Date: April 6, 2015

The Manager,
Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code: 507717

The Manager,
Department of Corporate Services,
National Stock Exchange of India Limited,
Exchange Plaza, Plot no. C-1, Block-G,
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051
Symbol: DHANUKA

Dear Sir,

Subject: Outcome of the votes cast by the Equity Shareholders of the Companyin accordance with Clause 35B of the Listing Agreement

Ref.: Comprehensive 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

With reference to the above we would like to inform the following:

1) In compliance with the Order dated 21st January, 2015 pronounced on 20th February, 2015 by Hon'ble High Court of Delhi in Company Application (M) No 12 of 2015 in the matter of an Application made under Sections 391 to 394 read with Sections 100 to 103 of the Companies Act 1956, meeting of the Equity Shareholders of the Company was held on Saturday the 4thday of April, 2015 at 11:00 A.M. at Purushottam Hindi Bhawan, 11, Vishnu Digambar Marg , Near Bal Bhawan, ITO, New Delhi-110002 for the purpose of considering, and if thought fit, approving with or without modification(s), the proposed Comprehensive Scheme of Amalgamation between A.M. Bros. Fintrade Private Limited ('AMB' or 'Amalgamating Company I'), Dhanuka Finvest Private Limited ('DFPL' or 'Amalgamating Company II'), Dhanuka Agritech Limited ('DAL' or 'Amalgamated Company') and their respective Shareholders and Creditors ('the Scheme').

2) As perthe provisions of the Listing Agreement executed by the Company with BSE Limited and National Stock Exchange of India Limited,Postal Ballot and E-voting facility was provided to the shareholders, to consider and if thought fit, approve the Resolution with or without modification(s), set out below in **Appendix A**.

The resolution for approval of the Scheme was passed with requisite majority.

The said Scheme shall be further subject to further approval of the Hon'ble High Court of Delhi and other regulatory authorities as may be required under applicable laws.

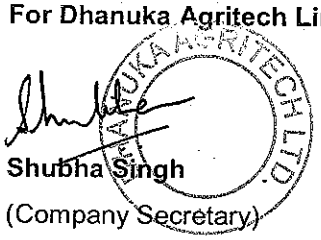
DHANUKA AGRITECH LTD.

We hereby enclose the details of the results of voting by the Equity Shareholders pursuant to Clause 35A and 35Bof the Listing Agreement executed by the Company with BSE Limited and National Stock Exchange of India Limited **(Appendix B)**.

Thanking you,

Yours sincerely,

For Dhanuka Agritech Limited



Shubha Singh
(Company Secretary)

Appendix A

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED THROUGH POSTAL BALLOT OR E-VOTING BY THE EQUITY SHAREHOLDERS OF DHANUKA AGRITECH LIMITED

"**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."



Appendix B

DHANUKA AGRITECH LIMITED	
In accordance with Clause 35A and 35B of the Listing Agreement, the details of the voting results of the Meeting of the shareholders of the company held on April 4, 2015 are furnished below:	
Date of the Meeting	Result of E- Voting declared on 1st April, 2015, Result of Postal ballot declared on 6th of April, 2015 and date of Court Convening Meeting 4th of April 2015
Total number of equity shareholders as on 20th February, 2015	10,218
No. of Shareholders present in the meeting either in person or through proxy :	274
a. Promoter and Promoter Group	9
b. Public	265
No. of Shareholders attending the meeting through video conferencing	NIL
a. Promoter and Promoter Group	NIL
b. Public	NIL

Sr. No	Details of the Agenda	Resolution Required	Mode of Voting
1	Approval to the Comprehensive Scheme of Amalgamation between A.M. Bros. Fintrade Private Limited, Dhanuka Finvest Private Limited and Dhanuka Agritech Limited and their respective shareholders and creditors.	Special	Poll, Postal Ballot & E-Voting

Promoter /Public	Number of Shares (1)	Number of Votes (2)	% of Votes polled on Outstanding shares 3 = [(2)/(1)]*100	Number of Votes in favour (4)	Number of Votes Against (5)	% of Votes in favour on Votes polled 6 = [(4)/(2)]*100	% of Votes Against on Votes polled 7 = [(5)/(2)]*100
Resolution No: 1							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	37,509,175	-	-	-	-	-	-
Public Institutional Holders	2,753,010	2,375,808	86.30%	2,375,808	-	100.00%	-
Public-Others	9,757,315	700,065	7.17%	700,065	-	100.00%	-
Total (A)	**50,019,500**	**3,075,873**		**3,075,873**	**-**		
Mode of Voting: (Postal Ballot)							
Promoter and Promoter Group	37,509,175	-	-	-	-	-	-
Public Institutional Holders	2,753,010	-	-	-	-		-
Public-Others	9,757,315	20,471	0.21%	19,171	1,300	93.65%	6.35%

For Shubha Singh

Appendix B

Total (B)	**50,019,500**	**20,471**		**19,171**	**1,300**		
Mode of Voting: (Poll)							
Promoter and Promoter Group	37,509,175	**37,509,175**	100.00%	**37,509,175**	-	100.00%	-
Public Institutional Holders	2,753,010	-	-	1,959,235	-	-	-
Public-Others	9,757,315	1,968,646	20.18%	9,409	2	0.48%	0.00%
Total (C)	**50,019,500**	**39,477,821**		**39,477,819**	**2**		
Result	**150,058,500**	**42,574,165**		**42,572,863**	**1,302**	-	

DHANUKA AGRITECH LTD.

For Shubha Singh
(Company Secretary)