



Regd. Office : W-44, M.I.D.C. Phase II, Manpada Road,
Dombivli (E), Dist. Thane - 421 203. Maharashtra India.
Phone : +91-251-2871 354, 2870 941, 2873 529, 2870 939
Fax : +91-251-2871 635, 2871 666
E-mail. : shares@indoaminesltd.com / accounts@indoaminesltd.com
Website : www.indoaminesltd.com
CIN : L99999MH1992PLC070022

**INDO
AMINES
LIMITED**



Brief particulars of Indo Amines Limited and Classic Oil Limited

Particulars	Transferee Company	Transferor Companies	
Name of the company	Indo Amines Limited ("IAL")	Classic Oil Limited ("COIL")	Sigma Solvents Private Limited ("SSPL")
Date of Incorporation & details of name changes, if any	17 th December, 1992	Classic Oil Limited was originally incorporated under the name "Classic Oil Private Limited" on 14 th January, 1987 as a Private Limited Company under the provision of the Companies Act, 1956 and the said name was changed to "Classic Oil Limited" vide certificate dated 17 th July, 1992 as a Public Company	26 th April, 1988
Registered Office	Plot W-44, MIDC Phase II, Dombivli East, Thane - 421 203.	A 7 Kasturi Vihar, Nr. Venkatesh Petrol Pump, Kalyan, Thane-421304	1502, Adonis, Raheja Acropolis II Behind Telecom Factory, Deonar Mumbai - 400 088
Brief particulars of the scheme	<p>a. The Amalgamation of Classic Oil Limited (Wholly Owned Subsidiary of Indo Amines Limited) ("Transferor Company No. 1") and Sigma Solvents Private Limited ("Transferor Company No. 2") into and with Indo Amines Limited ("Transferee Company") and their respective Shareholders and Creditors pursuant to under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and/ or Companies Act, 1956 (if applicable) & the Rules framed thereunder including any statutory modifications or re-enactments thereof, if any.</p> <p>b. The proposed Appointed Date for the Scheme will be 01st January, 2017.</p> <p>c. In consideration of the transfer of and vesting of the assets and said liabilities of the Transferor Companies in the Transferee Company in terms of this Scheme, the Transferee Company shall without any further application or deed, issue and allot:</p> <p><u>Transferor Company No. 1:</u></p> <p>Since Transferor Company No. 1 is the wholly owned Subsidiary of the Transferee Company, upon this Scheme becoming effective, all the equity shares held by Transferee Company in Transferor Company No. 1 shall stand cancelled and further no new shares of the Transferee Company will be issued to the shareholders of the Transferor Company No. 1.</p>		





	<p><u>Transferor Company No. 2:</u></p> <p>Upon the Scheme becoming effective and in consideration of the amalgamation of the Transferor Company No. 2 into Transferee Company, the Transferee Company shall, without any further act, deed, issue and allot 09 (Nine) equity shares of Rs. 10/- each (Rupees Ten Only) of the Transferee Company each credited as fully paid up for every 25 (Twenty Five) fully paid up equity shares of Rs. 10/- (Rupees Ten Only) each to each members of the Transferor Company No. 2 whose name is recorded in the register of members of the Transferor Company No. 2 as on the Record Date fixed by the Board of Directors of the Transferee Company. ("Share Entitlement Ratio").</p> <p>d. The Scheme will become effective on obtaining all approvals as mentioned in the Scheme.</p>		
<p>Rationale for the scheme</p>	<p>a. The Transferor Companies and the Transferee Company are engaged in the business of manufacturing, buying, selling and dealing in all types of chemicals, thus business can be carried out more efficiently under single entity. With a view to rationalize and consolidate the business activities, the Board of Directors of the Transferor Companies and the Transferee Company have decided to amalgamate to ensure better management of the Company's as a single entity.</p> <p>b. Amalgamation of the Transferor Companies with the Transferee Company will provide an opportunity to leverage combined assets and build a stronger sustainable business. Specifically, the merger will enable optimal utilization of existing resources and provide an opportunity to fully leverage strong assets, capabilities, experience, expertise and infrastructure of both the companies. The merged entity will also have sufficient funds required at lower cost than what Transferor Companies borrowed for meeting its long term capital & working capital.</p> <p>c. Strengthened strong position in the industry, in terms of the assets base, revenues, product range, production volumes, integrated supply chain and market share of the combine entity.</p> <p>d. Greater efficiency in cash management by cost saving for all the Companies as they are capitalizing on each other's core competency and a resource which is expected to result in stability of operations, cost savings and higher profitability levels for the Amalgamated Company.</p> <p>e. Greater integration, financial strength and flexibility for the amalgamated company, which would result in improved overall shareholder value.</p> <p>f. Benefit of operational synergies to the combined entity in areas such as raw material sourcing, product placement, marketing and the sales promotion initiatives, which can be put to the best advantage of the stakeholders.</p>		
<p>Date of resolution passed by the Board of Director of the</p>	<p>27th May, 2017</p>	<p>27th May, 2017</p>	<p>27th May, 2017</p>





