

ANNEXURE - 51

110



CIN : L24132MH1988PLCO49387

Balaji

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WEBSITE : www.balajiamines.com

AMINES LTD.

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

CERTIFIED TRUE COPY OF THE MINUTES OF 163RD MEETING OF BOARD OF DIRECTORS OF BALAJI AMINES LIMITED HELD ON MONDAY, THE 6TH DAY OF FEBRUARY, 2017 COMMENCED AT 4.00 P.M. AND CONCLUDED AT 6.00 PM AT THE ADMINISTRATIVE OFFICE OF THE COMPANY AT 3RD FLOOR, KPR HOUSE, S.P. ROAD, SECUNDERABAD – 500003

SUB : 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

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications, amendments, re-enactments thereof for the time being in force, applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 [SEBI (LODR) Regulations], the provisions of SEBI Circular No. CIR/CFD/CMD/16/2015, dated 30th November, 2015, relevant rules of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016, the provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals, sanctions, consents, observations, no objections, confirmations, permissions from the shareholders and creditors of the Company, Stock Exchanges where the shares of the Company are listed and traded, the Hon’ble National Company Law Tribunal (NCLT) Bench, at Mumbai or such other competent authority as may be applicable, and the confirmation, permission, sanction and approval of the other statutory/regulatory authorities, if any, in this regard and subject to such other conditions or guidelines, if any, as may be prescribed or stipulated by any such authorities, from time to time, while granting such approvals, sanctions, consents, observations, no objections, confirmations, permissions and which may be agreed by the Board of Directors of the Company, the draft “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”), providing for amalgamation of Bhagyanagar Chemicals Limited (First Transferor Company) and Balaji Greentech Products Limited



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



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(Second Transferor Company) with the Company on a going concern basis with effect from 01.04.2016 (First Day of April, Two Thousand and Sixteen) being the appointed date, as recommended by the Audit Committee and Merger Committee and as placed before the Board and initialed by the chairman for the purpose of identification, be and is hereby approved.”

“**FURTHER RESOLVED THAT** the Report issued by the Audit Committee of the Company recommending the draft Scheme, inter alia, considering the Valuation Report issued by the independent Chartered Accountants, M/s. NSVR & Associates., Chartered Accountants, Hyderabad, and the Fairness Opinion Certificate on the valuation carried out by M/s. NSVR & Associates., Chartered Accountants, issued by Mark Corporate Advisors Private Limited, Merchant Banker, Mumbai, as placed before the Board, be and is hereby taken on record, accepted and approved.”

“**FURTHER RESOLVED THAT** the Valuation Report dated 27th day of January, 2017, prepared and issued by the independent valuers, M/s. NSVR & Associates., Chartered Accountants, for the purpose of the proposed amalgamation, as placed before the Board, be and is hereby taken on record, accepted and approved.”

“**FURTHER RESOLVED THAT** the Fairness Opinion Certificate dated 06th day of February, 2017, issued by the independent Merchant Banker, Mark Corporate Advisors Private Limited, certifying that the valuation carried out by NSVR & Associates., Chartered Accountants, is fair and reasonable for the proposed amalgamation, as placed before the Board, be and is hereby taken on record, accepted and approved.”

“**FURTHER RESOLVED THAT** the National Stock Exchange of India Limited, one of the stock exchanges having nationwide trading facility, where the equity shares of the Company are listed and traded, be and is hereby designated as the “Designated Stock Exchange” for the purpose of coordinating with SEBI and for the purpose of filing the Scheme of Amalgamation and other relevant documents in terms of Regulation 37(1)&(2) of the



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SEBI (LODR) Regulations, 2015, read with the SEBI Circular No.CIR/CFD/CMD/16/2015, dated 30th November, 2015, and for obtaining the Observation Letter from the Designated Stock Exchange.”

“**FURTHER RESOLVED THAT** the **Net worth Certificate** pre and post Scheme of Amalgamation, issued by the NSVR & Associates, Chartered Accountants, be and is hereby taken on record and approved”.

