ANNEXURE A-1

Dhanuka Agritech Limited

dhanuka

AN ISO 9001 : 2008 COMPANY

Certified true copy of the Resolution passed at Board Meeting of M/s Dhanuka Agritech Limited on Monday, the 6th day of October, 2014 at the Corporate Office of the Company at 14th Floor, Building 5A, Cyber City, DLF Phase-III, Gurgaon, Haryana – 122002

1. **To consider and approve the Draft Comprehensive Scheme of Amalgamation of M/s A.M. Bros. Fintrade Private Limited and M/s Dhanuka Finvest Private Limited and their respective Shareholders and Creditors with M/s Dhanuka Agritech Limited:**

"**RESOLVED THAT** pursuant to the provisions of Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 and the Companies Act, 2013, including any statutory modification or re-enactments thereof for the time being in force and subject to the relevant provisions of the Memorandum of Association of Dhanuka Agritech Limited ('the Company' or 'DAL') and subject to requisite approval of the Shareholders and Creditors of the Company and sanction of the Hon'ble High Court of Delhi, Securities and Exchange Board of India ('SEBI') and Stock Exchanges and other Regulatory Authorities, as may be necessary and required and further based on Share Entitlement Report of M/s J.N Sharma & Co, Fairness Opinion received from M/s Corporate Professionals Capital Private Limited and recommendation of the Audit Committee, the consent of the Board be and is hereby accorded to the Draft Comprehensive Scheme of Amalgamation of M/s A.M. Bros. Fintrade Private Limited ('AMB') and M/s Dhanuka Finvest Private Limited ('DFPL') with M/s Dhanuka Agritech Limited and their respective Shareholders and Creditors (hereinafter referred to as 'the Scheme'), placed before the Board and initialed by the Chairman of the meeting for the purposes of identification."

"**RESOLVED FURTHER THAT** a Committee comprising Directors and officials of the Company be made in the name of 'Restructuring Committee' to take all necessary steps as may be considered necessary in connection with the Comprehensive Scheme of Amalgamation. The Committee shall consist of the following Directors and officials:

1. Mr.Ram Gopal Agarwal, Chairman
2. Mr.Mahendra Kumar Dhanuka
3. Mr.Rahul Dhanuka
4. Mr.Mridul Dhanuka
5. Mr.Vinod Kumar Bansal
6. Ms.Shubha Singh"

"**RESOLVED FURTHER THAT** the aforesaid Restructuring Committee be and is hereby authorized to take all the necessary steps for:

(a) Filing of the Scheme with the regulatory or statutory authority(ies), wherever required in terms of the applicable laws and regulations for obtaining approval to the Scheme;

(b) Filing of application(s)/ affidavit(s) with the Hon'ble High Court of Delhi or such other competent authority, seeking directions for holding or dispensation from holding of the meeting of the Shareholders and/or Creditors of the Company as may be directed by the Hon'ble High Court of Delhi to give effect to the Scheme;

(c) Filing of petition(s) for confirmation of the Scheme by the Hon'ble High Court of Delhi or such other competent authority;

For Dhanuka Agritech Ltd.

Company Secretary

Corporate office :14th Floor, Building 5A, Cyber City, DLF Phase-III, Gurgaon-122002, Haryana, (India),
Board : +91-124- 3838 500, Fax : +91-124- 3838 888, E-mail : headoffice@dhanuka.com, Website : www.dhanuka.com
Regd. Office : Dhanuka House, 861 - 862, Joshi Road, Karol Bagh, New Delhi - 110005 (India), P.: +91 11 64656800-802
CIN: L24219DL1985PLC020126

(d) For the above purposes, to engage advocates and if considered necessary, also engage services of counsel(s), declare and file all pleadings, reports, and sign and issue public advertisements, notices and to do all acts incidental and necessary thereto;

(e) Obtaining approval/ consent from such other authorities and parties including the Shareholders, term loan lenders, financial institutions, as may be considered necessary, to the said Scheme;

(f) To settle any question/ issue or difficulty that may arise with regard to implementation of the Scheme, and to give effect to this resolution;

(g) To make any alterations/changes to the Scheme as may be expedient or necessary for satisfying the requirements or conditions imposed by the Hon'ble High Court of Delhi, SEBI, Stock Exchanges or other competent authority, which does not materially change the substance of the Scheme;

(h) To swear and depose affidavits;

(i) To sign all applications, petitions, vakalatnama and/or other documents relating to the Scheme; and

(j) To do all acts and things as may be considered necessary and expedient in relation thereto."

"**RESOLVED FURTHER THAT** all members of the Restructuring Committee be and are hereby severally authorized to sign, verify, execute and file any documents including but not limited to affidavits, petitions, pleadings, applications, certificates, declarations, undertakings, vakalatnamas, proceedings, or any other documents incidental or necessary for making effective the aforesaid Comprehensive Scheme of Amalgamation."

"**RESOLVED FURTHER THAT** a certified true copy of this resolution be forwarded wherever required, under the signature of any Director or Authorised signatory of the Company."

