

Legal &amp; Secretarial Department

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CIN : L52320MH1941PLC003494



**Report of the Committee of Independent Directors of Batliboi Limited ("the Company") recommending the Draft Scheme of Amalgamation ("the Scheme") between Batliboi Environmental Engineering Limited ("BEEL" or Transferor Company) into the Company and their respective shareholders and creditors under section 230 to 232 and other applicable provisions of the Companies Act, 2013.**

**Members Present:**

Mr. E.A. Kshirsagar, Independent Director  
Mr. Subodh Bhargava, Independent Director  
Mr. Ameet Hariani, Independent Director  
Mr. George Verghese, Independent Director

**In Attendance:**

Mrs. Pooja Sawant , Company Secretary & Compliance Officer

**By Invitation:**

Mr. Ghanshyam Chechani, Chief Financial Officer  
Mr. Ketan Dalal, Katalyst Advisors Private Limited  
Mr. Binoy Parikh, Katalyst Advisors Private Limited  
Mr. Abhay Kamat, Partner, Mukund M. Chitale & Co. (Statutory Auditor)

1. The Independent Directors Committee of Batliboi Limited ('the Company') at its meeting held on 19<sup>th</sup> August, 2023 considered a Draft Scheme of Amalgamation ("Scheme") under Section 232 read with Section 230 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder between **Batliboi Environmental Engineering Limited ("BEEL" or "Transferor Company")** with **Batliboi Limited ("the Company" or "Transferee Company")** has been placed before the Independent Directors Committee by the

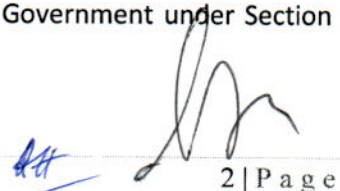


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management by the management for it to consider and recommend the said draft of the Scheme to the Board of Directors of the Company.

2. The Equity shares of the Company are listed on BSE Limited ("BSE"). The Company will be filing the Scheme along with the necessary information / documents with the BSE under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.
3. The report of the Independent Directors Committee is made in order to comply with the requirements of the circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("SEBI Master Circular") issued by the Securities and Exchange Board of India ("SEBI") (including any amendment(s) or modifications(s) thereto) after considering the following documents:
  - a. Draft Scheme of Amalgamation;
  - b. Valuation Report dated 19<sup>th</sup> August, 2023 of CA Harsh Chandrakant Ruparelia Registered Valuer – Securities or Financial Assets, IBBI Regn No. IBBI/RV/05/2019/11106, an independent Registered valuer and its recommendation of the share exchange ratio ("Share Exchange Ratio Report")
  - c. Fairness Opinion dated 19<sup>th</sup> August, 2023 issued by Kunvarji Finstock Private Limited, a SEBI registered Merchant Banker (SEBI Regn No. INM000012564), providing the Fairness Opinion on the valuation report of CA Harsh Chandrakanth Ruparelia, Registered valuer on valuation of assets/ shares of the Transferor Company and the Company and the Fair Share Swap ratio recommended.
  - d. Shareholding Pattern of Transferor Company and the Company
  - e. Draft Certificate by the Statutory Auditor, Mukund M. Chitale & Co., Chartered Accountants, of the Company confirming that the Scheme is in compliance with the applicable Accounting Standards specified by the Central Government under Section 133 of the Companies Act,2013; and



  
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- f. Audited financial statements of the Transferor Company and the Company, for the last 3 years.

4. **The Scheme inter-alia provides for the following:**

**Part C of the Scheme:** Amalgamation by absorption of Transferor Company with and into the Company and certain consequential aspects thereto.

