



September 17, 2024

**Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G. Block,
Bandra- Kurla Complex,
Bandra East, Mumbai-400 051**

**The Department of Corporate Services-
Listing
The BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001**

Symbol- DHANUKA

Scrip Code: 507717

Dear Sir/Madam,

Sub: Buyback of Equity Shares - Completion of extinguishment/destruction of a total of 5,00,000 Equity Shares

Pursuant to the Public Announcement dated August 05, 2024 (the "Public Announcement") and the Letter of Offer dated August 20, 2024 (the "Letter of Offer"), the Tendering Period for the Buyback opened on August 22, 2024 and closed on August 28, 2024.

Pursuant to Regulation 24 (iv) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "SEBI Buyback Regulations"), the following are the details of the Equity Shares bought back by the Company during the Tendering Period and extinguished/destroyed:

Equity share capital before the said extinguishment (Number of Equity Shares)	Number of Equity Shares extinguished/ destroyed	Equity share capital after the said extinguishment (Number of Equity Shares)
4,55,78,324	5,00,000	4,50,78,324

The terms used but not defined in this letter shall have the same meanings as assigned in the Public Announcement and the Letter of Offer.

Pursuant to Regulation 11(iv) of the SEBI Buyback Regulations, we also enclose a certified true copy of the certificate dated September 17, 2024 relating to the above extinguishment of 5,00,000 Equity Shares.

This is for your information and records.

Yours faithfully,
for Dhanuka Agritech Limited

JITIN
SADANA

Digitally signed
by JITIN SADANA
Date: 2024.09.17
14:26:35 +05'30'

**Jitin Sadana
Company Secretary and Compliance Officer
F-7612**

Registered & Corporate Office: Global Gateway Towers, Near Guru Dronacharya Metro Station,
MG Road, Gurugram-122002, Haryana

Tel: +91-124-434-5000, Email: headoffice@dhanuka.com, Website: www.dhanuka.com

CIN: L24219HR1985PLC122802

Annexure A

The shareholding pattern of the Company, pre and post Buyback, is as under:

Category of Shareholders	Pre Buyback Shareholding Pattern (as on August 16, 2024)		Post Buyback Shareholding Pattern *	
	No. of Shares	% Holding	No. of Shares	% Holding
Promoters Shareholding				
Indian	3,19,88,876	70.18	3,16,85,934	70.29%
Foreign	-	-	-	-
Sub Total (A)	3,19,88,876	70.18	3,16,85,934	70.29%
Public Shareholding				
Institutions				
Mutual Funds / UTI	71,90,125	15.78		
Financial Institutions / Banks	-	-		
Insurance Companies	15,64,794	3.43		
Alternative Investment Funds	-	-		
FII / FPI	6,83,706	1.50	1,33,92,390	29.71%
Others	17	0.00		
Non Institutions				
Resident Individuals	31,86,438	6.99		
Bodies Corporate	4,81,102	1.06		
Others	4,83,266	1.06		
Sub Total (B)	1,35,89,448	29.82	1,33,92,390	29.71%
Grand Total (A)+(B)	4,55,78,324	100.00	4,50,78,324	100.00

*Post Extinguishment as on September 13, 2024

RANJEET PANDEY & ASSOCIATES

Company Secretaries

Audit Report on Certificate of Extinguishment of Equity Shares Bought-back by Dhanuka Agritech Limited

To,
The Board of Directors
Dhanuka Agritech Limited
Global Gateway Towers,
MG Road, Near Guru Dronacharya Metro Station,
Gurugram - 122 002,
Haryana, India

Sub.: Secretarial Auditor's certificate with respect to extinguishment of 5,00,000 equity shares of the face value of Rs. 2/- each ("equity shares") bought back by Dhanuka Agritech Limited in compliance with the requirements of Regulation 11 of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended.

1. This certificate is issued in accordance with the terms of our engagement letter dated August 01, 2024.
2. We have been engaged by Dhanuka Agritech Limited ("**the Company**") for the purpose of issuing this certificate, and have verified the particulars contained in the attached "Certificate of Extinguishment of Equity Shares bought-back by Dhanuka Agritech Limited" ("the Statement"), prepared by the Company and confirmation received from Registrar to the Buyback - Bigshare Services Private Limited and Company's Registrar and Transfer agent - Abhipra Capital Ltd.
3. The Company has bought-back 5,00,000 Equity Shares of the face value of Rs. 2/- each. In connection with the aforesaid, we have been requested by the Management of the Company to provide a certificate for submission to the Security and Exchange Board of India ("SEBI") in compliance with Regulation 11 of the SEBI (Buy back of Securities) Regulations, 2018 ("Regulations") as amended.

