



CIN: L24132MH1988PLC049387

Registered office: 'BALAJI TOWERS', S. No. 9/1A/1, Hotgi Road, Aasara Chowk,
Solapur- 413224, Maharashtra. Phone No.: 0217-2451500

Website : www.balajiamines.com E-mail : cs@balajiamines.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

To the members of the Company,

Notice is hereby given pursuant to Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014 ("SEBI SBEB Regulations") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") General Circular No.14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 33/2020 dated September 28, 2020 (the "MCA Circulars") (including any statutory modification(s) or re-enactment(s) of the Act or Rules or SEBI SBEB Regulations or Listing Regulations, as the case may be, for the time being in force) that the Special Resolutions as set out in this Postal Ballot Notice ("Notice") are proposed to be passed by the shareholders of Balaji Amines Limited (the "Company") by means of Postal Ballot Electronic Voting ("e-voting").

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Ministry of Corporate Affairs, Government of India (the "MCA") in terms of the MCA Circulars, has advised the companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot up to 31st December, 2020 the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis.

Further, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote voting system only.

The explanatory statement pursuant to Section 102 of the Act setting out the material facts pertaining to said resolution(s) is also appended with this Notice. The Board of Directors of the Company has appointed Mr. Mohit Gujar, of M/s. P S Rao & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108 and 110 of the Act read with the Rules and the Listing Regulations, the Company is pleased to extend e-voting facility, to enable the shareholders to cast their votes electronically. For the purpose of e-voting, the Company has engaged the services of National Securities Depository Limited ("NSDL").

You are requested to peruse the proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

PROPOSED RESOLUTIONS:

Item No 1:

Approval of "Balaji Amines Limited Employee Stock Option Plan - 2020" (ESOP 2020):

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), Circular No. CIR/CFD/POLICY CELL/2/2015 dated 16 June 2015 ("Circular") issued by Securities and Exchange Board of India, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and in accordance with circulars / guidelines issued by SEBI (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), provisions contained in the Articles of Association of the Company and other applicable rules, regulations and circulars/ guidelines, approval of such other Regulatory /Statutory / Government authorities, as may be necessary in this context and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee ("NRC") constituted by the Board, consent of the member(s) of the Company be and is hereby accorded to the Board to implement "Balaji Amines Limited Employee Stock Option Plan - 2020" (hereinafter referred to as "ESOP 2020" or the "Scheme"), to create, grant, offer, issue and allot from time to time, in one or more tranches, under ESOP 2020, a maximum of 1,00,000 (One Lakh) Employee Stock Options ("Options") (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) exercisable at such price or prices, and on such terms and conditions, as may be determined by the Board or Committee in accordance with the provisions of ESOP 2020 and in due compliance with the SBEB Regulations and other applicable laws, rules and regulations, to the present and / or future permanent employees of the Company, whether working in India or Outside India, and / or to the Directors of the Company, whether whole time or not, but excluding (a) an employee who is a promoter or a person belonging to the promoter group; or (b) a director who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding Shares of the Company; or (c) Independent director(s) and/or such other persons as may be decided by the Board and / or permitted under applicable rules, regulations, guidelines and laws (hereinafter referred to as "Eligible Employees") exercisable into 1,00,000 (One Lakh) Equity Shares of face value Rs. 2/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) and on such terms and conditions, as contained in the Scheme and summarized in the Explanatory Statement annexed hereto and to provide for grant and subsequent vesting and exercise of options by eligible employees in the manner and method contained in the Explanatory Statement, as the Board may decide in accordance with the provisions of the applicable laws and the provisions of ESOP 2020.

RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the terms and conditions mentioned in the explanatory Statement forming part of the notice convening this Meeting, the consent of the members of the Company be and is hereby accorded to the Board / Nomination and Remuneration Committee to formulate, evolve, decide upon, administer, superintend and implement ESOP 2020 of the Company.

