

# Dhanuka Agritech Limited



AN ISO 9001: 2015 COMPANY

### Online

Date: December 21, 2018

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

Ref: Symbol- DHANUKA

Scrip Code: 507717

Sub: Public Announcement published by "Dhanuka Agritech Limited"- Disclosure under SEBI (Buy-Back of Securities) Regulations, 2018 (The "Buy-Back Regulations")

Dear Sir,

Pursuant to Regulations 7(i) of Buy-Back Regulations, please find enclosed herewith a copy of the Public Announcement dated December 20, 2018 published in the Newspapers- Financial Express (English) and Jansatta (Hindi), all editions on December 21, 2018.

This is for your information and record.

Thanking You,

Yours faithfully.

For Dhanuka Agricel Limited

Company Secretary

FCS: 7210

Encl: a/a

WWW.FINANCIALEXPRESS.COM



# Dhanuka Agritech Limited

CIN: L24219DL1985PLC020126

Regd Office: 82, Abhinash Mansion, 1º Floor, Joshi Road, Karol Bagh, New Delhi-110005, Tel. No.: 011-23534551-52

Corporate Office/Correspondence Address: 14th Floor, Building No.5, Tower 'A', DLF Phase-III, Cyber City, Gurugram, Haryana-122 002, Tel. No. 0124-3838592, 658 Contact Person: Ms. Jyoti Verma, Company Secretary and Compliance Officer, Email: investors@dhanuka.com; Website: www.dhanuka.com

Sr. No Name

**PUBLIC** ANNOUNCEMENT

FOR THE ATTENTION OF ELIGIBLE SHAREHOLDERS OF DHANUKA AGRITECH LIMITED FOR BUY-BACK OF EQUITY SHARES THROUGH TENDER OFFER UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, INCLUDING ANY AMENDMENTS, STATUTORY MODIFICATION(S) OR RE-ENACTMENT(S) FOR THE This Public Announcement ("Public Announcement") is being made pursuant to the provisions of Regulations (i) of the Securities and Exchange Board of India (Buy-Back Regulations, 2018 ("Buy-Back Regulations"), including any amendments, statutory modification (s) or re-enactment (s) for the time being in force and contains the disclosures as specified in Schedule II to the Buy-Back Regulations.

CASH OFFER TO BUY-BACK UPTO 15,00,000 (FIFTEEN LAKHS ONLY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS. 550/- (RUPEES TWO ONLY) PER EQUITY SHARES OF FACE VALUE OF RS. 550/- (RUPEES TWO ONLY) PER EQUITY SHARES OF FACE VALUE OF RS. 550/- (RUPEES TWO ONLY) PER EQUITY SHARES OF FACE VALUE OF RS. 550/- (RUPEES TWO ONLY) FOR EQUITY SHARES OF FACE VALUE OF RS. 550/- (RUPEES TWO ONLY) PER EQUITY SHARES OF FACE VALUE OF RS. 550/- (RUPEES TWO ONLY) FOR EQUITY SHARES OF RS. 550/- (RUPEES TWO ONLY) FOR EQUITY SHARES OF RS. 550/- (RUPEES TWO ONLY) FOR EQUITY SHARES OF RS. 550/- (RUPEES TWO ONLY) FOR EQUITY SHARES OF RS. 550/- (RUPEES TWO ONLY) FOR EQUITY SHARES OF RS. 550/- (RUPEES TWO ONLY) FOR EQUITY SHARES OF RS. 550/- (RUPEES EIGHTY TWO CRORES AND FIFTY LAKHS ONLY), EXCLUDING THE TRANSACTION COST, WHICH REPRESENTS 13, 2018, THROUGH THE "TENDER OFFER" ROUTE PROCESS USING THE STOCK EXCHANGE MECHANISM, ON A PROPORTIONATE BASIS ("BUY-BACK OFFER" OR "OFFER" OR "BUY-BACK"). THE MAXIMUM NUMBER OF EQUITY SHARES CONSTITUTES 3.06% OF ISSUED, SUBSCRIBED AND PAID UP EQUITY SHARE CAPITAL OF THE COMPANY

- DETAILS OF THE BUY-BACK OFFER AND OFFER PRICE
- 1.1. The Board of Directors of Dhanuka Agritech Limited ("Company"), at its meeting held on November 14, 2018 has , in accordance with Article 12 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and 110 and all other applicable provisions of the Companies Act, 2013 ("Act"), the Companies (Share Capital and Debentures) Rules, 2014 ("Share Capital Rules"), the Companies (Management and Administration ) Rules, 2014 ("Management Rules"), including any amendments, statutory modifications or re-enactments thereof, for the time being in force and in compliance with the Buy-Back Regulations, approved the proposal to Buy-Back the Company's Equity Shares, subject to such other approvals, permissions, sanctions and exemptions as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by the appropriate authorities which may be agreed by the Board of Directors (the "Board", which expression shall include any Committee constituted by the Board to exercise its powers), and subject to such conditions and modifications as may be prescribed or imposed by such government, regulatory, statutory or appropriate authorities.
- 1.2. The Company sought approval of its shareholders for the said Buy-Back, by a special resolution, through the Postal Ballot Notice dated November 14, 2018. The shareholders approved the said proposal of Buy-Back of Equity Shares and the results of the postal ballot were announced on December 20, 2018.
- 1.3. Subsequent to the approval by the shareholders through the postal ballot, the Buy-Back Committee in its meeting held on December 20, 2018, has determined the final Buy-Back Price of Rs. 550/- (Rupees Five Hundred Fifty Only) per Equity Share ("Buy-Back Price"). The Buy-Back Offer will comprise a purchase of up to 15,00,000 (Fifteen Lakhs) Equity Shares, aggregating up to 3.06% of the paid-up equity share capital of the Company as on March 31, 2018 at a price of Rs. 550/-(Rupees Five Hundred Fifty Only) per Equity Share aggregating to Rs. 82.50 Crores (Rupees Eighty Two Crores and Fifty Lakhs Only) excluding the expenses incurred or to be incurred in relation to the Buy-Back like filing fee payable to Securities and Exchange Board of India, advisors' fees, public announcement, publication expenses, printing and dispatch expenses, other transaction costs viz. brokerage, applicable taxes such as securities transaction tax, goods and service tax, stamp duty and other incidental and related expenses (the "Transaction Cost").
- 1.4. The Company was thus authorized to Buy-Back Equity Shares of the Company not exceeding 15,00,000 (Fifteen Lakhs), from all the existing shareholders/beneficial owners of Equity Shares as on the Record Date ("Eligible Shareholders"), for an amount not exceeding Rs. 82.50 Crores (Rupees Eighty Two Crores and Fifty Lakhs Only) ("Buy-Back Size"). The Buy-Back Size does not include Transaction Cost.
- 1.5. The Buy-Back Size is 13.12% of the total paid-up equity share capital and free reserves of the Company as per the latest audited standalone Balance Sheet as on March 31, 2018.
- 1.6. The Buy-Back Offer will comprise a purchase of up to 15,00,000 (Fifteen Lakhs) Equity Shares, aggregating up to 3.06% of the paid-up equity shares of the Company as on March 31, 2018 at a price of Rs. 550/- (Rupees Five Hundred Fifty Only) per Equity Share ("Buy-Back Price") on a proportionate basis through the "Tender Offer" route, in accordance and consonance with the provisions contained in the Regulation 4(iv)(a) Buy-Back Regulations, the Act, Share Capital Rules and Management
- 1.7. The Equity Shares of the Company are currently listed on The National Stock Exchange of India Limited ("NSE") and BSE.
- 1.8. The Buy-Back shall be undertaken on a proportionate basis from the Eligible Shareholders through the Tender Offer process prescribed under the Buy-Back Regulations. Additionally, the Buy-Back shall be implemented by the Company using the 'Mechanism for acquisition of shares through stock exchange" as specified by the Securities and Exchange Board of India ("SEBI") vide circular bearing number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular bearing number CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, including any amendments thereof ("SEBI Circulars"). In this regard, the Company will request BSE to provide the separate acquisition window to facilitate placing of sell orders by the Eligible Shareholders who wish to tender Equity Shares in the Buy-Back. For the purposes of this Buyback, BSE will be the Designated Stock Exchange. Once the Buy-Back is concluded, all Equity Shares purchased by the Company in the Buy-Back will be extinguished.
- 1.9. Participation in the Buy-Back by Eligible Shareholders may trigger capital gains taxation in India and in their country of residence. The transaction of Buy-Back would also be chargeable to securities transaction tax in India. In due course, the Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buy-Back. 1.10.A copy of this Public Announcement shall be available at the website of the Company i.e www.dhanuka.com and expected to
- be available on the SEBI website www.sebi.gov.in and on the website of stock exchanges at www.nseindia.com/ www.bseindia.com during the period of the Buyback.
- NECESSITY FOR THE BUY-BACK
- The Buy-Back is being proposed by the Company to return surplus funds to the shareholders, which are over and above its ordinary capital requirements and in excess of any current investment plans, in an expedient, efficient and cost effective manner. Additionally, the Company's management strives to increase shareholder's value and the Buy-Back would result in the following benefits, amongst other things:
- The Buy-Back will improve the earnings per share (EPS), return on capital employed (ROCE) and return on equity (ROE);
- The Buy-Back will help in achieving an optimal capital structure; The Buy-Back will help the Company to distribute surplus cash to its Members holding Equity Shares broadly in
- proportion to their shareholding, thereby, enhancing the overall return to Members; The Buy-Back, which is being implemented through the Tender Offer route as prescribed under the Buy-Back
- Regulations, would involve allocation of higher number of shares as per their entitlement or 15% of the outlay to small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder" The Buy-Back gives an option to the Members holding Equity Shares of the Company, to either (i) choose to participate
- and get cash in lieu of Equity Shares to be accepted under the Buy-Back Offer or (ii) choose to not participate and enjoy a resultant increase in their percentage shareholding, post the Buy-Back Offer, without additional investment.
- MAXIMUM NUMBER OF SECURITIES THAT THE COMPANY PROPOSES TO BUY-BACK, MAXIMUM AMOUNT OF FUNDS REQUIRED FOR BUY-BACK, BUY-BACK AMOUNT AS A PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES AND SOURCE OF FUNDS FROM WHICH BUY-BACK WOULD BE FINANCED The Company proposes to Buy-Back up to 15,00,000 (Fifteen Lakhs) Equity Shares of face value of Rs. 2/- (Rupees Two
- 3.2. The maximum amount proposed to be utilized for the Buy-Back Offer is Rs. 82.50 Crores (Rupees Eighty Two Crores and Fifty Lakhs Only) excluding the Transaction Cost. The aggregate paid-up share capital and free reserves of the Company
- as per the audited Balance Sheet as on March 31, 2018 is Rs. 628.63 Crores (Rupees Six Hundred Twenty Eight Crores and Sixty Three Lakhs Only). The Buy-Back Size is 13.12% of the total paid-up equity share capital and free reserves of the Company as per the latest audited standalone Balance Sheet as on March 31, 2018. 3.3. The funds for Buy-Back will be financed out of Company's current balances of cash and cash equivalents and other
- current investments and/or internal accruals of the Company. The Company does not intend to raise debt for the explicit purposes of the Buy-Back. Borrowed funds will not be used for the Buy-Back. BUY-BACK PRICE AND BASIS OF CALCULATING THE PRICE OF THE BUY-BACK
- 4.1. The Buy-Back Price of Rs. 550/- (Rupees Five Hundred Fifty Only) per equity share has been arrived at after considering
- various factors including, but not limited to the trends in the volume weighted average prices of the Equity Shares on NSE. and BSE, where the Equity Shares are listed, book value of Shares, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buy-Back on the earnings per share. 4.2. The Maximum Buy Back Price represents premium of 51.52% and 49.05% over the closing price of the Equity Shares on
- NSE/BSE respectively, as on November 01, 2018 being the trading day prior to the date on which the Company intimated BSE Limited of the date of the meeting of the Board of Directors, wherein the proposal of the Buy-Back was considered. 4.3. The Maximum Buy Back Price represents premium of 26.00% and 26.12% over the daily average of the closing price of
- Equity Share of the Company quoted on the NSE / BSE respectively, during the two weeks preceding the Buy-Back Committee Meeting held on December 20, 2018 to determine final terms and conditions of Buyback 4.4. The Buy-Back Price is at premium of about 326.82% to the Company's book value per equity share, which pre Buy-Back,
- as on March 31, 2018 is Rs. 128.86. METHOD TO BE ADOPTED FOR THE BUY-BACK
- The method to be adopted for the purpose of buy-back shall be through the Tender Offer route as prescribed under the Buyback Regulations and circulars issued thereunder, including the "Mechanism for acquisition of shares through Stock
- Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circulars issued in relation thereto, including the circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, or such other mechanism, for the Buy-Back through Tender Offer route, as may be applicable. DETAILS OF SHAREHOLDING AND TRANSACTIONS IN THE SHARES OF THE COMPANY
- 6.1. The Aggregate Shareholding of the Promoter(s)/ Promoter Group being individuals and the companies/entities forming
- part of the Promoter Group and Persons in Control of the Company, the Directors/ Trustees of the Promoters/ Promoter Group, where the Promoter is a Company/ Trust, and the Directors and Key Managerial Personnel of the Company, as on November 14, 2018 being the Date of Board Meeting for approval of the Buyback, is as follows: Shareholding of the Promoter(s) / Promoter Group being individuals and the companies/entities forming part of the

Sr. No.	Category	No. of Equity Shares	Percentage of shareholding
1	M/s Gobind Lal Dhanuka HUF	10	0
2	M/s Arun Kumar Dhanuka HUF	11	0
3	Ms. Pushpa Dhanuka	19	0
4	M/s Exclusive Leasing & Finance Limited	26	0
5	M/s Golden Overseas Private Limited	26	0
6	M/s Hindon Mercantile Limited	26	0
7	M/s Mridul Dhanuka HUF	52	0
8	M/s Ram Gopal Agarwal HUF	52	0
9	Ms. Mamta Dhanuka	8,760	0.02
10	Mr. Arjun Dhanuka	9,044	0.02
11	Ms. Seema Dhanuka	13,584	0.03
12	Mr. Satya Narain Agarwal	22,500	0.05
13	Ms. Madhuri Dhanuka	29,200	0.06
14	Mr. Harsh Dhanuka	29,465	0.06
15	Mr. Mahendra Kumar Dhanuka	29,465	0,06
16	Ms. Megha Dhanuka	29,465	0.06
17	Mr. Mridul Dhanuka	29,465	0.06
18	Ms. Uma Dhanuka	29,465	0.06
19	Ms. Urmila Dhanuka	29,465	0.06
20	Ms. Akangsha Dhanuka	30,456	0.06
21	Mr. Arun Kumar Dhanuka	38,964	0.08
22	M/s Satyanarain Agarwal HUF	41,000	0.08
23	Mr. Abhishek Dhanuka	83,000	0.16
24	M/s Mahendra Kumar Dhanuka HUF	1,85,449	0.38
25	Mr. Manish Dhanuka	3,04,375	0.62
26	Mr. Rahul Dhanuka	3,28,328	0.67
27	Mr. Ram Gopal Agarwal	3,61,419	0.74
28	Pushpa Dhanuka Trust	53,29,194	10,86
29	Triveni Trust	2,98,46,458	60.81
	Total	2 60 00 742	75.00

29 Inveni Irust		2,98,4	16,458	60.81
Total		1000	08,743	75.00
b) 8	Shareholding of the Directors and Key I	Managerial Personnel of the	Company:	200
Sr. No.	Name	Designation	No. of Equity Shares	Percentage of shareholding
1.	Mr. Rahul Dhanuka	Whole Time Director	328328	0.67
2.	Mr. Mridul Dhanuka	Whole Time Director	29465	0.06
3.	Mr. Priya Brat	Director	Nil	
4.	Ms. Asha Mundra	Director	Nil	
5.	Mr. Indresh Narain	Director	800	0.00
6.	Mr. Ram Gopal Agarwal	Whole Time Director	361419	0.74
7.	Mr. Arun Kumar Dhanuka	Whole Time Director	38964	0.08
8.	Mr. Mahendra Kumar Dhanuka	Managing Director	29465	0.06
9.	Mr. Vinod Kumar Jain	Director	Nil	
10.	Mr. Sanjay Saxena	Director	Nil	(+)
11.	Mr. Sachin Kumar Bhartiya	Director	Nil	
12.	Mr. Om Prakash Khetan	Director	Nil	
13.	Mr. Ashish Saraf	Whole Time Director	Nil	
14.	Mr. Vinod Kumar Bansal	Chief Financial Officer	(KMP) Nii	
15.	Ms. Jyoti Verma	Company Secretary	Nil	
		Total	788441	1.61

6.2 No Equity Shares of the Company have been purchased/ sold by any member of the Promoter(s)/Promoters Group, and persons in control of the Company, the Director/ Trustees of the Promoter/ Promoter Group, where the Promoter is a Company/ Trust, and the Directors and KMP of the Company during the period of twelve months preceding the date of the Board Meeting at which the Buy-Back was approved and from the date of the Board meeting till the Date of the Public Announcement and twelve months preceding the Public Announcement.

