Courier/email/fax

DAL/SD/2015
March, 3, 2015

The Vice President,
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G. Block,
Bandar –Kurla Complex,
Bandra East, Mumbai-400051

Ref : Symbol- DHANUKA

Sub: Notice of Court Convened Meeting, Postal Ballot and E-voting

Dear Sir,

In pursuant to Clause 31(c) of the Listing Agreement, please find enclosed herewith copy of the Notice of Court Convened Meeting, Postal Ballot and E-voting and accompanying documents.

Please note that Court Convened Meeting of the Company will be held at Shri Purushottam Hindi Bhawan, 11, Vishnu Digambar Marg (Rouse Avenue), New Delhi- 110002 on Saturday, April 4, 2015 at 11:00 A.M.. Postal Ballot will commence from March 6, 2015 and shall end on April 4, 2015 and E-voting will commence from Sunday, March 29, 2015 from 10:00 A.M. to Tuesday, March 31, 2015, 5:30 P.M.

Please refer the Notice for detailed information. This is for your kind information and record please.

Thanking you,
Yours Faithfully.
For Dhanuka Agritech Ltd.

Shubha Singh
Company Secretary
Encl:A/a

Dhanuka Agritech Limited

Registered Office: "Dhanuka House", 861-862, Joshi Road, Karol Bagh, New Delhi -110005

Tel. No.011-23518981/82; Fax : 011-43850614

CIN: L24219DL1985PLC020126; Website: www.dhanuka.com

Court Convened Meeting of the Equity Shareholders of
Dhanuka Agritech Limited
&
Postal Ballot and E-Voting

Day : Saturday
Date : April 04, 2015
Time : 11:00 a.m.
Venue : Shri Purushottam Hindi Bhawan
11, Vishnu Digambar Marg (Rouse Avenue), New Delhi-110002

S. No.	Contents	Page No.
1.	Notice of Court Convened Meeting of the Equity Shareholders of Dhanuka Agritech Limited ('the Company')	**2 - 3**
2.	Notice of Postal Ballot and E-Voting	**4 - 8**
3.	Explanatory Statement under Section 393 of the Companies Act, 1956 read with Section 102 and 110 and other applicable provisions of the Companies Act, 2013	**9 - 15**
4.	Comprehensive Scheme of Amalgamation under Sections 391 to 394 read with Section 100 to 103 and other applicable provisions, if any, of the Companies Act, 1956 and corresponding Sections of the Companies Act, 2013 (as and when such corresponding Sections are notified in the Official Gazette by the Central Government)	**16 - 28**
5.	Observation Letter dated January 2, 2015 from BSE Limited ('BSE') conveying no objection for filing the Scheme with the Delhi High Court	**29 - 30**
6.	Observation Letter dated January 5, 2015 from National Stock Exchange of India Limited ('NSE') conveying no objection for filing the Scheme with the Delhi High Court	**31 - 32**
7.	Fairness Opinion on the Scheme dated October 4, 2014 obtained from M/s Corporate Professionals Capital Private Limited, Merchant Bankers	**33 - 41**
8.	Complaints Report dated November 21, 2014 submitted by the Company to BSE and NSE and also uploaded on the Company Website	**42 - 45**
9.	Form of Proxy	**47**
10.	Attendance Slip	**49**
11.	Postal Ballot Form with instructions	**51 - 52**

IN THE HIGH COURT OF DELHI AT NEW DELHI

(ORIGINAL JURISDICTION)

COMPANY APPLICATION (M) NO 12 OF 2015

IN THE MATTER OF THE COMPANIES ACT, 1956

AND

IN THE MATTER OF AN APPLICATION UNDER SECTION 391 – 394 OF THE COMPANIES ACT, 1956

AND

IN THE MATTER OF COMPREHENSIVE SCHEME OF AMALGAMATION

BETWEEN

A.M. BROS. FINTRADE PRIVATE LIMITED

APPLICANT COMPANY I

AND

DHANUKA FINVEST PRIVATE LIMITED

APPLICANT COMPANY II

AND

DHANUKA AGRITECH LIMITED

APPLICANT COMPANY III

NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF DHANUKA AGRITECH LIMITED

To,

The Equity Shareholders of

Dhanuka Agritech Limited, the Applicant Company III

TAKE NOTICE that in the above Company Application (M) No 12 of 2015, by an Order dated 21st January, 2015 pronounced on 20th February, 2015, the Hon'ble High Court of Delhi at New Delhi has directed that a Meeting of the Equity Shareholders of the Applicant Company III i.e. Dhanuka Agritech Limited be convened and held for the purpose of considering and if thought fit, approving with or without modifications, the arrangement embodied in the Comprehensive Scheme of Amalgamation of A.M. Bros. Fintrade Private Limited ('AMB' or 'Applicant Company I'), Dhanuka Finvest Private Limited ('DFPL' or 'Applicant Company II') and Dhanuka Agritech Limited ('DAL' or 'Applicant Company III').

TAKE FURTHER NOTICE that in pursuance of the said Order and as directed therein, a Meeting of the Equity Shareholders of the Applicant Company III will be held at Shri Purushottam Hindi Bhawan, 11, Vishnu Digambar Marg (Rouse Avenue), New Delhi-110002 **on Saturday, the 04th day of April 2015 at 11:00 a.m.** under the supervision of the Hon'ble Court appointed Chairperson Mr. Sunil Sharma which you are requested to attend.

TAKE FURTHER NOTICE that you may attend and vote at the said Meeting in person or by proxy, provided that a proxy in the prescribed form, duly signed by you or your Authorized Representative is deposited at the Registered Office of the Company at Dhanuka House, 861-862, Joshi Road, Karol Bagh, New Delhi-110 005 not later than 48 hours before the Meeting.

The Hon'ble Court has appointed Mr. Sunil Sharma as Chairperson and failing him, Ms. Sukhbir Kaur as Alternate Chairperson of the said Meeting.

A copy of the Comprehensive Scheme of Amalgamation, the Explanatory Statement under Section 393 of the Companies Act, 1956, Observation letter Issued by BSE and NSE, Fairness opinion report, Complaint Report, Form of Proxy and the Attendance Slip are enclosed.

Sd/-

Sunil Sharma

Chairperson appointed for the Meeting

Dated this 23rd day of February, 2015

Registered Office: "Dhanuka House", 861-862, Joshi Road, Karol Bagh, New Delhi-110 005

Note:

1. All alterations made in the Form of Proxy should be initialed.
2. Only registered members of the Company may attend and vote (either in person or by proxy) at the Shareholders Meeting. The Authorized Representative of a Body Corporate which is a registered Equity Shareholder of the Company may attend and vote at the Equity Shareholders Meeting provided a certified true copy of the Resolution of the Board of Directors or other governing body of the Body Corporate is deposited at the Registered Office of the Company not later than 48 hours before the Meeting authorizing such representative to attend and vote at the Equity Shareholders Meeting.
3. Members who hold Shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the Meeting.
4. Members are informed that in case of joint holders attending the Meeting; only such joint holder whose name stands first in the Register of Members of the Company in respect of such joint holding will be entitled to vote.
5. The Members / Authorised Representatives / proxies are advised to bring original photo identity for verification.

Enclosed – As above

Dhanuka Agritech Limited

Registered Office: Dhanuka House, 861-862, Joshi Road, Karol Bagh, New Delhi -110005
Tel. No.011-23518981/82; Fax : 011-43850614
CIN: L24219DL1985PLC020126 Website: www.dhanuka.com

NOTICE OF POSTAL BALLOT AND E-VOTING

(Notice pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 further read with Clause 35B of the Listing Agreement)

Sub: Passing of Resolution(s) by Postal Ballot and E-Voting

Dear Shareholder(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement executed by the Company with BSE Limited and National Stock Exchange of India Limited to consider, and if thought fit, to pass the Resolution set out below through Postal Ballot and e-voting, as may be amended from time to time, to consider, and, if thought fit, approve the arrangement embodied in the proposed Comprehensive Scheme of Amalgamation between A.M. Bros. Fintrade Private Limited ('AMB') and Dhanuka Finvest Private Limited ('DFPL') with Dhanuka Agritech Limited ('DAL' or 'the Company') and their respective shareholders and creditors ('the Scheme') through Postal Ballot and E-Voting.

Clause 5.16 of Securities Exchange Board of India ('SEBI') Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 and Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 ('SEBI Circular') requires the Scheme to be put for voting by public shareholders through postal ballot and e-voting. This notice is inter alia given accordingly in terms of such SEBI Circular for consideration of the following resolutions by postal ballot and e-voting pursuant to Section 110 and other applicable provisions of the Companies Act, 2013.

The Postal Ballot Form along with the instructions for voting is also enclosed herewith. You are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed in the enclosed self-addressed, postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours i.e. 5:30 p.m. on Saturday, the 4th day of April, 2015. Postal Ballot Forms received after this date will be considered as invalid.

E-Voting Option

We are pleased to offer E-Voting facility, as an alternate for Postal Ballot, to our members which would enable you to cast your votes electronically, instead of Physical Postal Ballot form. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating E-Voting to enable the shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. Please carefully read and follow the instructions on E-Voting printed in this Notice.

The Scrutinizer will submit his report to the Chairman of the Company upon completion of scrutiny, in a fair and transparent manner, of voting through e-voting platform not later than April 3, 2015 and of Postal Ballots not later than April 10, 2015. The Chairman shall announce the results of E-Voting on Monday, the 6th day of April, 2015 and of Postal Ballot on Monday, the 13th day of April, 2015 at the Registered Office of the Company. The result of the Postal ballot will also be displayed at the notice board at Registered Office of the company and posted on the Company's website, besides communicating the same to the National Stock Exchange of India Limited and BSE Limited.

Items of business requiring approval of shareholders through Postal Ballot and E-voting as Special Business:

ITEM NO. 1

SCHEME OF AMALGAMATION

To consider and if thought fit to pass, with or without modification(s) the following resolution:

"RESOLVED that pursuant to the provisions of Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 and the corresponding applicable provisions of 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 & Articles of Association of the Company and subject to the requisite approvals and permissions of the shareholders and creditors, the concerned stock exchanges and subject to the sanction by the appropriate bench of the High Court of Delhi and in accordance with the regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India or any other relevant authority from time to time to the extent applicable and subject to such approvals, consents, permissions and sanctions of the appropriate authorities as may be necessary/required and subject to such conditions as may be prescribed, directed or made by any of them while granting such approvals, consents and permissions, merger of A.M. Bros. Fintrade Private Limited ('AMB') and Dhanuka Finvest Private Limited ('DFPL') with Dhanuka Agritech Limited ('DAL') through a Court approved Comprehensive Scheme of Amalgamation ("Scheme"), be and is hereby approved.

RESOLVED further that the Board and/or the Restructuring Committee constituted by the Board be and is hereby authorised to do and perform all such acts, deeds, steps, as may be necessary or desirable in connection with or incidental to giving effect to the purpose of the above resolution or to otherwise give effect to the Scheme, to make or accept such alterations or changes or modifications in the Scheme as may be expedient or necessary for satisfying the requirement or condition(s) imposed by the High Court and / or other regulatory authority/(ies), or as may be required for the purpose of resolving any doubts or difficulties that may arise in carrying out the Scheme."

Approval to the said Scheme is sought by this notice of postal ballot and e-voting in addition to approval to the said Scheme by shareholders of Dhanuka Agritech Limited at their physical meeting to be held on Saturday, 4th day of April, 2015 in terms of the Order dated 21st January, 2015 pronounced on 20.02.2015 of the Hon'ble High Court of Delhi at New Delhi in Company Application (M) No. 12 of 2015 ("Court Convened Meeting"). The notice of the Court Convened Meeting with the documents accompanying the same, being the copy of the Scheme, Statement under Section 393 of the Companies Act, 1956, observation letters from BSE and NSE, complaints report, fairness opinion and proxy form are attached herewith.

