.50
Benefit Paid	(187.05)	(35.03)
Actuarial Gain/(Loss) on Obligations	(49.39)	71.33
Fair value of Plan Assets at the end of the Year	669.86	693.53

(Rs. in Lacs)

Return on Plan Assets:	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Expected return on Plan Assets	55.69	47.28
Actuarial Gain/(Loss) on Assets for the period	(49.39)	71.33
Actual return on Plan Assets	6.30	118.61

(Rs. in Lacs)

Expenses on defined benefit Plan:	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Current service Cost	65.46	42.00
Net Interest Cost	59.09	43.48
(Expected return on Plan Assets)	(55.69)	(47.28)
Actuarial (Gain)/Loss	393.50	147.09
Expenses charged to the Statement of Profit & Loss	462.36	185.29



The actuarial calculations used to estimate defined commitments and expenses are based on the following assumption which if charged, would affect the defined commitment's size, funding requirements:

Particulars of Assumptions	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
Rate of discounting liabilities	7.79%	8.03%
Rate of return on plan assets	7.79%	8.03%
Expected salary increase rate	6.00%	6.00%
Attrition Rate	10.00%	10.00%

3. Related Party Disclosure (Accounting Standard (AS)-18):

a) Key Managerial Personnel, Executive Directors and Relatives

- ◆ Sh. Ram Gopal Agarwal, Chairman
- ◆ Sh. Mahendra Kumar Dhanuka, Managing Director
- ◆ Sh. Arun Kumar Dhanuka, Director
- ◆ Sh. Rahul Dhanuka, Director
- ◆ Sh. Mridul Dhanuka, Director
- ◆ Sh. Vinod Kumar Bansal, Chief Financial Officer
- ◆ Sh. Kapil Garg, Company Secretary

◆ Relatives of Sh. Ram Gopal Agarwal

- ◆ Smt. Urmila Dhanuka, Wife
- ◆ Sh. Rahul Dhanuka, Son
- ◆ Smt. Reema Khawala, Daughter
- ◆ Smt. Rashmi Gupta, Daughter
- ◆ Sh. Mahendra Kumar Dhanuka, Brother
- ◆ Sh. Satya Narain Agarwal, Brother
- ◆ Smt. Lalita Dhanuka, Brother's wife

◆ Relatives of Sh. Mahendra Kumar Dhanuka

- ◆ Smt. Uma Dhanuka, Wife
- ◆ Sh. Mridul Dhanuka, Son

- ◆ Sh. Harsh Dhanuka, Son
- ◆ Smt. Akangsha Dhanuka, Son's Wife

◆ Relatives of Sh. Arun Kumar Dhanuka

- ◆ Smt. Pushpa Dhanuka, Mother
- ◆ Smt. Mamta Dhanuka, Wife
- ◆ Sh. Arjun Dhanuka, Son
- ◆ Smt. Aastha Dhanuka, Son's Wife
- ◆ Smt. Megha Chripal, Daughter
- ◆ Smt. Varsha Goel, Daughter
- ◆ Sh. Manish Dhanuka, Brother
- ◆ Smt. Seema Dhanuka, Brother's Wife

◆ Relatives of Sh. Rahul Dhanuka

- ◆ Smt. Madhuri Dhanuka, Wife
- ◆ Ms. Shailja Dhanuka, Daughter
- ◆ Master Shashvat Dhanuka, Son

◆ Relatives of Sh. Mridul Dhanuka

- ◆ Smt. Megha Dhanuka, Wife
- ◆ Ms. Sahana Dhanuka, Daughter
- ◆ Ms. Tushti Dhanuka, Daughter

Companies, Firms & Trusts in which Key Management Personnel & their Relatives have Significant Influence:

