



AN ISO 9001 : 2008 COMPANY

Dhanuka Agritech Limited

Ref. No.: DAL:SD:2015:

02.12.2015

The National Stock Exchange of India Ltd.

Exchange Plaza

Plot No. C/1, G Block

Bandra - Kurla Complex

Bandra (E), Mumbai - 400 051

Sub: Intimation regarding approval of the Stand-alone & Consolidated Audited Financial Statements for the FY 2014-15 after giving effect to the Comprehensive Scheme of Amalgamation

Dear Sir,

With reference to the captioned subject, we would like to inform you that the Board of Directors of the Company have met today i.e. on 2nd day of December, 2015 for consideration of various items including the Stand-alone & Consolidated Audited Financial Statements for the FY 2014-15 after giving effect to the Comprehensive Scheme of Amalgamation of 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, as approved by the Hon'ble Delhi High Court on 6th November, 2015 and the following has been considered and approved.

1. Book Closure for the purpose of payment of Final Dividend and Annual General Meeting:

The Board of Directors approved the closure of the Register of Members and Share Transfer Books of the Company, which shall remain closed from 28th December, 2015 to 29th December, 2015 (both days inclusive) for the purpose of payment of Dividend and for Annual General Meeting of the Company.

2. Annual General Meeting details:

The Board of Directors also decided the date, time and venue for the 30th Annual General Meeting of the Members of the Company which will be held at Shri Purushottam Hindi Bhawan, 11, Vishnu Digambar Marg (Rouse Avenue), New Delhi - 110 002 on **Tuesday, the 29th day of December, 2015 at 11:00 A.M.**

3. Approval of the Stand-alone & Consolidated Audited Financial Statements for the FY 2014-15:

The Board of Directors has approved the Stand-alone & Consolidated Audited Financial Statements for the FY 2014-15 after giving effect to the Comprehensive Scheme of Amalgamation and the key figures are as under:

Particulars	(Rs. in lakhs)	
	For the FY ended 31.03.2015	For the FY ended 31.03.2014
Gross Turnover	86,738.45	82,905.42
Profit before Depreciation & Taxation (PBDT)	13,523.89	12,117.48



Dhanuka Agritech Limited
Regd. Office: 82, Abhinash Mansion
1st Floor, Joshi Road,
Karol Bagh, New Delhi-110005

Corporate Office : 14th Floor, Building 5A, Cyber City, DLF Phase-III, Gurgaon-122002, Haryana, (India),
Board : +91-124- 3838 500, Fax : +91-124- 3838 888, E-mail : headoffice@dhanuka.com, Website : www.dhanuka.com
Regd. Office : ~~Dhanuka House, 881-882, Joshi Road, Karol Bagh, New Delhi - 110005 (India), P: +91 11 64656800-802~~

CIN: L24219DL1985PLC020126



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Deductions:		
Depreciation	585.59	483.86
Provision for Taxation	2,330.04	2,320.09
Profit after Tax (PAT)	10,608.27	9,313.53
Balance of Statement of Profit & Loss of Previous Year	25,108.59	19,083.02
Amount available for Appropriations	35,716.86	28,396.55
Appropriations:		
• Transfer to General Reserve	1,063.00	932.00
• Final Dividend (Proposed)	2,250.88	1,000.39
• Interim Dividend (Paid)	NIL	1,000.39
• Dividend Tax (both Interim and Final)	458.23	340.04
• Surplus carried to Balance Sheet	31,944.77	25,123.73

4. Approval of Audited Stand-alone & Consolidated Financial Results for the Financial Year ended 31st March, 2015 after giving effect to the Comprehensive Scheme of Amalgamation as per Clause 41 of the Listing Agreement entered into by the Company with the Stock Exchanges:

A copy of Audited Stand-alone & Consolidated Financial Results of the Company for the Financial Year ended on 31st March, 2015, duly approved by the Board of Directors in their meeting held on 2nd day of December, 2015, is enclosed herewith.