RESOLVED FURTHER THAT approval of the members of the company be and is hereby accorded to the Board to implement the ESOP 2020 of the Company through Balaji Amines Limited Employees Welfare Trust (hereinafter referred to as "the Trust") and to acquire from secondary market in one or more tranches 1,00,000 (One Lakh) Equity Shares of face value of Rs. 2/- each fully paid up or such other adjusted figure for any Right issue, Bonus issue, Stock splits or consolidations or such other corporate action requiring-organization of the capital structure of the Company as may be applicable, from time to time and the Equity Shares so acquired by the Trust will either be transferred to the Grantees as and when the Options are exercised or will be sold by the Trust and the corresponding sale proceeds after adjustment of Exercise Price, applicable income tax amounts and other amounts, if any, will be transferred as and when the Options are cashless exercised in accordance with the terms and conditions of the Scheme.

RESOLVED FURTHER THAT the Board be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the ESOP 2020 subject to compliance with applicable laws and regulations and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members of the Company and to execute all such deeds, documents and writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2020 and to do things which may be incidental and/or ancillary thereof including to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary for such purpose.

RESOLVED FURTHER THAT the Equity Shares to be allotted and issued by the Company in the manner aforesaid shall rank pari-passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case of any change in capital structure such as Right issue/Bonus issue, sub-division or consolidation or any other Corporate Action requiring-organization of the capital structure of the Company as may be applicable, then the number of Shares to be allotted and the Exercise Price payable by the Options grantees under the ESOP 2020 shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present Face Value of Rs. 2/- per Equity Share shall bear to the revised Face Value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottee.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI (SBEB) Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2020.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary including appointment of Merchant Bankers, Solicitors, Registrars and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOP 2020 and to prefer applications to the appropriate authorities, parties and the institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of announcement and filing of announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to take such steps and to do such acts, deeds, matters and things as they may deem proper and give/send such notices, directions as may be necessary to give effect to the above resolutions."

Item No 2 :

Approval of grant of employee stock options by way of secondary acquisition under "Balaji Amines Limited Employee Stock Option Plan - 2020" (ESOP 2020)

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any amendment thereto or re-enactment thereof), Regulation 6(3)(a) and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), relevant provisions of Memorandum of Association and Articles of Association of the Company and subject further to such other approval(s), permission(s) and sanction(s) as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board of Directors" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) for secondary acquisition of upto 1,00,000 (One Lakh) Equity Shares ("Shares") of the Company by Balaji Amines Limited Employees Welfare Trust ("Trust"), in one or more tranches, and at such price or prices and on such terms and conditions, as may be determined by the Board of Directors subject however that the total number of Shares under secondary acquisition held by the Trust does not exceed, at any time, 5 (five) percent of the Paid-up Equity Capital of the Company, for the purpose of implementation of the Balaji Amines Limited Employee Stock Option Plan - 2020 ("Scheme") and in due compliance with the provisions of the SEBI SBEB Regulations.

FURTHER RESOLVED THAT the secondary acquisition by the Trust in any financial year shall not exceed 2 (two) percent of the paid-up Equity capital as at the end of the respective previous financial year in due compliance with the provisions of the SEBI SBEB Regulations.

FURTHER RESOLVED THAT in case of any corporate action(s) such as bonus issue, rights issue, stock splits or consolidations or other re-organisation, if any, where additional Equity Shares are required to be issued by the Company to the shareholders, then the maximum number of Equity Shares to be acquired by the Trust from the secondary market in any financial year as well as the maximum number of Equity Shares acquired from the secondary market and held by the Trust at any point of time, as aforesaid, shall be increased in the same proportion as the number of such additional Equity Shares issued bears to the number of Equity Shares outstanding immediately prior to such issue.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary and incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution."

