

TEL : 0091- 217 - 2310824
: 0091- 217 - 2451500
FAX : 0091- 217 - 2451521
E-MAIL : info@balajiamines.com
WEBSITE : http://www.balajiamines.com

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CIN : L24132MH1988PLC049387

AMINES LIMITED

... A Speciality Chemical Company

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



Balaji Amines Limited

CIN No: L24132MH1988PLC049387

Regd. Office: Balaji Towers, No. 9/1A/1, Aasara Chowk, Hotgi Road,
Solapur – 413224, Maharashtra.

Website: www.balajiamines.com Email Id: cs@balajiamines.com Tel: 0217-2451543

POSTAL BALLOT NOTICE

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

VOTING STARTS ON	VOTING ENDS ON
22 nd day, February, 2025 at 9:00 A.M. (IST)	23 rd day, March, 2025 at 5:00 P.M. (IST)

To
The Members of Balaji Amines Limited,

NOTICE is hereby given that pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013 (the 'Act') read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014 (the 'Rules'), Secretarial Standard on General Meetings issued by Institute of Companies Secretaries of India (the 'SS-2'), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and General Circular dated September 19, 2024 issued by the Ministry of Corporate Affairs (the 'MCA') read along with other connected circulars issued from time to time in this regard (the 'MCA Circulars') and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), the item of special business as set out in this notice is proposed for consideration by the Members of Balaji Amines Limited (the 'Company') for passing by means of Postal Ballot by remote e-voting facility to enable the Members to cast their votes electronically.

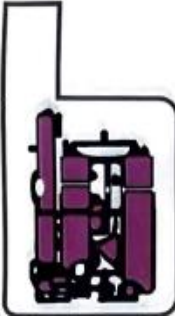
Pursuant to Section 102(1) read with Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/rationale thereof ('Statement') is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms an integral part of this Notice.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote E-voting. The communication of the assent or dissent of the Members would only take place through the E-voting system. Members are requested to follow the procedure as stated in the Notes

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relating to instructions for casting of votes by E-voting.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-Voting facility to its Members. The instructions for remote e-Voting are appended to this Notice. The Notice is also available on the website of the Company at: <https://www.balajiamines.com/investor-relations.php>.

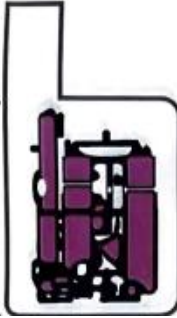
The instructions for remote e-voting are appended to this Postal Ballot Notice. You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting facility provided by the Company not later than 5.00 p.m. (IST) on 23rd day, March, 2025, failing which it will be considered that no reply has been received from the Members.

SPECIAL BUSINESS:

1. Approval for providing Loan to Balaji Speciality Chemicals Limited, Subsidiary Company of the Company

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

RESOLVED THAT pursuant to the provisions of Section 185 and all other applicable provisions of the Companies, Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 ("the Rules"), applicable regulations of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, if any, and other applicable regulations, rules and circulars / guidelines in force, from time to time (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and the enabling provisions of Memorandum of Association and Articles of Association of the Company, the approval of members of the Company be and is hereby accorded for making of loan(s) including any loan represented by way of Book Debt (the "Loan") to, and/ or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken from any person other than banks or financial institutions by Balaji Speciality Chemical Limited ("BSCL"), the subsidiary, being an entity covered under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to clause (b) of sub-section 2 of Section 185 of the Act, from time to time, up to an aggregate amount not exceeding Rs. 200 Crore (Rupees Two Hundred Crore Only) in one or more tranches, provided that such loans/guarantee/security given by the Company shall be utilized by BSCL for its principal business activities such as Ongoing Expansion projects at a rate of interest as per the provisions of Section 186 of the Companies Act, 2013 read with applicable rules.



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RESOLVED FURTHER THAT the powers be and is hereby delegated to the Board of the company and the Board is hereby authorized to negotiate, finalize, agree the terms and conditions of the aforesaid loan / guarantee / security and to do all such acts, deeds and things as may be necessary and incidental including signing and for execution of any deeds / documents / undertakings / agreements / papers / writings for giving effect to this resolution.

RESOLVED FURTHER THAT Mr. D. Ram Reddy (DIN: 00003864), Managing Director and/or Mr. N. Rajeshwar Reddy (DIN: 00003854), Whole-time Director of the Company, be and is/are hereby severally authorized for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental to give effect to this resolution."

