

Balrampur Chini Mills Limited

CIN: L15421WB1975PLC030118

Registered Office: FMC Fortuna, 2nd Floor, 234/3A, A.J.C. Bose Road, Kolkata – 700 020

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Website: www.chini.com



POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given 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**”), Secretarial Standard on General Meetings (“SS 2”), and any other laws and regulations applicable from time to time, consent/approval of the Members of the Company is sought to pass the proposed resolution as set out hereinafter, by means of postal ballot, which includes e-voting (Voting by electronic means).

A Statement pursuant to Section 102 of the Act setting out the material facts and the reasons thereof (the “**Statement**”) is annexed hereto along with a Postal Ballot Form (the “**Postal Ballot Form**”), for your consideration. This Notice along with the Statement and the Postal Ballot Form is also available on the website of the Company (www.chini.com). Further, in terms of the said Rules and SS 2, an advertisement shall be published in newspapers specifying the relevant information.

The Board of Directors of the Company (the “**Board**”) at their meeting held on 15th November, 2016 has, subject to the approval of the Members of the Company by way of a special resolution and approval of statutory, regulatory or government authorities as may be required under applicable laws, approved a buyback of fully paid up equity shares of face value Re. 1 each not exceeding 1,00,00,000 (One Crore) equity shares (representing 4.08% of the total paid-up Equity Share Capital of the Company as on 31st March, 2016) from the Members holding equity shares of the Company on a proportionate basis through the “Tender Offer” route through the Stock Exchange mechanism as prescribed under the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (as amended), read with SEBI Circular CIR/CFD/POLICYCELL/1/2015 dated 13th April, 2015, at a price of Rs. 175 (Rupees One Hundred Seventy Five Only) per equity share payable in cash for an aggregate amount of upto Rs. 175,00,00,000 (Rupees One Hundred Seventy Five Crores Only) (“**Buyback**”). The offer size of the Buyback is approximately 14.72% of the aggregate of paid-up Equity Share Capital and Free Reserves of the Company as at 31st March, 2016.

In accordance with the provisions of Section 68(2)(b) and 110 of the Act, read with Rule 22(16)(g) of the Rules and other applicable provisions of the Act, the approval of the members is required to be obtained by way of a special resolution through postal ballot for the proposed Buyback. Accordingly, your consent is sought for the same. The said resolution and the Statement are being sent to you along with the Postal Ballot Form for your consideration.

The Board has appointed Ms. Amber Ahmad, Company Secretary in Practice (holding CP No. 8581), failing her, Ms. Saloni Nagpal, Company Secretary in Practice (holding CP No. 14706), as the Scrutinizer (the “**Scrutinizer**”), for conducting the Postal Ballot (which includes e-voting) in a fair and transparent manner.

Members are requested to carefully read the instructions printed on the Postal Ballot Form, record their assent (FOR) or dissent (AGAINST) therein by filling necessary details and affixing their signature at the designated place in the said form and return the same duly completed, in the attached postage prepaid self-addressed envelope, so as to reach the Scrutinizer not later than 5.00 P.M. on 30th December, 2016. The Scrutinizer after completion of the scrutiny will submit the report on or before 2nd January, 2017 to the Chairman of the Company or to any other director authorised in this regard.

E-voting Option: Further, the Company, in compliance with the provisions of Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is pleased to provide 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. The e-voting period commences on 1st December, 2016 and ends on 30th December, 2016.

The Result of the Postal Ballot (which includes e-voting) will be declared on Monday, 2nd January, 2017 at 5.00

P.M. at the Registered Office of the Company by the Chairman of the Company or any other director authorised by him in writing. The results will also be posted on the website of the Company (www.chini.com) on 2nd January, 2017, on the website of NSDL and shall also be displayed on the Notice Board of the Company at its Registered Office. The results shall also be intimated to the Stock Exchanges where the equity shares of the Company are listed.

Special Business:

Item No. 1 : To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Article 62 of the Articles of Association of the Company and the provisions of Section 68, 69, 70 and other applicable provisions, if any, of the Companies Act, 2013 (as amended) (the “**Act**”), the Companies (Share Capital and Debentures) Rules, 2014 (as amended) (the “**Share Capital Rules**”) to the extent applicable, and in compliance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (as amended) (the “**Buyback Regulations**”), and subject to such approvals, permissions and sanctions as may be required and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which shall include any committee constituted/ to be constituted by the Board of Directors of the Company to exercise powers conferred by this resolution), consent of the members be and is hereby accorded for buyback of not exceeding 1,00,00,000 (One Crore) fully paid up equity shares (representing 4.08% of the total paid-up Equity Share Capital of the Company as on 31st March, 2016) of face value of Re. 1 each (hereinafter referred to as the “**Equity Shares**” or “**Shares**”) at a price of Rs. 175 (Rupees One Hundred and Seventy Five Only) per equity share payable in cash for an aggregate amount upto Rs. 175,00,00,000 (Rupees One Hundred Seventy Five Crores Only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc., which is less than 25% of the aggregate of paid-up Share Capital and Free Reserves of the Company as per the latest audited balance sheet of the Company for the financial year ended 31st March, 2016, out of the Free Reserves of the Company or the Securities Premium Account or such other source as may be permitted by the Buyback Regulations or the Act, from the members of the Company, as on record date, on a proportionate basis through “Tender Offer” route as prescribed under the Buyback Regulations (the “**Buyback**”).

RESOLVED FURTHER THAT the Buyback shall be implemented using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated 13th April, 2015.

RESOLVED FURTHER THAT the Company may buyback Shares from the existing members of the Company as on record date on a proportionate basis, provided that 15% of the number of Shares under the Buyback or the number of Shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for small shareholders as prescribed under Regulation 6 of the Buyback Regulations.