The said statement under section 393 of the Companies Act, 1956 is annexed hereto as aforesaid and may also be treated as the Explanatory Statement under Section 102 and 110 of the Companies Act, 2013, setting out the material facts and the reasons for the Resolutions

The Company has appointed Mr. Mohit Dahiya of Mohit & Associates, practicing Company Secretary (Membership No. 30192), as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

It is clarified that votes may be cast by shareholders either by Postal Ballot or E-Voting and casting of votes by Postal Ballot or E-Voting does not disentitle them from attending the Court Convened Meeting. It is further clarified that votes cast by Postal Ballot cannot be permitted through a proxy.

By Order of the Board of Directors

For Dhanuka Agritech Limited

Sd/-

Shubha Singh
(Authorised Signatory)

Place: New Delhi
Dated: February 23, 2015

Notes:

1. Voting period for Postal Ballot will end on April 04, 2015.
2. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, stating all material facts, disclosure of interest, if any and reasons thereof for the proposals is annexed hereto and forms part of this Notice.
3. The Notice is being sent to all the members by post (and electronically by e-mail to those members who have registered their e-mail IDs with the Company), whose names appear in the Register of Members / Record of Depositories as on Friday, the 20th day of February, 2015.
4. The Company has appointed Mr. Mohit Dahiya of Mohit & Associates practicing Company Secretary(Membership No. 30192), as the "Scrutinizer" to conduct the Postal Ballot process in a fair and transparent manner.
5. The Postal Ballot Form and the self-addressed business reply envelope are enclosed for the use of members.
6. All relevant documents referred to in the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 10:00 A.M. to 5:30 P.M. up to Saturday, the 4th day of April, 2015 (i.e. the last date for receiving of postal ballots).

INSTRUCTIONS FOR VOTING

Kindly note that each member can opt for only one mode for voting i.e. either by Physical Ballot or by E-Voting. If you opt for E-Voting, then please do not vote by Physical Ballot and vice versa. In case Member(s) do cast their vote via both modes i.e. Physical Ballot as well as E-Voting, then voting done through E-Voting shall prevail and Physical Postal Ballot Form of that member shall be treated as invalid.

E-Voting

In compliance with provisions of Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Equity Listing Agreement entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with SEBI Circular No. CIR/CFD/DIL/5/2013 dated 4th February, 2013 & CIR/CFD/DIL/8/2013 dated 21st May, 2013, the Company is pleased to offer E-Voting facility as an alternate, for its Members, to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The procedure and instructions for E-Voting are as follows:

1. The voting period begins on March 29, 2015 at 10:00 a.m. and ends on March 31, 2015 at 5:30 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 20th February, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. The shareholders should log on to the e-voting website www.evotingindia.com.
3. Click on Shareholders.
4. Now Enter your User ID
    a. For CDSL: 16 digits beneficiary ID,
    b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
5. Next enter the Image Verification as displayed and Click on Login.
6. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

7.If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
For Members holding shares in Demat Form and Physical Form	
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

8. After entering these details appropriately, click on "SUBMIT" tab.
9. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN for Dhanuka Agritech Limited to vote.
12. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
13. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details
14. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
17. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
18. Note for Non – Individual Shareholders and Custodians
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

  A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

IN THE HIGH COURT OF DELHI AT NEW DELHI

(ORIGINAL JURISDICTION)

COMPANY APPLICATION (M) NO 12 OF 2015

IN THE MATTER OF THE COMPANIES ACT, 1956

AND

IN THE MATTER OF AN APPLICATION UNDER SECTION 391 – 394 OF THE COMPANIES ACT, 1956

AND

IN THE MATTER OF COMPREHENSIVE SCHEME OF AMALGAMATION

BETWEEN

A.M. BROS. FINTRADE PRIVATE LIMITED

APPLICANT COMPANY I

AND

DHANUKA FINVEST PRIVATE LIMITED

APPLICANT COMPANY II

AND

DHANUKA AGRITECH LIMITED

APPLICANT COMPANY III

EXPLANATORY STATEMENT UNDER SECTION 393 OF THE COMPANIES ACT, 1956 AND SECTION 102 AND 110 OF THE COMPANIES ACT, 2013 FOR THE COURT CONVENED MEETINGS OF EQUITY SHAREHOLDERS OF DHANUKA AGRITECH LIMITED & POSTAL BALLOT AND E-VOTING

1. Pursuant to an Order dated 21st January, 2015 pronounced on 20th February, 2015 by the Hon'ble High Court of Delhi at New Delhi in the Company Application referred to hereinabove, a Meeting of the Equity Shareholders of the Applicant Company III will be convened and held at **Shri Purushottam Hindi Bhawan, 11, Vishnu Digambar Marg (Rouse Avenue), New Delhi-110002 on Saturday the 4th day of April, 2015 at 11:00 a.m.** for the purpose of considering and if thought fit, approving with or without modification(s), the arrangement embodied in the Comprehensive Scheme of Amalgamation of A.M. Bros. Fintrade Private Limited ('AMB' or 'Applicant Company I'), Dhanuka Finvest Private Limited ('DFPL' or 'Applicant Company II') and Dhanuka Agritech Limited ('DAL' or 'Applicant Company III').

2. The proposed Scheme envisages Amalgamation of AMB and DFPL with DAL pursuant to Sections 391 to 394 read with Section 100 to 103 and other applicable provisions, if any, of the Companies Act, 1956 and corresponding Sections of the Companies Act, 2013 (as and when such corresponding Sections are notified in the Official Gazette by the Central Government) and other applicable provisions of the Companies Act, 1956.

3. A copy of the Scheme setting out in detail the terms and conditions of the proposed comprehensive scheme of Amalgamation, which has been approved by the Board of Directors of the Applicant Companies at their respective Meetings, held on October 6, 2014, is attached herewith and forms a part of this Statement.

4. Background of the Companies

4.1 **A.M. Bros. Fintrade Private Limited (i.e. Applicant Company I)**

(a) The Applicant Company I was incorporated on 22nd day of January, 2014 under the provisions of the Companies Act, 1956 under the name and style of 'A.M. Bros. Fintrade Private Limited'.

(b) The Applicant Company I has its Registered Office at 31-B/12, Rajpur Road, Civil Lines, New Delhi - 110054.

(c) The Applicant Company I is an Equity Shareholder of DAL and is engaged in the business of investing in the Shares of various listed and unlisted Companies.

(d) The Share Capital of Applicant Company I as on December 31, 2014, was as under:

Particulars	Rs.
Authorized Capital	
17,50,000 Equity Shares of Rs.10/- each	1,75,00,000
2,50,000 Redeemable Non-Cumulative Preference Shares of Rs.10/- each	25,00,000
Total	**2,00,00,000**
Issued, Subscribed and Paid-up Capital	
10,01,000 Equity Shares of Rs.10/- each fully paid up	1,00,10,000
Total	**1,00,10,000**

(e) Post the sanction of the proposed Scheme, the Applicant Company I shall stand dissolved and its Shares shall get extinguished.

(f) The Equity Shares of the Applicant Company I are not listed on any Stock Exchange.

4.2 **Dhanuka Finvest Private Limited (i.e. Applicant Company II)**

(a) The Applicant Company II was incorporated on 12th day of December, 2013 under the provisions of the Companies Act, 1956 under the name and style of 'Dhanuka Finvest Private Limited'.

(b) The Applicant Company II has its Registered Office at "Dhanuka House", 861-862, Joshi Road, Karol Bagh, New Delhi - 110005.

(c) The Applicant Company II is the Holding Company of DAL and is engaged in the business of investing in the Shares of various listed and unlisted Companies.

(d) The Share Capital of Applicant Company II as on December 31, 2014, was as under:

Particulars	Rs.
Authorized Capital	
1,26,70,000 Equity Shares of Rs.10/- each	12,67,00,000
3,30,000 Redeemable Non-Cumulative Preference Shares of Rs.10/- each	33,00,000
Total	**13,00,00,000**
Issued, Subscribed and Paid-up Capital	
10,00,000 Equity Shares of Rs.10/- each fully paid up	1,00,00,000
Total	**1,00,00,000**

(e) Post the sanction of the proposed Scheme, the Applicant Company II shall stand dissolved and its Shares shall get extinguished.

(f) The Equity Shares of the Applicant Company II are not listed on any Stock Exchange.

4.3 **Dhanuka Agritech Limited (i.e. Applicant Company III)**

(a) The Applicant Company III was incorporated on 13th day of February, 1985 under the name and style of "Dhanuka Pesticides Limited". Vide Resolution no. 1 passed in the Extra Ordinary General Meeting convened on Saturday, November 11, 2006, the name of the company was changed to "Dhanuka Agritech Limited". The Registrar of Companies, NCT of Delhi and Haryana, Issued a fresh certificate of incorporation dated February 9, 2007 consequent upon change of name to Dhanuka Agritech Limited.

(b) The Applicant Company III has its Registered Office at "Dhanuka House", 861-862, Joshi Road, Karol Bagh, New Delhi - 110005.

(c) The Applicant Company III is engaged in the business of formulation and marketing of plant protection chemical products.

(d) The Share Capital of Applicant Company III as on December 31, 2014, was as under:

Particulars	Rs.
Authorized Capital	
17,00,00,000 Equity Shares of Rs.2/- each	14,00,00,000
Total	**14,00,00,000**
Issued, Subscribed and Paid-up Capital	
5,00,19,500 Equity Shares of Rs.2/- each fully paid up	10,00,39,000
Total	**10,00,39,000**

(e) Post the sanction of the proposed Scheme, the indicative Capital structure of Applicant Company III would be as set out below:

Particulars	Rs.
Authorized Capital	
14,21,00,000 Equity Shares of Rs.10/- each	28,42,00,000
5,80,000 Redeemable Non-Cumulative Preference Shares of Rs.10/- each	58,00,000
Total	**29,00,00,000**
Issued, Subscribed and Paid-up Capital	
5,00,19,500 Equity Shares of Rs.2/- each fully paid up	10,00,39,000
Total	**10,00,39,000**

(f) The Equity Shares of the Applicant Company III are listed on BSE Limited and National Stock Exchange of India Limited.

5. Rationale for the Comprehensive Scheme of Amalgamation

DFPL and AMB hold Shares in DAL and constitute the Promoter Group of DAL. DFPL holds 3,09,58,890 Equity Shares in DAL constituting 61.89% of DAL's Paid-up Equity Share Capital and AMB holds 55,33,350 Equity Shares in DAL constituting 11.06% of DAL's Paid-up Equity Share Capital. Pursuant to the proposed Amalgamation of DFPL and AMB with DAL, the Trusts of individual Promoters ('Promoters') would directly hold Shares in DAL and there would be no Holding Company of DAL.

The Board of Directors of AMB, DFPL & DAL consider that the Amalgamation would not only lead to simplification of the Shareholding structure and reduction of Shareholding tiers but also demonstrate the Promoter Group's direct commitment to and engagement with DAL.

There would be no change in the Promoter Shareholding of DAL. The Promoters would continue to hold the same percentage of Shares in DAL, pre and post the Amalgamation of DFPL and AMB with DAL.

All costs, charges, taxes including duties, levies and all other expenses, if any, arising out of or incurred in connection with and for implementing this Scheme and matters incidental thereto shall be borne by the Promoters and/or DFPL and AMB. No cost, charges, taxes pertaining to the Scheme shall be borne by DAL.

Further, the Scheme also provides that Promoters shall indemnify DAL and keep DAL indemnified for any contingent liabilities and obligations including all demands, claims, suits, proceedings and the like which may be made or instituted by any third party(ies) including Governmental Authorities on DAL and are directly relatable to DFPL and AMB or which may devolve on DAL on account of this Amalgamation.

6. The Scheme is not prejudicial to the interests of the Shareholders as well as Creditors of any of the Companies involved in the Scheme.

7. The Board of Directors of the Applicant Companies in their respective Meetings held on October 6, 2014 have approved the Share exchange ratio based on the Valuation Report Issued by M/s J.N. Sharma & Co, Chartered Accountants dated October 1, 2014.

8. It is therefore proposed to amalgamate AMB and DFPL with DAL by way of a Comprehensive Scheme of Amalgamation under Sections 391 to 394 read with Section 100 to 103 and other applicable provisions, if any, of the Companies Act, 1956 and corresponding Sections of the Companies Act, 2013 (as and when such corresponding Sections are notified in the Official Gazette by the Central Government).

