

NSF

180423141003

DUKE IMPEX PRIVATE LIMITED

31-B, Cottage No.4
Rajpur Road, Civil Lines
Delhi-110 054
CIN : U74899DL1990PTC040509
Telephone No. : 0124-6768501

Ref. No. DIPL/2014/064.

Dated 04.04.2014

To,
Securities and Exchange Board of India,
Plot No.C4-A, G Block, Bandra Kurla Complex,
Bandra East, Mumbai 400051

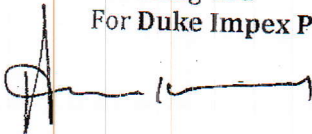
Sub: Disclosure under Regulation 10.7 of SEBI (Substantial Acquisition of Shares and Takeover) Regulation, 2011

Dear Sir,

Please find enclosed herewith disclosure under Regulation 10.7 of SEBI (Substantial Acquisition of Shares and Takeover) Regulation, 2011 pertaining to inter se transfer among Promoters shares of M/s Dhanuka Agritech Limited along with applicable fees of Rs.25,000/- is enclosed vide Demand Draft no. 000192 dated 03/04/2014 drawn on HDFC Bank, Mumbai Branch, Mumbai.

This is for your record and reference.

Thanking You
For Duke Impex Private Limited



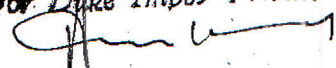
Director

CC
Bombay Stock Exchange Limited
National Stock Exchange of India Limited
Dhanuka Agritech Limited

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 Duke Impex Private Ltd. 4/31-B, Rajpur Road, New Delhi-110054 0124-3838500 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	04/04/2014
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 number 000192 dated 03/04/2014 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 at least 4 working days before the date of the proposed acquisition.	Yes. Copy of intimations is attached as Annexure 1.
b.	Date of Report	19/03/2014
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	26/03/2014

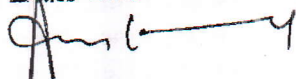
For Duke Impex Private Limited



Director

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	26/03/2014		
	b.	Acquisition price per share(in Rs.)	Arun Kumar 638000 @ Rs.2 Dhanuka Mamta Dhanuka 819000 @ Rs.2 Pushpa Dhanuka 1177500 @ Rs.2 Arun Kumar 270000 @ Rs.2 Dhanuka (HUF)		
	c.	Regulation which would have been triggered off, had the report not been filed under Regulation10(7).(whetherRegulation3(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 TC (*)	No. of Shares %w.r.t total share capital of TC
		Name(s)of theacquirer(s)(**) M/s Duke Impex Private Ltd.	6,00,000	1.20	3,504,500 7.01
		Person Acting in Concert for PAC Individual holding please refer to Annexure 3	34,004,675	67.98	34,004,675 67.98

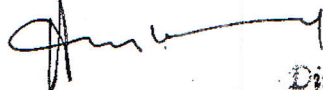
For Duke Impex Private Limited



Director

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) (**)				
	Arun Kumar Dhanuka	638,000	1.28	Nil	Nil
	Mamta Dhanuka	819,000	1.64	Nil	Nil
Pushpa Dhanuka	1,177,500	2.35	Nil	Nil	
Arun Kumar Dhanuka (HUF)	270,000	0.54	Nil	Nil	
7	Information specific to the exemption category to which the instant acquisition belongs - Regulation10(1)(a)(ii)				
a.	Provide the names of the seller(s)	Arun Kumar Dhanuka Mamta Dhanuka Pushpa Dhanuka Arun Kumar Dhanuka (HUF)			
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)(*) M/s Duke Impex Private Ltd.	6,00,000 1.20	6,00,000 1.20	6,00,000 1.20	
	Sellers(s)(*) Arun Kumar Dhanuka	638,000 1.28%	638,000 1.28%	638,000 1.28%	
	Mamta Dhanuka	819,000 1.64%	819,000 1.64%	819,000 1.64%	
	Pushpa Dhanuka	1,177,500 2.35%	1,177,500 2.35%	1,177,500 2.35%	
Arun Kumar Dhanuka (HUF)	270,000 0.54%	270,000 0.54%	270,000 0.54%		
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 Duke Impex Private Limited.