RESOLVED FURTHER THAT the Buyback of Shares from the non-resident members of the Company, including Overseas Corporate Bodies, Foreign Institutional Investors, members of foreign nationality, etc., shall be subject to such approvals if and to the extent necessary or required including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred herein above as it may in its absolute discretion deem fit, to any Director(s) / Officer(s) / Authorised Representative(s) / Committee of the Company (including the “**Executive Committee**”) in order to give effect to the aforesaid resolutions, including but not limited to finalizing the terms of the Buyback including the record date, entitlement ratio, the timeframe for completion of the Buyback, and the appointment of brokers, solicitors, depository participants, escrow agents, advertising agencies and other advisors/ consultants/ intermediaries/ agencies, as may be required, for the implementation of the Buyback; and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the Securities and Exchange Board of India, Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder; and to initiate all necessary actions for preparation, signing, issuing and filing of the public announcement, the draft letter of offer / letter of offer and all other offer documents with respect to the Buyback with the Securities and Exchange Board of India, the stock exchanges and other appropriate authorities, if required; and to obtain all necessary certificates and reports from the statutory auditors and other third parties as required under applicable laws; and to enter into escrow arrangements and appoint escrow agents as required or desirable in terms of the Buyback Regulations; and to open, operate and close all necessary accounts including escrow account, special payment account, demat escrow account as required or desirable in terms of the Buyback Regulations; and for the extinguishment of dematerialized shares and physical destruction of share certificates in respect of the Equity Shares

bought back by the Company; and to provide, finalise, execute and file such other undertakings, agreements, documents and correspondence, in connection with the Buyback with the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges, Registrar of Companies, depositories or other authorities or third persons from time to time as may be required, desirable or considered expedient for the implementation of the Buyback.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on the part of any member to offer and / or any obligation on the part of the Company or the Board to buyback any Shares, and / or impair any power of the Company or the Board to terminate any process in relation to the Buyback, if so permissible by law.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Executive Committee be and are hereby severally authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Registered Office:

FMC Fortuna, 2nd Floor,
234/3A, A.J.C. Bose Road,
Kolkata – 700 020

Place: Kolkata

Date: 15th November, 2016

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

Sd/-

Nitin Bagaria

Company Secretary

Membership No. A20228

Notes:

1. Statement pursuant to Section 102 of the Companies Act, 2013 (as amended) (the “**Act**”) setting out the material facts and the reasons for the proposed resolution is appended hereto.
2. This Notice is being sent to such members whose names appear on 25th November, 2016 in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL). **A person who is in receipt of this Notice but is not a member on the said date should treat this Notice for information purposes only.**
3. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on 25th November, 2016.
4. In compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act, read with the relevant rules made thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the Company has also extended e-voting facility as an alternate, for its members to enable them to cast their votes electronically. **The instructions for e-voting are annexed to this Notice.** The Company has availed services of NSDL for the purpose of providing e-voting facility to the members.
5. As per Section 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended), notice may be served on the members through electronic means. Members who have registered their e-mail IDs with the depositories or with the Company are being sent this Notice by e-mail and the members who have not registered their e-mail IDs (or who have opted to receive physical copies) will receive this Notice along with the Postal Ballot Form and a postage prepaid self-addressed envelope, by a permitted mode (i.e. by registered post or speed post or through courier service). The Board of Directors of the Company has appointed Ms. Amber Ahmad, Company Secretary in Practice (holding CP No. 8581), failing her, Ms. Saloni Nagpal, Company Secretary in Practice (holding CP No. 14706) as the Scrutinizer (the “Scrutinizer”), for conducting the postal ballot and e-voting process in a fair and transparent manner in accordance with the provisions of the Act and the rules made thereunder.
6. Members who do not receive the Postal Ballot Form may apply to the Company at investorgrievances@bcml.in to receive a duplicate thereof.
7. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form, record their assent (FOR) or dissent (AGAINST) therein by filling necessary details and affixing their signature at the designated place in the said form and return the same duly completed, in the attached postage prepaid self-addressed envelope. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or by post at the address as mentioned on the enclosed envelope at the expense of the member(s) will also be accepted. The duly completed Postal Ballot Form(s) should reach

the Scrutinizer on or before **5.00 P.M. on Friday, 30th December, 2016** to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member(s). Unsigned Postal Ballot Form(s) will be rejected.

8. **The e-voting shall be open from Thursday, 1st December, 2016 (10.00 A.M.) and shall end on Friday, 30th December, 2016 (5.00 P.M.).** E-voting shall be disabled by NSDL at **5.00 P.M. on 30th December, 2016.**
9. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Postal Ballot Forms will be treated as invalid.
10. The Scrutinizer's decision on the validity of any Postal Ballot shall be final. She will submit the report, on or before **2nd January, 2017** on the result of the voting by postal ballot and e-voting to the Chairman of the Company or to any director authorised in this regard.
11. The results of the voting by postal ballot and e-voting will be declared at the Registered Office of the Company **at 5.00 P.M. on Monday, 2nd January, 2017** by the Chairman of the Company or by any other director authorised by him in writing. The results along with Scrutinizer's Report will be posted on the website of the Company (www.chini.com), on the website of NSDL and shall also be intimated to the Stock Exchanges on which the shares of the Company are listed.
12. The Notice of Postal Ballot is also placed on the website of the Company (www.chini.com) and on the website of NSDL.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1. APPROVAL FOR BUYBACK OF EQUITY SHARES

With an objective of rewarding the members holding equity shares of the Company, through return of surplus cash, the Board of Directors of the Company (the "**Board**") at its meeting held on 15th November, 2016 has approved the proposal of buyback of equity shares as contained in the Resolution stated in the Notice. As per the relevant provisions of the Companies Act, 2013 (as amended) (the "**Act**"), the Companies (Share Capital and Debentures) Rules, 2014 (as amended) (the "**Share Capital Rules**") and other applicable provisions of Companies Act, 1956 (to the extent applicable) and SEBI (Buy Back of Securities) Regulations, 1998 (as amended) (the "**Buyback Regulations**"), this Explanatory Statement contains relevant and material information to enable the members holding equity shares of the Company to consider and approve the Special Resolution for the Buyback of the Company's equity shares.