“**FURTHER RESOLVED THAT** the **Certificate** issued by the Statutory Auditors of the Company in terms of the provisions of SEBI Circular No.CIR/CFD/CMD/16/2015, dated 30th November, 2015, confirming the proposed accounting treatment as contemplated under clause 12 of Scheme of Amalgamation between the Bhagyanagar Chemicals Limited (First Transferor Company) and the Balaji Greentech Products Limited (Second Transferor Company) and the Balaji Amines Limited (Transferee Company) and their respective Shareholders and Creditors with reference to its compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and the Circulars issued there under and all the applicable Accounting Standards notified under the Companies Act, 2013 and other Generally Accepted Accounting Principles, be and is hereby taken on record and approved”.

“**FURTHER RESOLVED THAT** the Merger Committee of the Board, Mr. Pratap Reddy Ande, Chairman and Managing Director (holding DIN: 00003967) , Mr. Gaddam Hemanth Reddy, Whole Time Director and CFO (holding DIN: 00003868), Directors of the Company and Mrs. Arati V Bandi, Company Secretary of the Company, be and are hereby, severally authorized, empowered and directed on behalf of the Board of Directors of the Company to take all necessary steps to give effect to the Scheme and to do all such acts, deeds, matters and things including but not limited to:

- file the Scheme along with all the necessary and relevant documents with the Stock Exchanges and coordinate with the Designated Stock Exchange (including complying with the conditions / guidelines / directions, if any, that may be issued by the Designated Stock Exchange and / or SEBI) for obtaining the Observation Letter from the Designated Stock Exchange.



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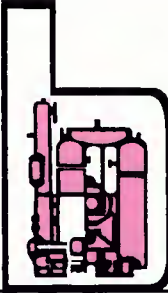
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- b) appoint advocate(s) in order to represent the Company before the Hon'ble National Company Law Tribunal, Bench at Mumbai and/or such other authorities and to file the necessary applications, petitions, affidavits, pleadings for and on behalf of the Company and to apply and obtain certified copies of the orders, decrees, directions etc. that may be passed by the Hon'ble National Company Law Tribunal, Bench at Mumbai and/or such other authorities and all such other documents as may be required for and on behalf of the Company.
- c) verify, deal, sign, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, record and perfect all deeds, declarations, instruments, affidavits, applications, petitions, vakalats, objections, consents, notices and writings whatsoever as may be usual, necessary, proper or expedite in all manners of documents, petitions, affidavits and applications in relation to the implementation of the Scheme.
- d) make such alterations, modifications or amendments in all the applications, petitions and other documents as may be required or necessary for complying with the requirements or conditions as may be imposed by the Hon'ble NCLT/ Tribunal, SEBI, Stock Exchanges and/or any other appropriate authorities and to prepare and execute applications, petitions and file the same with the Hon'ble NCLT/ Tribunal and/or any other appropriate authorities and to do all such matters connected therewith, as may be directed by the Hon'ble NCLT / Tribunal and/or other appropriate authorities, if any, and to appoint and retain services of such professionals as may be necessary in connection therewith including and to do all such acts, deeds, matters and things as may be required to bring the Scheme into effect.
- e) do all such acts, matters, deeds and things as may be necessary or desirable including any directions for settling any questions or doubts or difficulty whatsoever that may arise, for the purpose of giving effect to the Scheme.



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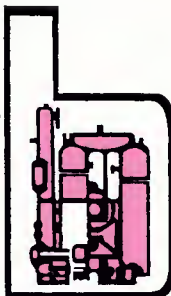
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- f) accept service of notices or other processes, which may from time to time be issued in connection with the matter aforesaid.
- g) produce all documents, matters or other evidence in connection with the matters aforesaid on all and any of other proceedings incidental thereto or arising thereat.
- h) make, prepare any applications, petitions, appeals, notices, before NCLT / Tribunal or any other authorities.
- i) file, submit with the Registrar of Companies, Regional Director, other statutory/regulatory authorities in India, any forms, documents, affidavits through electronic media or any other computer readable media or manually and to follow up the same.
- j) do all such acts, deeds and things, as may be necessary and incidental thereto, to appoint from time to time such person(s) or any such substitute(s) or sub-delegation of powers conferred vide this resolution to any persons, as may be necessary, and to appoint another or other persons in his/her or their place, for the better and more effectual doing, effecting and performing all or any such matters and things as aforesaid to all intents and purpose to give effect to the foregoing resolutions."