company approving the scheme			
Date of meeting of the Audit Committee in which the draft scheme has been approved	27 th May, 2017	N A	N A
Appointed Date	1 st January, 2017	1 st January, 2017	1 st January, 2017
Name of Exchanges where securities of the company are listed	The equity shares of IAL are listed on the BSE Limited (BSE)	N.A	N.A
Nature of Business	The Transferee Company is involved in the business of Chemical and chemical products, pharmaceuticals, medicinal chemical and botanical products, etc	The Transferee company acquired 100% shares of Transferor Company No. 1 from its erstwhile promoter to revive its operations and is in process of erecting new plant for manufacturing chemicals	The Transferor Company no. 2 is engaged in the business of manufacturers of and dealers in chemical products of and as wholesale and retail chemists and druggist, analytical chemists, dry-salters, importers, exporters and manufacturers of and dealers in heavy chemicals, acids, drugs, etc.
Capital before the scheme	<p>Authorized Share Capital : 3,30,00,000 Equity Shares of face value of Rs. 10/- each - Rs. 33,00,00,000/-</p> <p>Issued, Subscribed and paid-up Capital: 3,29,16,780 Equity Shares of face value of Rs. 10/- each - Rs. 32,91,67,800/-.</p>	<p>Authorized Share Capital : 35,00,000 Equity Shares of face value Rs. 10/- each - Rs. 3,50,00,000</p> <p>Issued, Subscribed and paid-up Share Capital: 7,40,000 Equity Shares of face value of Rs. 10/- each - Rs. 74,00,000</p>	<p>Authorized Share Capital : 15,00,000 Equity Shares of face value Rs. 10/- each - Rs. 1,50,00,000</p> <p>Issued, Subscribed and paid-up Share Capital: 12,00,000 Equity Shares of face value of Rs. 10/- each - Rs. 1,20,00,000</p>



[Handwritten signature]



No. of shares to be issued	4,32,000 (Four Lakh Thirty Two Thousand) equity shares of Rs. 10/- (Rupees Ten Only) each, issued by IAL to the shareholders of SSPL as consideration for amalgamation.					
Cancellation of shares on account of cross holding, if any	Nil		7,40,000 equity shares		Nil	
Capital after the scheme	Authorized Share Capital : 3,80,00,000 Equity Shares of Rs. 10/- each - Rs. 38,00,00,000/- Issued, Subscribed and paid-up Share Capital: 3,33,48,780 Equity Shares of Rs. 10/- each - Rs. 33,34,87,800/-		Nil		Nil	
Net Worth	(Rs. in Lakhs)		(Rs. in Lakhs)		(Rs. in Lakhs)	
	Pre	Post	Pre	Post	Pre	Post
	5871.24	5143.21	-31.35	-	-545.89	-
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	M/s P. M. Dalvi & Co., Chartered Accountants Firm No.: 102065W					
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Refer to Share Exchange Report issued by M/s. M/s P. M. Dalvi & Co., Chartered Accountants (attached herewith)					
Fair value per shares						



