apcotex

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Date: 28th June, 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" or "Apcotex") and its holding company Saldhar Investments and Trading Company Private Limited ("Amalgamating Company" or "Transferor Company" or "Saldhar")

This is in connection with the application filed 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") vide our letter dated 25th May, 2017.

In response to your email/documents asked on listing portal dated 8th June, 2017, relating to pricing provision as per ICDR regulation we submit herewith the following documents

1. Letter from the valuer dated 28th June 2017, stating that the valuation as per ICDR regulations is not applicable in case of the aforesaid merger- **Annexure 1.**

2. Letter from the valuer dated 28th June 2017, stating that the summary workings as requested as per BSE circular number LIST/COMP/02/2017-18 is not applicable in case of the proposed merger- **Annexure 2.**

We trust that you will find above details in order.

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

apcotex Industries Limited

Enclosed. As above

Annexure-1

SSPA & CO.
Chartered Accountants
1st Floor, " Arjun", Plot No. 6 A,
V. P. Road, Andheri (W),
Mumbai - 400 058. INDIA.
Tel. : 91 (22) 2670 4376 / 77
91 (22) 2670 3682
Fax : 91 (22) 2670 3916
Website : www.sspa.in

June 28, 2017

Mr. Anand V. Kumashi
Company Secretary & Compliance Officer
Apcotex Industries Limited
Plot No. 3/1, MIDC Industrial Area,
Taloja, Post Box No. 13,
Raigad – 410 208, Maharashtra.

Dear Sir,

Sub: Clarification on compliance of pricing provisions of ICDR regulations for the proposed amalgamation of Saldhar Investments & Trading Company Private Limited into Apcotex Industries Limited

With reference to your query on compliance of pricing provisions of ICDR regulations our clarification/response is as under:

1. As per the draft Scheme of Amalgamation ("Scheme") for the proposed amalgamation of Saldhar Investments & Trading Company Private Limited (hereinafter referred to as "Saldhar") into Apcotex Industries Limited (hereinafter referred to as "Apcotex" or the "Company"), Apcotex is issuing same number of equity shares to the shareholders of Saldhar as Saldhar held in the Company. Upon the Scheme becoming effective, the existing equity shares held by Saldhar shall stand cancelled. Thus no additional shares are being issued to shareholders of Saldhar (promoters) and there would be no impact on shareholding of other shareholders of Apcotex.
2. Further as on the Appointed Date, the net worth of Saldhar is positive and no additional shares are being issued against any excess Net Assets of Saldhar.
3. In our view, since the amalgamation is precisely cancellation and re-issue of same number of equity shares to the shareholders of Saldhar without increasing promoter

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shareholding or affecting the interest of other shareholders, valuation as per ICDR guidelines is not applicable.

Hope the above clarifies. Should you need further assistance, please feel free to contact us.

Thanking you,
Yours sincerely,

SSPA & Co

SSPA & CO. MUMBAI CHARTERED ACCOUNTANTS

SSPA & Co.
Chartered Accountants
(Signed by: Mr. Parag Ved, Partner)

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Annexure 2

SSPA & CO.
Chartered Accountants
1st Floor, " Arjun", Plot No. 6 A,
V. P. Road, Andheri (W),
Mumbai - 400 058. INDIA.
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June 28, 2017

Mr. Anand V. Kumashi
Company Secretary & Compliance Officer
Apcotex Industries Limited
Plot No. 3/1, MIDC Industrial Area,
Taloja, Post Box No. 13,
Raigad – 410 208, Maharashtra.

Dear Sir,

Re: Summary workings of fair value per share and fair exchange ratio for the proposed amalgamation of Saldhar Investments and Trading Company Private Limited into Apcotex Industries Limited with the stock exchanges

This is in reference to your request for providing summary workings of fair value per share and fair exchange ratio for the proposed amalgamation ("amalgamation") of Saldhar Investments and Trading Company Private Limited (hereinafter referred to as "Saldhar") into Apcotex Industries Limited (hereinafter referred to as "Apcotex" or the "Company") for submission with the stock exchanges in the format as prescribed by per the circular number NSE/CML/2017/12 of National Stock Exchange of India Limited and LIST/COMP/02/2017-18 of BSE Limited.

Saldhar primarily holds 1,05,98,300 (51.1%) equity shares of Apcotex. Upon the Effective Date, pursuant to the amalgamation of Saldhar into Apcotex, the entire shareholding of Saldhar in Apcotex will be cancelled (as listed entity cannot hold its own shares) and the same number of shares of Apcotex will be issued to the existing shareholders of Saldhar, who are part of promoter group.

Upon the Scheme becoming effective, there is no additional consideration being discharged under the Scheme except shares of Apcotex being issued to the shareholders of Saldhar in lieu of equal number of shares as held by Saldhar in Apcotex being cancelled. Thus, for every fresh issue of share of Apcotex to the shareholder of Saldhar, there is a corresponding cancellation of an existing Apcotex share as held by Saldhar.

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Also there would be no change in the aggregate promoters' shareholding in Apcotex and shall not affect the interest of other shareholders of Apcotex.

Accordingly, valuation approaches as indicated in the format circulated by Stock Exchanges have not been undertaken as they are not contextual and relevant in the instant case and thus may be considered as deemed compliance.

Hope the above clarifies. Should you need further assistance, please feel free to contact us.

Thanking you,
Yours sincerely,

SSPA & Co

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SSPA & Co.
Chartered Accountants
(Signed by: Mr. Parag Ved, Partner)

apcotex Industries Limited