



**Date:** 15<sup>th</sup> January 2022

**BSE Limited**

Listing Department,  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort  
Mumbai – 400 001.  
Email: [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)

**Security Code No.:** 530815

Dear Sir/Madam,

**SUB: Outcome of Board Meeting held on 15<sup>th</sup> January 2022 – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular bearing reference number CIR/CFD/CMD/4/2015 dated September 9, 2015**

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) read with SEBI Circular bearing reference number CIR/CFD/CMD/4/2015 dated September 9, 2015, we hereby submit the outcome of the meeting of the Board of Directors (“**Board**”) of Refnol Resins and Chemicals Limited (“**Refnol**” or “**the Company**”) held on 15<sup>th</sup> January 2022.

**Approval of the earlier Scheme of Amalgamation on 27<sup>th</sup> July 2021 and 13<sup>th</sup> September 2021**

The Board of Directors of the Company had approved the draft Scheme for Amalgamation of the Transferor Company with the Transferee Company on 27<sup>th</sup> July 2021 and 13<sup>th</sup> September 2021 based on the recommendation of the Audit Committee and the Committee of the Independent Directors. The swap ratio for the amalgamation considered in the Audit Committee meeting dated 13<sup>th</sup> September 2021 was determined by valuer based on the financials as on 30<sup>th</sup> June 2021.

As per the query raised by BSE Limited on 03<sup>rd</sup> January 2022, valuation report is required to be prepared based on the financial statements not being older than 3 months from current date.

In order to comply with the above requirement of BSE Limited, the revised valuation report has been obtained by the Company to determine the revised swap ratio based on the Financials Statements as on 31<sup>st</sup> December 2021 (being not more than 3 months old). Accordingly, the swap ratio in the draft Scheme for Amalgamation has been amended based on the said valuation report.

**Approval of the Revised Scheme of Amalgamation**

Based on the recommendations of the Audit Committee and the Committee of Independent Directors, the Board has considered and approved a Revised Scheme of Amalgamation (the “**Scheme**”) under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (“**the Act**”).

**REFNOL  
RESINS & CHEMICALS  
LIMITED**

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Tel : + 91 - 79- 40209208, 40209209  
Email : [contact@refnol.com](mailto:contact@refnol.com)  
Website: [www.refnol.com](http://www.refnol.com)  
CIN No.L24200MH1980PLC023507



The Scheme provides for Amalgamation of the Company with Indokem Limited and their respective Shareholders.

The Scheme is subject to receipt of approvals of shareholders and creditors of the companies involved and approval of other regulatory authorities as may be required, including those of the, BSE Limited, Securities and Exchange Board of India and the National Company Law Tribunal, Mumbai Bench (“NCLT”).

Please find enclosed **Annexure 1** containing details as per Regulation 30 of the Listing Regulations read with Circular CIR/CFD/CMD/4/2015 dated September 9, 2015.

This is for your information and record.

