



# Balrampur Chini Mills Limited

**CIN:** L15421WB1975PLC030118

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

**Tel:** +91 33 2287 4749; **Fax:** +91 33 2287 2887;

**Email:** secretarial@bcmil.in **Website:** www.chini.com

## Notice

**NOTICE** is hereby given that the 49th ("Forty Ninth") Annual General Meeting ("AGM") of the Members of Balrampur Chini Mills Limited ("the Company") will be held on **Saturday, the 30th day of August, 2025 at 12:30 P.M.** (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

### Ordinary Business(s):

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Reports of the Board of Directors and Auditors' thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Report of the Auditors' thereon.
3. To approve and confirm the Interim Dividend of ₹3.00 per equity share of the Company paid during the year as final dividend for the Financial Year ended 31st March, 2025.
4. To appoint a Director pursuant to Section 152(6) of the Companies Act, 2013, in place of Ms. Avantika Saraogi (DIN: 03149784), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

### Special Business(s):

5. **Re-appointment of Mr. Praveen Gupta (DIN: 09651564) as the Whole Time Director of the Company**

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 152, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and other applicable Rules made thereunder read with Schedule V of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) or any other applicable laws for the time being in force and in accordance with the provisions of the Articles of Association of the Company, and such other approvals as may be necessary, and Notice in writing received from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, and, pursuant to recommendation of the Nomination and Remuneration Committee, and the Board of Directors of the Company, approval of the Members of the Company, be and is hereby accorded for the re-appointment of Mr. Praveen Gupta (DIN: 09651564) as the Whole Time Director of the Company for a further term of 2 (two) years, with effect from 1st July, 2025 to 30th June, 2027, whose office shall be liable to retire by rotation, on such terms and conditions including remuneration as set out in the explanatory statement attached hereto.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee, be and is hereby authorised to vary, alter and modify the terms and conditions of re-appointment including designation, remuneration/remuneration structure

of Mr. Gupta within the limits prescribed in the Explanatory Statement and in accordance with the provisions of applicable laws.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which term shall be deemed to include Committee(s) of the Board), 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 director(s) or to any Key Managerial Personnel of the Company."

**6. Re-appointment of Ms. Mamta Binani (DIN: 00462925) as an Independent Director of the Company**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013, ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulations 16(1)(b), 17, 25(2A) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("Listing Regulations") and other applicable laws [including any statutory modification(s) or reenactment(s) thereof for the time being in force], the Articles of Association of the Company, Policy on Selection & Remuneration of Directors, Key Managerial Personnel and other employees and on Board Diversity, based on the recommendation of the Nomination and Remuneration Committee, and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for re-appointment of Ms. Mamta Binani (DIN: 00462925) who holds office as an Independent Director up to 4th November, 2025, and who being eligible for re-appointment for the second term as an Independent Director of the Company has given her consent along with a declaration that she meets the

criteria for independence under Section 149(6) of the Act and the rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, as an Independent Director, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company with effect from 5th November, 2025 upto 4th November, 2030 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include Committee(s) of the Board) be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper and/or expedient in connection therewith or incidental thereto, to give effect to the above resolution."

**7. Ratification of remuneration to Cost Auditors of the Company**

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 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of M/s. Mani & Co., Cost Accountants (Firm Registration No.: 000004), appointed as the Cost Auditors of the Company, by the Board of Directors, on the recommendation of the Audit Committee, to conduct the audit of the cost records maintained by the Company for the Financial Year ending 31st March, 2026, at a remuneration of ₹4,80,000/- (Rupees Four Lakh Eighty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses, be and is hereby ratified and confirmed.

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

## 8. Appointment of M/s MKB & Associates as Secretarial Auditors of the Company

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 provision of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 and Regulation 24A of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015, read with SEBI Circular number SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, and other applicable laws [including any statutory modification(s) or reenactment(s) thereof] and on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s MKB & Associates, Practicing Company Secretaries

(Firm Registration No: P1010WB042700, Peer Review Certificate No. 6825/2025), be and is hereby appointed as the Secretarial Auditors of the Company, for the first term of 5 (five) consecutive years, commencing from 1st April, 2025 till 31st March 2030, at such remuneration (plus applicable taxes and re-imbursement of out of-pocket expenses) mentioned in the explanatory statement and as may be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee and as mutually agreed upon by the Secretarial Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include Committee(s) of the Board) be and is hereby authorised to modify and/or revise the terms and conditions of the appointment including the remuneration in consultation with the Secretarial Auditors and to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid resolution.”