ON BEHALF OF THE BOARD
For **DHANUKA AGRITECH LIMITED**
For Dhanuka Agritech Ltd.

(Company Secretary) Company Secretary

Certified that the above is the correct and true copy of the Resolution passed on Monday, the 6th day of October, 2014 at a duly convened meeting of the Board of Directors of M/s Dhanuka Agritech Limited and the same is contained in Minutes Book of the Company.

ON BEHALF OF THE BOARD
For **DHANUKA AGRITECH LIMITED**
For Dhanuka Agritech Ltd.

(Company Secretary) Company Secretary
A-16735
421, Ashirwad Enclave, Plot No. 104
IP Extention, Patparganj, Delhi – 110 092

ANNEXURE A-

A.M. BROS. FINTRADE PRIVATE LIMITED

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF M/S A.M. BROS. FINTRADE PRIVATE LIMITED HELD AT 2.30 P.M. ON MONDAY, THE 6TH DAY OF OCTOBER, 2014 AT 31-B/12, RAJPUR ROAD, CIVIL LINES, NEW DELHI - 110054

"**RESOLVED THAT** pursuant to the provisions of Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 and the Companies Act, 2013, including any statutory modification or re-enactments thereof for the time being in force and subject to the relevant provisions of the Memorandum of Association of A.M. Bros. Fintrade Private Limited ('the Company' or 'AMB') and subject to requisite approval of the Shareholders and Creditors of the Company and sanction of the Hon'ble High Court of Delhi, Securities and Exchange Board of India ('SEBI') and Stock Exchanges and other regulatory authorities, as may be necessary and required and further based on Share Entitlement Report of M/s J.N Sharma & Co and Fairness Opinion received from M/s Corporate Professionals Capital Private Limited, the consent of the Board be and is hereby accorded to the Draft Comprehensive Scheme of Amalgamation of M/s A.M. Bros. Fintrade Private Limited ('AMB') and M/s Dhanuka Finvest Private Limited ('DFPL') with M/s Dhanuka Agritech Limited ('DAL') and their respective Shareholders and Creditors, (hereinafter referred to as 'the Scheme'), placed before the Board and initialed by the Chairman of the meeting for the purposes of identification."

"**RESOLVED FURTHER THAT** Mr. Arun Kumar Dhanuka, Mr. Manish Dhanuka and Mr. Ghanshyam Dass Gupta, Directors and Mr. Arjun Dhanuka, Authorised Representative of the Company or any other person which the Board may nominate, be and are hereby severally authorized to take all the necessary steps for:

(a) Filing of the Scheme with the regulatory or statutory authority(ies), wherever required in terms of the applicable laws and regulations for obtaining approval to the Scheme;

(b) Filing of application(s)/ affidavit(s) with the Hon'ble High Court of Delhi or such other competent authority, seeking directions for holding or dispensation from holding of the meeting of the Shareholders and/or Creditors of the Company as may be directed by the Hon'ble High Court of Delhi to give effect to the Scheme;

(c) Filing of petition(s) for confirmation of the Scheme by the Hon'ble High Court of Delhi or such other competent authority;

(d) For the above purposes, to engage Advocates and if considered necessary, also engage services of Counsel(s), declare and file all pleadings, reports, and sign and issue public advertisements, notices and to do all acts incidental and necessary thereto;

(e) Obtaining approval/ consent from such other authorities and parties including the Shareholders, term loan lenders, financial institutions, as may be considered necessary, to the said Scheme;

(f) To settle any question/ issue or difficulty that may arise with regard to implementation of the Scheme, and to give effect to this resolution;

(g) To make any alterations/changes to the Scheme as may be expedient or necessary for satisfying the requirements or conditions imposed by the Hon'ble High Court of Delhi, SEBI, Stock Exchanges or other competent authority, which does not materially change the substance of the Scheme;

A.M. Bros. Fintrade Pvt. Ltd.

Authorised Signatory

A.M. BROS. FINTRADE PRIVATE LIMITED

(h) To swear and depose affidavits;

(i) To sign all applications, petitions, vakalatnama and/or other documents relating to the Scheme; and

(j) To do all acts and things as may be considered necessary and expedient in relation thereto."

"**RESOLVED FURTHER THAT** Mr. Arun Kumar Dhanuka, Mr. Manish Dhanuka and Mr. Ghanshyam Dass, Directors and Mr. Arjun Dhanuka, Authorised Representative of the Company or any person authorised by the Board be and are hereby severally authorized to sign, verify, execute and file any documents including but not limited to affidavits, petitions, pleadings, applications, certificates, declarations, undertakings, vakalatnamas, proceedings, or any other documents incidental or necessary for making effective the aforesaid Comprehensive Scheme of Amalgamation."

"**RESOLVED FURTHER THAT** a certified true copy of this Resolution be forwarded wherever required, under the signature of any Director or Authorised signatory of the Company."