- INTENTION OF PROMOTER AND PROMOTER GROUP TO PARTICIPATE IN BUY-BACK
- 7.1 In terms of the Buy-Back Regulations, under the Tender Offer route, the Promoter and Promoter Group of the Company have an option to participate in the Buy-Back. In this regard, the Promoter and Promoter Group ("Participating Promoters") have expressed their intention to participate in the Buy-Back and offer at least such number of shares which is equal to their respective pro-rata entitlement under the Buyback. In addition, they may offer additional shares in the Buy-Back.
- 7.2 Furtherance to the above intention of Promoter Group, the maximum number of shares that the Promoter Group may tender are given in the table below.

No. of Shares held and maximum number

of shares intended to be tendered

	A SAN TO LOCAL TO A SAN TO A S	
1.	M/s Gobind Lal Dhanuka HUF	10
2.	M/s Arun Kumar Dhanuka HUF	11
3.	Ms. Pushpa Dhanuka	19
4.	M/s Exclusive Leasing & Finance Limited	26
5.	M/s Golden Overseas Private Limited	26
6.	M/s Hindon Mercantile Limited	26
7.	M/s Mridul Dhanuka HUF	52
8.	M/s Ram Gopal Agarwal HUF	52
9.	Ms. Mamta Dhanuka	8,760
10.	Mr. Arjun Dhanuka	9,044
11.	Ms. Seema Dhanuka	13,584
12.	Ms. Madhuri Dhanuka	29,200
13.	Mr. Harsh Dhanuka	29,465
14.	Mr. Mahendra Kumar Dhanuka2	29,465
15.	Ms. Megha Dhanuka2	29,465
16.	Mr. Mridul Dhanuka	29,465
17.	Ms. Uma Dhanuka3	29,465
18.	Ms. Urmila Dhanuka	29,465
19.	Ms. Akangsha Dhanuka3	30,456
20.	Mr. Arun Kumar Dhanuka	38,964
21.	M/s Mahendra Kumar Dhanuka HUF	1,85,449
22.	Mr. Manish Dhanuka	3,04,375
23.	Mr. Rahul Dhanuka1 & 2	3,28,328
24.	Mr. Ram Gopal Agarwal	3,61,419
25.	Pushpa Dhanuka Trust	53,29,194
26.	Triveni Trust	2,98,46,458
	Total	3,66,62,243

- Director in M/s Exclusive Leasing and Finance Limited
- 2 Director in M/s Golden Overseas Private Limited 3 Director in M/s Hindon Mercantile Limited
- The Participating Promoters intend to tender shares in the Buy-Back upto their respective shareholding as on the Record Date. or such additional number of equity shares as required in compliance with the Ruy-Rack Regulations / terms of the Ruy-Rack 7.3 Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the Promoter in the
- Company may increase or decrease from the existing shareholding from the total paid up equity share capital and voting rights of the Company. The Promoter is already in control over the Company and therefore any further increase in the voting rights of the Promoter will not result in any change in control of the Company. 7.4 All the members belonging to the promoters and promoter group of the Company who have shown their intent to
- participate in the Offer have also undertaken that if, as a result of Buy-Back Offer, the public shareholding of the Company falls below 25% of the total Paid-up Equity Share Capital of the Company, the Promoter and Promoter Group will reduce their shareholding in such manner and in compliance with the second proviso to the Regulation 10(4)(c) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 19A of the Securities Contracts (Regulations) Rules 1957, so that the minimum public shareholding remains at or above 25%. 7.5 As per the details provided by the Participating Promoters, the details of the date and price of acquisition of the Equity
- Shares that the Promoters and Promoter Group intend to tender are set-out below: Sr. No. Name Shareholder Number of Shares | Date of Cost of Remarks

		Acquired / (Sold)	acquisition	Acquisition in Rs.	
1	Mr. Arun Kumar Dhanuka HUF	11	2/12/2015	20	Scheme of
2	M/s Gobind Lal Dhanuka HUF	11	2/12/2015	20	arrangement# Scheme of
4	MVS GODING Lai Drianuka HOF	111	2/12/2015	20	arrangement#
		(1)	22/03/2017	850	Buy-back
3	Ms. Pushpa Dhanuka	22	2/12/2015	40	Scheme of
		(9)	22/03/2017	2.550	arrangement#
4	M/s Ram Gopal Agarwal HUF	(3)	2/12/2015	2,550 20	Buy-back Scheme of
	mys Main Gopal Agaiwai Flor	02	2/12/2015	20	arrangement#
		(10)	22/03/2017	8,500	Buy-back
5	M/s Mridul Dhanuka HUF	62	2/12/2015	20	Scheme of
		(40)	00/00/0047	0.500	arrangement#
6	Ms. Mamta Dhanuka	(10) 9,204	22/03/2017	8,500 16,650	Buy-back Scheme of
0	MS. Mainta Unanuka	9,204	211212013	10,000	arrangement#
		(444)	22/03/2017	3,77,400	Buy-back
7	M/s Mahendra Kumar	40,000	23/05/2007	80,000	Scheme of
	Dhanuka HUF	1,54,856	0/40/0046	50.000	arrangement* Scheme of
		1,54,630	2/12/2015	50,020	arrangement#
		(9,407)	22/03/2017	79,95,950	Buy-back
8	Mr. Manish Dhanuka	2,85,900	23/05/2007	4,48,800	Scheme of
18100	TOTAL CONTROL OF STREET		1.500	11.000.000.000	arrangement*
		44,212	2/12/2015	10,74,980	Scheme of arrangement#
	1	(15,937)	22/03/2017	1,35,46,450	Buy-back
		(9,800)	20/06/2017	82,38,370	Post Buy-back
					Offer for Sale
9	Mr. Ram Gopal Agarwai	1,94,000	23/05/2007	3,88,000	Scheme of
	· · · · · · · · · · · · · · · · · · ·	1,85,753	2/12/2015	60,000	arrangement* Scheme of
		1,03,133	211212013	00,000	arrangement#
		(18,334)	22/03/2017	1,55,83,900	Buy-back
10	Mr. Rahul Dhanuka	3,50,535	23/05/2007	7,01,070	Scheme of
		20.050	014010045	40.000	arrangement*
		30,959	2/12/2015	10,000	Scheme of arrangement#
		(18,419)	22/03/2017	1,56,56,150	Buy-back
		(30,292)	20/06/2017	2,54,58,003	Post Buy-back
		0.100			Offer for Sale
		(4,455)	21/06/2017	38,55,090	Post Buy Back Offer for sale
11	Ms. Uma Dhanuka	30,959	2/12/2015	10,000	Scheme of
1777)	110.0110.0110.0110			3,41007	arrangement#
		(1,494)	22/03/2017	12,69,900	Buy-back
12	Mr. Mridul Dhanuka	30,959	2/12/2015	10,000	Scheme of
		(1,494)	22/03/2017	12,69,900	arrangement# Buy-back
13	Ms. Megha Dhanuka	30,959	2/12/2015	10,000	Scheme of
1000		0.0000000	District Control	17477330	arrangement#
		(1,494)	22/03/2017	12,69,900	Buy-back
14	Mr. Mahendra Kumar Dhanuka	30,959	2/12/2015	10,000	Scheme of arrangement#
		(1,494)	22/03/2017	12,69,900	Buy-back
15	Mr. Harsh Dhanuka	30,959	2/12/2015	10,000	Scheme of
					arrangement#
46	11. 1. 1/ 5/ 1	(1,494)	22/03/2017	12,69,900	Buy-back
16	Mr. Arun Kumar Dhanuka	39,607	2/12/2015	10,66,650	Scheme of arrangement#
		(643)	22/03/2017	5,46,550	Buy-back
17	Mr. Arjun Dhanuka	9,209	2/12/2015	16,660	Scheme of
					arrangement#
40		(165)	22/03/2017	1,40,250	Buy-back
18	Ms. Seema Dhanuka	13,808	2/12/2015	24,980	Scheme of arrangement#
		(224)	22/03/2017	1,90,400	Buy-back
19	Ms. Madhuri Dhanuka	30,680	2/12/2015	9,910	Scheme of
			18		arrangement#
0.0		(1,480)	22/03/2017	12,58,000	Buy-Back
20	Ms. Akangsha Dhanuka	30,959	2/12/2015	10,000	Scheme of arrangement#
		(503)	22/03/2017	4,27,550	Buy-back
21	Ms. Urmila Dhanuka	30,959	2/12/2015	10,000	Scheme of
		100000		Acce.	arrangement#
		(1,494)	22/03/2017	12,69,900	Buy-back
22	Pushpa Dhanuka Trust	54,17,266	2/12/2015	98,00,000	Scheme of arrangement#
		(88,072)	22/03/2017	7,48,61,200	Buy-back
23	Triveni Trust	3,03,39,712	2/12/2015	98,00,000	Scheme of
12.771	N. (1921/11/1937)	200252200=	120100000000000000000000000000000000000	53-3005-533	arrangement#
(20)		(4,93,254)	22/03/2017	41,92,65,900	Buy-back
24	M/s. Hindon Mercantile Limited	31	2/12/2015	10	Scheme of arrangement#
		(5)	22/03/2017	4,250	Buy-back
25	M/s. Golden Overseas	31	2/12/2015	10	Scheme of
39500	Private Limited	8/6	EXCESS OF SECURE		arrangement#
		(5)	22/03/2017	4,250	Buy-back
26	M/s. Exclusive Leasing & Finance Limited	31	2/12/2015	10	Scheme of
	Finance Limited				arrangement#

\*Pursuant to Scheme of Amalgamation of M/s Northern Minerals Limited with the Company.

#Pursuant to Comprehensive Scheme of Amalgamation of M/s A.M. Bros. Fintrade Pvt. Ltd. And M/s Dhanuka Finvest Pvt. Ltd. with

CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUY-BACK REGULATIONS AND THE

- The Company shall not issue any Equity Shares or other securities (including by way of bonus) till the date of closure of
- The Company shall not raise further capital for a period of one year from the closure of the Buy-Back period, except in discharge of its subsisting obligations;
- All the equity shares which the Company proposes to buy back are fully paid up;
- by the appropriate authorities). The exact time table for the Buy-Back shall be decided by the Board (or its duly constituted Committee) within the above time limits; The Equity Shares bought back by the Company will be compulsorily extinguished and will not be held for re-issuance;

The special resolution approving the Buy-Back will be valid for a maximum period of one year from the date of passing

the said Special Resolution (or such extended period as may be permitted under the Act or the Buy-Back Regulations or

- The Company shall transfer from its free reserves a sum equal to the nominal value of the Equity Shares purchased through the Buy-Back to the Capital Redemption Reserve account and the details of such transfer shall be disclosed in
- its subsequent audited balance sheet; The Company shall not withdraw the Buy-Back after the public announcement of the offer to Buy-Back is made;
- The Company shall not Buy-Back locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable; and The Company confirms that as required under Section 68(2)(d) of the Act, the debt equity ratio of aggregate of secured

and unsecured debts owed by the Company shall not be more than twice the equity share capital and free reserves after

- The Company confirms that it shall not directly or indirectly purchase its own shares or other specified securities: a. through any subsidiary company including its own subsidiary companies; and
- through any investment company or group of investment companies K) The Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed
  - under the Buy-Back Regulations and the Act within 7 (seven) days of the last date of completion of the Buy-Back.
- The Company is not undertaking the Buyback to delist its Equity Shares from the Stock Exchanges.
- The Company is in compliance with the conditions under regulation 4 and other applicable provisions of the Buyback
- Regulations.
- CONFIRMATION FROM THE BOARD
- 9.1 The Board of Directors of the Company hereby confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.
- 9.2 The Board of the Directors confirms that it has made a full enquiry into the affairs and prospects of the Company and after taking into account the financial position of the Company and also considering all contingent liabilities, the Board has formed an
  - a. That immediately following the date of the Board Meeting held on November 14, 2018 and the date of passing the shareholder's resolution approving the proposed Buy-Back, there will be no grounds on which the Company can be b. That as regards the Company's prospects for the year immediately following the date of the Board Meeting held on
- November 14, 2018 as well as the year immediately following the date of passing of the shareholders' resolution approving the proposed Buy-Back, and having regard to Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from date of the Board meeting approving the Buy-Back held on November 14, 2018, as also from the date of the shareholders' resolution approving the proposed
- c. That in forming their opinion for the above purpose, the Board has taken into account the liabilities as if Company is being wound up under the provisions of the Companies Act, 1956 or Companies Act, 2013 or the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities). THE TEXT OF THE REPORT DATED NOVEMBER 14, 2018 RECEIVED FROM M/S S. S. KOTHARI MEHTA & CO...
- CHARTERED ACCOUNTANTS. THE STATUTORY AUDITORS OF THE COMPANY, ADDRESSED TO THE BOARD OF DIRECTORS IS REPRODUCED BELOW: 'Independent Auditor's Report on Buy-Back of shares pursuant to the requirement of Schedule I of the Securities and

Exchange Board of India (Buy-Back of Securities) Regulations, 2018

The Board of Directors Dhanuka Agritech Limited

82, Abhinash Mansion, 1st Floor, Joshi Road, Karol Bagh, New Delhi-110005

Sub: Statutory Auditor's Report in respect of proposed buyback of equity shares by Dhanuka Agritech Limited (the "Company") in terms of the clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 ("Buyback Regulations").

- This Report is issued in accordance with the terms of our service scope letter engagement dated November 1, 2018 with Dhanuka Agritech Ltd. 2. The Board of Directors of the Company have approved a proposal for buyback of Equity Shares by the Company at its meeting held on November 14, 2018, which is subject to approval of shareholders of the Company, in pursuance of the
- provisions of Sections 68, 69 and 70 of the Companies Act, 2013 (the "Act") and the Buyback Regulations. We have been requested by the management of the Company to provide a report on the accompanying statement of permissible capital payment (including premium) ('Annexure A') as at March 31, 2018 (hereinafter referred to as the "statement") This statement has been prepared by the management, which we have initialled for the purpose of identification only.

