

Balaji



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AMINES LTD.

Admn. Off :
3rd FLOOR, K.P.R. HOUSE, S.P. ROAD,
SECUNDERABAD - 500 003. (INDIA)

Place: Hyderabad

To
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001,
Scrip Code: 524558

To
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051
Scrip Code: BALAMINES, Series: EQ

Sub: Disclosure of Voting Result of the Tribunal Convened Meeting of the Equity shareholders of the Company held on 25th day of October, 2017, E-voting carried out during 22nd day of October, 2017, 09:00 AM to 24th day of October, 2017, 05:00 PM and Postal Ballot & E-voting carried out during 25th day of October, 2017, 09:00 AM to 24th day of October, 2017, 05:00 PM.

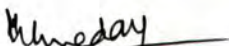
Ref: BSE Scrip Code: 530999, NSE Symbol: BALAMINES and Regulation 44 of the SEBI (LODR) Regulations, 2015.

Pursuant to Regulation 44 (3) of the SEBI (LODR) Regulations, 2015, we hereby inform you that the Equity Shareholders of the Company had approved 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 ("Scheme"), with requisite majority by voting through poll at the Tribunal Convened Meeting held on 25th day of October, 2017, through e-voting carried out during 22nd day of October, 2017, 09:00 AM to 24th day of October, 2017, 05:00 PM and through Postal Ballot & E-voting carried out during 25th day of September, 2017, 09:00 AM to 24th day of October, 2017, 05:00 PM.

Details of the Voting Results and a copy of the Scrutinizer's Reports are attached herewith for your perusal, information and records.

Thanking you,
Yours faithfully,

For Balaji Amines Limited


G. Hemanth Reddy
Whole-time Director & CFO

Regd. Office : "Balaji Towers", No. 9/1A/1, Hotgi Road, Aasara Chowk, Solapur - 413 224.

■ Fax : (0217) 2451521, Phones : (0217) 2451523, 2451524, E-mail : info@balajiamines.com

Unit II Works : Beside APSEB Sub Station II, IDA, Bollaram - 502 325, Jinnaram Mandal, Medak Dist. Telangana.

■ Phones : 08458-329660, Telefax : 08458-279240, E-mail : works2@balajiamines.com

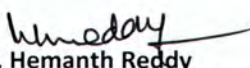
VOTING RESULTS

Date of the Tribunal Convened Meeting	25 th day of October, 2017
Total number of shareholders as on record date	8973 as on 18.10.2017 9097 as on 15.09.2017
No. of shareholders present in the meeting either in person or through proxy:	76
Promoters and Promoter Group:	21
Public:	55
No. of Shareholders attended the meeting through Video Conferencing:	NA
Promoters and Promoter Group:	
Public:	

Details of proposed Resolution: To consider and approve 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

Resolution required: (Ordinary / Special)		Extra - Ordinary Special Resolution (majority in number and special in value)						
Whether promoter / promoter group are interested in the agenda / resolution?		Yes the promoters are interested in the Resolution. None of the Directors, Key Managerial Personnel, and their relatives is in any way concerned or interested in the proposed Scheme of Amalgamation except to the extent of shares held by them in the Company.						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	17673916	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	
	E-Voting		0	0	0	0	0	
	Poll		17673916	100	17673916	0	100	0
	Total	17673916	17673916	100	17673916	0	100	0
Public Institutions	E-Voting	1513840	285015	18.83	285015	0	100	0
	Postal Ballot		0	0	0	0	0	0
	E-Voting		466998	30.85	466998	0	100	0
	Poll		0	0.00	0	0	0	0
	Total	1513840	752013	49.68	752013	0	100	0
Public Non Institutions	E-Voting	13213244	106299	0.80	106196	103	99.90	0.10
	Postal Ballot		5597304	42.36	5597304	0	100	0
	E-Voting		0	0.000	0	0	0	0
	Poll		203364	1.54	203364	0	100	0
	Total	13213244	5906967	44.70	5906864	103	99.998	0.002
Total Postal Ballot E-voting		32401000	391314	1.21	391211	103	99.97	0.03
Total Postal Ballot			5597304	17.28	5597304	0	100	0
Total TCM E-voting			466998	1.44	466998	0	100	0
Total Poll			17877280	55.18	17877280	0	100	0
Grand Total			24332896	75.10	24332793	103	99.9996	0.0004

For Balaji Amines Limited


G. Hemanth Reddy
Whole-time Director & CFO



CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108, 109 and Section 110 of the Companies Act, 2013, read with Rule 20, 21 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]

To

Mr. G. Hemanth Reddy,

Chairperson appointed by the Hon'ble National Company Law Tribunal, Bench at Mumbai, for the Tribunal Convened Meeting of the Equity Shareholders of M/s. Balaji Amines Limited (Transferee Company), held on 25th day of October, 2017, at 3:30 P.M., at the registered office of the Transferee Company situated at Balaji Towers, No. 9/1A/1, Hotgi Road, Aasara Chowk, Solapur, Maharashtra - 413224, India.