9. **Salient features of the Scheme**

(a) The Scheme envisages Amalgamation of AMB and DFPL with DAL pursuant to Sections 391 to 394 read with Section 100 to 103 and other applicable provisions, if any, of the Companies Act, 1956 and corresponding Sections of the Companies Act, 2013 (as and when such corresponding Sections are notified in the Official Gazette by the Central Government).

(b) **"Appointed Date"** means January 1, 2015 or such other date as may be fixed or approved by the Hon'ble High Court of Delhi at New Delhi or National Company Law Tribunal or any other appropriate authority.

(c) **"Effective Date"** means the date on which certified copy(s) of the Order of the Hon'ble High Court of Delhi at New Delhi or National Company Law Tribunal or any other appropriate authority sanctioning this Scheme are filed with the Registrar of Companies, NCT of Delhi.

(d) On the Scheme becoming effective, all staff, workmen and employees of AMB and DFPL in service on the Effective Date shall be deemed to have become staff, workmen and employees of the DAL with effect from the Appointed Date without any break, discontinuance or interruption in their service and on the basis of continuity of service and the terms and conditions of their employment with the DAL shall be the same as their existing terms of employment in AMB and DFPL respectively, on the Effective Date.

(e) Pursuant to the provisions of Sections 391 to 394 read with Section 100 to 103 and other applicable provisions, if any, of the Companies Act, 1956 and corresponding Sections of the Companies Act, 2013 (as and when such corresponding Sections are notified in the Official Gazette by the Central Government) and the Order of the High Court or NCLT or other appropriate authority, if any, sanctioning the Scheme, without any further act, deed, matter or thing, entire assets and liabilities of AMB and DFPL respectively stand transferred to and vested in and/ or deemed to be transferred to and vested in DAL at values appearing in the books of AMB and DFPL respectively and in accordance with Section 2(1B) of the Income Tax Act, 1961;

(f) 55,33,350 (Fifty Five Lakhs Thirty Three Thousand Three Hundred and Fifty) fully paid up Equity Shares of face value of Rs.2/- each of DAL to be Issued and allotted to the Shareholders of AMB in the proportion of the number of Equity Shares held by the Shareholders in AMB upon the effectiveness of the Scheme.

(g) 3,09,58,890 (Three Crores Nine Lakhs Fifty Eight Thousand Eight Hundred and Ninety) fully paid up Equity Shares of face value of Rs.2/- each of DAL to be Issued and allotted to the Shareholders of DFPL in the proportion of the number of Equity Shares held by the Shareholders in DFPL upon the effectiveness of the Scheme.

The fractional entitlement, if any, to which Shareholders of the AMB and DFPL may become entitled to upon issue of New Equity Shares pursuant to clause (f) and (g) above would be rounded off by the DAL to the nearest integer. However, in no event, the number of New Equity Shares to be allotted by the DAL to the Shareholders of the AMB and DFPL shall exceed the total number of Equity Shares held by the AMB and DFPL in DAL.

This Scheme is and shall be conditional upon and subject to:

i. The Scheme being approved by the requisite majorities in number and value of such classes of persons including the respective members and/ or Creditors of AMB, DFPL and DAL as prescribed under the Act or as may be directed by the High Court or NCLT or any other appropriate authority as may be applicable;

ii. Approval and agreement by the public Shareholders of DAL through Resolution passed through postal ballot and e-voting (after disclosure of all material facts in the explanatory statement sent to the Shareholders in relation to such Resolution) and the votes cast by public Shareholders in favour of the proposal are more than the number of votes cast by public Shareholders against it in accordance with the SEBI circular no. CIR/CFD/DIL/5/2013 issued on February 04, 2013 and SEBI circular no. CIR/CFD/DIL/8/2013 issued on May 21, 2013 subject to modification, if any, in accordance with any subsequent circulars and amendment that may be Issued by SEBI from time to time;

iii. The sanction of this Scheme by the High Court or NCLT or any other appropriate authority under Sections 391 to 394 read with Section 100 to 103 and other applicable provisions, if any, of the Companies Act, 1956 and corresponding Sections of the Companies Act, 2013 (as and when such corresponding Sections are notified in the Official Gazette by the Central Government) in favour of AMB, DFPL and DAL;

iv. Certified or authenticated copy of the Order of the High Court or NCLT or any other appropriate authority sanctioning the Scheme being filed with the Registrar of Companies, NCT of Delhi & Haryana by AMB, DFPL and DAL respectively; and

v. The requisite consent, approval or permission of the Central Government or other statutory or regulatory authority, if any, which by law may be necessary for the implementation of this Scheme.

(h) The Scheme also provides for:

i. The manner of vesting and transfer of the assets of AMB and DFPL to DAL;

ii. The transfer of contracts, deeds, bonds, agreements, arrangements, assurances and other instruments of whatsoever nature of AMB and DFPL to DAL;

iii. The transfer of all debts, liabilities, duties, and obligations of AMB and DFPL to DAL;

iv. The transfer of all legal proceedings by or against of AMB and DFPL to DAL; and

v. All costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) of AMB, DFPL and DAL arising out of or incurred in carrying out and implementing this Scheme and matters incidental thereto shall be borne by Promoters and/or DFPL and AMB. No cost, charges, taxes pertaining to the Scheme shall be borne by DAL

vi. Promoters shall indemnify DAL and keep DAL indemnified for any contingent liabilities and obligations including all demands, claims, suits, proceedings and the like which may be made or instituted by any third party(ies) including Governmental Authorities on DAL and are directly relatable to DFPL and AMB or which may devolve on DAL on account of this Amalgamation.

The features set out above being only the salient features of the Comprehensive Scheme of Amalgamation, the Equity Shareholders of Dhanuka Agritech Limited are requested to read the entire text of the Comprehensive Scheme of Amalgamation to get themselves fully acquainted with the provisions thereof.

10. No investigation proceedings have been instituted or are pending in relation to the Applicant Company III under sections 237, 243, 247(1A), 250A and 251 or any other applicable provisions of the Companies Act, 1956 or under Sections 210, 211, 212(1) to (7) & (11) to (17), 214, 215, 216(1) & (3), 217, 219, 220, 223, 224(1), (3) and (4) and 225 or any other applicable provisions of the Companies Act, 2013.

11. The indicative Pre and Post arrangement Shareholding of the Applicant Company III based on September 30, 2014 Shareholding would be as detailed below:

Category of Shareholder	No. of Shares held		Total Shareholding as a % of total no. of Shares	
	Pre merger	Post merger (indicative)	Pre merger	Post merger (indicative)
Promoter				
• Individuals / Hindu Undivided Family	10,16,935	17,46,687	2.03%	3.49%
• Bodies Corporate	3,64,92,240	93	72.96%	00.00%
• Trusts	-	3,57,62,395	-	71.50%
Non Promoter				
• Institutions	50,28,853	50,28,853	10.06%	10.06%
• Bodies Corporate	11,71,793	11,71,793	2.34%	2.34%
• Public (Individuals)	58,33,235	58,33,235	11.66%	11.66%
• Others (NRI / CM / Trust / HUF)	4,76,444	4,76,444	0.95%	0.95%
Total	**5,00,19,500**	**5,00,19,500**	**100.00%**	**100.00%**

12. DAL has obtained the approval to the Scheme, in terms of Clause 24(f) of the Listing Agreement from National Stock Exchange of India Limited vide their letter dated January 5, 2015 with Ref No: NSE/LIST/9534 and from BSE Limited vide their letter dated January 2, 2015 with Ref No: DCS/AMAL/CS/24(f)/260/2014-15.

13. The Directors of the Applicant Company I to III may be deemed to be concerned and/ or interested in the Scheme to the extent of their Shareholding in the Companies, or to the extent the said Directors are common Directors in the Companies, or to the extent the said Directors are the partners, directors, members of the Companies, firms, association of persons, bodies corporate and/or beneficiary of trust, that hold Shares in any of the Companies.

14. List of Directors of the Applicant Companies is as follows:

AMB	DFPL	DAL
Mr. Arun Kumar Dhanuka	Mr. Ram Gopal Agarwal	Mr. Ram Gopal Agarwal
Mr. Manish Dhanuka	Mr. Mahendra Kumar Dhanuka	Mr. Mahendra Kumar Dhanuka
Mr. Kunj Sonthalia	Mr. Abhishek Gupta	Mr. Arun Kumar Dhanuka
Mr. Ghanshayam Dass Gupta	Mrs. Savitri Gupta	Mr. Rahul Dhanuka
		Mr. Mridul Dhanuka
		Mr. Sachin Kumar Bhartiya
		Mr. Subhash Chandra Lakhotia
		Mr. Indresh Narain
		Mrs. Asha Mundra
		Mr. Om Prakash Khetan
		Mr. Priya Brat
		Mr. Vinod Kumar Jain

15. The details of Shareholding of Directors in the Applicant Companies is as follows:

Name of the Directors	AMB	DFPL	DAL
Mr. Ram Gopal Agarwal	-	0.60%	0.39%
Mr. Mahendra Kumar Dhanuka	-	0.10%	-
Mr. Arun Kumar Dhanuka	0.72%	-	-
Mr. Manish Dhanuka	0.80%	-	0.57%
Mr. Rahul Dhanuka	-	0.10%	0.70%
Mr. Mridul Dhanuka	-	0.10%	-
Mr. Sachin Kumar Bhartiya	-	-	-
Mr. Subhash Chandra Lakhotia	-	-	-
Mr. Indresh Narain	-	-	-
Mrs. Asha Mundra	-	-	-
Mr. Om Prakash Khetan	-	-	-
Mr. Priya Brat	-	-	-
Mr. Vinod Kumar Jain	-	-	-
Mr. Kunj Sonthalia	-	-	-
Mr. Ghanshayam Dass Gupta	-	-	-
Mr. Abhishek Gupta	-	-	-
Mrs. Savitri Gupta	-	-	-

16. The rights and interests of the Members and Creditors of AMB, DFPL and DAL will not be prejudicially affected by the Scheme as no sacrifice or waiver at all called from them, nor is their rights sought to be modified in any manner.

17. This statement may also be treated as an Explanatory Statement under Section 102 and 110 of the Companies Act, 2013 (Corresponding to Section 173 and 192A of the Companies Act, 1956).

18. On the Scheme being approved by the requisite majority of the Shareholders and Creditors (secured and unsecured), the Applicant Company III shall file a petition with the Hon'ble High Court of Judicature at Delhi for sanction of the Scheme under Sections 391-394 and other applicable provisions of the Act.

19. The following documents are available for inspection by the Equity Shareholders of Dhanuka Agritech Limited at the Registered Office of the Company upto one day prior to the date of the Meeting between 11.00 A.M to 5.00 P.M on all working days (except Saturdays, Sundays and public holidays)

(a) Copy of the Order dated 21st January, 2015 pronounced on 20.02.2015 of the High Court of Delhi at New Delhi passed in Company Application (M) No. 12 of 2015 directing the convening of the Meeting of the Equity Shareholders of Dhanuka Agritech Limited.

(b) Comprehensive Scheme of Amalgamation.

(c) Memorandum and Articles of Association of AMB, DFPL and DAL.

(d) Annual Report of AMB, DFPL and DAL for the financial year ending March 31, 2014.

(e) Valuation Report dated October 1, 2014 Issued by J.N. Sharma & Co., Chartered Accountants.

(f) Fairness Opinion dated October 4, 2014 Issued by Corporate Professionals Capital Private Limited on the Valuation Report issued by M/s J.N. Sharma & Co., Chartered Accountants.

(g) Copy of Observation Letter dated January 2, 2015 from BSE and January 5, 2015 from NSE conveying no objection for filing the Scheme with the Delhi High Court.