"**FURTHER RESOLVED THAT** a copy of the foregoing resolutions certified to be the true copy by any of the above mentioned authorised persons be submitted / furnished to the concerned authorities as may be required."

//CERTIFIED TRUE COPY//

FOR BALAJI AMINES LIMITED


 G. Hemanth Reddy



Whole Time Director and CFO

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BHAGYANAGAR CHEMICALS LIMITED

Regd. Off. Balaji Towers No. 9/1A/1, Hotgi Road, Aasara Chowk, Solapur - 413 224 (India)

Phone: 040 27898206, 27892071 Fax: 040 27816171 Email: hyd2_amines@sancharnet.in

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF BHAGYANAGAR CHEMICALS LIMITED AT ITS MEETING HELD ON MONDAY, THE 06TH DAY OF FEBRUARY, 2017, AT 10.30 A.M. AT THE ADMINISTRATIVE OFFICE OF THE COMPANY SITUATED AT 3RD FLOOR, KPR HOUSE, S.P. ROAD, SECUNDERABAD-500 003, TELANGANA, INDIA.

ITEM: 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

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications, amendments, re-enactments thereof for the time being in force, relevant rules of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and the provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals, sanctions, consents, observations, no objections, confirmations, permissions from the shareholders and creditors of the Company, the Hon'ble National Company Law Tribunal (NCLT) Bench, at Mumbai or such other competent authority as may be applicable, and the confirmation, permission, sanction and approval of the other statutory/regulatory authorities, if any, in this regard and subject to such other conditions or guidelines, if any, as may be prescribed or stipulated by any such authorities, from time to time, while granting such approvals, sanctions, consents, observations, no objections, confirmations, permissions and which may be agreed by the Board of Directors of the Company, the draft "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"), providing for amalgamation of the Company and Balaji Greentech Products Limited (Second Transferor Company) with the Balaji Amines Limited (Transferee Company) on a going concern basis with effect from 01.04.2016 (First Day of April, Two Thousand and Sixteen) being the appointed date, as placed before the Board and initialed by the chairman for the purpose of identification, be and is hereby approved."



BHAGYANAGAR CHEMICALS LIMITED

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"FURTHER RESOLVED THAT the Valuation Report dated 27th day of January, 2017, prepared and issued by the independent valuers, M/s. NSVR & Associates., Chartered Accountants, for the purpose of the proposed amalgamation, as placed before the Board, be and is hereby taken on record, accepted and approved."

"FURTHER RESOLVED THAT the Fairness Opinion Certificate dated 06th day of February, 2017, issued by the independent Merchant Banker, Mark Corporate Advisors Private Limited, certifying that the valuation carried out by NSVR & Associates., Chartered Accountants, is fair and reasonable for the proposed amalgamation, as placed before the Board, be and is hereby taken on record, accepted and approved."

"FURTHER RESOLVED THAT Mr. Gaddam Hemanth Reddy, Director (holding DIN: 00003868) and Mr. Pratap Reddy Ande, Director (holding DIN: 00003967) of the Company be and are hereby, severally authorized, empowered and directed on behalf of the Board of Directors of the Company to take all necessary steps to give effect to the Scheme and to do all such acts, deeds, matters and things including but not limited to:

- a) appoint advocate(s) in order to represent the Company before the Hon'ble National Company Law Tribunal, Bench at Mumbai and/or such other authorities and to file the necessary applications, petitions, affidavits, pleadings for and on behalf of the Company and to apply and obtain certified copies of the orders, decrees, directions etc. that may be passed by the Hon'ble National Company Law Tribunal, Bench at Mumbai and/or such other authorities and all such other documents as may be required for and on behalf of the Company.
- b) verify, deal, sign, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, record and perfect all deeds, declarations, instruments, affidavits, applications, petitions, vakalats, objections, consents, notices and writings whatsoever as may be usual, necessary, proper or expedite in all manners of documents, petitions, affidavits and applications in relation to the implementation of the Scheme.