5. Approval of allotment of 3,64,92,240 (Three Crores Sixty Four Lakhs Ninety Two Thousand Two Hundred and Forty) Equity Shares of Rs. 2/- each to the respective Shareholders of Transferor Companies pursuant to the provisions of the Comprehensive Scheme of Amalgamation of A.M. Bros. Fintrade Private Limited & Dhanuka Finvest Private Limited with Dhanuka Agritech Limited, as approved by the Hon'ble High court of Delhi and same number of Equity shares will be extinguished as crossholding.

This is for your kind information and records please.

Thanking you,
Yours faithfully,
For Dhanuka Agritech Ltd.

M.K.Dhanuka
Managing Director



Encl: A/a

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AUDITED FINANCIAL RESULTS FOR THE YEAR ENDED 31ST MARCH, 2015

(Rs. in Lacs)

PART I		Standalone and Consolidated	
Particulars		Year ended 31.03.2015	Previous year ended 31.03.2014
		(Audited)	(Audited)
1 Income from operations			
a) Net sales/Income from operation (Net of excise duty)		78,507.58	73,841.01
b) Other operating income		512.90	105.35
Total income from operation (net)		79,020.47	73,946.36
2 Expenses			
a) Cost of materials consumed		42,576.12	48,010.57
b) Purchase of traded goods		4,362.40	3,272.52
c) Changes in inventories of finished goods, work-in progress and traded goods		2,269.05	(5,313.08)
d) Employee benefit expenses		6,476.03	5,801.72
e) Depreciation and amortisation expenses		585.59	483.86
f) Other expenses		9,652.70	10,013.55
Total Expenses		65,921.89	62,269.14
3 Profit/(loss) from operation before other income, finance costs and exceptional item (1-2)		13,098.58	11,677.22
4 Other income		99.69	373.20
5 Profit/(loss) from ordinary activities before finance costs and exceptional items (3+4)		13,198.27	12,050.42
6 Finance cost		259.97	416.80
7 Profit/(loss) from ordinary activities after finance costs but before exceptional items (5-6)		12,938.30	11,633.62
8 Exceptional items		-	-
9 Profit/(loss) from ordinary activities before tax (7-8)		12,938.30	11,633.62
10 Tax expenses		2,330.04	2,320.09
11 Net profit/(loss) from ordinary activities after tax (9-10)		10,608.26	9,313.53
12 Paid-up equity share capital [Face value of Rs.2 per share]		270.55	1,000.39
13 Reserves excluding Revaluation Reserves		40,228.26	32,249.18
14 Basic EPS (Rs.)		25.86	18.62
14 Diluted EPS (Rs.)		21.21	18.62

PART-II		
A. Particulars of Shareholdings		
1. Public Shareholding		
- No of Shares	12510325	12510325
- Percentage of Shareholding	25.01%	25.01%
2. Promoters and Promoter Group Shareholding		
(a) Pledged/Encumbered		
- No of Shares	-	-
-Percentage of Shares as % of total shareholding of Promoters and Promoter group	-	-
-Percentage of Shares as % of total share Capital of the Company.	-	-
(b) Non-encumbered		
- No of Shares	37509175	37509175
-Percentage of Shares as % of total shareholding of Promoters and Promoter group	100.00%	100.00%
-Percentage of Shares as % of total share Capital of the Company.	74.99%	74.99%
Particulars	Three months ended 31.03.2015	
B. Investors' Complaints :		
Pending at the beginning of the quarter	NIL	
Received during the quarter	6	
Disposed of during the quarter	6	
Remaining unresolved at the end of the quarter	NIL	

Notes:

- The above Audited Financial Results for the FY2014-15 were reviewed by the Audit Committee and thereafter approved and taken on record by the Board of Directors in their Meeting held on 02nd December, 2015.
- Scheme of Amalgamation of M/s A.M. Bros. Fintrade Pvt. Ltd. and M/s Dhanuka Finvest Pvt Ltd with the company was approved by the Hon'ble High Court of Delhi vide its order dated 06th November, 2015 (Pronouncement date). The Scheme became effective on 01-12-15, being the date of filing of the Court Orders with the ROC. Since the Scheme is operative from the Appointed Date, 01-01-2015, it has been given effect to in the present accounts.

The paid up share capital of the company as on 31-03-15 has been reduced on cancellation of 3,64,92,240 equity shares of Rs.2/- each in pursuant to the scheme of amalgamation. The allotment of same number of shares to the respective shareholders of the Transferred Companies has been approved in the meeting of Board of Directors held on 02nd December, 2015.