(h) Copy of Complaints Report dated November 21, 2014 submitted by the Company to BSE and NSE and also uploaded on the Company Website

Sd/-
Shubha Singh
(Authorised Signatory)

Dated this 23rd day of February, 2015
Registered Office: "Dhanuka House", 861-862, Joshi Road, Karol Bagh, New Delhi –110005

COMPREHENSIVE 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

PREAMBLE

(A) BACKGROUND AND DESCRIPTION OF COMPANIES WHO ARE PARTIES TO THE SCHEME

1. **A.M. Bros. Fintrade Private Limited** (hereinafter called '**AMB**'), has its registered office at 31-B/12, Rajpur Road, Civil Lines, New Delhi - 110054. AMB holds equity shares of Dhanuka Agritech Limited ('DAL') and it is not listed on any stock exchange. Entire share capital and management control of AMB is with the promoters of DAL.
2. **Dhanuka Finvest Private Limited** (hereinafter called '**DFPL**'), has its registered office at 861-862, Dhanuka House, Joshi Road, Karol Bagh, New Delhi-110005. DFPL is the holding company of DAL and it is not listed on any stock exchange. Entire share capital and management control of DFPL is with the promoters of DAL.
3. **Dhanuka Agritech Limited** (hereinafter called '**DAL**'), has its registered office at 861-862, Dhanuka House, Joshi Road, Karol Bagh, New Delhi – 110005. DAL is engaged in the business of manufacturing and marketing of Agro-chemical products. The equity shares of DAL are presently listed on the National Stock Exchange of India Limited (hereinafter called 'NSE') and the BSE Limited (hereinafter called 'BSE').

(B) PURPOSE AND RATIONALE OF THE COMPREHENSIVE SCHEME OF AMALGAMATION

This Comprehensive Scheme of Amalgamation (hereinafter called '**the Scheme**') has been propounded under Sections 391 to 394 read with Section 100 to 103 and other applicable provisions, if any, of the Companies Act, 1956 and corresponding sections of the Companies Act, 2013 (as and when such corresponding sections are notified in the Official Gazette by the Central Government) for amalgamation of DFPL and AMB with DAL.

DFPL and AMB hold shares in DAL and constitute the Promoter Group of DAL. DFPL holds 3,09,58,890 equity shares in DAL constituting 61.89% of DAL's paid-up equity share capital and AMB holds 55,33,350 equity shares in DAL constituting 11.06% of DAL's paid-up equity share capital. Pursuant to the proposed amalgamation of DFPL and AMB with DAL, the Trusts of individual promoters ('Promoters') would directly hold shares in DAL and there would be no holding company of DAL.

This amalgamation would not only lead to simplification of the shareholding structure and reduction of shareholding tiers but also demonstrate the promoter group's direct commitment to and engagement with DAL.

There would be no change in the promoter shareholding of DAL. The promoters would continue to hold the same percentage of shares in DAL, pre and post the amalgamation of DFPL and AMB with DAL.

All costs, charges, taxes including duties, levies and all other expenses, if any, arising out of or incurred in connection with and for implementing this Scheme and matters incidental thereto shall be borne by the Promoters and/or DFPL and AMB. No cost, charges, taxes pertaining to the Scheme shall be borne by DAL.

Further, the Scheme also provides that Promoters shall indemnify DAL and keep DAL indemnified for any contingent liabilities and obligations including all demands, claims, suits, proceedings and the like which may be made or instituted by any third party(ies) including governmental authorities on DAL and are directly relatable to DFPL and AMB or which may devolve on DAL on account of this amalgamation.

In consideration of the above mentioned rationale and related benefits, this Scheme between DFPL, AMB and DAL is being proposed in accordance with the terms set out hereunder.

(C) PARTS OF THE SCHEME:

This Comprehensive Scheme of Amalgamation is divided into the following parts:

1. **PART I** - Definitions and Share Capital;
2. **PART II** – Amalgamation of A.M. Bros. Fintrade Private Limited (AMB) and Dhanuka Finvest Private Limited (DFPL) with Dhanuka Agritech Limited (DAL);
3. **PART III** – General Terms and Conditions.

PART – I
DEFINITIONS AND SHARE CAPITAL

1. DEFINITIONS

In this Scheme (as defined hereinafter), unless repugnant to the meaning or context thereof, the following expressions shall have the meaning mentioned therein below:

1.1 **"Act" or "The Act"** means the Companies Act, 1956, including the rules and regulations made thereunder and will include any statutory modifications, re-enactments and / or amendments thereof and also mean and refer to corresponding sections of the Companies Act, 2013 as and when such corresponding sections are notified in the Official Gazette by the Central Government.

1.2 **"Amalgamating Companies"** means Dhanuka Finvest Private Limited and A.M. Bros. Fintrade Private Limited.

1.3 **"AMB"** or **"Amalgamating Company-1"** means A.M. Bros. Fintrade Private Limited, a company incorporated under the Companies Act, 1956 and having its registered office at 31-B/12 Rajpur Road, Civil Lines, New Delhi – 110054.

1.4 **"Appointed Date"** means January 01, 2015 or such other date as may be fixed or approved by the Hon'ble High Court of Delhi at New Delhi or National Company Law Tribunal or any other appropriate authority.

1.5 **"DAL"** or **"Amalgamated Company"** means Dhanuka Agritech Limited, a company incorporated under the Companies Act, 1956 and having its registered office at 861-862, Dhanuka House, Joshi Road, Karol Bagh, New Delhi - 110005.

1.6 **"DFPL"** or **"Amalgamating Company-2"** means Dhanuka Finvest Private Limited, a company incorporated under the Companies Act, 1956 and having its registered office at 861-862, Dhanuka House, Joshi Road, Karol Bagh, New Delhi - 110005.

1.7 **"Effective Date"** means the date on which certified copy(s) of the Order of the Hon'ble High Court of Delhi at New Delhi or National Company Law Tribunal or any other appropriate authority sanctioning this Scheme are filed with the Registrar of Companies, NCT of Delhi.

1.8 **"High Court"** or **"Court"** means the High Court of Delhi at New Delhi and shall include National Company Law Tribunal ("NCLT"), if applicable.

1.9 **"Record Date"** means:

1.9.1 For the purposes of Part II of this Scheme, the date to be fixed by the Board of Directors (or its committee thereof) of the Amalgamating Company-1, Amalgamating Company-2 and the Amalgamated Company for the purpose of determining the members of the Amalgamating Company-1 and Amalgamating Company-2 to whom shares will be allotted pursuant to Clause 5.1 of this Scheme.

1.10 **"Scheme"** or **"the Scheme"** or **"this Scheme"** means this Scheme of Amalgamation, in its present form or with any modification(s) made or to be made and approved under Clause 18 of this Scheme.

1.11 In this Scheme, unless the context otherwise requires:

a) references to persons shall include individuals, bodies corporate (wherever incorporated), unincorporated associations and partnerships;

b) the headings are inserted for ease of reference only and shall not affect the construction or interpretation of this Scheme;

c) words in the singular shall include the plural and vice versa;

d) any references in the Scheme to "upon the Scheme becoming effective" or "effectiveness of the Scheme" shall mean the Effective Date.

e) all terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act and other applicable laws, rules, regulations, bye laws, as the case may be, including any statutory modification or re-enactment thereof from time to time.

2. DATE OF TAKING EFFECT AND OPERATIVE DATE

2.1 The Scheme set out herein in its present form or with any modification(s) approved or directed by the High Court or NCLT or any other appropriate authority shall be effective from the Appointed Date but shall be operative from the Effective Date.

3. SHARE CAPITAL

3.1 **The Share Capital of AMB as on March 31, 2014 is as under:**

Particulars	**As at March 31, 2014 (Rs.)**
Authorized Share Capital	
10,00,000 Equity Shares of Rs.10/- each	1,00,00,000
Total	**1,00,00,000**
Issued, Subscribed and Paid-up	
20,000 Equity Shares of Rs.10/- each fully paid up	2,00,000
Total	**2,00,000**

Subsequent to the Balance Sheet date, pursuant to the High Court Order dated April 30, 2014, the authorized share capital of Rs. 1,00,00,000 of the transferor companies have been merged with AMB and 2,00,000 Redeemable Preference Shares have been issued by AMB to the shareholders of transferor companies as consideration. The revised share capital of AMB is given below:

Particulars	**As at March 31, 2014 (Rs.)**
Authorized Share Capital	
17,50,000 Equity Shares of Rs.10/- each	1,75,00,000
2,50,000 Redeemable Non-Cumulative Preference Share of Rs. 10/- each	25,00,000
Total	**2,00,00,000**
Issued, Subscribed and Paid-up	
10,00,000 Equity Shares of Rs.10/- each fully paid up	1,00,00,000
2,00,000 Redeemable Non-Cumulative Preference Share of Rs. 10/- each	20,00,000
Total	**1,20,00,000**

3.2 **The Share Capital of DFPL as on as on March 31, 2014 is as under:**

Particulars	As at March 31, 2014 (Rs.)
Authorized Share Capital	
10,00,000 Equity Shares of Rs.10/- each	1,00,00,000
Total	**1,00,00,000**
Issued, Subscribed and Paid-up	
10,00,000 Equity Shares of Rs.10/- each fully paid up	1,00,00,000
Total	**1,00,00,000**

Subsequent to the Balance Sheet date, pursuant to the High Court Order dated March 26, 2014, the authorized share capital of Rs. 12,00,00,000 of the transferor companies have been merged with DFPL and 3,25,788 Redeemable Preference Shares have been issued by DFPL to the shareholders of transferor companies as consideration. The revised share capital of DFPL is given below:

Particulars	As at Sept. 30, 2014 (Rs.)
Authorized Share Capital	
1,26,70,000 Equity Shares of Rs.10/- each	12,67,00,000
3,30,000 Redeemable No-Cumulative Preference Shares of Rs. 10/- each	33,00,000
Total	**13,00,00,000**
Issued, Subscribed and Paid-up	
10,00,000 Equity Shares of Rs.10/- each	1,00,00,000
3,25,788 Redeemable No-Cumulative Preference Shares of Rs. 10/- each	32,57,880
Total	**1,32,57,880**

3.3 **The Share Capital of DAL as on March 31, 2014 is as under:**

Particulars	As at Sept. 30, 2014 (Rs.)
Authorized Share Capital	
7,00,00,000 Equity Shares of Rs.2/- each	14,00,00,000
Total	**14,00,00,000**
Issued, Subscribed and Paid-up	
5,00,19,500 Equity Shares of Rs.10/- each fully paid up	10,00,39,000
Total	**10,00,39,000**

Subsequent to March 31, 2014, there has been no change in the issued, subscribed and paid-up capital of DAL.

PART– II

AMALGAMATION OF THE AMALGAMATING COMPANIES WITH THE AMALGAMTED COMPANY

4. TRANSFER AND VESTING OF BUSINESS AND UNDERTAKING

4.1 With effect from the Appointed Date or such other date as may be fixed or approved by the High Court or NCLT or any other appropriate authority and upon the Scheme becoming effective, the entire business and

whole of the undertaking(s), property and liabilities of the Amalgamating Companies shall, pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956 and other applicable provisions, if any, of the Act, and pursuant to the order of the High Court or NCLT or other appropriate authority, if any, sanctioning the Scheme, shall without any further act, deed, matter or thing, stand transferred to and vested in and / or deemed to be transferred to and vested in the Amalgamated Company, so as to become the properties and liabilities of the Amalgamated Company in accordance with Section 2(1B) of the Income Tax Act, 1961.

4.2 Without prejudice to the generality of the above said Clause:

4.2.1 With effect from the Appointed Date, all the assets, rights and properties of the Amalgamating Companies (whether movable or immovable, real or personal, in possession or reversion, corporeal or incorporeal, present or future, existing or contingent, tangible or intangible) of whatsoever nature and wheresoever situate, of or belonging to or in the possession or control of the Amalgamating Companies, as on the Appointed Date including but not limited to data processing equipment, computers and servers, computer software, furniture and fixtures, investments, office equipment, electrical installations, telephones, telex, facsimile, other communication facilities, any registrations, copyrights, permits, approvals, all rights or title or interest in property(ies) by virtue of any court order or decree, contractual arrangement, allotment, grant, lease, possession or otherwise, memorandum of understandings, tenancy rights, hire purchase contracts, lending contracts, permissions, incentives, tax registrations, advance tax credit, contracts, engagements, arrangements of all kinds, rights, titles, interests, benefits and advantages of whatsoever nature and wheresoever situate belonging to or in the ownership, power or possession and in the control of or vested in or granted in favour of or enjoyed by the Amalgamating Companies, industrial and other licenses, municipal and other statutory permissions, approvals including but not limited to right to use and avail electricity connections, water connections, telephone connections, facsimile connections, telexes, e-mail, internet, leased line connections and installations, all records, files, papers, computer programs, manuals, data, quotations, list of present and former vendors and suppliers, and all other rights, title, lease, interest, contracts, consent, approvals or powers of every kind, nature and descriptions whatsoever, shall under the provisions of Sections 391 to 394 of the Companies Act, 1956 and any other applicable provisions of the Act, and pursuant to the order of the High Court or any other appropriate authority sanctioning this Scheme and without further act, instrument or deed, but subject to the charges, if any affecting the same, as on the Effective Date be transferred to and / or deemed to be transferred to and vested in the Amalgamated Company, so as to becomethe properties and assets of the Amalgamated Company.

