



# BODAL CHEMICALS LTD.

(GOVT. OF INDIA RECOGNISED EXPORT HOUSE)

CIN : L24110GJ1986PLC009003

Registered Office : Plot No. 123/124, Phase-1, G.I.D.C., Vatva, AHMEDABAD-382 445. INDIA

Phone : 0091 79 2583 5437, 2583 4223, 2583 6051, 2583 1684 Fax : 0091 79 2583 6052, 2589 2988

E-mail : bodal@bodal.com

Website : www.bodal.com



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF BODAL CHEMICALS LTD. ("THE COMPANY") DULY CONVEYED, HELD AND CONSTITUTED ON 10<sup>TH</sup> DAY OF MARCH OF THE YEAR 2016 AT THE REGISTERED OFFICE OF THE COMPANY.**

## **APPROVAL OF THE PROPOSED SCHEME OF ARRANGEMENT AND RELATED MATTERS**

**"RESOLVED THAT** pursuant to the provisions of Sections 391 to 394 and any other applicable provisions, if any, of the Companies Act, 1956 ("1956 Act") and the Companies Act, 2013 ("2013 Act") read with the Companies (Court) Rules, 1959, including any statutory modification or re-enactment or amendment thereof for the time being in force, in accordance with the provisions of the Memorandum and the Articles of Association of the Company and subject to requisite approvals of the Securities and Exchange Board of India ("SEBI"), stock exchanges where the securities of the Company are listed, shareholders and/or creditors of the Company, in each case as may be required under applicable laws, and subject to the approval of the High Court of Judicature of Gujarat at Ahmedabad ("Court") and other regulatory authorities as may be required, the amalgamation of Bodal Agrotech Limited ("Amalgamating Companies") into and with the Company, with effect from 01<sup>st</sup> April, 2016, be and is hereby approved;

**RESOLVED FURTHER THAT** the draft scheme of amalgamation ("Scheme") for the amalgamation of the Amalgamating Companies into and with the Company, as placed before the Board and initialed by the Chairman for the purpose of identification, be and is hereby approved;

**RESOLVED FURTHER THAT** the National Stock Exchange of India Limited ("NSE") be and is hereby authorised to act as a Designated Stock Exchange ("DSE") for the purpose of coordinating with SEBI for the Scheme.

**RESOLVED FURTHER THAT** the undertaking with regard to the non-applicability of requirements as prescribed in Para 9(a) of Securities and Exchange Board of India ("SEBI") Circular No. CIR/CFD/CMD/161/2015, dated 30 November 2015, be and is hereby accepted and approved and Mr. Suresh J. Patel, Chairman and Managing Director or Mr. Bhavin S. Patel, Executive Director or Mr. Ankit S. Patel, Executive Director or Mr. mayur B. Padhya, Chief Financial Officer of the company be severally authorised to sign the said undertaking and forward the same to the statutory auditors for obtaining their certificate for the same.

**RESOLVED FURTHER THAT** the undertaking with regard to the non-applicability of requirements as prescribed in Para 9(a) of Securities and Exchange Board of India ("SEBI") Circular No. CIR/CFD/CMD/16/2015, dated 30 November 2015, duly certified by the Auditor of the Company, M/s. Mayank Shah & Associates as placed before the Board, be and is hereby accepted and approved.

**RESOLVED FURTHER THAT** consent of the Board be and is hereby accorded to seek appropriate dispensation of holding of meetings of the shareholders and/or creditors of the Company as may be approved by the Court;

**RESOLVED FURTHER THAT** the Certificate of statutory auditor of the company i.e. M/s. Mayank Shah & Associates, Chartered Accountant, to the effect that the Accounting treatment





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containing the scheme is in compliance with applicable accounting standard specified by the central government under section 133 of 2013 Act in accordance with para I(a)(5) of Annexure I of SEBI circular CIR/CFD/CMD/16/2015, dated 30 November 2015 as placed before the Board, be and is hereby accepted and noted.