a) Necessity for the Buyback

The objective of the Buyback is to return surplus cash to the members holding equity shares of the Company. The Board at its meeting held on 15th November, 2016 considered the accumulated free reserves as well as the cash liquidity reflected in the audited accounts for the financial year ended 31st March, 2016 and considering these, the Board decided to allocate a sum of Rs. 175,00,00,000 (Rupees One Hundred and Seventy Five Crores Only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc., for returning to the members holding equity shares of the Company through the Buyback. After considering several factors and benefits to the members holding equity shares of the Company, the Board decided to recommend Buyback of not exceeding 1,00,00,000 (One Crore) equity shares (representing 4.08% of the total paid-up Equity Share Capital of the Company as on 31st March, 2016) at a price of Rs. 175 per equity share for an aggregate consideration of upto Rs. 175,00,00,000 (Rupees One Hundred Seventy Five Crores Only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc. Buyback is a more efficient form of returning surplus cash to the members holding equity shares of the Company, inter-alia, for the following reasons:

- i. The Buyback will help the Company to return surplus cash to its members holding equity shares broadly in proportion to their shareholding, thereby, enhancing the overall return to the members;
- ii. The Buyback, which is being implemented through the Tender Offer route as prescribed under the Buyback Regulations, would involve allocation of higher of number of shares as per their entitlement or 15% of the number of shares to be bought back, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder";
- iii. The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value;
- iv. The Buyback gives an option to the members holding equity shares of the Company, who can choose to participate and get cash in lieu of equity shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback, without any additional investment;
- v. Optimizes the capital structure.

b) Method to be adopted for the Buyback

The Buyback shall be on a proportionate basis from all the members holding equity shares of the Company through the "Tender Offer" route, as prescribed under the Buyback Regulations. The Buyback will be implemented in accordance with the Act and the Share Capital Rules to the extent applicable and on such terms and conditions as may be deemed fit by the Company. As required under the Buyback Regulations, the Company will announce a record date (the "**Record Date**") for determining the names of the members holding equity shares of the Company who will be eligible to participate in the Buyback. In due course, a Letter of Offer along with a Tender / Offer Form indicating the entitlement of the shareholder for participating in the Buyback will be dispatched to each shareholder as on the Record Date.

The equity shares to be bought back as a part of the buyback is divided in two categories: (a) Reserved category for small shareholders; and (b) the General category for all other shareholders.

As defined in Regulation 2(1)(la) of the Buyback Regulations, a "small shareholder" is a shareholder who holds equity shares having market value, on the basis of closing price on Stock Exchanges as on Record Date, of not more than Rs. 2,00,000 (Rupees Two Lakhs). In accordance with the proviso to Regulation 6 of the Buyback Regulations, 15% (fifteen percent) of the number of equity shares which the Company proposes to buyback or number of equity shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small shareholders as part of this Buyback. Based on the holding on the Record Date, the Company will determine the entitlement of each shareholder to tender his shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of equity shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs. Shareholders' participation in Buyback will be voluntary. Members holding equity shares of the Company may also accept a part of their entitlement. Members holding equity shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall, if any, created due to non-participation of some other shareholders.

The settlement of the tenders under the Buyback is expected to be done using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated 13th April, 2015.

Detailed instructions for participation in the Buyback as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the members holding equity shares of the Company as on the Record Date.

c) Maximum amount required under the Buyback, its percentage of the total paid up capital and free reserves and the sources of funds from which the Buyback would be financed

The maximum amount required under the Buyback shall not be exceeding Rs. 175,00,00,000 (Rupees One Hundred Seventy Five Crores Only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc., being 14.72% of the aggregate of the paid-up Share Capital and Free Reserves as per the audited accounts of the Company for the financial year ended 31st March, 2016, which is within the limit of 25% as per the provisions of the Act. The Buyback would be financed out of Free Reserves or the Securities Premium Account of the Company. The Company shall transfer from its Free Reserves and / or Securities Premium Account a sum equal to the nominal value of the equity shares bought back through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited balance sheet.

The Company confirms that as required under Section 68(2)(d) of the Act, the ratio of the aggregate of secured and unsecured debts owed by the Company will be not more than twice the paid-up capital and free reserves after the Buyback.

d) Buyback Price and the basis of arriving at the Buyback Price

The equity shares of the Company are proposed to be bought back at a price of Rs. 175 (Rupees One Hundred Seventy Five Only) per equity share (the "**Buyback Offer Price**"). The Buyback Offer Price has been arrived at after considering various factors such as the average closing prices of the equity shares of the Company on stock exchanges where the equity shares of the Company are listed, the networth of the Company and the impact of the Buyback on the key financial ratios of the Company. The Buyback Offer Price of Rs. 175 (Rupees One Hundred Seventy Five Only) per equity share represents a premium of 51.32% and 51.19% over the closing price of the Equity Shares on the BSE Limited ("BSE") and on the National Stock Exchange of India Limited ("NSE") (collectively referred to as the "Stock Exchanges"), respectively, as on 9th November, 2016, being the date on which the Company intimated the Stock Exchanges of the date of the meeting of the Board wherein proposal of the Buyback was considered and a premium of 56.07% and 56.25% over the volume weighted average market price of the equity shares on BSE and on NSE, respectively, during the three months preceding 9th November, 2016 being the date on which the Company intimated the Stock Exchanges of the date of the meeting of the Board wherein proposal of the Buyback was considered.

e) Number of shares that the Company proposes to buyback and the time limit for completing the Buyback

The Company proposes to buyback not exceeding 1,00,00,000 (One Crore) equity shares of face value of Re.1 each of the Company. The Buyback is proposed to be completed within 12 months of the date of Special Resolution approving the proposed Buyback.

f) Compliance with Section 68(2)(c) of the Act

The aggregate paid-up Share Capital and Free Reserves as at 31st March, 2016 is Rs. 1,189.14 Crores. Under the provisions of the Act, the funds deployed for the Buyback cannot exceed 25% of the aggregate of the fully paid-up Share Capital and Free Reserves of the Company i.e. Rs. 297.29 Crores. The maximum amount proposed to be utilized for the Buyback is not exceeding Rs. 175 Crores (Rupees One Hundred Seventy Five Crores Only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc., and is therefore within the limit of 25% of the Company's paid-up Share Capital and Free Reserves as per the audited accounts of the Company for the financial year ended 31st March, 2016 (the last audited financial statements available as on the date of Board Meeting recommending the proposal of the Buyback).