5. The Independent Directors Committee has perused the provisions in the Scheme which, inter alia, contains the **rationale for the proposed Scheme of Arrangement**. The Independent Directors Committee noted as under:

a. **Part C of the proposed Scheme:**

- i. Economies of scale will play a bigger role as the consolidated entity's operational efficiency will increase, which will in turn allow the merged entity to compete on a larger scale in the industry, thus benefiting the merged entity and the shareholders;
- ii. Rationalization of operations with a greater degree of operational efficiency and optimum utilization of resources;
- iii. The combined net worth of both entities will enable the merged entity to tap into new business opportunities thereby unlocking growth opportunities for the merged entity;
- iv. It would result in the consolidation of business activities and will facilitate effective management of investment and synergies in operations ;
- v. Being a part of the same management, this amalgamation would facilitate the simplification of group structures and reducing administrative redundancies ;



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- vi. Reduction in multiplicity of legal and regulatory compliances, reduction in overheads, including administrative, managerial and other costs amongst all; and
- vii. Consolidation and simplification of the group structure and reduction of administrative costs at the group level .

**b. Synergies of the Business of the entities:** As mentioned above, the implementation of the Scheme would result in the following synergies:

- i. The Transferor Company and the Company are already engaged in the similar and complementary line of business activities. The proposed merger will enable the integration of the business activities of the Transferor Company and the Company;
- ii. Economies of scale will play a bigger role as the consolidated entity's operational efficiency will increase, which will in turn allow the merged entity to compete on a larger scale in the industry, thus benefiting the merged entity and the shareholders;
- iii. Rationalization of operations with a greater degree of operational efficiency and optimum utilization of resources;
- iv. The combined net worth of both entities will enable the merged entity to tap into new business opportunities thereby unlocking growth opportunities for the merged entity ;
- v. It would result in the consolidation of business activities and will facilitate effective management of investment and synergies in operations;
- vi. Being a part of the same management, this amalgamation would facilitate the simplification of group structures and reducing administrative redundancies ; and



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- vii. Reduction in multiplicity of legal and regulatory compliances, reduction in overheads, including administrative, managerial and other costs amongst all; and
- viii. Consolidation and simplification of the group structure and reduction of administrative costs at the group level.
- ix. The Indian Economy is expected to grow rapidly which would mean larger investment in infrastructure, co –sector and manufacturing, which the business of both transferor and transferee Company should get benefit from this. Therefore the closer interaction and interdependence between two companies would help in desired growth.

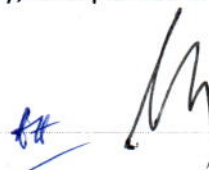
**c. Impact of the Scheme on the shareholders:**

- i. The Scheme will result in consolidation of business of Transferor Company and get housed in the Company. The said consolidation will be in the interest of stakeholders of the Company and Transferor Company to have an increased capability for running this business and pursue growth opportunities.
- ii. The Independent Directors Committee also noted that the Scheme is subject to the majority of approval of public shareholders of the Company. The Independent Directors Committee was of the opinion that the Scheme is not detrimental to the interest of the shareholders of the Company

**d. Cost benefit analysis of the Scheme:**

All the costs, charges, taxes, including consultant's fees, lawyer's fees and all other expenses if any, arising out of or incurred in implementing the said scheme and matters incidental thereto shall be borne by the Transferor Company and the Company, as may be mutually decided by the Boards of the Transferor Company and the Company; however, the costs incurred toward the implementation of the Scheme foreshadows the long-run benefit that can be derived by achieving strategic and operational synergies envisaged under the Scheme.

Further, there will be business benefits arising to the Company, as explained in the above paragraphs, which cannot be quantified.



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6. Consideration / Share Exchange Ratio

In respect of share exchange ratio, the Independent Directors Committee noted, deliberated and confirmed that the report on recommendation of fair share entitlement ratio as recommended for Part C of the Scheme, in the report on recommendation of fair share entitlement ratio is fair to the shareholders. Upon scheme becoming effective, shares would be issued as under:

