

## Balrampur Chini Mills Limited

CIN: L15421WB1975PLC030118

Registered Office: FMC Fortuna, 2nd Floor,

234/3A, A.J.C. Bose Road, Kolkata – 700 020

Tel: +91 33 2287 4749 Fax: +91 33 2287 3083

Email: bcml@bcml.in, Website: www.chini.com

## NOTICE



**NOTICE** is hereby given that the 41st Annual General Meeting of the Members of Balrampur Chini Mills Limited will be held on Wednesday, the 30th day of August, 2017 at 11.00 A.M. at 'Vidya Mandir', 1, Moira Street, Kolkata – 700017 to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt:
  - a. the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2017 including the Audited Balance Sheet as at 31st March, 2017 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
  - b. the Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2017 including the Consolidated Audited Balance Sheet as at 31st March, 2017 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.
2. To approve and confirm the interim dividend of Rs. 3.50 per Equity Share of the Company paid during the year as final dividend for the year ended 31st March, 2017.
3. To appoint a director in place of Dr. Arvind Krishna Saxena (DIN: 00846939) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To appoint the Statutory Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. Lodha & Co., Chartered Accountants (ICAI Registration No.: 301051E), be and is hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 46th Annual General Meeting, subject to ratification of their appointment at every Annual General Meeting, at such remuneration as may be fixed by the Board of Directors of the Company, based on the recommendations of the Audit Committee, plus taxes, as applicable and reimbursement of out-of-pocket expenses.”

### **SPECIAL BUSINESS:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Rules made thereunder read with Schedule V thereof, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, the recommendations and / or approvals of the Nomination & Remuneration Committee and the Board of Directors of the Company and subject to the approval of the Central Government or such other approval(s) as may be required, approval of the Members of the Company be and is hereby accorded to the re-appointment of Shri Vivek Saraogi (DIN: 00221419) as the Managing Director of the Company for a further term of 5 years with effect from 1st April, 2017 to 31st March, 2022 whose office shall not be liable to retire by rotation, on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the term of office of Shri Vivek Saraogi as the Managing Director, the Company will pay to Shri Vivek Saraogi in respect



of such financial year(s) in which such inadequacy or loss arises or a period of three years, whichever is lower, the remuneration as set out in the Explanatory Statement by way of consolidated salary, perquisites and allowances as minimum remuneration, in accordance with the provisions of Section 197 and / or Schedule V to the Act or such higher limit as may be approved by the Central Government or other appropriate authority, if any, required in this regard.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and 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 and also to delegate, to the extent permitted by law, any of the powers herein conferred to any committee of directors or to any other director(s) or to any other Key Managerial Personnel of the Company.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Rules made thereunder read with Schedule V thereof, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, the recommendations and / or approvals of the Nomination & Remuneration Committee and the Board of Directors of the Company and subject to the approval of the Central Government or such other approval(s) as may be required, approval of the Members of the Company be and is hereby accorded to the re-appointment of Dr. Arvind Krishna Saxena (DIN: 00846939) as a Whole-time Director of the Company for a further term of 5 years with effect from 1st August, 2017 to 31st July, 2022 whose office shall be liable to retire by rotation, on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the term of office of Dr. Arvind Krishna Saxena, as a Whole-time Director, the Company will pay to Dr. Arvind Krishna Saxena in respect of such financial year(s) in which such inadequacy or loss arises or a period of three years, whichever is lower, the remuneration as set out in the Explanatory Statement by way of consolidated salary, perquisites and allowances as minimum remuneration, in accordance with the provisions of Section 197 and / or Schedule V to the Act or such higher limit as may be approved by the Central Government or other appropriate authority, if any, required in this regard.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and 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 and also to delegate, to the extent permitted by law, any of the powers herein conferred to any committee of directors or to any other director(s) or to any Key Managerial Personnel of the Company.”

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Naresh Dayal (DIN: 03059141), who was appointed by the Board of Directors as a Non - Executive, Non - Independent, Additional Director of the Company with effect from 15th November, 2016, in terms of Section 161(1) of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of director of the Company, be and is hereby appointed as a Non - Executive,

Non - Independent Director of the Company, whose office shall be liable to retire by rotation, on such terms and conditions including remuneration as may be applicable from time to time to the Non - Executive Directors of the Company within the overall limits as prescribed under the Act.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and 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 and also to delegate, to the extent permitted by law, any of the powers herein conferred to any committee of directors or to any other director(s) or to any Key Managerial Personnel of the Company.”

8. To consider and if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of M/s. N. Radhakrishnan & Co., Cost Accountants (Firm Registration No.: 000056), appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company for the financial year ending 31st March, 2018 at a remuneration of Rs. 3,50,000 plus taxes, as applicable and reimbursement of out-of-pocket expenses, be and is hereby ratified.

**RESOLVED FURTHER THAT** each of the Directors and the Company Secretary of the Company, be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid Resolution.”

Place: Kolkata  
Date: 27th May, 2017

By order of the Board  
For **Balrampur Chini Mills Limited**

**Registered Office:**  
FMC Fortuna, 2nd Floor,  
234/3A, A.J.C. Bose Road, Kolkata-700020

Sd/-  
**Nitin Bagaria**  
Company Secretary

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 41ST ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy, in order to be effective, should be deposited, duly completed and signed, at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting. A proxy form is attached herewith.**

**A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**

2. The proxy holder shall prove his / her identity at the time of attending the Meeting.  
3. When a member appoints a proxy and both the member and proxy attend the Meeting, the proxy stands automatically revoked.