Thanking you,

For **Refnol Resins and Chemicals Limited**

Mr. Bilal Topia  
Company Secretary  
*Enclosed as above.*



**ANNEXURE 1**

<b>S. No.</b>	<b>Particulars</b>	<b><u>Description</u></b>													
1)	Name of the entity(ies) forming part of the amalgamation / merger, details in brief such as, size, turnover etc.;	<p>This is a Scheme of Amalgamation (“<b>the Scheme</b>”) of Refnol Resins and Chemicals Limited (“<b>the Company</b>” or “<b>Transferor Company</b>”) with Indokem Limited (“<b>Transferee Company</b>”).</p> <p>Set out below is the net-worth and total income as on appointed date i.e. 31<sup>st</sup> March, 2021 of the companies involved in the Scheme –</p> <p style="text-align: right;"><i>(Amount in INR Crores)</i></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;"><b>Particulars</b></th> <th style="text-align: center;"><b>Total Turnover / Income</b></th> <th style="text-align: center;"><b>Net Worth</b></th> </tr> </thead> <tbody> <tr> <td>Transferor Company (Standalone)</td> <td style="text-align: center;">19.02</td> <td style="text-align: center;">12.92</td> </tr> <tr> <td>Transferor Company (Consolidated)</td> <td style="text-align: center;">31.77</td> <td style="text-align: center;">20.25</td> </tr> <tr> <td>Transferee Company</td> <td style="text-align: center;">79.24</td> <td style="text-align: center;">31.21</td> </tr> </tbody> </table>		<b>Particulars</b>	<b>Total Turnover / Income</b>	<b>Net Worth</b>	Transferor Company (Standalone)	19.02	12.92	Transferor Company (Consolidated)	31.77	20.25	Transferee Company	79.24	31.21
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2)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length”	<p>The draft Scheme does not fall within the purview of related party transactions in terms of General Circular No. 30/2014 dated 17<sup>th</sup> July 2014 issued by the Ministry of Corporate Affairs since the same is subject to the sanction of the National Company Law Tribunal and provisions of Section 188 of the Companies Act, 2013 are not applicable.</p> <p>However, there are common promoters in the Transferor Company and the Transferee Company. Further, pursuant to the Scheme, equity shares of the Transferee Company are proposed to be issued and allotted to the shareholders of the Transferor Company. In light of the same, the transaction under the proposed Scheme may be deemed to be a “related party transaction” under the applicable provisions of the Listing Regulations.</p> <p>The consideration as set forth in the Scheme will be discharged on “arm’s length basis”. The share exchange ratio for the shares to be allotted to the shareholders of the Transferor Company is based on the valuation report provided by Niranjana Kumar, Registered Valuer. Galactico Corporate Services Limited, a SEBI registered Category – I Merchant Banker, has also issued a fairness opinion on the said valuation report. The aforementioned Valuation Report and Fairness Opinion have duly been considered by the Audit Committee, Committee of Independent Directors and Board of the Company.</p>													
3)	Area of business of the entity(ies)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;"><b>Company</b></th> <th style="text-align: center;"><b>Business</b></th> </tr> </thead> <tbody> <tr> <td>Transferor Company</td> <td>The Transferor Company is engaged in the business of manufacturing and marketing of resins and chemicals.</td> </tr> </tbody> </table>	<b>Company</b>	<b>Business</b>	Transferor Company	The Transferor Company is engaged in the business of manufacturing and marketing of resins and chemicals.									
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		Transferee Company	The Transferee Company is engaged in the business of manufacturing and dealing in dyes, sizing chemicals, auxiliaries in textile industry and electrical capacitors.
4)	Rationale for Scheme	<p>The Transferor Company and the Transferee Company are engaged in similar lines of business and complement each other. With an intent to expand the business and achieve larger product portfolio, economies of scale, efficiency, optimisation of logistics and distribution network and other related economies by consolidating the business operations being managed by different management teams, the Board of Directors of the Transferor Company and the Transferee Company propose to consolidate the business of the Transferor Company with the Transferee Company. The proposed amalgamation of the Transferor Company with Transferee Company would <i>inter alia</i> have the following benefits:</p> <ol style="list-style-type: none"> <li>1. Creation of a combined entity, hosting all products under the Transferee Company, thereby resulting in diversified portfolio of products, economies of scale, operational rationalization, efficiency of management and maximizing value for the shareholders.</li> <li>2. Greater synergies between businesses and optimum use of manufacturing facilities, marketing strength, R &amp; D facilities, Certifications resulting in productivity gains thereby maximizing value for the shareholders.</li> <li>3. Optimum use of infrastructure and organizational efficiency by pooling of financial, managerial and technical resources, personnel, capabilities, skills, expertise and technologies of Transferor Company and Transferee Company thereby significantly contributing to the future growth and maximizing shareholder value.</li> <li>4. Better financial leverage, resulting in greater efficiency in cash and debt management and unfettered access to cash flow generated by the combined business, which can be deployed more efficiently, to realize higher profits for the combined entity.</li> <li>5. Improved organizational capability and leadership, arising from the pooling of human capital, who have the diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry.</li> <li>6. Cost savings because of standardization and simplification of business processes, elimination of duplication and rationalization of administrative expenses.</li> <li>7. Reduction in regulatory and legal compliances and avoidance of multiple records keeping.</li> <li>8. Strengthening ability to face increasing competitive, regulatory, environmental and global risks; thereby resulting in sustainable and profitable long term growth for the combined entity.</li> </ol>	