2. Approval of Material Related Party Transactions with Balaji Speciality Chemicals Limited, Material Subsidiary Company of the Company

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 ("Act") read with applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI LODR") and the Company's Policy on Related Party Transactions and all other laws and regulations, as may be applicable, as amended, supplemented or re-enacted from time to time and pursuant to the consent of the Audit Committee and the consent of the Board of Directors, the approval of the members of the Company be and is hereby accorded to the Company for granting loan to Balaji Speciality Chemicals Limited ("BSCL"), a Material Subsidiary and Related Party of the Company within the meaning of Regulation 2(1)(zb) of the SEBI LODR, in one or more tranches, for an aggregate amount not exceeding Rs. 200,00,00,000/- (Rupees Two Hundred Crores only), on arm's length basis, and on such terms and conditions as may be agreed upon between the Company and BSCL and as set out in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT the Board be and is hereby severally authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

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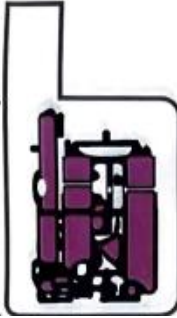
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By Order of the Board
For **Balaji Amines Limited**
Sd/-
Abhijeet Kothadiya
Company Secretary & Compliance Officer
ICSI Membership No. A68288

Date: 12th February, 2025
Place: Solapur



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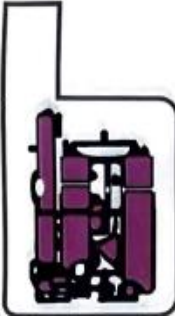
NOTES:

1. The Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms an integral part of this Notice.
2. In terms of the MCA Circulars, the Company is sending this Notice only in electronic form to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from Depositories i.e. Central Depository Services (India) Limited ("CDSL") and National Securities Depository Limited ("NSDL") /Venture Capital and Corporate Investments Private Limited, the Company's Registrars and Transfer Agent ('RTA'), as on Friday, 14th February, 2025 ('Cut-Off Date') and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants and who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up ordinary equity share capital of the Company as on the Cut-Off Date.
3. Pursuant to the provisions of section 110 of the Act read with the Rules and the MCA Circulars, your Company has an option for the abovementioned resolutions, to seek the approval of the Members through Postal Ballot (via remote e-voting only), instead of getting the same passed at a General Meeting. Accordingly, if the resolutions are approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard. The last date for receipt of votes vide e-voting i.e., 23rd March, 2025, shall be deemed to be the date of passing of the resolutions in accordance with SS-2 on General Meetings.
4. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only. All Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories/Depository Participants) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
5. In terms of Section 108, Section 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Rules, MCA Circulars and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company is pleased to offer remote e-voting facility to all the Members of the Company. The Company has appointed NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically.

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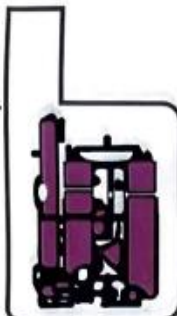
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6. As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. The Company is sending this Postal Ballot Notice in electronic form only. The hard copy of the Postal Ballot Notice along with Postal Ballot forms and prepaid business envelope will not be sent to the Members for this Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting systems only.
7. Members who have not registered their e-mail address so far are requested to register their e-mail address with Depository Participant/ Registrar and Transfer Agents for receiving all the communications including Annual Reports, Notices, etc. in electronic mode. Shareholders holding shares in physical form are requested to furnish their e-mail addresses and mobile numbers to the Company's RTA viz. Venture Capital and Corporate Investments Private Limited at investor.relations@vccipl.com.
8. The remote e-voting period commences on 22nd February, 2025 at 9.00 a.m. (IST) and ends on 23rd March, 2025 at 5.00 p.m. (IST). Remote e-voting shall not be allowed beyond the said date and time. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being Friday, 14th February, 2025, may cast their votes by electronic means in the manner and process set out herein below. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
9. Members cannot exercise votes by proxy on the Postal Ballot.
10. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on 12th February, 2025, has appointed Mr. Mohit Gurjar (ICSI Membership No. ACS 18644), Partner of M/s. P S Rao & Associates, Practicing Company Secretary as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner. The Scrutinizer have consented to act as Scrutinizer for this postal ballot.
11. The Scrutinizer will submit the consolidated report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the postal ballot through remote e-Voting within two working days from the conclusion of the postal ballot through remote e-Voting. The Scrutinizer's decision on the validity of votes cast will be final.
12. The result of the postal ballot declared along with the Scrutinizer's Report ('Result') shall be placed on the Company's website www.balajiamines.com and on the website of NSDL at www.evoting.nsdl.com immediately after the Result is declared by the Chairman or any other person so authorized by him, and the same shall be communicated to the Stock Exchanges, i.e., BSE Limited ('BSE') and the National Stock Exchange of India Limited ('NSE'), where the ordinary equity shares of the Company are listed.
13. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-Voting i.e., 23rd March, 2025.