**RESOLVED FURTHER THAT** the Chairman and Managing Director & CEO, Executive Directors, Chief Financial Officer, Company Secretary ("Authorized Person") be and are hereby authorized severally to make such alterations/modifications in the draft Scheme as he/they may deem expedient and/or necessary for satisfying/fulfilling the requirements or conditions as may be imposed by SEBI, stock exchanges, Court and/or any regulatory authority, in this regard and to fix record date and take all necessary steps for giving effect and implementing the Scheme ;

**RESOLVED FURTHER THAT** all the Authorised Persons be and are hereby authorised jointly and/or severally to take all steps necessary in connection with the Scheme, including and without limitation:

- (i) file the Scheme before the SEBI, stock exchanges, Court, and other relevant authorities, and to undertake all such acts, deeds and things as they may deem necessary and desirable towards approval and sanction of the Scheme by SEBI, stock exchanges, shareholders and the creditors of the Company, and by the Court and such other relevant authorities; .
- (ii) appoint solicitors, advocates, accountants, advisors, merchant bankers, consultants and other experts for implementation of the Scheme and fix their remuneration;
- (iii) execute and file appropriate applications, consents, waiver letters and other documents before the Court, for holding and/or dispensing with the requirement for holding meeting(s) of the shareholders and/or creditors of the Company and represent the Company in such meetings, if convened by the Court;
- (iv) execute and file appropriate applications, consents, waiver letters and other documents before the Court, including in its capacity as a shareholder or creditor of the Amalgamating Companies (as applicable), for holding or dispensing with the requirement for holding a meeting of the shareholders and/or creditors of the Amalgamating Companies and represent the Company in such meetings, if convened by the Court;
- (v) accept such modifications and/or such conditions, if any, which may be required and/or imposed by SEBI, Court, stock exchanges and/or by any regulatory authority, while sanctioning or approving the Scheme;
- (vi) make applications to the relevant authorities or other persons for their approval to the Scheme and to make such disclosures to any regulatory authorities, as may be required for the purpose;
- (vii) file appropriate petitions, affidavits, undertakings or confirmation of the Scheme with the Court;
- (viii) affix the Common Seal of the Company in accordance with the provisions of the Articles of Association of the Company on any documents in connection with the





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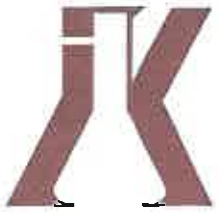
purpose of the above resolution as may be required, and to send the Common Seal of the Company to other places, if so required, to facilitate execution of documents/papers in connection with the Scheme;

- (ix) make such alterations/modifications as any of them may deem expedient and/or necessary for satisfying/fulfilling the requirements or conditions as may be imposed by the Court, stock exchanges and/or any regulatory authority, in this regard, including for making any changes in the draft Scheme as approved by the Board to enable implementation of the proposed amalgamation as hereinabove approved by the Board;
- (x) withdraw the Scheme at any stage in case any changes and/or modifications suggested/required to be made in the Scheme or any condition imposed, whether by any shareholder, creditor, Court, stock exchanges and/or any regulatory authority are in their view not in the interest of the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as any of them may deem necessary and desirable in connection therewith and incidental thereto;
- (xi) file any other application, petition, affidavit and/or reports received from Registrar of Companies, Regional Director, or any other regulatory authorities, on or in connection with the Scheme and/or in connection with its sanction thereof, whether before the Court or before any other regulatory authorities, and to do all such acts, deeds and things as they may deem necessary and desirable in connection therewith and incidental thereto;
- (xii) file any other application, petition, affidavit and/or report before any relevant regulatory authorities in connection with the Scheme and/or in connection with sanction thereof, and to do all such acts, deeds and things as they may deem necessary and desirable in connection therewith and incidental thereto; and
- (xiii) represent the Company in general before any regulatory authority, stock exchanges and/or the Court in relation to any matter pertaining to the Scheme;
- (xiv) ratify the actions already taken by the executives/officers of the Company in this regard; and
- (xv) do all such other acts, matters, deeds and things necessary, incidental or desirable in connection with or incidental to giving effect to the purpose of the above resolution or to otherwise give effect to the Scheme including filing of a certified copy of the final order of the Court sanctioning the Scheme with the Registrar of Companies, Gujarat at Ahmedabad.

Certified True Copy  
For BODAL CHEMICALS LTD.