- The preparation of the Statement in accordance with Section 68(2)(c) of the Companies Act, 2013 and the compliance with the Buyback Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of 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.
- The Board of directors is responsible to make full inquiry into the affairs and prospects of the Company and to form an opinion that the Company will not be rendered insolvent within a period of one year from the date of passing the board resolution and from the date on which the results of the shareholders resolutions with regard to proposed Buy-back are declared. Auditor's Responsibility

- Pursuant to the requirement of the Buyback Regulations, it is our responsibility to provide a reasonable assurance on the following "Reporting Criteria":
- i. whether we have inquired into the state of affairs of the Company in relation to the audited standalone financial ii. whether the amount of permissible capital payment as stated in Annexure A, has been properly determined considering
- the audited standalone financial statements as at March 31, 2018 in accordance with Section 68(2) of the Companies Act, 2013; iii. whether the Board of Directors of the Company, in their meeting held on November 14, 2018 have formed the opinion as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid Board meeting date and from date on which the results of the shareholders' resolutions with regard to the proposed buyback
- of the matters mentioned therein is unreasonable in the circumstances as at the date of the declaration. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the

iv. whether we are aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any

- Reporting Criteria mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgment, including an assessment of the risks associated with the Reporting Criteria. We have performed the following procedures in relation to the Statement: inquired into the state of affairs of the Company in relation to its audited standalone financial statements for the year
- ended March 31, 2018. examined the authorization for Buy-Back as per the Articles of Association of the Company;
- iii. examined that the amount of capital payment for the Buy-Back, as detailed in Annexure A to this report, is within the permissible limits computed in accordance with Section 68 of the Act;
- iv. examined that the ratio of debt owned by the Company, if any, is not more than twice the paid-up capital and free reserves after such Buy-Back;
- examined that all shares for Buy-Back are fully paid-up; vi. examined resolutions passed in the meetings of the Board of Directors in this regard;
- vii. examined the Director's declarations for the purpose of Buy-Back and solvency of the Company; viii, examined the necessary documents to ensure that the current Buy-Back is made after the expiry of one year from

into the state of affairs of the Company and in our opinion:

- the closure of last Buy-Back period: ix. obtained necessary representations from the management of the Company.
- The standalone financial statements for the year ended March 31, 2018, referred to in paragraph 5 above, have been
- audited by M/s Ambani & Associates LLP, Chartered Accountants (FRN: 016923N) ("Predecessor Auditors"), on which they have issued an unmodified audit opinion vide their report dated 22 May, 2018. As per the said report, the audit of the financial statements for the year ended March 31, 2018 was conducted in accordance with the Standards on Auditing, as specified under Section 143 of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that they plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We have conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and
- Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants 9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality
- Related Services Engagements. We have relied upon the audited standalone financial statements for the year ended 31st. March, 2018, which have been audited by M/s Ambani & Associates LLP, Chartered Accountants (FRN: 016923N) ("Predecessor Auditor") and

Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and

based on our examination as above, and the information and explanation given to us, we state that we have inquired

of the shareholders' resolutions with regard to the proposed buyback are declared and we are not aware of anything

(i) The permissible capital payment towards buyback of equity shares, as stated in the statement (Annexure A), is in our view properly determined in accordance with Section 68 of the Act; and (ii) The Board of Directors, in their meeting held on November 14, 2018 have formed the opinion, as specified in clause (x) of Schedule I of the Regulations, on reasonable ground, that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from November 14, 2018, and from date on which the results

### to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration Restriction on Use

11. The certificate is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Act and Regulations solely to enable them to include it (a) in the explanatory statement to be included in the postal ballot notice to be circulated to the shareholders, (b) in the public announcement to be made to the Shareholders of the Company, (c) in the draft letter of offer and letter of offer to be filed with the Securities and Exchange Board of India, the stock exchanges, the Registrar of Companies as required by the Regulations, the National Securities Depository Limited and the Central Depository Securities (India) Limited, and should not be used by any other person or for any other purpose. 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 report is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For S.S Kothari Mehta & Co. Chartered Accountants Firm Registration Number: 000756N

Place: Gurugram Date: 14th November, 2018

4,250

Buy-back

22/03/2017

3,66,62,243

Yogesh K Gupta Partner, Membership No.: 093214 Cont..2



Total

# NOTICE

### DECLARATION OF DIVIDEND IN VARIOUS SCHEMES OF AXIS MUTUAL FUND

Notice is hereby given that Axis Mutual Fund Trustee Limited, Trustee to Axis Mutual Fund (the Fund) has approved declaration of dividend under the following schemes, the particulars of which are as under:

Name of the Scheme/Plan	Quantum of Dividend (₹ per unit)*	Record Date*		NAV as on December 19, 2018 (₹ per unit)
Axis Equity Saver Fund - Regular Plan - Monthly Dividend Option	SECTION 657150			10.68
Axis Equity Saver Fund - Direct Plan - Monthly Dividend Option	0.0625			11.10
Axis Equity Saver Fund - Regular Plan - Quarterly Dividend Option	0.4075			10.84
Axis Equity Saver Fund - Direct Plan - Quarterly Dividend Option	0.1875			11.27
Axis Dynamic Bond Fund - Quarterly Dividend Option	0.05	December		10.5565
Axis Dynamic Bond Fund - Direct Plan - Quarterly Dividend Option	0.25	26, 2018	10	10.8333
Axis Strategic Bond Fund - Quarterly Dividend Option	0.20			10.3557
Axis Strategic Bond Fund - Direct Plan - Quarterly Dividend Option	0.25			10.9608
Axis Regular Saver Fund - Quarterly Dividend Option	0.25			10.7949
Axis Regular Saver Fund - Direct Plan - Quarterly Dividend Option	0.25			13.5248

"As reduced by the amount of applicable statutory levy, if any.

### \*or the immediately following Business Day if that day is not a Business Day.

### Pursuant to payment of dividend, the NAV of the above stated dividend option(s) of the schemes/plans would fall to the extent of payout and statutory levy, if any.

The dividend would be paid to the beneficial owners / unit holders whose names appear in the statement of beneficial owners maintained by the depositories under the said schemes/plans at the close of business hours on the record date and to the unit holders holding units in physical form, whose names appear in the Register of unit holders maintained with Registrar and Transfer Agent under the dividend option(s) of the schemes/plans as at the close of the business hours on the record date.

Investors may kindly note that declaration of dividend is subject to availability of distributable surplus on the record date/ ex-dividend date. In case the distributable surplus is less than the quantum of dividend on the record date/ ex-dividend date, the entire available distributable surplus in the schemes/plans will be declared as dividend.

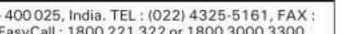
> For Axis Asset Management Company Limited (CIN - U65991MH2009PLC189558) (Investment Manager to Axis Mutual Fund)

Place: Mumbai Date: December 20, 2018 No.: 54/2018-19

Chandresh Kumar Nigam Managing Director & Chief Executive Officer

Statutory Details: Axis Mutual Fund has been established as a Trust under the Indian Trusts Act, 1882, sponsored by Axis Bank Ltd. (liability restricted to ₹ 1 Lakh). Trustee: Axis Mutual Fund Trustee Limited Investment Manager: Axis Asset Management Company Limited (the AMC) Risk Factors: Axis Bank Ltd. is not liable or responsible for any loss or shortfall resulting from the operation of the scheme. Mutual Fund investments are subject to market risks, read all scheme related documents carefully.

### The RESPONSIBLE Mutual Fund



Company's Broker to place the bid.

AXIS MUTUAL FUND

Axis House, First Floor, C2, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai - 400 025, India. TEL: (022) 4325-5161, FAX: (022) 4325-5199, EMAIL: customerservice@axismf.com, WEBSITE: www.axismf.com, EasyCall: 1800 221 322 or 1800 3000 3300

### CORRIGENDUM NOTICE NO. 1

TENDER REFERENCE NO:PUB/03/2018-19 dated: 27.11.2018 Advertisement dated 27th November 2018 for Inviting proposals for 'RFP for Procurement of Social Media Management Service'. A few modifications have been made in the RFP Document. Please visit the tender section of the Bank's website www.unitedbankofindia.com for full details.

युनाइटेड बैंक ऑफ़ इंडिया (भारत सरकार का उपक्रम) Head Office: 11, Hemanta Basu Sarani, Kolkata - 700 001

Asst. General Manager **Public Relation Department** 

United Bank of India

Aurangabad Industrial Township Ltd. (AITL) is presently developing Industrial Township - AURIC spread over land area of approx. 40 sq km. AITL invites RFQ cum RFP for preparation of concept master plan for AURIC- Bidkin Industrial Area and detailed landscape work for sector A development in AURIC-Bidkin Industrial Area, Aurangabad, Maharashtra (Tender No.: AITL/SBIA/2018-19/05)

AURIC Regd. Office: Udyog Sarathi, MIDC Office, Marol Industrial Area, Andheri East, Mumbai - 93 | Tel.: 022-26870052

Website: www.auric.city | CIN: U74999MH2014SGC260132

AURANGABAD INDUSTRIAL **TOWNSHIP LIMITED** (A Government Undertaking)

The details are available on the websites: https://aitl.eproc.in. www.auric.city Interested applicants are requested to submit their responses online to the RFQ cum RFP on or before 23<sup>rd</sup> January, 2019, 1500 hrs. Non refundable processing fees of INR 30,000/- (Rupees Thirty Thousand only) shall accompany the submittals through the online portal only on AITL's website as a non refundable processing fee. Sdi-

Managing Director, AITL

**3** Baroda

### BARODA MUTUAL FUND

### NOTICE No. 71 / 2018

NOTICE is hereby given that the directors of Baroda Trustee India Private Limited have approved declaration of dividends in the following schemes of Baroda Mutual Fund, subject to availability of distributable surplus: Colone / Dian / Onti-

Name of Scheme / Plan / Option		Proposed Dividend Per Unit (Rs.)*	Face Value Per Unit (Rs.)	Record Date <sup>5</sup>	NAV as on December 18, 2018 (Rs.)
Baroda Hybrid Equity Fund -	Plan A	0.35	10	December	16.26
Dividend Option	Plan B (Direct)	0.35		26, 2018	18.19
Baroda Short Term Bond Fund -	Plan A	0.17	10	10.3090	
Quarterly Dividend Option	Plan B (Direct)	0.17			10.3894
Baroda Conservative Hybrid Fund - Quarterly Dividend Option	Plan A	0.20	10		13,1379
Baroda Treasury Advantage Fund -	Plan A	17.00	1,000		1,043.6689
Quarterly Dividend Option	Plan B (Direct)	17.00	WA SHEET		1,054.8128
Baroda Credit Risk Fund -	Plan A	0.21	10		10.6227
Quarterly Dividend Option	Plan B (Direct)	0.21			11.1510

\* or actual distributable surplus available on the Record Date, whichever is less.

in case such day is a non-business day, the immediately succeeding business day will be considered as the record date.

### Pursuant to payment of dividend, the NAVs of the schemes would fall to the extent of payout and statutory levy (if applicable).

All Unit Holders/Beneficial Owners under the Dividend options of the above schemes, whose names appear in the records of the Registrar of Baroda Mutual Fund viz. Karvy Fintech Pvt. Ltd./ Depositories as at the closure of business hours on the aforesaid Record Date, will be entitled to receive dividend.

> For Baroda Asset Management India Limited (Formerly known as Baroda Pioneer Asset Management Company Ltd.)

(Investment Manager to Baroda Mutual Fund) Date: December 20, 2018 Authorised Signatory

Mutual Fund investments are subject to market risks, read all scheme related documents carefully.

For further details, kindly contact: For Baroda Asset Management India Limited

(Formerly known as Baroda Pioneer Asset Management Company Ltd.)

CIN: U65991MH1992PLC069414

501, Titanium, 5th Floor, Western Express Highway, Goregaon (East), Mumbai - 400 063. Tel. No.: +91 22 3074 1000 • Toll Free No.: 1800 267 0189

Visit us at : www.barodamf.com • Email : info@barodamf.com

Sd/-

### Annexure A - Statement of permissible capital payment of Dhanuka Agritech Limited

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with section 68(2)(c) of the Companies Act, 2013 ("the Act") based on audited standalone financial statements as at and for the year ended March 31, 2018;

Particulars		Amount (Rs. in Lacs) Standalone
Paid-up Equity Share capital as at 31 March 2018 (4,90,78,324 equity shares of Rs.2/- each fully paid-up)#	(A)	981.57
Free reserves as at March 31, 2018*#		NAME OF TAXABLE PARTY.
General reserve	(B)	2455.03
Retained earnings	(C)	59784.99
Less adjustments:		
Fair valuation of investments, classified as fair value through profit and loss		539.10
Unrealised gains on restatement on foreign currency assets & liabilities		10.00
Tax impact of above adjustments @ 34.608%		(190.04)
Total adjustments	(D)	359.06
Net free reserves (B)+(C)-(D)	(E)	61880.96
Total Paid-up equity capital and free reserves as at March 31, 2018 (A+E)		62862.53
Permissible capital payment in accordance with Proviso to Section 68(2) (c) of the Companies Act, 2013 (25% of the total paid-up equity capital and free reserves)\$		15715.63
Permissible capital payment for Buyback through method specified in 4(iv)(b), read with proviso to Regulation 4(iv) of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (14.99% of total paid-up Equity capital and free reserves)		9423.09
Permissible capital payment in accordance with proviso to Section 68(2)(b) of the Act requiring Board Resolution (10% of total paid-up Equity Share capital and free reserves)		6286.25

\* Free reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided in Section 68 of the Act. #The above calculation of the paid-up Equity Share Capital and Free Reserves as at March 31, 2018 for Buyback of equity shares is based on the amounts appearing in the audited standalone financial statements of the Company for the year ended March 31, 2018. These financial statements of the Company are prepared in accordance with the Indian Accounting Standards (Ind-AS) as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

\$ Proposed capital payment restricted to 25% of the total paid-up equity capital and free reserves.

For and on behalf of Dhanuka Agritech Limited

Mahendra Kumar Dhanuka Vinod Kumar Bansal Managing Director Chief Financial Officer DIN: 0628039 Date: November 14, 2018

### Place: Gurugram RECORD DATE, RATIO OF BUY-BACK AND ENTITLEMENT OF EACH SHAREHOLDER

- The Buy-Back Committee in its meeting held on December 20, 2018 announced January 02, 2019 as the Record Date for the purpose of determining the Buy-Back entitlement and the names of the shareholders, who are eligible to participate in
- The Equity Shares proposed to be bought back by the Company shall be divided in two categories:
- Reserved category for Small Shareholders ("Reserved Category"); and General category for all shareholders other than Small Shareholders ("General Category")
- As defined under Regulation 2(i)(n) of the Buyback Regulations, a "Small Shareholder" is a Shareholder who holds Equity Shares whose market value, on the basis of closing price on the stock exchange having highest trading volume as on the Record Date is not more than ₹ 2,00,000/- (Rupees Two Lakhs only). In compliance with Regulation 6 of the Buy-Back Regulations, the reservation for the Small Shareholders, will be higher of:
- Fifteen percent of the number of Equity Shares which the Company proposes to Buy-Back i.e. 15% of 15,00,000. (Fifteen Lakhs) Equity Shares which works out to 2,25,000 (Two Lakh Twenty Five Thousand) Equity Shares; or
- The number of Equity Shares entitled as per their shareholding as on the Record Date
- On the basis of the shareholding as on the Record Date, the Company will determine the entitlement of each Eligible Shareholder, including the Small Shareholder to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such Eligible Shareholder belongs.
- In order to ensure that the same shareholders with multiple demat accounts/ folios do not receive a higher entitlement under the Small Shareholder category, the Company will club together the Equity Shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of Eligible Shareholders holding Equity Shares in physical form, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds / trusts, insurance companies, etc. with a common PAN will not be clubbed together for determining the category and will be considered separately where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body – broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these
- Equity Shares are assumed to be held on behalf of clients. The final number of Equity Shares that the Company will purchase from each Eligible Shareholders will be based on the total number of Equity Shares tendered. Accordingly, the Company may not purchase all of the Equity Shares tendered by Eligible Shareholders in the Buyback.
- After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category. Eligible Shareholders' participation in the Buyback is voluntary. Eligible Shareholders can choose to participate, in part or

in full and get cash in lieu of Equity Shares accepted under the Buyback or they may choose not to participate, Eligible

Shareholders may also accept a part of their entitlement. Shareholders also have the option of tendering additional

entitlement would be zero Equity Shares as on Record Date, will be dispatched a Tender Form with zero entitlement.

- shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date. If the Buyback entitlement for any Eligible Shareholder is not a round number (i.e. not a multiple of one Equity Share), then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback. On account of ignoring the fractional entitlement, those Small Shareholders whose
- Such Small Shareholders are entitled to tender additional Equity Shares as part of the Buyback Offer and will be given preference in the acceptance of one Equity Share, if such Small Shareholders have tendered for additional Equity Shares. The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations. Each Eligible Shareholder will receive the Letter of Offer along with a tender/offer form indicating the entitlement of the Eligible Shareholder for participating in the
- Detailed instructions for participation in the Buyback as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Eligible Shareholders as on the Record Date.
- PROCESS AND METHODOLOGY FOR BUY-BACK
- 12.1. The Buyback is open to all Eligible Shareholders of the Company holding Shares either in physical and/or dematerialized form on the Record Date.
- 12.2.The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI Circulars, as may be amended from time to time and following the procedure prescribed in the circular issued by the BSE bearing number 20170202-34 dated February 2, 2017 ("BSE Notice"), Companies Act and the Buyback Regulations and as may be determined by the Board (including the committee authorized to complete the formalities of the Buyback)
- and on such terms and conditions as may be permitted by law from time to time. 12.3. For implementation of the Buyback, the Company has appointed Emkay Global Financial Services Limited as the

registered broker to the Company (the "Company's Broker") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows: Emkay Global Finanical Services Limited

Place: Mumbai

- 7th Floor, The Ruby, Senapati Bapat Marg, Dadar West, Mumbai 400 028, Maharashtra, India Tel: +91 22 6612 1212, Email: dhanuka.buyback@emkayglobal.com, Website: https://www.emkayglobal.com/ SEBI Registration No. INZ000203933
- 12.4. For the purpose of this Buyback, BSE shall be appointed as the Designated Stock Exchange. Separate acquisition window will be provided by BSE to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. The details of the platform will be as specified by BSE from time to time. In case, the Eligible Shareholders' registered stock broker is not registered with the BSE, the Eligible Shareholders may approach the
- 12.5. During the tendering period, the order for selling the Equity Shares will be placed in the acquisition window by Eligible Shareholders through their respective stock brokers ("Shareholder Broker") during normal trading hours of the secondary market. The Shareholder Broker can enter orders for demat shares as well as physical shares.
- 12.6. Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialised form
- Eligible Shareholders who desire to tender their Equity Shares in the electronic form under the Buy-Back would have to do so through their respective stock brokers ("Seller Members") by indicating to their brokers the details of Equity Shares they intend to tender under the Buy-Back. ii. The Seller Member will be required to place a bid on behalf of the Eligible Shareholders who wish to tender Equity
- Shares in the Buy-Back using the Acquisition Window. Before placing the bid, the Eligible Shareholder will need to transfer the tendered Equity Shares to Indian Clearing Corporation Limited ("Clearing Corporation") by using the settlement number through the early pay-in mechanism as prescribed by the Depositories. This shall be validated at the time of order/bid entry. The details of the settlement number for the Buy-Back will be provided in a separate circular which will be issued at the time of issue opening by the Clearing Corporation. iii. For Custodian Participant orders for Equity Shares in demat form, early pay-in is mandatory prior to confirmation of
- order by custodian. The custodian shall either confirm or reject the orders not later than closing of trading hours on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed Custodian Participant orders, order modification by the Seller Member shall revoke the custodian confirmation and the revised order shall be sent to custodian again for confirmation.
- iv. Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip ("TRS") generated by the exchange bidding system to the Shareholder. TRS will contain the details order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered etc. v. All the Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of

the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):

- Duly attested power of attorney, if any person other than the Eligible Shareholder(s) has signed the Tender Form; Duly attested death certificate and succession certificate/ legal heirship certificate, in case any Eligible Shareholder In case of companies, the necessary certified corporate authorizations (including board and/ or general meeting

case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, Eligible

Shareholders will have to ensure that they keep the savings bank account attached with the DP account active and

- i. In case of non-receipt of the completed Tender Form and other documents, but receipt of Equity Shares in the special account of the clearing corporation and a valid bid in the exchange bidding system, the Buy-Back shall be deemed to have been accepted, for demat Shareholders. vii. The Eligible Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in
- updated to receive credit remittance due to acceptance of Buyback of shares by the Company. viii. The details of the settlement number for the Buyback will be provided in a separate circular which shall be issued at the time of opening of the Buyback Offer by the Designated Stock Exchange or Clearing Corporation.
- ix. The acceptance from all non-resident Shareholders (excluding FIIs) is subject to the Company receiving the permission received by them from the RBI to acquire the Equity Shares held by them in the Company. In case the Equity Shares are held on repatriation basis, the non-resident Shareholder should obtain and deliver to the Company a letter from its authorised dealer/bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by the non-resident Shareholder from the appropriate account as specified by RBI in its approval. In case the non-resident Shareholder is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buy-Back. If any of the above stated documents (as applicable) are not sent across to the Company, the Equity Shares tendered under the Buy-Back are liable to be subsequently rejected.
- 12.7. Procedure to be followed by Eligible Shareholders holding Equity Shares in the Physical form a) Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required.
- to approach their respective Seller Members along with the complete set of documents for verification procedures to be carried out including the (i) original share certificate(s) (ii) valid share transfer form(s) (i.e., form SH-4) duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and asper the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company (iii) self-attested copy of the Eligible Shareholder's PAN Card (iv) the Tender Form duly signed (in case the Equity Shares are in joint names, the Tender Form must be signed by all Eligible Shareholders in the same order in which they hold the Equity Shares) and (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/ specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. In addition, if the address of an Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, such Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.
- Based on the documents mentioned in paragraph above, the concerned Seller Member shall place the bid on behalf of the Eligible Shareholder holding Equity Shares in physical form who wishes to tender Equity Shares in the Buyback using the acquisition window of the Stock Exchanges. Upon placing the bid, the Seller Member shall provide a TRS generated by the Stock Exchanges' bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like Folio No., Certificate No., Distinctive No., No. of Equity Shares tendered etc.
- c) After placing the Bid, the Seller Member of the Eligible Shareholder has to deliver the original share certificate(s) and documents (as mentioned in paragraph 12.7(a) above along with TRS either by registered post or courier or hand delivery to the Registrar (at the address mentioned at paragraph 14 below not later than 2 (two) days from the Buyback Offer Closing Date.. The envelope should be super scribed as "Dhanuka Agritech Limited -- Buy-Back 2018". One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to the Seller Member/ Eligible d) Eligible Shareholder holding physical Equity Shares should note that physical Equity Shares will not be accepted

unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for the Buyback shall

be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar

will verify such bids based on the documents submitted on a daily basis and till such time the Stock Exchanges shall

- display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, it will be treated as 'confirmed bids'. e) All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) If there is any other company's equity share certificate(s) enclosed with the Tender Form instead of the Equity Share certificate(s) of the Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; (iii) If the Eligible Shareholders tender Equity Shares but the Registrar 15. MANAGER TO THE BUY-BACK OFFER to the Buyback does not receive the Equity Share certificate(s); (iv) In case the signature on the Tender Form and Form SH-4 does not match as per the specimen signature recorded with Company/Registrar and Transfer Agent of the Company.
- f) In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before Buyback Closing Date.
- g) All Equity Shareholders holding the Physical Shares shall note that in accordance with the proviso to regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (notified by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018), read with SEBI's press release dated December 3, 2018, transfers of securities shall not be processed unless the securities are held in the dematerialized form with a depository with effect from April 1, 2019. In case the applicable law restricts the buyback of Equity Shares held in physical form, the Company may not be able to accept the tender of such Equity Shares held in physical form from April 1, 2019.
- h) In the Buyback, considering the timelines of activities prescribed under the Buyback Regulations, the Buyback Closing Date and the acceptance of tendered shares (among other activities related to the Buyback) is expected to be undertaken before April 1, 2019. However, in case, the expected timeline extended due to any reason, unless otherwise permitted/ exempted by SEBI, tendering of Shares in the Buy-Back on or after April 1, 2019 shall be available only on Demat Form
- However, should the LODR Regulations or any other applicable laws permit the processing of acceptance of Equity Shares held in physical form tendered during the Buyback as on the date of such acceptance, the procedure for tendering to be followed by Eligible Shareholders holding Equity Shares in the physical form is as detailed under Para 12.7(a) to 12.7(f) above, subject to any modifications to the procedure as may be provided under the LODR Regulations or any other applicable laws.

# Dhanuka Agritech Limited

- j) For Equity Shares held by Eligible Shareholders, being Non-Resident Shareholders of Equity Shares (Read with "Details of the Statutory Approvals"): a) Eligible Shareholders, being Non-Resident Shareholders of Equity Shares (excluding Flfs) shall also enclose a copy
- of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them. b)In case the Equity Shares are held on repatriation basis, the Non-Resident Eligible Shareholder shall obtain and enclose a letter from its authorised dealer / bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by the non-resident Eligible Shareholder from the appropriate account (e.g. NRE a.c.) as specified by RBI in its approval. In case the Non-Resident Seller is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the Non-Resident
- repatriation basis in respect of the valid Equity shares accepted under the Buyback. c) If any of the above stated documents (as applicable) are not enclosed along with the Tender Form, the Equity Shares tendered under the Buyback are liable to be rejected.

Seller shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-

- 12.8. Method of Settlement Upon finalization of the basis of acceptance as per Buy-Back Regulations:
  - a. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market. and as intimated by the Clearing Corporation from time to time and in compliance with the SEBI Circular.

b. The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the

- Buyback to the Clearing Corporation's bank accounts as per the prescribed schedule. For demat Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to respective Eligible Shareholders, If Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI/Bank, due to any reason, such funds will be transferred to the concerned Seller Members' settlement bank account for onward transfer to such Eligible Shareholders holding Equity Shares in dematerialized form. In case of certain client types viz. Non-Resident Shareholders (where there may be specific RBI and other regulator)
- requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Seller Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account, For this purpose, the client type details would be collected from the Depositories, whereas amount payable to the Eligible Shareholder pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the BSE and the Clearing Corporation from time to time.
- d. For the Eligible Shareholders holding Equity Shares in physical form (provided tendering of Equity Shares held in physical form is permissible under the LODR Regulations or other applicable laws, as discussed above), the funds pay-out would be given to their respective Seller Member's settlement account for releasing the same to the respective Eligible Shareholder's account.
- e. The Equity Shares bought back in demat form would be transferred directly to the demat account of the Company opened for the Buyback ("Company Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.
- f. The Eligible Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to /non-acceptance of shares under the Buyback. g. Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Eligible Shareholders would be returned to them by the Clearing Corporation directly to the respective Eligible Shareholder's DP account, as part of
- the exchange payout process. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, excess demat Shares or unaccepted demat Shares, if any, will be returned to the respective custodian participant. The Seller Members would return these unaccepted Equity Shares to their respective clients on whose behalf the bids have been placed. h. Provided tendering of Equity Shares held in physical form is permissible under the LODR Regulations or other
- applicable laws, any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned back to the Eligible Shareholders directly by the Registrar. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by Eligible Shareholders holding Equity Shares in The Company's Broker would also issue a contract note to the Company for the Equity Shares Accepted under the
- Buyback. If Eligible Shareholders bank account details are not available or if the fund transfer instruction is rejected by RBI or bank, due to any reasons, then the amount payable to Eligible Shareholders will be transferred to the Seller Member for onward transfer to the Eligible Shareholder
- Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Members for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the Eligible Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders from their respective Seller Members, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Manager and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.

k. The Equity Shares lying to the credit of the Company Demat Account and the Equity Shares bought back and accepted

- in physical form (provided tendering of Equity Shares held in physical form is permissible under the LODR Regulations or other applicable laws.) will be extinguished in the manner and following the procedure prescribed in the Regulations. 12.9. Eligible Shareholders who intend to participate in the Buy-Back should consult their respective Seller Members for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the selling Eligible Shareholders, for tendering Equity Shares in the Buy-Back (secondary market transaction). The Buy-Back consideration received by the selling Eligible Shareholders from their respective Seller Members, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage)
- The Equity Shares lying to the credit of the Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buy-Back Regulations. 13. COMPLIANCE OFFICER



incurred solely by the selling Eligible Shareholders.

Corporate Office: 14th Floor, Building No.5, Tower 'A', DLF Phase-III, Cyber City, Gurugram-122002 Tel. No.: 0124-3838592, 658, Email: investors@dhanuka.com

Investor may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e. 10:00 a.m. till 5:00 p.m. on all working days except Saturdays, Sundays and Public holidays. 14. REGISTAR TO THE BUY-BACK OFFER

In case of any query, the shareholders may contact the Registrar to the Buy-Back Offer on any day except Saturdays, Sundays and Public holidays between 10:00 AM till 5:00 PM at the following address: Abhipma ABHIPRA CAPITAL LIMITED.

Contact Person: Mr. Jeewat Rai/ Mr. Dinesh K Agarwal Corporate Office: Abhipra Complex, A-387, Dilkhush Indl. Area, G.T. Karnal Road, Azadpur, New Delhi-110033 Tel No.: 011-42390783, Fax No.: 011-42390930, Email Id.: rta@abhipra.com, Website: www.abhipra.com

SEBI Regn. No.: INR000003829, Validity Period: Permanent

EMKAY GLOBAL FINANCIAL SERVICES LIMITED Contact Person: Mr. Deepak Yadav/ Mr. Chirag Dave

> Regd. Off.: The Ruby, 7th Floor, Senapati Bapat Marg, Dadar-West, Mumbai - 400028, Maharashtra Tel. No.: +912266121212, Fax No.: +912266121355, Email id: dhanuka.buyback@emkayglobal.com Website: www.emkayglobal.com

SEBI Regn. No.: INM000011229; Validity Period : Permanent 16. DIRECTORS'RESPONSIBILITY As per Regulation 24(1)(a) of the Buyback Regulations, the Board of Directors of the Company accept full and final

responsibility for the information contained in this Public Announcement and confirms that this Public Announcement contains true, factual and material information and does not contain any misleading information. For and on behalf of the Board of Directors of

Dhanuka Agritech Limited

(Mahendra Kumar Dhanuka) (Rahul Dhanuka) Managing Director Whole Time Director DIN: 00628039 DIN: 00150140

(Jyoti Verma) Company Secretary and Compliance Officer FCS-7210

Date: December 20, 2018 Place: Gurugram







# Dhanuka Agritech Limited

CIN: L24219DL1985PLC020126

Regd Office: 82, Abhinash Mansion, 1" Floor, Joshi Road, Karol Bagh, New Delhi-110005, Tel. No.: 011-23534551-52 Corporate Office/Correspondence Address: 14th Floor, Building No.5, Tower 'A', DLF Phase-III, Cyber City, Gurugram, Haryana-122 002, Tel. No. 0124-3838592, 658

Contact Person: Ms. Jyoti Verma, Company Secretary and Compliance Officer, Email: investors@dhanuka.com; Website: www.dhanuka.com

Sr. No Name

**PUBLIC** ANNOUNCEMENT

FOR THE ATTENTION OF ELIGIBLE SHAREHOLDERS OF DHANUKA AGRITECH LIMITED FOR BUY-BACK OF EQUITY SHARES THROUGH TENDER OFFER UNDER THE SECURITIES) REGULATIONS, 2018, INCLUDING ANY AMENDMENTS, STATUTORY MODIFICATION(S) OR RE-ENACTMENT(S) FOR THE

This Public Announcement ("Public Announcement") is being made pursuant to the provisions of Regulation 7(i) of the Securities and Exchange Board of India (Buy-Back Regulations, 2018 ("Buy-Back Regulations"), including any amendments, statutory modification(s) or re-enactment(s) for the time being in force and contains the disclosures as specified in Schedule II to the Buy-Back Regulations. CASH OFFER TO BUY-BACK UPTO 15.00.000 (FIFTEEN LAKHS ONLY) FULLY PAID-UP EQUITY SHARES"), AT A PRICE OF RS. 2/- (RUPEES TWO ONLY) FARES OF FACE VALUE OF RS. 2/- (RUPEES TWO ONLY) FARES OF RS. 2/- (RUPEES TWO ONLY (RUPEES EIGHTY TWO CRORES AND FIFTY LAKHS ONLY), EXCLUDING THE TRANSACTION COST, WHICH REPRESENTS 13, 2018, THROUGH THE "TENDER OFFER" ROUTE PROCESS USING THE STOCK EXCHANGE MECHANISM, ON A PROPORTIONATE BASIS ("BUY-BACK OFFER" OR "OFFER" OR "BUY-BACK"). THE MAXIMUM NUMBER OF EQUITY SHARES CONSTITUTES 3.06% OF ISSUED, SUBSCRIBED AND PAID UP EQUITY SHARE CAPITAL OF THE COMPANY