- a. "9 (Nine) fully paid-up 7% Optionally Convertible Preference Shares of INR 10 (Ten) each of the Transferee Company shall be issued and allotted for every one fully paid-up equity share of INR 10 held in the Transferor Company"
  - b. "1 (One) fully paid-up 8% Non-Cumulative, Non-Convertible Redeemable Preference Shares of INR 100 (Hundred) each of the Transferee Company shall be issued and allotted for every one fully paid-up 8% Non-Cumulative, Non-Convertible Redeemable Preference Shares of INR 100 held in the Transferor Company".
7. The proposed Appointed Date for the Scheme is 1<sup>st</sup> April, 2023.
8. "Effective Date" means the date on which last of the conditionalities specified in Clause 20 of the Scheme is fulfilled. Any reference in this Scheme to the date "upon the Scheme becoming effective" or "effectiveness of the Scheme" or "upon coming into effect of this Scheme" or "upon the Scheme coming into effect" shall mean the Effective Date, as defined in clause 20 of the Scheme.
9. The Scheme would be subject to the sanction and approval of the National Company Law Tribunal, the SEBI, the BSE, Shareholders and other appropriate authorities;
10. The Scheme is conditional upon approval by the public shareholders of the Company and the Transferor Company through e-voting in terms of Part - I (A)(10) of SEBI Master circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 30, 2023 ("SEBI Master Circular"), and the



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Scheme shall be acted upon only if vote cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it.


11. In terms of the Cost Benefit Analysis of the Scheme, the Independent Directors Committee had the following observations:

- There would be no adverse change in the financial position of the Company. All the costs, charges, taxes, including consultant's fees, lawyer's fees and all other expenses if any, arising out of or incurred in implementing the said scheme and matters incidental thereto shall be borne between the Transferor Company and the Company, as may be mutually decided by the Boards of the Transferor Company and the Company;
- There will be business benefits arising to the Company, as explained in the above paragraphs and which cannot be quantified.

12. **Recommendation of the Committee**

In light of the foregoing, the Independent Directors Committee after due deliberations and due consideration of all the terms of the Draft Scheme, Report on recommendation of fair equity share entitlement ratio, Fairness Opinion and the specific points mentioned above, recommends the Draft Scheme for favourable consideration by the Board of Directors of the Company.

For Batliboi Limited



E. A. Kshirsagar  
Independent Director



Ameet Hariani  
Independent Director



Date: 19<sup>th</sup> August, 2023

Place: Mumbai

**Batliboi Environmental Engineering Limited**

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Web : www.batliboi.com

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MSME Udyog Aadhaar : MH33E0006182



**Report of the Committee of Independent Directors of Batliboi Environmental Engineering Limited ("BEEL" "the Company" or Transferor Company) recommending the Draft Scheme of Amalgamation ("the Scheme") between Batliboi Limited ("Batliboi" or Transferee Company) and their respective shareholders and creditors under section 230 to 232 and other applicable provisions of the Companies Act, 2013.**

**Members Present:**

Kaushik Kantilal Shah (Chairman)  
Edwyn William Rodrigues-(Member)

**In Attendance:**

Ms. Nidhi Shah, Company Secretary

**By Invitation:**

Mr. Sudhakar Rao, Chief Financial Officer

1. The Independent Directors Committee of Batliboi Environmental Engineering Limited ('the Company') at its meeting held on 19<sup>th</sup> August, 2023 considered a Draft Scheme of Amalgamation ("Scheme") under Section 232 read with Section 230 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder between **Batliboi Limited ("BEEL" "the Company" or "Transferor Company")** with **Batliboi Limited ("Batliboi" or "Transferee Company")** has been placed before the Independent Directors Committee by the management by the management for it to consider and recommend the said draft of the Scheme to the Board of Directors of the Company.

