



# BODAL CHEMICALS LTD.

(GOVT. OF INDIA RECOGNISED EXPORT HOUSE)

CIN : L24110GJ1986PLC009003

Registered Office : Plot No. 123/124, Phase-1, G.I.D.C., Vatva, AHMEDABAD-382 445. INDIA

Phone : 0091 79 2583 5437, 2583 4223, 2583 6051, 2583 1684 Fax : 0091 79 2583 6052, 2589 2988

E-mail : bodal@bodal.com

Website : www.bodal.com



## Brief particulars of the transferee/resulting and transferor/demerged company

Particulars	Transferee	Transferor
Name of the company	Bodal Chemicals Limited	Bodal Agrotech Ltd
Date of Incorporation & details of name changes, if any	24-09-1986 Formerly known as Dintex Dye Chem Ltd	20-08-2010
Registered Office	PLOT NO 123 AND 124 PHASE -1 GIDC VATVA AHMEDABAD – 382 445	PLOT NO 123 AND 124 PHASE -1 GIDC VATVA AHMEDABAD – 382 445
Brief particulars of the scheme	the proposed scheme of Amalgamation between Bodal Chemicals Ltd. ("Amalgamated Company") and its wholly owned subsidiary company Bodal Agrotech Ltd. ("Amalgamating Company")	
Rationale for the scheme	<p>It has been realised by the Board of Directors of both the companies that the amalgamation of both these companies shall be helpful to achieve the following objectives:-</p> <p>(a)simplify management structure, leading to better administration and a reduction in costs from more focused operational efforts, rationalization, standardization and simplification of business processes, and the elimination of duplication, and rationalization of administrative expenses;</p> <p>(b)simplify shareholding structure and reduce shareholding tiers; and</p> <p>(c) direct and indirect tax efficiencies.</p>	
Date of resolution passed by the Board of Director of the company approving the scheme	10 <sup>th</sup> March, 2016	10 <sup>th</sup> March, 2016
Date of meeting of the Audit Committee in which the draft scheme has been approved	10 <sup>th</sup> March, 2016	Not Applicable
Appointed Date	01 <sup>st</sup> April, 2016	01 <sup>st</sup> April, 2016
Name of Exchanges where	National Stock Exchange of	Unlisted





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securities of the company are listed	India Ltd AND BSE Ltd	
Nature of Business	<ol style="list-style-type: none"> <li>1. To carry main business of manufactures, producers, processors, buyers, sellers, importers, exporters and /or otherwise dealers in fine chemicals, industrial and pure chemicals, organic and in organic chemicals and allied products, perfumes, flavours, pure drug solvents, dyes and dyes intermediates, synthetic coal tar dyes, textile auxiliaries, synthetic organics heavy chemicals, alkies, acids, chemicals, industrial preparations, chemicals for plastic, pigment, varnishes, paints, dyes and colors, agrochemicals, petrochemicals, makers and dealers in preparatory formulations and articles of the above nature and of chemicals.</li> <li>2. To carry on the business manufacturers, processors, importers, exporters and/or dealers in chemical dyes preparations required by different industries such as sugar tanning, textiles, metallurgical and process industries, proofing, materials, disinfectants, oils, cotton, woolen, jute, detergents, wetting out agents, soup tallow, gums, varnishes, synthetics, papers resins, catalytic agents, petro-chemicals</li> </ol>	<ol style="list-style-type: none"> <li>1. To carry on the business of manufacturing, refining, processing, trading and preparing all classes and any kind of modern agricultural implements, fertilizers, pesticides, insecticides, fungicides and other plant protection chemicals and other preparations arising from or required in manufacturer of any kind of fertilizers and to carry on any operations arising from or required in manufacturers of any kind of fertilizers and to carry on any operations or process of mixing, granulating different fertilizers and also to buy, sell, import, export, treat in and deal in any kind of fertilizers and other allied products and to buy, sell, import, export, treat in and deal in any kind of fertilizers and other allied products and top manufacturer various in organic and organic compounds by all possible methods now prevalent or as they may be devised in future and to carry on the business of all kind of contract framing, horticulture, floriculture, sericulture, dairies, gardening, breeding, improving, developing, buying, selling, producing, deservng and dealing in all kind of products, food</li> </ol>





