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**INDO
AMINES
LIMITED**



Compliance report with the requirements specified in Part-A of Annexure I of SEBI circular CIR/CFD/CMD/16/2015 dated November 30, 2015 ("SEBI Circular")

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed scheme of Amalgamation between Classic Oil Limited (Wholly Owned subsidiary of Indo Amines Limited) ("Transferor Company No. 1") and Sigma Solvents Private Limited ("Transferor Company No. 2") with Indo Amines Limited ("Transferee Company") and their respective Shareholders and Creditors under Section 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and/ or Companies Act, 1956 (if applicable).

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per SEBI circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Yes, the Board of Directors have appointed BSE as the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI.
Compliance as per Part A, Annexure I to the Circular		
2.	Documents to be submitted:	
2a.	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Complied
2b.	Valuation Report from Independent Chartered Accountant	Complied
2c.	Report from the Audit Committee recommending the Draft Scheme	Complied





2d.	Fairness opinion by merchant banker	Complied
2e.	Pre and post amalgamation shareholding pattern of unlisted company	Complied
2f.	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Complied
2g.	Compliance with Regulation 17 to 27 of Listing Regulations	Complied
2h.	Complaints Report	This will be submitted within 7 days of expiry of 21 days from the date of filing of the draft Scheme of Amalgamation.
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956 or Section 230 to 232 of the Companies Act 2013.	Not applicable, since our transferee Company is Listed Company and Transferor Companies are unlisted Companies.
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Yes- The post amalgamation holding of the public shareholders in Indo Amines Limited will be 25.79%
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	Yes - the Transferee Company will not issue/ re issue any shares not covered under the draft Scheme.
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity	Yes - There are no outstanding warrants/ instruments/ agreements which gives right to any person to take equity shares





	at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	in the transferee entity at any future date.
7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	Not applicable

For, Indo Amines Limited



Tripti Sharma

Company Secretary

Date: 16th February, 2017

Place: Dombivli