Item No 3 :**Approval for Provisioning of money by the Company to the Balaji Amines Employees Welfare Trust / Trustees for purchase of its own shares by the trust / trustee for the benefit of employees under the Balaji Amines Limited Employees Stock Option Plan-2020):**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 67 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2015 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time (hereinafter referred to as "SEBI SBEB Regulations 2014"), and subject to such other approvals, permissions and sanctions as may be necessary from appropriate regulatory authorities/institutions or bodies and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval and consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee already constituted by the Board under Section 178 of the Companies Act, 2013 bearing the nomenclature as Nomination & Remuneration Committee to exercise its powers, including the powers, conferred by this Resolution), to grant loan, to provide guarantee or security in connection with a loan granted or to be granted to, Balaji Amines Limited Employees Welfare Trust (hereinafter referred to as "Trust") to be set-up by the Company, in one or more tranches, not exceeding 5% (Five percent) of the aggregate of the Paid-up Share Capital and Free Reserves or such other limits as may be prescribed under Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, in one or more tranches, to enable the Trust to subscribe and / or purchase of the Equity Shares of the Company in the Secondary market by the Trust / Trustees, with a view to transfer such Equity Shares to the Employees upon exercise of Options, in line with contemplated objectives of the ESOP 2020 or any other Scheme contemplated for the benefit of the Employees or for any other purpose(s) as permitted under and in due compliance with the provisions of the SEBI SBEB Regulations 2014, the Rules framed under Companies Act, 2013 and other applicable laws and regulations.

RESOLVED FURTHER THAT any loan provided by the Company shall be repayable to and recoverable by the Company from time to time during the term of the Scheme and/or Employee Benefit Schemes, as the case may be, to the extent of exercise price paid by the Employees upon exercise of the Options and the accruals of the Trust at the time of termination of the Scheme

RESOLVED FURTHER THAT the Trustees of the Trust shall ensure compliance of the provisions of the SEBI SBEB Regulations 2014, Companies Act, 2013 and all other applicable laws at all times in connection with dealing with the shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to comply with the legal provisions and do all ancillary and consequential matters and to take such steps and to do such acts, deeds, matters and things as they may deem proper and give/send such notices, directions as may be necessary to give effect to the above resolution

**By Order of the Board
For Balaji Amines Limited**

**Jimisha Parth Dawda
Company Secretary & Compliance Officer
Dated: 28th October, 2020**

Registered Office :

'BALAJI TOWERS', S. No. 9/1A/1,
Hotgi Road, Aasara Chowk,
Solapur- 413224, Maharashtra

NOTES:

1. The Explanatory Statement for the proposed special resolutions, pursuant to Section 102 read with Section 110 of the Act, is appended to the Notice.
2. A copy of this notice has been placed on the website of the Company at www.balajiamines.com
3. In compliance with provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide e-voting facility to the Shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by NSDL.
4. The Postal Ballot Notice is being sent by email to all the Members, whose names appear on the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, 6th November, 2020 ("Cut Off Date") and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Venture Capital and Corporate Investments Private Limited (RTA).
5. Shareholders whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, 6th November, 2020 will be considered for the purpose of e-voting.
6. The Board of Directors of the Company has appointed Mr. Mohit Gujar, of M/s. P S Rao & Associates, Practicing Company Secretaries, as the scrutinizer for conducting the postal ballot e-voting process in a fair and transparent manner.
7. The e-voting period commences on Friday, 13th November, 2020 at 9.00 a.m. and ends on Sunday, 13th December, 2020 at 5.00 p.m. During this period, Shareholders of the Company, holding equity shares either in physical form or in dematerialized form, as on the Cut-Off date i.e. Friday, 6th November, 2020, may cast their vote by e-voting. The e-voting module shall be disabled by NSDL after the aforesaid date and time for voting. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
8. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. 13th December, 2020 in terms of Secretarial Standard - 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.
9. A member cannot exercise his vote by proxy on Postal Ballot.
10. All the material documents, referred to in the Notice are placed on the website of the Company at www.balajiamines.com.
 - a. The scrutinizer will submit his report after completion of scrutiny of Postal Ballot e-voting, to the Executive Chairman or Managing Director or any other authorized officer of the Company, who will declare the results of voting by Postal Ballot on or before 15th December, 2020.