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14. Members may download the Notice from the website of the Company at <https://www.balajiamines.com/investor-relations.php> or the website of NSDL at www.evoting.nsdl.com. A copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.
15. Members desirous of inspecting the documents referred to in the Notice (read with the Statement) may send their requests to cs@balajiamines.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID during the e-voting period.
16. Instructions for members for remote e-voting:

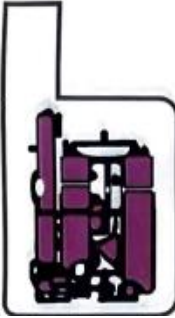
Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on 'e-Voting facility provided by Listed Companies', individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-Voting facility

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>A. NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open a web browser by typing the following URL: https://eservices.nsdl.com/ either on a personal computer or on a mobile. 2. Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. 3. A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services under the Value Added Services section. 4. Click on 'Access to e-Voting' appearing on the left-hand side under e-Voting services and you will be able to see the e-Voting page. 5. Click on options available against Company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.



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If you are not registered, follow the below steps:

- Option to register is available at <https://eservices.nsd.com>
- Select 'Register Online for IDeAS' Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- After getting yourself registered, please follow steps given in 1 to 5.

B. e-Voting website of NSDL

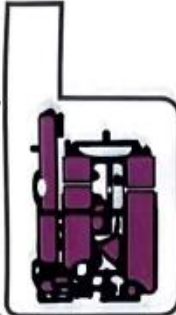
- Open a web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a personal computer or on a mobile phone.
- Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.
- A new screen will open. You will need to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- After successful authentication, you will be redirected to the NSDL website wherein you can see the e-Voting page. Click on options available against Company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

C. NSDL Mobile App

Shareholders/Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on





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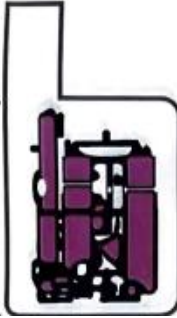
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WEBSITE : http://www.balajiamines.com

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest, they can login through their User id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the Company. On clicking the e-Voting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting pages by providing Demat Account Number and PAN from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the Demat Account. After successful authentication, users will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see the e-Voting option. Once you click on the e-Voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



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 Hotgi Road, Aasara Chowk, Solapur - 413 224.
 Maharashtra. (India)

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022-48867000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meetings for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

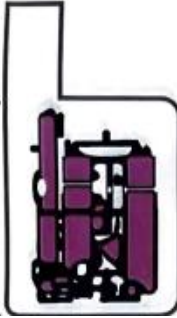
How to Log-in to the NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open a 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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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:
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*****.
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*****



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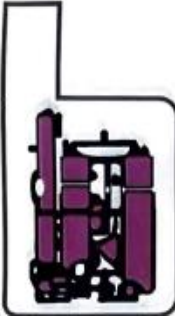
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For Members holding shares in Physical Form.

EVEN Number followed by Folio Number registered with the company
For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using the 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- 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.
 - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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 etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.



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7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on the "Login" button.
9. After you click on the "Login" button, the home page of e-Voting will open.

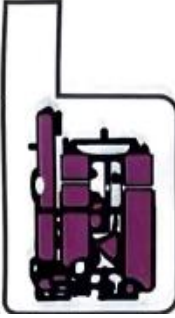
Step 2: Cast your vote electronically on the NSDL e-Voting system.

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of the company for which you wish to cast your vote during the remote e-Voting period and cast your vote during the General Meeting. For joining a virtual meeting, you need to click on the "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Corporate Members or Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to upload their Board Resolution / Power of Attorney / Authority Letter, etc. by clicking on the 'Upload Board Resolution/Authority Letter' displayed under 'e-Voting' tab on the screen or send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Power of Attorney/ 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.co.in with a copy marked to evoting@nsdl.com.



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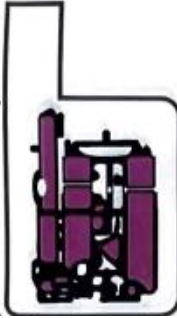
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2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In 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/grievances pertaining to remote e-Voting, you may refer the Frequently Asked Questions ('FAQs') for Shareholders and e-Voting user manual for Shareholders available at the 'Download' section of NSDL at www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 or contact Mr. Amit Vishal, Deputy Vice President-NSDL or Ms. Pallavi Mhatre, Senior Manager-NSDL at their designated e-mail addresses: amitv@nsdl.com or pallavid@nsdl.com. The postal address of NSDL is 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400 051.