4.2.2 With respect to such assets and properties of the Amalgamating Companies as on the Effective Date, as are movable in nature and are capable of transfer by physical delivery or endorsement and delivery or novation and delivery, including cash in hand, the same shall be so transferred to the Amalgamated Company and deemed to have been handed over by physical delivery or by endorsement and delivery or novation and delivery, as the case may be, to the Amalgamated Company to the end and intent that the property and benefit passes to the Amalgamated Company with effect from the Appointed Date.

4.2.3 In respect of the movable assets owned by the Amalgamating Companies as on the Effective Date, other than those mentioned in Clause 4.2.2 above, including actionable claims, sundry debtors, outstanding loans, advances, whether recoverable in cash or kind or for value to be received and deposits, if any, with the local and other authorities, body corporate(s), customers etc., the Amalgamating Companies shall, if so required by the Amalgamated Company , and / or the Amalgamated Company may, issue notices or intimations in such form as the Amalgamated Company may deem fit and proper, stating that pursuant to the High Court or NCLT having sanctioned this Scheme, the debt, loan, advance or other asset, be paid or made good or held on account of the Amalgamated Company, as the person entitled thereto, to the end and intent that the right of the Amalgamating Companies to recover or realize the same stands transferred to the Amalgamated Company and that appropriate entries should be passed in their respective books to record the aforesaid changes.

4.2.4 All assets and properties which are acquired by the Amalgamating Companies on or after the Appointed

Date but prior to the Effective Date shall be deemed to be and shall become the assets and properties of the Amalgamated Company and shall under the provisions of Sections 391 to 394 of the Companies Act, 1956 and all other applicable provisions, if any, of the Act, without any further act, instrument or deed, be and stand transferred to and vested in or be deemed to be transferred to and vested in the Amalgamated Company upon the coming into effect of this Scheme pursuant to the provisions of Sections 391 to 394 of the Companies Act,1956 and all other applicable provisions of the Act, provided however that no onerous asset shall have been acquired by the Amalgamating Companies after the Appointed Date without the prior written consent of the Amalgamated Company.

4.3 With effect from the Appointed Date, all debts, liabilities (including contingent liabilities), duties and obligations of every kind, nature and description of the Amalgamating Companies shall be transferred or be deemed to have been transferred to the Amalgamated Company, to the extent they are outstanding on the Effective Date, without any further act, deed, matter or thing and the same shall be assumed by the Amalgamated Company so as to become, on and from the Appointed Date, the liabilities and obligations of the Amalgamated Company on the same terms and conditions as were applicable to the Amalgamating Companies. The Amalgamated Company shall undertake to meet, discharge and satisfy the same and further it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities and obligations have arisen in order to give effect to the provisions of this Clause.

4.4 Where any of the debt, liabilities (including contingent liabilities), duties and obligations of the Amalgamating Companies as on the Appointed Date, deemed to be transferred to the Amalgamated Company, have been discharged by the Amalgamating Companies after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Amalgamated Company, and all loans raised and used and all liabilities and obligations incurred by the Amalgamating Companies after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used or incurred for and on behalf of the Amalgamated Company, and to the extent they are outstanding on the Effective Date, shall also without any further act, deed, matter or thing shall stand transferred to the Amalgamated Company and shall become the liabilities and obligations of the Amalgamated Company on same terms and conditions as were applicable to the Amalgamating Companies. The Amalgamated Company shall undertake to meet, discharge and satisfy the same and further it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such loans and liabilities have arisen in order to give effect to the provisions of this Clause.

4.5 Loans, advances and other obligations (including any guarantee, letter of credit, letter of comfort or any other instrument or arrangements which may give rise to a contingent liability in whatever form), if any, due or which may at any time in future become due between the Amalgamating Companies and the Amalgamated Company, shall stand discharged and there shall be no liability in that behalf on either party.

5. CONSIDERATION

5.1 Upon this Scheme becoming effective and in consideration for the transfer and vesting of the undertaking comprising of assets and liabilities of the Amalgamating Companies into the Amalgamated Company, the Amalgamated Company shall, without any further application or deed, issue and allot Equity Shares to Equity shareholders of the Amalgamating Companies or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title, as may be recognized by the Board of Directors or its committee thereof of the Amalgamated Company and approved by them, and whose names appear in the Register of Members of the Amalgamating Companies on the Record Date, equity shares in its share capitalat par, (hereinafter referred as New Equity Shares) in the following proportion:

5.1.1 55,33,350 (Fifty Five Lakh, Thirty Three Thousand and Three Hundred Fifty) fully paid up Equity Shares of the face value of Rs. 2/- (Rupees Two) each credited as fully paid up in the share capital of the Amalgamated Company in the proportion of the number of equity shares held by the shareholders in the Amalgamating Company-1.

5.1.2 3,09,58,890 (Three Crore, Nine Lakh, Fifty Eight Thousand and Eight Hundred Ninety) fully paid up Equity Shares of the face value of Rs. 2/- (Rupees Two) each credited as fully paid up in the share capital of the Amalgamated Company in the proportion of the number of equity shares held by the shareholders in the Amalgamating Company-2.

5.1.3 The fractional entitlement, if any, to which shareholders of the Amalgamating Companies may become entitled to upon issue of New Equity Shares pursuant to clause 5.1.1 and 5.1.2 above would be rounded off by the Amalgamated Company to the nearest integer. However, in no event, the number of New Equity Shares to be allotted by the Amalgamated Company to the shareholders of the Amalgamating Companies shall exceed the total number of equity shares held by the Amalgamating Companies in the Amalgamated Company.

5.2 The New Equity Shares in the Amalgamated Company, to be issued to the members of the Amalgamating Companies pursuant to Clause 5.1 above, shall be subject to the Memorandum and Articles of Association of the Amalgamated Company and shall rank pari passu, with the existing equity shares of the Amalgamated Company.

5.3 Upon New Equity Shares being issued and allotted by the Amalgamated Company to the shareholders of the Amalgamating Companies, in accordance with clause 5.1 above, the investment held by the Amalgamating Companies in the share capital of the Amalgamated Company shall, without any further application, act, instrument or deed stand cancelled. The shares held by the Amalgamating Companies in dematerialized form shall be extinguished, on and from such issue and allotment of New Equity Shares.

5.4 Such reduction of share capital of Amalgamated Company as provided in Clause 5.3 above shall be effected as an integral part of the Scheme and the orders of the High Court sanctioning the Scheme shall be deemed to be an order under Section 100-103 of the Companies Act, 1956 and any other applicable provisions of the Act confirming the reduction. The Amalgamated Company shall not be required to add the words "and reduced" as a suffix to its name consequent upon such reduction.

5.5 Upon New Equity Shares being issued and allotted by the Amalgamated Company to the members of the Amalgamating Companies, in accordance with Clause 5.1, the share certificates in relation to the shares held by the said members in the Amalgamating Companies shall be deemed to have been cancelled and extinguished and be of no effect on and from such issue and allotment.

5.6 New Equity Shares to be issued by the Amalgamated Company pursuant to Clause 5.1 above shall be issued in dematerialized form by the Amalgamated Company. In that relation, the members of the Amalgamating Companies shall be required to have an account with a depository participant and shall be required to provide details thereof and such other confirmations as may be required. In the event any member has not provided the requisite details relating to his/ her/ its account with a depository participant or other confirmations as may be required or if the details furnished by any member do not permit electronic credit of the shares of the Amalgamated Company, then the Amalgamated Company shall issue New Equity Shares in physical form to such member or members.

5.7 New Equity Shares of the Amalgamated Company issued in terms of Clause 5.1 of this Scheme will be listed and/ or admitted to trading on the NSE and BSE where the shares of the Amalgamated Company are listed and/or admitted to trading in terms of the Listing Agreement.

5.8 The Amalgamated Company shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary in accordance with the applicable laws or regulations for complying with the formalities of the said Stock Exchanges. On such formalities being fulfilled the said Stock Exchanges shall list and/or admit such New Equity Shares for the purpose of trading.

5.9 The issue and allotment of equity shares by the Amalgamated Company to the members of the Amalgamating Companies pursuant to Clause 5.1 above is an integral part of this Scheme.

5.10 The approval of this Scheme by the members of the Amalgamated Company shall be deemed to be due compliance of the provision of Section 62 of the Companies Act, 2013 and other relevant and applicable

provisions of the Act for the issue and allotment of Equity Shares by the Amalgamated Company to the members of the Amalgamating Companies, as provided in this Scheme.

6. INCREASE IN AUTHORISED SHARE CAPITAL OF THE AMALGAMATED COMPANY

6.1 Upon the Scheme becoming effective, the authorized share capital of the Amalgamated Company in terms of its Memorandum of Association and Articles of Association shall automatically stand enhanced without any further act, instrument or deed on the part of the Amalgamated Company by the authorized share capital of the Amalgamating Companies of Rs.15,00,00,000 (Rupees Fifteen Crores) and the Memorandum ofAssociation and Articles of Association of the Amalgamated Company (relating to the authorized share capital) shall, without any further act, instrument or deed, be and stand altered, modified and amended, and consent of the shareholders to the Scheme shall be deemed to be sufficient for the purposes of effecting this amendment and no further resolution(s) under Section 13, 14 and 61 of the Companies Act, 2013 and Section 394 of the Companies Act, 1956 and other applicable provisions of the Act, would be required to be separately passed and for this purpose the stamp duties and fees paid on the authorized share capital of the Amalgamating Companies shall be utilized and applied to the increased authorized share capital of the Amalgamated Company and no payment of any extra stamp duty and / or fee shall be payable by the Amalgamated Company for increase in the authorized share capital to that extent.

6.2 Accordingly, in terms of the Scheme, the authorized share capital of the Amalgamated Company shall stand enhanced to an amount of Rs. 29,00,00,000/- (Rupees Twenty Nine Crores) divided into 14,21,00,000 (Fourteen Crores and Twenty One Lakhs) equity shares of Rs. 2/- (Two) each and 5,80,000 (Five Lakhs and Eighty Thousand) Redeemable Non-Cumulative Preference Shares of Rs. 10/- (Ten) each.The Capital clause being Clause V of the Memorandum of Association of the Amalgamated Company shall stand substituted to read as follows,

"The Authorized Share Capital of the Company is Rs. 29,00,00,000/- (Rupees Twenty Nine Crores) divided into 14,21,00,000 (Fourteen Crores and Twenty One Lakhs) equity shares of Rs. 2/- (Two) each and 5,80,000 (Five Lakhs and Eighty Thousand) Redeemable Non-Cumulative Preference Shares of Rs. 10/- (Ten) each."

6.3 Pursuant to this Scheme, the Amalgamated Company shall file the requisite forms with the Registrar of Companies, New Delhi or any other applicable authority for such increase of the authorized share capital.

7. ACCOUNTING TREATMENT

With effect from the Appointed Date and upon the Scheme becoming effective, the Amalgamated Company shall account for the amalgamation of the Amalgamating Companies in its books of accounts as per the 'Purchase Method', as described in Accounting Standard – 14 "Accounting for Amalgamations" issued by the Institute of Chartered Accountants of India, such that:

7.1 The investments in the equity share capital of the Amalgamated Company as appearing in the books of accounts of the Amalgamating Companies shall stand cancelled.