The results of the Postal Ballot will also be communicated to the Stock Exchanges. The results along with the Scrutinizer's Report will also be displayed on the Company's website, www.balajiamines.com as well as on the NSDL website, www.evoting.nsdl.com.
 - b. The resolutions will be taken as passed effectively on the last date of receipt of Postal Ballot e-voting i.e. Sunday, 13th December, 2020, if the results of the Postal Ballot indicate that the requisite majority of the Shareholders of the Company have assented to the resolutions.
11. The instructions for e-voting are as under:
 - a. In compliance with provisions of Section 110, 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered through postal ballot by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- b. The remote e-voting period commences on Friday, 13th November, 2020 at 9.00 a.m. and ends on Sunday, 13th December, 2020 at 5.00 p.m. During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 6th November, 2020 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

How do I vote electronically using NSDL e-Voting system ?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website ?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 114839 then user ID is 114839001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 2. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 3. Now, you will have to click on "Login" button.
 4. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mohitkamdar@yahoo.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013

Item 1 & 2:

In today's competitive world, stock options have been recognised as an effective instrument to attract and retain the best talent and also serves to attract, incentivise and motivate professionals and reward exceptional performance. Your Company fully recognizes the same and therefore wants its employees to participate and share the fruits of growth and prosperity along with the Company and intends to reward, attract, motivate, create pathway for career growth and retain employees and Directors of the Company, for their high level of individual performance and for their efforts to improve the financial performance of the Company with the objective of achieving sustained growth of the Company and creation of shareholder's value by aligning the interests of the eligible employees with the long-term interests of the Company.

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share-based compensation scheme/plan. With the above objective, the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, proposed "Balaji Amines Limited Employee Stock Option Plan - 2020" (hereinafter referred to as "ESOP 2020" or the "ESOP Scheme") to be implemented for the benefit of the Employees. The ESOP Scheme has been formulated in accordance with the SEBI SBEB Regulations. The terms and broad framework of the ESOP Scheme has been approved by the Board of Directors of the Company at their meeting held on 28th October, 2020.

Under the ESOP Scheme, the eligible employees shall be granted employee Stock Options in the form of Options ("Options" or "Stock Options") which will be exercisable into equity shares of Rs. 2/- each of the Company (the "Equity Shares"). The maximum number of Equity Shares to be issued and allotted under the ESOP Scheme shall be limited to 1,00,000 (One Lakh) Equity Shares.

The salient features, relevant disclosures and details of the ESOP Scheme are as follows:

a. Brief description of the ESOP Scheme

ESOP Scheme is intended to reward, attract, motivate and retain eligible employees and Directors of the Company for their high level of individual performance and for their efforts to improve the financial performance of the Company with the objective of achieving sustained growth of the Company and creation of shareholder's value by aligning the interests of the eligible employees with the long-term interests of the Company.

b. Total number of Stock Options to be granted

The total number of Stock Options that may in the aggregate be granted shall be such number that would entitle the grantees to acquire, in one or more tranches, such equity shares of the Company not exceeding 1,00,000 (One Lakh) Equity Shares of Rs. 2/- each.

Upon exercise, each Stock Option entitles the relevant grantee to one Equity Share (i.e. one Stock Option will entitle the grantee to one Equity Share). In case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division or other reorganisation of capital structure of the Company, as the case may be, the number of Stock Options and / or the Equity Shares to be allotted upon exercise of Options shall be reasonably adjusted as per the provisions of the ESOP Scheme and in case of sub-division or consolidation of shares then the number of shares and the exercise price shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 2/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the eligible employees who have been granted Stock Options under the ESOP Scheme.