By Order of the Board
A.M. Bros. Fintrade Pvt. Ltd.
For **A.M. Bros. Fintrade Pvt. Ltd.**

Authorised Signatory

Ghanshyam Dass Gupta
(Director, DIN 0 0628146)
2518A, SHEESHMAHAL, BUILDING,
Churiwalan , Delhi - 110006

Place : New Delhi
Date : 06.10.2014

ANNEXURE A-3

DHANUKA FINVEST PRIVATE LIMITED

CIN: U65991DL2013PTC262060

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF M/S DHANUKA FINVEST PRIVATE LIMITED AT 1.30 P.M. ON MONDAY, THE 6TH DAY OF OCTOBER, 2014, AT CORPORATE OFFICE AT 14TH FLOOR, BUILDING 5A, CYBER CITY, GURGAON -122002 (HARYANA)

"**RESOLVED THAT** pursuant to the provisions of Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 and the Companies Act, 2013, including any statutory modification or re-enactments thereof for the time being in force, and subject to the relevant provisions of the Memorandum of Association of Dhanuka Finvest Private Limited ('the Company' or 'DFPL') and subject to requisite approval of the Shareholders and Creditors of the Company and sanction of the Hon'ble High Court of Delhi, Securities and Exchange Board of India ('SEBI') and Stock Exchanges and other regulatory authorities, as may be necessary and required, and further based on Share Entitlement Report of M/s J.N Sharma & Co and Fairness Opinion received from M/s Corporate Professionals Capital Private Limited, the consent of the Board be and is hereby accorded to the Draft Comprehensive Scheme of Amalgamation of M/s A.M. Bros. Fintrade Private Limited ('AMB') and M/s Dhanuka Finvest Private Limited ('DFPL') with M/s Dhanuka Agritech Limited ('DAL') and their respective Shareholders and Creditors, (hereinafter referred to as 'the Scheme'),placed before the Board and initialed by the Chairman of the meeting for the purposes of identification."

"**RESOLVED FURTHER THAT** Mr. Ram Gopal Agarwal, Director and Mr.Mahendra Kumar Dhanuka, Directors and Mr. Mridul Dhanuka, Authorised Representative of the Company or any other person which the Board may nominate, be and are hereby severally authorized to take all the necessary steps for:

(a) Filing of the Scheme with the regulatory or statutory authority(ies), wherever required in terms of the applicable laws and regulations for obtaining approval to the Scheme;

(b) Filing of application(s)/ affidavit(s) with the Hon'ble High Court of Delhi or such other competent authority, seeking directions for holding or dispensation from holding of the meeting of the Shareholders and/or Creditors of the Company as may be directed by the Hon'ble High Court of Delhi to give effect to the Scheme;

(c) Filing of petition(s) for confirmation of the Scheme by the Hon'ble High Court of Delhi or such other competent authority;

(d) For the above purposes, to engage Advocates and if considered necessary, also engage services of Counsel(s), declare and file all pleadings, reports, and sign and issue public advertisements, notices and to do all acts incidental and necessary thereto;

(e) Obtaining approval/ consent from such other authorities and parties including the Shareholders, term loan lenders, financial institutions, as may be considered necessary, to the said Scheme;

(f) To settle any question/ issue or difficulty that may arise with regard to implementation of the Scheme, and to give effect to this resolution;

Dhanuka Finvest Private Limited

Authorised Signatory

REGD.OFFICE: DHANUKA HOUSE, 861-862, JOSHI ROAD, KAROL BAGH, NEW DELHI-110005
Phone No. 011-64656800, Email:headoffice@dhanuka.com

(g) To make any alterations/changes to the Scheme as may be expedient or necessary for satisfying the requirements or conditions imposed by the Hon'ble High Court of Delhi, SEBI, Stock Exchanges or other competent authority, which does not materially change the substance of the Scheme;

(h) To swear and depose affidavits;

(i) To sign all applications, petitions, vakalatnama and/or other documents relating to the Scheme; and

(j) To do all acts and things as may be considered necessary and expedient in relation thereto."

"**RESOLVED FURTHER THAT** Mr. Ram Gopal Agarwal, Mr.Mahendra Kumar Dhanuka, Directors and Mr. Mridul Dhanuka, Authorised Representative of the Company or any person authorised by the Board be and are hereby severally authorized to sign, verify, execute and file any documents including but not limited to affidavits, petitions, pleadings, applications, certificates, declarations, undertakings, vakalatnamas, proceedings, or any other documents incidental or necessary for making effective the aforesaid Comprehensive Scheme of Amalgamation."

"**RESOLVED FURTHER THAT** a certified true copy of this Resolution be forwarded wherever required, under the signature of any Director or Authorised signatory of the Company."

Dhanuka Finvest Private Limited
By Order of the Board
For **Dhanuka Finvest Private Limited.**

Authorised Signatory

Mahendra Kumar Dhanuka
(DIN 00628039)
PLOT NO. 95-B, E-2 LANE, EASTERN AVENUE,
SAINIK FARM, NEW DELHI, 110062

Place : New Delhi
Date : 06.10.2014