



**apcotex industries limited**



**ANNEXURE - 10**

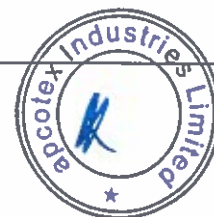
Brief particulars of the transferee and transferor companies.

Particulars	Transferee Company	Transferor Company
Name of the company	Apcotex Industries Limited	Apcotex Solutions India Private Limited (Earlier known as OMNOVA Solutions India Private Limited)
Date of Incorporation & details of name changes, if any	12 <sup>th</sup> March, 1986. The Company was originally incorporated in the name of Apcotex Lattices Private Limited on 12/03/1986, The word "Private" was deleted from the name on 24/06/1985. The name was again changed to its present name Apcotex Industries Limited on 29/08/2005.	4 <sup>th</sup> October, 2007. The Company was originally incorporated in the name of Eliokem India Pvt Ltd on 04/10/2007. Subsequently the name of the company was changed to OMNOVA Solutions India Pvt Ltd on 22/12/2011. On 05/03/2016 the same was changed to Apcotex Solutions India Private Limited.
Registered Office	Plot, No 3/1 MIDC Industrial Area Taloja – 410208, District; Raigad.	Plot, No 3/1 MIDC Industrial Area Taloja – 410208, District; Raigad.
Brief particulars of the scheme	<ul style="list-style-type: none"> <li>Appointed Date for merger to be 31<sup>st</sup> March, 2016</li> <li>All assets and liabilities relating to Transferor Company to be transferred to Transferee Company at fair value</li> <li>Cancellation of inter- company investments/advances</li> <li>The excess of net assets of Transferor Company after adjusting for cancellation of investments in Transferor Company and inter company loans and advances or outstanding obligations would be recorded as Capital Reserve and shortfall if any would be debited to Goodwill Account of Transferee Company</li> <li>No shares will be issued by Transferee Company pursuant to merger as it holds along with its nominees, 100% of the share capital of the Transferor Company.</li> </ul>	
Rationale for the scheme	<ul style="list-style-type: none"> <li>Reducing the multiple layer inefficiencies.</li> <li>Consolidation and synergies of operations</li> <li>Administrative convenience</li> <li>Reduction in administrative cost and overheads</li> </ul>	

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REGD. OFFICE & PLANT : Plot No 3/1, MIDC Industrial Area, Taloja - 410 208, Dist. Raigad, Maharashtra. India.  
Tel. : (022) 27403500 • Fax : (022) 2741 2052

CORPORATE OFFICE : N. K. M. International House, 178, Backbay Reclamation, Babubhai M. Chinai Marg, Mumbai - 400 020, Maharashtra. India  
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Website : www.apcotex.com  
CIN NO. L99999MH1986PLC039199



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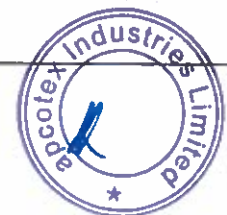




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Date of resolution passed by the Board of Director of the company approving the scheme	The Scheme of Amalgamation was approved by the Board of Directors of the Company in its meeting held on 22 <sup>nd</sup> April, 2016. Further, the amendment with respect to the appointed date in the Scheme was approved by the Board in its meeting held on 16 <sup>th</sup> May, 2016.	The Scheme of Amalgamation was approved by the Board of Directors of the Company in its meeting held on 22 <sup>nd</sup> April, 2016. Further, the amendment with respect to the appointed date in the Scheme was approved by the Board in its meeting held on 16 <sup>th</sup> May, 2016.
Date of meeting of the Audit Committee in which the draft scheme has been approved	22 <sup>nd</sup> April 2016	Not Applicable
Appointed Date	31 <sup>st</sup> March 2016	31 <sup>st</sup> March 2016
Name of Exchanges where securities of the company are listed	BSE Limited & NSE Limited.	Not Applicable – Unlisted.
Nature of Business	Manufacture of Emulsion Polymers.	Manufacture of Nitrile Rubber and Nitrile Powder and Nitrile/PVC Blends and High Styrene Rubber
Capital before the scheme	<p>"The Authorised Share Capital of the Company is Rs 150,000,000 (Rupees Fifteen Crores Only) divided into 29,940,000 (Two Crore ninety nine lakhs and Forty Thousand) Equity Shares of Rs 5/- (Rupees Five Only) each and 500 (Five Hundred) Preference Shares of Rs 100/- (One Hundred) each and 50,000 (Fifty Thousand) Unclassified Shares of Rs 5/- (Rupees Five) each</p> <p>Issued 2,07,37,984 equity shares of Rs.5 each fully paid aggregating to Rs. 10.41Crores.</p>	<p>The Authorised Share Capital of the company is Rs 161,600,000 (Rupees sixteen crores and sixteen lakhs only) divided into 16,160,000 (One Crore sixteen one lakh and sixty thousand only) Equity Shares of RS. 10/- (Rupees Ten Only) each.</p> <p>Issued 1,60,99,272 equity shares of Rs.10 each fully paid aggregating to Rs. 16.09 Crores.</p>
No. of shares to be issued	No shares will be issued upon Amalgamation.	



