

BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, BENCH,
AT MUMBAI
CSA 767/2017

IN THE MATTER OF COMPANIES ACT, 2013 (18 of 2013)
IN THE MATTER OF SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013
AND
IN THE MATTER OF 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

Balaji Amines Limited, a Company incorporated under the provisions of Companies Act, 1956, bearing CIN: L24132MH1988PLC049387 and having its registered office situated at Balaji Towers, No. 9/1A/1, Hotgi Road, Aasara Chowk, Solapur, Maharashtra - 413224, India, represented by its Whole time Director, Mr. Gaddam Hemanth Reddy, email : cs@balajiamines.com, Ph. No. 040-27898206

...Applicant / Transferee Company

NOTICE AND ADVERTISEMENT OF NOTICE OF THE MEETING OF SHAREHOLDERS OF BALAJI AMINES LIMITED/ TRANSFEREE COMPANY

Notice is hereby given that by an order dated the 23rd day of August, 2017, the Mumbai Bench of the Hon'ble National Company Law Tribunal, has directed a meeting to be held of equity shareholders of Balaji Amines Limited for the purpose of considering, and if thought fit, approving with or without modification, 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.

In pursuance of the said order and as directed therein further notice is hereby given that a meeting of the equity shareholders of Balaji Amines Limited will be held on 25th day of October, 2017, at 03:30 P.M. at the registered office of the Company situated at Balaji Towers, No. 9/1A/1, Hotgi Road, Aasara Chowk, Solapur, Maharashtra - 413224, India, at which time and place the equity shareholders of the Company are requested to attend and vote.

Copies of the said Scheme and the statement under section 230 can be obtained free of charge at the registered office of the Company or at the office of its counsel, Shri Y. Suryanarayana, at Flat No. 106, First Floor, Nirmal Towers 200, Near Sai Baba Temple, Dwarakapuri Colony, Punjagutta, Hyderabad - 500082. Persons entitled to attend and vote at the meeting of the equity shareholders of Balaji Amines Limited, may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the company situated at Balaji Towers, No. 9/1A/1, Hotgi Road, Aasara Chowk, Solapur, Maharashtra - 413224, India, not later than 48 hours before the meeting.

Forms of proxy shall also be available at the registered office of the Company.

The Hon'ble National Company Law Tribunal, bench at Mumbai has appointed Mr. Gaddam Hemanth Reddy, Director and authorized representative of the Company failing him Mr. D. Ram Reddy, Director and authorized representative of the Company, as the Chairman and Mr. Lokesh Agarwal, Practicing Company Secretary, as Scrutinizer for the said meeting. The above mentioned Scheme of Amalgamation, if approved by the meeting, will be subject to the subsequent approval of the Hon'ble National Company Law Tribunal.

Sd/-

Gaddam Hemanth Reddy,
Chairperson - Tribunal Convened Meeting of Equity Shareholders of
Balaji Amines Limited

Dated this the 22nd day of September, 2017

Hyderabad

Notice is further given that in compliance with provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Applicant Company is pleased to provide remote e-voting facility to its members to vote electronically through electronic voting services arranged by National Securities Depository Limited ("NSDL").

Notice is further given that the notice of the Tribunal convened meeting inter-alia indicating the process and manner of e-voting along with statement under section 102 read with section 230 of the Companies Act, 2013, Scheme of Amalgamation, Valuation Report, Fairness Opinion, Complaints Report, the Observation Letters received from BSE Limited and National Stock Exchange of India Limited, a Report adopted by the Board of Directors of the Company, explaining the effect of Scheme on key managerial personnel, promoters and non-promoter Shareholders of the Company, a form of Proxy and attendance slip is available on the Company's website: www.balajiamines.com, and on the website of National Securities Depository Limited at www.evoting.nsdl.com.

All the Shareholders are hereby informed that:

1. The special business as stated in the Notice of the Tribunal Convened Meeting may be transacted through voting by electronic means.
2. The remote e-voting shall commence on 22nd day of October, 2017, at 09.00 A.M. and ends on 24th day of October, 2017, at 05.00 P.M.
3. The cut-off date for determining the shareholder's eligibility to vote by electronic means or by poll at the Tribunal Convened Meeting is Wednesday, the 18th day of October, 2017.
4. Any person, who acquires shares and becomes a Shareholder after dispatch of the Notice of the Tribunal Convened Meeting and holding shares as on the cut-off date i.e. as on 18th day of October, 2017, may obtain the login ID and password by sending a request to evoting.nsdl.com.
5. Members may note that:-
 - a) The remote e-voting module shall be disabled by National Securities Depository Limited after 24th day of October, 2017, 05.00 P.M. and the remote e-voting shall not be allowed beyond this time.
 - b) The facility of voting through ballot paper (poll) shall be made available at the Tribunal Convened Meeting for the members who have not cast their vote by remote e-voting.
 - c) The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the Tribunal Convened Meeting.
 - d) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. as on 18th day of October, 2017, only shall be entitled to avail the facility of remote e-voting or voting at the meeting through poll.

Any member having query in connection with e-voting may contact Mr. G. Hemanth Reddy, Director of the Company, at the registered office of the Company or by mailing his/her query to ghr@balajiamines.com or call him on 040-27898206.

Sd/-

Gaddam Hemanth Reddy,
Chairperson - Tribunal Convened Meeting of Equity Shareholders of
Balaji Amines Limited

Dated this the 22nd day of September, 2017

Hyderabad