4. Corporate members are required to send to the Company a certified copy of the Board Resolution (together with the respective specimen signature), pursuant to Section 113 of the Companies Act, 2013 (as amended) (the “Act”), authorising their representative to attend and vote on their behalf at the Meeting.
5. In case of joint members attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. A Statement pursuant to Section 102 of the Act and Secretarial Standard on General Meetings (SS-2), relating to the Special Businesses to be transacted at the Meeting is annexed hereto. Information on all the Directors proposed to be appointed / re-appointed at the Meeting as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and SS-2 are provided in the Annexure to this Notice.
7. The Register of Members and Share Transfer Books of the Company will remain closed from (Thursday) 24th August, 2017 to (Wednesday) 30th August, 2017 (both days inclusive).
8. The Board of Directors, has declared interim dividend @ 350% i.e. Rs. 3.50 per equity share of Re. 1 each at its Meeting held on 11th August, 2016 which was paid to the equity shareholders whose names appeared on the Company’s Register of Members or in the records of the depositories as beneficial owners on 24th August, 2016. The interim dividend so declared by the Board of Directors is being proposed to be confirmed as final dividend for the financial year ended 31st March, 2017 at the Meeting.
9. Members holding shares in electronic form may note that the Company or its Registrar and Share Transfer Agent (Karvy Computershare Private Limited, hereinafter referred to as “Karvy”) cannot act on any request received directly from the members holding shares in electronic form for any change in their address or bank particulars or bank mandates. Such changes are to be advised only to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address and / or bank mandates immediately to Karvy.
10. In terms of Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended) (the “IEPF Rules”), the due date for transferring the unclaimed final dividend for the financial year 2009-11 to the Investor Education and Protection Fund established by the Central Government is 30th August, 2018. Shareholders who have not yet encashed their final dividend warrants for the financial year 2009-11 or any subsequent financial year(s) are requested to claim the same by sending a duly signed letter (along with a copy of cancelled cheque) to Karvy immediately. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on 12th August, 2016 (date of last AGM) on the website of the Company ([www.chini.com](http://www.chini.com)) and also on the website of the Ministry of Corporate Affairs. No claim shall lie against the Company in respect of individual amount(s) so credited to the Investor Education and Protection Fund.
11. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company’s website ([www.chini.com](http://www.chini.com)) under the section “Investor Corner”.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to the Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Karvy.
13. Since securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, members holding shares in physical form are requested to get their shares dematerialized at the earliest.
14. In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and Regulation

44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of Karvy to provide remote e-voting facility to all the Members to enable them to cast their votes electronically in respect of the businesses to be transacted at the Meeting. The instructions for remote e-voting are annexed separately and forms part of this Notice. Members who would have cast their vote by remote e-voting may attend the Meeting, but shall not be able to vote at the Meeting. Such a member will also not be allowed to change or cast vote again. The facility of voting through electronic means (“Insta Poll”) will also be available at the Meeting. Members attending the Meeting who would have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the Meeting. (Members may note that in case of any technical failure or any other eventuality resulting into non-functionality of Insta Poll at the Meeting, the Members would be provided the facility for voting through Ballot Paper for casting their votes at the Meeting). **The Members, whose names appear in the Register of Members / list of Beneficial Owners as on (Wednesday) 23rd August, 2017, being the cut-off date, are entitled to vote on the Resolutions set forth in the Notice. A person who is not a member as on the cut-off date, (Wednesday) 23rd August, 2017 should treat this Notice for information purpose only.**

15. Electronic copy of the Notice of the Meeting, inter alia, indicating the process and manner of voting through electronic means along with Attendance Slip, Proxy Form and the Annual Report 2016-17 is being sent to all the Members (except those who have requested for a physical copy of the same) whose email addresses are registered with the Company’s Registrar and Share Transfer Agent/Depository Participants. However, any member may request for a physical copy of the Notice of the Meeting, Attendance Slip, Proxy Form and the Annual Report 2016-17 which will be sent by the Company to the said member free of cost. Physical copies of the Notice of the Meeting, inter alia, indicating the process and manner of voting through electronic means along with Attendance Slip, Proxy Form and the Annual Report 2016-17 is being sent (through a permitted mode) to all those members of the Company who have not registered their email addresses or have requested for a physical copy. In keeping with the Ministry of Corporate Affairs’ Green Initiative measures, the Company hereby requests its Members who have not registered their email addresses so far, to register their email addresses for receiving all communication including annual report, notices, etc. from the Company electronically.
16. A route map and prominent landmark for easy location of the venue of the Meeting is enclosed with this Notice. Members may also note that the Notice of the Meeting along with the route map and the Annual Report 2016-17 will also be available on the website of the Company ([www.chini.com](http://www.chini.com)) for download.
17. For convenience of the Members and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by way of Attendance Slip, which is annexed to this Notice. Members are requested to bring their Attendance Slip, fill up and sign the same at the place provided and hand it over at the entrance of the venue of the Meeting.
18. The Board of Directors has appointed CS Amber Ahmad, Company Secretary in Practice (ACS : 23152 / CP No.: 8581), failing her, CS Saloni Nagpal, Practising Company Secretary (ACS : 36995 / CP No.: 14706) as the Scrutinizer for scrutinizing the process of remote e-voting and e-voting at the Meeting venue (or poll as the case may be) in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of the Meeting, count the votes cast at the Meeting and thereafter, unblock the votes cast through remote e-voting in presence of atleast two witnesses not in employment of the Company. The Scrutinizer shall submit a Consolidated Scrutinizer’s Report of the total votes cast in favour of or against, if any, not later than 48 hours after the conclusion of the Meeting. Thereafter, the Results of remote e-voting and voting at the Meeting venue shall be declared by the Chairman or by any other director duly authorised in this regard. The Results declared along with the Report of the Scrutinizer shall be placed on the Company’s website ([www.chini.com](http://www.chini.com)) and also be displayed on the Notice Board of the Company at its Registered Office and on the website of Karvy ([www.karvy.com](http://www.karvy.com)) immediately after the results are declared and simultaneously communicated to the Stock Exchanges.



19. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act read with Rules made thereunder will be available for inspection by the Members at the Meeting.
20. Relevant documents referred to in this Notice / Explanatory Statement will be open for inspection by the Members at the Meeting and such documents will also be available for inspection in physical or in electronic form at the Registered Office of the Company on all working days, except Saturdays, from 11:00 A.M. to 1:00 P.M. upto and including the date of the Meeting and also at the Meeting.