7.2 The Amalgamated Company shall, record all the assets and liabilities, of the Amalgamating Companies, vested in the Amalgamated Company pursuant to this Scheme, at their existing carrying amounts

7.3 The Amalgamated Company shall credit the aggregate face value of equity shares issued by it to the members of the Amalgamating Companies pursuant to Clause 5.1 of this Scheme to its Equity Share Capital Account in its books of accounts.

7.4 The excess of Net Assets of the Amalgamating Companies as per clause 7.2 over the amount credited by the Amalgamated Company to the Share Capital Account as per Clause 7.3 and adjusted for cancellation of the investments in the equity share capital of the Amalgamated Company as mentioned in Clause 7.1, would be recorded as Capital Reserve. The shortfall, if any shall be debited to the Goodwill Account of the Amalgamated Company.

7.5 In case of any difference in accounting policy between the Amalgamating Companies and the Amalgamated Company, the accounting policies followed by the Amalgamated Company will prevail and the difference till the Appointed Date will be quantified and will be adjusted in accordance with Accounting Standard - 5 "Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies" to ensure that the financial statements of the Amalgamated Company reflect the financial position on the basis of consistent accounting policy.

8. STAFF, WORKMEN AND EMPLOYEES

8.1 On the Scheme becoming effective, all staff, workmen and employees of the Amalgamating Companies in service on the Effective Date shall be deemed to have become staff, workmen and employees of the Amalgamated Company with effect from the Appointed Date without any break, discontinuance or interruption in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Amalgamated Company shall be the same as their existing terms of employment in the Amalgamating Companies, on the Effective Date.

8.2 It is expressly provided that, on the Scheme becoming effective, Provident Fund, Gratuity Account, Superannuation Fund or any other Special Fund or Trusts created or existing for the benefit of the staff, workmen and employees of the Amalgamating Companies shall be transferred to and shall get consolidated with the corresponding funds or accounts of the Amalgamated Company. The Amalgamated Company shall have the obligation to make contributions to the said Fund or account or Funds or accounts in accordance with the provisions thereof or as per the terms provided in the respective Trust Deeds, if any, to the end and intent that all rights, duties, powers and obligations of the Amalgamating Companies in relation to such Fund or account or Funds or accounts shall become those of the Amalgamating Companies. It is clarified that the services of the staff, workmen and employees of the Amalgamating Companies will be treated as having beencontinuous for the purpose of the said Fund or account or Funds or accounts. Until such time that the Amalgamated Company creates or arranges for its own funds or accounts, the Amalgamated Company may, subject to necessary approvals and permissions, if any, continue to make contributions pertaining to the employees of the Amalgamating Companies to the relevant fund or accounts of the Amalgamating Companies. Such contributions and other balances pertaining to the employees of the Amalgamating Companies shall be transferred to the funds or accounts created by the Amalgamated Company on creation of relevant funds or arrangements or accounts by the Amalgamated Company.

9. LEGAL PROCEEDINGS

9.1 All legal proceedings of whatsoever nature by or against the Amalgamating Companies, pending and / or arising on or after the Appointed Date, shall not abate or be discontinued or be in any way prejudicially affected by reason of the Scheme or by anything contained in the Scheme but shall be continued and enforced by or against the Amalgamated Company as the case may be, in the manner and to the same extent as would or might have been continued and enforced by or against the Amalgamating Companies.

9.2 The Amalgamated Company undertakes to have all legal and / or other proceedings initiated by or against the Amalgamating Companies referred to in Clause 9.1 above, transferred in its name and to have the same continued, prosecuted and enforced by or against the Amalgamated Company, to the exclusion of the Amalgamating Companies.

9.3 After the Effective Date, the Promoters undertake to keep harmless and indemnify and keep indemnified from time to time the Amalgamated Company from and against any contingent liabilities and obligations relatable to the Amalgamating Companies including all demands, claims, suits, proceedings and the like which have, shall or may be made or instituted by any person, authority, Government of India, firm, company, body corporate or organisation against the Amalgamated Company, directly relating to the Amalgamating Companies and / or against any financial liability/claim that may arise against the Amalgamated Company by virtue of transfer and vesting of the Amalgamating Companies into the Amalgamated Company under and pursuant to this Scheme.

10. CONTRACTS, DEEDS, APPROVALS, EXEMPTIONS, ETC

10.1 With effect from the Appointed Date and upon the Scheme becoming effective, all contracts, deeds, bonds, agreements, schemes, arrangements, insurance policies, indemnities, guarantees and other instruments of whatsoever nature in relation to the Amalgamating Companies, or to the benefit of which the Amalgamating Companies may be eligible, and which are subsisting or having effect on or immediately before the Effective Date, shall be in full force and effect, on or against or in favour of the Amalgamated Company and may be enforced as fully and effectually as if, instead of the Amalgamating Companies, the Amalgamated Company had been a party or beneficiary or obligee thereto or thereunder.

10.2 For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme, all consents, permissions, licenses, certificates, clearances, authorities, power of attorney, if any given by, issued to or executed in favour of the Amalgamating Companies shall stand transferred to the Amalgamated Company, as if the same were originally given by, issued to or executed in favour of the Amalgamated Company, and the Amalgamated Company shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Amalgamated Company. The Amalgamated Company shall make applications and do all such acts or things which may be necessary to obtain relevant approvals from the concerned Governmental Authorities as may be necessary in this behalf.

10.3 The Amalgamated Company, at any time after the Scheme becoming effective in accordance with the provisions hereof, if so required under any law or otherwise, will execute deeds of confirmation or other writings or arrangements with any party to any contract or arrangement in relation to the Amalgamating Companies to which the Amalgamating Companies are parties in order to give formal effect to the above provisions. The Amalgamated Company shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of the Amalgamating Companies and to carry out or perform all such formalities or compliances, referred to above, on behalf of the Amalgamating Companies.

11. OTHER ENTITLEMENTS

11.1 All cheques and other negotiable instruments, payment orders received in the name of the Amalgamating Companies after the Effective Date shall be accepted by the bankers of the Amalgamated Company and credited to the account of the Amalgamated Company. Similarly, the bankers of the Amalgamated Company shall honour cheques issued by the Amalgamating Companies, which are presented after the Effective Date.

11.2 Upon the coming into effect of this Scheme the resolutions, if any, of the Amalgamating Companies, which are valid and subsisting on the Effective Date shall continue to be valid and subsisting and be considered as resolutions of the Amalgamated Company and if any such resolutions have upper monetary or other limits being imposed under the provisions of the Act, or any other applicable provisions, then the said limits shall be added and shall constitute the aggregate of the said limits in the Amalgamated Company.

12. CONDUCT OF BUSINESS UNTIL THE EFFECTIVE DATE

With effect from the Appointed Date and upto and including the Effective Date:

12.1 The Amalgamating Companies undertake to preserve and carry on the business with reasonable diligence and business prudence and shall not undertake financial commitments or sell, transfer, alienate, charge, mortgage, or encumber or otherwise deal with or dispose of any undertaking or any part thereof save and except in each case:

a) if the same is in its ordinary course of business as carried on by it as on the date of filing this Scheme with the High Court; or

(b) if the same is expressly permitted by this Scheme; or

(c) if prior written consent of the Board of Directors or its committee thereof of the Amalgamated Company has been obtained.

12.2 The Amalgamating Companies shall carry on and be deemed to have carried on all business and activities and shall stand possessed of all the assets, rights, title and interest of the Amalgamating Companies for and on account of, and in trust for the Amalgamated Company.

12.3 All profits and cash accruing to or losses arising or incurred (including the effect of taxes, if any, thereon), by the Amalgamating Companies, shall for all purposes, be treated as the profits or cash or losses, of the Amalgamated Company.

12.4 All accretions and depletions to the Amalgamating Companies shall be for and on account of the Amalgamated Company.

12.5 Any of the rights, powers, authorities, privileges, attached, related or pertaining to or exercised by the Amalgamating Companies shall be deemed to have been exercised by the Amalgamating Companies for and on behalf of, and in trust for and as an agent of the Amalgamated Company. Similarly, any of the obligations, duties and commitments attached, related or pertaining to the Amalgamating Companies that have been undertaken or discharged by the Amalgamating Companies, shall be deemed to have been undertaken for and on behalf of and as an agent for the Amalgamated Company.

12.6 The Amalgamating Companies shall not vary the terms and conditions of service of its employees except in the ordinary course of its business.

13. SAVING OF CONCLUDED TRANSACTIONS

The transfer and vesting of the assets, liabilities and obligations of the Amalgamating Companies, pursuant to this Scheme, and the continuance of the legal proceedings by or against the Amalgamated Company shall not affect any transactions or proceedings already completed by the Amalgamating Companies, on and after the Appointed Date, to the end and intent that the Amalgamated Company accepts all acts, deeds and things done and executed by and / or on behalf of the Amalgamating Companies, as acts, deeds and things done and executed by and / or on behalf of the Amalgamated Company.

14. DISSOLUTION OF THE AMALGAMATING COMPANIES

On the Scheme becoming effective, the Amalgamating Companies shall without any further act or deed stand dissolved without being wound up.

15. TREATMENT OF TAXES

15.1 It is expressly clarified that upon the Scheme becoming effective all taxes payable by the Amalgamating Companies from the Appointed Date onwards shall be treated as the tax liability of the Amalgamated Company. Similarly all credits for tax deduction at source on income of the Amalgamating Companies shall be given to the Amalgamated Company; or obligation for deduction of tax at source on any payment made by or to be made by the Amalgamated Company shall be made or deemed to have been made and duly complied with if so made by the Amalgamating Companies. Similarly any advance tax payment required to be made by specified due dates in the tax laws shall also be deemed to have been made correctly if so made by the Amalgamating Companies.

15.2 All taxes of any nature, duties, cesses or any other like payment or deductions made by the Amalgamating Companies to any statutory authorities such as Income Tax, Sales Tax, Service Tax etc. or any tax deduction or collection at source, relating to the period after the Appointed Date up to the Effective Date shall be deemed to have been on account of or paid by the Amalgamated Company and the relevant authorities shall be bound to transfer to the account of and give credit for the same to the Amalgamated Company upon the passing of the orders on this Scheme by the Court and upon relevant proof and documents being provided to the said authorities.

15.3 Upon the Scheme becoming effective, the Amalgamated Company is also expressly permitted to revise its income tax, withholding tax, service tax, sales tax/ value added tax and other statutory returns and filings under the tax laws notwithstanding that the period of filing/ revising such returns may have lapsed and to claim refunds, advance tax and withholding tax credits, etc, pursuant to the provisions of this Scheme.

TheAmalgamated Company shall be entitled to refund and/or set off all amounts paid by either of the Amalgamating Companies or the Amalgamated Company under Income Tax, value Added Tax or any other disputed amount under appeal, if any, upon this scheme being effective.

PART – III

GENERAL TERMS AND CONDITIONS

16. APPLICATION TO THE HIGH COURT OR NCLT

The Amalgamating Companies and the Amalgamated Company shall, with all reasonable dispatch, make applications or petitions under Sections 391-394 of the Companies Act, 1956 and other applicable provisions of the Act to the High Court of Delhi at New Delhi or NCLT or any other appropriate authority, for sanction of this Scheme under the provisions of law.

17. APPROVAL OF THE SCHEME THROUGH POSTAL BALLOT

The approval of shareholders of the Amalgamated Company shall be obtained through a Special Resolution passed through Postal Ballot and e-Voting (after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution), The Scheme shall be acted upon only if the votes cast by public shareholders in favour of the proposal are more than the number of votes cast by public shareholders against it in accordance with the Securities and Exchange Board of India ("SEBI") circular no. CIR/CFD/DIL/5/2013 issued on February 04, 2013 and SEBI circular no. CIR/CFD/DIL/8/2013 issued on May 21, 2013 subject to modification, if any, in accordance with any subsequent circulars and amendment that may be issued by SEBI from time to time.