Place: Kolkata  
Date: 28th June, 2025

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

### Registered Office:

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

Sd/-

**Manoj Agarwal**

Company Secretary and Compliance Officer  
Membership No: A18009

## NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (as amended) ("Act") and Revised Secretarial Standard on General Meetings-2 ("SS-2"), issued by the Institute of Company Secretaries of India ("ICSI") setting out the material facts relating to Special Businesses under Items 5,6,7 and 8 of the Notice to be transacted at the Meeting which the Board of Directors have considered and decided to include as Special Business is annexed hereto. The said Statements also contain the recommendation of the Board of Directors of the Company in terms of Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ("Listing Regulations"). Additional disclosures, pursuant to the requirements of SS-2 and Regulation 36(3) of the Listing Regulations, in respect of the directors seeking re-appointment form part of this Notice for convening the 49th Annual General Meeting (AGM/ Meeting) of the Company ("Notice").
2. Pursuant to the Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 09/2024 dated 19th September, 2024 (prescribing the procedure and manner of conducting the AGM through VC/OAVM), (hereinafter collectively referred to as "MCA Circulars"), the Ministry of Corporate Affairs("MCA") has permitted companies to conduct their AGM through VC or OAVM till 30th September, 2025.
3. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024, read with earlier Circulars issued by SEBI ("SEBI Circulars") in this regard, has permitted certain relaxations from compliance with certain provisions of the Listing Regulations.
4. In compliance with the applicable provisions of the Act, Listing Regulations, MCA Circulars and SEBI Circulars, the Board of Directors has approved conducting of the 49th AGM of the Company through VC/OAVM. The Registered Office of the Company shall be the deemed venue of the AGM. KFin Technologies Limited, the Registrar and Transfer Agent of the Company ("KFin" or "RTA"), will provide facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the Meeting through VC/OAVM is explained herein below. Participation of

the Members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

5. Keeping the convenience of the Members positioned in different time zones, the Meeting has been scheduled at 12:30 P.M. (IST).
6. **IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULARS MENTIONED HEREINABOVE, THE REQUIREMENT OF SENDING PROXY FORMS TO HOLDERS OF SECURITIES AS PER PROVISIONS OF SECTION 105 OF THE ACT READ WITH REGULATION 44(4) OF THE LISTING REGULATIONS, HAS BEEN DISPENSED WITH. THEREFORE, THE FACILITY TO APPOINT PROXY BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND CONSEQUENTLY, THE PROXY FORM, ATTENDANCE SLIP INCLUDING ROUTE MAP ARE NOT ANNEXED TO THE NOTICE.**

However, in pursuance of Section 113 of the Act and Rules made thereunder, the institutional/ corporate members are entitled to appoint their authorised representatives for the purpose of voting through remote e-voting or for the participation and e-voting during the AGM, through VC or OAVM. In this regard, they are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution authorising their representative to vote on their behalf, to the Scrutinizer through e-mail at [cs.amberahmad@gmail.com](mailto:cs.amberahmad@gmail.com) with the subject line "Balrampur Chini Mills Limited – 49th AGM" with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and [secretarial@bcml.in](mailto:secretarial@bcml.in).

### **ELECTRONIC DISPATCH OF INTEGRATED ANNUAL REPORT, PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF THE NOTICE AND INTEGRATED ANNUAL REPORT:**

7. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the 49th AGM and the Integrated Annual Report is being sent only through electronic mode (unless specifically requested for hard copies by the members) to all the Members whose email addresses are registered with the Company/RTA/Depositories. For the members whose email IDs are not registered with the Company/ RTA/ Depositories, a letter providing the web-link including the exact path, where complete details of the annual report is available shall be sent to those members in compliance of regulation 36(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

8. Members may note that the Notice of the 49th AGM and the Integrated Annual Report for the financial year ended 31st March, 2025, will also be available on the Company's website [www.chini.com](http://www.chini.com), websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of the RTA <https://evoting.kfintech.com/>. The Company will also be sending printed copies of the Integrated Annual Report 2024-25 to the shareholders on receipt of specific requests.