- ◆ Hindon Mercantile Limited
- ◆ Exclusive Leasing and Finance Limited
- ◆ Dhanuka Laboratories Limited
- ◆ Sikkim Agro Industries Limited
- ◆ Golden Overseas Pvt. Limited
- ◆ M.D. Buildtech Pvt. Limited
- ◆ H.D. Realtors Pvt. Limited
- ◆ Dhanuka Infotech Pvt. Limited
- ◆ Dhanuka Pvt. Limited
- ◆ Otsuka Chemical (India) Pvt. Limited
- ◆ Dhanuka Agri-Solutions Pvt. Limited (Wholly Owned Subsidiary)
- ◆ Balaji Builders
- ◆ Shree Ram Enterprises



- ◆ Passion Alliance
- ◆ Dhanuka Marketing Company
- ◆ Chiranji Lal Dhanuka Charitable Trust
- ◆ Durga Prasad Dhanuka Charitable Trust
- ◆ Triveni Trust
- ◆ Pushpa Dhanuka Trust
- ◆ R G Agarwal Trust
- ◆ M K Dhanuka Trust
- ◆ A K Dhanuka Trust
- ◆ Manish Dhanuka Trust
- ◆ Mridul Trust
- ◆ Harsh Trust
- ◆ Sampad Developers
- ◆ IKO Overseas
- ◆ Synmedic Laboratories
- ◆ Synmedic Laboratories Ltd
- ◆ Ram Gopal Agarwal (HUF)
- ◆ Satya Narain Agarwal (HUF)
- ◆ Mahendra Kumar Dhanuka (HUF)
- ◆ Arun Kumar Dhanuka (HUF)
- ◆ Manish Dhanuka (HUF)
- ◆ Rahul Dhanuka (HUF)
- ◆ Mridul Dhanuka (HUF)
- ◆ Harsh Dhanuka (HUF)

b) Nature and Volume of Transactions:

(Rs. in Lacs)

S.No.	Particulars	Amount
i.	Remuneration: Sh. Ram Gopal Agarwal, Chairman • Sh. Mahendra Kumar Dhanuka, Managing Director • Sh. Arun Kumar Dhanuka, Director • Sh. Rahul Dhanuka, Director Sh. Mridul Dhanuka, Director Sh. Harsh Dhanuka Sh. Vinod Kumar Bansal, C.F.O.. Sh. Kapil Garg, Company Secretary (w.e.f. 09-02-16) Smt. Shubha Singh, Company Secretary (upto 06-11-15) (Note : The remuneration to the Key Managerial Personnel does not include the provisions made for Gratuity and Leave benefit as they are determined on an Actuarial basis for the Company as a whole)	340.59 333.87 307.65 295.87 210.85 38.30 57.25 1.68 10.38
ii.	C&F Commission: M/s Dhanuka Marketing Company	369.61
iii.	Office/Godown Rent: Mridul Dhanuka (HUF) Smt. Megha Dhanuka Smt. Akangsha Dhanuka Smt. Madhuri Dhanuka M/s Dhanuka Pvt. Ltd	20.67 18.62 17.10 9.39 49.96
iv.	Sale Transactions: M/s Dhanuka Laboratories Ltd.	47.25
v.	Purchases: M/s Dhanuka Laboratories Ltd.	169.21
vii.	Interest Paid: M/s Dhanuka Marketing Company	1.24
viii.	CSR Expenses : Chiranji Lal Dhanuka Charitable Trust	120.00



c) **Details of Unsecured Loans received and interest paid thereon from Directors and Companies in which Directors and their Relatives are substantially interested:**

(Rs. in Lacs)

S.No.	Name of Depositor	Opening Balance	Received During the Year	Paid/Debited during the Year	Interest Accrued	Figures as at the end of current reporting period
1	Sh. Mahendra Kumar Dhanuka	31.00	67.00	98.00	0.00	Nil
	Total	31.00	67.00	98.00	0.00	Nil

d) **Details of Rent received from Companies in which Directors and their Relatives are substantially interested:**

(Rs. in Lacs)

