

## Integrated Governance

### BALRAMPUR CHINI MILLS LIMITED

#### General information about company

Scrip code	500038	
NSE Symbol	BALRAMCHIN	
MSEI Symbol	NOTLISTED	
ISIN	INE119A01028	
Date of start of financial year	01-04-2024	
Date of end of financial year	31-03-2025	
Reporting Quarter Type	Yearly	
Date of Quarter Ending	31-03-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	false	Not applicable for this quarter
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	true	
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	false	Not applicable for this quarter
Risk management committee	true	
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities	
Is SCORE ID Available ?	true	
SCORE Registration ID	b00044	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		

Annexure I

Annexure I to be submitted by listed entity on quarterly basis																							
I. Composition of Board of Directors																							
Disclosure of notes on composition of board of directors explanatory																							
Whether the listed entity has a Regular Chairperson						true																	
Whether Chairperson is related to MD or CEO						true	Disqualification of Directors under section 164 of the Companies Act, 2013																
Sr no.	Title(Mr/Ms)	Name of the Director	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director(in months)	No of Directorship in listed entities including this listed entity(Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity(Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Vivek Saraogi	Executive Director	Chairperson related to Promoter	MD	false				Active	NA		03-07-1987	01-04-2022			1	0	1	0			
2	Mr	Praveen Gupta	Executive Director	Not Applicable		false				Active	NA		01-07-2022	31-07-2024			1	0	0	0			
3	Ms	Veena Hingarh	Non-Executive - Independent Director	Not Applicable		false				Active	NA		31-08-2019	31-08-2024		67	1	1	3	1			
4	Ms	Mamta Binani	Non-Executive - Independent Director	Not Applicable		false				Active	NA		05-11-2020	05-11-2020		53	6	5	6	2			
5	Mr	Indu Bhushan	Non-Executive - Independent Director	Not Applicable		false				Active	NA		17-07-2023	17-07-2023		21	5	5	5	2			
6	Ms	Avantika Saraogi	Executive Director	Not Applicable		false				Active	NA		01-01-2024	01-01-2024			1	0	1	0			
7	Mr	Chandra Kishore Mishra	Non-Executive - Independent Director	Not Applicable		false				Active	NA		17-05-2024	17-05-2024		11	3	3	2	0			

Annexure I

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Indu Bhushan	Non-Executive - Independent Director	Chairperson	01-04-2024		
2	Veena Hingarh	Non-Executive - Independent Director	Member	01-04-2024		
3	Mamta Binani	Non-Executive - Independent Director	Member	05-11-2020		
4	Chandra Kishore Mishra	Non-Executive - Independent Director	Member	17-05-2024		

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Veena Hingarh	Non-Executive - Independent Director	Chairperson	14-10-2020		
2	Indu Bhushan	Non-Executive - Independent Director	Member	01-04-2024		
3	Mamta Binani	Non-Executive - Independent Director	Member	01-04-2024		

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Mamta Binani	Non-Executive - Independent Director	Chairperson	01-04-2024		
2	Veena Hingarh	Non-Executive - Independent Director	Member	04-12-2019		
3	Vivek Saraogi	Executive Director	Member	19-01-2001		
4	Avantika Saraogi	Executive Director	Member	01-04-2024		

**Risk Management Committee**

Whether the Risk Management Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Indu Bhushan	Non-Executive - Independent Director	Chairperson	01-04-2024		
2	Mamta Binani	Non-Executive - Independent Director	Member	01-04-2024		
3	Veena Hingarh	Non-Executive - Independent Director	Member	05-11-2020		
4	Praveen Gupta	Executive Director	Member	01-04-2024		
5	Vivek Saraogi	Executive Director	Member	01-04-2024		
6	Avantika Saraogi	Executive Director	Member	01-04-2024		
7	Chandra Kishore Mishra	Non-Executive - Independent Director	Member	07-02-2025		

**Corporate Social Responsibility Committee**

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Veena Hingarh	Non-Executive - Independent Director	Chairperson	03-02-2021		
2	Indu Bhushan	Non-Executive - Independent Director	Member	01-04-2024		
3	Vivek Saraogi	Executive Director	Member	06-02-2014		
4	Avantika Saraogi	Executive Director	Member	01-04-2024		
5	Praveen Gupta	Executive Director	Member	01-04-2024		