Suresh J. Patel  
Chairman and Managing Director  
DIN: 00007400

Date : 14-03-2016  
Place: Ahmedabad



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**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE AUDIT COMMITTEE OF BODAL CHEMICALS LTD. ("THE COMPANY") DULY CONVEYED, HELD AND CONSTITUTED ON 10<sup>TH</sup> DAY OF MARCH OF THE YEAR 2016 AT THE REGISTERED OFFICE OF THE COMPANY.**

"RESOLVED THAT recommendation be and is hereby made to the Board of Directors of the Company for amalgamation of Bodal Agrotech Limited ("Amalgamating Company") into and with the Company by way of a Scheme of Amalgamation ("Scheme"), in accordance with the provisions of Sections 391 to 394 of the Companies Act, 1956 and other relevant provisions of the Companies Act, 1956 and Companies Act, 2013("2013 Act"), as applicable;

RESOLVED FURTHER THAT the draft Scheme, as placed before the Audit Committee for the amalgamation of the Amalgamating Companies into and with the Company with effect from April 01, 2016, i.e., the Appointed Date, be and is hereby recommended to the Board of Directors for approval, with suitable modifications and amendments as the Board of Directors may think fit.

RESOLVED FURTHER THAT in accordance with provision of Section 133 of the 2013 Act the approval be and is hereby accorded for obtaining certificate confirming compliance with the accounting standards in the preparation of the scheme of amalgamation from the statutory auditors which shall be required to be submitted to SEBI / designated stock exchange for obtaining approval to the scheme of amalgamation and such other certificate / declaration / confirmation / etc. as may be required to be submitted to SEBI, stock exchanges, court, and other relevant authorities, in order to give effect to the scheme of amalgamation."

*Certified True Copy*

For, BODAL CHEMICALS LTD.

X 

Surendra N. Shah  
Chairman of Audit Committee  
DIN: 00160401



Date : 14-03-2016  
Place: Ahmedabad

# BODAL AGROTECH LTD.

**Registered Office:** Plot No. 123/124, Phase-1, G.I.D.C., Vatva, AHMEDABAD - 382 445. Gujarat (INDIA) • CIN : U01403GJ2010PLCO 62043  
Phone : 0091 79 2583 5437, 2583 4223, 2583 6051, 2583 1684 • Fax : 0091 79 2583 6052, 2589 2988 • E-mail : bodalagro@bodal.com

**Factory Address:** Block No. 525, 532, 554, 555, 556, 560, 561/1, Village - Dudhwada, Taluka - Padra, Dist. Vadodara, Pin : 391 450. Gujarat, (INDIA)

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF BODAL AGROTECH LTD. ("THE COMPANY") AT THEIR MEETING HELD ON 10<sup>th</sup> DAY OF MARCH OF THE YEAR 2016 AT THE REGISTERED OFFICE OF THE COMPANY.**

**"RESOLVED THAT** pursuant to the provisions of Sections 391 to 394 and any other applicable provisions, if any, of the Companies Act, 1956 ("1956 Act") and the Companies Act, 2013 ("2013 Act") read with the Companies (Court) Rules, 1959, including any statutory modification or re-enactment or amendment thereof for the time being in force, in accordance with the provisions of the Memorandum and the Articles of Association of the Company and subject to requisite approvals of the Securities and Exchange Board of India ("SEBI"), stock exchanges where the securities of Bodal Chemicals Limited ("Amalgamated Company") are listed, shareholders and/or creditors of the Company, in each case as may be required under applicable laws, and subject to the approval of the High Court of Judicature of Gujarat at Ahmedabad ("court") and other regulatory authorities as may be required, the amalgamation of Bodal Agrotech Limited into and with the Amalgamated Company, with effect from April 01, 2016, be and is hereby approved;

**RESOLVED FURTHER THAT** the draft scheme of amalgamation ("Scheme") for the amalgamation of the Company into and with the Amalgamated Company, as placed before the Board and initialed by the Chairman for the purpose of identification, be and is hereby approved;

**RESOLVED FURTHER THAT** consent of the Board be and is hereby accorded to seek appropriate dispensation of holding of meetings of the shareholders and/or creditors of the Company as may be approved by the Court;

**RESOLVED FURTHER THAT** Mr. Suresh J. Patel and/or Mr. Ankit S. Patel, Directors of the Company be and is/are hereby authorised severally to make such alterations/modifications in the draft Scheme as he/they may deem expedient and/or necessary for satisfying/fulfilling the requirements or conditions as may be imposed by SEBI, stock exchanges where the shares of Amalgamated Company are listed ("Stock Exchanges") Court and / or any regulatory authority, in this regard and to fix record date and take all necessary steps for giving effect and implementing the Scheme