9. Pursuant to the MCA's Circular, the Company shall publish a newspaper advertisement urging its Members (who have not registered their email IDs) to register their email IDs at the earliest. However, Members who have still not registered their email IDs, are requested to do so at the earliest, in the following manner:

- a) Members holding shares in electronic mode can get their email IDs registered by contacting their respective Depository Participant.
- b) Members holding shares in physical mode are requested to register their email IDs with the Company or KFin, for receiving the Notice and Integrated Annual Report. Requests can be emailed to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or [secretarial@bcml.in](mailto:secretarial@bcml.in) / [investorgrievances@bcml.in](mailto:investorgrievances@bcml.in)

The Members are urged to support the Green Initiative of the Government of India by choosing to receive the communication from the Company through email.

## PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

10. Members will be able to attend the AGM through VC / OAVM of the AGM at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and selecting the 'Event' for Company's AGM.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice.

11. Members may join the AGM through Laptops, Smartphones, Tablets or iPads for better experience. Further, Members will be required to use the internet with a good speed to avoid any disturbance during the AGM. Members will need the latest version of Chrome, Safari, MS Edge or Mozilla Firefox.

Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

Members will be required to grant access to the web-cam to enable two-way video conferencing.

12. The facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and shall be kept open throughout the AGM. 1000 Members will be able to participate in the AGM through VC / OAVM on a first come - first-serve basis.

Large Members (i.e. Members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. will not be subject to the aforesaid restriction of first-come-first serve basis.

13. Institutional Members are encouraged to participate at the AGM through VC / OAVM and vote thereat.

14. Members, holding shares as on the cut-off date i.e. Saturday, 23rd August, 2025 and who would like to speak or express their views or ask questions during the AGM may register themselves as speakers at <https://emeetings.kfintech.com> and clicking on 'Speaker Registration' during the period from Wednesday, 27th August, 2025 (11:00 A.M. IST) upto Thursday, 28th August, 2025 (5:00 P.M. IST). Those Members who have registered themselves as a speaker will only be allowed to speak / express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM. Selection of Speakers would be made considering representation from different geographies/ diverse categories/ professions/ age profiles and using random selection method. In view of smooth conducting of the AGM each speakers is requested to express their views in 2 minutes.

Alternatively, Members holding shares as on the cut-off date may also visit <https://emeetings.kfintech.com> and click on the tab 'Post Your Queries' and post their queries/views/questions in the window provided, by mentioning their name, demat account number/

folio number, email ID and mobile number. The window will close at 5.00 P.M. (IST) on Friday, 29th August, 2025.

- 15.** Members who need assistance before or during the AGM with use of technology, can contact KFin at 1800 - 309 - 4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).

## **PROCEDURE FOR REMOTE E-VOTING AND VOTING DURING THE AGM:**

- 16.** 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 Listing Regulations, the Company has engaged the services of KFin to provide remote e-voting facility to all the Members to enable them to cast their votes electronically in respect of the business to be transacted at the Meeting.
- 17.** Members are requested to attend and participate in the ensuing AGM through VC / OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during the AGM.
- 18.** In case of any query and / or help, in respect of attending the AGM through VC/ OAVM mode, Members may refer to the Help & Frequently Asked Questions (FAQs) and 'AGM VC/ OAVM' user manual available at the download Section of <https://evoting.kfintech.com/> or contact Mr. Sashidhar Mannava, Deputy Vice President - Corporate Registry or Mr. Balaji S Reddy, Senior Manager – Corporate Registry of KFin at the email ID at [evoting@kfintech.com](mailto:evoting@kfintech.com), KFin's toll free no.: 1800-309-4001 for any further clarifications / technical assistance that may be required.
- 19.** The process and manner for remote e-voting are as under:
- a) Pursuant to the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the SS-2 and Regulation 44 of the Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is pleased to provide remote e-voting facility to its Members in respect of the business to be transacted during the AGM and facility for those Members participating in the AGM to cast vote through e-voting system during the AGM.

