

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@bodai.com

Website : www.bodal.com



By email/Courier

Sec/15-16/207
Date: 23.03.2016

To,

The General Manager,
Department of Corporate Services
Bombay Stock Exchange Ltd.
1st Floor, New Trading Ring,
Rotunda Building, P.J. Tower,
Dalal Street, Fort
Mumbai-400 001.
BSE CODE :524370

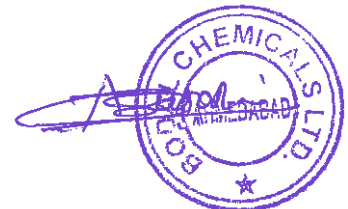
Ref: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed scheme of Amalgamation between Bodal Chemicals Ltd. ("Amalgamated Company") and its wholly owned subsidiary company Bodal Agrotech Ltd. ("Amalgamating Company")

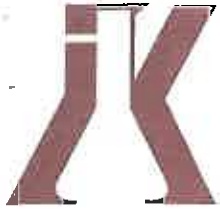
This is to inform you that the Board of Directors of the Company has approved the draft scheme of Amalgamation between Bodal Chemicals Ltd. ("Amalgamated Company") and its wholly owned subsidiary company Bodal Agrotech Ltd. ("Amalgamating Company") in their Board meeting held on 10th March,2016.

We are enclosing herewith the draft scheme of Amalgamation between Bodal Chemicals Ltd. ("Amalgamated Company") and its wholly owned subsidiary company Bodal Agrotech Ltd. ("Amalgamating Company") 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 November 30, 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 Requirements), Regulations, 2015	Annexure	Page Nos.
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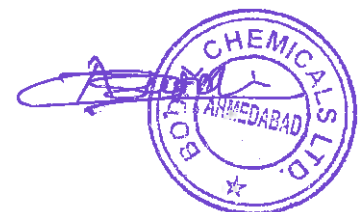
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1.	Certified true copy of the resolution passed by the Board of Directors and Audit Committee of the company.	Annexure - 1	1 - 7
2.	Certified copy of the draft Scheme of Amalgamation / Arrangement, etc. proposed to be filed before the High Court.	Annexure - 2	8 - 28
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 Applicable : the Transferee Company owns 100% of the paid-up share capital of the Transferor Company. Therefore, being amalgamation of wholly owned subsidiary Company with parent Company, no valuation process is applicable, as there is no issue of shares or no exchange ratio or no change in shareholding pattern for Transferee Company (As per SEBI Circular dated November 30,2015, Part I (A) 4 (b));	Not Applicable	Not Applicable
4.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above	Annexure - 3	29 - 31
5.	Fairness opinion by Merchant Banker Justification for Not Applicable : the Transferee Company owns 100% of the paid-up share capital of the Transferor Company. Therefore, being amalgamation of wholly owned subsidiary Company with parent Company, no valuation process is applicable, as there is no issue of shares or no exchange ratio or no change in shareholding pattern for Transferee Company (As per SEBI Circular dated November 30,2015, Part I (A) 4 (b)); As there is no need of Valuation report, Fairness opinion from Merchant Banker is also not require	Not Applicable	Not Applicable
6.	Shareholding pattern of all the companies pre and post Amalgamation / Arrangement as per the format provided under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as of 31.12.2015. Transferor	Annexure - 4	32 - 37





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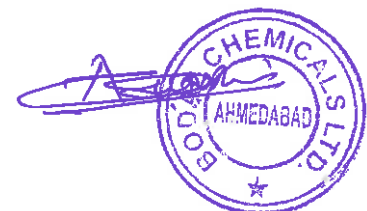
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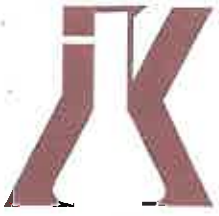
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	Company is wholly owned subsidiary company and so no separate holding pattern is require.		
7.	Audited financials of the transferee/resulting and transferor/demerged companies for the last 3 financial years and as of 31/12/2015 (financials not being 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 - 5	38 – 40
8.	Quarterly compliance Report on Corporate Governance as per Regulation 27 (2)(a) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as of 31/12/2015	Annexure - 6	41 – 43
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	
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 - 7	44 – 46
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 - 8	47 – 51





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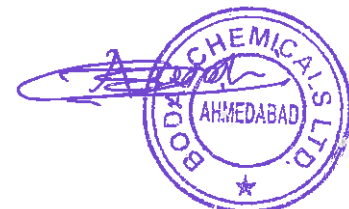
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12.	Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI. Certified true copy of the resolution passed by the Board of Directors, in case BSE is DSE. (as per the Board resolution)	NSE Please Refer Annexure 1	NSE Please Refer Annexure 1
13.	Brief details of the transferee/resulting and transferor/demerged companies.	Annexure - 9	52 – 57
14.	Networth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee and / or resulting company.	Annexure - 10	58 – 62
15.	Capital evolution details of the transferee/resulting and transferor/demerged companies.	Annexure - 11	63 – 65
16.	Confirmation by the Managing Director/ Company Secretary as per the format mentioned in the checklist.	Annexure - 12	66 – 67
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 under SEBI circular.	Annexure - 13	68 – 69
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. (FY.2014-15)	Annexure - 14	Printed Copy of Annual Report for Both Companies
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	Annexure 15	70





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	than one new company formed due to De-merger.		
20.	Compliance with Regulation 17 to 27 of Listing Regulations.	Annexure - 16	71 – 72
21.	Name & Designation of the Contact Person Telephone Nos. (landline & mobile) Email ID.	Annexure 17	73

We request you to accord No Objection letter or Observation letter under Regulations 37 of the Listing regulations.

Thanking You
Yours Faithfully,

For, Bodal Chemicals Limited


Ashutosh B. Bhatt
Company Secretary



Encl. As above