

**CCAL**  
**CHEMFAB ALKALIS LIMITED**

Annexure 13

To,  
The General Manager,  
Department of Corporate Services,  
BSE Limited,  
1st Floor, New Trading Ring,  
Rotunda Building, Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001  
Security Code - 506894

Dear Sir,

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed scheme of Amalgamation and Arrangement of Chemfab Alkalis Limited with Teamec Chlorates Limited**

In connection with the above application, we hereby confirm that:

- a) The proposed scheme of amalgamation and arrangement is to be presented to any Court or Tribunal does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956 / Companies Act, 2013, the rules, regulations and guidelines made under these Acts, and the provisions as explained in



Regn. No. OHS 66228 / EMS 71746  
An OHSAS 18001 and ISO 14001 Certified Company

CIN No.: L24297TN1983PLC072409

Member - Dr. Rao's Group of Companies

Regd. Off: 'TEAM House', GST Road, Vandalur, Chennai - 600 048, India.

Ph : + 91 44 22750323 / 66799595, Fax: + 91 44 22750771, E-mail: chemfabalkalis@draaholdings.com



Plant : "Gnanananda Place", Kalapet, Puducherry - 605 014, India Ph : +91 413 2655111, Fax: +91 413 2655125, www.chemfabalkalis.com

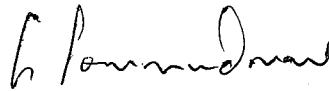
Regulation 11 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 or the requirements of BSE Limited.

- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 393, it shall disclose:
- i) The pre and post-amalgamation (expected) capital structure and shareholding pattern and
  - ii) The "fairness opinion" obtained from an Independent merchant banker on valuation of assets / shares done by the valuer for the company and unlisted company.
  - iii) The Complaint report.
  - iv) The observation letter issued by the stock exchanges
- c) The draft scheme of amalgamation together with all documents mentioned in Para 1(A)(7)(a) of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015, has been disseminated on company's website as per Website link given hereunder:  
[www.chemfabalkalis.com](http://www.chemfabalkalis.com)
- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- e) The company shall obtain shareholders' approval by way of resolution passed through postal ballot/e-voting. Further, the company shall proceed with the draft scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it.



- f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- g) There will be no alteration in the Share Capital of the unlisted transferee company from the one given in the draft scheme of amalgamation.

For Chemfab Alkalis Limited



G. Somasundaram  
Company Secretary



Date: 15th July, 2016