Sub: Consolidated Report on

- (i) Postal Ballot and electronic voting carried out during 25th day of September, 2017, 09:00 AM (IST) to 24th day of October, 2017, 05:00 PM (IST).
- (ii) Electronic voting carried out during 22nd day of October, 2017, 09:00 AM (IST) to 24th day of October, 2017, 05:00 PM (IST).
- (iii) Physical voting conducted through poll at the Tribunal Convened Meeting (TCM) of Equity Shareholders of M/s. Balaji Amines Limited held on 25th day of October, 2017, at 03:30 P.M.

Ref: please refer to my respective reports on

- (i) Postal Ballot and electronic voting carried out during 25th day of September, 2017, 09:00 AM (IST) to 24th day of October, 2017, 05:00 PM (IST).
- (ii) Electronic voting carried out during 22nd day of October, 2017, 09:00 AM (IST) to 24th day of October, 2017, 05:00 PM (IST).
- (iii) Physical voting conducted through poll at the Tribunal Convened Meeting (TCM) of Equity Shareholders of M/s. Balaji Amines Limited held on 25th day of October, 2017, at 03:30 P.M.

Dear Sir,



With reference to the above subject, I, Lokesh Agarwal, Practising Company Secretary, Scrutinizer for scrutinizing the Postal Ballot and electronic voting carried out during 25th day of September, 2017, 09:00 AM (IST) to 24th day of October, 2017, 05:00 PM (IST), for Electronic voting carried out during 22nd day of October, 2017, 09:00 AM (IST) to 24th day of October, 2017, 05:00 PM (IST) & for scrutinizing the poll process conducted at the Tribunal Convened Meeting of the Equity Shareholders of the Company on 25th day of October, 2017, at 03:30 PM, at the registered office of the Transferee Company situated at Balaji Towers, No. 9/1A/1, Hotgi Road, Aasara Chowk, Solapur, Maharashtra - 413224, India, in a fair and transparent manner, for ascertaining the requisite majority and for giving my report in connection with the item of business as provided in the notice of postal ballot and E-voting and in the notice of Tribunal Convened Meeting dated 20th day of September, 2017.

I report as follows:

Based on my respective reports on the result of voting by the shareholders of the Company through Postal Ballot and electronic voting carried out during 25th day of September, 2017, 09:00 AM (IST) to 24th day of October, 2017, 05:00 PM (IST), Electronic voting carried out during 22nd day of October, 2017, 09:00 AM (IST) to 24th day of October, 2017, 05:00 PM (IST) & poll process conducted at the Tribunal Convened Meeting of the Equity Shareholders of the Company on 25th day of October, 2017, at 03:30 PM, at the registered office of the Transferee Company situated at Balaji Towers, No. 9/1A/1, Hotgi Road, Aasara Chowk, Solapur, Maharashtra - 413224, India, I hereby declare that the resolution proposed for consideration and approval of 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 of the Company is passed with requisite majority of the members of the Company.

A consolidated scrutinizer report (summary) on the result of voting by Postal Ballot and electronic voting carried out during 25th day of September, 2017, 09:00 AM (IST) to 24th day of October, 2017, 05:00 PM (IST), Electronic voting carried out during 22nd day of October, 2017, 09:00 AM (IST) to 24th day of October, 2017, 05:00 PM (IST) & poll process conducted at the Tribunal Convened Meeting of the Equity Shareholders of the Company on 25th day of October, 2017, is as under:






To consider and approve 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:

Resolution required: (Ordinary / Special)		Extra - Ordinary Special Resolution (majority in number and special in value)						
Whether promoter / promoter group are interested in the agenda / resolution?		Yes the promoters are interested in the Resolution. None of the Directors, Key Managerial Personnel, and their relatives is in any way concerned or interested in the proposed Scheme of Amalgamation except to the extent of shares held by them in the Company.						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	17673916	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	
	E-Voting		0	0	0	0	0	
	Poll		17673916	100	17673916	0	100	
	Total	17673916	17673916	100	17673916	0	100	0
Public Institutions	E-Voting	1513840	285015	18.83	285015	0	100	0
	Postal Ballot		0	0	0	0	0	
	E-Voting		466998	30.85	466998	0	100	0
	Poll		0	0.00	0	0	0	0
	Total	1513840	752013	49.68	752013	0	100	0
Public Non Institutions	E-Voting	13213244	106299	0.80	106196	103	99.90	0.10
	Postal Ballot		5597304	42.36	5597304	0	100	0
	E-Voting		0	0.000	0	0	0	0
	Poll		203364	1.54	203364	0	100	0
	Total	13213244	5906967	44.70	5906864	103	99.998	0.002
Total Postal Ballot E-voting		32401000	391314	1.21	391211	103	99.97	0.03
Total Postal Ballot			5597304	17.28	5597304	0	100	0
Total TCM E-voting			466998	1.44	466998	0	100	0
Total Poll			17877280	55.18	17877280	0	100	0
Grand Total			24332896	75.10	24332793	103	99.9996	0.0004