Stock Options not vested due to non-fulfilment of the vesting conditions, vested Stock Options which the grantees expressly refuse to exercise, Stock Options (vested and not exercised and unvested) which have been surrendered and any Stock Options granted but not vested or exercised within the stipulated time due to any reasons, shall lapse and these Stock Options or the underlying Equity Shares will be available for grant under the present ESOP Scheme or under a new scheme, subject to compliance with applicable laws.

c. Identification of classes of employees entitled to participate in the ESOP Scheme

Following classes of employees shall be eligible to participate in the ESOP Scheme:

- I. A permanent employee of the Company, working in India or outside India;
- ii. Directors of the Company whether whole time or not but excluding an Independent Director.

Following persons are not entitled to participate in the ESOP Scheme:

- i. an employee who is a promoter or a person belonging to the promoter group; or
- ii. a Director who either himself/herself or through his relative or through any body corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding Equity Shares of the Company.

The eligibility of an employee shall be determined by the Nomination & Remuneration Committee as per the eligibility criteria as may be determined by the Board/ Remuneration Committee.

d. Requirements of vesting, period of vesting and maximum period within which the Options shall be vested

The Board or the NRC Committee may, at its discretion, lay down certain criteria including, but not limited to, the performance metrics on the achievement of which the granted Stock Options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted can vest, and which may be specified in the respective grant letters / award agreement or the vesting letters to be issued in this regard. The detailed terms and conditions relating to such criteria for vesting, the period over which and the proportion in which the Stock Options granted would vest will be subject to the minimum and maximum vesting period as specified below.

Vesting period for Options: The Options would vest not earlier than one year or such time period as may be prescribed under the Applicable Law including but not limited to SEBI SBEB Regulations or such other period as may be determined by the Nomination & Remuneration Committee.

The vesting schedule (i.e. exact proportion in which and the exact period over which the Options would vest) would be determined by the Nomination & Remuneration Committee. The Options granted under the Scheme may vest in one or more tranches.

e. Exercise price or pricing formula

Subject to SEBI Regulations, the Nomination & Remuneration Committee shall determine the Exercise Price of the Options Granted under the Plan, as it may deem appropriate in conformity with the applicable accounting policies, if any, provided that the Exercise Price shall not be less than the face value of the Shares and not higher than the prevailing Market Price (on Stock Exchange with highest volume) of the Shares of the Company as on the Grant Date as discounted by such percentage as may be determined by the Nomination & Remuneration Committee in its absolute discretion. Exercise Price will be intimated to the Option Holder through the Grant Letter/Award Agreement. No amount shall be payable at the time of Grant of Options. The Exercise Price shall be subject to any fair and reasonable adjustments that may be made on account of Corporate Actions of the Company in order to comply with the SEBI Regulations.

f. Exercise period and the process of exercise

Exercise period would commence from the vesting date and would expire not later than one year from the date of vesting of Options or such other period as may be decided by the Nomination & Remuneration Committee. If the Options are not exercised within the exercise period they shall lapse and be cancelled forthwith. The Company shall not have any obligations to the Option holder towards such lapsed Options.

An employee may exercise the vested Options within the exercise period by submitting a written exercise application to the Company accompanied by the payment of an amount equivalent to the exercise price in respect of such Shares and in such manner and on execution of such other documents, as may be prescribed by the Nomination & Remuneration Committee from time to time.

An employee may also opt for Cashless Exercise by making an application in such manner and on such format as may be prescribed by the Committee, from time to time, directing the Trust to sell the requisite number of Shares in lieu of Options exercised and crediting the sale proceeds after adjustment of Exercise Price, applicable income tax amounts and other amounts, if any, in accordance with the terms and conditions of the Scheme.

g. The appraisal process for determining the eligibility of employees.