**RESOLVED FURTHER THAT** all the Authorised Persons be and are hereby authorised jointly and/or severally to take all steps necessary in connection with the Scheme, including and without limitation:

- (i) file the Scheme before the SEBI, stock exchanges, Court, and other relevant authorities, and to undertake all such acts, deeds and things as they may deem necessary and desirable towards approval and sanction of the Scheme by SEBI, stock exchanges, shareholders and the creditors of the Company, and by the Court and such other relevant authorities;



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- (ii) appoint solicitors, advocates, accountants, advisors, merchant bankers, consultants and other experts for implementation of the Scheme and fix their remuneration;
- (iii) execute and file appropriate applications, consents, waiver letters and other documents before the Court, for holding and/or dispensing with the requirement for holding meeting(s) of the shareholders and/or creditors of the Company and represent the Company in such meetings, if convened by the Court;
- (iv) execute and file appropriate applications, consents, waiver letters and other documents before the Court, including in its capacity as a shareholder or creditor of the Amalgamating Companies (as applicable), for holding or dispensing with the requirement for holding a meeting of the shareholders and/or creditors of the Amalgamating Companies and represent the Company in such meetings, if convened by the Court;
- (v) accept such modifications and/or such conditions, if any, which may be required and/or imposed by SEBI, Court, stock exchanges and/or by any regulatory authority, while sanctioning or approving the Scheme;
- (vi) make applications to the relevant authorities or other persons for their approval to the Scheme and to make such disclosures to any regulatory authorities, as may be required for the purpose;
- (vii) file appropriate petitions, affidavits, undertakings or confirmation of the Scheme with the Court;
- (viii) affix the Common Seal of the Company in accordance with the provisions of the Articles of Association of the Company on any documents in connection with the purpose of the above resolution as may be required, and to send the Common Seal of the Company to other places, if so required, to facilitate execution of documents/papers in connection with the Scheme;
- (ix) make such alterations/modifications as any of them may deem expedient and/or necessary for satisfying/fulfilling the requirements or conditions as may be imposed by the Court, stock exchanges and/or any regulatory authority, in this regard, including for making any changes in the draft Scheme as approved by the Board to enable implementation of the proposed amalgamation as hereinabove approved by the Board;
- (x) withdraw the Scheme at any stage in case any changes and/or modifications suggested/required to be made in the Scheme or any condition imposed, whether by any shareholder, creditor, Court, stock exchanges and/or any regulatory authority are in their view not in the interest of the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as any of them may



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deem necessary and desirable in connection therewith and incidental thereto;

- (xi) file any other application, petition, affidavit and/or reports received from Registrar of Companies, Regional Director, or any other regulatory authorities, on or in connection with the Scheme and/or in connection with its sanction thereof, whether before the Court or before any other regulatory authorities, and to do all such acts, deeds and things as they may deem necessary' and desirable in connection therewith and incidental thereto;
- (xii) file any other application, petition, affidavit and/or report before any relevant regulatory authorities in connection with the Scheme and/or in connection with sanction thereof, and to do all such acts, deeds and things as they may deem necessary and desirable in connection therewith and incidental thereto; and
- (xiii) represent the Company in general before any regulatory authority, stock exchanges and/or the Court in relation to any matter pertaining to the Scheme;
- (xiv) ratify the actions already taken by the executives/officers of the Company in this regard; and
- (xv) do all such other acts, matters, deeds and things necessary, incidental or desirable in connection with or incidental to giving effect to the purpose of the above resolution or to otherwise give effect to the Scheme including filing of a certified copy of the final order of the Court sanctioning the Scheme with the Registrar of Companies, Gujarat at Ahmedabad.

**RESOLVED FURTHER THAT** copies of the above resolutions, certified to be true by any Director of the Company, be furnished to any authority, company, body corporate, etc., and it be requested to act thereon.

*Certified True Copy*

**For BODAL AGROTECH LTD.**

X *A/S Patel*

Ankit S. Patel  
Director  
DIN: 02173231



Date : 14-03-2016  
Place: Ahmedabad