DETAILS OF THE BUY-BACK OFFER AND OFFER PRICE

- The Board of Directors of Dhanuka Agritech Limited ("Company"), at its meeting held on November 14, 2018 has , in accordance with Article 12 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and 110 and all other applicable provisions of the Companies Act, 2013 ("Act"), the Companies (Share Capital and Debentures) Rules, 2014 ("Share Capital Rules"), the Companies (Management and Administration ) Rules, 2014 ("Management Rules"), including any amendments, statutory modifications or re-enactments thereof, for the time being in force and in compliance with the Buy-Back Regulations, approved the proposal to Buy-Back the Company's Equity Shares, subject to such other approvals, permissions, sanctions and exemptions as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by the appropriate authorities which may be agreed by the Board of Directors (the "Board", which expression shall include any Committee constituted by the Board to exercise its powers), and subject to such conditions and modifications as may be prescribed or imposed by such government, regulatory, statutory or appropriate authorities.
- 1.2. The Company sought approval of its shareholders for the said Buy-Back, by a special resolution, through the Postal Ballot Notice dated November 14, 2018. The shareholders approved the said proposal of Buy-Back of Equity Shares and the results of the postal ballot were announced on December 20, 2018.
- 1.3. Subsequent to the approval by the shareholders through the postal ballot, the Buy-Back Committee in its meeting held on December 20, 2018, has determined the final Buy-Back Price of Rs. 550/- (Rupees Five Hundred Fifty Only) per Equity Share ("Buy-Back Price"). The Buy-Back Offer will comprise a purchase of up to 15,00,000 (Fifteen Lakhs) Equity Shares, aggregating up to 3.06% of the paid-up equity share capital of the Company as on March 31, 2018 at a price of Rs. 550/-(Rupees Five Hundred Fifty Only) per Equity Share aggregating to Rs. 82.50 Crores (Rupees Eighty Two Crores and Fifty Lakhs Only) excluding the expenses incurred or to be incurred in relation to the Buy-Back like filing fee payable to Securities and Exchange Board of India, advisors' fees, public announcement, publication expenses, printing and dispatch expenses, other transaction costs viz. brokerage, applicable taxes such as securities transaction tax, goods and service tax, stamp duty and other incidental and related expenses (the "Transaction Cost").
- The Company was thus authorized to Buy-Back Equity Shares of the Company not exceeding 15,00,000 (Fifteen Lakhs), from all the existing shareholders/beneficial owners of Equity Shares as on the Record Date ("Eligible Shareholders"), for an amount not exceeding Rs. 82.50 Crores (Rupees Eighty Two Crores and Fifty Lakhs Only) ("Buy-Back Size"). The Buy-Back
- 1.5. The Buy-Back Size is 13.12% of the total paid-up equity share capital and free reserves of the Company as per the latest audited standalone Balance Sheet as on March 31, 2018.
- 1.6. The Buy-Back Offer will comprise a purchase of up to 15,00,000 (Fifteen Lakhs) Equity Shares, aggregating up to 3.06% of the paid-up equity shares of the Company as on March 31, 2018 at a price of Rs. 550/- (Rupees Five Hundred Fifty Only) per Equity Share ("Buy-Back Price") on a proportionate basis through the "Tender Offer" route, in accordance and consonance with the provisions contained in the Regulation 4(iv)(a) Buy-Back Regulations, the Act, Share Capital Rules and Management
- 1.7. The Equity Shares of the Company are currently listed on The National Stock Exchange of India Limited ("NSE") and BSE
- 1.8. The Buy-Back shall be undertaken on a proportionate basis from the Eligible Shareholders through the Tender Offer process prescribed under the Buy-Back Regulations. Additionally, the Buy-Back shall be implemented by the Company using the "Mechanism for acquisition of shares through stock exchange" as specified by the Securities and Exchange Board of India ("SEBI") vide circular bearing number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular bearing number CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, including any amendments thereof ("SEBI Circulars"). In this regard, the Company will request BSE to provide the separate acquisition window to facilitate placing of sell orders by the Eligible Shareholders who wish to tender Equity Shares in the Buy-Back. For the purposes of this Buyback, BSE will be the Designated Stock Exchange. Once the Buy-Back is concluded, all Equity Shares purchased by the Company in the Buy-Back
- 1.9. Participation in the Buy-Back by Eligible Shareholders may trigger capital gains taxation in India and in their country of residence. The transaction of Buy-Back would also be chargeable to securities transaction tax in India. In due course, the Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buy-Back.
- .10.A copy of this Public Announcement shall be available at the website of the Company i.e www.dhanuka.com and expected to be available on the SEBI website www.sebi.gov.in and on the website of stock exchanges at www.nseindia.com/ www.bseindia.com during the period of the Buyback.

### NECESSITY FOR THE BUY-BACK

- The Buy-Back is being proposed by the Company to return surplus funds to the shareholders, which are over and above its ordinary capital requirements and in excess of any current investment plans, in an expedient, efficient and cost effective manner. Additionally, the Company's management strives to increase shareholder's value and the Buy-Back would result in the following benefits, amongst other things:
- The Buy-Back will improve the earnings per share (EPS), return on capital employed (ROCE) and return on equity (ROE); The Buy-Back will help in achieving an optimal capital structure;
- c. The Buy-Back will help the Company to distribute surplus cash to its Members holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to Members;
- The Buy-Back, which is being implemented through the Tender Offer route as prescribed under the Buy-Back Regulations, would involve allocation of higher number of shares as per their entitlement or 15% of the outlay to small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder";
- The Buy-Back gives an option to the Members holding Equity Shares of the Company, to either (i) choose to participate and get cash in lieu of Equity Shares to be accepted under the Buy-Back Offer or (ii) choose to not participate and enjoy a resultant increase in their percentage shareholding, post the Buy-Back Offer, without additional investment,
- MAXIMUM NUMBER OF SECURITIES THAT THE COMPANY PROPOSES TO BUY-BACK, MAXIMUM AMOUNT OF FUNDS REQUIRED FOR BUY-BACK, BUY-BACK AMOUNT AS A PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES AND SOURCE OF FUNDS FROM WHICH BUY-BACK WOULD BE FINANCED
  - The Company proposes to Buy-Back up to 15,00,000 (Fifteen Lakhs) Equity Shares of face value of Rs. 2/- (Rupees Two
- The maximum amount proposed to be utilized for the Buy-Back Offer is Rs. 82.50 Crores (Rupees Eighty Two Crores and Fifty Lakhs Only) excluding the Transaction Cost. The aggregate paid-up share capital and free reserves of the Company as per the audited Balance Sheet as on March 31, 2018 is Rs. 628.63 Crores (Rupees Six Hundred Twenty Eight Crores and Sixty Three Lakhs Only). The Buy-Back Size is 13.12% of the total paid-up equity share capital and free reserves of the Company as per the latest audited standalone Balance Sheet as on March 31, 2018.
- current investments and/or internal accruals of the Company. The Company does not intend to raise debt for the explicit purposes of the Buy-Back. Borrowed funds will not be used for the Buy-Back.

3.3. The funds for Buy-Back will be financed out of Company's current balances of cash and cash equivalents and other

## BUY-BACK PRICE AND BASIS OF CALCULATING THE PRICE OF THE BUY-BACK

- 4.1. The Buy-Back Price of Rs. 550/- (Rupees Five Hundred Fifty Only) per equity share has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average prices of the Equity Shares on NSE and BSE, where the Equity Shares are listed, book value of Shares, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buy-Back on the earnings per share. 4.2. The Maximum Buy Back Price represents premium of 51.52% and 49.05% over the closing price of the Equity Shares on
- NSE/BSE respectively, as on November 01, 2018 being the trading day prior to the date on which the Company intimated BSE Limited of the date of the meeting of the Board of Directors, wherein the proposal of the Buy-Back was considered. 4.3. The Maximum Buy Back Price represents premium of 26.00% and 26.12% over the daily average of the closing price of Equity Share of the Company quoted on the NSE / BSE respectively, during the two weeks preceding the Buy-Back
- Committee Meeting held on December 20, 2018 to determine final terms and conditions of Buyback. 4.4. The Buy-Back Price is at premium of about 326.82% to the Company's book value per equity share, which pre Buy-Back, as on March 31, 2018 is Rs. 128.86.

## METHOD TO BE ADOPTED FOR THE BUY-BACK

The method to be adopted for the purpose of buy-back shall be through the Tender Offer route as prescribed under the Buyback Regulations and circulars issued thereunder, including the "Mechanism for acquisition of shares through Stock Exchange' notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circulars issued in relation thereto, including the circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, or such other mechanism, for the Buy-Back through Tender Offer route, as may be applicable.

# DETAILS OF SHAREHOLDING AND TRANSACTIONS IN THE SHARES OF THE COMPANY

- 6.1. The Aggregate Shareholding of the Promoter(s)/ Promoter Group being individuals and the companies/entities forming part of the Promoter Group and Persons in Control of the Company, the Directors/ Trustees of the Promoters/ Promoter Group, where the Promoter is a Company/ Trust, and the Directors and Key Managerial Personnel of the Company, as on November 14, 2018 being the Date of Board Meeting for approval of the Buyback, is as follows:
- Shareholding of the Promoter(s) / Promoter Group being individuals and the companies/entities forming part of the Promoter Group and Persons in Control:

Sr. No.	Category	No. of Equity Shares	Percentage of shareholding
1	M/s Gobind Lal Dhanuka HUF	10	0
2	M/s Arun Kumar Dhanuka HUF	11	0
3	Ms. Pushpa Dhanuka	19	0
4	M/s Exclusive Leasing & Finance Limited	26	0
5	M/s Golden Overseas Private Limited	26	0
6	M/s Hindon Mercantile Limited	26	0
7	M/s Mridul Dhanuka HUF	52	0
8	M/s Ram Gopal Agarwal HUF	52	0
9	Ms. Mamta Dhanuka	8,760	0.02
10	Mr. Arjun Dhanuka	9,044	0.02
11	Ms. Seema Dhanuka	13,584	0.03
12	Mr. Satya Narain Agarwal	22,500	0.05
13	Ms. Madhuri Dhanuka	29,200	0.06
14	Mr. Harsh Dhanuka	29,465	0.06
15	Mr. Mahendra Kumar Dhanuka	29,465	0.06
16	Ms. Megha Dhanuka	29,465	0.06
17	Mr. Mridul Dhanuka	29,465	0.06
18	Ms. Uma Dhanuka	29,465	0.06
19	Ms. Urmila Dhanuka	29,465	0.06
20	Ms. Akangsha Dhanuka	30,456	0.06
21	Mr. Arun Kumar Dhanuka	38,964	0.08
22	M/s Satyanarain Agarwal HUF	41,000	0.08
23	Mr. Abhishek Dhanuka	83,000	0.16
24	M/s Mahendra Kumar Dhanuka HUF	1,85,449	0.38
25	Mr. Manish Dhanuka	3,04,375	0.62
26	Mr. Rahul Dhanuka	3,28,328	0.67
27	Mr. Ram Gopal Agarwal	3,61,419	0.74
28	Pushpa Dhanuka Trust	53,29,194	10.86
29	Triveni Trust	2,98,46,458	60.81
	Total	3,68,08,743	75.00

h) Shambolding of the Directors and Koy Managarial Research of the Cor

Sr. No.	Name	Designation	No. of Equity Shares	Percentage of shareholding
1.	Mr. Rahul Dhanuka	Whole Time Director	328328	0.67
2.	Mr. Mridul Dhanuka	Whole Time Director	29465	0.06
3.	Mr. Priya Brat	Director	Nil	17.
4.	Ms. Asha Mundra	Director	Nil	
5.	Mr. Indresh Narain	Director	800	0.00
6.	Mr. Ram Gopal Agarwal	Whole Time Director	361419	0.74
7.	Mr. Arun Kumar Dhanuka	Whole Time Director	38964	0.08
8.	Mr. Mahendra Kumar Dhanuka	Managing Director	29465	0.06
9.	Mr. Vinod Kumar Jain	Director	Nil	
10.	Mr. Sanjay Saxena	Director	Nil	14.
11.	Mr. Sachin Kumar Bhartiya	Director	Nil	140
12.	Mr. Om Prakash Khetan	Director	Nil	
13.	Mr. Ashish Saraf	Whole Time Director	Nil	9 270
14.	Mr. Vinod Kumar Bansal	Chief Financial Officer (KMP)	Nil	
15.	Ms. Jyoti Verma	Company Secretary	Nil	
	Mary Andrews Andrews Communication (Communication Communication Communic	Total	788441	1.61

6.2 No Equity Shares of the Company have been purchased/ sold by any member of the Promoter(s)/Promoters Group, and persons in control of the Company, the Director/ Trustees of the Promoter/ Promoter Group, where the Promoter is a Company/ Trust, and the Directors and KMP of the Company during the period of twelve months preceding the date of the Board Meeting at which the Buy-Back was approved and from the date of the Board meeting till the Date of the Public Announcement and twelve months preceding the Public Announcement.

- INTENTION OF PROMOTER AND PROMOTER GROUP TO PARTICIPATE IN BUY-BACK
- 7.1 In terms of the Buy-Back Regulations, under the Tender Offer route, the Promoter and Promoter Group of the Company have an option to participate in the Buy-Back. In this regard, the Promoter and Promoter Group ("Participating Promoters") have expressed their intention to participate in the Buy-Back and offer at least such number of shares which is equal to their respective pro-rata entitlement under the Buyback. In addition, they may offer additional shares in the Buy-Back.
- 7.2 Furtherance to the above intention of Promoter Group, the maximum number of shares that the Promoter Group may tender are given in the table below:

No. of Shares held and maximum number

		of shares intended to be tendered
١.,	M/s Gobind Lal Dhanuka HUF	10
2.	M/s Arun Kumar Dhanuka HUF	-11
3.	Ms. Pushpa Dhanuka	19
4.	M/s Exclusive Leasing & Finance Limited	26
5.	M/s Golden Overseas Private Limited	26
6.	M/s Hindon Mercantile Limited	26
7.	M/s Mridul Dhanuka HUF	52
8.	M/s Ram Gopal Agarwal HUF	52
9.	Ms. Mamta Dhanuka	8,760
10.	Mr. Arjun Dhanuka	9,044
11,	Ms. Seema Dhanuka	13,584
12.	Ms. Madhuri Dhanuka	29,200
13.	Mr. Harsh Dhanuka	29,465
14.	Mr. Mahendra Kumar Dhanuka2	29,465
5.	Ms. Megha Dhanuka2	29,465
16.	Mr. Mridul Dhanuka	29,465
7.	Ms. Uma Dhanuka3	29,465
18.	Ms. Urmila Dhanuka	29,465
9.	Ms. Akangsha Dhanuka3	30,456
20.	Mr. Arun Kumar Dhanuka	38,964
21.	M/s Mahendra Kumar Dhanuka HUF	1,85,449
22.	Mr. Manish Dhanuka	3,04,375
23.	Mr. Rahul Dhanuka1 & 2	3,28,328
4.	Mr. Ram Gopal Agarwal	3,61,419
25.	Pushpa Dhanuka Trust	53,29,194
26.	Triveni Trust	2,98,46,458
	Total	3,66,62,243

- Director in M/s Exclusive Leasing and Finance Limited
- 2 Director in M/s Golden Overseas Private Limited 3 Director in M/s Hindon Mercantile Limited

