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Balaji



CIN : L24132MH1988PLC049387

AMINES LIMITED

REGD. OFF. : 'BALAJI TOWERS'
No. 9/1A /1, HOTGI ROAD,
AASARA CHOWK, SOLAPUR - 413 224.
MAHARASHTRA. (INDIA)

**PROCEEDINGS IN BRIEF OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL (BENCH AT MUMBAI)
CONVENED MEETING OF THE MEMBERS OF M/S. BALAJI AMINES LIMITED HELD ON WEDNESDAY, THE
25TH DAY OF OCTOBER, 2017, AT 03.30P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED
AT BALAJI TOWERS, NO. 9/1A/1, HOTGI ROAD, AASARA CHOWK, SOLAPUR, MAHARASHTRA - 413224,
INDIA.**

Following were present:

- | | |
|---------------------------|----------------------------|
| 1. Mr. G. Hemanth Reddy | Chairperson of the meeting |
| 2. Mr. N. Rajeshwar Reddy | Joint Managing Director |
| 3. Mr. Kashinath R. Dhole | Independent Director |

In attendance:

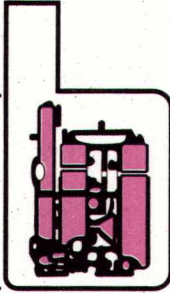
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|----------------------------|---|
| 1. Mr. Y Suryanarayana | Advocate for the Company |
| 2. Mr. Lokesh Agarwal | Scrutinizer, Practising Company Secretary |
| 3. Ms. Jimisha Parth Dawda | Compliance Legal |

The Tribunal Convened Meeting commenced at 03:30 P.M. (IST) and concluded at 05:00 P.M. (IST).

Ms. Jimisha Parth Dawda, welcomed the shareholders and requested Mr. G. Hemanth Reddy, Chairperson, to chair the meeting and commence the proceedings of the Tribunal Convened Meeting of Equity Shareholders of the Company.

Mr. G. Hemanth Reddy, Whole-time Director & CFO of the Company, who was appointed as Chairperson, by the Hon'ble National Company Law Tribunal, Bench at Mumbai vide its order dated 23rd day of August, 2017, for conducting the Tribunal Convened Meeting of Equity Shareholders of the Company, took the chair and acknowledged the presence of the other directors, Mr. Y. Suryanarayana,

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Advocate, members and others present at the Tribunal Convened Meeting of Equity Shareholders of the Company.

Upon verifying the attendance register of the members and of the proxies, the chairperson informed that the required Quorum (i.e. 30 members present in person or through proxy) fixed by the Hon'ble National Company Law Tribunal, Bench at Mumbai, is present and called the meeting to order. The Tribunal Convened Meeting was attended by 30 (Thirty) members in person and 46 (Forty Six) members through proxy.

The Notice of the Tribunal Convened Meeting and the Scheme of Amalgamation between Balaji Amines Limited (Transferee Company) and Bhagyanagar Chemicals Limited (First Transferor Company) and Balaji Greentech Products Limited (Second Transferor Company) and their respective Shareholders and Creditors was taken as read with the permission of the Members present at the Meeting since the notice was sent to the members well in advance.

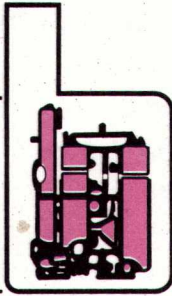
Upon the instructions of the Chairperson, Ms. Jimisha Parth Dawda, explained briefly the terms of the Scheme of Amalgamation to the members and the question submitted to the said meeting was whether the Shareholders of the Company approve the Scheme of Amalgamation as submitted to the meeting and agree thereto?

The Chairperson invited the members to raise their queries, if any.

The Chairperson, along with the other directors present, responded to the queries from the members. The members were satisfied with the replies made by the Chairperson and presentation made by the management of the Company.

Thereafter, the Chairperson informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014,

Jimisha Parth Dawda



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amended, and Regulation 44 of the SEBI (LODR) Regulation, 2015, the Company had arranged for e-voting facility to its members in respect of the business to be transacted at the Tribunal Convened Meeting of the Company enabling them to cast their votes electronically during 22nd day of October, 2017, 09:00 AM (IST) to 24th day of October, 2017, 05:00 PM (IST). The members holding shares as on 18th day of October, 2017, were eligible to cast their vote either at the Tribunal Convened Meeting on 25th day of October, 2017, or through e-voting facility provided by the Company during 22nd day of October, 2017, 09:00 AM (IST) to 24th day of October, 2017, 05:00 PM (IST).

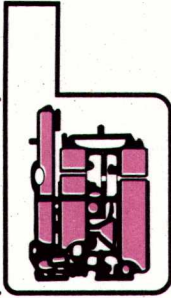
The Chairperson further informed the members that pursuant to the SEBI Circular dated 30.11.2015, the Company had also provided the facility of postal ballot and e-voting to its shareholders enabling them to cast their vote either electronically or through post during 25th day of September, 2017, 09:00 AM (IST) to 24th day of October, 2017, 05:00 PM (IST), as per the provisions of section 110 & 108 of the Companies Act, 2013, read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (LODR) Regulations, 2015. The members holding shares as on 15th day of September, 2017, were eligible to cast their vote through post or through e-voting facility provided by the Company during 25th day of September, 2017, 09:00 AM (IST) to 24th day of October, 2017, 05:00 PM (IST).

Prior to the commencement of polling at the instructions of the Chairperson, an empty ballot box was shown to the members and proxies present. The ballot box was sealed in the presence of scrutinizer.

As instructed by the Chairperson, Mr. Lokesh Agarwal, the Scrutinizer appointed by the Hon'ble Tribunal, distributed the polling papers to all the members and proxies present. The Scrutinizer instructed the members to cast their votes at poll if they have not already cast their votes through e-voting facility or postal ballot in respect of the resolution proposed in the notice.



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The members dropped the duly filled in polling papers in the ballot box.

Thereafter, the Chairperson announced that the result of voting will be declared within 48 hours after considering the votes cast through postal ballot and e-voting and after submission of the scrutinizer report and that the result shall be intimated to the Stock Exchanges and will also be posted on the website of the Company i.e. at <http://www.balajiamines.com>.

For Balaji Amines Limited

G. Hemanth Reddy

G. Hemanth Reddy

Whole-time Director & CFO

