ZOOM LEASING & FINANCE COMPANY LTD.

Courier/email/fax

ZLFCL/SD/2014

February, 10 2014

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: Disclosures under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir,

Please find enclosed herewith following forms relating to acquisition of shares by M/s Zoom Leasing & Finance Company Limited:

1. Regulation 10(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

This is for your kind information and record please.

Thanking you,
Yours faithfully,
For **Zoom Leasing and Finance Company Limited**

Authorized Signatory
Encl:A/a

Format for Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)		M/s Dhanuka Agritech Limited
2.	Name of the acquirer(s)		M/s Zoom Leasing and Finance Company Limited
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters		Yes
4.	Details of the proposed acquisition		
	a.	Name of the person(s) from whom shares are to be acquired	Shri Ram Gopal Agarwal
	b.	Proposed date of acquisition	17.2.2014
	c.	Number of shares to be acquired from each person mentioned in 4(a) above	4,70,000 Equity Shares (Four Lakhs Seventy Thousand Equity Shares)
	d.	Total shares to be acquired as % of share capital of TC	0.94%
	e.	Price at which shares are proposed to be acquired	Market Value as on the date of transaction
	f.	Rationale, if any, for the proposed transfer	
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer		(ii)
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.		Rs.184.40
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.		NA
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.		NA
9.	Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)		Yes

Shri Harsh Dhanuka,

10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.		Yes			
11.	Shareholding details		Before the proposed transaction		After the proposed transaction	
			No. of shares /voting rights	% w.r.t total share capital of TC	No. of shares /voting rights	% w.r.t total share capital of TC
	a	Acquirer(s) and PACs (other than sellers)(*)	3,60,95,175	72.16%	3,65,35,175	73.10%
	b	Seller (s)	14,14,000	2.83%	9,44,000	1.89%

Note:

- (*) Shareholding of each entity may be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

Shri Harsh Dhanuka,

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1.	Name of the Target Company (TC)		M/s Dhanuka Agritech Limited
2.	Name of the acquirer(s)		M/s Zoom Leasing and Finance Company Limited
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters		Yes
4.	Details of the proposed acquisition		
	a.	Name of the person(s) from whom shares are to be acquired	Shri Rahul Dhanuka
	b.	Proposed date of acquisition	17.2.2014
	c.	Number of shares to be acquired from each person mentioned in 4(a) above	3,65,000 Equity Shares (Three Lakhs Sixty Five Thousand Equity Shares)
	d.	Total shares to be acquired as % of share capital of TC	0.73%
	e.	Price at which shares are proposed to be acquired	Market Value as on the date of transaction
	f.	Rationale, if any, for the proposed transfer	
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer		(ii)
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.		Rs.184.40
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.		NA
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.		NA
9.	Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)		Yes

Shri Harsh Dhanuka,

10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.		Yes			
11.	Shareholding details		Before the proposed transaction		After the proposed transaction	
			No. of shares /voting rights	% w.r.t total share capital of TC	No. of shares /voting rights	% w.r.t total share capital of TC
	a	Acquirer(s) and PACs (other than sellers)(*)	3,64,14,175	72.80%	3,67,79,175	73.53%
	b	Seller (s)	10,95,000	2.19%	7,30,000	1.46%

Note:

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Shri Harsh Dhanuka,

Format for **Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

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2.	Name of the acquirer(s)		M/s Zoom Leasing and Finance Company Limited
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters		Yes
4.	Details of the proposed acquisition		
	a.	Name of the person(s) from whom shares are to be acquired	Shri Mahendra Kumar Dhanuka
	b.	Proposed date of acquisition	17.2.2014
	c.	Number of shares to be acquired from each person mentioned in 4(a) above	4,56,000 Equity Shares (Four Lakh Fifty Six Thousand Equity Shares)
	d.	Total shares to be acquired as % of share capital of TC	0.91%
	e.	Price at which shares are proposed to be acquired	Market Value as on the date of transaction
	f.	Rationale, if any, for the proposed transfer	
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer		(ii)
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.		Rs.184.40
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.		NA
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.		NA
9.	Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)		Yes

Shri Harsh Dhanuka,

10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.		Yes			
11.	Shareholding details		Before the proposed transaction		After the proposed transaction	
			No. of shares /voting rights	% w.r.t total share capital of TC	No. of shares /voting rights	% w.r.t total share capital of TC
	a	Acquirer(s) and PACs (other than sellers)(*)	3,70,53,175	74.08%	3,75,09,175	74.99%
	b	Seller (s)	4,56,000	0.91%	0	0

Note:

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- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

Shri Harsh Dhanuka,