Director

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 to the stock exchanges where the TC is listed.	Rs.191.73
f.	If shares of the TC are in frequently 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 Face Value of Shares i.e. Rs.2, 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 19.03.2014 for the shares traded on 26.03.2014.
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 26.03.2014 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 hereby declare that the information provided in the instant report is true and nothing has been concealed there from.

Signature: *For Duke Imper Private Limited.*

Date: *[Signature]*

Place: *Director*

DUKE IMPEX PRIVATE LIMITED

31-B, Cottage No.4
Rajpur Road, Civil Lines
Delhi-110 054

Ref. No. DIPL/SD/2014

March 19, 2014

Courier/email/fax

The Department of Corporate Services,
The Bombay Stock Exchange Ltd.,
25th floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

Scrp Code No.: 507717

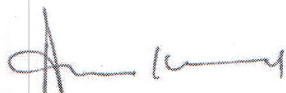
Sub: Disclosures under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir,

Please find enclosed herewith forms relating to Regulation 10(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, i.e. advance intimation of acquisition of shares by M/s Duke Impex Private Limited.

This is for your kind information and record please.

Thanking you,
Yours faithfully,
For M/s Duke Impex Private 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 Duke Impex Private 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	Arun Kumar Dhanuka Mamta Dhanuka Pushpa Dhanuka Arun Kumar Dhanuka (HUF)
	b. Proposed date of acquisition	26.03.2014
	c. Number of shares to be acquired from each person mentioned in 4(a) above	Arun Kumar Dhanuka 638000 Mamta Dhanuka 819000 Pushpa Dhanuka 1177500 Arun Kumar Dhanuka 270000 (HUF)
	d. Total shares to be acquired as % of share capital of TC	5.81% of Total share capital of Target Company
	e. Price at which shares are proposed to be Acquired	At face value of Shares i.e. Rs.2/- per share
	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	10 (1) (a) (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.191.73 at Bombay Stock Exchange
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.	Acquisition price is not higher than the price computed in point no. 6



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			
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)(*)	34604675	69.18	37509175	74.99
b	Sellers				
	Arun Kumar Dhanuka	638000	1.28	Nil	Nil
	Mamta Dhanuka	819000	1.64	Nil	Nil
	Pushpa Dhanuka	1177500	2.35	Nil	Nil
	Arun Kumar Dhanuka (HUF)	270000	0.54	Nil	Nil
	Sub Total (b)	2904500	5.81	Nil	Nil
	Total (a+b)	37509175	74.99	37509175	74.99

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.



Duke Impex Private Limited

The Department of Corporate Services,
The Bombay Stock Exchange Ltd.,
25th floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

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

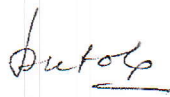
**Sub:Disclosures under SEBI (Prohibition of Insider Trading) Regulations 1992 & SEBI
(Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Dear Sir,

Please find enclosed herewith forms relating to acquisition under Regulation 13(3) of SEBI
(Prohibition of Insider Trading) Regulations, 1992;

This is for your kind information and record please.

Thanking you,
Yours faithfully,
For Duke Impex Private Limited.