*Edwyn Rodrigues*



*Sudhakar Rao*



2. The Equity shares of the Transferee Company are listed on BSE Limited ("BSE"). The Transferee Company will be filing the Scheme along with the necessary information / documents with the BSE under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.
3. The report of the Independent Directors Committee is made in order to comply with the requirements of the circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("SEBI Master Circular") issued by the Securities and Exchange Board of India ("SEBI") (including any amendment(s) or modifications(s) thereto) after considering the following documents:
  - a. Draft Scheme of Amalgamation;
  - b. Valuation Report dated 19<sup>th</sup> August, 2023 of CA Harsh Chandrakant Ruparelia IBBI Regn No. IBBI/RV/05/2019/11106, an independent Registered valuer and its recommendation of the share exchange ratio ("Share Exchange Ratio Report")
  - c. Fairness Opinion dated 19<sup>th</sup> August, 2023 issued by Kunvarji Finstock Private Limited, a SEBI registered Merchant Banker (SEBI Regn No. INM000012564), providing the Fairness Opinion on the valuation report of CA Harsh Chandrakant Ruparelia, Registered valuer on valuation of assets/ shares of the Transferee Company and the Company and the Fair Share Swap ratio recommended.
  - d. Shareholding Pattern of Transferee Company and the Company
  - e. Draft Certificate by the Statutory Auditor, Mukund M. Chitale & Co., Chartered Accountants, of the Transferee Company confirming that the Scheme is in compliance with the applicable Accounting Standards specified by the Central Government under Section 133 of the Companies Act, 2013; and
  - f. Audited financial statements of the Transferee Company and the Company, for the last 3 years.

*A. Rodrigues*



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4. The Scheme inter-alia provides for the following:

**Part C of the Scheme:** Amalgamation by absorption of the Company with and into the Transferee Company and certain consequential aspects thereto.

5. The Independent Directors Committee has perused the provisions in the Scheme which, inter alia, contains the rationale for the proposed Scheme of Arrangement. The Independent Directors Committee noted as under:

a. **Part C of the proposed Scheme:**

- i. Economies of scale will play a bigger role as the consolidated entity's operational efficiency will increase, which will in turn allow the merged entity to compete on a larger scale in the industry, thus benefiting the merged entity and the shareholders;
- ii. Rationalization of operations with a greater degree of operational efficiency and optimum utilization of resources;
- iii. The combined net worth of both entities will enable the merged entity to tap into new business opportunities thereby unlocking growth opportunities for the merged entity;
- iv. It would result in the consolidation of business activities and will facilitate effective management of investment and synergies in operations ;
- v. Being a part of the same management, this amalgamation would facilitate the simplification of group structures and reducing administrative redundancies ;
- vi. Reduction in multiplicity of legal and regulatory compliances, reduction in overheads, including administrative, managerial and other costs amongst all; and

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vii. Consolidation and simplification of the group structure and reduction of administrative costs at the group level .

**b. Synergies of the Business of the entities:** As mentioned above, the implementation of the Scheme would result in the following synergies:

- i. The Transferee Company and the Company are already engaged in the similar and complimentary line of business activities. The proposed merger will enable the integration of the business activities of the Transferee Company and the Company;
- ii. Economies of scale will play a bigger role as the consolidated entity's operational efficiency will increase, which will in turn allow the merged entity to compete on a larger scale in the industry, thus benefiting the merged entity and the shareholders;
- iii. Rationalization of operations with a greater degree of operational efficiency and optimum utilization of resources;
- iv. The combined net worth of both entities will enable the merged entity to tap into new business opportunities thereby unlocking growth opportunities for the merged entity ;
- v. It would result in the consolidation of business activities and will facilitate effective management of investment and synergies in operations;
- vi. Being a part of the same management, this amalgamation would facilitate the simplification of group structures and reducing administrative redundancies ; and
- vii. Reduction in multiplicity of legal and regulatory compliances, reduction in overheads, including administrative, managerial and other costs amongst all; and

*A. Rodriguez*



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- viii. Consolidation and simplification of the group structure and reduction of administrative costs at the group level.
- ix. The Indian Economy is expected to grow rapidly which would mean larger investment in infrastructure, co –sector and manufacturing, which the business of both transferor and transferee Company should get benefit from this. Therefore the closer interaction and interdependence between two companies would help in desired growth.