Place: Kolkata

Date: 27th May, 2017

**Registered Office:**

FMC Fortuna, 2nd Floor,

234/3A, A.J.C. Bose Road, Kolkata-700020

By order of the Board  
For **Balrampur Chini Mills Limited**

Sd/-  
**Nitin Bagaria**  
Company Secretary

## EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102 of the Companies Act, 2013 (as amended) the following Explanatory Statement sets out all material facts relating to the Special Businesses set out from Item No. 5 to Item No. 8 of the accompanying Notice dated 27th May, 2017.

### Item No. 5

Based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors (the “Board”) at its meeting held on 11th February, 2017, subject to approval of the members of the Company, re-appointed Shri Vivek Saraogi as the Managing Director of the Company for a further period of 5 years with effect from 1st April, 2017 till 31st March, 2022 on the following terms and conditions including remuneration:

#### General Terms & Conditions

- (i) Subject to the supervision and control of the Board, Shri Vivek Saraogi shall be overall in-charge of Management/administration of the affairs of the Company. He will look after day to day affairs of the Company including general administration, banking, finance, sales, purchase and accounts.
- (ii) Without prejudice to the powers contained in the previous clause, the Board may from time to time entrust to Shri Vivek Saraogi such of the powers exercisable by the Board as deemed fit, and may confer such powers for such time and to be exercised for such objects and purposes, and upon such terms and conditions, and with such restriction as the Board may think expedient.
- (iii) He shall be entitled to engage and dismiss staff and shall manage the business of the Company with full powers to do all acts, matters and things deemed necessary, proper or expedient for carrying on the business of the Company.
- (iv) He shall not be paid any sitting fees for attending the meetings of the Board or its Committees.
- (v) Shri Vivek Saraogi shall also visit such places from time to time, which may be necessary for the purpose of the business of the Company. Shri Vivek Saraogi shall be entitled to reimbursement of all the travelling, boarding, lodging and incidental expenses (along with one person for assistance), which he may incur for performing his duties outside Kolkata.
- (vi) Shri Vivek Saraogi shall not be reckoned as a Director for the purpose of determining the retirement of Directors by rotation or in fixing the number of Directors to retire but he shall immediately cease to be the Managing Director if he ceases to hold the office of Director for any reason.
- (vii) Shri Vivek Saraogi may with the sanction of the Board delegate any of his powers to such Directors, Secretary or other persons, as he may deem fit, and shall have power to grant to such Directors, Secretary or other delegates such Power of Attorney as Shri Saraogi may, subject to the approval of the Board, deem expedient and shall have power to revoke the same.
- (viii) There would neither be any notice period nor any severance fees.

#### Remuneration

(a) Salary	Rs. 20,00,000 per month.
(b) Commission	1% of the net profit of the Company, subject to a ceiling of Rs. 360 Lacs per annum.
(c) Perquisites/Amenities:	
Medical Reimbursement	Payment / Reimbursement of actual medical expenses in India and / or abroad including hospitalization, nursing home and surgical charges for himself and family.
Leave Travel Concession	Payment / Reimbursement of actual travelling expenses for proceeding on leave once in a year in respect of himself and family to any destination in India or abroad.
Leave	Consolidated leave not exceeding one month in a financial year. Encashment/ accumulation of leave will be permissible in accordance with the rules specified by the Company.
Personal Accident Insurance	Premium upto Rs. 1,00,000/- per annum.





Medical Insurance	As per rules of the Company.
Club Fees	Payment / Reimbursement of membership / subscription fee of clubs in India and abroad, including admission and life membership fees. Payment/ Reimbursement of food and entertainment expenses incurred at clubs.
Provident Fund	As per rules of the Company.
Gratuity	1/ 2 month's salary for each completed year of service.
Car	Company's Car with driver for official use.
Telephone	Payment/ Reimbursement of telephone expenses and provision of telephone(s) at residence.

Where in any financial year(s) during the currency of the tenure of Shri Vivek Saraogi as the Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay to Shri Vivek Saraogi in respect of such financial year(s) in which such inadequacy or loss arises or a period of three years, whichever is lower, the remuneration as set out above by way of consolidated salary, perquisites and allowances as minimum remuneration, in accordance with the provisions of Section 197 and / or Schedule V to the Companies Act, 2013 (as amended) (the "Act") or such higher limit as may be approved by the Central Government or other appropriate authority, if any, required in this regard.

Pursuant to the provisions of Schedule V to the Act, the following information is being provided to the Members. The Board will provide other information (which is not available as on the date of this Notice) in the year in which Schedule V will be applicable due to having inadequate profit or loss in the Company.

#### I. General Information

##### i. Nature of industry

Manufacturing of Sugar, Industrial Alcohol and Co-generation of Power.

##### ii. Date of commencement of commercial production

Existing Company, already in operation since 1975.

##### iii. Financial performance based on given indicators

(Rs. in Lacs)

Particulars	For the year ended 31st March, 2014 (Audited) @	For the year ended 31st March, 2015 (Audited) @	For the year ended 31st March, 2016 (Audited) @	For the year ended 31st March, 2017 (Audited) #
Revenue from Operations (Net)	2,66,494.43	2,98,697.79	2,75,666.73	3,46,013.38
Other Income	2,594.47	1,504.16	4,455.39	2,494.23
<b>Total Income</b>	<b>2,69,088.90</b>	<b>3,00,201.95</b>	<b>2,80,122.12</b>	<b>3,48,507.61</b>
Total Expense ^	2,45,092.21	2,86,048.70	2,33,735.36	2,59,056.29
Interest	11,784.26	10,209.23	7,559.66	5,542.80
Depreciation and Amortisation	10,945.04	11,560.32	11,010.52	10,493.71
Exceptional Items	-	-	17,310.41	-
<b>Profit Before Tax</b>	<b>1,267.39</b>	<b>(7,616.30)</b>	<b>10,506.17</b>	<b>73,414.81</b>
Provision for Tax (including Deferred Tax)	903.31	(1,842.86)	564.44	14,186.16
<b>Profit After Tax</b>	<b>364.08</b>	<b>(5,773.44)</b>	<b>9,941.73</b>	<b>59,228.65</b>

@ figures are based on Indian GAAP

# figures are based on IND AS

^includes Stock Adjustment



**iv. Foreign investments or collaborations, if any**

None.