- b) The facility for voting shall also be made available during the AGM and the Members participating in the Meeting who have not casted their votes by remote e-voting shall be able to exercise their right during the Meeting through e-voting.
- c) The Members who have casted their vote by remote e-voting prior to the AGM may also participate in the AGM but shall not be entitled to cast their vote again.
- d) The facility of casting the votes by the Members using an electronic voting system ("remote e-voting") during the prescribed time prior to AGM and voting during AGM will be provided by service provider KFin.
- e) The remote e-voting period commences on Wednesday, 27th August, 2025 (10:00 A.M. IST) and ends on Friday, 29th August, 2025 (5:00 P.M. IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Saturday, 23rd August, 2025 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by KFin for voting thereafter. Once a Member casts his vote on a resolution, the Member shall not be allowed to change it subsequently.
- f) Any person who becomes a Member of the Company after sending notice of AGM and holding shares as on the cut- off date i.e. Saturday, 23rd August, 2025 may obtain the User ID and Password in the manner mentioned below by sending email to the Company at [secretarial@bcml.in](mailto:secretarial@bcml.in) along with authentic proof of Member or write to KFin at [evoting@kfintech.com](mailto:evoting@kfintech.com) sufficiently before closing of the remote e-voting.
- g) As per the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024 on e-voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.





## PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING:

### I. FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT

Login method for Individual shareholders holding shares in demat mode, as devised by the Depositories/ Depository participants, is given below:

NSDL	CDSL
<b>1. User already registered for IDeAS facility of NSDL:</b> <ol style="list-style-type: none"> <li>Type in the browser / click on the e-Services link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Click on the 'Beneficial Owner' icon under 'IDeAS' section.</li> <li>A new page will open. Enter your User ID and Password. Post successful authentication, click on 'Access to e-Voting' under 'Value Added Services'.</li> <li>Click on 'Active E-Voting Cycles' option under e-Voting.</li> <li>Click against Company name ('Balrampur Chini Mills Limited') or e-voting service provider ('Kfintech') and you will be re-directed to e-voting page of service provider i.e. Kfintech for casting the vote during the remote e-voting period. You can now cast your vote without any further authentication.</li> </ol>	<b>1. User already registered for Easi/Easiest facility of CDSL:</b> <ol style="list-style-type: none"> <li>Type in the browser / click on any of the following links: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Click on New System Myeasi / Login to My Easi option under Quick Login.</li> <li>Enter your User ID and Password for assessing Easi / Easiest.</li> <li>The user will see the e-voting menu. The menu will have lines to ESP i.e. Kfintech e-voting portal.</li> <li>Click against Company name ('Balrampur Chini Mills Limited') or e-voting service provider ('Kfintech') and you will be re-directed to e-voting page of service provider i.e. Kfintech for casting the vote during the remote e-voting period. You can now cast your vote without any further authentication.</li> </ol>
<b>2. User not registered for IDeAS e-Services facility of NSDL:</b> <ol style="list-style-type: none"> <li>To register type in the browser /click on, any of the following e-Service link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> or <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Select 'Register Online for IDeAS'</li> <li>Proceed to complete your registration using your DP ID, Client ID, Mobile number and other required details.</li> <li>After successful registration, follow the steps mentioned under Para 1 above to cast your vote.</li> </ol>	<b>2. User not registered for Easi/Easiest facility of CDSL:</b> <ol style="list-style-type: none"> <li>To register type in the browser /click on the following link: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a></li> <li>Proceed to complete your registration using your DP ID, Client ID, Mobile number and other required details.</li> <li>After successful registration, follow the steps mentioned under Para 1 above to cast your vote.</li> </ol>
<b>3. User may directly access the e-voting website of NSDL:</b> <ol style="list-style-type: none"> <li>Type in the browser /click on the following link: <a href="https://www.evoting.nsdl.com/">https:// www.evoting.nsdl.com/</a></li> <li>Click on the icon 'Login' which is available under 'Shareholder/Member' section.</li> <li>Enter User ID (i.e. 16-digit demat account number held with NSDL starting with IN), Password/OTP and a Verification Code as shown on the screen.</li> </ol>	<b>3. User may directly access the e-voting website of CDSL:</b> <ol style="list-style-type: none"> <li>Type in the browser /click on the following link: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Click on E-Voting and enter your DP ID &amp; Client ID and PAN.</li> <li>System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat account.</li> </ol>



