



**apcotex industries limited**



Date: 19<sup>th</sup> May 2016

To,  
The Manager  
Listing Department  
BSE Limited  
Phiroze Jeejeeboy Towers  
Dalal Street  
Mumbai- 400001

BSE Scrip Code: 523694

**Ref: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Amalgamation between Apcotex Industries Limited ("Amalgamated Company" or "Transferee Company") and its wholly owned subsidiary company Apcotex Solutions India Private Limited (Earlier known as OMNOVA Solutions India Private Limited). ("Amalgamating Company" or "Transferor Company")**

We refer to our filings done on 2nd May, 2016 under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

In connection with the same, we wish to inform that the Board of Directors in its meeting held on 16<sup>th</sup> May, 2016 has amended the appointed date mentioned in the Scheme of Amalgamation between Apcotex and Apcotex Solutions.

As a result of the amendment, the appointed date of the Scheme has been modified from "closing hours of business on 31<sup>st</sup> March, 2016 (as originally proposed) to 31<sup>st</sup> March, 2016.

The amendment was required to be made to rectify the typographical error which occurred at the time of mentioning the appointed date in the Scheme and accordingly the same now stands rectified.

As a result of amendment to the Scheme, the following documents have undergone a change and accordingly the same needs to be substituted for the documents filed by us vide our letter dated 2<sup>nd</sup> May, 2016

- Draft Scheme of Amalgamation;
- Certificate from M/s M.B. Vora & Co stating that no valuation is required;
- Brief details of the Transferor and Transferee Company as per **Annexure V** of the BSE check list;
- Net worth certificate showing the pre and post merger net worth of the Transferee Company;

In addition to the aforesaid we also attach herewith the certified copy of the board resolution approving the amendment to the Scheme. Additionally, we provide herewith the Fairness Opinion issued by a Category I Merchant Banker as well.

We will be uploading the aforesaid revised documents on the Company's website as well

**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  
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CIN NO. L99999MH1986PLC039199





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We also request you to kindly consider the same while uploading the documents on the BSE website for public comments and for processing our application for issuing no objection certificate under Regulation 37 of the Listing Regulations.

Please note that other documents (except the one mentioned above) which were filed by us vide our letter dated 2<sup>nd</sup> May, 2016 have not undergone any change pursuant to amendment to the Scheme.

Additionally, we also summarize herewith the list of documents filed with your good self as per the BSE check list vide our letter dated 2<sup>nd</sup> May, 2016 and 19<sup>th</sup> May, 2016.

Sr. No.	Documents to be submitted along with application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	Annexure	Page Nos.
1.	Certified true copy of the resolution passed by the Board of Directors of the Company- As per our letter dated 2 <sup>nd</sup> May, 2016  Certified true copy of the resolution passed by the Board of Directors amending the Scheme- Attached herewith	Annexure – 1  Annexure 18	1 to 7  71 to 74
2.	Certified copy of the revised draft Scheme of Amalgamation / proposed to be filed before the High Court.- Attached herewith	Annexure - 2	8 to 30
3.	Revised Valuation report from Independent Chartered Accountant as applicable as per Para I(A)(4) of Annexure I of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015.- Attached herewith  <b>Justification for Not Applicability:</b> As on the date of the filing of the application under Regulation 37, the Amalgamated Company along with its nominees owns 100% of the paid up share capital of the Amalgamating Company, therefore being amalgamation of a wholly owned subsidiary with its parent company, valuation report is not applicable.	Annexure – 3  Certificate from Independent Chartered Accountant stating that valuation report is not required is attached	31 to 33A
4.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above- As per our letter dated 2 <sup>nd</sup> May, 2016	Annexure – 4	34 to 35
5.	Fairness opinion by Merchant Banker- Attached herewith	Annexure -19	75 to 79
6.	Shareholding pattern of all the companies pre and post Amalgamation as per the format provided under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015- As per our letter dated 2 <sup>nd</sup> May, 2016	Annexure – 5	36 to 41
7.	Audited financials of the transferee and transferor companies for the last 3 financial years (financials not	Annexure – 6	42 to 44

