



## **BALRAMPUR CHINI MILLS LIMITED**

REGD. OFF. : "FMC FORTUNA" 2ND FLOOR, 234/3A, A. J. C. BOSE ROAD, KOLKATA - 700 020  
PHONE : 2287-4749 FAX : (033) 22873083 / 22808874 GRAM : BALSUCO, CALCUTTA  
Email : bcml@bcml.in • Internet Website <http://www.chini.com> • CIN - L15421WB1975PLC030118

20th April, 2016

<b>National Stock Exchange of India Limited</b> Listing Deptt., Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E) Mumbai- 400051	<b>BSE Limited</b> The Corporate Relationship Department 1st Floor, New Trading Wing, Rotunda Building, Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai- 400001	<b>The Calcutta Stock Exchange Limited</b> 7, Lyons Range, Kolkata – 700 001
<b>Scrip Code: BALRAMCHIN</b>	<b>Scrip Code: 500038</b>	<b>Scrip Code: 12012</b>

Dear Sir/ Madam,

**Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Sub: Proceedings of the Postal Ballot**

In furtherance to our letter dated 29<sup>th</sup> March, 2016, we are sending herewith the proceedings of the Postal Ballot conducted by the Company.

Thanking you,

Yours faithfully,  
For **Balrampur Chini Mills Limited**

  
**Nitin Bagaria**  
(Company Secretary)

MINUTE BOOK

MINUTES OF ANNOUNCEMENT OF RESULTS OF RESOLUTION PASSED THROUGH POSTAL BALLOT BY BALRAMPUR CHINI MILLS LIMITED ON TUESDAY, 29<sup>TH</sup> MARCH, 2016, COMMENCED AT 2:00 PM (AND CONCLUDED AT 2.30 P.M.) AT FMC FORTUNA, 2<sup>ND</sup> FLOOR, 234/3A, A.J.C. BOSE ROAD, KOLKATA- 700020 (DATE OF PASSING - SATURDAY, 26<sup>TH</sup> MARCH, 2016)

Present :

- Mr. Vivek Saraogi : Managing Director
- Mr. Mohan Ram Goenka : Scrutinizer
- Mr. Nitin Bagaria : Company Secretary

Background :

Pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (as amended) ("the Act") read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 (as amended) ("the Rules"), including any statutory modification or re-enactment thereof for the time being in force, Secretarial Standard 2 on General Meetings ("SS 2"), and any other laws and regulations applicable from time to time, the Company had issued Postal Ballot Notice dated 8<sup>th</sup> February, 2016 to obtain approval from Shareholders through Postal Ballot (which includes E-voting) on the following Special Business:

1. To keep Register of Members etc. at a place other than the Registered Office of the Company.

The Board of Directors of the Company at its meeting held on 8<sup>th</sup> February, 2016 had appointed Mr. Mohan Ram Goenka, Company Secretary in Practice (holding CP No. 2551) failing him, Ms. Amber Ahmad, Company Secretary in Practice (holding CP No. 8581) as the Scrutinizer ("the Scrutinizer"), for conducting the Postal Ballot (which includes E-voting) in a fair and transparent manner.

The Company, in compliance with the provisions of Section 108 of the Act read with Rule 20 of the said Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has provided the members with the facility to exercise their right to vote on the matter included in the Postal Ballot by electronic means i. e., through e-voting services provided by NSDL (Agency appointed by the Board of Directors for providing platform for e-voting). The e-voting period commenced on 26<sup>th</sup> February, 2016 (10:00 AM) and ended on 26<sup>th</sup> March, 2016 (5:00 PM).

The Notice of Postal Ballot were sent through e-mail to the Members who have registered their e-mail IDs with the Depositories or with the Company and through permitted mode (i.e. speed post and through courier service) to the Members who have not registered their e-mail IDs (or who have opted to receive physical copies) along with Postal Ballot Form and a

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postage pre-paid self-addressed envelope. The Notice was also given to the Directors, Auditors and Secretarial Auditor of the Company and was also posted on the website of the Company and NSDL. The said dispatches were completed on 25<sup>th</sup> February, 2016.

The Company also released a newspaper publication in Business Standard (All editions) and Arthik Lipi on 26<sup>th</sup> February, 2016 intimating, inter alia, about the completion of dispatch of Postal Ballot Forms to the Shareholders.

As intimated to the members through Postal Ballot Notice:

1. The Postal Ballot Forms received after 5:00 PM on Saturday, 26<sup>th</sup> March, 2016 were treated as if no replies have been received from members.
2. Voting rights have been reckoned on the paid-up value of shares registered in the names of the Members as on 19<sup>th</sup> February, 2016.
3. Incomplete, unsigned or incorrectly filled Postal Ballot Forms have been rejected by the Scrutinizer.

After due scrutiny all the Postal Ballot Forms/ e-voting received within the prescribed time limit, the Scrutinizer submitted his Reports on 28<sup>th</sup> March, 2016.

On the basis of the Reports of the Scrutinizer, Mr. Vivek Saraogi, Managing Director (who was authorised by the Chairman, Mr. Naresh Chandra vide his letter dated 19-03-2016), declared the results of Postal Ballot on Tuesday, 29<sup>th</sup> March, 2016 at 2:00 P.M.

On the basis of Scrutinizer's Report, the resolution mentioned in Postal Ballot Notice has been passed as Special Resolution as per following details:

**Item No. 1:**

"RESOLVED THAT pursuant to the provisions of Section 94 and all other applicable provisions of the Companies Act, 2013 (as amended) ("the Act") read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and subject to such other approvals as may be necessary, approval of the members of the Company be and is hereby granted for keeping any one or more of the Index of Members, Debenture-holders and other security holders, the Register of Members, Debenture-holders and any other security holders, copies of Annual Returns filed under the Act, together with copies of the certificates and other documents required to be annexed thereto, of the Company, at the office of the Registrar and Share Transfer Agent of the Company, as may be appointed by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof) from time to time, instead of keeping the same at the Registered Office of the Company.

RESOLVED FURTHER THAT such Registers, Indices, Returns, Certificates and other documents of the Company shall be kept open for inspection, at the office of the Registrar and Share Transfer Agent of the Company, by persons entitled thereto between 11.00 A.M. to 1.00 P.M. on all working days other than Saturdays, except when the such Registers are closed under the provisions of the Act.

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RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

**Summary of Results:**

Particulars	No. of votes						Percentage (%)
	E-voting		Postal Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	265	152385751	226	1146032	491	153531783	99.98 (approx)
Dissent	16	4066	27	27786	43	31852	0.02 (approx)
Total	281	152389817	253	1173818	534	153563635	100.00
Abstain/invalid	0	0	11	5514	11	5514	-

Based on the above results, the Resolution has been deemed to be passed with requisite majority on Saturday, 26<sup>th</sup> March, 2016 (i.e. last date for receipt of Postal Ballot Forms) as per Clause 16.6.3 of Secretarial Standard- 2.

Entered on.....20/4/2016  
 Company Secretary.....Bojana

Georgiy  
 MANAGING DIRECTOR  
 (DIN - 00221419)

Date: 20/4/16  
 Place: KOLKATA

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