The appraisal process for determining the eligibility of the employees will be specified by the Board or the Nomination & Remuneration Committee from time to time, and will be based on criteria, such as :

- Level and role of the Employee in the Company
- Loyalty: It will be determined on the basis of tenure of employment of an Employee / Grantee in the Company.
- Performance of Employee / Grantee: Employee's / Grantee's performance during the financial year on the basis of the parameters decided by the Board of Directors.
- Performance of Company: Performance of the Company as per the standards set by the Board of Directors.
- Designation: Employee's designation in the Career Group as per the HR Policy of the Company.
- The present and potential contribution of the Employee to the success of the Company.
- High market value/difficulty in replacing the Employee.
- High risk of losing the Employee to competition.
- Value addition by the new entrant, if any.
- Any other criteria as decided by the Committee in consultation with Board of Directors from time to time.

The Board or the nomination & Remuneration Committee may decide to extend the benefits of the ESOP Scheme to new entrants or to existing eligible employees on such basis as it may deem fit, in accordance with applicable law.

h. Maximum number of Stock Options to be issued per employee and in aggregate

The maximum number of Stock Options to be granted to any eligible employee shall be decided by the Board or Nomination & Remuneration Committee. However, the number of Stock Options that may be granted to a single eligible employee, under the ESOP Scheme during any particular financial year shall be less than 1% of the paid-up equity share capital at the time of grant of Stock Options (which shall be adjusted in lieu of adjustments/ re-organisation of capital structure or corporate actions of the Company from time to time).

The aggregate of all such Stock Options shall not result into more than 1,00,000 (One lakh) Equity Shares at any time which shall be adjusted in lieu of corporate actions, adjustments/ re-organisation of capital structure of the Company from time to time.

i. Maximum quantum of benefits to be provided per employee under the ESOP Scheme

The maximum quantum of benefits that will be provided to every eligible Employee under the Scheme will be the difference between the market value of Company's Share on the Stock Exchanges as on the date of exercise of Options and the Exercise Price paid by the Employee.

j. Lock-in period, if any

The Shares transferred to the employees pursuant to exercise of Options will be subject to lock-in period from the date of exercise of options by the employee, for such period as may be decided by the Committee. The Committee may prescribe different lock in period to different employees as per its discretion.

k. Whether the ESOP Scheme is to be implemented and administered directly by the Company or through a trust

The Company shall implement the ESOP Scheme through Balaji Amines Limited Employees Welfare Trust.

Subject to applicable laws and the framework laid down by the Board of Directors, the Scheme shall be administered by the Committee which shall delegate some or all of its power to the Trust or any other Committee or Persons for proper administration of the Scheme.

l. Whether the ESOP Scheme involves issue of new Equity Shares by the Company or secondary acquisition or both

ESOP Scheme contemplates Secondary acquisition of Equity Shares by the Trust.

m. The amount of loan to be provided for implementation of ESOP Scheme by the Company to the trust, its tenure, utilisation, repayment terms, etc.

Amount of loan: Shall not exceed 5% of the aggregate paid up Equity Capital and Free Reserves of the Company.
Tenure: Till the objects of the Trust are accomplished or the repayment of loan is made, whichever is earlier.

Utilization: For the objects of the Trust as mentioned in the Trust Deed including the implementation of the ESOP Scheme 2020 wherein it will acquire Equity Shares of the Company from the market.

Repayment Terms: The Trust shall repay the loan to the company by utilising the proceeds realised from Exercise of Options by the Employees. and the accruals of the Trust at the time of termination of the Scheme

n. Maximum percentage of secondary acquisition that can be made by the trust for the purpose of the ESOP Scheme

The pool of the Scheme is 1,00,000 Equity shares which is equal to 0.31% of the Paid up capital of the Company as at 31.03.2020. In any case the total number of Shares under secondary acquisition held by the Trust shall at no time exceed 5(Five) percent of paid up equity capital as at the end of the financial year immediately prior to the year in which the Shareholder approval is obtained for such secondary acquisition.