<p>Exchange ratio</p>	<p>Since the Transferor Company No. 1 is the wholly owned subsidiary of the Transferee Company, upon the Scheme being sanctioned by the Tribunal, all the equity shares held by the Transferee Company and its Nominees in the Transferor Company No. 1 shall stand cancelled and extinguished pursuant to the implementation of the Scheme of Amalgamation. Accordingly, there will be no issue and allotment of equity shares of the Transferee Company to the shareholders of the Transferor Company No. 1 upon this Scheme becoming effective.</p> <p>Upon the Scheme becoming effective and in consideration of the amalgamation of the Transferor Company No. 2 into the Transferee Company, including the transfer and vesting of the undertaking in the Transferee Company, the Transferee Company shall, without any further act, deed, issue and allot:</p> <p>09 (Nine) equity shares of Rs. 10/- each (Rupees Ten Only) fully paid up of the Transferee Company for every 25 (Twenty Five) equity shares of Rs. 10/- (Rupees Ten Only) each fully paid up to the shareholders of Transferor Company No. 2.</p>											
<p>Name of Merchant Banker giving fairness opinion</p>	<p>Arihant Capital Markets Limited</p>											
<p>Shareholding pattern as on 31st December, 2016</p>	<p>Pre</p>		<p>Post</p>		<p>Pre</p>		<p>Post</p>		<p>Pre</p>		<p>Post</p>	
	<p>No. of Shares</p>	<p>% of holding</p>	<p>No. of Shares</p>	<p>% of holding</p>	<p>No. of Shares</p>	<p>% of holding</p>	<p>No. of Shares</p>	<p>% of holding</p>	<p>No. of Shares</p>	<p>% of holding</p>	<p>No. of Shares</p>	<p>% of holding</p>
<p>Promoter</p>	<p>24308978</p>	<p>73.85</p>	<p>24740978</p>	<p>74.19</p>	<p>740000</p>	<p>100.00</p>	<p>-</p>	<p>-</p>	<p>1200000</p>	<p>100.00</p>	<p>-</p>	<p>-</p>
<p>Public</p>	<p>8607802</p>	<p>26.15</p>	<p>8607802</p>	<p>25.81</p>	<p>-</p>	<p>-</p>	<p>-</p>	<p>-</p>	<p>-</p>	<p>-</p>	<p>-</p>	<p>-</p>
<p>Total</p>	<p>329167890</p>	<p>100.00</p>	<p>33348780</p>	<p>100.00</p>	<p>740000</p>	<p>100.00</p>	<p>-</p>	<p>-</p>	<p>1200000</p>	<p>100.00</p>	<p>-</p>	<p>-</p>
<p>No of shareholders as on 31st December, 2016</p>	<p>13198</p>		<p>13203</p>		<p>8</p>		<p>-</p>		<p>8</p>		<p>-</p>	
<p>Names of the Promoters</p>	<p>1. Mr. Vijay Palkar 2. Mr. Rahul Palkar 3. Mrs. Bharati Palkar 4. Mr. Kirit Shah 5. Mr. Sanjay Krishna Chougule. 6. Mrs. Ashwini Palkar. 7. Mr. Atul Palkar. 8. Palkar Finance and Consultancy Services Private Ltd. 9. Techno Holdings India Private Limited.</p>				<p>1. Indo Amines Limited</p>				<p>1. Mr. Salim D. Memon 2. Mrs. Sanam S. Memon</p>			





	10. Techno Securities India Pvt Ltd. 11. Unigroup Resources Pvt Ltd. 12. Marvel Indenting Pvt Ltd 13. Palkar Commercials Private Limited		
Names of the Board of Directors	1. Dr. Deepak Kanekar 2. Mr. Vijay B Palkar 3. Mr. Kirit Shah 4. Mrs. Bharati Palkar 5. Mr. Rahul Palkar 6. Mr. C. L. Kadam 7. Mr. Dhawal vora 8. Mr. Salim Memon 9. Mr. Keyur Chitre 10. Mr. R Raghvendra Ravi 11. Mr. Nishikant Sule 12. Mr. Madhav Nandgaonkar 13. Mr. Mahendra Thakoor 14. Mr. Suneel Raje	1. Mr. Vijay Bhalchandra Palkar 2. Mrs. Bharati Palkar 3. Mr. Rahul Vijay Palkar 4. Mr. Sudhakar Patil 5. Mr. Sanjay Chougule 6. Mr. Pandurang Kokitkar	1. Mr. Salim D Memon 2. Mrs. Sanam S Memon 3. Mr. Vijay Palkar
Details regarding change in management control if any	No	No	No

For, Indo Amines Limited


Tripti Sharma



Company Secretary

Date: 27th May, 2017

Place: Dombivli