Management's Responsibility

4. The Management of the Company is responsible for the preparation of the said Statement and the maintenance of all accounting and other relevant records and documents including obtaining confirmation from National Services Depository Limited ("NSDL") for extinguishment of 5,00,000 Equity shares in dematerialized form.
5. The Management is also responsible for ensuring that the Company complies with the requirements of the Regulations and the Companies Act, 2013 in relation to the buyback of Equity Shares and for providing all the information to SEBI. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Statement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

Auditor's Responsibility:

6. Our responsibility, for the purpose of this certificate, is limited to certifying the particulars contained in the Statement on the basis of verification of relevant records and documents maintained and obtained by the Company and furnished for the purpose.

7. We have performed the following procedures on the Statement:

- a) We have obtained the Transaction Statement of the Company's depository account number 10931998, opened and maintained by the Company with Eureka Stock & Share Broking Services Limited, inter-alia, giving the details of equity shares bought-back through the tender offer process using stock exchange mechanism and the corresponding extinguishment done by National Securities Depository Limited ("NSDL") on September 11, 2024.
- b) We have relied on the management's representations that the Company has used only one depository account i.e. 10931998 for buy-back of the equity shares.
- c) We noted that number of shares bought-back and number of shares extinguished are equal.
- d) We received from the Company, a letter no. II/CA/COM/76906/2024 dated September 11, 2024 issued by NSDL for extinguishment of the equity shares of the Company bought-back under the buy-back offer. We relied on the letter as made available by the Company and have performed no independent procedures in this regard.
- e) Performed necessary inquiries with the management and obtained necessary representations from the management.

Opinion

On the basis of our verification as stated above and according to the information, explanation and representations provided to us by the Management of the Company, we certify that nothing has come to our attention that causes us to believe that the equity shares bought-back under the Buy-back offer, aggregating to 5,00,000 (Five Lakhs) have not been extinguished

Restriction on Use

This Certificate is issued in connection with the extinguishment of Equity Shares bought-back in accordance with the aforementioned Regulations and for the sole use of the Board of Directors, to whom it is addressed, and for the managers for submission to SEBI and the stock exchanges, where the equity shares of the Company are listed, pursuant to the Regulations and should not be used for any other purpose without our prior written permission. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other person to whom this Certificate is shown or into whose hands it may come without prior consent in writing.

<p>Place: New Delhi Date: 17.09.2024</p>	<p style="text-align: right;">FOR RANJEET PANDEY & ASSOCIATES COMPANY SECRETARIES</p> <p style="text-align: right;">Ranjeet Pandey</p> <p style="text-align: right;"><small>Digitally signed by Ranjeet Pandey Date: 2024.09.17 16:40:01 +05'30'</small></p> <p style="text-align: right;">CS RANJEET PANDEY FCS- 5922, CP No.- 6087 UDIN- F005922F001236558 PR No:-1912/2022</p>
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Encl. Certificate of Extinguishment of Equity Shares bought-back by Dhanuka Agritech Limited

**CERTIFICATE OF EXTINGUISHMENT OF EQUITY SHARES BOUGHT BACK BY
DHANUKA AGRITECH LIMITED (the “Company”)**

This certificate is being issued in compliance with the requirements of Regulation 11 of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, (“Buyback Regulations”) as amended from time to time.

Pursuant to the Public Announcement dated August 05, 2024, and Letter of Offer dated August 20, 2024, the tendering period for the Buyback of fully paid-up Equity shares of the Company having face value of Rs. 2/- (Rupee Two Only) each (the “Equity Shares”) from its eligible shareholders as on August 16, 2024 commenced from August 22, 2024 to August 28, 2024 (both days inclusive), on a proportionate basis by the way of the tender offer route as prescribed under the Buyback Regulations, through the stock exchange mechanism.

The following are the details of the Equity Shares bought back by the Company during the said tendering period and extinguished/destroyed on September 11, 2024.

Details of Equity Shares bought back by the Company are as follows:

A) Particulars of extinguishment of Equity shares bought back in Dematerialised Form:

Name of the Depository	Date of Extinguishment	DP Name and DP ID	Company’s A/C Number	No. of Equity Shares
National Securities Depository Limited (NSDL)	September 11, 2024	Eureka Stock & Share Broking Services Limited (IN302105)	10931998	5,00,000
Total (A)				5,00,000

B) The Equity Shares extinguished in physical form are as under: No Equity Shares in physical form are extinguished.