**II. Information about Shri Vivek Saraogi****(1) Background details**

Shri Vivek Saraogi (age 51 years) is a Commerce Graduate having 29 years of experience in Sugar Industry. He is also a past President of Indian Sugar Mills Association. He was a committee member of FICCI and Indian Chambers of Commerce, Kolkata. He is also a Director in Neoworth Commercial Pvt. Ltd. and VM Vinimay Pvt. Ltd.

**(2) Past remuneration - Remuneration paid during the 2016-17 and 2015-16 are given below**

(Rs.)

Particulars	For the year ended 31.03.2017	For the year ended 31.03.2016
Salary and Allowances	1,50,00,000	1,50,00,000
Variable Compensation Pay / Commission	1,50,00,000	Nil
Perquisites / Other benefits including Contribution to Provident and Other Funds	41,36,733	22,14,496
Stock Option	None	None
<b>Total</b>	<b>3,41,36,733</b>	<b>1,72,14,496</b>

**(3) Recognition or awards**

- In 1994, he was inducted to the Board of the Pradeshiya Industrial & Investment Corporation of U.P. Ltd. by the Govt. of U.P.;
- He was President of Indian Sugar Mills Association for the year 1995-96 and 2009-10;
- He was a member of the High Level Task Force constituted in May 2001 by Govt. of U.P.;
- He was nominated as a member of the Eastern Regional Committee of IDBI;
- He was elected as a Committee Member of the Indian Chamber of Commerce, Kolkata in the year 2006;
- He was the Chairman of Indian Sugar Exim Corporation Ltd. in 2009-10.

**(4) Job profile and his suitability**

Subject to the supervision and control of the Board of Directors, Shri Vivek Saraogi shall be overall in-charge of running the affairs of the Company.

He is a dynamic industrialist. As the Managing Director, he has played a key role in making the Company one of the most efficient sugar producers in the Country. Incorporated in 1975, with a single sugar unit at Balrampur, today the Company has 10 sugar units, 8 co-generation power plants and 3 distillery units. Under his leadership, the Company has made tremendous growth.

There is a constant need to formulate business strategies and review them continuously for successful implementation in order to provide an impetus to the growth prospects of the Company. This enduring process necessitates his continuous focus and higher involvement in managing the overall affairs of the Company.

**(5) Remuneration proposed**

As detailed in the Explanatory Statement.



**(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person**

Due to the unstinted efforts and contributions of Shri Vivek Saraogi, Managing Director, the Company has been able to reach a prominent position in the Sugar Industry. His unflinching contributions has ensured the long term survival and sustainability of the Company. The proposed remuneration is also based on benchmarking standards with respect to size of the operations of the Company and the profile of the position. The Nomination & Remuneration Committee and the Board therefore considers that the proposed remuneration is justified.

**(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel**

Shri Vivek Saraogi holds 3,66,61,967 equity shares in the Company as on the date of this Notice. Apart from receiving remuneration as stated above and dividend as a Member of the Company in respect of his shareholding, Shri Saraogi does not have any other pecuniary relationship with the Company or with any managerial personnel of the Company.

**III. Other information**

**(1) Reasons for loss or inadequate profits**

The related information will be provided in the Board's Report prepared for the relevant year in which inadequate profit/loss arises.

**(2) Steps taken or proposed to be taken for improvement**

The related information will be provided in the Board's Report prepared for the relevant year in which inadequate profit/loss arises.

**(3) Expected increase in productivity and profits in measurable terms**

The related information will be provided in the Board's Report prepared for the relevant year in which inadequate profit/loss arises.

**IV. Disclosures**

Disclosures pursuant to Schedule V to the Act are given in the Explanatory Statement hereinbefore and in the Corporate Governance Report which is annexed to the Board's Report.

Other disclosures required under the Act, Secretarial Standard 2 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) have been provided as an Annexure to this Notice.

The Board, therefore, recommends the Special Resolution as set out at Item no. 5 of this Notice for approval by the Members.

Shri Vivek Saraogi is concerned or interested in the Resolution as it relates to his re-appointment and/or remuneration payable to him. None of the other Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the Resolution.

**Item No. 6**

Based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors (the "Board") at its meeting held on 27th May, 2017, subject to approval of the members of the Company, re-appointed Dr. Arvind Krishna Saxena as a Whole-time Director of the Company for a further period of 5 years with effect from 1st August, 2017 till 31st July, 2022 on the following terms and conditions including remuneration:

**General Terms & Conditions**

- (i) Dr. Arvind Krishna Saxena shall perform such functions and duties as may be assigned to him, from time to time, by the Board/Management.

- (ii) Dr. Saxena shall not be paid any sitting fees for attending the meetings of the Board or its Committees.
- (iii) Dr. Saxena shall also visit such places from time to time, which may be necessary for the purpose of the business of the Company. Dr. Saxena shall be entitled to reimbursement of all the travelling, boarding, lodging and incidental expenses, which he may incur for performing his duties in or outside Uttar Pradesh.
- (iv) Dr. Saxena shall be liable to retire by rotation and shall be reckoned as a Director for the purpose of determining the retirement of Directors by rotation or in fixing the number of Directors to retire but he shall immediately cease to be a Whole-time Director if he ceases to hold the office of Director for any reason.
- (v) There would neither be any notice period nor any severance fees.