g) The aggregate shareholding of the Promoters and of the Directors of the Promoter where Promoter is a Company and of Persons who are in Control of the Company, and of Directors and Key Managerial Personnel of the Company as on the date of this Notice:

(i) Shareholding of the Promoters who are in control of the Company:

Sl. No.	Name of shareholder	No. of Equity Shares held	Percentage of issued Equity Share Capital
1.	Meenakshi Mercantiles Ltd.	74,76,050	3.05%
2.	Udaipur Cotton Mills Co. Ltd.	65,59,680	2.68%
3.	Novel Suppliers Pvt. Ltd.	31,01,109	1.27%
4.	Shri Vivek Saraogi	3,80,82,320	15.54%
5.	Smt. Sumedha Saraogi	97,99,000	4.00%
6.	Smt. Stuti Dhanuka	50,12,000	2.05%
7.	Ms. Avantika Saraogi	37,46,600	1.53%
8.	Shri Karan Saraogi	1,81,90,900	7.42%
9.	Vivek Saraogi HUF	1,70,040	0.07%
10.	Kamal Nayan Saraogi HUF	78,62,300	3.21%
11.	Smt. Meenakshi Saraogi	Nil	N.A.
	Total	9,99,99,999	40.82%

(ii) Shareholding of the Directors of the Promoter where Promoter is a Company:

Apart from Smt. Sumedha Saraogi, Director of Meenakshi Mercantiles Ltd, Ms. Avantika Saraogi, Director of Udaipur Cotton Mills Co. Ltd., Shri Karan Saraogi, Director of Novel Suppliers Pvt. Ltd., and the following, none of the other directors of the Promoters where Promoter is a company, hold any equity shares in the Company:

Sl. No.	Name of shareholder	Designation	No. of Equity Shares held	Percentage of issued Equity Share Capital
1.	Shri Jugal Kishore Bajaj	Director of Meenakshi Mercantiles Ltd. and Udaipur Cotton Mills Co. Ltd.	1,50,000	0.06%
2.	Shri Shiw Chand Sharma	Director of Meenakshi Mercantiles Ltd. and Udaipur Cotton Mills Co. Ltd.	52,000	0.02%
3.	Shri Sachchida Nand Pandey	Director of Meenakshi Mercantiles Ltd.	3,000	Negligible
4.	Shri Prabhakar Mishra	Director of Novel Suppliers Pvt. Ltd.	2,000	Negligible

(iii) Shareholding of the Directors and Key Managerial Personnel of the Company:

Apart from the following, none of the other Directors and Key Managerial Personnel of the Company hold any equity shares in the Company:

Sl. No.	Name of shareholder	Designation	No. of Equity Shares held	Percentage of issued Equity Share Capital
1.	Shri Vivek Saraogi	Managing Director	3,80,82,320	15.55%
2.	Dr. A. K. Saxena	Wholetime Director	17,500	0.01%
3.	Shri Nitin Bagaria	Company Secretary	6	Negligible

h) Apart from the following, no equity shares of the Company were either purchased or sold by any of the persons mentioned in clause (g) above during the period of six months preceding 15th November, 2016, being the date of the Board Meeting at which the Buyback was approved:

Name	Aggregate no. of shares purchased or sold	Nature of transaction	Maximum price (Rs. P.)	Date of maximum price	Minimum price (Rs. P.)	Date of minimum price
Smt. Meenakshi Saraogi	(1,42,44,300)	Gift to Shri Karan Saraogi	N.A.	22nd September, 2016	N.A.	22nd September, 2016
Shri Karan Saraogi	1,42,44,300	Gift from Smt. Meenakshi Saraogi	N.A.	22nd September, 2016	N.A.	22nd September, 2016
Shri D. K. Mittal*	(1,094)	Open Market Sale	132.85	4th July, 2016	126.75	30th June, 2016

* Independent Director of the Company.

i) Intention of the Promoters and Persons in control of the Company to tender the shares for buyback indicating the number of shares, details of acquisition with dates and price:

In terms of the Buyback Regulations, under the Tender Offer, the Promoter and Promoter Group, being in control of the Company, have an option to participate in the Buyback. In this regard, the Promoters have expressed their intention vide their letters dated 15th November, 2016 to tender upto such number of equity shares with the intent that subsequent to the Buyback, the aggregate shareholding percentage of the Promoters does not fall below the aggregate shareholding percentage of the Promoters as on the Record Date, to the extent possible.

The maximum number of equity shares which may be tendered by the Promoters who have expressed their intention to tender equity shares in the Buyback are as under:

Sl. No.	Name of shareholder	Maximum number of shares which may be tendered
1.	Meenakshi Mercantiles Ltd.	Upto their entitlement
2.	Udaipur Cotton Mills Co. Ltd.	Upto their entitlement
3.	Novel Suppliers Pvt. Ltd.	Upto their entitlement
4.	Shri Vivek Saraogi	3,80,82,320
5.	Smt. Sumedha Saraogi	97,99,000
6.	Smt. Stuti Dhanuka	50,12,000
7.	Ms. Avantika Saraogi	37,46,600
8.	Shri Karan Saraogi	1,81,90,900
9.	Vivek Saraogi HUF	1,70,040
10.	Kamal Nayan Saraogi HUF	78,62,300

j) The details of date and price of acquisition of the Equity Shares that Promoters intend to tender are stated below:

MEENAKSHI MERCANTILES LTD.