Thanking you,
Yours faithfully,

Lokesh Agarwal

Practising Company Secretary

Scrutinizer for the Company

C.P.No. 18074



Place: Hyderabad

Date: 26.10.2017

COMBINED SCRUTINIZER'S REPORT - ON POSTAL BALLOT AND E-VOTING

[Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended]

To
The Chairperson,
Balaji Amines Limited,
Balaji Towers, No. 9/1A/1,
Hotgi Road, Aasara Chowk, Solapur,
Maharashtra - 413224, India

Dear Sir,

Sub: Combined Report on Voting by Equity Shareholders through Postal Ballot and E-voting for approval of 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.

I, Lokesh Agarwal, Practising Company Secretary, Scrutinizer appointed for the purpose of scrutinizing votes cast in the Postal Ballot and E-Voting process in terms of Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and in terms of the provisions of SEBI Circular No. CIR/CFD/CMD/16/2015, dated 30th November, 2015, issued by the Securities and Exchange Board of India ("SEBI Circular") in respect of the Resolution contained in the Notice of Postal Ballot and E-Voting dated 20th day of September, 2017.

In terms of SEBI Circular, the Scheme shall be acted upon only if the votes cast by the Public Shareholders of the Company (i.e. shareholders other than those comprised in Promoter and Promoters Group) in favour of the Resolution are more than the number of votes cast by its Public Shareholders against it through Postal Ballot and E-voting. The Company accordingly sought the consent of the public shareholders for approval of the Scheme by way of voting through postal ballot and E-voting.

I submit my report as under:



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1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, read with Rules made thereunder relating to Postal Ballot and E-voting on the resolution contained in the Notice of Postal Ballot and e-Voting dated 20th day of September, 2017.
2. My responsibility as Scrutinizer for the Postal Ballot and E-voting process is restricted to conduct the Postal Ballot & E-voting process in a fair and transparent manner and to make a Scrutinizer's Report on the votes cast "in favour" and "against" the resolution stated in the notice of the Postal Ballot and E-voting, based on the Postal Ballot Forms received and based on the Report downloaded from the E-voting system provided by the M/s. National Securities Depository Limited.
3. **Postal Ballot:**
 - a) The voting by Postal Ballot commenced on 25th day of September, 2017, 09:00 AM (IST) and ended on 24th day of October, 2017, 05:00 PM (IST).
 - b) Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
 - c) The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
 - d) All postal ballot forms received upto the close of working hours i.e. 5.00 p.m. till 24th day of October, 2017, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
 - e) The ballot box was opened in my presence on 24th day of October, 2017.
 - f) The postal ballot forms were duly opened in my presence and scrutinized and the shareholding details of the Shareholders who cast their votes through Postal Ballots were verified with the Register of Members of the Company / List of Beneficiaries as on 15th day of September, 2017, being the cut-off date.




g) I did not find any defaced or mutilated postal ballot form.

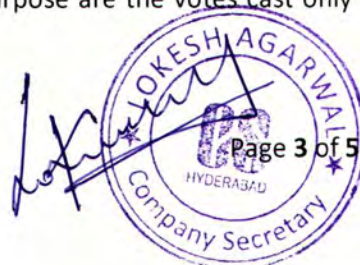
4. E-Voting:

- a) The Company availed the services of M/s. National Securities Depository Limited(NSDL) for providing the E-voting facility to the shareholders of the Company.
- b) The shareholders holding shares either in physical form or dematerialized form as on the cut-off date i.e. 15th day of September, 2017, were entitled to vote electronically on the proposed resolutions as set out in the Notice dated 20th day of September, 2017.
- c) The E-voting platform remained open from 25th day of September, 2017, 09:00 AM (IST) and ended on 24th day of October, 2017, 05:00 PM (IST) and was blocked thereafter.
- d) The votes cast by the shareholders during the aforesaid E-voting period were duly unblocked by me on 24th day of October, 2017, in the presence of two witnesses who were not in the employment of the Company.
- e) The details containing inter alia, list of the Equity Shareholders, who voted "for", "against" the resolution that was put to vote, were generated from the e-voting website of NSDL i.e. www.evoting.nsdl.com.

