



apcotex industries limited



ANNEXURE - 18

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF APCOTEX INDUSTRIES LIMITED AT ITS MEETING HELD ON 16TH MAY 2016 AT THE CORPORATE OFFICE OF THE COMPANY AT NKM INTERNATIONAL HOUSE, 178, BACKBAY RECLAMATION, BABUBHAI CHINAI MARG, MUMBAI – 400 020.

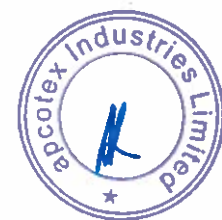
AMENDMENT/MODIFICATION IN THE DRAFT SCHEME OF AMALGAMATION OF APCOTEX SOLUTIONS INDIA PRIVATE LIMITED (earlier known as OMNOVA SOLUTIONS INDIA PRIVATE LIMITED) WITH THE COMPANY.

RESOLVED THAT the Scheme of Amalgamation between Apcotex Solutions India Private Limited ('Apcotex Solutions'), (earlier known as OMNOVA Solutions India Private Limited) with Apcotex Industries Limited ('Apcotex') pursuant to Section 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 2013 as approved by the Board of Directors of the Company in its meeting held on 22nd April, 2016 be and is hereby amended/modified wherein the Appointed Date as defined in para 1.4 of clause 1 of Part A of the Scheme of Amalgamation (the Scheme) for the amalgamation of Apcotex Solutions with Apcotex is modified from "closing hours of business on 31st March, 2016" (as originally proposed) to "31st March, 2016"

RESOLVED FURTHER THAT amended copy of the Scheme as circulated to the Directors be and is hereby approved.

RESOLVED FURTHER THAT the certificate from a Independent Chartered Accountant i.e. M/s M B Vora & Co., dated 16th May 2016, certifying non-applicability of valuation report as there will be no change in the shareholding pattern of Apcotex, pursuant to the Scheme (even after considering the change in the Appointed Date) as placed before the Board be and is hereby noted and accepted.

RESOLVED FURTHER THAT the Fairness Opinion Report dated 16th May 2016 of M/s Pantomath Capital Advisors Private Limited, Category I Merchant Banker, as placed before the Board be and is hereby noted and accepted



PLEASE REPLY TO

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
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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apcotex industries limited



RESOLVED FURTHER THAT Shri Abhiraj Choksey – Managing Director or Shri Y B Gadgil – Executive Director or Shri Anand V Kumashi – Company Secretary, be and are hereby severally authorised to do all such acts, deeds and things, to submit all the documents to High Court, Stock exchanges and all the regulatory authorities as may be necessary and incidental to give effect to this resolution.

RESOLVED FURTHER THAT with exception to the aforesaid resolutions, all other resolutions passed by the Board in its meeting held on 22nd April, 2016 shall continue to remain in force.

RESOLVED FURTHER THAT the copies of the foregoing resolutions certified to be true copies by any one of the above mentioned authorised persons and/or the Company Secretary be furnished to all concerned as may be necessary and they be requested to act thereon.

CERTIFIED TO BE TRUE COPY

COMPANY SECRETARY



Place : Navi Mumbai

Date : 16th May 2016

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CIN NO. L99999MH1986PLC039199

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apcotex solutions india pvt. ltd.

(a wholly owned subsidiary of apcotex industries ltd)

ANNEXURE - 18

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF APCOTEX SOLUTIONS INDIA PRIVATE LIMITED AT ITS MEETING HELD ON 16TH MAY 2016 AT NKM INTERNATIONAL HOUSE, 178 BACKBAY RECLAMATION, BABUBHAI CHINAI MARG, MUMBAI – 400 020.

AMENDMENT/MODIFICATION IN THE DRAFT SCHEME OF AMALGAMATION OF COMPANY WITH APCOTEX INDUSTRIES LIMITED.

RESOLVED THAT the Scheme of Amalgamation between Apcotex Solutions India Private Limited ('Apcotex Solutions'), (earlier known as OMNOVA Solutions India Private Limited) with Apcotex Industries Limited ('Apcotex') pursuant to Section 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 2013 as approved by the Board of Directors of the Company in its meeting held on 22nd April, 2016 be and is hereby amended/modified wherein the Appointed Date as defined in para 1.4 of clause 1 of Part A of the Scheme of Amalgamation (the Scheme) for the amalgamation of Apcotex Solutions with Apcotex is modified from "closing hours of business on 31st March, 2016" (as originally proposed) to "31st March, 2016".

RESOLVED FURTHER THAT amended copy of the Scheme as circulated to the Directors be and is hereby approved.

RESOLVED FURTHER THAT the certificate from a Independent Chartered Accountant i.e. M/s M B Vora & Co., dated 16th May 2016, certifying non-applicability of valuation report as there will be no change in the shareholding pattern of Apcotex pursuant to the Scheme, (even after considering the change in the Appointed Date) as placed before the Board be and is hereby noted and accepted.

RESOLVED FURTHER THAT the Fairness Opinion Report dated 16th May 2016 of M/s Pantomath Capital Advisors Private Limited, Category I Merchant Banker, as placed before the Board be and is hereby noted and accepted



PLEASE REPLY TO

PLANT ADDRESS : Village Dungri, Taluka-Valia, Ankleshwar-393135, Dist – Bharuch, Gujrat, India. Tel : +91-02643-270442-45

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

OFFICE ADDRESS : The Centrium, Unit No. 3, 1st floor, Phoenix Market City Mall, 15 LBS Marg, Kurla (W), Mumbai – 400070, India.
Tel.: (022) 6180 2004/5, 3340.2004/5.

CIN NO. U24296MH2007PTC174698

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apcotex solutions india pvt. ltd.

(a wholly owned subsidiary of apcotex industries ltd)

RESOLVED FURTHER THAT Shri Abhiraj Choksey, Shri Y B Gadgil, Shri Anand V Kumashi, Directors of the Company and Shri Binay Yadav, Company Secretary be and are hereby severally authorised to do all such acts, deeds and things, to submit all the documents to High Court, Stock exchanges and all the regulatory authorities as may be necessary and incidental to give effect to this resolution.

RESOLVED FURTHER THAT with exception to the aforesaid resolutions, all other resolutions passed by the Board in its meeting held on 22nd April, 2016 shall continue to remain in force.

RESOLVED FURTHER THAT the copies of the foregoing resolutions certified to be true copies by any one of the above mentioned authorised persons and/or the Company Secretary be furnished to all concerned as may be necessary and they be requested to act thereon.

CERTIFIED TO BE TRUE COPY

Binay Yadav

COMPANY SECRETARY



Place : Navi Mumbai

Date : 16th May 2016

PLEASE REPLY TO

PLANT ADDRESS : Village Dungri, Taluka-Valia, Ankleshwar-393135, Dist – Bharuch, Gujrat, India. Tel : +91-02643-270442-45

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