S.No.	Name of the Company	Amount
i	M/s Golden Overseas Pvt. Ltd.	0.24
ii	M/s Exclusive Leasing & Finance Ltd.	0.24
iii	M/s Hindon Mercantile Ltd.	0.24
iv	M/s Dhanuka Laboratories Ltd.	0.24
v	M/s Otsuka Chemical (India) Pvt. Ltd.	0.24
vi	M/s Sikkim Agro Industries Ltd.	0.24
vii	M/s IKO Overseas	0.24
viii	M/s Synmedic Laboratories	0.24
ix	M/s M.D. Buildtech Pvt. Ltd.	0.24
x	M/s H.D. Realtors Pvt. Ltd.	0.24
xi	M/s Dhanuka Infotech Pvt. Ltd.	0.24

4. Leases

- Lease rent paid for operating leases are recognized as an expense in the Statement of Profit and Loss in the year to which it relates.
- Future rent payable for operating and finance leases (As certified by Management) are as under:

(Rs. in Lacs)

Particulars	Figures as at the end of current reporting period
Not later than 1 year	566.01
Later than 1 year but not later than 5 years	1899.40
Later than 5 years	33.44
Amount Charged to Statement of Profit and Loss	562.43

Future lease rents and escalation in rent have been determined on the basis of agreed terms. At the expiry of the initial lease term, generally the Company has an option to extend the lease for a further pre determined period.



5. Derivative Instruments

The details in respect of outstanding foreign exchange option contracts are as under :

(Rs. in Lacs)

Particulars	Figures as at the end of current reporting period		Figures as at the end of previous reporting period	
	In USD	In INR	In USD	In INR
Outstanding Options	4.80	318.40	--	--

6. Corporate Social Responsibility (CSR) Activities

During the year, the company has incurred expenditure in accordance with Section 135 of the Companies Act, 2013 on the CSR activities as specified in Schedule VII to the Companies Act, 2013. The details are as under:

- (a) Gross amount required to be spent by the company during the year – Rs.216.37 Lacs
 (b) Amount spent during the year on :

(Rs. in Lacs)

S.No	Particulars	In Cash	Yet to be Paid in Cash	Total
(i)	Construction / acquisition of any asset	Nil	Nil	Nil
(ii)	On purposes other than (i) above	225.39	Nil	225.39

- (c) Short fall in amount spent on CSR activities (a-b) as referred above is Nil.

7. Segment information

The Company is engaged in the business of manufacturing and trading of various types of pesticides. The entire operations are governed by same set of risk and returns. Hence, the same has been considered as representing a single primary segment. The said treatment is in accordance with the guiding principles enunciated in the Accounting Standard – 17 on segment reporting.

8. Dues to Micro, Small and Medium Enterprises

Amount due to Micro, Small and Medium Enterprises outstanding as at 31.03.2016 was Rs.790.93 Lacs. There is no overdue amount outstanding and interest due thereon as at 31.03.2016.

9. Set up of new manufacturing unit at Keshwana, Rajasthan

The company has set up a new state of the art manufacturing unit at Keshwana, Rajasthan. The commercial production was started on 16-03-2016. The plant is fully operational with all quality parameters. The 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.



10. Foreign Currency Transactions details (Accrual Basis)

(Rs. in Lacs)

Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
a. C.I.F. Value of Imports:		
Raw Materials	8066.77	8382.66
b. Expenditure in Foreign Currency:		
Foreign Currency used for foreign travelling	11.88	11.63
Payments to subsidiary Company	--	3.04
c. Earning in Foreign Currency		
Export Sale	171.67	31.80
Reimbursement of Promotion/ Advertisement Exp.	382.11	--
Reimbursement of Data Generation (Testing)	23.62	17.13
Products Target Incentive	43.49	165.14