5. I report the result of the voting by Postal Ballot and through electronic means i.e., E-voting system, in respect of the Resolution set out in the notice of the Postal Ballot and E-voting as under:

Proposed Resolution: Approval of 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.

Nature of Resolution: Ordinary Resolution to be passed by the Public Shareholders of the Company in terms of the SEBI Circular. The total votes considered for the purpose are the votes cast only by the Public Shareholders in terms of the said SEBI Circular.



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HYDERABAD

Company Secretary



(i) **Votes in Favor:**

Particulars	No. of members voted	No. of votes cast	% of total no. of valid votes cast
Postal Ballot	33	55,97,304	93.46%
E-voting	94	3,91,211	6.53%
Total	127	59,88,515	99.99%

(ii) **Votes Against:**

Particulars	No. of members voted	No. of votes cast	% of total no. of valid votes cast
Postal Ballot	0	0	0
E-voting	4	103	0.01%
Total	4	103	0.01%

(iii) **Total Valid Votes:**

Particulars	No. of members voted	No. of votes cast	% of total no. of valid votes cast
TOTAL VOTES (I + II)	131	59,88,618	100%

(iv) **Invalid Votes:**

Particulars	No. of members voted	No. of votes cast	% of total no. of invalid votes cast
Postal Ballot	Nil	Nil	Nil
E-voting	Nil	Nil	Nil

6. Based on the aforesaid result, I state that the percentage of total valid votes cast in favor of the resolution 99.99% and the percentage of total valid votes cast against the resolution is 0.01%. Hence the proposed resolution has been passed with requisite majority i.e., the votes cast by the public

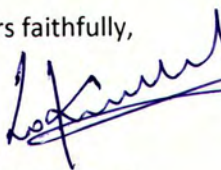


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shareholders in favor of the proposed resolution are more than the number of votes cast by the public shareholders against it.

7. In terms of Rule 20 of the Rules, the register and all other papers and relevant records relating to Postal Ballot and e-Voting have been handed over to Mr. G. Hemanth Reddy, Director of the Company, for safe keeping.

Thanking You,
Yours faithfully,



Lokesh Agarwal
Practising Company Secretary
Scrutinizer for the Company
C.P.No. 18074

Place: Hyderabad

Date: 26.10.2017

SCRUTINIZER'S REPORT - ON E-VOTING

[Pursuant to Sections 108 of the Companies Act, 2013 read with Rules 20 of the Companies
(Management and Administration) Rules, 2014, as amended]

To

The Chairperson,

Balaji Amines Limited,

Balaji Towers, No. 9/1A/1,

Hotgi Road, Aasara Chowk, Solapur,

Maharashtra - 413224, India

Dear Sir,

Sub: Report on Electronic Voting by the Equity Shareholders of the Company for approval of 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.

I, Lokesh Agarwal, Practising Company Secretary, Scrutinizer appointed for the purpose of scrutinizing votes cast in the E-Voting process in terms of Sections 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and in terms of the provisions of SEBI Circular No. CIR/CFD/CMD/16/2015, dated 30th November, 2015, issued by the Securities and Exchange Board of India ("SEBI Circular") in respect of the Resolution contained in the Notice of Postal Ballot and E-Voting dated 20th day of September, 2017.

In terms of SEBI Circular, the Scheme shall be acted upon only if the votes cast by the Public Shareholders of the Company (i.e. shareholders other than those comprised in Promoter and Promoters Group) in favour of the Resolution are more than the number of votes cast by its Public Shareholders against it through E-voting. The Company accordingly sought the consent of the public shareholders for approval of the Scheme by way of voting through E-voting.

I submit my report as under:



1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, read with relevant Rules made thereunder relating to E-voting on the resolution contained in the Notice of Postal Ballot and e-Voting dated 20th day of September, 2017.
2. My responsibility as Scrutinizer for the E-voting process is restricted to conduct the E-voting process in a fair and transparent manner and to make a Scrutinizer's Report on the votes cast "in favour" and "against" the resolution stated in the notice of the Postal Ballot and E-voting, based on the Report downloaded from the E-voting system provided by the M/s. National Securities Depository Limited.
3. **E-Voting:**
 - a) The Company availed the services of M/s. National Securities Depository Limited(NSDL) for providing the E-voting facility to the shareholders of the Company.
 - b) The shareholders holding shares either in physical form or dematerialized form as on the cut-off date i.e. 15th day of September, 2017, were entitled to vote electronically on the proposed resolutions as set out in the Notice dated 20th day of September, 2017.
 - c) The E-voting platform remained open from 25th day of September, 2017, 09:00 AM (IST) to 24th day of October, 2017, 05:00 PM (IST) and was blocked thereafter.
 - d) The votes cast by the shareholders during the aforesaid E-voting period were duly unblocked by me on 24th day of October, 2017, in the presence of two witnesses who were not in the employment of the Company.
 - e) The details containing inter alia, list of the Equity Shareholders, who voted "for", "against" the resolution that was put to vote, were generated from the e-voting website of NSDL i.e. www.evoting.nsdl.com.