Further, the secondary acquisition in a financial year by the Trust shall not exceed 2 (Two) percent of the Paid up Equity Capital as at the end of the previous financial year

o. Method of Stock Options' valuation

The Company shall use the fair value method or such valuation method as may be prescribed from time to time in accordance with applicable laws for valuation of the Stock Options granted, to calculate the employee compensation cost.

p. Transferability of Stock Options

The Stock Options granted to an eligible employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of a Stock Option holder while in employment, the right to exercise all the Stock Options granted to him till such date shall vest in the legal heir(s) or nominee(s) of such Stock Option holder, in accordance with the provisions of the ESOP Scheme.

q. The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct and the specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee.

- a. The Options which get lapsed due to eligibility Criteria in any of the vesting, if any, will get lapsed from the hands of the Grantee
- b. In the event of the Option holder being found to be involved in fraud, misfeasance, gross negligence, breach of trust or like event(s) and in such an event(s) the rights under the Options (whether vested or not) shall lapse, forthwith, without any claim on, or recourse to the Company.
- c. Further In the event of cessation of employment due to resignation or termination (not due to misconduct or ethical/ compliance violations)
 - i. All unvested Options, on the date of cessation, shall expire and stand terminated with effect from that date unless otherwise determined by the Committee whose decision will be final and binding.
 - ii. All vested Options as on that date shall be exercisable by the Grantee by last day of employment in the Organisation or before expiry of exercise period, whichever is earlier. The vested Options not so exercised shall lapse irrevocably and the rights thereunder shall be extinguished.

There shall be no further obligation of the Company towards the Option holder with regard to lapsed Options.

r. Disclosure and accounting policies

The Company shall comply with such applicable disclosure and accounting policies as prescribed by the SEBI SBEB Regulations and those prescribed by the concerned authorities from time to time.

s. Statement with regard to Disclosure in Director's Report

As the company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report

t. Other Terms

The Board or Nomination & Remuneration Committee shall have the absolute authority to vary or modify the terms of the ESOP Scheme in accordance with the regulations and guidelines prescribed by Securities and Exchange Board of India, including in terms of the SEBI SBEB Regulations or regulations that may be issued by any appropriate authority, from time to time, unless such variation, modification or alteration is detrimental to the interest of the employees who have been granted Stock Options under the ESOP Scheme.

Regulation 6(1) of SEBI SBEB Regulations requires that every employee stock option scheme shall be approved by the shareholders of the company by passing a special resolution in a general meeting. Further, as ESOP Scheme may entails further issue of shares, consent of the shareholders is required by way of a special resolution pursuant to Section 62(1)(b) of the Act.

Furthermore, as per Regulation 6(3)(a) of SEBI SBEB Regulations, approval of the shareholders by way of separate Special Resolution is also required for secondary acquisition of Shares by the Trust for implementation of the Scheme. The Special Resolution set out at Item No. 2 is seeking your approval for the said purpose.

Accordingly, the Special Resolution set out at Item No. 1 & 2 of this Notice is proposed for approval by the shareholders.

The Options to be granted under the ESOP Scheme shall not be treated as an offer or invitation made to public for subscription of securities of the Company.

The ESOP Scheme conforms to the SEBI SBEB Regulations.

Directors / Key Managerial Personnel of the Company / their relatives who may be granted Options under ESOP Scheme may be deemed to be concerned or interested in the Special Resolution at Item Nos. 1 & 2 of this Notice. Save as aforesaid, none of the Directors/ Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the said Special Resolution.

The Board recommends Special Resolution mentioned in item no 1 & 2 of the Notice for approval of the shareholders of the Company.

Item no : 3

In order to execute Balaji Amines Limited Employee Stock Option Plan - 2020 through Trust Route, the company need to make provisioning of funds to the Trust so as to enable it to acquire to the Shares of the Company from the market. Accordingly, resolution at Item No 3 is proposed for approval of the Shareholders as set out in this Notice.