Sl. No.	Date of transaction	No. of Shares	Transaction Value (Rs. P.)	Nature of transaction	Nominal value (Rs.)	Cumulative No. of shares
1.	Opening as on 1-4-2004	59,408	11,41,973.50	Through purchases/allotments	10/-	59,408
2.	16-10-2004	84,357	2,19,32,820.00	Rights Issue	10/-	1,43,765
3.	31-03-2005	-	-	Split from Rs. 10/- to Re. 1/-	1/-	14,37,650
4.	23-10-2007	5,25,000	3,97,19,246.00	Open Market purchase	1/-	19,62,650
5.	24-10-2007	7,00,000	5,55,55,688.20	Open Market purchase	1/-	26,62,650
6.	29-10-2007	25,000	20,74,775.30	Open Market purchase	1/-	26,87,650
7.	30-10-2007	3,00,000	2,55,26,393.80	Open Market purchase	1/-	29,87,650
8.	31-10-2007	3,00,000	2,45,36,407.30	Open Market purchase	1/-	32,87,650
9.	01-11-2007	1,43,000	1,12,42,058.32	Open Market purchase	1/-	34,30,650
10.	02-11-2007	1,25,000	1,00,03,739.50	Open Market purchase	1/-	35,55,650
11.	06-11-2007	3,57,000	2,91,77,645.03	Open Market purchase	1/-	39,12,650
12.	04-01-2008	15,63,400	14,38,32,800.00	Preferential Allotment	1/-	54,76,050
13.	14-10-2008	4,00,000	2,09,12,216.59	Open Market purchase	1/-	58,76,050
14.	15-10-2008	1,02,161	51,70,682.14	Open Market purchase	1/-	59,78,211
15.	16-10-2008	57,853	28,12,795.12	Open Market purchase	1/-	60,36,064
16.	20-10-2008	4,39,986	2,19,37,733.56	Open Market purchase	1/-	64,76,050
17.	22-10-2008	2,00,000	96,62,477.27	Open Market purchase	1/-	66,76,050
18.	23-10-2008	54,634	24,68,827.21	Open Market purchase	1/-	67,30,684
19.	24-10-2008	6,35,872	2,67,65,168.41	Open Market purchase	1/-	73,66,556
20.	27-10-2008	1,09,494	43,72,431.66	Open Market purchase	1/-	74,76,050
21.	17-05-2010	6,00,000	4,37,67,606.95	Open Market purchase	1/-	80,76,050
22.	18-05-2010	1,50,000	1,12,76,062.41	Open Market purchase	1/-	82,26,050
23.	19-05-2010	1,50,000	1,12,38,418.92	Open Market purchase	1/-	83,76,050
24.	20-05-2010	2,00,000	1,47,74,783.28	Open Market purchase	1/-	85,76,050
25.	25-05-2010	1,000	97,245.00	Off Market purchase	1/-	85,77,050
26.	18-03-2015	(11,01,000)	6,04,78,946.78	Inter-se transfer to Novel Suppliers Pvt. Ltd.(Sale)	1/-	74,76,050
Cumulative Shareholding						74,76,050

Note: Since specific details of acquisition/sale of equity shares prior to 1-4-2004 are not available, aggregate shareholding as on 1-4-2004 is provided.

UDAIPUR COTTON MILLS CO. LTD.

Sl. No.	Date of transaction	No. of Shares	Transaction Value (Rs. P.)	Nature of transaction	Nominal value (Rs.)	Cumulative No. of shares
1.	Opening as on 1-4-2004	1,52,771	1,89,771.00	Through purchases/allotments	10/-	1,52,771
2.	16-10-2004	88,697	2,30,61,220.00	Rights Issue	10/-	2,41,468
3.	31-03-2005	-	-	Split from Rs. 10/- to Re. 1/-	Re. 1/-	24,14,680
4.	23-10-2007	5,25,000	3,99,93,838.50	Open Market purchase	1/-	29,39,680
5.	24-10-2007	7,00,000	5,56,83,843.20	Open Market purchase	1/-	36,39,680
6.	29-10-2007	25,000	20,68,025.30	Open Market purchase	1/-	36,64,680
7.	30-10-2007	3,00,000	2,55,31,576.30	Open Market purchase	1/-	39,64,680
8.	31-10-2007	3,00,000	2,45,25,383.30	Open Market purchase	1/-	42,64,680
9.	02-11-2007	2,25,000	1,80,52,162.10	Open Market purchase	1/-	44,89,680
10.	06-11-2007	3,50,000	2,86,13,556.60	Open Market purchase	1/-	48,39,680
11.	04-01-2008	17,20,000	15,82,40,000.00	Preferential Allotment	1/-	65,59,680
Cumulative Shareholding						65,59,680

Note: Since specific details of acquisition/sale of equity shares prior to 1-4-2004 are not available, aggregate shareholding as on 1-4-2004 is provided.

NOVEL SUPPLIERS PVT. LTD.

Sl. No.	Date of transaction	No. of Shares	Transaction Value (Rs. P.)	Nature of transaction	Nominal value (Rs.)	Cumulative No. of shares
1.	08-06-2012	6,00,000	3,03,54,311.86	Open market purchase	1/-	6,00,000
2.	11-06-2012	3,00,000	1,51,09,760.05	Open market purchase	1/-	9,00,000
3.	14-06-2012	3,014	1,46,522.40	Open market purchase	1/-	9,03,014
4.	15-06-2012	1,96,986	96,22,956.55	Open market purchase	1/-	11,00,000
5.	18-06-2012	3,73,001	1,78,58,799.02	Open market purchase	1/-	14,73,001
6.	19-06-2012	26,999	12,92,277.76	Open market purchase	1/-	15,00,000
7.	21-06-2012	5,00,000	2,44,93,425.99	Open market purchase	1/-	20,00,000
8.	22-06-2012	109	5,315.27	Open market purchase	1/-	20,00,109
9.	18-03-2015	11,01,000	6,06,27,982.59	Inter-se transfer from Meenakshi Mercantiles Ltd.	1/-	31,01,109
Cumulative Shareholding						31,01,109

SHRI VIVEK SARAOGI

Sl. No.	Date of transaction	No. of Shares	Transaction Value (Rs. P.)	Nature of transaction	Nominal value (Rs.)	Cumulative No. of shares
1.	Opening as on 1-4-2004	3,78,080	80,25,260.00	Through purchases/allotments	10/-	3,78,080
2.	16-10-2004	33,020	85,85,200.00	Rights Issue	10/-	4,11,100
3.	31-03-2005	-	-	Split from Rs. 10/- to Re. 1/-	Re. 1/-	41,11,000
4.	16-05-2008	46,45,100	-	Gift - Inter se Promoters	1/-	87,56,100
5.	07-04-2010	5,78,000	5,32,64,176.81	Open Market purchase	1/-	93,34,100
6.	10-12-2010	91,51,001	-	Gift - Inter se Promoters	1/-	1,84,85,101
7.	07-02-2013	1,95,97,219	-	Gift - Inter se Promoters	1/-	3,80,82,320
Cumulative Shareholding						3,80,82,320

Note: Since specific details of acquisition/sale of equity shares prior to 1-4-2004 are not available, aggregate shareholding as on 1-4-2004 is provided.

