



Date: 25<sup>th</sup> May 2017

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 holding company Saldhar Investments and Trading Company Private Limited (“Amalgamating Company” or “Transferor Company”)**

This is to inform you that the Board of Directors of the Company has approved the draft Scheme of Amalgamation between **Apcotex Industries Limited** and **Saldhar Investments and Trading Company Private Limited** in their Board Meeting held on 31<sup>st</sup> March 2017.

We are enclosing herewith the draft scheme of Amalgamation between **Apcotex Industries Limited** and **Saldhar Investments and Trading Company Private Limited** for approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”) read with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10<sup>th</sup> March 2017 (earlier SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30<sup>th</sup> November 2015) (“Circular”).

We hereby furnish the following documents as per the BSE checklist:

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.	Annexure-1	1 to 6
2.	Certified copy of the draft Scheme of Amalgamation / Arrangement, etc. proposed to be filed before the NCLT.	Annexure-2	7 to 31
3.	Valuation report from Independent Chartered Accountant <b>as applicable</b> as per Para I(A)(4) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017.	Annexure-3	32 to 35
4.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above	Annexure-4	36 to 37
5.	Fairness opinion by Merchant Banker	Annexure-5	38 to 42



**apcotex industries limited**

REGD. OFFICE & TALOJA PLANT : Plot No: 3/1, MIDC Industrial Area, Taloja-410 208, Dist-Raigad, Maharashtra, India. Tel:+91-22-27403500 Fax:+91-22-27412052

CORPORATE OFFICE : NKM International House, 178, Backbay Recl., B. M. Chinai Marg, Mumbai-400 020, Maharashtra, India. Tel:+91-22-22838302/04.

CIN NO. L99999MH1986PLC039199

Website:www.apcotex.com



6.	Shareholding pattern of all the companies pre and post Amalgamation / Arrangement as per the format provided under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.	Annexure-6	43 to 53
7.	Audited financials of the transferee/resulting and transferor/demerged companies for the last 3 financial years (financials not being more than 6 months old) as per <b>Annexure I</b> . <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.</b>	Annexure-7	54 to 60
8.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc. as specified in Para (I)(A) (5)(a) of <b>Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21</b> dated March 10, 2017, as per the format given in <b>Annexure II of aforesaid SEBI circular.</b>	Annexure-8	61
9.	Detailed Compliance Report as per the format specified in Annexure IV of SEBI circular dated March 10, 2017 duly certified by the Company Secretary, Chief Financial Officer and the Managing Director, confirming compliance with various regulatory requirements specified for schemes of arrangement and all accounting standards.	Annexure-9 and 9A	62 to 64
10.	Complaint report as per Annexure III of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (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>Will be submitted within 7 days of expiry of 21 days from the date of filing of draft scheme with stock exchanges</b>	<b>Will be submitted within 7 days of expiry of 21 days from the date of filing of draft scheme with stock exchanges</b>
11.	If as per the company, approval from the Public shareholders through postal ballot and e-voting, as required under <b>Para (I)(A)(9)(a) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21</b> dated March 10, 2017, is not applicable then as required under Para (I)(A)(9)(c) of said SEBI circular, submit the following: <ul style="list-style-type: none"> <li>a) An undertaking certified by the auditor clearly stating the reasons for non applicability of Sub Para 9(a)</li> <li>b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.</li> </ul>	Not applicable	Not applicable



12.	If pursuant to scheme the allotment of shares is proposed to be made to a selected group of shareholders or to the shareholders of unlisted companies, pricing certificate from the Statutory Auditor of the listed company as per Proviso of Regulation 70(1) (ii) (b) of ICDR.	Annexure 10	65
13.	a) In case of scheme of arrangement between listed and unlisted entities, information pertaining to the unlisted entity/ies involved in the scheme as per the format specified for abridged prospectus as provided in Part D of Schedule VIII of the ICDR Regulations.  b) A Certificate from the Merchant Banker confirming the adequacy and accuracy of the information contained in above document on unlisted company in terms of Para 3(a) of Part I (A) of the SEBI circular dated March 10, 2017. This is also to be uploaded on the BSE's website	Annexure 11  Annexure 11A	66 to 75  76 to 207
14.	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.	BSE Limited. Please refer Annexure-1	BSE Limited. Please refer Annexure-1
15.	Brief details of the transferee/resulting and transferor/demerged companies.	Annexure-12	208 to 212
16.	Net-worth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee and / or resulting company.	Annexure-13	213 to 216
17.	Capital evolution details of the transferee/resulting and transferor/demerged companies.	Annexure-14	217 to 219
18.	Confirmation by the Managing Director/ Company Secretary.	Annexure-15	220 to 221
19.	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.	Annexure-7	Printed copy of Annual Report for both the companies enclosed.
20.	a) Processing fee (non-refundable) payable to BSE will be as below, through RTGS- Details given in Annexure VIII or through Cheque/DD favoring 'BSE Limited' Rs. 1,00,000/- plus Service Tax as applicable,	Annexure-16	222 to 223

	<p>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.</p> <p>b) Processing fee (non-refundable) payable to SEBI will be as below, through RTGS/NEFT/IMPS or through DD <b>favoring 'Securities and Exchange Board of India' payable at Mumbai'</b></p> <p>As per amendment in Regulation 37, the listed entity shall pay a fee to SEBI at the rate of 0.1% of the paid-up share capital of the listed / transferee / resulting company, whichever is higher, post sanction of the proposed scheme, subject to a cap of Rs.5,00,000.</p>	Annexure 16 A	224 to 225
21.	Name & Designation of the Contact Person Telephone Nos. (landline & mobile) Email ID.	Annexure-17	226
22.	a) Regulations 17 to 27 of LODR Regulations Corporate governance requirements.	Annexure-18	227 to 228
	b) Quarterly Corporate Governance Report filed with stock exchanges.	Annexure-18A	229 to 246

We request you to accord No objection letter or observation letter under Regulation 37 of the Listing Regulations.

Thanking you  
Yours Faithfully

For Apcotex Industries Limited



Anand Kumashi  
Company Secretary



Enclosed. As above

## apcotex industries limited

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