

Format under Regulation 10(7) – Report to SEBI in respect of any acquisition made in reliance upon exemption provided for in regulation 10(1)(a)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1	General Details	
	a. Name, address, telephone no., e-mail of acquirer(s) {In case there are multiple acquirers, provide full contact details of any one acquirer (the correspondent acquirer) with whom SEBI shall correspond.}	M/s Zoom Leasing and Finance Company Ltd. Dhanuka House 861-862, Joshi Road, Karol Bagh, New Delhi 110005, 0124-3939500 investors@dhanuka.com
	b. Whether sender is the acquirer (Y/N)	Yes
	c. If not, whether the sender is duly authorized by the acquirer to act on his behalf in this regard (enclose copy of such authorization)	NA
	d. Name, address, Tel no. and e-mail of sender, if sender is not the acquirer	NA
2	Compliance of Regulation 10(7)	
	a. Date of report	24/02/2014
	b. Whether report has been submitted to SEBI within 21 working days from the date of the acquisition	Yes
	c. Whether the report is accompanied with fees as required under Regulation 10(7)	Yes, the applicable fee of INR 25,000/- is enclosed vide Demand Draft dated 21/02/2014 issued in favour of 'Securities and Exchange Board of India' drawn on HDFC Bank payable at Mumbai
3	Compliance of Regulation 10(5)	
	a. Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed atleast 4 working days before the date of the proposed acquisition.	Yes. Copy of intimations is attached as Annexure 1.
	b. Date of Report	10/2/2014 and 12/2/2014
4	Compliance of Regulation 10(6)	
	a. Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed within 4 working days of the acquisition.	Yes. Copy of intimations is attached as Annexure 2.
	b. Date of Report	17/02/2014 and 19/2/2014

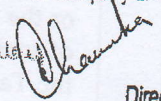
For Zoom Leasing and Finance Company Limited


 Director
 (Sh. Mohd. Shamshad)

86/

5	Details of the Target Company					
	a.	Name & address of TC	M/s Dhanuka Agritech Limited Dhanuka House 861-862, Joshi Road, Karol Bagh, New Delhi 110005			
	b.	Name of the Stock Exchange(s) where the shares of the TC are listed	BSE and NSE			
6	Details of the acquisition					
	a.	Date of acquisition	17/2/2014 and 19/2/2014			
	b.	Acquisition price per share (in Rs.)	17.2.2014 Shri Rahul Dhanuka 365000 shares @ Rs.186.5 Shri M K Dhanuka 456000 shares @ Rs.187.5 Shri R. G Agarwal 470000 shares @ Rs.187.5 19.2.2014 Shri R. G Agarwal 750000 shares @ Rs.187			
	c.	Regulation which would have been triggered off, had the report not been filed under Regulation 10(7). (whether Regulation 3(1), 3(2), 4 or 5)	Regulation 3(2)			
	d.	Shareholding of acquirer(s) and PAC individually in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)(*)	Before the acquisition		After the acquisition	
			No. of Shares	% w.r.t total share capital of	No. of Shares	% w.r.t total share capital
		Name(s) of the acquirer(s) (**) Zoom Leasing and Finance Company Limited	7,412,500	14.82	9,453,500	18.90
		Person Acting in Concert for PAC Individual holding please refer to Annexure 3	36,414,175	72.80	37,315,175	74.60

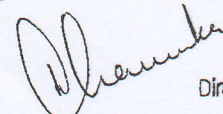
For Zoom Leasing and Finance Company Limited

