

Date: 18th February, 2019

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

BSE Limited
Exchange Plaza,
Phiroze Jejeebhoy Towers,
Dalal Street, Mumbai-400 001

Ref: Symbol- DHANUKA

Scrip Code: 507717

Sub: Extinguishment of equity shares in connection with Buy-back of 15,00,000 Equity Shares of Rs. 2/- each of Dhanuka Agritech Limited ("the Company")

Dear Sirs,

In accordance with the provisions of Regulation 11 and 24(iv) of the SEBI (Buy-Back of Securities) Regulations, 2018 ("Buy-Back Regulations"), we would like to inform that the Company has extinguished 15,00,000 fully paid up equity shares of Rs. 2/- each in dematerialized form and Nil fully paid equity shares of Rs. 2/- each in physical form consequent to conclusion of Buy-back of 15,00,000 equity shares of the Company.

The Pre and Post Buy-Back Shareholding structure of the Company is as below:

S. No.	Particulars	Pre Buy-Back		Post Buy-Back	
		No. of Equity Shares	Amount (Rs. Lakhs)	No. of Equity Shares	Amount (Rs. Lakhs)
1.	Authorised Share Capital				
	14,21,00,000 Equity Shares of Rs. 2 each	14,21,00,000	2,842.00	14,21,00,000	2,842.00
	5,80,000 Redeemable Non-Cumulative Preference Shares of Rs. 10 each	5,80,000	58.00	5,80,000	58.00
2.	Issued, Subscribed and Paid-up Share Capital	4,90,78,324	981.57	4,75,78,324	951.57

The Pre and Post Buy-Back Shareholding Pattern of the Company is as below:

- 1.1. The shareholding pattern of the Company Pre-Buy-Back as on the Record date (January 02, 2019) and Post Buy-Back, is as under:



Particulars	Pre-Buy-back*		Post Buy-back	
	No. of Equity Shares	% to the existing equity share capital	No. of Equity Shares	% to post Buy-back equity share Capital
Promoters and persons acting in concert	3,68,08,743	75.00	3,58,06,727	75.26
Foreign Investors (including Non Resident Indians, FIIs, FPIs and Foreign Mutual Funds)	11,22,981	2.29	1,17,71,597	24.74
Financial Institutions/ Banks, Mutual Funds, Insurance Companies, Alternate Investments Funds and NBFCs	53,45,487	10.89		
Other (public, public bodies corporate etc.)	58,01,113	11.82		
Total	4,90,78,324	100.00	4,75,78,324	100.00

* As on record date

We enclose the following in connection with the above:

- a. Auditors Certificate dated February 18, 2019 relating to the extinguishment of 15,00,000 Equity Shares of M/s. Dhanuka Agritech Limited in accordance with the provisions of Regulation 11(iii) of the SEBI (Buy-Back of Securities) Regulations, 2018;
- b. Debit confirmation on extinguishment of 15,00,000 demat shares from Central Depository Services (India) Limited.

This is for your information and record please.

Thanking you,
For **DHANUKA AGRITECH LIMITED**



JYOTI VERMA
COMPANY SECRETARY
FCS-7210



To,
The Board of Directors
Dhanuka Agritech Limited
82, Abhinash Mansion, 1st Floor
Joshi Road, Karol Bagh
New Delhi-110005

SUB: STATUTORY AUDITORS' CERTIFICATE WITH RESPECT TO EXTINGUISHMENT OF 15,00,000 EQUITY SHARES OF RS. 2/- EACH ("EQUITY SHARES") BOUGHT BACK BY DHANUKA AGRITECH LIMITED ("THE COMPANY")

1. This certificate is issued in accordance with the terms of our engagement letter dated 12th February 2019.
2. We, S.S. Kothari Mehta & Co., Chartered Accountants (Firm Registration No. 000756N), the Statutory Auditors of Dhanuka Agritech Limited ("the Company"), having its Registered Office at 82, Abhinash Mansion, 1st Floor, Joshi Road, Karol Bagh, New Delhi-110005 for the purpose of issuing this certificate 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 confirmed by the Company's Registrar and Transfer Agent – Abhipra Capital Limited.
3. We have been informed by the Company that 15,00,000 equity shares of Rs.2 each have been bought back during the period January 25, 2019 to February 07, 2019.
4. In connection with the aforesaid, we have been requested by the Management of the Company to provide a certificate for submission to the Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE").

Management's Responsibility for the Statement

5. The Management of the Company is responsible for ensuring that the Company complies with the requirements of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018, Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 (the "Regulations"), the Companies (Share Capital and Debentures) Rules, 2014 and the Companies Act, 2013, as amended, in relation to buy back of equity shares and for providing all the information to the Securities Exchange Board of India ("SEBI").



6. The Management of the Company is responsible for the preparation of the said statement and maintenance of relevant records and documents including obtaining confirmation from Central Depository Services (India) Limited ("CDSL") for extinguishment of 15,00,000 equity shares in dematerialised form and obtaining confirmation from Registrar & Transfer Agent for extinguishment of NIL equity shares in physical form. The responsibility of the Management of the Company also includes the preparation and maintenance of all accounting and other relevant supporting records and documents, including the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement.