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Cancellation of shares on account of cross holding, if any	Investment in Apcotex Solutions India Private Limited is cancelled upon scheme of Amalgamation.	Shares held by Apcotex Industries Limited in Apcotex Solutions India Private Limited is cancelled upon Scheme of Amalgamation.
Capital after the scheme	"The Authorised Share Capital of the Company is Rs 311, 600,000 (Rupees Thirty One Crore and Sixteen Lakhs Only) divided into 62,260,000 (Six Crore Twenty Two Lakhs and Sixty Thousand) Equity Shares of Rs 5/- (Rupees Five Only) each and 500 (Five Hundred) Preference Shares of Rs 100/- (One Hundred) each and 50,000 (Fifty Thousand) Unclassified Shares of Rs 5/- (Rupees Five) each Issued Subscribed and Paid Up Capital- 2,07,37,984 equity shares of Rs.5 each fully paid aggregating to Rs. 10.41 Crores. (No Change in the issued subscribed and paid up capital)	Not Applicable.
Net Worth Pre Post	(Rs. in crores) 115.86 (as on 31 <sup>st</sup> December 2015) 115.86	(Rs. in crores) 92.60( as on 31 <sup>st</sup> December 2015) Not Applicable.
Valuation independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	Not Applicable – As on the date of the filing of the application under Regulation 37, the Transferee Company owns 100% of the paid up share capital of the Transferor Company, therefore being amalgamation of wholly owned subsidiary with its parent company, valuation process is not applicable.  Certificate from M.B.Vora & Company stating that no valuation report is required is attached has Annexure 3 with the application.	
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Not Applicable.	Not Applicable.
Fair value per shares	Not Applicable	Not Applicable
Exchange ratio	Not applicable since no shares will be issued upon amalgamation.	

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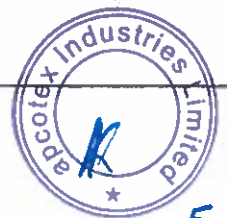
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Name of Merchant Banker giving fairness opinion	Pantomath Capital Advisors Private Limited			
Shareholding pattern (Transferor Company) as on 31 <sup>st</sup> March 2016.	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	1,60,99,272	100	NA	NA
Public	-	-	NA	NA
Custodian	-	-	NA	NA
<b>TOTAL</b>	<b>1,60,99,272</b>	<b>100.00</b>	<b>NA</b>	<b>NA</b>
No of shareholders	2 –(Includes nominee shareholders)		NA	
Shareholding pattern (Transferee Company) as on 31 <sup>st</sup> March 2016	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	1,20,00,225	57.87	1,20,00,225	57.87
Public	87,37,759	42.13	87,37,759	42.13
Custodian	-	-	-	-
<b>TOTAL</b>	<b>2,07,37,984</b>	<b>100.00</b>	<b>2,07,37,984</b>	<b>100.00</b>
No of shareholders	21,202		21202	
Names of the Promoters	<ol style="list-style-type: none"> <li>1. Atul C Choksey</li> <li>2. Abhiraj A Choksey</li> <li>3. Parul Atul Choksey</li> <li>4. Biyash Abhiraj Choksey</li> <li>5. Devanshi Anant Veer Jalan</li> <li>6. Trivikram Investments and Trading Company Limited</li> <li>7. Dhumraketu Investments &amp; Trading Company Private Limited</li> <li>8. Apco Enterprises Limited</li> <li>9. Saldhar Investments &amp; Trading Co Pvt Limited</li> </ol>		Apcotex Industries Limited.	



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Names of the Board of Directors	Atul C. Choksey	Chairman	Abhiraj Choksey	Chairman
	Girish C. Choksey	Director	Priyamvada Bhumkar	Director
	Amit C. Choksey	Director	Y B Gadgil	Director
	Manubhai G. Patel	Director	Anand Kumashi	Director
	Dr. S. Sivaram	Director		
	Shailesh S. Vaidya	Director		
	Kamlesh S Vikamsey	Director		
	Priyamvada Bhumkar	Director		
	Abhiraj A. Choksey	Managing Director		
	Y B Gadgil	Executive Director		
Details regarding change in management control if any	Not Applicable. There is no change in the Management control of the Company and also no shares are being issued pursuant to merger.			

**For Apcotex Industries Limited**

  
**Anand V Kumashi**  
**Company Secretary**



**Date: 16/05/2016**

**Place: Navi Mumbai**

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