(Sh. Harsh Dhanuka) 
Director

8/

e.	Shareholding of seller/s in TC (in terms of no. & as a percentage of the total share/voting capital of the TC)	Before the acquisition		After the acquisition	
		No. of Shares	% w.r.t total share capital	No. of Shares	% w.r.t total share capital
	Name(s) of the seller(s) (**)				
	Shri Rahul Dhanuka	1095000	2.19	730000	1.46
	Shri M K Dhanuka	456000	0.91	Nil	Nil
	Shri R. G Agarwal	1414000	2.83	194000	0.39
7	Information specific to the exemption category to which the instant acquisition belongs - Regulation 10(1)(a)(ii)				
a.	Provide the names of the seller(s)	Shri Rahul Dhanuka Shri M K Dhanuka Shri R. G Agarwal			
b.	Specify the relationship between the acquirer(s) and the seller(s).	All parties to the transactions are part of the Promoter Group			
c.	Shareholding of the acquirer and the seller/s in the TC during the three years prior to the proposed acquisition	Year - 1 31.3.2013	Year -2 31.3.2012	Year-3 31.3.2011	
	Acquirer(s) (*) Zoom Leasing and Finance Company Limited	57,11,000 11.42%	57,11,000 11.42%	57,11,000 11.42%	
	Sellers(s) (*) Shri Ram Gopal Agarwal	14,14,000 2.83%	14,14,000 2.83%	14,14,000 2.83%	
	Shri Mahendra Kumar Dhanuka	7,56,000 1.51%	7,56,000 1.51%	7,56,000 1.51%	
	Shri Rahul Dhanuka	17,40,000 3.48%	17,40,000 3.48%	17,40,000 3.48%	
	Shri Harsh Dhanuka	344500 0.69%	344500 0.69%	344500 0.69%	
d.	Confirm that the acquirer(s) and the seller/s have been named promoters in the shareholding pattern filed by the target company in terms of the listing agreement or the Takeover Regulations. Provide copies of such filings under the listing agreement or the Takeover Regulations.	Yes, the acquirer and the sellers have been named promoters in the shareholding pattern filed by Dhanuka Agritech Limited in terms of the listing agreement or the Takeover Regulations. Shareholding pattern for the last 3 years filed under the listing agreement is enclosed herewith as Annexure - 4			

For Zoom Leasing and Finance Company Limited


 Director
 Sh. Harsh Dhanuka

e.	If shares of the TC are frequently traded, volume-weighted average market price (VWAP) of such shares for a period of sixty trading days preceding the date of issuance of notice regarding the proposed acquisition	On 10.2.2014 Rs.184.40 On 12.2.2014 Rs.184.48
f.	If shares of the TC are infrequently traded, the price of such shares as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	NA
g.	Confirm whether the acquisition price per share is not higher by more than twenty-five percent of the price as calculated in (e) or (f) above as applicable	Actual Price range on which the Shares were traded is in between 185 to 188, which is not more than 25%
h.	Date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed	Notice furnished on 10.2.2014 for the shares traded on 17.2.2014 and for the share traded on 19.2.2014, notice is issued on 12.2.2014 .
i.	Whether the acquirers as well as sellers have complied with the provisions of Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997) (Y/N). If yes, specify applicable regulation/s as well as date on which the requisite disclosures were made along with the copies of the same.	Yes, it is hereby declared that acquirer and the sellers have complied with the applicable disclosure requirements of Chapter V of the Takeover Regulations Copies of disclosure filed under Regulation 29(2) of SEBI (SAST) 2011 on 17.2.2014 and 19.2.2014 are enclosed herewith as Annexure 5
j.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a)(ii) with respect to exemptions has been duly complied with.	Yes, the acquirer hereby declare that all the conditions specified under regulations 10(1)(a)(ii) with respect to exemptions has been duly complied with.

I/We hereby declare that the information provided in the instant report is true and nothing has been concealed there from.

For Zoom Leasing and Finance Company Limited

Signature: ✓

Date:

Sh. Harsh Sharma

Director

Place:

NOTE:

- (*) In case, percentage of shareholding to the total capital is different from percentage of voting rights, indicate percentage of shareholding and voting rights separately.
- (**) Shareholding of each entity shall be shown separately as well as collectively.

25/