Dhanuka Agritech Limited

AN ISO 9001 : 2008 COMPANY

November 10, 2016

To,
BSE Limited
Listing Department
P. J. Towers, Dalal Street,
Mumbai – 400 001.
Security Code: 507717

To,
National Stock Exchange of India Ltd
Exchange Plaza,
Plot no. C/1, G Block, Bandra-Kurla Complex
Bandra (E) Mumbai - 400 051.
Symbol: DHANUKA

Sub: Outcome of the Board meeting held on November 10, 2016

Board Meeting commenced at 11:30 a.m. and concluded at12:30 p.m.

Dear Sir / Madam,

The Board of Directors of the Company ("**Board**") at its meeting held on **November 10, 2016** has inter-alia approved the followings:-

1. Subject to approval by the shareholders the proposal of Buyback of fully paid-up equity shares of face value of Rs.2 each of the Company (the "**Equity Shares**") from the shareholders of the Company on a proportionate basis through a **tender offer route** in accordance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 and amendments thereto ("**Buyback Regulations**") and the Companies Act, 2013 ("**Act**") (the "**Buyback**").

   The Buyback shall be for an amount not exceeding Rs.80 crore (Rupees Eighty Crore only) (hereinafter referred to as the "**Buyback Size**"), (being 16.69% of the total paid-up equity capital and free reserves of the Company as on March 31, 2016), at a maximum price not exceeding Rs.850 (Rupees Eight Hundred Fifty only) per Equity Share ("**Maximum Buyback Price**"). The Company intends to Buyback not more than 10, 00,390 Equity Shares representing 2% of the total paid up equity share capital of the Company. The Buyback would be subject to the regulatory and other approvals, if any, including the shareholders' approval by way of Special Resolution through Postal Ballot.

   The Board has constituted a Buyback committee (the "**Buyback Committee**") and has delegated its powers to do all such acts, matters, and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper in connection with the Buyback. Buyback Committee has been also authorized to determine the final Buyback price at or below Maximum Buyback Price.

   The Board also noted the intention of Promoters and Promoters Group of the Company to participate in the proposed Buyback.

   Emkay Global Financial Services Limited has been appointed as the Manager to the Buyback.

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
Registered Office : 82, Abhinash Mansion Joshi Road, Karol Bagh, New Delhi-110005, Ph. :+91 11 64656800-802
CIN: L24219DL1985PLC020126

The pre Buyback shareholding pattern of the Company is attached hereto as Annexure A.

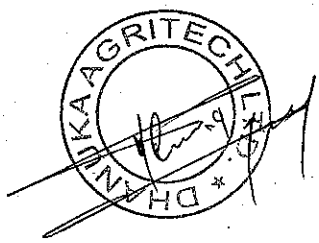
2. Approved to seek shareholder's approval through Postal Ballot pursuant to the Section 110 of the Companies Act, 2013, read with rules framed thereunder for the approval of the Buyback and appointed Scrutinizer for conducting postal ballot and e-voting process.
3. Mr. Balvinder Singh Kalsi was appointed as an Additional Director under the Category of Independent Director of the Company.

Thanking you,

For Dhanuka Agritech Limited

DHANUKA AGRITECH LTD.

Kapil Garg
Company Secretary

Annexure A

Category	Number of Shares	% of Shareholding
Promoter and Promoter Group Shareholding		
Promoter	37509175	74.99
Sub-Total	**37509175**	**74.99**
Public Shareholding		
Indian Holding		
Indian Financial Institution	12295	0.02
Insurance Companies	-	-
Mutual Fund	4128259	8.25
Indian Public, Body Corporate and Others	6317918	12.64
Sub-Total		
Foreign Holding		
FIIs/FPIs	100104	0.20
NRI/ Foreign Bodies	1951749	3.90
Sub-Total	**12510325**	**25.00**
Grand Total	**50019500**	**100.00**