The stamp is circular with the text "LOKESH AGARWAL" at the top and "Company Secretary" at the bottom. In the center, there is a stylized "PS" logo and the word "HYDRABAD".

4. I report the result of the voting through electronic means i.e., E-voting system, in respect of the Resolution set out in the notice of the Postal Ballot and E-voting as under:

Proposed Resolution: Approval of 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.

Nature of Resolution: Ordinary Resolution to be passed by the Public Shareholders of the Company in terms of the SEBI Circular. The total votes considered for the purpose are the votes cast only by the Public Shareholders in terms of the said SEBI Circular.

(i) **Votes in Favor:**

Particulars	No. of members voted	No. of votes cast	% of total no. of valid votes cast
E-voting	94	3,91,211	99.97%

(ii) **Votes Against:**

Particulars	No. of members voted	No. of votes cast	% of total no. of valid votes cast
E-voting	04	103	0.03%

(iii) **Invalid Votes:**

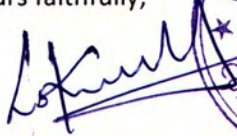
Particulars	No. of members voted	No. of votes cast	% of total no. of invalid votes cast
E-voting	NIL	NIL	NIL

5. Based on the aforesaid result, I state that the percentage of total valid votes cast in favor of the resolution is 99.97% and the percentage of total valid votes cast against the resolution is 0.03%. Hence, the proposed resolution has been passed with requisite majority i.e., the votes cast by the public shareholders in favor of the proposed resolution are more than the number of votes cast by the public shareholders against it.



6. In terms of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the register and all other papers and relevant records relating to e-Voting have been handed over to Mr. G. Hemanth Reddy, Director of the Company, for safe keeping.

Thanking You,
Yours faithfully,



Lokesh Agarwal
Practising Company Secretary
Scrutinizer for the Company
C.P.No. 18074

Place: Hyderabad

Date: 26.10.2017

SCRUTINIZER'S REPORT - ON POSTAL BALLOT

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

To

The Chairperson,
Balaji Amines Limited,
Balaji Towers, No. 9/1A/1,
Hotgi Road, Aasara Chowk, Solapur,
Maharashtra - 413224, India

Dear Sir,

Sub: Report on Voting by Equity Shareholders through Postal Ballot for approval of 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.

I, Lokesh Agarwal, Practising Company Secretary, Scrutinizer appointed for the purpose of scrutinizing votes cast in the Postal Ballot process in terms of Sections 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and in terms of the provisions of SEBI Circular No. CIR/CFD/CMD/16/2015, dated 30th November, 2015, issued by the Securities and Exchange Board of India ("SEBI Circular") in respect of the Resolution contained in the Notice of Postal Ballot and e-Voting dated 20th day of September, 2017.

In terms of SEBI Circular, the Scheme shall be acted upon only if the votes cast by the Public Shareholders of the Company (i.e. shareholders other than those comprised in Promoter and Promoters Group) in favour of the Resolution are more than the number of votes cast by its Public Shareholders against it through Postal Ballot. The Company accordingly sought the consent of the public shareholders for approval of the Scheme by way of voting through postal ballot.

I submit my report as under:





1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, read with Rules made thereunder relating to Postal Ballot on the resolution contained in the Notice of Postal Ballot and e-Voting dated 20th day of September, 2017.
2. My responsibility as Scrutinizer for the Postal Ballot process is restricted to conduct the Postal Ballot process in a fair and transparent manner and to make a Scrutinizer's Report on the votes cast "in favour" and "against" the resolution stated in the notice of the Postal Ballot and E-voting, based on the Postal Ballot Forms received.
3. **Postal Ballot:**
 - a) The voting by Postal Ballot commenced on 25th day of September, 2017, 09:00 AM (IST) and ended on 24th day of October, 2017, 05:00 PM (IST).
 - b) Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
 - c) The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
 - d) All postal ballot forms received upto the close of working hours i.e. 5.00 p.m. till 24th day of October, 2017, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
 - e) The ballot box was opened in my presence on 24th day of October, 2017.
 - f) The postal ballot forms were duly opened in my presence and scrutinized and the shareholding details of the Shareholders who cast their votes through Postal Ballots were verified with the Register of Members of the Company / List of Beneficiaries as on 15th day of September, 2017, being the cut-off date.
 - g) I did not find any defaced or mutilated postal ballot form.