		In view of the aforesaid, the Board of Directors of the Transferor Company as well as the Board of Directors of the Transferee Company have considered and proposed the amalgamation of the entire undertaking and business of the Transferor Company with the Transferee Company. Accordingly, the Board of Directors of the Company have formulated this Scheme of Amalgamation for the transfer and vesting of the entire undertakings and business of the Transferor Company within and into the Transferee Company pursuant to the provisions of Sections 230 to 232 and other relevant provisions of the Act.																																																																				
5)	In case of cash consideration – amount or otherwise share exchange ratio	<p>Following share exchange ratio has been determined for the allotment of the equity shares of the Transferee Company having face value of INR 10 each to the shareholders of the Transferor Company as on the Record Date (<i>as per the Scheme</i>), in consideration for the amalgamation of the Transferor Company with the Transferee Company:</p> <p><i>“1,153 (One Thousand One Hundred and Fifty-Three) Equity shares of Indokem having face value of INR 10 each fully paid-up shall be issued for every 1000 (One Thousand) Equity shares held in Refnol having face value of INR 10 each fully paid-up”</i></p>																																																																				
6)	Brief details of change in shareholding pattern (if any) of entities.	<p>Change in shareholding of the Transferor Company as on appointed date</p> <table border="1"> <thead> <tr> <th rowspan="2">Category</th> <th colspan="2">Pre-Scheme</th> <th colspan="2">Post-Scheme</th> </tr> <tr> <th>No. of shares</th> <th>% share holding</th> <th>No. of shares</th> <th>% share holding</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>16,55,431</td> <td>53.6%</td> <td>-</td> <td>-</td> </tr> <tr> <td>Public</td> <td>14,34,469</td> <td>46.4%</td> <td>-</td> <td>-</td> </tr> <tr> <td>Non Promoter</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> </tr> <tr> <td>Non Public</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> </tr> <tr> <td><b>Total</b></td> <td><b>30,89,900</b></td> <td><b>100.0%</b></td> <td>-</td> <td>-</td> </tr> </tbody> </table> <p>Change in shareholding of the Transferee Company as on appointed date</p> <table border="1"> <thead> <tr> <th rowspan="2">Category</th> <th colspan="2">Pre-Scheme</th> <th colspan="2">Post-Scheme</th> </tr> <tr> <th>No. of shares</th> <th>% share holding</th> <th>No. of shares</th> <th>% share holding</th> </tr> </thead> <tbody> <tr> <td>Promoter</td> <td>1,72,53,011</td> <td>70.9%</td> <td>1,91,61,720</td> <td>68.71%</td> </tr> <tr> <td>Public</td> <td>70,72,589</td> <td>29.1%</td> <td>87,26,536</td> <td>31.29%</td> </tr> <tr> <td>Non Promoter</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> </tr> <tr> <td>Non Public</td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> </tr> <tr> <td><b>Total</b></td> <td><b>2,43,25,600</b></td> <td><b>100.0%</b></td> <td><b>2,78,88,256</b></td> <td><b>100.0%</b></td> </tr> </tbody> </table>	Category	Pre-Scheme		Post-Scheme		No. of shares	% share holding	No. of shares	% share holding	Promoter	16,55,431	53.6%	-	-	Public	14,34,469	46.4%	-	-	Non Promoter	-	-	-	-	Non Public	-	-	-	-	<b>Total</b>	<b>30,89,900</b>	<b>100.0%</b>	-	-	Category	Pre-Scheme		Post-Scheme		No. of shares	% share holding	No. of shares	% share holding	Promoter	1,72,53,011	70.9%	1,91,61,720	68.71%	Public	70,72,589	29.1%	87,26,536	31.29%	Non Promoter	-	-	-	-	Non Public	-	-	-	-	<b>Total</b>	<b>2,43,25,600</b>	<b>100.0%</b>	<b>2,78,88,256</b>	<b>100.0%</b>
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