



# Camphor & Allied Products Ltd.

H. O. : Jehangir Bldg., 2nd Floor, 133 M.G. Road, Mumbai - 400001 India  
T : 91 22 43214000 F : 91 22 43214099 E : sales@camphor-allied.com  
CIN : L17299GJ1972PLC011626

April 15, 2016

To  
The General Manager,  
Department of Corporate Services,  
BSE Limited,  
Phiroze Jijibhoy Towers,  
Dalal Street, Fort,  
Mumbai 400 001  
Fax No. 22722037/39/41/61/3121/3719

BSE Scrip Code: 500078

*Kind Attn: Corporate Relationship/ Listing Department*

Dear Sir/Ma'am,

**Sub:** Application under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations") for the proposed Scheme of Amalgamation ("Scheme") of Oriental Aromatics Limited ("OAL" / "Transferor Company") with Camphor and Allied Products Limited ("CAPL" / "Transferee Company") and their respective Shareholders.

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

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 Designated stock exchange for the purpose of coordinating with SEBI shall be the Bombay Stock Exchange Limited. The resolution





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		passed by the Board of Directors of the company in this regard is marked as Exhibit 1
	<b>Compliance as per Part A, Annexure I to the Circular</b>	
2.	Documents to be submitted:	
2.a	Draft Scheme of <del>arrangement/</del> Amalgamation/ <del>merger/ reconstruction/ reduction of capital,</del> <del>etc.</del>	Yes Please refer Exhibit 2
2.b	Valuation Report from Independent Chartered Accountant	Yes Please refer Exhibit 3
2.c	Report from the Audit Committee recommending the Draft Scheme	Yes Please refer Exhibit 4
2.d	Fairness opinion by merchant banker	Yes Please refer Exhibit 5
2.e	Pre and post amalgamation shareholding pattern of unlisted company	Yes Please refer Exhibit 6
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Yes Please refer Exhibit 7
2.g	Auditor's Certificate as per Para (5) of the Circular	Yes Please refer Exhibit 15
2.h	Compliance with Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (erstwhile Clause 49 of Listing Agreement)	Yes
2.i	Compliance with Regulation 17 to 27 of Listing Regulations	Yes
2.j	Complaints Report	Yes. We will submit the Complaints Report within 7 days of the expiry of 21 days from the date of filing of documents with Stock Exchange(s) Please refer Exhibit 9
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	Not Applicable, since Transferee Company is already a listed company.





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	Section 391-394 of the Companies Act, 1956 or Section 230 to 234 of the Companies Act 2013	
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. Please refer Exhibit 6 stating post shareholding pattern of the Transferee Company
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	The Transferee Company will not issue/reissue 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 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.	On the date of this application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the Transferee Company 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, since Transferor Company is an unlisted company.

For Camphor and Allied Products Limited

Kiranpreet Gill

Company Secretary cum Compliance Officer

Place: Mumbai

Date: 15 April, 2016