The Participating Promoters intend to tender shares in the Buy-Back upto their respective shareholding as on the Record Date, or such additional number of equity shares as required in compliance with the Buy-Back Regulations / terms of the Buy-Back. 7.3 Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the Promoter in the Company may increase or decrease from the existing shareholding from the total paid up equity share capital and voting

rights of the Company. The Promoter is already in control over the Company and therefore any further increase in the

- voting rights of the Promoter will not result in any change in control of the Company. 7.4 All the members belonging to the promoters and promoter group of the Company who have shown their intent to
- participate in the Offer have also undertaken that if, as a result of Buy-Back Offer, the public shareholding of the Company falls below 25% of the total Paid-up Equity Share Capital of the Company, the Promoter and Promoter Group will reduce their shareholding in such manner and in compliance with the second proviso to the Regulation 10(4)(c) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 19A of the Securities Contracts (Regulations) Rules 1957, so that the minimum public shareholding remains at or above 25%. 7.5 As per the details provided by the Participating Promoters, the details of the date and price of acquisition of the Equity

Sr. No.	Name Shareholder	Number of Shares Acquired / (Sold)	Date of acquisition	Cost of Acquisition in Rs.	Remarks
1	Mr. Arun Kumar Dhanuka HUF	11	2/12/2015	20	Scheme of
2	M/s Gobind Lal Dhanuka HUF	11	2/12/2015	20	arrangement# Scheme of arrangement#
		(1)	22/03/2017	850	Buy-back
3	Ms. Pushpa Dhanuka	22	2/12/2015	40	Scheme of
					arrangement#
		(3)	22/03/2017	2,550	Buy-back
4	M/s Ram Gopal Agarwal HUF	62	2/12/2015	20	Scheme of
		(10)	22/03/2017	8,500	arrangement# Buy-back
5	M/s Mridul Dhanuka HUF	62	2/12/2015	20	Scheme of
š	Mrs Winder Difference 1101	02	2122010		arrangement#
		(10)	22/03/2017	8,500	Buy-back
6	Ms. Mamta Dhanuka	9,204	2/12/2015	16,650	Scheme of
		77115	2010010047	2.77.400	arrangement#
7	M/s Mahendra Kumar	(444) 40,000	22/03/2017 23/05/2007	3,77,400 80,000	Buy-back Scheme of
	Dhanuka HUF	40,000	23/03/2007	00,000	arrangement*
		1,54,856	2/12/2015	50,020	Scheme of
					arrangement#
		(9,407)	22/03/2017	79,95,950	Buy-back
8	Mr. Manish Dhanuka	2,85,900	23/05/2007	4,48,800	Scheme of
		44,212	2/12/2015	10,74,980	arrangement* Scheme of
		44,212	2 12/2015	10,74,900	arrangement#
		(15,937)	22/03/2017	1,35,46,450	Buy-back
		(9,800)	20/06/2017	82,38,370	Post Buy-back
	The state of the s	18 (2.18)		a States	Offer for Sale
9	Mr. Ram Gopal Agarwal	1,94,000	23/05/2007	3,88,000	Scheme of
		1,85,753	2/12/2015	60,000	arrangement* Scheme of
		1,00,755	21212013	00,000	arrangement#
		(18,334)	22/03/2017	1,55,83,900	Buy-back
10	Mr. Rahul Dhanuka	3,50,535	23/05/2007	7,01,070	Scheme of
					arrangement*
		30,959	2/12/2015	10,000	Scheme of
		(18,419)	22/03/2017	1,56,56,150	arrangement# Buy-back
		(30,292)	20/06/2017	2,54,58,003	Post Buy-back
		(00,202)	Lorodizori	2,01,00,000	Offer for Sale
		(4,455)	21/06/2017	38,55,090	Post Buy Back
100/10	ANA CLEAN CONTRACTOR AND ANALYSIS OF THE PARTY OF THE PAR	17.00.000	101101010101010		Offer for sale
11	Ms. Uma Dhanuka	30,959	2/12/2015	10,000	Scheme of
-		(1,494)	22/03/2017	12,69,900	arrangement# Buy-back
12	Mr. Mridul Dhanuka	30,959	2/12/2015	10,000	Scheme of
1,000	mi. mradi Dridinaka	50,500	E I E E E E	10,000	arrangement#
	The second second	(1,494)	22/03/2017	12,69,900	Buy-back
13	Ms. Megha Dhanuka	30,959	2/12/2015	10,000	Scheme of
					arrangement#
	W W	(1,494)	22/03/2017	12,69,900	Buy-back
14	Mr. Mahendra Kumar Dhanuka	30,959	2/12/2015	10,000	Scheme of arrangement#
		(1,494)	22/03/2017	12,69,900	Buy-back
15	Mr. Harsh Dhanuka	30,959	2/12/2015	10,000	Scheme of
					arrangement#
17/23		(1,494)	22/03/2017	12,69,900	Buy-back
16	Mr. Arun Kumar Dhanuka	39,607	2/12/2015	10,66,650	Scheme of
		/6421	2210212047	E 40 550	arrangement#
17	Mr. Arjun Dhanuka	(643) 9,209	22/03/2017	5,46,550 16,660	Buy-back Scheme of
	na. Avjun Dhanuka	9,203	E 12/2010	10,000	arrangement#
		(165)	22/03/2017	1,40,250	Buy-back
18	Ms. Seema Dhanuka	13,808	2/12/2015	24,980	Scheme of
1011100	- V/1000-0-0-000 00000000000000000000000000	11.00.000	1000000000000	11/2/2000	arrangement#
10	U. O. E. J. Br.	(224)	22/03/2017	1,90,400	Buy-back
19	Ms. Madhuri Dhanuka	30,680	2/12/2015	9,910	Scheme of arrangement#
		(1,480)	22/03/2017	12,58,000	Buy-Back
20	Ms. Akangsha Dhanuka	30,959	2/12/2015	10,000	Scheme of
17.7U	The Second Strategies	33,300		10,000	arrangement#
		(503)	22/03/2017	4,27,550	Buy-back
21	Ms. Urmila Dhanuka	30,959	2/12/2015	10,000	Scheme of
		14 101	20102/2017	40.00.000	arrangement#
22	Dushes Dheadle Test	(1,494)	22/03/2017	12,69,900	Buy-back Schome of
22	Pushpa Dhanuka Trust	54,17,266	2/12/2015	98,00,000	Scheme of arrangement#
		(88,072)	22/03/2017	7,48,61,200	Buy-back
23	Triveni Trust	3,03,39,712	2/12/2015	98,00,000	Scheme of
515.0°	- Maria (1990) (			35,00,000	arrangement#
		(4,93,254)	22/03/2017	41,92,65,900	Buy-back
24	M/s. Hindon Mercantile Limited	31	2/12/2015	10	Scheme of
		1993	00/00/00/17	1000	arrangement#
25	We College	(5)	22/03/2017	4,250	Buy-back
25	M/s. Golden Overseas Private Limited	31	2/12/2015	10	Scheme of arrangement#

(5)

31

(5)

3,66,62,243

22/03/2017

2/12/2015

22/03/2017

Private Limited

Finance Limited

Total

M/s. Exclusive Leasing &

\*Pursuant to Scheme of Amalgamation of M/s Northern Minerals Limited with the Company.

#Pursuant to Comprehensive Scheme of Amalgamation of M/s A.M. Bros. Fintrade Pvt. Ltd. And M/s Dhanuka Finvest Pvt. Ltd. with

8. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUY-BACK REGULATIONS AND THE

- The Company shall not issue any Equity Shares or other securities (including by way of bonus) till the date of closure of
- The Company shall not raise further capital for a period of one year from the closure of the Buy-Back period, except in discharge of its subsisting obligations:
- All the equity shares which the Company proposes to buy back are fully paid up; The special resolution approving the Buy-Back will be valid for a maximum period of one year from the date of passing
- the said Special Resolution (or such extended period as may be permitted under the Act or the Buy-Back Regulations or by the appropriate authorities). The exact time table for the Buy-Back shall be decided by the Board (or its duly constituted Committee) within the above time limits; The Equity Shares bought back by the Company will be compulsorily extinguished and will not be held for re-issuance;
- The Company shall transfer from its free reserves a sum equal to the nominal value of the Equity Shares purchased through the Buy-Back to the Capital Redemption Reserve account and the details of such transfer shall be disclosed in
- The Company shall not withdraw the Buy-Back after the public announcement of the offer to Buy-Back is made; The Company shall not Buy-Back locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable; and
- The Company confirms that as required under Section 68(2)(d) of the Act, the debt equity ratio of aggregate of secured and unsecured debts owed by the Company shall not be more than twice the equity share capital and free reserves after
- The Company confirms that it shall not directly or indirectly purchase its own shares or other specified securities: a. through any subsidiary company including its own subsidiary companies; and
- b. through any investment company or group of investment companies The Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed
- under the Buy-Back Regulations and the Act within 7 (seven) days of the last date of completion of the Buy-Back. The Company is not undertaking the Buyback to delist its Equity Shares from the Stock Exchanges.
- The Company is in compliance with the conditions under regulation 4 and other applicable provisions of the Buyback
- Regulations.

### 9. CONFIRMATION FROM THE BOARD

- 9.1 The Board of Directors of the Company hereby confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to
  - into account the financial position of the Company and also considering all contingent liabilities, the Board has formed an a. That immediately following the date of the Board Meeting held on November 14, 2018 and the date of passing the

9.2 The Board of the Directors confirms that it has made a full enquiry into the affairs and prospects of the Company and after taking

- shareholder's resolution approving the proposed Buy-Back, there will be no grounds on which the Company can be found unable to pay its debts; b. That as regards the Company's prospects for the year immediately following the date of the Board Meeting held on
- November 14, 2018 as well as the year immediately following the date of passing of the shareholders' resolution approving the proposed Buy-Back, and having regard to Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from date of the Board meeting approving the Buy-Back held on November 14, 2018, as also from the date of the shareholders' resolution approving the proposed
- c. That in forming their opinion for the above purpose, the Board has taken into account the liabilities as if Company is being wound up under the provisions of the Companies Act, 1956 or Companies Act, 2013 or the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities).
- THE TEXT OF THE REPORT DATED NOVEMBER 14, 2018 RECEIVED FROM M/S S. S. KOTHARI MEHTA & CO., CHARTERED ACCOUNTANTS, THE STATUTORY AUDITORS OF THE COMPANY, ADDRESSED TO THE BOARD OF DIRECTORS IS REPRODUCED BELOW:

"Independent Auditor's Report on Buy-Back of shares pursuant to the requirement of Schedule I of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018.

The Board of Directors Dhanuka Agritech Limited

82, Abhinash Mansion, 1st Floor, Joshi Road, Karol Bagh, New Delhi-110005

Sub: Statutory Auditor's Report in respect of proposed buyback of equity shares by Dhanuka Agritech Limited (the "Company") in terms of the clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 ("Buyback Regulations").

 This Report is issued in accordance with the terms of our service scope letter engagement dated November 1, 2018 with Dhanuka Agritech Ltd.

2. The Board of Directors of the Company have approved a proposal for buyback of Equity Shares by the Company at its meeting held on November 14, 2018, which is subject to approval of shareholders of the Company, in pursuance of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013 (the "Act") and the Buyback Regulations. We have been requested by the management of the Company to provide a report on the accompanying statement of permissible capital payment (including premium) ('Annexure A') as at March 31, 2018 (hereinafter referred to as the "statement"). This statement has been prepared by the management, which we have initialled for the purpose of identification only.

## Management Responsibility

- The preparation of the Statement in accordance with Section 68(2)(c) of the Companies Act, 2013 and the compliance with the Buyback Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of 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.
- The Board of directors is responsible to make full inquiry into the affairs and prospects of the Company and to form an opinion that the Company will not be rendered insolvent within a period of one year from the date of passing the board resolution and from the date on which the results of the shareholders resolutions with regard to proposed Buy-back are declared.

# Auditor's Responsibility

- Pursuant to the requirement of the Buyback Regulations, it is our responsibility to provide a reasonable assurance on the following "Reporting Criteria"
  - i. whether we have inquired into the state of affairs of the Company in relation to the audited standalone financial statements as at March 31, 2018;
- whether the amount of permissible capital payment as stated in Annexure A, has been properly determined considering the audited standalone financial statements as at March 31, 2018 in accordance with Section 68(2) of the Companies Act, 2013; iii. whether the Board of Directors of the Company, in their meeting held on November 14, 2018 have formed the opinion
- as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid Board meeting date and from date on which the results of the shareholders' resolutions with regard to the proposed buyback iv. whether we are aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any
- of the matters mentioned therein is unreasonable in the circumstances as at the date of the declaration. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the
- Reporting Criteria mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgment, including an assessment of the risks associated with the Reporting Criteria. We have performed the following procedures in relation to the Statement i. inquired into the state of affairs of the Company in relation to its audited standalone financial statements for the year
- ended March 31, 2018.
- examined the authorization for Buy-Back as per the Articles of Association of the Company;
- iii. examined that the amount of capital payment for the Buy-Back, as detailed in Annexure A to this report, is within the permissible limits computed in accordance with Section 68 of the Act;
- iv. examined that the ratio of debt owned by the Company, if any, is not more than twice the paid-up capital and free reserves after such Buy-Back;
- v. examined that all shares for Buy-Back are fully paid-up;
- vi. examined resolutions passed in the meetings of the Board of Directors in this regard. vii. examined the Director's declarations for the purpose of Buy-Back and solvency of the Company;
- viii. examined the necessary documents to ensure that the current Buy-Back is made after the expiry of one year from the closure of last Buy-Back period;
- ix, obtained necessary representations from the management of the Company. 7. The standalone financial statements for the year ended March 31, 2018, referred to in paragraph 5 above, have been
- audited by M/s Ambani & Associates LLP, Chartered Accountants (FRN: 016923N) ("Predecessor Auditors"), on which they have issued an unmodified audit opinion vide their report dated 22 May, 2018. As per the said report, the audit of the financial statements for the year ended March 31, 2018 was conducted in accordance with the Standards on Auditing, as specified under Section 143 of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that they plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
- We have conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants
- 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:

- We have relied upon the audited standalone financial statements for the year ended 31st. March, 2018, which have been audited by M/s Ambani & Associates LLP, Chartered Accountants (FRN: 016923N) ("Predecessor Auditor") and based on our examination as above, and the information and explanation given to us, we state that we have inquired into the state of affairs of the Company and in our opinion:
- The permissible capital payment towards buyback of equity shares, as stated in the statement (Annexure A), is in our view properly determined in accordance with Section 68 of the Act, and
- (ii) The Board of Directors, in their meeting held on November 14, 2018 have formed the opinion, as specified in clause (x) of Schedule I of the Regulations, on reasonable ground, that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from November 14, 2018, and from date on which the results of the shareholders' resolutions with regard to the proposed buyback are declared and we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

11. The certificate is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Act and Regulations solely to enable them to include it (a) in the explanatory statement to be included in the postal ballot notice to be circulated to the shareholders, (b) in the public announcement to be made to the Shareholders of the Company, (c) in the draft letter of offer and letter of offer to be filed with the Securities and Exchange Board of India, the stock exchanges, the Registrar of Companies as required by the Regulations, the National Securities Depository Limited and the Central Depository Securities (India) Limited, and should not be used by any other person or for any other purpose. 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 report is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

> For S.S Kothari Mehta & Co. Chartered Accountants Firm Registration Number: 000756N

Place: Gurugram Date: 14th November, 2018

arrangement#

arrangement#

Buy-back

Buy-back

Scheme of

4,250

4,250

Yogesh K Gupta Partner, Membership No.: 093214 Cont..2

# श्रीलंका में मंत्रिमंडल की घोषणा, राष्ट्रपति का सुरक्षा बलों व पुलिस पर नियंत्रण

कोलंबो, २० दिसंबर (भाषा)।

श्रीलंका के राष्ट्रपति मैत्रीपाला सिरीसेना ने गुरुवार को 30 सदस्यीय मंत्रिमंडल की घोषणा की, लेकिन प्रधानमंत्री रानिल विक्रमसिंघे के नामितों को नजरअंदाज कर देश के सुरक्षाबलों और पुलिस पर अपना नियंत्रण कायम रखा है।