By Order of the Board
For **Balaji Amines Limited**
Sd/-
Abhijeet Kothadiya
Company Secretary & Compliance Officer
ICSI Membership No. A68288

Date: 12th February, 2025

Place: Solapur



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

ITEM NO.1

Members of the Company are hereby informed that pursuant to the provisions of Section 185 of the Companies Act, 2013 ("the Act"), read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by -

- any director of company, or of a company which is its holding company or any partner or relative of any such director; or
- any firm in which any such director or relative is a partner.

However, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that -

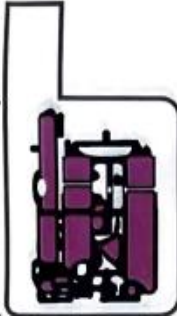
- a special resolution is passed by the company in general meeting and
- the loans are utilized by the borrowing company for its principal business activities.

Accordingly, the Company intends to extend support to Balaji Speciality Chemicals Limited ("BSCCL"), Subsidiary Company, in which any of the Director of the Company is interested or deemed to be interested, for their principal business activities and the matters connected thereto from time to time.

The Audit Committee and the Board of Directors in its meeting held on 12th February, 2025, has proposed and approved for seeking the shareholder approval for providing the loan to Balaji Speciality Chemicals Limited, Subsidiary Company for their principle business activities such as such extent and at such interest rates prevailing in the market, on the terms and conditions in its absolute discretion deems fit and beneficial and in the best interest of the Company , upto an aggregate limit of Rs. 200,00,00,000/- (Rupees Two Hundred Crores Only) by means of postal ballot.

Accordingly, the Board hereby recommends passing of the resolution as set out in Item No.1 of the Postal Ballot Notice for approval of the Shareholders as a Special Resolution.

None of the Directors or Key Managerial Personnel (as defined under the Act) and their immediate relatives, except Mr. Ande Prathap Reddy, Mr. Rajeshwar Reddy Nomula, Mr. Dundurapu Ram Reddy, Mr. Ande Srinivas Reddy and their immediate relatives, shall be deemed to be concerned or interested in the proposed Special Resolution.



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ITEM NO. 2

Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") provides that all material related party transactions and subsequent material modifications under sub-regulation (2) of Regulation 23 shall require prior approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not. A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Regulation 2(1)(zc) of SEBI Listing Regulations defines "related party transaction" to mean a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand or (ii) a listed entity or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, with effect from April 1, 2023, regardless of whether a price is charged and a "transaction" with a related party shall be construed to include a single transaction or a group of transactions in a contract.

Balaji Speciality Chemicals Limited, a Material Subsidiary of the Company being a related party, in order to further its business interests and the business interest of the Group, enters into various transactions with its related parties. The estimated value of related party transactions between the Balaji Speciality Chemicals Limited ("BSCL") and Balaji Amines Limited ("the Company"), is expected to exceed the materiality threshold as stated above.

Further, the Audit Committee and the Board at its meeting held on 12th February, 2025 reviewed, and approved the material related party contracts / arrangements / transactions, for the financial year 2024-25, as set out in the Resolution no. 2, subject to approval of the Members, while noting that such transaction shall be on arm's length basis and in the ordinary course of business of the Company.

Accordingly, as per the SEBI LODR, prior approval of the Members is being sought for the loan proposed to be availed by BSCL from BAL. As per the SEBI LODR, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolutions.

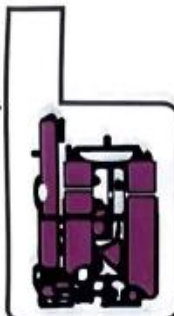
The Board thereby recommends passing of the resolution as set out in Item No.2 of the Postal Ballot Notice for approval of the Shareholders as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel (as defined under the Act) and their immediate relatives, except Mr. Ande Prathap Reddy, Mr. Rajeshwar Reddy Nomula, Mr. Dundurapu Ram Reddy, Mr. Ande Srinivas Reddy and their immediate relatives, shall be deemed to be concerned or interested in the proposed Resolution.

