



apcotex industries limited



Date: 27/04/2016

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")

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 its wholly owned subsidiary company **Apcotex Solutions India Private Limited** (earlier known as **OMNOVA Solutions India Private Limited**) in their Board Meeting held on 22nd April 2016.

We are enclosing herewith the draft scheme of Amalgamation between **Apcotex Industries Limited** and its wholly owned subsidiary company **Apcotex Solutions India Private Limited** (earlier known as **OMNOVA Solutions India Private Limited**) for approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") read with SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30th 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 7
2.	Certified copy of the draft Scheme of Amalgamation proposed to be filed before the High Court.	Annexure - 2	8 to 30
3.	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. Justification for Not Applicability: 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 33

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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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	34 to 35
5.	Fairness opinion by Merchant Banker Justification for Not Applicability: 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, as there is no issue of shares or no change in shareholding pattern of Amalgamated Company (As per SEBI Circular dated 30 th November, 2015, Para I(A) 4 (b)). As there is no need of Valuation Report, Fairness opinion from Merchant Banker is also not required.	Not Applicable	Not Applicable
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	Annexure – 5	36 to 41
7.	Audited financials of the transferee and transferor companies for the last 3 financial years (financials not being more than 6 months old). 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.	Annexure – 6	42 to 44
8.	Quarterly compliance Report on Corporate Governance as per Regulation 27 (2)(a) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	Annexure – 7	45 to 47
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).	Noted for Compliance- will be provided in due course	Noted for Compliance - will be provided in due course
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.	Annexure – 8	48 to 49
11.	If as per the company, approval from the shareholders through postal ballot and e-voting, as required under Para (I)(A)(9)(a) of Annexure I of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015, 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) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.	Annexure – 9 See - Annexure – 1	50 to 52

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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.	BSE Please Refer Annexure 1	BSE Please Refer Annexure 1
13.	Brief details of the transferee and transferor companies.	Annexure – 10	53 to 57
14.	Networth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee company.	Annexure – 11	58 to 61
15.	Capital evolution details of the transferee and transferor companies.	Annexure – 12	62 to 63
16.	Confirmation by the Managing Director/ Company Secretary.	Annexure – 13	64 to 65
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.	Annexure – 14	66
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.	Annexure – 6	Printed copy of Annual Report for both the Companies enclosed.
19.	Processing fee (non-refundable) payable will be as below, favoring 'BSE Limited' 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.	Annexure – 15	67
20.	Compliance with Regulation 17 to 27 of Listing Regulations	Annexure – 16	68 to 69
21.	Name & Designation of the Contact Person Telephone Nos. (landline & mobile) Email ID.	Annexure – 17	70



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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

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