18. MODIFICATIONS OR AMENDMENTS TO THE SCHEME

18.1 The Amalgamating Companies and the Amalgamated Company, by their respective Board of Directors (or committees of their respective Board of Directors) may assent to any modifications / amendments to the Scheme or to any conditions or limitations that the Court and / or any other authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by the their respective Board of Directors (or committees of their respective Board of Directors). The Amalgamating Companies and the Amalgamated Company, by their respective Board of Directors (or committees of their respective Board of Directors), be and are hereby authorized to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions of law or otherwise, whether by reason of any directive or orders of any other authorities or otherwise howsoever arising out of or under or by virtue of the Scheme and / or any matter concerned or connected therewith.

18.2 The term 'any other appropriate Authority' referred to in the Clause 16 above, shall specifically include the Stock Exchanges with which the shares of the Amalgamated Company are listed and with which the Amalgamated Company will file a copy of the Scheme under sub-clause (f) of Clause 24 of the Listing Agreement of the respective Stock Exchanges.

19. CONDITIONALITY OF THE SCHEME

This Scheme is and shall be conditional upon and subject to:

19.1 The Scheme being approved by the requisite majorities in number and value of such classes of persons including the respective members and / or creditors of the Amalgamating Companies and the Amalgamated Company, as prescribed under the Act and as may be directed by the High Court or NCLT or any other appropriate authority as may be applicable.

19.2 The sanction of this Scheme by the High Court or NCLT or any other appropriate authority under Sections 391 to 394 and other applicable provisions, if any of the Act in favour of the Amalgamating Companies and the Amalgamated Company.

19.3 Certified or authenticated copy of the order of the High Court or NCLT sanctioning the Scheme being filed with the Registrar of Companies, NCT of Delhi by the Amalgamating Companies and the Amalgamated Company, respectively.

19.4 The requisite, consent, approval or permission of the Central Government or any other statutory or regulatory authority, if any, which by law may be necessary for the implementation of this Scheme.

20. SEVERABILTY

If any provision of this Scheme is found to be unworkable for any reason whatsoever or unenforceable under the present or future Laws, then subject to the decision of the Amalgamating Companies and the Amalgamated Company, such part shall be severable from the remainder of this Scheme and shall not affect the validity or implementation of the other parts and/or provisions of this Scheme.

21. EFFECT OF NON-RECEIPT OF APPROVALS

In the event of any of the said sanctions and approvals referred to in Clause 19 not being obtained and / or theScheme not being sanctioned by the High Court or NCLT or such other appropriate authority, if any, this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and / or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law and agreed between the respective parties to this Scheme. Promoters and / or the Amalgamating Companies shall bear and pay costs, charges and expenses for and or in connection with the Scheme.

22. SETTLEMENT OF DIFFERENCE OR ISSUE THROUGH ARBITRATION

If any doubt or difference or issue arise between the parties hereto or any of their shareholders, creditors, employees and any other person as to the construction hereof or as to any account, valuation or apportionment to be taken or made of any asset or liability vested under this Scheme or as to the accounting treatment thereof or as to anything else contained in or relating to or arising out of this Scheme, the same shall be referred to arbitration of a sole arbitrator appointed by the consent of all the parties and law of arbitration, as in force shall apply.

23. COSTS, CHARGES AND EXPENSES

On sanction and approval of the Scheme by the High Court or NCLT or such other appropriate authority, if any, all costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) of the Amalgamating Companies and the Amalgamated Company arising out of or incurred in carrying out and implementing this Scheme (including in relation to issuance of shares by the Amalgamated Company) and matters incidental thereto shall be borne by the Promoters and / or the Amalgamating Companies.

BSE Limited Registered Office : Floor 25, P J Towers, Dalal Street, Mumbai 400 001 India
T:+91 22 2272 1234/33 F:+91 22 2272 1003 www.bseindia.com
Corporate Identity Number : U67120MH2005PLC155188

BSE EXPERIENCE THE NEW

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

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

NIFTY 50 Stock of the nation

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.

Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai 400051, India. • Tel: +91 22 26598235/36, 26598346 • Fax: +91 22 26598237/38
E-mail : cmlist@nse.co.in • Web site: www.nseindia.com

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

This Document is Digitally Signed

NSE
Signer : Patel Kamlesh
Date: Mon, Jan 5, 2015 17:11:21 GMT+05:30
Location: NSE

ANNEXURE

Corporate Professionals
WHERE EXCELLENCE IS LAW

FAIRNESS OPINION

DHANUKA AGRITECH LIMITED

October, 2014

Corporate Professionals
WHERE EXCELLENCE IS LAW

Strictly Private & Confidential

Strictly Private & Confidential

Corporate Professionals
WHERE EXCELLENCE IS LAW

Ref. No: CPC/MB/037/2014-15 **Dated 04.10.2014**

SEBI Reg. No: INM000011435

To,

The Board of Directors

Dhanuka Agritech Limited

AND

A.M.Bros. Fintrade Private Limited

AND

Dhanuka Finvest Private Limited

Subject: Fairness Opinion on the Share Exchange Ratio for the Proposed Scheme of Amalgamation of A.M.Bros. Fintrade Private Limited and Dhanuka Finvest Private Limited with Dhanuka Agritech Limited.

Dear Sir,

We refer to our appointment for the purpose of arriving at an opinion on the share exchange ratio for the proposed scheme of amalgamation which provides for amalgamation of A.M.Bros. Fintrade Private Limited (hereinafter referred to as "AMB") and Dhanuka Finvest Private Limited (hereinafter referred to as "DFPL") with Dhanuka Agritech Limited (hereinafter referred to as "DAL") on a going concern basis, pursuant to the provisions of Section 391-394 and other applicable provisions of the Companies Act, 1956 and/or Rules/Regulations made there under.

In terms of our engagement letter, we are enclosing our opinion along with this letter. Please note that this is just an opinion on the captioned subject on the basis of the documents submitted to us and does not constitute our independent analysis. All comments as contained herein must be read in conjunction with the Caveats to this opinion.

The opinion is confidential and has been prepared exclusively for the management of Dhanuka Agritech Limited. It should not be used, reproduced or circulated to any other person, in whole or in part, without the prior consent of Corporate Professionals Capital Private Limited, such consent will only be given after full consideration of the circumstance at the time. We are however aware that the conclusion in this report may be used for the purpose of certain statutory disclosures and we provide consent for the same. Please feel free to contact us in case you require any additional information or clarifications.

Yours Faithfully,

For Corporate Professionals Capital Private Limited

Maneesh Srivastava

Maneesh Srivastava

[Senior Manager]

Content

Content and Background 4

Brief about Companies 5

Key facts & certain extracts of the scheme 6

Valuer Analysis 7

Conclusion & Opinion 8

Caveats 9

CONTEXT AND BACKGROUND

1. We understand that Dhanuka Agritech Limited is listed at the BSE and NSE in India. The proposed scheme of amalgamation provides for amalgamation of A.M.Bros. Fintrade Private Limited (hereinafter referred to as "AMB") and Dhanuka Finvest Private Limited (hereinafter referred to as "DFPL") with Dhanuka Agritech Limited (hereinafter referred to as "DAL") on a going concern basis, pursuant to the provisions of Section 391-394 and other applicable provisions of the Companies Act, 1956 and/or Rules/Regulations made there under.

2. In accordance with clause 24 (h) of the Listing Agreement and SEBI Circular No CIR/CFDDIL/5/2013,dated February 04, 2013 as clarified by SEBI Circular No CIR/CFDDIL/8/2013 dated May 21, 2013 as applicable to the listed Companies, the listed Company as well as the unlisted Companies getting merged shall each be required to appoint an independent merchant banker for giving a "fairness opinion" on the valuation of assets / shares done by the Valuers for the Company and unlisted companies.

   Clause 24(h) reads as below-

   "The company agrees that in the explanatory statement forwarded by it to the shareholders u/s 393 or accompanying a proposed resolution to be passed u/s 100 of the Companies Act, it shall disclose the pre and post-arrangement or amalgamation (expected) capital structure and shareholding pattern, and the "fairness opinion" obtained from an Independent merchant bankers on valuation of assets / shares done by the valuer for the company and unlisted company."

3. With reference to the above, Corporate Professionals Capital Private Limited has been appointed as a Merchant Bankers by Dhanuka Agritech Ltd to provide the "fairness opinion" in accordance with the clause 24 of the Listing Agreement.

BRIEF ABOUT COMPANIES

Dhanuka Agritech Limited ("DAL') is a company incorporated under the provisions of the Companies Act, 1956 having its Registered Office at 861-862, Dhanuka House, Joshi Road, Karol Bagh, New Delhi - 110054. The company is listed at the BSE & NSE stock exchange and is engaged in business of formulation and marketing of plant protection chemical products.

A.M.Bros.Fintrade Private Limited ('AMB') is a Company incorporated under the Companies Act, 1956 having its Registered Office at 31-B/12, Rajpur Road, Civil Lines, New Delhi – 110054. "AMB" holds 11.06% of equity shares capital of "DAL" and it is not listed on any stock exchange.

Dhanuka Finvest Private Limited ("DFPL"), a Company incorporated under the Companies Act, 1956 having its Registered Office at 861-862, Dhanuka House, Joshi Road, Karol Bagh, New Delhi - 110054. "DFPL" holds 61.89% of equity shares capital of "DAL" and it is not listed on any stock exchange.

The companies "AMB" and "DFPL" have no other activities other than investment in securities of "DAL".

KEY FACTS & CERTAIN EXTRACT OF THE SCHEME

Based on our discussion with the key management personnel of the companies under the Scheme of Amalgamation, we understand that AMB is a part of the promoter group of DAL and as on the Valuation Date holds 55,33,350 equity shares of DAL constituting 11.06% of the fully paid up equity share capital of DAL

DFPL is the holding company of DAL and as on valuation date holds 3,09,58,890 equity shares of DAL constituting 61.89% of the fully paid up equity share capital of DAL.

Pursuant to the proposed amalgamation of DFPL and AMB with DAL, the Individual promoters and the Trusts of individual promoters (who are existing shareholders of the transferor company) would directly hold shares in DAL and there would be no holding company of DAL. There would be no change in the total promoter's shareholding of DAL. The promoters would continue to hold the same percentage of shares in DAL, pre and post the amalgamation of DFPL and AMB with DAL.

On amalgamation of the Amalgamating Companies into the Amalgamated Company, the Amalgamated Company shall issue and allot Equity Shares to Equity Shareholders of the Amalgamating Companies as per clause 5.1.1, 5.1.2 and 5.1.3 of the scheme.

VALUER ANALYSIS

As per the Valuer Report dated 1st, October 2014 the valuer has recommended following exchange ratio –

i. 55,33,350 fully paid up equity shares of face value of Rs 2/- each of DAL to be issued and allotted to shareholders of AMB in the proportion of the number of equity shares held by the shareholders in AMB.

ii. 3,09,58,890 fully paid up equity shares of face value of Rs.2/- each of DAL to be issued and allotted to shareholders of DFPL in the proportion of the number of equity shares held by the shareholders in DFPL.

As per valuer analysis the above ratio is fair considering that all the shareholders of AMB and DFPL will, upon amalgamation, remain ultimate owner of DAL in the same ratio (inter se) as before amalgamation.

CONCLUSION & OPINION

- As represented by the management the amalgamating companies AMB and DFPL have no other activities other than investment in securities of DAL, so the share exchange ratio pursuant to Amalgamation as recommended by J.N.Sharma & Co, Chartered Accountants is fair as all the shareholders of AMB and DFPL will, upon amalgamation, remain ultimate beneficial owner of DAL in the same ratio (inter se) as before amalgamation.

- The pre and post shareholding pattern of the Public Listed Company i.e. Dhanuka Agritech Limited remains unchanged.

"Subject to above read with the caveats as detailed later, we as a Merchant Banker hereby certify that pursuant to Clause 24 of the listing agreement and SEBI Circular No CIR/CFDDIL/5/2013,dated February 04, 2013 as clarified by SEBI Circular No CIR/CFDDIL/8/2013 dated may 21, 2013 the share exchange ratio suggested by the valuer in its valuation report dated 1st ,October 2014 is fair and fair reasonable from a financial and commercial point of view and it is not effecting the right of any equity shareholders".