#### Remuneration

a)	<b>Basic Salary :</b>	Rs. 1,57,000 per month w.e.f. 1st August, 2017. Rs. 1,70,000 per month w.e.f. 1st August, 2018. Rs. 1,85,000 per month w.e.f. 1st August, 2019. Rs. 2,00,000 per month w.e.f. 1st August, 2020. Rs. 2,15,000 per month w.e.f. 1st August, 2021.
b)	<b>Perquisites</b>	
	i) Housing :	Rent free accommodation (Furnished) for self and family, subject to such conditions as may be imposed by the Board.
	ii) Medical Reimbursement :	For self and his family subject to a ceiling of 6% of basic salary in a year, subject to such conditions as may be imposed by the Board.
	iii) Electricity and water :	The Company shall pay / reimburse the electricity charges as per the Company's policies.
	iv) Special Allowance :	Rs. 13,000 per month w.e.f. 1st August, 2017. Rs. 14,000 per month w.e.f. 1st August, 2018. Rs. 15,500 per month w.e.f. 1st August, 2019. Rs. 16,750 per month w.e.f. 1st August, 2020. Rs. 18,000 per month w.e.f. 1st August, 2021.
	v) Provident Fund /National Pension Scheme :	As per Rules of the Company.
	vi) Gratuity :	1/2 month's basic salary for each completed year of service.
	vii) Telephone :	Provision of free telephone facilities at residence or payment / reimbursement of telephone expenses (including personal calls) as per the Company's policies.
	viii) Leave :	Consolidated privilege leave on full pay and allowance, not exceeding 30 days in a financial year. Encashment/ accumulation of leave will be permissible in accordance with the rules specified by the Company.
	ix) Car :	The Company shall provide a car with driver for use on Company's business. The same can also be used for personal work, subject to such conditions as may be imposed by the Board.

Where in any financial year(s) during the currency of the tenure of Dr. Arvind Krishna Saxena as a Whole-time Director, the Company has no profits or its profits are inadequate, the Company shall pay to Dr. Arvind Krishna Saxena in respect of such financial year(s) in which such inadequacy or loss arises or a period of three years, whichever is lower, the



remuneration as set out above by way of consolidated salary, perquisites and allowances as minimum remuneration, in accordance with the provisions of Section 197 and / or Schedule V to the Companies Act, 2013 (as amended) (the “Act”) or such higher limit as may be approved by the Central Government or other appropriate authority, if any, required in this regard.

Pursuant to the provisions of Schedule V to the Act, the following information is being provided to the Members. The Board will provide other information (which is not available as on the date of this Notice) in the year in which Schedule V will be applicable due to having inadequate profit or loss in the Company.

## **I. General Information**

The information under this head is same as provided under the same heading of Item No. 5 of this Notice (Explanatory Statement).

## **II. Information about Dr. Arvind Krishna Saxena**

### **(1) Background details**

Dr. Arvind Krishna Saxena (age 65 years) is M.Sc. and Ph.D. (Botany) by qualification and has specialization in Industrial Mycology, Bio-composting, Mushroom Production and Processing from Horst, Holland. He has vast experience of 43 years and is associated with the Company since 2002. Prior to this, he has held various positions in other organisations and was also associated with scientific and research activities.

### **(2) Past remuneration - Remuneration paid during the 2016-17 and 2015-16 are given below**

(Rs.)

<b>Particulars</b>	<b>For the year ended 31.03.2017</b>	<b>For the year ended 31.03.2016</b>
Salary	17,00,000	15,80,000
Variable Compensation Pay / Commission	Nil	Nil
Perquisites / Other benefits including Contribution to Provident and Other Funds	6,26,763	6,05,919
Stock Option	None	None
<b>Total</b>	<b>23,26,763</b>	<b>21,85,919</b>

### **(3) Recognition or awards**

None.

### **(4) Job Profile and his suitability**

Dr. A. K. Saxena is engaged in various activities related to the operations of the Company. He is also designated as Occupier under labour laws. As a Whole-time Director, his dedication and holistic involvement for the operations of the Company is necessitated. The said remuneration to Dr. Saxena is justified having regard to the responsibilities, which he is called upon to bear as a Whole-time Director of the Company.

### **(5) Remuneration proposed**

As detailed in the Explanatory Statement.

### **(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person**

The terms and conditions (including remuneration) of re-appointment of Dr. Arvind Krishna Saxena as a Whole-time Director have been considered and recommended by the Nomination & Remuneration Committee

and thereafter approved by the Board at their meeting held on 27th May, 2017. The proposed remuneration is based on benchmarking standards with respect to size of the operations of the Company and the profile of the position.

**(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel**

Dr. Arvind Krishna Saxena holds 16,855 equity shares in the Company as on the date of this Notice. Apart from receiving remuneration as stated above and dividend as a Member of the Company in respect of his shareholding, Dr. Saxena does not have any other pecuniary relationship with the Company or with any managerial personnel of the Company.

**III. Other information**

**(1) Reasons for loss or inadequate profits**

The related information will be provided in the Board's Report prepared for the relevant year in which inadequate profit/loss arises.

**(2) Steps taken or proposed to be taken for improvement**

The related information will be provided in the Board's Report prepared for the relevant year in which inadequate profit/loss arises.

**(3) Expected increase in productivity and profits in measurable terms**

The related information will be provided in the Board's Report prepared for the relevant year in which inadequate profit/loss arises.

**IV. Disclosures**

Disclosures pursuant to Schedule V to the Act are given in the Explanatory Statement hereinbefore and in the Corporate Governance Report which is annexed to the Board's Report.

Further, Section 196(3) read with Part I of Schedule V to the Act, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole-time Director or Manager unless it is approved by the members by passing a special resolution.

Keeping in view that Dr. Arvind Krishna Saxena has rich and varied experience in the Sugar Industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment of Dr. Arvind Krishna Saxena as a Whole-time Director of the Company beyond the age of 70 years.

Other disclosures required under the Act, Secretarial Standard 2 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) have been provided as an Annexure to this Notice.

The Board, therefore, recommends the Special Resolution as set out at Item no. 6 of this Notice for approval by the Members.

Dr. Arvind Krishna Saxena is concerned or interested in the Resolution as it relates to his re-appointment and/or remuneration payable to him. None of the other Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the Resolution.

