

DCS/AMAL/CS/24(f)/260/2014-15

January 02, 2015

The Company Secretary
Dhanuka Agritech Limited
Dhanuka House, 861 - 862,
Joshi Road, Karol Bagh,
New Delhi- 110 005,
Delhi.

Dear Sir / Madam,

Sub: Observation letter regarding the Scheme of Arrangement involving Amalgamation of A. M. Bros Fintrade Private Limited and Dhanuka Finvest Private Limited with Dhanuka Agritech Limited.

We are in receipt of Scheme of Arrangement involving Amalgamation of A. M. Bros Fintrade Private Limited and Dhanuka Finvest Private Limited with Dhanuka Agritech Limited.

As required under SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 & SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013; SEBI vide its letter January 02, 2015 has inter alia given the following comment(s) on the draft scheme of arrangement:

- *Company to ensure that additional information submitted by DAL with respect to Pre-Scheme and Post-Scheme shareholding as submitted vide DAL email dated November 27, the list of beneficiaries of the various Trusts submitted vide DAL's email dated December 23, 2014 and undertaking dated December 24, 2014 w.r.t. change in beneficiaries and trustees of the Trusts as submitted vide email dated December 26, 2014 are displayed from the date of receipt of this letter on the website of the listed company.*
- *Company shall duly comply with various provisions of the Circulars."*

Accordingly, based on aforesaid comments offered by SEBI, the company is hereby advised :

- to provide additional information (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- to ensure that additional information (as stated aforesaid) along with various documents are disseminated on their (company) website.
- to duly comply with various provisions of the circulars.

Further, pursuant to the above SEBI circulars, upon sanction of the Scheme by the Hon'ble High Court, the listed company shall submit to the stock exchange the following:

- a. Copy of the High Court approved Scheme;
- b. Result of voting by shareholders for approving the Scheme;
- c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme;
- d. Copy of the observation letter issued by all the Stock Exchanges where Company is listed.
- e. Status of compliance with the Observation Letter/s of the stock exchanges;
- f. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- g. Complaints Report as per Annexure II of this Circular.
- h. Any other document/disclosure as informed by the Exchange.



The Exchange reserves its right to withdraw its observation at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,



Nitin Pujari
Manager



Pooja Sanghvi
Asst. Manager