



# Dhanuka Agritech Limited

AN ISO 9001 : 2008 COMPANY

Online

Date: January 06, 2017

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 Bombay Stock Exchange  
Ltd.  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001

Securities and Exchange Board of  
India  
Corporation Finance Department  
Division of Corporate  
Restructuring  
Plot No. C4-A, 'G' Block,  
Bandra Kurla Complex,  
Bandra (East), Mumbai-400 051

Ref: Symbol- DHANUKA

Scrip Code: 507717

Dear Sir,


**Sub: Buyback of fully paid up equity shares of face value of Rs. 2/- (Rupees Two only) each through a tender offer route by Dhanuka Agritech Limited (the "Company").**

With respect to the captioned Buyback offer, in terms of Regulation 5(2) of the SEBI (Buyback of Securities) Regulations, 1998, as amended ("Buyback Regulation"), we hereby enclose a certified true copy of the Shareholders Resolution passed by the shareholders of the Company through Postal Ballot / e-voting, the results of which were declared on January 02, 2017.

It is requested to take note of the same and acknowledge receipt of this intimation.

Thanking You,  
Yours faithfully,

For Dhanuka Agritech Limited

  
Kapil Garg  
Company Secretary

Encl: a/a



# Dhanuka Agritech Limited

AN ISO 9001 : 2008 COMPANY

**CERTIFIED TRUE COPY OF SPECIAL RESOLUTION PASSED BY THE SHAREHOLDERS OF M/S. DHANUKA AGRITECH LIMITED THROUGH POSTAL BALLOT ON MONDAY, 2<sup>ND</sup> DAY OF JANUARY, 2017**

**TO CONSIDER AND APPROVE BUYBACK OF ITS EQUITY SHARES BY DHANUKA AGRITECH LIMITED**


"RESOLVED THAT in accordance with Article 12 of the Articles of Association of the Company and pursuant to the provisions of Section 68, 69, 70 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the provisions contained in the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (hereinafter referred to as the "Buyback Regulations") and including any amendments, statutory modification(s) or re-enactments thereof, for the time being in force and, subject to such other approvals, permissions and sanctions as may be necessary, and subject to such conditions and modifications, if any, as may be prescribed or imposed by such regulatory authorities, while granting such approvals, permissions and sanctions, the consent of the Members of the Company be and is hereby accorded to the Buyback by the Company of its fully paid up equity shares of Rs. 2/- (Rs. Two) each for an aggregate amount not exceeding Rs. 80 Crores (Rupees Eighty Crores only) (excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty) ("Maximum Buyback Size") and being 16.68% of the paid up share capital and free reserves as on March 31, 2016, (being the date of the last audited accounts of the Company) for a price not exceeding Rs. 850 (Rupees Eight Hundred and Fifty only) per equity share ("Maximum Buyback Price"), from Members of the Company as on record date, on a proportionate basis through "tender offer" route as prescribed under the Buyback Regulations (the "Buyback")."

"RESOLVED FURTHER THAT the Company, to the extent legally permissible, implement the Buyback through Tender Offer using the "Mechanism for acquisition of shares through Stock Exchanges" notified by Securities and Exchange Board of India ("SEBI") vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015."

"RESOLVED FURTHER THAT such Buyback may be made out of the Company's free reserves and / or such other sources as may be permitted by law through "Tender Offer" route and as required by the Buyback Regulations and the Companies Act, the Company may Buyback Equity Shares from all the existing members holding equity shares of the Company on a proportionate basis, provided 15% (fifteen percent) of the number of equity shares which the Company proposes to Buyback or number of equity shares entitled as per the shareholding of small shareholders as on the record date, whichever is higher, shall be reserved for the small shareholders, as prescribed under proviso to Regulation 6 of the Buyback Regulations."

"RESOLVED FURTHER THAT the Buyback from non-resident members holding equity shares of the Company, Overseas Corporate Bodies (OCBs), Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) and shareholders of foreign nationality, if any, etc. shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the

  
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  
Registered Office : 82, Abhinash Mansion Joshi Road, Karol Bagh, New Delhi-110005, Ph. : +91 11 64656800-802

CIN: L24219DL1985PLC020126



# Dhanuka Agritech Limited

AN ISO 9001 : 2008 COMPANY

power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any Director(s) / Officer(s) / Authorised Representative(s) / Committee ("Buyback Committee") of the Company in order to give effect to the aforesaid Resolutions, including but not limited to finalizing the terms of the Buyback like record date, entitlement ratio, Final Buyback Price, Number of Share to be Bought back, the timeframe for completion of Buyback including opening and closing date of Buyback; appointment of merchant bankers, Brokers, Escrow Bank, Solicitors, Depository Participants, advertising agencies and other advisors / consultants / intermediaries / agencies, as may be required, for the implementation of the Buyback; preparation, signing and filing of the public announcement, the Draft letter of offer / Letter of Offer with the Securities and Exchange Board of India, the stock exchanges and other appropriate authorities and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the Securities and Exchange Board of India, Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder; and to initiate all necessary actions for preparation and issue of various documents including letter of offer, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, extinguishment of dematerialized shares and physical destruction of share certificates in respect of the equity shares bought back by the Company, and such other undertakings, agreements, papers, documents and correspondence, as may be required to be filed in connection with the Buyback with the Securities and Exchange Board of India, Reserve Bank of India, stock exchanges, Registrar of Companies, Depositories and / or other regulators and statutory authorities as may be required from time to time."

"RESOLVED FURTHER THAT nothing contained herein shall confer any right on the part of any shareholder to offer and / or any obligation on the part of Company or the Board or the Buyback Committee to buyback any shares, and / or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if so permissible by law."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board and/or Buyback Committee be and are hereby jointly and severally authorized to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

*Certified True Copy*  
For Dhanuka Agritech Limited

  
Kapil Garg  
Company Secretary  
DIN: ACS-20511

ADD: 14<sup>th</sup> Floor, Building 5A, Cyber City,  
DLF Phase-III, Gurgaon-122 002