



apcotex industries limited



ANNEXURE-13

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed scheme of amalgamation of Apcotex Solution India Private Limited (Earlier known as OMNOVA Solutions India Private Limited) with Apcotex Industries Limited.

In connection with the above application, we hereby confirm that:

- a) The proposed scheme of amalgamation to be presented to any Court or Tribunal does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956 / Companies Act, 2013, the rules, regulations and guidelines made under these Acts, and the provisions as explained in Regulation 11 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 or the requirements of BSE Limited.
- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 393 or accompanying a proposed resolution to be passed u/s 100 of the Companies Act, it shall disclose:
 - i) the pre and post-arrangement or amalgamation (expected) capital structure and shareholding pattern and
 - ii) the "fairness opinion" obtained from an Independent merchant banker on valuation of assets / shares done by the valuer for the company and unlisted company. – Not Applicable.
 - iii) The Complaint report as per Annexure III.
 - iv) The observation letter issued by the stock exchange
- c) The draft scheme of amalgamation together with all documents mentioned in Para I(A)(7)(a) of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015, has been disseminated on company's website as per Website link given hereunder: <http://apcotex.com/amalgamation.asp>
- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.



PLEASE REPLY TO

REGD. OFFICE & PLANT : Plot No 3/1, MIDC Industrial Area, Talaja - 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
Tel (022) 2283 8302 / 2283 8304 • Fax (022) 2283 8291 • Email info@apcotex.com
Website : www.apcotex.com
CIN NO. L99999MH1986PLC039199

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- e) The Company is not required to obtain shareholder's approval by way of special resolution passed through postal ballot/e-voting. Hence, there is no requirement for the Company to proceed with the draft scheme only if the vote cast by the public shareholders in favor of the proposed scheme is more than the number of votes cast by public shareholders against it.
- f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- g) There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of amalgamation/ arrangement.

For Apcotex Industries Limited

Anand Kumash
Company Secretary



Date: 27/04/2016

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