

Ref: NSE/LIST/9534

January 05, 2015

The Company Secretary
Dhanuka Agritech Limited
14th Floor, Building No. 5A,
Cyber City, DLF Phase III,
Gurgaon - 122002

Kind Attn.: Ms. Shubha Singh

Madam,

Sub.: Observation letter for Scheme of Amalgamation between A.M. Bros. Fintrade Private Limited and Dhanuka Finvest Private Limited and Dhanuka Agritech Limited and their respective Shareholders and Creditors

This has reference to draft Comprehensive Scheme of Amalgamation between A.M. Bros. Fintrade Private Limited (“Amalgamating Company - 1”) and Dhanuka Finvest Private Limited (“Amalgamating Company - 2”) and Dhanuka Agritech Limited (“Amalgamated Company”) and their respective Shareholders and Creditors submitted to NSE vide your letter dated October 09, 2014.

Based on our letter reference no NSE/LIST/4379 submitted to SEBI and pursuant to SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 and SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013, SEBI vide its letter dated January 02, 2015, has given following comments on the draft scheme of amalgamation:

a) Company to ensure that additional information submitted by Dhanuka Agritech Limited with respect to pre-scheme and post-scheme shareholding as submitted vide Dhanuka Agritech Limited email dated November 27, 2014, the list of beneficiaries of the various Trusts submitted vide Dhanuka Agritech Limited 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 along with various documents submitted pursuant to the Circulars.

b) The company shall duly comply with various provisions of the Circulars.

Accordingly, we do hereby convey our ‘no-objection’ with limited reference to those matters having a bearing on listing / delisting / continuous listing requirements within the provisions of the Listing Agreement, so as to enable the Company to file the scheme with the Hon’ble High Court.

However, the Exchange reserves its right to withdraw this No-objection approval 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.



The validity of this “Observation Letter” shall be six months from January 05, 2015, within which the scheme shall be submitted to the Hon’ble High Court. Further pursuant to the above SEBI circulars upon sanction of the Scheme by the Hon’ble High Court, you shall submit to NSE the following:

- a. Copy of Scheme as approved by the High Court;
- 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. Status of compliance with the Observation Letter/s of the stock exchanges
- e. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- f. Complaints Report as per Annexure II of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013.

Yours faithfully,
For National Stock Exchange of India Limited

Kamlesh Patel
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL
http://www.nseindia.com/corporates/content/further_issues.htm