CAVEATS

- We wish to emphasize that, we have relied on explanations and information provided by the respective key managements, and other public available information while verifying the valuation report of the valuer. Although, we have reviewed such data for consistency and reasonableness, we have not independently investigated or otherwise verified the data provided.

- We have not made an appraisal or independent valuation of any of the assets or liabilities of the companies and have not conducted an audit or due diligence or reviewed/validated the financial data except what is provided to us by the Companies.

- The scope of our work has been limited both in terms of the areas of the business and operations which we have reviewed and the extent to which we have reviewed them. There may be matters, other than those noted in this scheme of arrangement, which might be relevant in the context of the transaction and which a wider scope might uncover.

- We have no present or planned future interest in Dhanuka Agritech Limited or in it's any of its subsidiaries like A.M.Bros. Fintrade Private Limited & Dhanuka Finvest Private Limited and the fee payable for this opinion is not contingent upon the opinion reported herein.

- Our Fairness Opinion should not be construed as investment advice; specifically, we do not express any opinion on the suitability or otherwise of entering into the proposed transaction.

- The Opinion contained herein is not intended to represent at any time other than the date that is specifically stated in this Report. This opinion is issued on the understanding that the Management of Dhanuka Agritech Limited the amalgamated company and the management of amalgamating companies has drawn our attention to all matters of which they are aware, which may have an impact on our opinion up to the date of signature. We have no responsibility to update this report for events and circumstances occurring after the date of this Report.

Complaints report of Dhanuka Agritech Limited
(For the period October 31, 2014 to November 20, 2014)

To,
The General Manager,
Department of Corporate Services,
BSE Limited
P.J. Towers, Dalal Street,
Mumbai – 400 001

Date: November 21, 2014

BSE Scrip Code: 507717

Dear Sir,

Sub: Application under Clause 24(f) of the Listing Agreement for the proposed Scheme of Amalgamation between A.M. Bros. Fintrade Private Limited and Dhanuka Finvest Private Limited with Dhanuka Agritech Limited and their respective shareholders and creditors

In connection with the above application, we hereby submit the complaints report as under:

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange	Nil
3.	Total Number of complaints / comments received (1+2)	Nil
4.	Number of complaints resolved	Not Applicable
5.	Number of complaints pending	Not Applicable

For Dhanuka Agritech Ltd.

Company Secretary

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	Nil	Nil	Nil

For Dhanuka Agritech Ltd.
For Dhanuka Agritech Limited
Company Secretary

Name: Shubha Singh
Designation: Company Secretary
Date: November 21, 2014

Complaints report of Dhanuka Agritech Limited
(For the period October 31, 2014 to November 20, 2014)

To,

Date: November 21, 2014

The General Manager,
Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051

NSE Symbol: DHANUKA

Dear Sir,

Sub: Application under Clause 24(f) of the Listing Agreement for the proposed Scheme of Amalgamation between A.M. Bros. Fintrade Private Limited and Dhanuka Finvest Private Limited with Dhanuka Agritech Limited and their respective shareholders and creditors

In connection with the above application, we hereby submit the complaints report as under:

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange	Nil
3.	Total Number of complaints / comments received (1+2)	Nil
4.	Number of complaints resolved	Not Applicable
5.	Number of complaints pending	Not Applicable

For Dhanuka Agritech Ltd.

Company Secretary

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	Nil	Nil	Nil

For Dhanuka Agritech Ltd.

For Dhanuka Agritech Limited

Company Secretary

Name: Shubha Singh

Designation: Company Secretary

Date: November 21, 2014

THIS PAGE IS INTENTIONALLY LEFT BLANK

IN THE HIGH COURT OF DELHI AT NEW DELHI

(ORIGINAL JURISDICTION)

COMPANY APPLICATION (M) No. 12 of 2015

In the matter of the Companies Act, 1956 (1 of 1956);

AND

In the matter of Sections 391 to 394 read with Sections 100 to 103 and other applicable provisions, if any, of the Companies Act, 1956 and corresponding Sections of the Companies Act, 2013 (as and when such corresponding Sections are notified in the Official Gazette by the Central Government);

AND

In the matter of Comprehensive Scheme of Amalgamation between A.M. Bros. Fintrade Private Limited and Dhanuka Finvest Private Limited and Dhanuka Agritech Limited

Dhanuka Agritech Limited, a Company incorporated under the Companies Act, 1956 having its Registered Office at "Dhanuka House", 861-862, Joshi Road, Karol Bagh, New Delhi – 110005

Applicant Company III

FORM OF PROXY

I/We the undersigned, as Equity Shareholder(s) of Dhanuka Agritech Limited, the Applicant Company III hereby appoint _____ of _____ and failing him/her _____ of _____ as my / our proxy, to act for me / us at the meeting of the Equity Shareholders to be held at Shri Purushottam Hindi Bhawan, 11, Vishnu Digambar Marg (Rouse Avenue), New Delhi-110002 on 04th day of April, 2015 at 11:00 a.m., for the purpose of considering and if thought fit, approving, with or without modification(s), the Comprehensive Scheme of Amalgamation between A.M. Bros. Fintrade Private Limited and Dhanuka Finvest Private Limited and Dhanuka Agritech Limited; and at such Meeting, and any adjournment/ adjournments thereof, to vote, for me/us and in my/our name(s) _____ (here if 'for' insert 'for', if 'against' insert 'against' and in the latter case strike out the words "either with or without modifications" after the word "Arrangement") the said arrangement embodied in the Comprehensive Scheme of Amalgamation either with or without modifications as my/our proxy may approve.(strikeout what is not necessary)

Dated this _____ day of _____ 2015

Affix Re. 1/- Revenue Stamp

Signature across the Stamp

Name of the Equity Shareholder _____

Address of the Equity Shareholder _____

_____

(for physical holding)

Registered Folio No. _____

(for dematerialized holding)

DP ID No. _____

Client ID No. _____

No. of Share(s) held _____

NOTES:

1 Please affix revenue stamp before putting signature.
2 The Proxy need not be a Member of the Applicant Company III.
3 All alterations made in the Form of Proxy should be initialed.
4 The Proxy must be deposited at the Registered Office of the Applicant Company III at Dhanuka House, 861-862, Joshi Road, Karol Bagh, New Delhi - 110005 at least 48 hours before the time for holding the Meeting.
5 In case of multiple proxies, the proxy later in time shall be accepted.

Dhanuka Agritech Limited

Registered Office: Dhanuka House, 861-862, Joshi Road, Karol Bagh, New Delhi -110005
Tel. No.011-23518981/82; Fax : 011-43850614
CIN: L24219DL1985PLC020126
Website: www.dhanuka.com

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

I hereby record my presence at the Meeting of the Equity Shareholders of the Company, convened pursuant to the Order dated 21st January, 2015, pronounced on 20th February, 2015 by the Hon'ble High Court of Delhi at New Delhi, at Shri Purushottam Hindi Bhawan, 11, Vishnu Digambar Marg (Rouse Avenue), New Delhi-110002 on 4th day of April, 2015 at 11:00 a.m.

Name and Address of the Equity Shareholder _____

_____

_____

Folio No. _____

DP ID No.* _____

Client ID No.* _____

No. of Share(s) held _____

Signature

Name of the proxy holder/ authorised representative _____

_____

Signature

*Applicable for Shareholder(s) holding Shares in dematerialised form.

NOTE: Shareholder(s) attending the Meeting in person or by proxy or through Authorised Representative are requested to complete and bring the Attendance Slip with them and hand it over at the entrance of the Meeting hall.

Dhanuka Agritech Limited

Registered Office: Dhanuka House, 861-862, Joshi Road, Karol Bagh, New Delhi -110005
Tel. No.011-23518981/82; Fax : 011-43850614
CIN: L24219DL1985PLC020126
Website: www.dhanuka.com

POSTAL BALLOT FORM

(Please read the instructions given below before exercising your vote)

Serial No.……..

1. Name(s) of Member(s) :

2. Name & Registered address of the Sole/ First named Member/ Beneficial Owner (in Block Letters) :

3. Name of the joint Members(s), if any :

4. I. Registered Folio No. :

   II. a) DP ID No.* :

   b) Client ID No.* :

   (*Applicable to investors holding shares in dematerialized form)

5. Number of shares held :

6. I/We hereby exercise my/our vote in respect of the Resolutions to be passed through postal ballot for the business stated in the notice of the Company dated February 23rd, 2015 by conveying my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Resolution for Merger of A.M. Bros. Fintrade Private Limited and Dhanuka Finvest Private Limited with Dhanuka Agritech Limited through a High Court approved Scheme of Amalgamation			

Place :

Date :

(Signature of the Member / Beneficial Owner)

Note: Last date for receipt of Postal Ballot Forms by the Scrutinizer is April 04, 2015.

PLEASE READ CAREFULLY THE INSTRUCTIONS PRINTED OVERLEAF BEFORE EXERCISING THE VOTE.

INSTRUCTIONS

1. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
2. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014, the assent or dissent of the Members in respect of the Resolution contained in the Postal Ballot Notice dated February 23, 2015 is being determined through Postal Ballot including facility of e-Voting through CDSL platform.
3. The Board has appointed Mr. Mohit Dahiya of Mohit & Associates, Practicing Company Secretary (Membership No. 30192) as the Scrutinizer for the purpose of conducting business through Postal Ballot under the Rules.
4. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it directly to the Scrutinizer in the attached preprinted self -addressed envelope. No postage is required to be paid by the Shareholder as the prepaid self - addressed postal envelope is enclosed. Envelope containing Postal Ballots Forms, if deposited with the Company in person or, if sent by courier/ registered post at the expense of the registered Shareholder, shall also be accepted by the Company.
5. A (✓) mark should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be. Incomplete or unsigned Postal Ballots will be rejected. Tick in both the boxes would render your Ballot Form invalid. Please note that (X) mark or any other mark other than (✓) in the box signifying assent or dissent shall be deemed as if no mark has been placed and the box is left blank.
6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5:30 p.m. on April 04, 2015. For this purpose, a self-addressed postage pre-paid envelope is enclosed herewith. Please note that any response received from the Shareholders after 5:30 p.m. on April 04, 2015 shall be treated as if no response has come from a Shareholder in terms of Rule 22(12) of the Companies (Management and Administration) Rules, 2014. Accordingly, Shareholders are requested to send duly completed Postal Ballot Forms well before the above said date providing sufficient time for postal transit.
7. The Scrutinizer will submit his report to the Chairman of the Company upon completion of scrutiny, in a fair and transparent manner, of voting through e-voting platform but not later than April 3, 2015 and of Postal Ballots not later than April 10, 2015.
8. The Chairman shall announce the results of E-Voting on Monday, the 6th day of April, 2015 at the Registered Office of the Company.
9. The Chairman shall announce the result of Postal Ballot on Monday, the 13th day of April, 2015 at the Registered Office of the company. The date of declaration of Postal Ballot result will be taken to be the date of passing of the Resolution(s).
10. The Result of Postal Ballot will be placed at the web-site of the Company at www.dhanuka.com for information of Members besides being communicated to all the Stock Exchanges on which the shares/ securities are listed. The results will also to be displayed on website of the agency.
11. This form should be completed and signed by the member as per the specimen signatures registered with the Company. In case of joint holdings, this form should be completed and signed (as per the Specimen Signature registered with the Company) by first named Shareholder and in his absence, by the next named joint holder. In case the Form is signed by persons other than individual members, this form should be signed by an authorized signatory whose signature is already registered with the Company/Depository Participant.
12. In case of shares held by Companies, Trust, Societies etc., duly completed Postal Ballot Form should also be accompanied by a certified copy of the Board Resolution/Other Authority together with the attested specimen signatures of the duly authorized person exercising the voting by Postal Ballot.
13. If any extraneous paper is found in such envelop the same would not be considered by the Scrutinizer and would be destroyed.
14. There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.
15. The Postal Ballot shall not be exercised by a Proxy.
16. Unsigned Postal Ballot form will be rejected.
17. Voting Rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the 20th February, 2015 which has been taken as cut-off date for taking data of members for dispatch of the Notice.
18. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.