NSDL	CDSL
<ul style="list-style-type: none"> <li>iv. Post successful authentication, you will be redirected to e-voting page on NSDL website.</li> <li>v. Click against Company name ('Balrampur Chini Mills Limited') or e-voting service provider ('Kfintech') and you will be re-directed to e-voting page of service provider i.e. Kfintech for casting the vote during the remote e-voting period. You can now cast your vote without any further authentication.</li> <li>vi. Shareholders / Members can also download the NSDL mobile app 'NSDL SPEED-e' by scanning the QR code mentioned below for seamless voting experience.</li> </ul> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; align-items: center; justify-content: center;">  <span style="margin: 0 10px;">App Store</span>  <span style="margin: 0 10px;">Google Play</span> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>	<ul style="list-style-type: none"> <li>iv. After successful authentication, you will enter e-voting module of CDSL.</li> <li>v. Click against Company name ('Balrampur Chini Mills Limited') or e-voting service provider ('Kfintech') and you will be re-directed to e-voting page of service provider i.e. Kfintech for casting the vote during the remote e-voting period. You can now cast your vote without any further authentication.</li> </ul>

#### Individual Shareholders (Holding securities in demat mode) logging through their depository participants:

1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option.
2. Once you click on e-voting option, you will be redirected to NSDL/CDSL website after successful authentication, wherein you can see e-voting feature.
3. Click on option available against Company name or e-voting service provider- Kfintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned websites.

#### Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depositories i.e. NSDL and CDSL

Contact details of NSDL – In case shareholders face any technical issue	Contact details of CDSL – In case shareholders face any technical issue
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-4886 7000 or 022-2499 7000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800-225-533 (toll free).



## II. FOR NON- INDIVIDUAL SHAREHOLDERS AND SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM

Login method for non-individual shareholders and shareholders holding shares in physical form are given below:

### A. In case a shareholder receives an e-mail from the Company / Kfintech [for shareholders whose e-mail addresses are registered with the Company / Depository Participant(s)]:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- ii. Enter the login credentials (i.e., user-id and password) mentioned in the email communication. The e-voting Event Number and your Folio Number or Your DP ID Client ID will be your User- ID.

**User – ID:** For shareholders holding shares in Demat form:

**For NSDL:** 8 Character DP ID starting with IN followed by 8 Digits Client ID for CDSL: 16 digits beneficiary ID

**User – ID:** For shareholders holding shares in Physical Form: EVEN 1234 followed by Folio No. registered with the Company/ RTA.

**Password:** Your unique password is sent via e-mail forwarded through the electronic notice.

**Captcha:** Please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii. After entering these details appropriately, Click on 'LOGIN'.
- iv. If you are logging in for the first time, 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 at least 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.

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the E-Voting Event Number 'EVEN' i.e., Balrampur Chini Mills Limited.
- vii. On the voting page you will see Resolution Description and against the same the option 'FOR / AGAINST / ABSTAIN' for voting. 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 in 'AGAINST' but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding as on the cut-off date. 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.
- viii. Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folios / demat accounts.
- ix. You may then cast your vote by selecting an appropriate option and click on 'Submit'.
- x. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify.
- xi. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution(s).

### B. In case of a shareholder whose e-mail address is not registered / updated with the Company / RTA / Depository Participant(s), please follow the following steps to generate your login credentials:

- i. Shareholders holding shares in physical mode, who have not registered / updated their email addresses with the Company, are requested to register / update the same by clicking on <https://kprism.kfintech.com/> or by providing necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy), AADHAR (self-attested scanned copy) by email to [evoting@kfintech.com](mailto:evoting@kfintech.com) and cc to the Company at [secretarial@bcml.in](mailto:secretarial@bcml.in).

- ii. Shareholders holding shares in dematerialised mode, shall provide Demat account details (CDSL - 16 digit beneficiary ID or NSDL - 16 digit DP ID + CL ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by email to [evoting@kfintech.com](mailto:evoting@kfintech.com) and cc to the Company at [secretarial@bcml.in](mailto:secretarial@bcml.in).
- iii. After due verification, the Company/Kfintech will forward your login credentials at your registered e-mail address.
- iv. Follow the instructions at II.(A). (i) to (xi) to cast your vote.