**Other Committee**

Whether the Corporate Social Responsibility Committee has a Regular Chairperson					true
Sr	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	Vivek Saraogi	Environmental, Social & Governance Committee	Executive Director	Chairperson	
2	Indu Bhushan	Environmental, Social & Governance Committee	Non-Executive - Independent Director	Member	
3	Veena Hingarh	Environmental, Social & Governance Committee	Non-Executive - Independent Director	Member	
4	Avantika Saraogi	Environmental, Social & Governance Committee	Executive Director	Member	
5	Praveen Gupta	Environmental, Social & Governance Committee	Executive Director	Member	
6	Chandra Kishore Mishra	Environmental, Social & Governance Committee	Non-Executive - Independent Director	Member	

Annexure I

III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	17-10-2024			true	7	7	4
2	11-11-2024	24		true	7	7	4
3	07-02-2025	87		true	7	7	4
4	31-03-2025	51		true	7	7	4

## Annexure I

## IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	11-11-2024				true	4	4	4	0
2	Audit Committee	07-02-2025	87			true	4	4	4	0
3	Audit Committee	31-03-2025	51			true	4	4	4	0
4	Stakeholders Relationship Committee	11-11-2024				true	4	4	2	0
5	Stakeholders Relationship Committee	31-03-2025	139			true	4	4	2	0
6	Nomination and remuneration committee	17-10-2024				true	3	3	3	0
7	Nomination and remuneration committee	11-11-2024	24			true	3	3	3	0
8	Nomination and remuneration committee	07-12-2024	25			true	3	3	3	0
9	Nomination and remuneration committee	07-02-2025	61			true	3	3	3	0
10	Nomination and remuneration committee	31-03-2025	51			true	3	3	3	0
11	Corporate Social Responsibility Committee	07-02-2025				true	5	5	2	0
12	Corporate Social Responsibility Committee	31-03-2025	51			true	5	5	2	0
13	Other Committee	07-12-2024		Environmental, Social & Governance Committee		true	6	6	3	0
14	Risk Management Committee	11-11-2024				true	6	6	3	0

**Annexure I****V. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	true
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

Annexure I

Sr	Subject	Compliance status
1	Name of signatory	Manoj Agarwal
2	Designation	Company Secretary and Compliance Officer

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	false
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

## Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

## I. Disclosure on website in terms of LODR Regulation

Sr	Item	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.	Web address
1.1	Details of business	Yes		<a href="https://chini.com/products/sugar/">https://chini.com/products/sugar/</a>
1.2	Memorandum of Association and Articles of Association	Yes		<a href="https://chini.com/investors/regulation-46/">https://chini.com/investors/regulation-46/</a>
1.3	Brief profile of board of directors including directorship and full-time positions in body corporates	Yes		<a href="https://chini.com/management/#bodB">https://chini.com/management/#bodB</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://chini.com/sustainability/governance/policies/">https://chini.com/sustainability/governance/policies/</a>
3	Composition of various committees of board of directors	Yes		<a href="https://chini.com/management/#committeeB">https://chini.com/management/#committeeB</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://chini.com/sustainability/governance/policies/">https://chini.com/sustainability/governance/policies/</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://chini.com/sustainability/governance/policies/">https://chini.com/sustainability/governance/policies/</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://chini.com/sustainability/governance/policies/">https://chini.com/sustainability/governance/policies/</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://chini.com/sustainability/governance/policies/">https://chini.com/sustainability/governance/policies/</a>
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://chini.com/sustainability/governance/policies/">https://chini.com/sustainability/governance/policies/</a>
10	Email address for grievance redressal and other relevant details	Yes		<a href="https://chini.com/investors/investors-referencer/">https://chini.com/investors/investors-referencer/</a>
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://chini.com/investors/investors-referencer/">https://chini.com/investors/investors-referencer/</a>
12	Financial results	Yes		<a href="https://chini.com/investors/financials/">https://chini.com/investors/financials/</a>
13	Shareholding pattern	Yes		<a href="https://chini.com/investors/shareholding-pattern/">https://chini.com/investors/shareholding-pattern/</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	(I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	Yes		<a href="https://chini.com/investors/concall-transcript/">https://chini.com/investors/concall-transcript/</a>
15.2	Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	Yes		<a href="https://chini.com/investors/concall-transcript/">https://chini.com/investors/concall-transcript/</a>
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://chini.com/investors/news-events/">https://chini.com/investors/news-events/</a>
18	Credit rating or revision in credit rating obtained	Yes		<a href="https://chini.com/investors/credit-rating/">https://chini.com/investors/credit-rating/</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Secretarial Compliance Report	Yes		<a href="https://chini.com/investors/regulation-46/">https://chini.com/investors/regulation-46/</a>
21	Materiality Policy as per Regulation 30 (4)	Yes		<a href="https://chini.com/sustainability/governance/policies/">https://chini.com/sustainability/governance/policies/</a>
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		<a href="https://chini.com/investors/investors-referencer/">https://chini.com/investors/investors-referencer/</a>
23	Disclosures under regulation 30(8)	Yes		<a href="https://chini.com/investors/news-events/">https://chini.com/investors/news-events/</a>
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		<a href="https://chini.com/sustainability/governance/policies/">https://chini.com/sustainability/governance/policies/</a>
26.1	Annual return as provided under section 92 of the Companies Act, 2013	Yes		<a href="https://chini.com/investors/financials/">https://chini.com/investors/financials/</a>
26.2	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	Yes		<a href="https://chini.com/investors/regulation-46/">https://chini.com/investors/regulation-46/</a>
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		<a href="https://chini.com/investors/regulation-46/">https://chini.com/investors/regulation-46/</a>
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		<a href="https://chini.com/investors/regulation-46/">https://chini.com/investors/regulation-46/</a>
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]			

## Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	



44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
47	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes	
48	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	NA	
Any other information to be provided				

Annexure II

1	Name of signatory	Manoj Agarwal
2	Designation	Company Secretary and Compliance Officer

Annexure II

III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
Any other information to be provided		

Annexure II

1	Name of signatory	Manoj Agarwal
2	Designation	Company Secretary and Compliance Officer

Signatory Details

Name of signatory	Manoj Agarwal
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	25-04-2025

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	5
No. of investor complaints disposed off during the Quarter	5
No. of investor complaints those remaining unresolved at the end of the Quarter	0

**Disclosure of Imposition of Fine or Penalty** The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr.No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	Office of the Collector and District Magistrate, Gonda	Imposition of penalty of Rs. 50,000/- on Mr. Neeraj Bansal, Unit Head-Mankapur	01-01-2025	Minor gaps found during the centre inspection conducted by the Sugarcane Inspector and Assistant Sugar Commissioner, Gonda	There is no impact on financials, operations or other activities of the Company due to the order. The Company has paid the demand amount and the matter is closed.
2	Office of the Collector and District Magistrate, Ayodhya	Imposition of penalty of Rs. 50,000/- on Mr. Ramesh Kumar Varma, Unit Head-Akbarpur	08-01-2025	Minor gaps found during the centre inspection conducted by the Sugarcane Inspector and Assistant Sugar Commissioner, Gonda	There is no impact on financials, operations or other activities of the Company due to the order. The Company has paid the demand amount and the matter is closed.
3	Office of the Collector and District Magistrate, Shahjahanpur	Imposition of penalty of Rs. 50,000/- on Mr. Yogesh Kumar Singh, Unit Head-Gularia	18-03-2025	Minor gaps found during the centre inspection conducted by the Sugarcane Inspector and Assistant Sugar Commissioner, Gonda	There is no impact on financials, operations or other activities of the Company due to the order. The Company has paid the demand amount and the matter is closed.
4	Food Safety and Standards Authority of India	Imposition of penalty of Rs. 64,500/- on the Company	28-03-2025	Delay in filing of return	There is no impact on financials, operations or other activities of the Company due to the order. The Company has paid the demand amount and the matter is closed.