SMT. SUMEDHA SARAOGI

Sl. No.	Date of transaction	No. of Shares	Transaction Value (Rs. P.)	Nature of transaction	Nominal value (Rs.)	Cumulative No. of shares
1.	Opening as on 1-4-2004	8,86,850	8,64,825.00	Through purchases/allotments	10/-	8,86,850
2.	16-10-2004	93,050	2,41,93,000.00	Rights Issue	10/-	9,79,900
3.	31-03-2005	-	-	Split from Rs. 10/- to Re. 1/-	Re. 1/-	97,99,000
Cumulative Shareholding						97,99,000

Note: Since specific details of acquisition/sale of equity shares prior to 1-4-2004 are not available, aggregate shareholding as on 1-4-2004 is provided.

SMT. STUTI DHANUKA

Sl. No.	Date of transaction	No. of Shares	Transaction Value (Rs. P.)	Nature of transaction	Nominal value (Rs.)	Cumulative No. of shares
1.	Opening as on 1-4-2004	4,47,500	85,671.00	Through purchases/allotments	10/-	4,47,500
2.	16-10-2004	53,700	1,39,62,000.00	Rights Issue	10/-	5,01,200
3.	31-03-2005	-	-	Split from Rs. 10/- to Re. 1/-	Re. 1/-	50,12,000
Cumulative Shareholding						50,12,000

Note: Since specific details of acquisition/sale of equity shares prior to 1-4-2004 are not available, aggregate shareholding as on 1-4-2004 is provided.

MS. AVANTIKA SARAOGI

Sl. No.	Date of transaction	No. of Shares	Transaction Value (Rs. P.)	Nature of transaction	Nominal value (Rs.)	Cumulative No. of shares
1.	Opening as on 1-4-2004	3,43,265	3,46,533.00	Through purchases/allotments	10/-	3,43,265
2.	16-10-2004	13,275	34,51,500.00	Rights Issue	10/-	3,56,540
3.	31-03-2005	-	-	Split from Rs. 10/- to Re. 1/-	Re. 1/-	35,65,400
4.	04-01-2008	1,81,200	1,66,70,400.00	Preferential Allotment	1/-	37,46,600
Cumulative Shareholding						37,46,600

Note: Since specific details of acquisition/sale of equity shares prior to 1-4-2004 are not available, aggregate shareholding as on 1-4-2004 is provided.

SHRI KARAN SARAOGI

Sl. No.	Date of transaction	No. of Shares	Transaction Value (Rs. P.)	Nature of transaction	Nominal value (Rs.)	Cumulative No. of shares
1.	Opening as on 1-4-2004	3,43,365	3,46,643.00	Through purchases/allotments	10/-	3,43,365
2.	16-10-2004	13,175	34,25,500.00	Rights Issue	10/-	3,56,540
3.	31-03-2005	-	-	Split from Rs. 10/- to Re. 1/-	Re. 1/-	35,65,400
4.	04-01-2008	3,81,200	3,50,70,400.00	Preferential Allotment	1/-	39,46,600
5.	22-09-2016	1,42,44,300	Nil	Inter Se Transfer	1/-	1,81,90,900
Cumulative Shareholding						1,81,90,900

Note: Since specific details of acquisition/sale of equity shares prior to 1-4-2004 are not available, aggregate shareholding as on 1-4-2004 is provided.

VIVEK SARAOGI HUF

Sl. No.	Date of transaction	No. of Shares	Transaction Value (Rs. P.)	Nature of transaction	Nominal value (Rs.)	Cumulative No. of shares
1.	Opening as on 1-4-2004	15,000	1,50,000.00	Through purchases/allotments	10/-	15,000
2.	16-10-2004	2,004	5,21,040.00	Rights Issue	10/-	17,004
3.	31-03-2005	-	-	Split from Rs. 10/- to Re. 1/-	Re. 1/-	1,70,040
Cumulative Shareholding						1,70,040

Note: Since specific details of acquisition/sale of equity shares prior to 1-4-2004 are not available, aggregate shareholding as on 1-4-2004 is provided.

KAMAL NAYAN SARAOGI HUF

Sl. No.	Date of transaction	No. of Shares	Transaction Value (Rs. P.)	Nature of transaction	Nominal value (Rs.)	Cumulative No. of shares
1.	Opening as on 1-4-2004	7,02,432	7,03,639.00	Through purchases/allotments	10/-	7,02,432
2.	16-10-2004	83,798	2,17,87,480.00	Rights Issue	10/-	7,86,230
3.	31-03-2005	-	-	Split from Rs. 10/- to Re. 1/-	Re. 1/-	78,62,300
Cumulative Shareholding						78,62,300

Note: Since specific details of acquisition/sale of equity shares prior to 1-4-2004 are not available, aggregate shareholding as on 1-4-2004 is provided.

k) Confirmations from the Company as per the provisions of Buyback Regulations and the Act

- The Company shall not issue any equity shares or other securities (including by way of bonus) till the date of closure of the Buyback.
- The Company shall not raise further capital for a period of one year from the closure of the Buyback offer, except in discharge of subsisting obligations.
- The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or the public announcement of the offer to buyback is made.