यह घटनाक्रम कई हफ्तों के राजनीतिक संकट के बाद दोनों नेताओं के बीच टकराव कायम रहने का संकेत देता है। विक्रमसिंघे को प्रधानमंत्री पद पर बहाल करने के बाद मंत्रिमंडल की घोषणा की गई है। सिरीसेना ने मंत्रिपद के उन नामितों को नजरअंदाज किया, जिन्होंने उनकी श्रीलंका फ्रीडम पार्टी (एसएलएफपी) छोड़ दी थी। कम से कम तीन वरिष्ठ नेता एसएलएफपी छोड़कर विक्रमसिंघे की यूनाईटेड नेशनल पार्टी (यूएनपी) में शामिल हो गए थे। प्रधानमंत्री विक्रमसिंघे को 26

अक्तूबर को बर्खास्त करने और उनके स्थान पर महिंदा राजपक्षे को नियक्त करने के सिरीसेना के फैसले से अप्रत्याशित संवैधानिक संकट पैदा हो गया था। बाद में सिरीसेना ने 225 सदस्यीय संसद भी भंग कर दिया था और समय पूर्व चुनाव की घोषणा की थी। लेकिन सुप्रीम कोर्ट के आदेश के बाद सिरीसेना ने विक्रमसिंघे को फिर से प्रधानमंत्री नियुक्त कर दिया और इस तरह 51 दिनों से चल रहा राजनीतिक गतिरोध समाप्त हुआ। राष्ट्रपति के पास अब रक्षा और महावेली विकास एवं पर्यावरण मंत्रालय है। उन्होंने पुलिस (विभाग) पर भी अपना नियंत्रण कायम रखा है, जो उनकी हत्या की कथित साजिश की जांच कर रही है।

कानून व्यवस्था मंत्रालय राष्ट्रपति द्वारा अपने पास रखे जाने पर यूएनपी ने आपत्ति जताई है। यूएनपी ने दावा किया है कि राष्ट्रपति संवैधानिक रुप से पर्यावरण के अलावा सिर्फ रक्षा मंत्री हो सकते हैं।

# ड्रोन के कारण लंदन का गैटविक हवाईअड्डा बंद, हजारों यात्री फंसे

लंदन, 20 दिसंबर (भाषा)।

ब्रिटेन के गैटविक हवाई अड्डे के ऊपर ड्रोन मंडराते देखे जाने के बाद दूसरे दिन भी गुरुवार को वहां का एकमात्र रनवे बंद रहा। इसके चलते उड़ानों को दूसरे हवाई अड्डों पर भेजना पड़ा और क्रिसमस की छुट्टियों से पहले हजारों यात्रियों को अपनी मंजिल तक पहुंचने में देरी हुई। इस बीच इस मामले को लेकर प्रधानमंत्री टेरेसा में ने सख्त चेतावनी जारी की है।

लंदन के दक्षिण में स्थित यह हवाईअड्डा यात्रियों की संख्या के दृष्टिकोण से हीथ्रो के बाद ब्रिटेन का दूसरा सबसे व्यस्त हवाईअड्डा है। हवाईअड्डे के ऊपर दो ड्रोन विमान मंडराते देखे जाने के बाद रनवे को बुधवार शाम को बंद कर दिया गया था। इसे गुरुवार को सुबह करीब तीन बजे कुछ देर के लिए खोला गया लेकिन फिर से ड्रोन दिखने पर इसे 45 मिनट बाद बंद

कर दिया गया। प्रधानमंत्री मे ने स्थिति को गैरजिम्मेदाराना और परी तरह अस्वीकार्य करार दिया। उनके प्रवक्ता ने कहा, यह ्डोन अवैध रूप से उड़ाए गए और इससे ज्यादा स्पष्ट कानून नहीं हो सकता कि जो लोग विमान की सुरक्षा को खतरे में डालते पाए जाएंगे उन्हें पांच साल की जेल का सामना करना पड़ सकता है। हम हवाईअड्डे से संपर्क में हैं और स्थिति को यथाशीघ्र सुलझाने के लिए वे पुलिस के साथ संपर्क में हैं।

हवाई अड्डे पर घटना की जांच कर रही स्थानीय ससेक्स पुलिस ड्रोन को मार गिराने के बहुत ज्यादा पक्ष में नहीं है क्योंकि इससे दूसरे जोखिम भी हो सकते हैं।

बल ने कहा कि उसे नहीं लगता कि यह डोन आतंकी गतिविधियों से संबंधित हैं लेकिन यह सेवाओं को बाधित करने के लिए जानबुझकर किया गया कृत्य है और उपकरण औद्योगिक विशेषताओं वाला है।

> बनाए जो माहवारी पैड खरीदने में असमर्थ हैं। जॉर्ज ने टाइम पत्रिका से कहा, यह चीज मुझे परेशान करती है। ब्रिटेन में कई लड़िकयां नियमित रूप से माहवारी के दौरान स्कुल नहीं जाती हैं क्योंकि वह माहवारी पैड खरीदने में असमर्थ हैं। उन्होंने कहा, सरकार को पता है कि उसकी नजरों के सामने यह सब हो रहा है लेकिन वह समाधान निकालने

जॉर्ज ने फ्री पीरियड्स नाम से एक

टाइम पत्रिका के शीर्ष 25 प्रभावशाली किशोर-किशोरियों में तीन भारतीय मूल के

टाइम पत्रिका ने 2018 में विभिन्न क्षेत्रों में

उत्कृष्ट कार्य करने वाले 25 शीर्ष प्रभावी किशोर-

किशोरियों की सूची जारी की है। इनमें से तीन,

भारतीय-अमेरिकी छात्रा काव्या कोप्पारापू, छात्र

ऋषभ जैन और ब्रितानी-भारतीय छात्रा अमिका

जॉर्ज, भारतीय मुल के छात्र-छात्राएं हैं।

ह्यूस्टन, 20 दिसंबर (भाषा)।

ये सभी अपनी कामों की वजह से लाखों किशोर-किशोरियों की प्रेरणा हैं। ऋषभ जैन ने एक ऐसा अल्गोरिदम विकसित किया है जिससे संभावित रूप से अग्न्याशय कैंसर का इलाज हो सकता है। वहीं काव्या कोप्पाराप हार्वर्ड विश्वविद्यालय में अभी पढ़ाई कर रही हैं। उन्होंने मस्तिष्क कैंसर के मरीजों के इलाज के लिए एक कंप्यटर प्रणाली विकसित की है। टाइम पत्रिका के अनुसार, उनका लक्ष्य लिक्षत थेरेपी विकसित करना है जो संबंधित मरीजों के लिए अनोखी हो। इसके अलावा ब्रितानी भारतीय छात्रा अमिका जॉर्ज का लक्ष्य है कि नीतिनिर्माता माहवारी गरीबी खत्म करें। वह चाहती हैं कि सरकार ऐसी लड़िकयों और महिलाओं के लिए एक नीति

से इंकार कर रही है।

अभियान चलाया है। उनकी इस याचिका पर करीब दो लाख लोग हस्ताक्षर कर चुके हैं। उनके इस अभियान को ब्रिटेन के दर्जनों नीतिनिर्माताओं का भी समर्थन प्राप्त हुआ है।

# ब्रेक्जिट के बाद भारतीय छात्रों और पेशेवरों को ब्रिटेन में मिलेगा लाभ

लंदन, 20 दिसंबर (भाषा)।

ब्रिटेन सरकार ने ब्रेक्जिट के बाद वीजा एवं आव्रजन की अपनी रणनीति को लेकर एक प्रस्ताव जारी किया है जिससे भारतीय छात्रों एवं पेशेवरों को लाभ पहुंचने की उम्मीद है। इसमें आप किस देश से वास्ता रखते हैं इसकी बजाए कौशल पर ज्यादा ध्यान दिया गया है।

ब्रिटेन के गृह सचिव साजिद जाविद ने बुधवार को ब्रिटेन की भविष्य की कौशल आधारित आव्रजन व्यवस्था को बुधवार को हाउस ऑफ कॉमन्स में पेश किया। इस व्यवस्था के तहत विश्व के किसी भी कोने से आने वाले उच्च कुशलता वाले आव्रजकों पर किसी तरह की शर्ते नहीं लगाई जाएंगी और अंतरराष्ट्रीय छात्रों के लिए अध्ययन के बाद काम करने की पेशकश में सुधार होगा।यूरोपीय संघ से ब्रिटेन के अलग होने के प्रस्तावित संक्रमण काल के बाद दिसंबर 2021 से अमल में लाए जाने इन प्रस्तावों में दावा किया जा रहा है कि वह देश के आव्रजन नियमों को सभी के लिए बराबर कर देगा। इसके लिए 28 सदस्यीय आर्थिक समूह के भीतर के लोगों के बेरोकटोक आवागमन को खत्म कर दिया जाएगा। टेरेसा मे ने कहा, संघ से हमारे निकलने के बाद बेरोकटोक आवागमन खत्म हो जाएगा. जिसमें किसी व्यक्ति का कौशल महत्त्वपूर्ण होगा न कि यह कि वे किस देश से आते हैं।

# जरदारी की अयोग्यता को लेकर मामला दर्ज कराएगी पाक सरकार

इस्लामाबाद, 20 दिसंबर (भाषा)।

पाकिस्तान सरकार पूर्व राष्ट्रपति आसिफ अली जरदारी के खिलाफ चुनाव आयोग के समक्ष मामला दर्ज कराने की योजना बना रही है। सूचना मंत्री फवाद चौधरी ने बुधवार को बताया कि अमेरिका में संपत्तियां छिपाने को लेकर उनको अयोग्य ठहराने की मांग की जाएगी।

चौधरी ने आरोप लगाया कि जरदारी ने पाकिस्तान चुनाव आयोग के समक्ष दायर हलफनामे में अमेरिका में अपने स्वामित्व वाले एक अपार्टमेंट का उल्लेख नहीं किया। उन्होंने कहा कि पाकिस्तान तहरीक-ए-इंसाफ (पीटीआइ) सरकार जल्द ही इस बात को लेकर दस्तावेज देगी कि जरदारी ने अपने नामांकन दस्तावेजों में संपत्ति का खुलासा नहीं किया था। डॉन समाचारपत्र ने उनके हवाले से कहा, उन्हें (जरदारी) अनुच्छेद 62 और 63 के तहत संपत्ति घोषित करनी चाहिए थी जो उन्होंने नहीं किया। इसलिए वह सांसद बनने के योग्य नहीं थे। जरदारी 2008 से 2013 तक पाकिस्तान के राष्ट्रपति रहे। वह पाकिस्तान के 11वें राष्ट्रपति थे। जुलाई में पाकिस्तान की संघीय जांच एजंसी (एफआइए) ने जरदारी और उनकी बहन समेत 20 संदिग्धों को 35 अरब रुपए के धनशोधन मामले में भगोड़ा घोषित किया था।

# तिब्बत पर विधेयक को कानूनी रूप दिया अमेरिका ने

वाशिंगटन, 20 दिसंबर (भाषा)।

अमेरिका के राष्ट्रपति डोनाल्ड ट्रंप ने तिब्बत संबंधी एक विधेयक पर दस्तखत कर उसे कानून का रुप दे दिया है, जिससे चीन की त्यौरियां चढ सकती हैं।

इस कानून से उन चीनी अधिकारियों पर वीजा पाबंदी लगाने का मार्ग प्रशस्त हो जाएगा जो अमेरिकी नागरिकों, सरकारी अधिकारियों और पत्रकारों को तिब्बत के निर्वासित आध्यात्मिक गुरु दलाईलामा के गृह क्षेत्र (तिब्बत) में जाने की अनुमति नहीं देते हैं।

अधिकारियों ने बताया, तिब्बत जाने को इच्छुक सरकारी अधिकारियों, संवाददाताओं और पर्यटकों समेत अमेरिकी नागरिकों के अनुरोध को नियमित रुप से ठुकरा दिया जाता है। वहीं, जो कुछ लोग वहां चले भी जाते हैं उन्हें नियंत्रित आधिकारिक यात्रा पर रहने के लिए बाध्य किया जाता है। इस तरह, तिब्बती लोगों की वास्तविक दशा उनसे छिपायी जाती है।

तिब्बत मूल के अमेरिकियों के अनुसार उनके लिए स्थिति बदतर है क्योंकि उन्हें अपने पुरखों की जमीन पर जाने और वहां अपने परिवार के सदस्यों से नहीं मिलने दिया जाता है। राष्ट्रपति ट्रंप ने बुधवार को यह कदम ऐसे समय में उठाया है, जब चीन ने इस संबंध में कानून पारित करने को लेकर अमेरिका से सख्त राजनियक प्रतिरोध जताया था। चीन ने अमेरिका से इस सिलसिले में कानून नहीं बनाने को कहा था। चीन का कहना है कि तिब्बत सदियों से उसका हिस्सा रहा है। दलाईलामा चीनी शासन के खिलाफ विफल विद्रोह के बाद 1959 में भारत पलायन कर गए थे।

वाइट हाऊस ने कहा है कि ट्रंप ने रेसीप्रोकल एक्सेस ट्र तिब्बत एक्ट ऑफ 2018 पर दस्तखत कर उसे कानून का रुप दे दिया है। यह कानून अमेरिका के राजनियकों, अधिकारियों, पत्रकारों और अन्य को तिब्बत में जाने का मार्ग प्रशस्त करता है। इस विधेयक को इससे पहले सीनेट और प्रतिनिधि सभा ने मंजूरी दे दी थी।

### Annexure A - Statement of permissible capital payment of Dhanuka Agritech Limited

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with section 68(2)(c) of the Companies Act, 2013 ("the Act") based on audited standalone financial statements as at and for the year ended March 31, 2018:

Particulars		Amount (Rs. in Lacs) Standalone
Paid-up Equity Share capital as at 31 March 2018 (4,90,78,324 equity shares of Rs.2/- each fully paid-up)#	(A)	981.57
Free reserves as at March 31, 2018*#		
General reserve	(B)	2455.03
Retained earnings	(C)	59784.99
Less adjustments:		
Fair valuation of investments, classified as fair value through profit and loss		539.10
Unrealised gains on restatement on foreign currency assets & liabilities		10.00
Tax impact of above adjustments @ 34.608%		(190.04)
Total adjustments	(D)	359.06
Net free reserves (B)+(C)-(D)	(E)	61880.96
Total Paid-up equity capital and free reserves as at March 31, 2018 (A+E)	-	62862.53
Permissible capital payment in accordance with Proviso to Section 68(2) (c) of the Companies Act, 2013 (25% of the total paid-up equity capital and free reserves)\$		15715.63
Permissible capital payment for Buyback through method specified in 4(iv)(b), read with proviso to Regulation 4(iv) of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (14.99% of total paid-up Equity capital and free reserves)		9423.09
Permissible capital payment in accordance with proviso to Section 68(2)(b) of the Act requiring Board Resolution (10% of total paid-up Equity Share capital and free reserves)		6286.25

\*Free reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided in Section 68 of the Act. # The above calculation of the paid-up Equity Share Capital and Free Reserves as at March 31, 2018 for Buyback of equity shares is based on the amounts appearing in the audited standalone financial statements of the Company for the year ended March 31, 2018. These financial statements of the Company are prepared in accordance with the Indian Accounting Standards (Ind-AS) as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules,

2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. \$ Proposed capital payment restricted to 25% of the total paid-up equity capital and free reserves

For and on behalf of Dhanuka Agritech Limited Mahendra Kumar Dhanuka

Vinod Kumar Bansal Managing Director Chief Financial Officer DIN: 0628039

Date: November 14, 2018 Place: Gurugram

11. RECORD DATE, RATIO OF BUY-BACK AND ENTITLEMENT OF EACH SHAREHOLDER The Buy-Back Committee in its meeting held on December 20, 2018 announced January 02, 2019 as the Record Date for

the purpose of determining the Buy-Back entitlement and the names of the shareholders, who are eligible to participate in The Equity Shares proposed to be bought back by the Company shall be divided in two categories;

Reserved category for Small Shareholders ("Reserved Category"); and

 General category for all shareholders other than Small Shareholders ("General Category") As defined under Regulation 2(i)(n) of the Buyback Regulations, a "Small Shareholder" is a Shareholder who holds Equity

Shares whose market value, on the basis of closing price on the stock exchange having highest trading volume as on the Record Date is not more than ₹ 2,00,000/- (Rupees Two Lakhs only). d) In compliance with Regulation 6 of the Buy-Back Regulations, the reservation for the Small Shareholders, will be higher of:

i. Fifteen percent of the number of Equity Shares which the Company proposes to Buy-Back i.e. 15% of 15,00,000 (Fifteen Lakhs) Equity Shares which works out to 2,25,000 (Two Lakh Twenty Five Thousand) Equity Shares; or The number of Equity Shares entitled as per their shareholding as on the Record Date.

 on the basis of the shareholding as on the Record Date, the Company will determine the entitlement of each Eligible Shareholder, including the Small Shareholder to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective Eligible Shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such Eligible Shareholder belongs.