**Item No. 7**

Pursuant to Section 161 of the Companies Act, 2013 (as amended) (the "Act"), Shri Naresh Dayal was appointed as an Additional (Non-Executive, Non-Independent) Director of the Company w.e.f. 15th November, 2016 to hold such office till the conclusion of the ensuing Annual General Meeting of the Company. A notice under Section 160 of the Act along with requisite deposit has been received by the Company from a member proposing the candidature of Shri Dayal as a Director of the Company.



Based on the recommendation received from the Nomination & Remuneration Committee and his consent to act as a Director of the Company and other statutory disclosures, it is proposed to appoint Shri Dayal as a Director of the Company whose office shall be liable to retire by rotation. Further as per the declarations received by the Company, Shri Dayal is not disqualified under Section 164 of the Act. The directorships held by Shri Dayal are within the limits prescribed under the Act.

Brief resume of Shri Naresh Dayal, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between Directors inter-se, etc., are provided as Annexure to this Notice.

Keeping in view his vast expertise and knowledge, the Board considers that his association would be of immense benefit to the Company. Accordingly, the Board recommends the resolution in relation to the appointment of Shri Dayal as a Director, for the approval by the Members of the Company.

Except Shri Naresh Dayal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

This Explanatory Statement may also be regarded as a disclosure under Secretarial Standard 2 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **Item No. 8**

The Board, on recommendation of the Audit Committee, approved the appointment of M/s. N. Radhakrishnan & Co., Cost Accountants (Firm Registration No.: 000056) as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company relating to Sugar (including Industrial Alcohol) and Electricity for the financial year ending 31st March, 2018 at a remuneration of Rs. 3,50,000 plus taxes, as applicable and reimbursement of out of pocket expenses. In accordance with the provisions of Section 148 of the Companies Act, 2013 (as amended) read with the Companies (Audit and Auditors) Rules, 2014 (as amended), the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution. The Board recommends the Ordinary Resolution as set out in Item No. 8 for approval by the Shareholders.

Place: Kolkata

Date: 27th May, 2017

#### **Registered Office:**

FMC Fortuna, 2nd Floor,  
234/3A, A.J.C. Bose Road, Kolkata-700020

By order of the Board  
For **Balrampur Chini Mills Limited**

Sd/-  
**Nitin Bagaria**  
Company Secretary

### Annexure to the Notice

As per the requirements of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard - 2 as issued by the Institute of Company Secretaries of India, a statement containing the requisite details of the concerned Directors is given below:

<b>Name</b>	<b>Shri Vivek Saraogi</b>	<b>Dr. A. K. Saxena</b>	<b>Shri Naresh Dayal</b>
<b>DIN</b>	00221419	00846939	03059141
<b>Date of Birth</b>	05.02.1966	26.08.1951	14.09.1949
<b>Age</b>	51 years	65 years	67 years
<b>Profile</b>	Shri Vivek Saraogi is the past President of the Indian Sugar Mills Association. He was a committee member of FICCI and Indian Chamber of Commerce in Kolkata. Shri Saraogi is a graduate in commerce. Under his stewardship, the Company has grown rapidly through organic and inorganic means which has helped to make Balrampur Chini Mills Ltd, a leader in the Indian sugar industry.	Dr. A. K. Saxena is M.Sc., Ph.D. (Botany) and having specialization in Industrial Mycology, Bio-composting, Mushroom Production and Processing from Horst, Holland. He has wide experience of more than 43 years and is associated with the Company since 2002. He held previously prestigious position in various organizations and was also associated with Scientific and research activities.	Shri Naresh Dayal is a Reid. IAS and has worked with the Government of India for 37 years in various positions at the state and national levels. As Secretary, the Hon'ble Ministry of Health and Family Welfare, Shri Dayal was responsible, among other things, for all policies and programs in Public Health, supervising National Health Authorities, assessing and devising the policies for the Country's manpower requirements in health.
<b>Qualification</b>	B. Com	M.Sc. & Ph.D. (Botany)	M.A. from University of Delhi and Masters in Professional Studies, Agriculture, from University of Cornell, USA.
<b>Experience and Expertise in specific functional area</b>	Refer Item no. 5 of the Notice & Explanatory Statement	Refer Item no. 6 of the Notice & Explanatory Statement	Business and General Administration
<b>Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid.</b>	Refer Annexure VII to the Board's Report	Refer Annexure VII to the Board's Report	Appointed w.e.f. 15th November, 2016 as an Additional (Non-Executive, Non-Independent) Director, to hold office upto the date of AGM. He is entitled to receive commission and sitting fees as per the provisions of the Companies Act, 2013.
<b>Remuneration last drawn by such person, if applicable</b>	Refer Annexure VII to the Board's Report	Refer Annexure VII to the Board's Report	Refer Annexure VII to the Board's Report
<b>Date of first appointment on the Board</b>	3rd July, 1987	31st July, 2008	15th November, 2016
<b>Membership/Chairmanship of Committees of the Board of Directors of the Company</b>	Refer Annexure VIII to the Board's Report	Refer Annexure VIII to the Board's Report	Refer Annexure VIII to the Board's Report





Other Directorships and Membership/ Chairmanship of Committees of other Boards	Unlisted Companies	None	Listed Companies
	- VM Vinimay Private Limited - Neoworth Commercial Pvt. Ltd.		- Glaxosmithkline Consumer Healthcare Limited (Member of Stakeholders Relationship Committee) <b>Unlisted Companies</b> - Biotechnology Industry Research Assistance Council
Number of shares held in the Company	3,66,61,967 equity shares	16,855 equity shares	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None	None
Number of Meetings of the Board attended during the year	Refer Annexure VIII to the Board's Report	Refer Annexure VIII to the Board's Report	Refer Annexure VIII to the Board's Report

Place: Kolkata

Date: 27th May, 2017

**Registered Office:**

FMC Fortuna, 2nd Floor,  
234/3A, A.J.C. Bose Road, Kolkata-700020

By order of the Board  
For **Balarampur Chini Mills Limited**

Sd/-  
**Nitin Bagaria**  
Company Secretary

**Balrampur Chini Mills Limited**

**ATTENDANCE SLIP**



CIN: L15421WB1975PLC030118  
Registered Office: FMC Fortuna, 2nd Floor,  
234/3A, A.J.C. Bose Road, Kolkata – 700 020,  
Phone: (033) 22874749, Fax: (033) 22873083,  
Email: investorgrievances@bcml.in, Website:www.chini.com

Name of the Member / Proxy:

Address:

Email-Id:

Folio No./Client ID:

DP ID:

No(s). of Shares held:

I/ We hereby record my/our presence at the **41st Annual General Meeting** of the Company held on Wednesday, the 30th day of August, 2017 at 11.00 A.M. at ‘Vidya Mandir’, 1, Moira Street, Kolkata – 700017.