- The Company shall not buy back locked-in shares and non-transferable shares or other specified securities till the pendency of the lock-in or till the shares or other specified securities become transferable.
- The Company shall transfer from its Free Reserves and / or Securities Premium Account a sum equal to the nominal value of the equity shares purchased through the Buyback to the Capital Redemption Reserve account and the details of such transfer shall be disclosed in its subsequent audited balance sheet.
- The Company confirms that no defaults have been made by Company in the repayment of deposits accepted either before or after the commencement of the Act, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

l) Confirmations from the Board of Directors

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:

- i) Immediately following the date of the Board Meeting and the date on which the results of the Postal Ballot will be declared, there will be no grounds on which the Company could be found unable to pay its debts;
- ii) As regards the Company's prospects for the year immediately following the date of the Board Meeting as well as for the year immediately following the date on which the results of the Postal Ballot will be declared approving the Buyback and having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date of the Board Meeting and the date on which the results of the Postal Ballot will be declared; and
- iii) In forming an opinion as aforesaid, the Board has taken into account the liabilities, as if the Company were being wound up under the provisions of the Companies Act, 1956 (to the extent applicable) and Companies Act, 2013 (to the extent notified), as the case may be, including prospective and contingent liabilities.

m) Report addressed to the Board of Directors by the Company's Auditors on the permissible capital payment:

The text of the Report dated 15th November, 2016 received from M/s. G. P. Agrawal & Co., Chartered Accountants, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

"To

The Board of Directors,
Balrampur Chini Mills Limited
FMC Fortuna, 2nd Floor,
234/3A, A.J.C. Bose Road,
Kolkata – 700 020

Dear Sirs,

Subject: Report in terms of Clause (xi) of Schedule II, Part A, to the Securities and Exchange Board of India
(Buy Back of Securities) Regulations, 1998 (as amended)

In connection with the proposal of Balrampur Chini Mills Limited (the "Company") to buy back its shares as approved by its Board of Directors in their meeting held on 15th November, 2016 and in pursuance to the provisions of Section 68, 69 and 70 of the Companies Act, 2013 (the "Act") and the Companies (Share Capital and Debenture) Rules, 2014 and subsequent amendments thereof, and the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (as amended), we have examined the Company's Audited Accounts for the year ended 31st March, 2016 and according to the information and explanations given to us and on the basis of such verification of relevant records as we considered appropriate, we confirm that :

- i) We have enquired into the Company's State of affairs in relation to the audited Standalone Financial Statements for the year ended 31st March, 2016 ;
- ii) The amount of permissible capital payment for the equity shares not exceeding 25% of its total paid up equity capital and the free reserves and the aggregate outlay not exceeding Rs. 29,728.54 Lacs is in our view properly determined as stated below:

Particulars	Amount (Rs. In Lacs)	Amount (Rs. In Lacs)
Paid up equity share capital as on 31st March, 2016 (24,49,49,767 equity shares of face value Re. 1 each)		2,449.50
Free Reserves as on 31st March, 2016:		
Securities Premium Reserve	51,917.94	
General Reserve	64,977.91	
Profit & Loss Account (Debit balance)	(431.18)	
		1,16,464.67
Total		1,18,914.17
Maximum Buyback (25% of the total)		29,728.54

- iii) The Board of Directors in their meeting held on 15th November, 2016 have formed their opinion as specified in Clause (x) of Part A of Schedule II of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998 on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of board meeting and the date on which the results of the Postal Ballot will be declared.
- iv) We are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.
- v) Compliance with the provisions of the Act and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998 is the responsibility of the Company's management. Our responsibility is to verify the factual accuracy based on our aforementioned statements, for the purpose of this report, we conducted our verification in accordance with the Guidance Note on Audit Reports and Certificates for special purposes issued by the Institute of Chartered Accountants of India.
- vi) This report has been prepared for and only for the Company and is in reference to the proposed Buyback of Equity Shares including disclosing in the Postal Ballot Notice, Public Announcement, Draft Letter of Offer, Letter of Offer and submission to various Regulatory bodies such as SEBI, Stock Exchanges, RBI etc., as required under SEBI (Buy-back of Securities) Regulations, 1998 (as amended) and should not be used, referred or distributed for any purpose without our prior written consent.
- vii) We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For G.P. Agrawal & Co.
Chartered Accountants
F.R.No. 302082E

Sd/-
(CA. Sunita Kedia)
Partner
Membership No. 60162

Place: Kolkata
Date: 15.11.2016"

All the material documents referred to in the Notice/ Explanatory Statement such as the Memorandum and Articles of Association of the Company, relevant Board Resolution for the Buyback, the Auditor's Report dated 15th November, 2016 and the audited accounts of the Company for the financial year ended 31st March, 2016, etc., are available for inspection by the members of the Company at its Registered Office on all working days, except Saturdays, from 11.00 A.M. to 1.00 P.M. upto the last date of receipt of Postal Ballot Form specified in the accompanying Notice.

In the opinion of the Board, the proposal for Buyback is in the interest of the Company and its members holding equity shares of the Company. The Directors, therefore, recommend passing of the Special Resolution as set out in the accompanying Notice. None of the Directors or any Key Managerial Personnel of the Company is, in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

Registered Office:
FMC Fortuna, 2nd Floor,
234/3A, A.J.C. Bose Road,
Kolkata – 700 020

Place: Kolkata
Date: 15th November, 2016

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

Sd/-
Nitin Bagaria
Company Secretary
Membership No. A20228



Balrampur Chini Mills Limited

CIN: L15421WB1975PLC030118

Registered Office: FMC Fortuna, 2nd Floor, 234/3A, A.J.C. Bose Road, Kolkata – 700 020
Phone: +91 3322874749 Fax: +91 3322873083 Email: investorgrievances@bcml.in Website: www.chini.com

POSTAL BALLOT FORM

Postal Ballot No. _____

Sl. No.	Particulars	Details of Member(s)
1.	Name(s) of Member(s) including joint holder(s), if any, (in BLOCK letters)	
2.	Registered Address of sole / first named Member (in BLOCK letters)	
3.	Registered Folio No. / DP ID & Client ID* (*applicable only to members holding equity shares in demat form)	
4.	Number of Equity Shares held	

I/We hereby exercise my/our vote(s) in respect of the Special Resolution to be passed through postal ballot/ e-voting for the business stated in the Notice dated 15th November, 2016 by sending my/our assent (for) or dissent (against) to the said Resolution (please refer the Notice for full text of resolution) by placing a tick (✓) mark at the appropriate box below:

