Regd.Office : Plot No. W-44, MIDC Phase II,Manpada Road, Dombivli (East), Dist. Thane - 421203. Maharashtra, India
Phone : +91-251- 2871635, 2872227, 7045592703, 7045592706
Email : shares@indoaminesltd.com
Website : www.indoaminesltd.com
CIN : L99999MH1992PLC070022

INDO AMINES LIMITED

Date: 15-09-2022

To,
The General Manager, Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001
Script Code: 524648

Dear Sir,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed scheme of Amalgamation of Pious Engineering Private Limited ("Transferor Company") with Indo Amines Limited ("Transferee Company" or "Company") and their respective Shareholders and Creditors.

In connection with the above application, we hereby confirm that:

a) The proposed scheme of amalgamation of Pious Engineering Private Limited with Indo Amines Limited to be presented to the National Company Law Tribunal ("the Tribunal" or "NCLT") does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956 / Companies Act, 2013, the rules, regulations and guidelines made under these Acts, and the provisions as explained in Regulation 11 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 or the requirements of BSE Limited and National Stock Exchange Limited.

b) In the explanatory statement to be forwarded by the company to the shareholders u/s 230 of the Companies Act, 2013 it shall disclose:
   i) the pre and post- amalgamation (expected) capital structure and shareholding pattern and
   ii) the "fairness opinion" obtained from an Independent merchant banker on valuation of assets / shares done by the valuer for the company and unlisted company.
   iii) Information about unlisted companies involved in the scheme as per the format provided in Part D of Schedule VIII of the ICDR Regulations.
   iv) The Complaint report as per Annexure III.
   v) The observation letter issued by the stock exchange

c) The draft scheme of amalgamation/ arrangement together with all documents mentioned in Part – I(A)(8)(a) of SEBI Master Circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 has been disseminated on company's website as per Website link given hereunder: www.indoaminesltd.com/investors.

INDO AMINES LTD. DOMBIVLI (EAST)

d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.

e) The company shall obtain shareholders' approval by way of special resolution passed through e-voting. Further, the company shall proceed with the draft scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it.

f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.

g) There will be no alteration in the Share Capital of the unlisted Transferor Company from the one given in the draft scheme of amalgamation.

h) None of the promoters or directors of the companies involved in the scheme is a fugitive economic offender.

For, Indo Amines Limited

Tripti Sharma
Company Secretary
Mem: A39926

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