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- c) make such alterations, modifications or amendments in all the applications, petitions and other documents as may be required or necessary for complying with the requirements or conditions as may be imposed by the Hon'ble NCLT/ Tribunal, and/or any other appropriate authorities and to prepare and execute applications, petitions and file the same with the Hon'ble NCLT/ Tribunal and/or any other appropriate authorities and to do all such matters connected therewith, as may be directed by the Hon'ble NCLT / Tribunal and/or other appropriate authorities, if any, and to appoint and retain services of such professionals as may be necessary in connection therewith including and to do all such acts, deeds, matters and things as may be required to bring the Scheme into effect.
- d) do all such acts, matters, deeds and things as may be necessary or desirable including any directions for settling any questions or doubts or difficulty whatsoever that may arise, for the purpose of giving effect to the Scheme.
- e) accept service of notices or other processes, which may from time to time be issued in connection with the matter aforesaid.
- f) produce all documents, matters or other evidence in connection with the matters aforesaid on all and any of other proceedings incidental thereto or arising thereat.
- g) make, prepare any applications, petitions, appeals, notices, before NCLT / Tribunal or any authorities.
- h) file, submit with the Registrar of Companies, Regional Director, other statutory/regulatory authorities in India, any forms, documents, affidavits through electronic media or any other computer readable media or manually and to follow up the same.



BHAGYANAGAR CHEMICALS LIMITED

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- i) do all such acts, deeds and things, as may be necessary and incidental thereto, to appoint from time to time such person(s) or any such substitute(s) or sub-delegation of powers conferred vide this resolution to any persons, as may be necessary, and to appoint another or other person in his/her or their place, for the better and more effectual doing, effecting and performing all or any such matters and things as aforesaid to all intents and purpose to give effect to the foregoing resolutions."

"FURTHER RESOLVED THAT a copy of the foregoing resolutions certified to be the true copy by any of the above mentioned authorised persons be submitted / furnished to the concerned authorities as may be required."

//CERTIFIED TRUE COPY//

FOR BHAGYANAGAR CHEMICALS LIMITED


Gaddam Hemanth Reddy
Director
DIN: 00003868



BALAJI GREENTECH PRODUCTS LIMITED

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CERTIFIED TRUE COPY OF THE MINUTES OF 58TH MEETING OF BOARD OF DIRECTORS OF BALAJI GREENTECH PRODUCTS LIMITED HELD ON MONDAY, THE 06TH DAY OF FEBRUARY, 2017, AT 10.00 A.M. AT THE ADMINISTRATIVE OFFICE OF THE COMPANY SITUATED AT 3RD FLOOR, KPR HOUSE, S.P. ROAD, SECUNDERABAD-500 003, TELANGANA, INDIA.

ITEM: 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

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications, amendments, re-enactments thereof for the time being in force, relevant rules of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and the provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals, sanctions, consents, observations, no objections, confirmations, permissions from the shareholders and creditors of the Company, the Hon’ble National Company Law Tribunal (NCLT) Bench, at Mumbai or such other competent authority as may be applicable, and the confirmation, permission, sanction and approval of the other statutory/regulatory authorities, if any, in this regard and subject to such other conditions or guidelines, if any, as may be prescribed or stipulated by any such authorities, from time to time, while granting such approvals, sanctions, consents, observations, no objections, confirmations, permissions and which may be agreed by the Board of Directors of the Company, the draft “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”), providing for amalgamation of the Company (Second Transferor Company) and Bhagyanagar Chemicals Limited (First Transferor Company)



BALAJI GREENTECH PRODUCTS LIMITED

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with Balaji Amines Limited (Transferee Company) on a going concern basis with effect from 01.04.2016 (First Day of April, Two Thousand and Sixteen) being the appointed date, as recommended by the Audit Committee and placed before the Board and initialed by the chairman for the purpose of identification, be and is hereby approved.”