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Unit - IV : Plot No. F-104, Chincholi M.I.D.C., Tal. Mohol, Dist. Solapur - 413 255. • Tel.: 7666268577 • E-mail : unit4works@balajiamines.in



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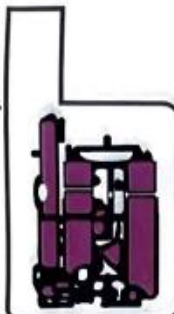
Information required under Regulation 23 of SEBI LODR read with SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, is provided below:

Sr. No.	Description	Details
1.	Name of the Related Party	Balaji Speciality Chemicals Limited
2.	Nature of Relationship with the Company or its subsidiary including nature of its concern or interest (financial or otherwise)	Balaji Speciality Chemicals Limited ("BSCL") is a Material Subsidiary of Balaji Amines Limited ("BAL")
3.	Name of the Director or Key Managerial Personnel who is related, if any and nature of relationship	Following directors are interested by virtue of their directorship and as a shareholder: <ul style="list-style-type: none">● Mr. A. Prathap Reddy,● Mr. D. Ram Reddy,● Mr. N. Rajeshwar Reddy and● Mr. A. Srinivas Reddy
4.	Type, material terms and particulars of the proposed transaction	The transactions involve rendering and availing of services such as availing a Loan or giving guarantee. Material terms and conditions are based on the contracts which inter alia include the rates as per the prevailing market price and commercial terms as on the date of entering into the contract(s).
5.	Tenure of the proposed transaction	Repayment in 7 years
6.	Value of Transaction	Rs. 200 Crores
7.	Value of RPT as percentage of the Company's audited consolidated turnover of Rs. 1641.52 crores for the immediately preceding financial year 2023-24.	12.18%
8.	Details of transaction relating to Inter-Corporate Loan to be availed by BSCL from BAL:	

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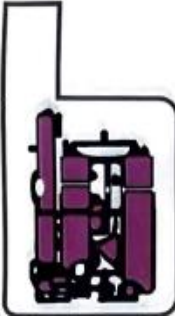
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i.	Details of the source of funds in connection with the proposed transaction	The Company proposes to grant a Loan in one / multiple tranches out of its own funds to BSCL.
ii.	Where any financial indebtedness is incurred to make or give loans, inter- corporate deposits, advances or investments, <ul style="list-style-type: none"> ● nature of indebtedness; ● cost of funds; and ● tenure; 	Not Applicable since no financial indebtedness shall be incurred to provide such financial assistance.
iii.	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Loan availed by BSCL is unsecured with repayment period of 7 years ; However, BSCL will have the right to make pre-payment, without any pre-payment penalty during the tenure of the said loan. The interest charged on the Loan will be at an appropriate market rate prevailing at the time of disbursement and on an arm's length basis.
iv.	Purpose for which funds will be utilized	BSCL will utilize the funds towards its principal business activities and further expansion plans.
v.	Justification as to why the Related Party Transactions are in the interest of the Company	BSCL is in its growth phase and is exploring various opportunities for expansion of its business. The Industries, Energy, and Labour Department, Government of Maharashtra, has granted Mega Project status to the Expansion Project for Speciality Chemicals under the Packaged Scheme of Incentives (PSI), 2019 to BSCL, with a proposed investment of Rs. 750 Crores. BSCL is working towards expansion of Unit-2 for the production of a wide range of products, including Hydrogen Cyanide (HCN), Sodium Cyanide (NaCN) 30%(Solution), Sodium Cyanide (NaCN) 100%(Solid), Ethylene Diamine Tetra Acetic Acid (EDTA), EDTA Disodium (EDTA-2Na), Benzyl Cyanide (BnCN), Phenylacetic Acid

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		<p>(PAA), and Tri Ethyl Ortho Formate (TEOF)/Tri Methyl Ortho Formate (TMOF).</p> <p>Seeing the growth prospects of BSCL, the company's excess funds would be properly utilised for BSCL which is a subsidiary company.</p> <p>For funding of these requirements, the Company is granting a Loan to BSCL. The terms and conditions of the said loan, including interest rate will be in tune with the prevailing market conditions and on an arm's length basis. This transaction is carried out as part of the ordinary course of business and the costs are being charged on actual cost allocated on a reasonable basis and no extra revenue is earned by the Company.</p> <p>The transaction in view of this is at arm's length and in the ordinary course of business of the Company.</p>
vi.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Not Applicable
vii.	Any other information that may be relevant	All relevant information setting out material facts forms part of this Notice.

By Order of the Board
For Balaji Amines Limited
 Sd/-
Abhijeet Kothadiya
Company Secretary & Compliance Officer
ICSI Membership No. A68288

Date: 12th February, 2025
Place: Solapur