



# Dhanuka Agritech Limited

CIN: L24219DL1985PLC020126

Regd Office: 82, Abhinash Mansion, 1<sup>st</sup> Floor, Joshi Road, Karol Bagh, New Delhi-110005, Tel. No.: 011-23534551-52

Corporate Office/Correspondence Address: 14<sup>th</sup> 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

## POST BUY-BACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF THE EQUITY SHARES OF DHANUKA AGRITECH LIMITED

This post Buy-Back public announcement ("Post Buy-Back Public Announcement") is being made pursuant to the provisions of Regulation 24(vi) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ("Buy-Back Regulations"), including any amendments, statutory modification(s) or re-enactment(s) for the time being in force. This Post Buy-Back Public Announcement should be read in conjunction with the Public Announcement dated December 20, 2018 which was published on December 21, 2018 ("Public Announcement"), and the Letter of Offer dated January 17, 2019 ("Letter of Offer"). The terms used but not defined in this Post Buy-Back Public Announcement shall have the same meanings as assigned in the Public Announcement and the Letter of Offer.

### 1. THE BUY-BACK OFFER

- 1.1. Dhanuka Agritech Limited ("Company"), had announced Buy-Back of 15,00,000 (Fifteen Lakhs) fully paid-up Equity Shares of face value Rs. 2/- each (Rupees Two Only) ("Equity Shares") aggregating up to 3.06% of issued, subscribed and paid-up equity share capital of the Company as on March 31, 2018, from all the existing shareholders / beneficial owners of Equity Shares of the Company as on the Record Date (i.e. January 02, 2019) through the Tender Offer process, at a price of Rs. 550/- (Rupees Five Hundred and Fifty only) per equity share ("Buy-Back Price"), payable in cash for an aggregate amount of up to Rs.82.50 Crores (Rupees Eighty Two Crores and Fifty Lakhs Only) excluding expenses incurred or to be incurred for 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, etc. ("Maximum Buy-Back Size"), on a proportionate basis (provided that 15% (fifteen percent) of the number of Equity Shares proposed to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders as on the record date, whichever was higher, was reserved for the small shareholders) ("Buy-Back Offer" Or "Offer" Or "Buy-Back"). The Buy-Back Size is 13.12% of the total paid-up equity share capital and free reserves of the Company as per the audited standalone Balance Sheet as on March 31, 2018.
- 1.2. The Buy-Back was undertaken on a proportionate basis from the Eligible Shareholders through the Tender Offer process prescribed under Buy-Back Regulations. Additionally, the Buy-Back was implemented by the Company using the "Mechanism for acquisition of shares through stock exchange" as specified by SEBI 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").
- 1.3. The Tendering Period for the Buy-Back Offer opened on Friday, January 25, 2019 and closed on Thursday, February 07, 2019.

### 2. DETAILS OF BUY-BACK:

- 2.1. 15,00,000 (Fifteen Lakhs) Equity Shares were bought back under the Buy-Back, at a price of Rs.550/- (Rupees Five Hundred and Fifty Only) per Equity Share.
- 2.2. The total amount utilized in the Buy-Back is Rs. 82.50 Crores (Rupees Eighty Two Crores And Fifty Lakhs Only) excluding expenses incurred or to be incurred for 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, etc.
- 2.3. The Registrar to the Buy-Back Offer M/s Abhipra Capital Limited ("Registrar"), considered 4,563 valid bids for 34,20,556 Equity Shares in response to the Buy-Back, resulting in the tender of approximately 2.28 times the maximum number of Equity Shares proposed to be bought back. The details of valid bids considered by the Registrar to the Buy-Back are as follows:

S. No.	Category of Shareholders	No. of Equity Shares reserved in Buy-Back	No. of Valid Bids	Total Valid Equity Shares Tendered	% Response
1.	Reserved Category for Small Shareholders	2,25,000	4,230	2,96,606	131.82
2.	General Category of other Shareholders	12,75,000	333	31,23,950	245.02
	<b>Total</b>	<b>15,00,000</b>	<b>4,563</b>	<b>34,20,556</b>	<b>228.04</b>

- 2.4. All valid applications have been considered for the purpose of Acceptance in accordance with the Buy-Back Regulations and Letter of Offer. The communication of acceptance / rejection has been dispatched by the Registrar to the Buy-Back to respective Shareholders, on or before February 14, 2019.
- 2.5. The settlement of all valid bids was completed by the Clearing Corporation on February 14, 2019. The funds have been directly paid out to Eligible Shareholders whose shares have been accepted under the Buy-Back. If bank account details of any Eligible Shareholders holding Equity Shares in dematerialized form were not available or if the funds transfer instructions were rejected by the Reserve Bank of India of any or relevant bank, due to any reason, then the amounts payable to the Eligible Shareholders will be transferred to the concerned Selling Members for onward transfer to such Eligible Shareholders holding Equity Shares in dematerialized form.
- 2.6. Demat Equity Shares accepted under the Buy-Back have been transferred to the Company's demat account on February 14, 2019. No Equity Shares were tendered in Physical form. The unaccepted Demat Equity Shares have been returned to the respective shareholder/ shareholder's broker/ custodians by the Clearing Corporation of BSE on February 14, 2019.
- 2.7. The extinguishment of 15,00,000 Equity Shares accepted under the Buy-Back, comprising of 15,00,000 Equity Shares in dematerialized form and currently under process and shall be completed on or before February 18, 2019.
- 2.8. The Company, and its respective directors, accept full responsibility for the information contained in this Post Buy-Back Public Announcement and also accept responsibility for the obligations of the Company laid down under the Buy-Back Regulations.

