

S.No.

**TENDER FORM
(FOR SHAREHOLDER HOLDING SHARES IN DEMATERIALIZED FORM)**



Dhanuka Agritech Limited

**Registered Office: 82, Abhinash Mansion, 1st Floor, Joshi Road, Karol Bagh, New Delhi-110005, India.
Phone No.: +91-11-64656800-02; Fax: +91-11-43850614; E-mail: investors@dhanuka.com
Website: www.dhanuka.com; CIN : L24219DL1985PLC020126**

**Corporate Office : 14th Floor, Building 5A, DLF Cyber Terrace, Cyber City, DLF Phase-III, Gurugram - 122002, Haryana
Phone: +91-124-3838500; Contact Person & Compliance Officer for the Buyback- Mr. Kapil Garg**

OFFER FOR BUYBACK OF 9,41,176 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 2 EACH ("EQUITY SHARES") AT A PRICE OF ₹ 850 (RUPEES EIGHT HUNDRED FIFTY ONLY) PER FULLY PAID-UP EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER PROCESS FROM THE SHAREHOLDERS AS ON RECORD DATE.

Buyback Opening Date	Buyback Closing Date	Record Date	Buyback Price
1 st March, 2017	15 th March, 2017	13 th January, 2017	₹ 850/- Per Equity Share
1 st Holder		DP ID	
2 nd Holder		Client ID	
3 rd Holder		Folio Number	
Address:		Number of Equity Shares held on record Date	
		Shares Entitlement for the Buyback	

PLEASE CONTACT YOUR EQUITY BROKER FOR PARTICIPATION IN THE BUYBACK

To
Board of Directors,
Dhanuka Agritech Limited
82, Abhinash Mansion, 1st Floor, Joshi Road, Karol Bagh,
New Delhi 110005, India

Sub: Letter of Offer dated 20th February, 2017 to the Buyback of Dhanuka Agritech Limited

Dear Sir

1. I / We, having read and understood the terms and conditions set out below, in the PA and in the Letter of Offer, hereby tender my/our Shares in response to the Buyback.
2. I / We authorise the Company to Buyback the Equity Shares offered (as mentioned below) and issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
3. I / We hereby affirm that the Equity Shares comprised in this tender / offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
4. I / We declare that there are no restraints / injunctions or other order(s) of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback and that I / we am / are legally entitled to tender the Equity Shares for Buyback Offer.
5. I / We agree that the Company will pay as per secondary market mechanism.
6. I / We undertake to return to the Company any Buyback consideration that may be wrongfully received by me / us.
7. I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act and the Buyback Regulations.

----- **ACKNOWLEDGEMENT SLIP** -----

Buyback of Dhanuka Agritech Limited DP ID _____ Client ID _____

Received but not verified from _____ a Tender Form offering _____ Equity Shares of
Dhanuka Agritech Limited in the Buyback Received on _____

Signature of official _____

I/we hereby tender to following shares in the Buyback at price of ₹ 850 Per Equity shares as specified below:

	In figures	In words
Number of shares held		
Number of share entitled		
Number of Shares tendered in Buyback		

A copy of TRS generated for our bid by our broker is attached

Details of Account with Depository Participant

Name of the Depository (tick (✓) whichever is applicable)	NSDL _____	CDSL _____
Name of the Depository Participant		
DP ID No.		
Client ID with the DP		

Shareholder Details

Signature			
	Sole / 1 st Holder	2 nd Holder	3 rd Holder
PAN			
Address of Sole / First Holder			
E-mail/Tel			

CHECKLIST

(Please Tick (✓) the box to the right of the appropriate category)

1	Tender Form	
2	Copy of TRS	
3	Other Documents	
a)	Power of Attorney	
b)	Corporate authorizations	
c)	Succession Certificate	
d)	Others (please specify)	

----- **ACKNOWLEDGEMENT SLIP** -----

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK OFFER SHOULD BE ADDRESSED TO THE REGISTRAR TO THE BUYBACK OFFER AT THE FOLLOWING ADDRESS QUOTING YOUR DP ID AND CLIENT ID

Abhipra Capital Limited
Abhipra Complex, A-387, Dilkhush Industrial Area, G.T. Karnal Road, Azadpur, Delhi-110033
Tel. : +91-11-42390725, Fax : +91-11-42390930, E-mail : rta@abhipra.com
Contact Person : Mr. Dinesh Kumar Aggarwal

INSTRUCTIONS

1. This Offer will open on 1st March, 2017 and close on 15th March, 2017.
2. This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
3. Shareholders who desire to tender their Equity Shares in the dematerialized form under the Buyback would have to do so through their respective Shareholder Broker by indicating the details of Equity Shares they intend to tender under the Buyback offer.
4. Shareholders should submit (by registered post / courier / hand deliver) their duly filled Tender Form to the Registrar to the Buyback Offer only post placing the bid via the your Broker.
5. In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the offer by providing their application in plain paper in writing signed by such Eligible Shareholder, stating the name of the Eligible Shareholder, address of the Equity Shareholder, number of Equity Shares held, Client ID number, DP name, DP ID number and number of Equity Shares tendered. Eligible Shareholders have to ensure that their bid is entered in the electronic platform to be made available by the BSE before the closure of the Buyback.
6. Eligible Persons to whom the Buyback Offer is made are free to tender Equity Shares to the extent of their entitlement in whole or in part or in excess of their entitlement.
7. All documents / remittances sent by or to Eligible Persons will be at their own risk and the Eligible Persons are advised to adequately safeguard their interests in this regard.
8. By agreeing to participate in the Buyback the Non-resident Shareholders give the Company the unconditional and irrevocable authority and power to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
9. Non-resident Shareholders must obtain all approvals required to tender the Equity Shares held by them in this Buyback (including without limitation the approval from the RBI).
10. All Document should be sent to the Registrar to the Buyback.