11. Value of Imports & Indigenous Raw Materials, Packing materials consumed and percentage of each to total consumption:

Sr. No.	Particulars	FY 2015-16 Value (Rs. in Lacs)	(%)	FY 2014-15 Value (Rs. in Lacs)	(%)
1.	Raw Materials:				
	Imported	9214.95	25.91	9932.61	26.89
	Indigenous	26350.12	74.09	26998.59	73.11
	Total	35565.07	100.00	36931.20	100.00
2.	Packing Materials :				
	Imported	-	-	-	-
	Indigenous	5963.09	100.00	5644.92	100.00
	Total	5963.09	100.00	5644.92	100.00



12. Additional Information relating to subsidiaries/ Associates/ Joint Ventures.

The Company has investment of Rs.0.09 Lacs in 100% Subsidiary Company - M/s Dhanuka Agri-Solutions Pvt. Ltd. incorporated on 17.07.2011 in Bangladesh. The Subsidiary Company has not carried out any business activities till 31.03.2016.

(Rs. in Lacs)

Name of the entity	Net Assets i.e. total assets minus total liabilities		Share in profit or loss	
	As a %age of consolidated net assets	Amount	As a %age of consolidated profit or loss	Amount
1	2	3	4	5
Subsidiaries :				
A. Foreign :				
1. Dhanuka Agri Solutions Pvt. Ltd, Bangladesh	NA	-3.18	NA	NA
Total	NA	-3.18	NA	NA

13. On 31.07.2015 the company was subjected to a search and seizure operation under section 132 of the Income Tax Act,1961. Notices under section 153A have been received to file fresh returns for A.Y. 2010-11 to A.Y. 2015-16. The assessment proceedings are under process for the above mentioned assessment years.
14. Depreciation for the year includes a sum of Rs 13.51 Lacs on account of additional depreciation on certain assets due to change in estimation of useful life of those assets.
15. Trade receivables/ customers are shown net of trade discounts and rate differences.
16. Trade receivables, Trade payables and advances are subject to confirmation and/ or reconciliations except those for which confirmations/ reconciliations already received.
17. Previous year's figures have been regrouped and rearranged wherever considered necessary.
18. All the figures have been shown in Lacs.

For DINESH MEHTA & CO.

Chartered Accountants

Firm Registration No.: 000220-N

For and on behalf of the Board of Directors

Sd/-
Anup Mehta
Partner

Sd/-
Kapil Garg
Company Secretary

Sd/-
V.K. Bansal
C.F.O.

Sd/-
M.K. Dhanuka
Managing Director
DIN: 00628039

Sd/-
Rahul Dhanuka
Executive Director
DIN: 00150140

Membership No.: 93133

Place: Gurgaon (Haryana)

Dated: 24th May, 2016

conserving the seeds for Future

Dhanuka Agritech is committed to grow in a socially and environmentally responsible way, while meeting the interests of its major stakeholders.

Community Welfare project Includes:

- Seminars and workshops on effective adaption of farming techniques
- Symposium bringing together scientists, trainers, marketers and farmers for technology transfer
- Public - Private Partnership programs for soil & water testing, seed treatment and advisory services
- Provision of educational facilities & scholarships for students
- Generating mass awareness on water conservation projects - funding construction of Check Dams
- Natural calamity relief camps and others





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Phone : +91-7230999980
E-mail : keshwana@dhanuka.com

Sales Offices/Godowns

Ahmedabad, Akola, Anantapur, Bargarh, Bengaluru, Bellary, Cuttack, Davangere, Delhi, Ghaziabad, Gulbarga, Guwahati, Guntur, Gurgaon, Hissar, Hubli, Hyderabad, Indore, Jaipur, Jabalpur, Kanchipuram, Karnal, Khammam, Kichha, Kolkata, Kurnool, Lucknow, Ludhiana, Madurai, Nagpur, Nandyal, Nellore, Nashik, Nizamabad, Patna, Pune, Ranchi, Raipur, Ravulapalem, Salem, Siliguri, Sindhanur, Sohna, Sopore, Sriganaganagar, Thrissur, Trichy, Vijawada and Warangal

DISCLAIMER

In this Annual Report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated 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 assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.