Director

Format for Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Ms/ Dhanuka Agritech Limited										
2.	Name of the acquirer(s)	M/s Duke Impex Private Limited										
3.	Name of the stock exchange where shares of the TC are listed	NSE and BSE										
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Inter se transfer between the Promoter										
5.	Relevant regulation under which the acquirer is exempted from making open offer.	10 (1) (a) (ii)										
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so. - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	Yes 19.03.2014										
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made									
a.	Name of the transferor/ seller	Arun Kumar Dhanuka Mamta Dhanuka Pushpa Dhanuka Arun Kumar Dhanuka (HUF)	Yes									
b.	Date of acquisition	26.03.2014										
c.	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	<table border="1"> <tr> <td>Arun Kumar Dhanuka</td> <td>638000</td> </tr> <tr> <td>Mamta Dhanuka</td> <td>819000</td> </tr> <tr> <td>Pushpa Dhanuka</td> <td>1177500</td> </tr> <tr> <td>Arun Kumar Dhanuka (HUF)</td> <td>270000</td> </tr> </table>	Arun Kumar Dhanuka	638000	Mamta Dhanuka	819000	Pushpa Dhanuka	1177500	Arun Kumar Dhanuka (HUF)	270000	Yes	
Arun Kumar Dhanuka	638000											
Mamta Dhanuka	819000											
Pushpa Dhanuka	1177500											
Arun Kumar Dhanuka (HUF)	270000											
d.	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	Proposed: 2904500 i.e. 5.81% Actually acquired: 2904500 i.e. 5.81% Yes										
e.	Price at which shares are proposed to be acquired / actually acquired	Proposed: At face value of Shares i.e. Rs.2/- per share Actual : Face Value										
8.	Shareholding details	Pre-Transaction	Post-Transaction									
		No. of	% w.r.t	No. of								
				% w.r.t								

Handwritten signature/initials

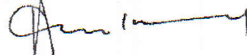
		shares held	total share capital of TC	shares held	total share capital of TC
a	Each Acquirer / Transferee(*)	34604675	69.18	37509175	74.99
b	Each Seller / Transferor				
	Arun Kumar Dhanuka	638000	1.28	Nil	Nil
	Mamta Dhanuka	819000	1.64	Nil	Nil
	Pushpa Dhanuka	1177500	2.35	Nil	Nil
	Arun Kumar Dhanuka (HUF) (HUF)	270000	0.54	Nil	Nil
	Sub Total (b)	2904500	5.81	Nil	Nil
	Total (a+b)	37509175	74.99	37509175	74.99

Note:

(*) Shareholding of each entity shall 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.

For Duke Imper Private Limited



Director

ANNEXURE 3

Sr. No.	Name of the Acquirer(s) and PACs (other than sellers)	Details of Shares held			
		Number of shares held Pre Transfer	As a % of grand total	Number of shares held post Transfer	As a % of grand total
(I)	(II)	(III)	(IV)	(V)	(VI)
1	Mahendra Kumar Dhanuka (H.U.F.)	55,250	0.11	55,250	0.11
2	Mr. Rahul Dhanuka	730,000	1.46	730,000	1.46
3	Mrs. Reema Khawala	59,000	0.12	59,000	0.12
4	Satya Narain Agarwal HUF	41,000	0.08	41,000	0.08
5	Mr. Ram Gopal Agarwal	1,94,000	0.39	1,94,000	0.39
6	Mr. Satya Narayan Agarwal	22,500	0.04	22,500	0.04
7	Mrs. Urmila Dhanuka	183,500	0.37	183,500	0.37
8	Mr. Abhishek Dhanuka	83,000	0.17	83,000	0.17
9	M/s Golden Overseas Private Ltd	8,235,925	16.47	8,235,925	16.47
10	M/s Exclusive Leasing & Finance Ltd	6,736,250	13.47	6,736,250	13.47
11	M/s Zoom Leasing & Finance Co. Ltd	9,453,500	18.90	9,453,500	18.90
12	M/s Hindon Mercantile Ltd	5,896,000	11.79	5,896,000	11.79
13	M/s Duke Impex Pvt. Ltd	600,000	1.20	3504500	7.01
14	M/s Growth Advertising & Marketing Pvt. Ltd	720,750	1.44	720,750	1.44
15	M/s Cosmo Components Pvt. Ltd	437,500	0.87	437,500	0.87
16	M/s Liberty sales Pvt. Ltd	665,000	1.33	665,000	1.33
17	Mr. Manish Dhanuka	491,500	0.98	491,500	0.98
	TOTAL	34,604,675	69.18	37,509,175	74.99