C) The total Equity Shares extinguished/destroyed in dematerialised form and physical form are as under: -

Total Number of Equity Shares Extinguished/ Destroyed (A + B)	5,00,000
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It is certified that the above Equity Shares of the Company, being in dematerialised form were extinguished in compliance with, and in accordance with the provisions of Regulation 11 of the Buyback Regulations, as amended from time to time.

For Dhanuka Agritech Limited	
<p>MAHENDR A KUMAR DHANUKA</p> <p>Digitally signed by MAHENDRA KUMAR DHANUKA Date: 2024.09.17 16:12:43 +05'30'</p> <p>Mr. Mahendra Kumar Dhanuka Chairman (DIN: 00628039)</p>	<p>RAHUL DHANUKA</p> <p>Digitally signed by RAHUL DHANUKA Date: 2024.09.17 16:23:42 +05'30'</p> <p>Mr. Rahul Dhanuka Managing Director (DIN: 00150140)</p>
Secretarial Auditor of the company	Registrar to the Buyback
<p>Ranjeet Pandey & Associates Company Secretaries</p> <p>Ranjeet Pandey</p> <p>Digitally signed by Ranjeet Pandey Date: 2024.09.17 16:47:54 +05'30'</p> <p>Ranjeet Pandey FCS-5922, CP No- 6087</p>	<p>For Bigshare Services Private Limited (Registrar to the Buyback)</p> <p>JIBU THANKACHAN JOHN</p> <p>Digitally signed by JIBU THANKACHAN JOHN Date: 2024.09.17 16:08:16 +05'30'</p> <p>Jibu John Designation: General Manager</p>
Registrar and Transfer Agent to the Company	
<p>For Abhipra Capital Ltd</p> <p>ABHINAV AGGARWAL</p> <p>Digitally signed by ABHINAV AGGARWAL Date: 2024.09.17 15:57:55 +05'30'</p> <p>Abhinav Agarwal Designation: Director</p>	

Enclosed: Corporate Action Certificate dated September 11, 2024 received from National Securities Depository Limited (“NSDL”) and Confirmation Letter received from Central Depository Services (India) Limited (“CDSL”) dated September 16, 2024.

Ref : II/CA/COM/76906/2024

September 11, 2024

Mr. Jitin Sadana
Company Secretary and Compliance Officer
Dhanuka Agritech Limited
Global Gateway Towers Near Guru Dronacharya Metro Station
MG Road
Gurgaon - 122002

Sub : Buy-back (tender offer)

Dear Sir,

As per the corporate action(s) executed by your R&T Agent/Registry Division viz; Abhipra Capital Limited , Equity Shares were credited/debited to the account(s) in the NSDL system, details of which are given below :

<i>ISIN</i>	<i>ISIN Description</i>	<i>D/C</i>	<i>Records</i>	<i>Quantity</i>	<i>Execution Date</i>
INE435G01025	DHANUKA AGRITECH LIMITED EQ NEW F.V. RS.2/-	Debit	1	500,000.000	11/Sep/2024

You may contact your R&T Agent/ Registry Division for further details in this regard.

Yours faithfully,

Rakesh Mehta
Vice President

Digitally Signed By
Name: RAKESH M MEHTA
Date:11/09/2024 11:20:10
Reason: Authentication
Location: NSDL,Mumbai



Central Depository Services (India) Limited



CDSL/OPS/RM/2023-24/25274

16-September-2024

The Company Secretary
DHANUKA AGRITECH LIMITED
14TH FLOOR, TOWER A
BUILDING NO 5, PHASE III
DLF CYBER CITY
GURGOAN 122002

Dear Sir,

Sub: Buyback of Equity Shares (ISIN INE435G01025).

With reference to the captioned subject, this is to inform you that we have noted that the company has bought back 500000 Equity Shares. The Capital of the company after this buyback as recorded with CDSL is Rs. 9,01,56,648 /-. (4,50,78,324 Equity Shares of Rs.2/- each)

If you require any clarifications in this regard please feel free to call the undersigned on 022-2305 8680 or Ms. Richa Mehta on 022-2305 8685 or email at nilesht@cdslindia.com ; richam@cdslindia.com

Thanking you.

Yours sincerely,

For Central Depository Services (India) Limited

NILESH

ABA

TAWDE

Digitally signed
by NILESH ABA
TAWDE
Date: 2024.09.16
17:41:29 +05'30'

Nilesh Tawde

Manager – Operations

Cc to: The General Manager – Listing – BSE.
The Asst. Vice President – Listing – NSE.