4. I report the result of the voting by Postal Ballot, in respect of the Resolution set out in the notice of the Postal Ballot and E-voting is as under:

Proposed Resolution: Approval of 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.

Nature of Resolution: Ordinary Resolution to be passed by the Public Shareholders of the Company in terms of the SEBI Circular. The total votes considered for the purpose are the votes cast only by the Public Shareholders in terms of the said SEBI Circular.

(i) **Votes in Favor:**

Particulars	No. of members voted	No. of votes cast	% of total no. of valid votes cast
Postal Ballot	33	55,97,304	100%

(ii) **Votes Against:**

Particulars	No. of members voted	No. of votes cast	% of total no. of valid votes cast
Postal Ballot	Nil	Nil	Nil

(iii) **Invalid Votes:**

Particulars	No. of members voted	No. of votes cast	% of total no. of invalid votes cast
Postal Ballot	Nil	Nil	Nil

5. Based on the aforesaid result, I state that the percentage of total valid votes cast in favor of the resolution is 100% and the percentage of total valid votes cast against the resolution is Nil. Hence, the proposed resolution has been passed unanimously by the shareholders through postal ballot.



6. The register and all other papers and relevant records relating to Postal Ballot have been handed over to Mr. G. Hemanth Reddy, Director of the Company, for safe keeping.

Thanking You,
Yours faithfully,



Lokesh Agarwal
Practising Company Secretary
Scrutinizer for the Company
C.P.No. 18074

Place: Hyderabad

Date: 26.10.2017

COMBINED SCRUTINIZER'S REPORT

[Pursuant to Section 108, Section 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended]

To

Mr. G. Hemanth Reddy,

Chairperson appointed by the Hon'ble National Company Law Tribunal, Bench at Mumbai, for the Tribunal Convened Meeting of the Equity Shareholders of M/s. Balaji Amines Limited (Transferee Company), held on 25th day of October, 2017, at 3:30 P.M., at the registered office of the Transferee Company situated at Balaji Towers, No. 9/1A/1, Hotgi Road, Aasara Chowk, Solapur, Maharashtra - 413224, India.

Sub: Combined Report on electronic voting carried out during 22nd day of October, 2017, 09:00 AM (IST) to 24th day of October, 2017, 05:00 PM (IST) and on Physical voting conducted through poll at the Tribunal Convened Meeting (TCM) of Equity Shareholders of M/s. Balaji Amines Limited held on 25th day of October, 2017.

Dear Sir,

With reference to the above subject, I, Lokesh Agarwal, Practising Company Secretary, state that I was appointed as a scrutinizer by the Hon'ble National Company Law Tribunal, Bench at Mumbai vide its order dated 23rd day of October, 2017, for scrutinizing the E-voting process during 22nd day of October, 2017, 09:00 AM (IST) to 24th day of October, 2017, 05:00 PM (IST) and for scrutinizing the poll process at the physical voting conducted through poll on 25th day of October, 2017, at the Tribunal Convened Meeting of the Equity Shareholders of M/s. Balaji Amines Limited at the registered office of the Company situated at Balaji Towers, No. 9/1A/1, Hotgi Road, Aasara Chowk, Solapur, Maharashtra - 413224, India, in a fair and transparent manner, for ascertaining the requisite majority and for giving my report in connection with the item of business as provided in the notice dated 20th day of September, 2017.



I report as under:

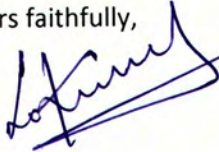
1. The Company availed the services of M/s. National Securities Depository Limited (hereinafter referred to as the "**Service Provider**") to offer the electronic voting facility to its shareholders. The E-voting facility was offered and kept open by the Company to its Shareholders during 22nd day of October, 2017, 09:00 AM (IST) to 24th day of October, 2017, 05:00 PM (IST). The shareholders whose names appeared in the Register of Members / List of Beneficial Owners as on 18th day of October, 2017 (i.e. cut – off date) were allowed to participate and vote electronically on the item of business during the aforesaid period of E-voting. On 25th day of October, 2017, the votes cast through E-voting facility were duly unblocked by me in the capacity of the Scrutinizer in the presence of 2 persons who were present as witnesses.
2. At the Tribunal Convened meeting of the Equity Shareholders of the Company held on Wednesday, the 25th day of October, 2017, at 3:30 p.m. (15:30 Hours), at the registered office of the Company situated at Balaji Towers, No. 9/1A/1, Hotgi Road, Aasara Chowk, Solapur, Maharashtra - 413224, India, a Poll was conducted at the venue, for the shareholders who attended the meeting and did not participate in the E-voting facility provided during 22nd day of October, 2017, 09:00 AM (IST) to 24th day of October, 2017, 05:00 PM (IST) to cast their votes through poll at the Tribunal Convened Meeting.
3. Subsequent to the completion of voting process at the Tribunal Convened Meeting, the votes cast by the shareholders at the Tribunal Convened Meeting were diligently scrutinized by me. The votes cast at the Tribunal Convened Meeting were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and with the authorizations / proxies lodged with the Company.
4. The resolution proposed was passed with requisite majority. I am herewith enclosing the details of votes cast through E-voting during 22nd day of October, 2017, 09:00 AM (IST) to 24th day of October, 2017, 05:00 PM (IST) and the details of the voting at the Tribunal Convened Meeting held on 25th day of October, 2017, on the proposed resolution as **Annexure I**.



