



# *Dhanuka Agritech Limited*

AN ISO 9001 : 2008 COMPANY

09 October, 2014

The General Manager,  
Listing Department,  
National Stock Exchange of India Limited,  
Exchange Plaza, Plot no. C/1, G Block,  
Bandra-Kurla Complex, Bandra (E)  
Mumbai - 400 051

**NSE Symbol: DHANUKA**

Dear Sir,

**Ref: Clause 24(f) of the Listing Agreement**

**Sub: Scheme of Amalgamation between A.M. Bros. Fintrade Private Limited and Dhanuka Finvest Private Limited with Dhanuka Agritech Limited and their respective shareholders and creditors**

The Board of Directors of Dhanuka Agritech Limited at their meeting held on October 06, 2014 has approved the Scheme of Amalgamation (**'the Scheme'**) between A.M. Bros. Fintrade Private Limited (**'AMB'** or **'Amalgamating Company-1'**) and Dhanuka Finvest Private Limited (**'DFPL'** or **'Amalgamating Company-2'**) and Dhanuka Agritech Limited (**'DAL'** or **'the Amalgamated Company'**) and their respective shareholders and creditors, under Sections 391 to 394 and other applicable provisions of the Companies Act, 1956.

In this regard, we are enclosing the complete set of requisite documents for grant of the approval under clause 24(f) of the Listing Agreement.

*For Dhanuka Agritech Limited*

  
*Company Secretary*



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**1. Certified true copy of the Resolution passed by the Board of Directors**

Certified true copy of the Resolution passed by the Board of Directors of DAL, AMB and DFPL is enclosed as "Annexure A-1 to A-3", respectively.

**2. Certified copy of the Draft Scheme of Amalgamation proposed to be filed before the High Court**

Certified copy of the Draft Scheme of Amalgamation ("Scheme") is enclosed as "Annexure B".

**3. Valuation report from Independent Chartered Accountant as applicable as per Para 4 of SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013**

'Valuation Report' dated October 01, 2014 issued by M/s. J.N. Sharma & Co, Chartered Accountants, is enclosed as "Annexure C".

**4. Report from the Audit Committee recommending the draft Scheme, taking into consideration inter alia the Valuation Report mentioned at Sr. No 3 above**

Report from the Audit Committee of DAL recommending the draft Scheme, taking into consideration inter alia the Valuation Report, is enclosed as "Annexure D".

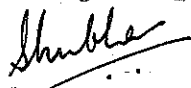
**5. Fairness Opinion by Merchant Banker**

Fairness Opinion dated October 04, 2014 issued by M/s Corporate Professionals Capital Private Limited, Merchant Banker, is enclosed as "Annexure E".

**6. Shareholding Pattern of all the companies, pre and post Scheme of Amalgamation, as per Clause 35 of the Listing Agreement**

Shareholding pattern of DAL, pre and post Scheme of Amalgamation, as per clause 35 of the Listing Agreement, is enclosed as "Annexure F-1".

*For Dhanuka Agritech Limited*

  
Company Secretary



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Further the shareholding pattern of AMB and DFPL, pre and post Scheme of Amalgamation is enclosed as "Annexure F-2 and F-3" respectively.

**7. Audited financials of transferee and transferor companies for last three financial years**

Audited financials for the years ended March 31, 2014, March 31, 2013 and March 31, 2012 for DAL are enclosed as "Annexure G-1".

Audited financials for the year ended March 31, 2014 for AMB and DFPL are enclosed as "Annexure G-2 and Annexure G-3" respectively.

AMB was incorporated on January 22, 2014 and DFPL was incorporated on December 12, 2013, therefore only audited financials of March 31, 2014 are available.

**8. Compliance Report as per Clause 49 of the Listing Agreement**

Compliance Report, as per Clause 49 of the Listing Agreement is enclosed as "Annexure H".

**9. Complaints Report**

We would submit the Complaints Report to the Stock Exchange within 7 days of expiry of 21 days from the date of filing of Draft Scheme in the prescribed format.

**10. Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013**

Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 is enclosed as "Annexure I".

**11. Auditor undertaking and Certified copy of Board of Director's resolution approving the above auditor certificate in relation to approval through postal ballot and e-voting**

Not Applicable

*For Dhanuka Agritech Limited*

  
Company Secretary



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12. **Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI.**

The Designated Stock Exchange for the purpose of coordinating with SEBI shall be the National Stock Exchange of India Ltd.

13. **Brief details of the transferee and transferor companies**

Brief details about the companies are enclosed as "Annexure J".

14. **Net worth Certificate (excluding Revaluation Reserve), together with related workings, pre and post implementation of the Scheme for the transferee company**

The Net worth Certificate of DAL along-with related workings, pre and post implementation of the Scheme, obtained from M/s Manoj Ritu & Associates, Chartered Accountants, is enclosed as "Annexure K".

15. **Capital Evolution Details of the transferee and transferor companies**

Details of Capital Evolution of DAL, AMB and DFPL are enclosed as "Annexure L-1 to L-3" respectively.

16. **Confirmation by the Company Secretary in respect of application under Clause 24(f) of the Listing Agreement for the proposed Scheme**

Confirmation of the Company Secretary is enclosed as "Annexure M".

17. **Statutory Auditor's Certificate confirming compliance with the accounting treatment as specified in the Clause 24(i) of the Listing Agreement**

Certificate of the Statutory Auditor is enclosed as "Annexure N".

*For Dhanuka Agritech Limited*

  
Company Secretary



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## 18. Annual Report of the transferee and transferor companies for the last financial year

Annual Report for financial year ended March 31, 2014 for DAL, AMB and DFPL are enclosed as "Annexure O-1 to O-3" respectively.

## 19. Processing Fee

Cheque No. 000049 of HDFC Bank dated October 08, 2014 for Rs 37,641/- (Rs 33,500/- plus service tax @12.36%) in favour of 'National Stock Exchange of India Limited' towards the processing fees is enclosed as "Annexure P".

## 20. Details of contact person

Details of the contact person in case of any further information / clarification are enclosed as "Annexure Q".

In view of the above, we shall feel obliged if the you could kindly accord your No Objection to the proposed Scheme, at the earliest.

If you require any further information/clarifications, we would be glad to furnish the same.

Thanking you.

Yours faithfully

For Dhanuka Agritech Limited

For *Dhanuka Agritech Limited*

**Shubha Singh** Secretary

Company Secretary

Encl: As Above