Item No. of the Notice	Brief Description	No. of Equity Share(s) for which vote(s) cast	I / We assent (agree) to the Resolution (FOR)	I / We dissent (disagree) to the Resolution (AGAINST)
1.	Special Resolution to consider and approve Buyback of fully paid up Equity Shares by Balrampur Chini Mills Limited not exceeding 1,00,00,000 (One Crore) Equity Shares of Re. 1/- each for an aggregate amount of upto Rs. 175,00,00,000/- (Rupees One Hundred Seventy Five Crores Only) being 14.72% of the total paid-up Equity Share Capital and Free Reserves of the Company as on March 31, 2016 (being the date of the last audited accounts of the Company), at a price of Rs. 175/- (Rupees One Hundred Seventy Five Only) per Equity Share on a proportionate basis through the "Tender Offer" route using the stock exchange mechanism in accordance and consonance with the provisions contained in the SEBI (Buy Back of Securities) Regulations, 1998, the Companies Act, 2013, Rules made thereunder and other applicable circulars, clarifications and notifications.			

Place :

Date :

Signature of the member/
Authorised Representative

Particulars for E-voting

E-voting Event Number (EVEN)	User ID	Password

Note: Please read the instructions printed overleaf carefully before exercising the vote.

INSTRUCTIONS

PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

- (a) Member(s) desirous to exercise vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, in the enclosed postage prepaid self-addressed envelope. Postage charges will be borne by the Company. However, envelopes containing Postal Ballot Forms, if deposited in person or sent by courier or registered / speed post, at the address as mentioned on the enclosed envelope, at the expense of the member(s) will also be accepted.
- (b) The signature of the member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) in respect of shares held in dematerialised form or as per the specimen signature registered with the Company, in respect of shares held in physical form. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named member and in his absence, by the next named member.
- (c) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.), the duly completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/ appropriate authorisation, with the specimen signature(s) of the authorized signatory(ies) duly attested. Members are requested not to send any other paper alongwith this Postal Ballot Form.
- (d) A member need not use all votes in the same manner.
- (e) **Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5.00 P.M. on Friday, 30th December, 2016.** Postal Ballot Form(s) received after this date and time will be treated as if no reply has been received from the member(s).
- (f) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- (g) Members seeking duplicate Postal Ballot Forms can e-mail at: investorgrievances@bcml.in. Duly completed and signed duplicate Postal Ballot Form should, however, reach the Scrutinizer on or before 5.00 P.M. on **Friday, 30th December, 2016**.

PROCESS FOR MEMBERS OPTING FOR VOTING BY E-VOTING

1. In case of members receiving Postal Ballot Form by e-mail : Open the attached PDF file "BCML e-voting.pdf" giving your Client ID (in case you are holding shares in demat mode) OR Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password.
2. Launch internet browser by typing the URL <https://www.evoting.nsd.com>
3. Click on "Shareholder - Login".
4. Put your User ID and password as initial password noted in step (1) above and Click Login
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of "e-voting" opens. Click on e-voting: Active Voting Cycles.
7. Select "EVEN" of **(Balrampur Chini Mills Limited)**. Members can cast their vote online from **Thursday, 1st December, 2016 (10:00 A.M.) to Friday, 30th December, 2016 (5.00 P.M.)**. Note: e-voting shall not be allowed beyond the said date and time.
8. Now you are ready for e-voting as Cast Vote page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
10. Institutional Shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail at – pbbcm12016@gmail.com with a copy marked to evoting@nsdl.co.in
Please note that:
 - o Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through "Forgot Password" option available on the site to reset the same.
 - o Your login ID and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are a shareholder.
 - o It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
 - o Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-voting website of NSDL through their website viz. www.icicidirect.com for the purpose of casting your votes electronically by using your existing User ID and password used for accessing the website www.icicidirect.com. Please note that in case you are not able to login through the ICICI Direct website, you can also access the e-voting system of NSDL by using your existing User ID and password for the e-voting system of NSDL.
11. In case of members receiving Postal Ballot Form by post and desires to cast vote electronically, may please use the User ID and initial password as provided in the Postal Ballot Form. Please follow the steps from Sl. No. (2) to (10) above, to cast vote.
12. **If you are already registered with NSDL for e-voting, then you can use your existing User ID and password for Login.**
13. In case of queries, you may refer to the Frequently Asked Questions' (FAQs) for Shareholders and e-voting user manual for Shareholders available under the Downloads Section of NSDL's e-voting website www.evoting.nsd.com or call NSDL on 022-24994600 or 1800-222-990 (toll free) for any further clarifications. You can also send your queries relating to e-voting to the e-mail ID: investorgrievances@bcml.in
14. **The e-voting commences on Thursday, 1st December, 2016 (10:00 A.M.) and ends on Friday, 30th December, 2016 (5:00 P.M.)**. E-voting shall be disabled by NSDL at 5.00 P.M. on Friday, 30th December, 2016

OTHER INSTRUCTIONS

- (a) There will be one Postal Ballot Form / e-voting for every Client ID / Folio No., irrespective of the number of joint holders.
- (b) **Members can opt only one mode of voting i.e. either by postal ballot or through e-voting.** In case you are opting for e-voting, then please do not cast your vote by postal ballot and vice versa. In case members cast their vote both by postal ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot will be treated as invalid.
- (c) **Voting rights shall be reckoned on the paid up value of equity shares registered in the name of the Members as on the cut-off date i.e. Friday, 25th November, 2016.**
- (d) Voting rights in postal ballot / e-voting cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorised representatives with proof of their authorization, as stated above.
- (e) The result will be announced on Monday, 2nd January, 2017 at 5.00 P.M., at the Registered Office of the Company by the Chairman or by any other director authorised by him in writing, will also be put up on the Company's website - www.chini.com, on the website of NSDL and will also be informed to the Stock Exchanges where the Company's shares are listed.

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WILL BE
PAID BY THE
ADDRESSEE

BUSINESS REPLY ENVELOPE

**B.R. PERMIT No. : 191/16,
L.R. SARANI P.O., KOLKATA - 700 020**

NO POSTAGE
STAMP
NECESSARY
IF POSTED
IN INDIA

**To,
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