The disclosures as per Rule 16 of the Chapter IV of the Companies Act, 2013, are as under :

1	The class of Employees for whose benefit the Scheme is being implemented and money is being provided for purchase of or subscription to Shares	<p>The class of Employees for whose benefit the Scheme is being implemented and money is being provided for purchase of or subscription to Shares is as follow:</p> <p>a. A permanent Employee of the Company who has been working in India or outside India; or</p> <p>b. a Director of the Company, whether a Whole Time Director or not but excluding an Independent Director and Non-Executive Director;</p> <p>But does not include:</p> <p>a. an Employee who is a Promoter or a person belonging to the Promoter Group; or</p> <p>b. A Director who either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding Shares of the Company</p>
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2	The particulars of the Trustee or Employees in whose favor such Shares are to be registered.	<p>Name of the Trustees:</p> <p>1. Mr. Suresh B. Pandhare</p> <p>2. Mr. Mohit Gurjar</p>
	Particulars of Trust.	<p>Name of the Trust: Balaji Amines Employees Welfare Trust</p> <p>Address of the Trust: 'BALAJI TOWERS', S. No. 9/1A/1, Hotgi Road, Aasara Chowk, Solapur- 413224, Maharashtra</p>
	Name, Address, Occupation and Nationality of Trustees	<p>1. Name: Mr. Suresh B. Pandhare</p> <p>Address: Plot No. 203,204, Uma Nagari, No.6 Juni Mill Compound, Murarji Peth, Solapur 413001.</p> <p>Occupation: Professional</p> <p>Nationality: Indian</p> <p>2. Name: Mr. Mohit Gurjar</p> <p>Address: Flat No. 107 Nirmal Towers, Dwarkapuri Colony, Punjagutta, Hyderabad 500082.</p> <p>Occupation: Professional</p> <p>Nationality: Indian</p>
5	Relationship of Trustees with Promoters, Directors or Key Managerial Personnel, if any.	None
6	Any interest of Key Managerial Personnel, Directors or Promoters in such Scheme or Trust and effect thereof.	The Key Managerial personnel and Directors are interested in the Balaji Amines Limited Employee Stock Option Plan - 2020 only to the extent, to the Options that may be granted to them, if any, under the Scheme
7	The detailed particulars of benefits which will accrue to the Employees from the implementation of the Scheme	<p>a) To motivate and create a pathway for career growth of the Employees to contribute to the growth and profitability of the Company.</p> <p>b) To retain the Employees and reduce the attrition rate of the Company.</p> <p>c) To achieve sustained growth and the creation of Shareholder value by aligning the interests of the Employees with the long term interests of the Company.</p> <p>d) To create a sense of ownership and participation amongst the Employees to share the value they create for the Company in the years to come, and</p> <p>e) To provide additional deferred rewards to the performing to Employees.</p>
8	The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised	<p>The Trust would be considered as the registered Shareholder of the Company till the date of transfer of Shares to the Employees. However, the Trustees will not have any right to vote on the Equity Shares held by the Trust.</p> <p>Once the shares are transferred to the Employees upon their Exercise, then the Employees will be treated as the Shareholder of the Company and shall exercise the right to vote in respect of such shares.</p>

In terms of the Companies Act, 2013, read with Rule 16 of Chapter IV of the Companies Act, 2013, the approval of the Shareholders is sought by way of Special Resolution for the approval for the provisioning of money to the Trust to fulfil the requirements of Balaji Amines Limited Employee Stock Option Plan - 2020. Therefore, your Directors recommend the Resolutions as set out at item no. 3 for your approval by way of Special Resolution.

None of the Directors and any Relatives of such Director, Key Managerial Personnel is in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company. However, Directors / Key Managerial Personnel may be deemed as interested upto the amount of Options/ Shares that may be granted to them under the Balaji Amines Limited Employee Stock Option Plan - 2020

**By Order of the Board
For Balaji Amines Limited**

**Jimisha Parth Dawda
Company Secretary & Compliance Officer
Dated: 28th October, 2020**

Registered Office :

'BALAJI TOWERS', S. No. 9/1A/1,
Hotgi Road, Aasara Chowk,
Solapur- 413224, Maharashtra