“**FURTHER RESOLVED THAT** the Valuation Report dated 27th day of January, 2017, prepared and issued by the independent valuers, M/s. NSVR & Associates., Chartered Accountants, for the purpose of the proposed amalgamation, as placed before the Board, be and is hereby taken on record, accepted and approved.”

“**FURTHER RESOLVED THAT** the Fairness Opinion Certificate dated 06th day of February, 2017, issued by the independent Merchant Banker, Mark Corporate Advisors Private Limited, certifying that the valuation carried out by NSVR & Associates., Chartered Accountants, is fair and reasonable for the proposed amalgamation, as placed before the Board, be and is hereby taken on record, accepted and approved.”

“**FURTHER RESOLVED THAT** Mr. Gaddam Hemanth Reddy, Managing Director (holding DIN: 00003868) and Mr. Pratap Reddy Ande, Director (holding DIN: 00003967) of the Company be and are hereby, severally authorized, empowered and directed on behalf of the Board of Directors of the Company to take all necessary steps to give effect to the Scheme and to do all such acts, deeds, matters and things including but not limited to:

- a) appoint advocate(s) in order to represent the Company before the Hon'ble National Company Law Tribunal, Bench at Mumbai and/or such other authorities and to file the necessary applications, petitions, affidavits, pleadings for and on behalf of the Company and to apply and obtain certified copies of the orders, decrees, directions etc. that may be passed by the Hon'ble National Company Law Tribunal, Bench at Mumbai and/or such other authorities and all such other documents as may be required for and on behalf of the Company.



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- b) verify, deal, sign, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, record and perfect all deeds, declarations, instruments, affidavits, applications, petitions, vakalats, objections, consents, notices and writings whatsoever as may be usual, necessary, proper or expedite in all manners of documents, petitions, affidavits and applications in relation to the implementation of the Scheme.
- c) make such alterations, modifications or amendments in all the applications, petitions and other documents as may be required or necessary for complying with the requirements or conditions as may be imposed by the Hon'ble NCLT/ Tribunal , and/or any other appropriate authorities and to prepare and execute applications, petitions and file the same with the Hon'ble NCLT/ Tribunal and/or any other appropriate authorities and to do all such matters connected therewith, as may be directed by the Hon'ble NCLT / Tribunal and/or other appropriate authorities, if any, and to appoint and retain services of such professionals as may be necessary in connection therewith including and to do all such acts, deeds, matters and things as may be required to bring the Scheme into effect.
- d) do all such acts, matters, deeds and things as may be necessary or desirable including any directions for settling any questions or doubts or difficulty whatsoever that may arise, for the purpose of giving effect to the Scheme.
- e) accept service of notices or other processes, which may from time to time be issued in connection with the matter aforesaid.
- f) produce all documents, matters or other evidence in connection with the matters aforesaid on all and any of other proceedings incidental thereto or arising thereat.
- g) make, prepare any applications, petitions, appeals, notices, before NCLT / Tribunal or any authorities.



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- h) file, submit with the Registrar of Companies, Regional Director, other statutory/regulatory authorities in India, any forms, documents, affidavits through electronic media or any other computer readable media or manually to follow up the same.
- i) do all such acts, deeds and things, as may be necessary and incidental thereto, to appoint from time to time such person(s) or any such substitute(s) or sub-delegation of powers conferred vide this resolution to any persons, as may be necessary, and to appoint another or other person in his/her or their place, for the better and more effectual doing, effecting and performing all or any such matters and things as aforesaid to all intents and purpose to give effect to the foregoing resolutions."

"FURTHER RESOLVED THAT a copy of the foregoing resolutions certified to be the true copy by any of the above mentioned authorised persons be submitted / furnished to the concerned authorities as may be required."

**//CERTIFIED TRUE COPY//
FOR BALAJI GREENTECH PRODUCTS LIMITED**


Gaddam Hemanth Reddy
Managing Director
DIN: 00003868