Dhanuka Agritech Limited

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- 4 The Board of Directors have recommended final dividend of 225% i.e. Rs.4.50 per equity share for the financial year 2014-15.
- 5 The demand for Company's products depend on monsoon, pest infestation and crop patterns. Hence there may be variation in the results from one period to another period.
- 6 Segment Reporting as defined in Accounting Standard 17 is not applicable to the Company.
- 7 Pursuant to the Accounting Standard (AS-22) - "Accounting for taxes on income" issued by the Institute of Chartered Accountants of India, provision for deferred taxation has been made in the Accounts.
- 8 Dhanuka Agri-Solutions Pvt. Ltd., wholly owned Subsidiary of Dhanuka Agritech Ltd. was incorporated on 17th July, 2011 and operations have not yet started.
- 9 Previous year's figures have been re-grouped and re-arranged wherever considered necessary.
- 10 The shareholding pattern has been given after giving effect of the cancellation as well as issue and allotment of 3,64,92,240 equity shares pursuant to the scheme of amalgamation.
- 11 The Result can also be viewed at our website www.dhanuka.com and on the websites of BSE & NSE where the Company's Shares are listed i.e. at www.bseindia.com, www.nseindia.com respectively. Investors can email their queries to investors@dhanuka.com

12 Statement of Assets & Liabilities

(Rs. in Lacs)

Particulars		Standalone		Consolidated	
		As at	As at	As at	As at
A. Equity and Liabilities		31.03.15	31.03.14	31.03.15	31.03.14
1. Shareholders' Fund					
a. Share Capital*		270.55	1,000.39	270.55	1,000.39
b. Reserves & Surplus		40,228.26	32,249.18	40,228.26	32,249.18
Sub-total		40,498.81	33,249.57	40,498.81	33,249.57
Shares to be issued pursuant to scheme of amalgamation*		729.84	-	729.84	-
2. Non Current Liabilities					
a. Other Long Term Liabilities		1,695.34	1,534.38	1,695.34	1,534.38
b. Deferred Tax Liabilities (net)		342.11	363.69	342.11	363.69
c. Long Term Provisions		42.38	-	42.38	-
Sub-total		2,079.83	1,898.07	2,079.83	1,898.07
3. Current Liabilities					
a. Short Term Borrowings		1,611.02	3,941.12	1,611.02	3,941.12
b. Trade Payables		6,224.59	4,815.79	6,224.59	4,815.79
c. Other Current Liabilities		5,177.64	6,348.75	5,177.68	6,348.79
d. Short Term Provision		3,075.57	1,476.65	3,075.57	1,476.65
Sub-total		16,088.82	16,582.31	16,088.86	16,582.35
Total Equity and Liabilities		59,397.31	51,729.95	59,397.35	51,729.99
B. Assets					
1. Non Current Assets					
a. Fixed Assets		10,864.12	8,932.22	10,864.12	8,932.22
b. Non Current Investments		514.84	100.13	514.75	100.04
c. Long Term Loan and Advances		3,025.91	2,005.98	3,029.23	2,007.00
d. Other Non Current Assets		31.35	25.71	31.35	25.71
Sub-total		14,436.21	11,064.04	14,439.45	11,064.97
2. Current Assets					
a. Current Investments		4,180.59	-	4,180.59	-
b. Inventories		19,165.69	21,132.96	19,165.69	21,132.96
c. Trade Receivables		19,386.06	17,033.06	19,386.06	17,033.06
d. Cash and Bank Balances		385.19	228.59	387.11	229.77
e. Short Term Loans and Advances		1,658.29	1,922.96	1,653.19	1,920.89
f. Other Current Assets		185.27	348.34	185.27	348.34
Sub-total		44,961.10	40,665.91	44,957.90	40,665.02
Total Assets		59,397.31	51,729.95	59,397.35	51,729.99

* Refer note 3 above.

Dhanuka Agritech Limited
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For Dhanuka Agritech Ltd.

(Signature)
 (M.K. Dhanuka)
 Managing Director

Place : Gurgaon (Haryana)
 Dated: 02nd December, 2015

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