**c. Impact of the Scheme on the shareholders:**

- i. The Scheme will result in consolidation of business of the Company and get housed in the Transferee Company. The said consolidation will be in the interest of stakeholders of the Company and Transferor Company to have an increased capability for running this business and pursue growth opportunities.
- ii. The Independent Directors Committee also noted that the Scheme is subject to the approval of the shareholders of the Company. The Independent Directors Committee was of the opinion that the Scheme is not detrimental to the interest of the shareholders of the Company

**d. Cost benefit analysis of the Scheme:**

All the costs, charges, taxes, including consultant's fees, lawyer's fees and all other expenses if any, arising out of or incurred in implementing the said scheme and matters incidental thereto shall be borne by the Transferee Company and the Company, as may be mutually decided by the Boards of the Transferee Company and the Company; however, the costs incurred toward the implementation of the Scheme foreshadows the long-run benefit that can be derived by achieving strategic and operational synergies envisaged under the Scheme.

*A. Rodrigues*



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Further, there will be business benefits arising to the Transferee Company, as explained in the above paragraphs, which cannot be quantified.

6. **Consideration / Share Exchange Ratio**

In respect of share exchange ratio, the Independent Directors Committee noted, deliberated and confirmed that the report on recommendation of fair share entitlement ratio as recommended for Part C of the Scheme, in the report on recommendation of fair share entitlement ratio is fair to the shareholders. Upon scheme becoming effective, shares would be issued as under:

- a. "9 (Nine) fully paid-up 7% Optionally Convertible Preference Shares of INR 10 (Ten) each of the Transferee Company shall be issued and allotted for every one fully paid-up equity share of INR 10 held in the Transferor Company"
  - b. "1 (One) fully paid-up 8% Non-Cumulative, Non-Convertible Redeemable Preference Shares of INR 100 (Hundred) each of the Transferee Company shall be issued and allotted for every one fully paid-up 8% Non-Cumulative, Non-Convertible Redeemable Preference Shares of INR 100 held in the Transferor Company".
7. The proposed Appointed Date for the Scheme is 1<sup>st</sup> April, 2023.
8. "Effective Date" means the date on which last of the conditionalities specified in Clause 20 of the Scheme is fulfilled. Any reference in this Scheme to the date "upon the Scheme becoming effective" or "effectiveness of the Scheme" or "upon coming into effect of this Scheme" or "upon the Scheme coming into effect" shall mean the Effective Date, as defined in clause 20 of the Scheme.
9. The Scheme would be subject to the sanction and approval of the National Company Law Tribunal, the SEBI, the BSE, Shareholders and other appropriate authorities;

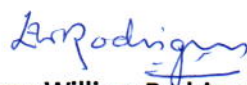



10. The Scheme is contingent upon the conditions outlined in Clause 20 of the Scheme.
11. In terms of the Cost Benefit Analysis of the Scheme, the Independent Directors Committee had the following observations:
- There would be no adverse change in the financial position of the Company. All the costs, charges, taxes, including consultant's fees, lawyer's fees and all other expenses if any, arising out of or incurred in implementing the said scheme and matters incidental thereto shall be borne between the Transferee Company and the Company, as may be mutually decided by the Boards of the Transferee Company and the Company;
  - The Transferee Company and the Company are presently involved in similar and complementary lines of business activities. The intended merger aims to facilitate the seamless integration of their respective business operations. This integration is anticipated to result in various business benefits within the merged entity, as elaborated in the preceding paragraphs. however, these benefits cannot be quantified.
12. **Recommendation of the Committee**
- In light of the foregoing, the Independent Directors Committee after due deliberations and due consideration of all the terms of the Draft Scheme, Report on recommendation of fair equity share entitlement ratio, Fairness Opinion and the specific points mentioned above, recommends the Draft Scheme for favourable consideration by the Board of Directors of the Company.

**For Batliboi Environmental Engineering Limited**

  
**Kaushik Kantilal Shah**  
Independent Director



  
**Edwyn William Rodrigues**  
Independent Director

**Date: 19<sup>th</sup> August, 2023**

**Place: Mumbai**