5. The poll papers and relevant records relating to electronic voting and Poll at Tribunal Convened Meeting were sealed and handed over to the Chairman for safekeeping.

Thanking You,

Yours faithfully,



Lokesh Agarwal

Practising Company Secretary

Scrutinizer for the Company

C.P.No. 18074



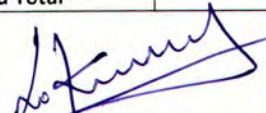
Place: Hyderabad

Date: 26.10.2017

ANNEXURE I

To approve 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 of the Company

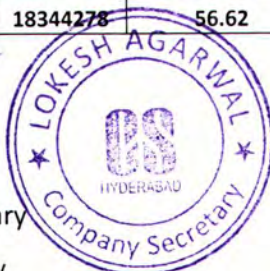
Resolution required: (Ordinary/ Special)			Extra - Ordinary Special Resolution (majority in number and special in value)					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes the promoters are interested in the Resolution. None of the Directors, Key Managerial Personnel, and their relatives is in any way concerned or interested in the proposed Scheme of Amalgamation except to the extent of shares held by them in the Company.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter & Promoter Group	E-Voting	17673916	0	0	0	0	0	0
	Poll		17673916	100	17673916	0	100	0
	Total	17673916	17673916	100	17673916	0	100	0
Public Institutions	E-Voting	1513840	466998	30.85	466998	0	100	0
	Poll		0	0.00	0	0	0	0
	Total	1513840	466998	30.85	466998	0	100	0
Public Non Institutions	E-Voting	13213244	0	0.000	0	0	0	0
	Poll		203364	1.54	203364	0	100	0
	Total	13213244	203364	1.54	203364	0	100	0
Total E-voting		32401000	466998	1.44	466998	0	100	0
Total Poll			17877280	55.18	17877280	0	100	0
Grand Total			18344278	56.62	18344278	0	100	0


Lokesh Agarwal

Practising Company Secretary

Scrutinizer for the Company

C.P.No. 18074



Place: Hyderabad

Date: 26.10.2017

SCRUTINIZER'S REPORT – E-VOTING

[Pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014, as amended]

To

Mr. G. Hemanth Reddy,

Chairperson appointed by the Hon'ble National Company Law Tribunal, Bench at Mumbai, for the Tribunal Convened Meeting of the Equity Shareholders of M/s. Balaji Amines Limited (Transferee Company), held on 25th day of October, 2017, at 3:30 P.M., at the registered office of the Transferee Company situated at Balaji Towers, No. 9/1A/1, Hotgi Road, Aasara Chowk, Solapur, Maharashtra - 413224, India.

Dear Sir,

Sub: Report on E-voting conducted during 22nd day of October, 2017, 09:00 AM (IST) to 24th day of October, 2017, 05:00 PM (IST) by M/s. Balaji Amines Limited.

1. I, Lokesh Agarwal, Practicing Company Secretary, have been appointed as the Scrutinizer by the Hon'ble National Company Law Tribunal, Bench at Mumbai vide its order dated 23rd day of August, 2017, for the purpose of scrutinizing the e-voting process and ascertain the requisite majority on e-voting in respect of the below mentioned resolution considered at the Tribunal Convened Meeting of the Equity Shareholders of the Company held on Wednesday, the 25th day of October, 2017.
2. The Notice dated 20th day of September, 2017, convening the Tribunal Convened Meeting of the Equity Shareholders of the Company along with the statement required as per Section 102 read with sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and details & information as required under Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, was sent to the shareholders whose email addresses were registered with the Depositories/RTA as on 15th day of September, 2017.
3. The Company availed the services of M/s. National Securities Depository Limited, for providing the E-voting facility to the shareholders of the Company.