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	being more than 6 months old). <b>Please note that for existing Listed Company, provide the last Annual Report and the audited / unaudited financials of the latest quarter (were it is due) accompanied mandatorily by the Limited Review Report of the auditor.- As per our letter dated 2nd May, 2016</b>		
8.	Quarterly compliance Report on Corporate Governance as per Regulation 27 (2)(a) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 - <b>As per our letter dated 2nd May, 2016</b>	<b>Annexure – 7</b>	<b>45 to 47</b>
9.	Complaint report as per Annexure III of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 (To be submitted within 7 days of expiry of 21 days from the date of uploading of Draft Scheme and related documents on Exchange's website).	<b>Noted for Compliance- will be provided in due course</b>	<b>Noted for Compliance- will be provided in due course</b>
10.	Compliance report with the requirements specified in Part-A of Annexure I of SEBI circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015. <b>As per our letter dated 2nd May, 2016</b>	<b>Annexure – 8</b>	<b>48 to 49</b>
11.	If as per the company, approval from the shareholders through postal ballot and e-voting, as required under <b>Para (I)(A)(9)(a) of Annexure I of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015</b> , is not applicable then as required under Para (I)(A)(9)(c) of said SEBI circular, submit the following: a) An undertaking certified by the auditor clearly stating the reasons for non applicability of Sub Para 9(a) - <b>As per our letter dated 2nd May, 2016</b> b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate. - <b>As per our letter dated 2nd May, 2016</b>	<b>Annexure – 9</b>  <b>See- Annexure – 1</b>	<b>50 to 52</b>
12.	Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI. Certified true copy of the resolution passed by the Board of Directors, in case BSE is DSE.- <b>As per our letter dated 2nd May, 2016</b>	<b>BSE Please Refer Annexure 1</b>	<b>Refer Annexure 1</b>
13.	Brief details of the transferee and transferor companies- <b>Revised Annexure Attached herewith</b>	<b>Annexure – 10</b>	<b>53 to 57</b>
14.	Networth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee company- <b>Revised Annexure Attached herewith</b>	<b>Annexure – 11</b>	<b>58 to 61</b>
15.	Capital evolution details of the transferee and transferor companies- <b>As per our letter dated 2nd May, 2016</b>	<b>Annexure – 12</b>	<b>62 to 63</b>

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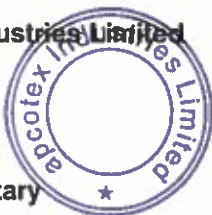


16.	Confirmation by the Managing Director/ Company Secretary- <b>As per our letter dated 2nd May, 2016</b>	<b>Annexure – 13</b>	<b>64 to 65</b>
17.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc. as specified in Para (I)(A) (5)(a) of Annexure I of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015, as per the format given in Annexure II of aforesaid SEBI circular- <b>As per our letter dated 2<sup>nd</sup> May, 2016</b>	<b>Annexure – 14</b>	<b>66</b>
18.	Annual Reports of all the listed transferee/resulting/demerged/etc. companies involved and audited financial of all the unlisted transferor/demerged/resulting/etc. companies for the last financial year- <b>As per our letter dated 2nd May, 2016</b>	<b>Annexure – 6</b>	<b>Printed copy of Annual Report for both the Companies enclosed.</b>
19.	Processing fee (non-refundable) payable will be as below, <b>favoring 'BSE Limited'</b> Rs.1,00,000/- plus Service Tax as applicable, where one entities/companies are Merged or one new company formed due to De-merger Rs. 2,00,000/- plus Service Tax as applicable, where more than one entity/company is Merged or more than one new company formed due to De-merger. <b>As per our letter dated 2nd May, 2016</b>	<b>Annexure – 15</b>	<b>67</b>
20.	Compliance with Regulation 17 to 27 of Listing Regulations- <b>As per our letter dated 2nd May, 2016</b>	<b>Annexure – 16</b>	<b>68 to 69</b>
21.	Name & Designation of the Contact Person Telephone Nos. (landline & mobile) Email ID.- <b>As per our letter dated 2nd May, 2016</b>	<b>Annexure – 17</b>	<b>70</b>

Thanking you  
Yours Faithfully

**For Apcotex Industries Limited**

  
**Anand Kumashi**  
Company Secretary



Enclosed. As above

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