### 3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN:

- 3.1. The capital structure of the Company, pre and post the Buy-Back is as under:

S. No.	Particulars	Pre-Buy-Back*		Post Buy-Back#	
		No. of Shares	Amount (Rs. Lakhs)	No. of Shares	Amount (Rs. Lakhs)
1.	Authorised Share Capital				
	Equity Shares of Rs. 2 each	14,21,00,000	2,842.00	14,21,00,000	2,842.00
	Redeemable Non-Cumulative Preference Shares of Rs. 10 each	5,80,000	58.00	5,80,000	58.00
2.	Issued, Subscribed and Paid-up Share Capital				
	Equity Shares of Rs. 2 each	4,90,78,324	981.57	4,75,78,324	951.57

\* As on record date

# Subject to extinguishment of 15,00,000 Equity Shares

- 3.2. Details of the Shareholders / beneficial owners from whom Equity Shares exceeding 1% of the total Equity Shares bought back have been accepted under the Buy-back are as mentioned below:

S. No.	Name of the Shareholder	No. of Equity Shares accepted under Buy-Back	Equity Shares accepted as a % of total Equity Shares bought back	Equity Shares accepted as a % of total post Buy-Back Equity Shares
1.	TRIVENI TRUST	8,11,045	54.07	1.70
2.	PUSHPA DHANUKA TRUST	1,44,815	9.65	0.30
3.	DSP SMALL CAP FUND	63,979	4.27	0.13
4.	DSP MIDCAP FUND	34,600	2.31	0.07
5.	HDFC MID CAP OPPORTUNITIES FUND	31,187	2.08	0.07
6.	DSP EMERGING STARS FUND	22,606	1.51	0.05
7.	DSP CORE FUND	16,591	1.11	0.03

- 3.3. The shareholding pattern of the Company Pre-Buy-Back as on the Record date (January 02, 2019) and Post Buy-Back, is as under:

Category of Shareholder	Pre-Buy-Back*		Post Buy-Back#	
	No. of Equity Shares	% to the Existing Equity Share Capital	No. of Equity Shares	% to Post Buy-Back Equity Share Capital
Promoter and Promoter Group	3,68,08,743	75.00	3,58,06,727	75.26
Foreign Investors (including Non Resident Indians, FIIs, FPIs and Foreign Mutual Funds)	11,22,981	2.29		
Financial Institutions/Banks, Mutual Funds, Insurance Companies, Alternate Investments Funds and NBFCs	53,45,487	10.89	1,17,71,597	24.74
Other (public, public bodies corporate etc.)	58,01,113	11.82		
<b>Total</b>	<b>4,90,78,324</b>	<b>100.00</b>	<b>4,75,78,324</b>	<b>100.00</b>

\* As on record date

# Subject to extinguishment of 15,00,000 Equity Shares

### 4. MANAGER TO THE BUY-BACK OFFER

**EMKAY GLOBAL FINANCIAL SERVICES LIMITED**  
**Contact Person:** Mr. Deepak Yadav/ Mr. Chirag Dave  
**Regd. Off.:** 7th Floor, The Ruby, 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.emkayglobal.com  
**SEBI Regn. No.:** INM000011229, **Validity Period:** Permanent

### 5. DIRECTORS RESPONSIBILITY

As per Regulation 24(i)(a) of the Buy-Back Regulations, the Board of Directors of the Company accepts full responsibility for the information contained in this Post Buy-Back Public Announcement. The Post Buy-Back Public Announcement is issued under the authority of the Board of Directors through a resolution passed by the Board of Directors in its meeting held on November 14, 2018 and Buy-Back Committee through a resolution passed by the Buy-Back Committee meeting held on December 20, 2018.

For and on behalf of the Board of Directors of  
**Dhanuka Agritech Limited**

Sd/-  
**(Mahendra Kumar Dhanuka)**  
 Managing Director  
 DIN: 00628039

Sd/-  
**(Rahul Dhanuka)**  
 Whole Time Director  
 DIN: 00150140

Sd/-  
**(Jyoti Verma)**  
 Company Secretary  
 Membership No.: FCS-7210

Date: February 14, 2019

Place: Gurugram