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	<p>and other petroleum products and articles and compounds.</p> <p>3. To carry on all or any business of buyers, sellers, exporters, importers, agents, distributors, traders and dealers and with petrochemicals and organometallic chemicals and chemical compounds of all kinds, synthetic chemicals, polymer chemicals, rubber chemicals, agro chemicals, industrial chemicals, fertilizers, manures, pesticides, insecticides, weedicides, rodenticides, fumigants and micronutrients and elements, products, by products, derivatives, compounds, and mixtures thereof and all or any formulated compositions, consisting or partly consisting of one or more of the above items and all or any converted or fabricated products, articles and substances of any one or more of the items.</p> <p>3A. To carry on the business of manufacturers, producers, processors, buyers, sellers, importers, exporters and/or otherwise dealers in Gypsum/Plasters boards, plaster products, their accessories and its allied products such as perforated paper tapes, adhesives, flooring and roof tiles and other building materials.</p>	<p>items, vegetable oils, dairy products, oil cakes, cash crop and by products thereof or any substitute for any of them associates with the farming and agricultural interests.</p> <p>2. To carry on in India or elsewhere the business to buy, sell, import, export, develop market supply and to act as agent, distributor, stockiest, wholesalers, dealers, retailers or marketers or otherwise to deal in all types tastes, uses, descriptions and packs of Agriculture products, horticulture products, floriculture products, herbs, ornamental plants, consumer products, including packed foods, powders, pastes, beverages, juices, jams, jelly, squashes, pickles, sausages, edible oil, flavored drinks, health and diet drinks, extruded foods, frozen foods, dehydrated foods, fast foods, breakfast foods, herbal products and all items related to food.</p>
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Capital before the scheme	<p>Authorised Share Capital: 12,00,00,000 Equity Shares of Rs.2/- each 2,50,00,000 Preference share of Rs.10/- each Total: Rs.49,00,00,000/-</p> <p>Issued, subscribed &amp; paid up Share capital: 10,91,07,370 Equity Shares of Rs.2/- each Total: Rs.21,82,14,740/-</p>	<p>Authorised Share Capital: 30,00,000 Equity Shares of Rs.10/- each Total : Rs.3,00,00,000/-</p> <p>Issued, subscribed &amp; paid up Share capital: 17,00,000 Equity Shares of Rs.10/- each Total : 1,70,00,000/-</p>
No. of shares to be issued	<p>Not Applicable (The proposed Scheme of Amalgamation is between Wholly owned subsidiary company in its parent Company, so no new shares are proposed to be issued)</p>	
Cancellation of shares on account of cross holding, if any	Investment in BAL (Wholly Owned Subsidiary) of Bodal Chemicals Ltd (Holding Company) is cancelled upon Scheme of Amalgamation	Share held by Bodal chemicals Ltd is cancelled upon Scheme of Amalgamation
Capital after the scheme	<p>Authorised Share Capital: 13,50,00,000 Equity Shares of Rs.2/- each 2,50,00,000 Preference share of Rs.10/- each Total: Rs.52,00,00,000/-</p> <p>Issued, subscribed &amp; paid up Share capital: 10,91,07,370 Equity Shares of Rs.2/- each Total: Rs.21,82,14,740/-</p>	NIL
Net Worth as on 31-12-2015	(Rs. in crores)	(Rs. in crores)
Pre	185.63	(2.64)
Post	179.99	N.A.
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	<p>Not Applicable (As on the date of filing the application under regulation 37, the Transferee Company owns 100% of the paid-up share capital of the Transferor Company. Therefore, being amalgamation of wholly owned subsidiary Company with its parent Company, valuation process is not applicable)</p>	
Methods of valuation and		





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value per share arrived under each method with weight given to each method, if any.	Not Applicable		Not Applicable	
Fair value per shares	Not Applicable		Not Applicable	
Exchange ratio	Not Applicable			
Name of Merchant Banker giving fairness opinion	Not Applicable (As being the amalgamation of wholly owned subsidiary company with the parent company, no fairness opinion is required)			
Shareholding pattern of Transferee Company	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	75515460	69.21	75515460	69.21
Public	33591910	30.79	33591910	30.79
Custodian	NIL	NIL	NIL	NIL
TOTAL	109107370	100	109107370	100
No of shareholders	17750		17750	
Note: The proposed Scheme of Amalgamation between Wholly owned subsidiary company in parent Company, no new shares are proposed to be issued and hence there is no change in post Shareholding of transferee Company.				
Names of the Promoter & Promoter group	<b>Promoter &amp; Promoter Group :</b> 1) Mr. Suresh J. Patel 2) Mr. Ramesh P. Patel 3) Mr. Bhavin S. Patel 4) Mr. Ankit S. Patel 5) Mr. Ramesh D. Patel 6) Mr. Bansi M. Patel 7) Mr. Jayanti D. Patel 8) Mr. Rakesh R. Patel 9) Mrs. Shakuntala J. Patel 10) Mr. Ramesh P. Patel-HUF 11) Mrs. Meena S. Patel		1) Bodal Chemicals Ltd	
Names of the Board of Directors	1) Mr. Suresh J. Patel 2) Mr. Bhavin S. Patel 3) Mr. Ankit S. Patel		1) Mr. Suresh J. Patel 2) Mr. Ankit S. Patel 3) Mr. Surendra N. Shah	





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	4) Mr. Surendra N. Shah 5) Mr. Sunil K. Mehta 6) Mr. Bipin R. Patel 7) Miss. Kajal R. Soni	
Details regarding change in management control if any	There is no Change in Management Control	