\_\_\_\_\_  
Signature of Member / Proxy

**NOTE: PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING & HANDOVER AT THE ENTRANCE DULY FILLED & SIGNED. MEMBERS ARE REQUESTED TO BRING THEIR COPIES OF ANNUAL REPORT TO THE MEETING. MEMBERS WHO HOLD SHARES IN DEMATERIALISED FORM ARE REQUESTED TO FURNISH THEIR CLIENT ID AND DP ID FOR EASY IDENTIFICATION OF ATTENDANCE AT THE MEETING. PROXIES ARE REQUESTED TO BRING THEIR IDENTITY PROOF FOR VERIFICATION AT THE ENTRANCE OF THE MEETING.**

(P.T.O.)



**Form No. MGT-11**  
**PROXY FORM**



*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

**Balrampur Chini Mills Limited**

CIN: L15421WB1975PLC030118  
Registered Office: FMC Fortuna, 2nd Floor,  
234/3A, A.J.C. Bose Road, Kolkata – 700 020,  
Phone: (033) 22874749, Fax: (033) 22873083,  
Email: investorgrievances@bcml.in, Website:www.chini.com

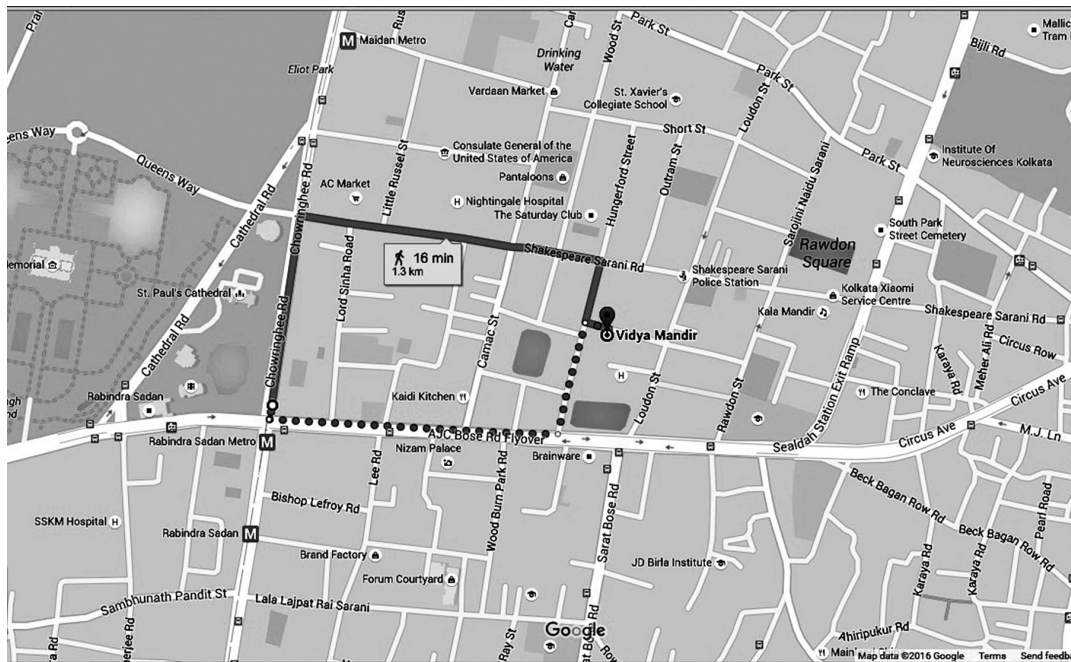
Name of the Member(s):  
  
Registered address:  
  
E-mail Id:  
  
Folio No. / Client Id:  
  
DP ID:

I/We, being the member(s) of ..... shares of the above named company, hereby appoint

- 1. Name:.....Address:.....  
E-mail Id:.....Signature:....., or failing him;
- 2. Name:.....Address:.....  
E-mail Id:.....Signature:....., or failing him;
- 3. Name:.....Address:.....  
E-mail Id:.....Signature:.....

(P.T.O.)

**ROUTE MAP TO THE VENUE OF THE 41ST ANNUAL GENERAL MEETING OF THE COMPANY,  
TO BE HELD ON WEDNESDAY, THE 30TH DAY OF AUGUST, 2017**



**Prominent Landmark:** Rabindra Sadan Metro Station  
**Venue of the Meeting:** 'Vidya Mandir', 1, Moira Street, Kolkata – 700017



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **41st Annual General Meeting** of the Company, to be held on Wednesday, the 30th day of August, 2017 at 11.00 A.M. at 'Vidya Mandir', 1, Moira Street, Kolkata – 700017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl.	Ordinary Business:	For	Against
1.	Adoption of the Audited Financial Statements for the year ended 31st March, 2017 along with the Reports of the Board of Directors and the Auditors thereon.		
2.	Approval and confirmation of the interim dividend of Rs. 3.50 per Equity Share of the Company paid during the year as the final dividend for the year ended 31st March, 2017		
3.	Appointment of Dr. Arvind Krishna Saxena, who retires by rotation.		
4.	Appointment of M/s. Lodha & Co., Chartered Accountants, as Statutory Auditors and fix their remuneration.		
<b>Special Business:</b>			
5.	Re-appointment of Shri Vivek Saraogi as the Managing Director.		
6.	Re-appointment of Dr. Arvind Krishna Saxena as a Whole-time Director.		
7.	Appointment of Shri Naresh Dayal as a Non-Executive, Non-Independent Director.		
8.	Ratification of remuneration payable to the Cost Auditors.		

