

Indokem Limited

(CIN NO. : L31300MH1964PLCO13088)

Registered Office :
"KHATAU HOUSE", Ground Floor,
Mogul Lane, Mahim (West),
Mumbai - 400 016.

Phone : 61236767
Fax : 61236718
Website : www.indokem.co.in

Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013.

Sub: Application under Clause 24(f) of the listing agreement for the proposed scheme of Amalgamation and Arrangement between Khatau Capacitors Private Limited and Indokem Exports Limited and Indokem Limited and their respective shareholders.

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 CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013	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. BSE Limited chosen please refer board resolution dated 14.08.2014 attached as annex 1A
Compliance as per Part A, Annexure I to the Circular		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Yes. Attached as annexure 2 of this application
2.b	Valuation Report from Independent Chartered Accountant	Yes. Attached as annexure 3 of this application
2.c	Report from the Audit Committee recommending the Draft Scheme	Yes. Attached as annexure 4 of this application
2.d	Fairness opinion by merchant banker	Yes. Attached as annexure 5 of this application
2.e	Pre and post amalgamation shareholding pattern of unlisted company	Yes. Attached as annexure 6B-6C of this application
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Yes. Attached as annexure 15D-15F of this application
2.g	Compliance with Clause 49 of Listing Agreement	Yes. Attached as annexure 8 of this application
2.h	Complaints Report -	Yes. will be submitted within 7 working days from the date of submission of application



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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	Not Applicable
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.	Not Applicable
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	Yes. Refer draft scheme attached as annexure no 2 of this application
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 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.	Not Applicable
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 Indokem Limited

Mahendra K. Khatau
Chairman & Managing Director