4. The shareholders holding shares either in physical form or dematerialized form as on the cut-off date i.e. 15th day of September, 2017, were entitled to vote electronically on the proposed resolutions as set out in the Notice convening the Tribunal Convened Meeting of the Equity Shareholders of the Company.
5. The e-Voting platform remained open during 22nd day of October, 2017, 09:00 AM (IST) to 24th day of October, 2017, 05:00 PM (IST) and was blocked thereafter.
6. The votes cast by the shareholders during the aforesaid E-voting period were duly unblocked by me on Wednesday, 25th day of October, 2017, in the presence of two witnesses who were not in the employment of the Company.
7. The details containing inter alia, list of the Equity Shareholders, who voted "for", "against" the resolution that was put to vote, were generated from the E-voting website of M/s. National Securities Depository Limited i.e. www.evoting.nsdl.com and based on such data, the result of E-voting is as under:

ITEM: Extra – Ordinary Special Resolution (majority in number and special in value)

To consider and approve the proposed 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 of the Company:

Particulars	No. of members voted	No. of votes cast	% of total no. of valid votes cast
Voted in favor of the resolution	03	4,66,998	100.00%
Voted against the resolution	Nil	Nil	Nil



Invalid votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
15	3,18,231

The votes cast by the aforesaid shareholders during the E-voting period (i.e. during 22nd day of October, 2017, 09:00 AM to 24th day of October, 2017, 05:00 PM) has been declared as invalid (though 99.98% votes were in favour of the resolution), since all the aforementioned 15 members have already cast their respective votes during the E-voting facility provided by the Company for the Postal Ballot process during 25th day of September, 2017, 09:00 AM (IST) to 24th day of October, 2017, 05:00 PM (IST).

Thanking You,
Yours faithfully,

Lokesh Agarwal

Practising Company Secretary

Scrutinizer for the Company

C.P.No. 18074



Place: Hyderabad

Date: 26.10.2017

FORM NO. MGT-13

SCRUTINIZER REPORT ON POLL

*[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014, as amended]*

To

Mr. G. Hemanth Reddy,

Chairperson appointed by the Hon'ble National Company Law Tribunal, Bench at Mumbai, for the Tribunal Convened Meeting of the Equity Shareholders of M/s. Balaji Amines Limited (Transferee Company), held on 25th day of October, 2017, at 3:30 P.M., at the registered office of the Transferee Company situated at Balaji Towers, No. 9/1A/1, Hotgi Road, Aasara Chowk, Solapur, Maharashtra - 413224, India.

Dear Sir,

Sub: Report on voting by poll conducted at the Tribunal Convened Meeting of Equity Shareholders of M/s. Balaji Amines Limited on 25th day of October, 2017.

I, Lokesh Agarwal, Practising Company Secretary, have been appointed as the Scrutinizer by the Hon'ble National Company Law Tribunal, Bench at Mumbai vide its order dated 23rd day of August, 2017, for the purpose of scrutinizing the poll taken on the resolution mentioned in the Notice of the Tribunal convened Meeting dated, 20th day of September, 2017, at the Tribunal Convened Meeting of the Equity Shareholders of M/s. Balaji Amines Limited (Transferee Company), held on Wednesday the 25th day of October, 2017, at 03.30 P.M.(15:30 Hours), at the registered office of the Transferee Company situated at Balaji Towers, No. 9/1A/1, Hotgi Road, Aasara Chowk, Solapur, Maharashtra - 413224, India, submit my report as under:

1. After the time fixed for closing of the poll by you, the ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company /

Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3. The result of the Poll is as under:

To consider and approve the proposed 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 of the Company:

(i) Voted in favour of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
51	1,78,77,280	100.00%

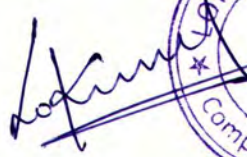
(ii) Voted against the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
25	53,49,741

4. The votes cast by the aforesaid shareholders at the Tribunal Convened Meeting held on Wednesday the 25th day of October, 2017, at 03.30 P.M.(15:30 Hours), at the registered office of the Transferee Company situated at Balaji Towers, No. 9/1A/1, Hotgi Road, Aasara Chowk, Solapur, Maharashtra - 413224, India, has been declared as invalid (though all votes were in favour of the resolution), since all the aforementioned 25 members have already cast their respective votes during the Postal Ballot

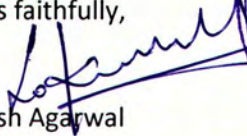


facility provided by the Company during 25th day of September, 2017, 09:00 AM (IST) to 24th day of October, 2017, 05:00 PM (IST).

5. The poll papers and all other relevant records were sealed and handed over to the Chairman for safe keeping.

Thanking You,

Yours faithfully,


Lokesh Agarwal

Practising Company Secretary

Scrutinizer for the Company

C.P.No. 18074



Place: Hyderabad

Date: 26.10.2017