### III. GENERAL INSTRUCTIONS/INFORMATION FOR MEMBERS FOR VOTING ON THE RESOLUTIONS

- i. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., to the Scrutinizer at [cs.amberahmad@gmail.com](mailto:cs.amberahmad@gmail.com) with a copy marked to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) and [secretarial@bcml.in](mailto:secretarial@bcml.in).
- ii. In case of any queries, please visit 'Help' and 'Frequently Asked Questions' (FAQs) section / E-voting user manual available through a dropdown menu in the 'Downloads' section available at RTA's website <https://evoting.kfintech.com> or call at toll free no. 1800-309-4001. Any grievance relating to e-voting may be addressed to Mr. S Balaji Reddy, Senior Manager – Corporate Registry, at e-mail id: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

#### 20. Other Instructions:

- a) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
- b) The procedure for e-voting during the AGM is the same as the instructions mentioned above for remote e-voting since the AGM is being held through VC/OAVM. The e-voting window shall be activated upon instructions of the Chairman of the AGM during the AGM. E-voting during the AGM is integrated with the VC/OAVM platform and no separate login is required for the same.

21. The Board of Directors has appointed CS Amber Ahmad, Proprietor, Amber Ahmad & Associates, Company Secretaries, (FCS No.: 9312 / C.P. No.: 8581),

or failing her, such other Practicing Company Secretary as the Executive Committee of the Board of Directors of the Company may appoint, as the Scrutinizer for scrutinizing the process of remote e-voting and e-voting during the Meeting in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of the Meeting, unblock the votes cast through remote e-voting and e-voting done during the Meeting in presence of atleast two witnesses' not in the 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 two working days of conclusion of the Meeting or three days from the conclusion of meeting, whichever is earlier to the Chairman or a person authorised by him in writing who shall counter-sign the same and declare it forthwith.

22. The Results of remote e-voting and voting at the meeting 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 for atleast 3 days and on the website of KFin (<https://evoting.kfintech.com/>) immediately after the results are declared and simultaneously communicated to the Stock Exchanges in compliance with Rule 20 of Companies (Management and Administration Rules), 2014 and Regulation 44(3) of the Listing Regulations.

#### GENERAL:

23. A recorded transcript of the meeting shall be uploaded on the website of the Company <https://chini.com/investors/shareholders-notice/> and the same shall also be maintained in the safe custody of the Company.
24. The Register of Members and Share Transfer Books of the Company will remain close from Sunday, 24th August, 2025 to Saturday, 30th August, 2025 (both days inclusive).
25. The Board of Directors, had declared Interim dividend @300% i.e ₹3.00 per equity share of ₹1 each at its Meeting held on 11th November, 2024 which was paid to the equity shareholders whose names appeared on the Company's Register of Members or in the record of the Depositories as beneficial owners on 25th November, 2024. The Board has not proposed any final dividend for the financial year ended 31st March, 2025 and accordingly, the interim dividend paid during the year shall be treated as final dividend. However, in order to receive any future dividend directly in your bank account, kindly register /update your bank account details with the Company.

- 26.** SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 dated 16th March 2023 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated 23rd June 2025), has prescribed common and simplified norms for processing investor service requests by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature), and nomination details.

In line with the aforesaid Master Circular, with effect from April 1, 2024, for the purpose of receiving dividend, only the Members who have furnished/ updated their PAN, contact details, postal address with PIN and mobile number, and bank account details along with specimen signature, choice of nomination with their Depository Participants (DPs) in case shares are held in electronic form or with the Registrar & Share Transfer Agent of the Company (R&T Agent) in case of the shares are held in physical form, shall be facilitated with electronic transfer of funds by the Company.

In line with aforesaid Circular, in case of non-availability or non-updation of the aforesaid PAN, contact details, postal address with PIN and mobile number, and bank account details, PAN, bank account details, the dividend shall be withheld and paid only upon furnishing / updation of the aforesaid details.

Further, as per the said Circular, with effect from April 1, 2024, it is mandatory for the shareholders holding securities in physical form to, inter alia, furnish PAN, contact details, postal address with PIN and mobile number, and bank account details and nomination details. Physical folios wherein the said details are not available would be eligible for lodging grievance or any service request only after registering the required details.

If a shareholder holding shares in physical form desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she/they may submit the same in the prescribed form in the Master Circular referred above.