Auditors' Responsibility

7. 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 obtained and maintained by the Company and furnished to us for the purpose and ensuring that the extinguishment of Equity Shares is in compliance with the provisions of sub-regulations (i) & (ii) of Regulation 11 of the Securities and Exchange Board of India (Buy Back of Securities), Regulations, 2018, Securities and Exchange Board of India (Depository and Participants) Regulations, 2018 and the bye laws framed thereunder.
8. We conducted our verification of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes and Standards on Auditing issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

10. On the basis of our verification, as stated above and according to the information, explanations and representations provided to us by the Management of the Company, we certify that the particulars furnished by the Company in the said Statement, are in agreement with the relevant records and documents maintained by the Company as on the date of the certificate and the extinguishment is in compliance and in accordance with the provisions of sub-regulations (i) & (ii) of Regulation 11 of the Securities and Exchange Board of India (Buy Back of Securities), Regulations, 2018, Securities and Exchange Board of India (Depository and Participants) Regulations, 2018 and the bye laws framed thereunder.



Restriction on use

11. This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of submission to SEBI and Stock Exchanges in India pursuant to the Regulation and should not be used for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For S.S Kothari Mehta & Co.

Chartered Accountants

Firm Registration Number: 000756N

Yogesh K Gupta

Partner

Membership No.: 093214

UDIN-19093214AAAAAC8413

Place- New Delhi

Date- February 18, 2019



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

The Certificate is being issued in compliance with the requirement of Regulation 11 and 24(iv) of the SEBI (Buy-Back of Securities) Regulations, 2018 (Buy-Back Regulations).

Pursuant to the Public Announcement dated December 20, 2018 and the Letter of Offer dated January 17, 2019, the Company bought back 15,00,000 equity of Rs. 2/- each fully paid up from its shareholders holding share in on January 02, 2019 i.e. the Record Date, through tender offer method at a price of Rs. 550/- per equity share. The Buy-back opened on January 25, 2019 and closed on February 07, 2019.

The following are the details of equity shares accepted under the Buy-Back offer made by the Company and consequently extinguished.

A. SHARE IN DEMATERIALIZED FROM


Name of the Depository	DP Name and DP ID	Client ID	Date of Extinguishment	Number of equity shares extinguished
Central Depository Services (India) Limited	Emkay Global Financial Services Limited DP ID: 11023000	01213474	February 16, 2019	15,00,000

B. SHARE IN PHYSICAL FORM: NIL


C. TOTAL NUMBER OF EQUITY SHARES EXTINGUISHED (A+B): 15,00,000

It is certified that above equity shares of the Company were extinguished in compliance with and according to the provisions of the Companies Act, 2013 and the Rules made thereunder, Regulation 11 of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 and Securities and Exchange Board of India (Depository and Participants) Regulations, 2018 and the bye laws framed thereunder and other applicable provisions.

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


Mahendra Kumar Dhanuka
Managing Director
DIN: 00628039


Mridul Dhanuka
Whole Time Director
DIN: 00199411


Jyoti Verma
Company Secretary
Membership No.: FCS 7210

For S.S. Kothari Mehta &
Chartered Accountants
Firm Registration Number: 000750



Yogesh K Gupta
Partner
Membership No.: 093214



For Abhijna Capital Limited
Registrar and Transfer Agent


Jeewat Rai
Authorized Signatory

Date: 18th February, 2019


VOTIN: 19093214 AAAA C 8413



Central Depository Services (India) Limited



February 16, 2019

CDSL/OPS/IPO-CA/2018-19/CA-346119.003

The Company Secretary,
Dhanuka Agritech Limited
14th Floor, Tower A
Building No 5, Phase Iii
Df Cyber City Gurgaon, Haryana,
India - 122002

Dear Sir,

Sub:- Buyback

This is to inform you that the file uploaded by you / your RTA for the above-mentioned purpose, has been successfully processed at **Central Depository Services (India) Limited**. The details of the same are as follows:

CA Seq. No.	ISIN	Type Of Security	Date Effected	No. of Records	No. of Securities
346119.003	Debit ISIN INE435G01025	Dhanuka Agritech Limited-New Equity Shares Of Rs. 2/- After Sub-Division	15-Feb-2019	1	1500000

Thanking you,

Yours faithfully,
For **Central Depository Services (India) Limited**

Vinifer T Kodia
Sr. Manager – Operations

c.c. Abhipra Capital Limited

Certified to be true Copy

Digitally signed by Vinifer Tehmtan Kodia
Date: 2019.02.16 13:52:09 +05:30

Regd. Office: Marathon Futurex, Mafatlal Mill Compounds, A-Wing, 25th floor, N M Joshi
Marg, Lower Parel (East), Mumbai - 400013.

Phone: 91 - 22-2302-3333 • Fax: 91 - 22 - 2300 2035/2036. CIN: L67120MH1997PLC112443

Website: www.cdslindia.com