In order to ensure that the same shareholders with multiple demat accounts/ folios do not receive a higher entitlement under the Small Shareholder category, the Company will club together the Equity Shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of Eligible Shareholders holding Equity Shares in physical form, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds / trusts, insurance companies, etc. with a common PAN will not be clubbed together for determining the category and will be considered separately where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

The final number of Equity Shares that the Company will purchase from each Eligible Shareholders will be based on the total number of Equity Shares tendered. Accordingly, the Company may not purchase all of the Equity Shares tendered by Eligible Shareholders in the Buyback

After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.

Eligible Shareholders' participation in the Buyback is voluntary. Eligible Shareholders can choose to participate, in part or in full and get cash in lieu of Equity Shares accepted under the Buyback or they may choose not to participate. Eligible Shareholders may also accept a part of their entitlement. Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by

the shareholder as on the Record Date. If the Buyback entitlement for any Eligible Shareholder is not a round number (i.e.

not a multiple of one Equity Share), then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback. On account of ignoring the fractional entitlement, those Small Shareholders whose entitlement would be zero Equity Shares as on Record Date, will be dispatched a Tender Form with zero entitlement. Such Small Shareholders are entitled to tender additional Equity Shares as part of the Buyback Offer and will be given preference in the acceptance of one Equity Share, if such Small Shareholders have tendered for additional Equity Shares. The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations. Each Eligible Shareholder will receive the

Letter of Offer along with a tender/offer form indicating the entitlement of the Eligible Shareholder for participating in the Detailed instructions for participation in the Buyback as well as the relevant time table will be included in the Letter of Offer

which will be sent in due course to the Eligible Shareholders as on the Record Date.

12. PROCESS AND METHODOLOGY FOR BUY-BACK

12.1. The Buyback is open to all Eligible Shareholders of the Company holding Shares either in physical and/or dematerialized. form on the Record Date.

12.2. The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI Circulars, as may be amended from time to time and following the procedure prescribed in the circular issued by the BSE bearing number 20170202-34 dated February 2, 2017 ("BSE Notice"), Companies Act and the Buyback Regulations and as may be determined by the Board (including the committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.

12.3. For implementation of the Buyback, the Company has appointed Emkay Global Financial Services Limited as the

registered broker to the Company (the "Company's Broker") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows: **Emkay Global Finanical Services Limited** 

7th Floor, The Ruby, Senapati Bapat Marg, Dadar - West, Mumbai - 400 028, Maharashtra, India Tel: +91 22 6612 1212, Email: dhanuka.buyback@emkayglobal.com, Website: https://www.emkayglobal.com/

12.4. For the purpose of this Buyback, BSE shall be appointed as the Designated Stock Exchange. Separate acquisition window will be provided by BSE to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. The details of the platform will be as specified by BSE from time to time. In case, the Eligible

Shareholders' registered stock broker is not registered with the BSE, the Eligible Shareholders may approach the 12.5. During the tendering period, the order for selling the Equity Shares will be placed in the acquisition window by Eligible Shareholders through their respective stock brokers ("Shareholder Broker") during normal trading hours of the secondary

market. The Shareholder Broker can enter orders for demat shares as well as physical shares. 12.6. Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialised form . Eligible Shareholders who desire to tender their Equity Shares in the electronic form under the Buy-Back would have to do so through their respective stock brokers ("Seller Members") by indicating to their brokers the details of Equity

Shares they intend to tender under the Buy-Back. ii. The Seller Member will be required to place a bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buy-Back using the Acquisition Window. Before placing the bid, the Eligible Shareholder will need to transfer the tendered Equity Shares to Indian Clearing Corporation Limited ("Clearing Corporation") by using the settlement number through the early pay-in mechanism as prescribed by the Depositories. This shall be validated at the time of order/bid entry. The details of the settlement number for the Buy-Back will be provided in a separate circular

which will be issued at the time of issue opening by the Clearing Corporation.

iii. For Custodian Participant orders for Equity Shares in demat form, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than closing of trading hours on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed Custodian Participant orders, order modification by the Seller Member shall revoke the custodian confirmation and the revised order shall be sent to custodian again for confirmation.

iv. Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip ("TRS") generated by the exchange bidding system to the Shareholder, TRS will contain the details order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered etc.

 All the Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to): Duly attested power of attorney, if any person other than the Eligible Shareholder(s) has signed the Tender Form; Duly attested death certificate and succession certificate/ legal heirship certificate, in case any Eligible Shareholder

· In case of companies, the necessary certified corporate authorizations (including board and/ or general meeting

vi. In case of non-receipt of the completed Tender Form and other documents, but receipt of Equity Shares in the special account of the clearing corporation and a valid bid in the exchange bidding system, the Buy-Back shall be deemed to have been accepted, for demat Shareholders. vii. The Eligible Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in

case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the savings bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.

viii. The details of the settlement number for the Buyback will be provided in a separate circular which shall be issued at the time of opening of the Buyback Offer by the Designated Stock Exchange or Clearing Corporation.

ix. The acceptance from all non-resident Shareholders (excluding FIIs) is subject to the Company receiving the permission received by them from the RBI to acquire the Equity Shares held by them in the Company. In case the Equity Shares are held on repatriation basis, the non-resident Shareholder should obtain and deliver to the Company a letter from its authorised dealer/ bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by the non-resident Shareholder from the appropriate account as specified by RBI in its approval. In case the non-resident Shareholder is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buy-Back. If any of the above stated documents (as applicable) are not sent across to the Company, the Equity Shares tendered under the Buy-Back are liable to be subsequently rejected. Procedure to be followed by Eligible Shareholders holding Equity Shares in the Physical form

 a) Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required. to approach their respective Seller Members along with the complete set of documents for verification procedures to be carried out including the (i) original share certificate(s) (ii) valid share transfer form(s) (i.e., form SH-4) duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and asper the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company (iii) self-attested copy of the Eligible Shareholder's PAN Card (iv) the Tender Form duly signed (in case the Equity Shares are in joint names, the Tender Form must be signed by all Eligible Shareholders in the same order in which they hold the Equity Shares) and (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/ specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. In addition, if the address of an Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, such Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the

following documents: valid Aadhar Card, Voter Identity Card or Passport. Based on the documents mentioned in paragraph above, the concerned Seller Member shall place the bid on behalf of the Eligible Shareholder holding Equity Shares in physical form who wishes to tender Equity Shares in the Buyback using the acquisition window of the Stock Exchanges. Upon placing the bid, the Seller Member shall provide a TRS generated by the Stock Exchanges' bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like Folio No., Certificate No., Distinctive No., No. of Equity Shares tendered etc.

 After placing the Bid, the Seller Member of the Eligible Shareholder has to deliver the original share certificate(s) and documents (as mentioned in paragraph 12.7(a) above along with TRS either by registered post or courier or hand delivery to the Registrar (at the address mentioned at paragraph 14 below not later than 2 (two) days from the Buyback Offer Closing Date.. The envelope should be super scribed as "Dhanuka Agritech Limited – Buy-Back 2018". One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to the Seller Member/ Eligible d) Eligible Shareholder holding physical Equity Shares should note that physical Equity Shares will not be accepted

unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for the Buyback shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time the Stock Exchanges shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, it will be treated as 'confirmed bids'. e) All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst

others: (i) If there is any other company's equity share certificate(s) enclosed with the Tender Form instead of the Equity Share certificate(s) of the Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; (iii) If the Eligible Shareholders tender Equity Shares but the Registrar to the Buyback does not receive the Equity Share certificate(s); (iv) In case the signature on the Tender Form and Form SH-4 does not match as per the specimen signature recorded with Company/Registrar and Transfer Agent of the Company. f) In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible

Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so

that they can participate in the Buyback before Buyback Closing Date. g) All Equity Shareholders holding the Physical Shares shall note that in accordance with the proviso to regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (notified by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018), read with SEBI's press release dated December 3, 2018, transfers of securities shall not be processed unless the securities are held in the dematerialized form with a depository with effect from April 1, 2019. In case the applicable law restricts the buyback of Equity Shares held in physical form, the Company may not be able to accept the tender of such Equity Shares held in physical form from April 1, 2019.

h) In the Buyback, considering the timelines of activities prescribed under the Buyback Regulations, the Buyback Closing Date and the acceptance of tendered shares (among other activities related to the Buyback) is expected to be undertaken before April 1, 2019. However, in case, the expected timeline extended due to any reason, unless otherwise permitted/ exempted by SEBI, tendering of Shares in the Buy-Back on or after April 1, 2019 shall be available

i) However, should the LODR Regulations or any other applicable laws permit the processing of acceptance of Equity Shares held in physical form tendered during the Buyback as on the date of such acceptance, the procedure for tendering to be followed by Eligible Shareholders holding Equity Shares in the physical form is as detailed under Para 12.7(a) to 12.7(f) above, subject to any modifications to the procedure as may be provided under the LODR Regulations or any other applicable laws.

## Dhanuka Agritech Limited j) For Equity Shares held by Eligible Shareholders, being Non-Resident Shareholders of Equity Shares (Read with

"Details of the Statutory Approvals"): a) Eligible Shareholders, being Non-Resident Shareholders of Equity Shares (excluding Fils) shall also enclose a copy

of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them. b)In case the Equity Shares are held on repatriation basis, the Non-Resident Eligible Shareholder shall obtain and

enclose a letter from its authorised dealer / bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by the non-resident Eligible Shareholder from the appropriate account (e.g. NRE a/c.) as specified by RBI in its approval. In case the Non-Resident Seller is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the Non-Resident Seller shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a nonrepatriation basis in respect of the valid Equity shares accepted under the Buyback.

c) If any of the above stated documents (as applicable) are not enclosed along with the Tender Form, the Equity Shares tendered under the Buyback are liable to be rejected.

Method of Settlement

Upon finalization of the basis of acceptance as per Buy-Back Regulations: a. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market

and as intimated by the Clearing Corporation from time to time and in compliance with the SEBI Circular b. The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the

Buyback to the Clearing Corporation's bank accounts as per the prescribed schedule. For demat Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to respective Eligible Shareholders. If Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI/Bank, due to any reason, such funds will be transferred to the concerned Seller Members' settlement bank account for onward transfer to such Eligible Shareholders holding Equity Shares in dematerialized form. In case of certain client types viz. Non-Resident Shareholders (where there may be specific RBI and other regulatory

requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Seller Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the Depositories, whereas amount payable to the Eligible Shareholder pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the BSE and the Clearing Corporation from time to time.

d. For the Eligible Shareholders holding Equity Shares in physical form (provided tendering of Equity Shares held in physical form is permissible under the LODR Regulations or other applicable laws, as discussed above), the funds pay-out would be given to their respective Seller Member's settlement account for releasing the same to the respective Eligible Shareholder's account.

e. The Equity Shares bought back in demat form would be transferred directly to the demat account of the Company opened for the Buyback ("Company Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing

 The Eligible Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to /non-acceptance of shares under the Buyback.

g. Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Eligible Shareholders would be returned to them by the Clearing Corporation directly to the respective Eligible Shareholder's DP account, as part of the exchange payout process. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, excess demat Shares or unaccepted demat Shares, if any, will be returned to the respective custodian participant. The Seller Members would return these unaccepted Equity Shares to their respective clients on whose behalf the bids have been placed.

h. Provided tendering of Equity Shares held in physical form is permissible under the LODR Regulations or other applicable laws, any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned back to the Eligible Shareholders directly by the Registrar. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by Eligible Shareholders holding Equity Shares in

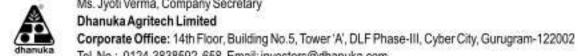
 The Company's Broker would also issue a contract note to the Company for the Equity Shares Accepted under the Buyback. If Eligible Shareholders bank account details are not available or if the fund transfer instruction is rejected by RBI or bank, due to any reasons, then the amount payable to Eligible Shareholders will be transferred to the Seller Member for onward transfer to the Eligible Shareholder. Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Members for

payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the Eligible Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders from their respective Seller Members, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Manager and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders. k. The Equity Shares lying to the credit of the Company Demat Account and the Equity Shares bought back and accepted

in physical form (provided tendering of Equity Shares held in physical form is permissible under the LODR Regulations or other applicable laws.) will be extinguished in the manner and following the procedure prescribed in the Regulations.

Eligible Shareholders who intend to participate in the Buy-Back should consult their respective Seller Members for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the selling Eligible Shareholders, for tendering Equity Shares in the Buy-Back (secondary market transaction). The Buy-Back consideration received by the selling Eligible Shareholders from their respective Seller Members, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Eligible Shareholders.

12.10. The Equity Shares lying to the credit of the Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buy-Back Regulations. 13. COMPLIANCE OFFICER Ms. Jyoti Verma, Company Secretary



Tel. No.: 0124-3838592, 658, Email: investors@dhanuka.com Investor may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours

i.e. 10:00 a.m. till 5:00 p.m. on all working days except Saturdays, Sundays and Public holidays. 14. REGISTAR TO THE BUY-BACK OFFER In case of any query, the shareholders may contact the Registrar to the Buy-Back Offer on any day except Saturdays, Sundays

and Public holidays between 10:00 AM till 5.00 PM at the following address: ABHIPRA CAPITAL LIMITED. Contact Person: Mr. Jeewat Rai/ Mr. Dinesh K.Agarwal

EMKAY GLOBAL FINANCIAL SERVICES LIMITED

Corporate Office: Abhipra Complex, A-387, Dikhush Indl. Area, G.T. Karnal Road, Azadpur, New Delhi-110033. Tel No.: 011-42390783, Fax No.: 011-42390930, Email id.: rta@abhipra.com, Website: www.abhipra.com SEBI Regn. No.: INR000003829, Validity Period: Permanent 15. MANAGER TO THE BUY-BACK OFFER

Contact Person: Mr. Deepak Yadav/ Mr. Chirag Dave Regd. Off.: The Ruby, 7th Floor, Senapati Bapat Marg, Dadar-West, Mumbai-400028, Maharashtra

Tel. No.: +91 22 66121212, Fax No.: +91 22 66121355, Email id: dhanuka.buyback@emkayglobal.com Website: www.emkayglobai.com SEBI Regn. No.: INM000011229, Validity Period: Permanent 16. DIRECTORS'RESPONSIBILITY

As per Regulation 24(1)(a) of the Buyback Regulations, the Board of Directors of the Company accept full and final responsibility for the information contained in this Public Announcement and confirms that this Public Announcement contains true, factual and material information and does not contain any misleading information.

Dhanuka Agritech Limited (Mahendra Kumar Dhanuka) Managing Director

For and on behalf of the Board of Directors of

(Rahul Dhanuka) Whole Time Director DIN: 00150140

(Jyoti Verma) Company Secretary and Compliance Officer FCS-7210

Date: December 20, 2018 Place: Gurugram

DIN: 00628039