Signed this.....day of....., 2017

Signature of Shareholder

Signature of Proxy holder(s)

Affix  
Revenue  
Stamp here

**Notes:**

- For the Resolutions, Explanatory Statements and Notes, please refer the Notice of 41st Annual General Meeting.
- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- If you wish to vote for a Resolution, place a tick in the corresponding box under the column marked "For". If you wish to vote against a Resolution, place a tick in the corresponding box under the column marked "Against". If no direction is given, your Proxy may vote or abstain as he/ she thinks fit.

## Balrampur Chini Mills Limited

CIN: L15421WB1975PLC030118  
Registered Office: FMC Fortuna, 2nd Floor,  
234/3A, A.J.C. Bose Road, Kolkata – 700 020,  
Phone: (033) 22874749, Fax: (033) 22873083,  
Email: [investorgrievances@bcml.in](mailto:investorgrievances@bcml.in), Website: [www.chini.com](http://www.chini.com)



Folio No. / DP ID & Client ID :

SL :

Number of Shares held :

Name & Address :

Dear Member,

### Sub: **Voting through electronic means**

In compliance with the provisions of Section 108 of the Companies Act, 2013 (as amended) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the Company is pleased to provide to the members facility of voting by electronic means through remote e-voting (i.e. voting electronically from a place other than the venue of the general meeting) in respect of businesses to be transacted at the 41st Annual General Meeting (AGM) of the Company scheduled to be held on 30th August, 2017 (Wednesday) at 11.00 A.M. The Company has engaged the services of Karvy Computershare Private Limited (Karvy) for facilitating voting by electronic means and the businesses may be transacted through e-voting service provided by Karvy. The remote e-voting particulars are set out below:

E-Voting Event Number (EVEN)	User ID	Password

The remote e-voting facility is available during the following period:

Commencement of remote e-voting : 27th August, 2017 (Sunday) at 10.00 A.M.

End of remote e-voting : 29th August, 2017 (Tuesday) at 5.00 P.M.

The cut-off date for the purpose of remote e-voting and voting at the AGM is 23rd August, 2017 (Wednesday).

E-voting facility is available at the website – <https://evoting.karvy.com>. Please read the instructions printed overleaf before exercising remote e-voting. The Notice of the AGM dated 27th May, 2017 (the “Notice”) is enclosed herewith and can also be downloaded from the Karvy website and the Company website – [www.chini.com](http://www.chini.com)

Place: Kolkata  
Date: 27th May, 2017

By order of the Board  
For **Balrampur Chini Mills Limited**

**Registered Office:**  
FMC Fortuna, 2nd Floor,  
234/3A, A.J.C. Bose Road, Kolkata-700020

Sd/-  
**Nitin Bagaria**  
Company Secretary

## INSTRUCTIONS FOR E-VOTING AND GENERAL INFORMATION

Shareholders are requested to read the instructions / steps detailed below before exercising / casting their vote: The Company has entered into an arrangement with Karvy Computershare Private Limited (Karvy) for facilitating e-voting for AGM. The instructions for e-voting are as under:

1. Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
2. Enter the login credentials (i.e. User ID & password) as mentioned overleaf or as mentioned in the email (in case you receive an email from Karvy on your registered email address) :

User ID	Folio Number registered with the Company / DP ID – Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for login.
Password	Your Unique password is printed overleaf.
Captcha	Enter the Verification code for security reasons i.e., please enter the alphabets and numbers in the exact way as they are displayed.

3. After entering these details appropriately, click on "LOGIN"
4. You will now reach Password Change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with atleast one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
5. You need to login again with the new credentials.
6. On successful login, the system will prompt you to select the e- voting "EVEN".
7. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
8. Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
9. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
10. You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify.
11. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ID:bcmlagm2017@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Balrampur Chini Mills Limited\_Annual General Meeting".
12. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.
13. In case of any query, you may refer Help & Frequently Asked Questions (FAQs) section of <https://evoting.karvy.com> (Karvy Website) or call Karvy on 040-67161500 & Toll Free No. 1800 3454 001.

### General Information:

- i. Shareholders of the Company, as on the cut-off date, may cast their vote electronically. The voting rights of the shareholders shall be ONE VOTE PER EQUITY SHARE registered in the name of the shareholder **as on the cut-off date i.e. 23rd August, 2017 (Wednesday)**.
- ii. Any person who becomes a member of the Company after the dispatch of the Notice of the AGM and holds shares as on the cut-off date may obtain Password by contacting Karvy Computershare Private Ltd.
- iii. The Remote E- voting period commences on **27th August, 2017 (Sunday) at 10.00 A.M. and ends on 29th August, 2017 (Tuesday) at 5.00 P.M.** During this period, Shareholders of the Company may cast their votes electronically. The E-voting module shall be disabled by Karvy for voting thereafter.
- iv. Shareholders who have not cast their votes electronically, may only cast their vote at the AGM.
- v. The Board of Directors has appointed CS Amber Ahmad, Company Secretary in Practice (ACS :23152 /CP No.: 8581), failing her, CS Saloni Nagpal, Practicing Company Secretary (ACS : 36995 /CP No.: 14706), as the Scrutinizer for scrutinizing the process of remote e-voting in a fair and transparent manner.
- vi. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any duly authorized Director and who shall declare the result of the voting forthwith. Resolution(s) shall be deemed to be passed on the date of AGM subject to receipt of requisite number of votes in favour of Resolution(s).
- vii. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website ([www.chini.com](http://www.chini.com)) and also be displayed on the Notice Board of the Company at its Registered Office and on the website of Karvy (<https://evoting.karvy.com/>) immediately after the results are declared and simultaneously communicated to the Stock Exchanges.