The Company has sent individual letters to all the shareholders holding shares of the Company in physical form for furnishing their PAN, KYC, and nomination details. The relevant Circular(s) and necessary forms in this regard have been made available on the website of the Company at [www.chini.com](http://www.chini.com).

Accordingly, Members are hereby requested to kindly comply with the SEBI Master Circular referred above.

- 27.** In terms of Regulation 40(1) of Listing Regulations, as amended from time to time, transfer, transmission

and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or KFin, for assistance in this regard.

- 28.** SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2022/8 dated 25th January, 2022 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated 23rd June 2025) has now decided that, with immediate effect, listed companies shall issue the securities in dematerialized form only, while processing investor service request pertaining to issuance of duplicate share certificate, claim from Unclaimed Suspense Account, renewal/ exchange of securities certificates, endorsement, sub- division/ splitting/consolidation of share certificates, transmission and transposition. Further SEBI vide its Master Circular referred above has simplified the procedure and standardized the format of documentation for various investor service requests. The securities holder/ claimant are, accordingly, required to submit duly filled-up Form ISR-4, for the purpose of availing investor service requests mentioned in the para above, the format of which can be downloaded from the Company's website, i.e. [www.chini.com](http://www.chini.com)

Members holding shares in physical form are, accordingly, encouraged to consider converting their holding to dematerialized form.

#### **UNPAID DIVIDEND AND TRANSFER TO IEPF ACCOUNT:**

- 29.** 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) ("IEPF Rules") and all other applicable provisions, circulars and amendment thereto the due date for transferring the unclaimed dividend for the Financial Year 2018-19 to the Investor Education and Protection Fund (established by the Central Government) is 7th March, 2026. Shareholders who have not yet encashed their dividend warrants for the Financial Year 2018-19 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 KFin immediately. The Company has uploaded the details of unpaid/unclaimed dividend amounts lying with the Company on the website of the Company ([www.chini.com](http://www.chini.com)) and also on the website of the Ministry of Corporate Affairs ([www.mca.gov.in](http://www.mca.gov.in))

- 30.** As per the provisions of Section 72 of the Act read with SEBI Master Circular No. SEBI/HO/MIRSD/

MIRSD-PoD/P/CIR/2025/91 dated 23rd June, 2025, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website at - <https://chini.com/investors/investors-referencer/>. Members are requested to submit the said details to their Depository Participant ("DP") in case the shares are held by them in electronic form and to the RTA in case the shares are held in physical form.

- 31.** Non-Resident Indian Members are requested to inform RTA, immediately on change in their residential status on return to India for permanent settlement, and update on particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.

#### PROCEDURE FOR INSPECTION OF DOCUMENTS:

- 32.** The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or arrangements in which Directors are interested maintained under

Section 189 of the Act, the certificate from Secretarial Auditors of the Company under Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 certifying that the "BCML Employees Stock Appreciation Rights Plan 2023" ("ESAR 2023"/ "Plan") and "BCML Restricted Stock Unit Scheme 2025" ("RSU 2025"/ "Scheme") are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulation, 2021, as amended, shall be made available for inspection by the Members through electronic mode during the AGM.

- 33.** All documents referred to in the Notice and the Explanatory Statement shall also be made available electronically for inspection by the Members of the Company, without payment of fees upto and including the date of AGM. Members seeking inspection of the aforementioned documents can send an email to [secretarial@bcml.in](mailto:secretarial@bcml.in) with the subject line "Balrampur Chini Mills Limited – 49th AGM" from their registered e-mail addresses mentioning their names and folio numbers / demat account numbers.

### FOR EASE OF PARTICIPATION BY MEMBERS, PROVIDED BELOW ARE KEY DETAILS REGARDING THE AGM FOR REFERENCE:

Sl. No.	Particulars	Details of access
a.	Link of the AGM and for participation through VC/OAVM	<a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> by using e-voting credentials and clicking on video conference
b.	Link for posting AGM queries and speaker registration and period of registration	<a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> by using e-voting credentials and clicking on "post your queries" / "Speaker registration" as the case may be.  Period of registration: Wednesday, 27th August, 2025 (11:00 A.M. IST) upto Thursday, 28th August, 2025 (5:00 P.M. IST).
c.	Username and password for VC	Members may attend the AGM through VC by accessing the link <a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> by using the remote e-voting credentials. Please refer the instructions provided separately which forms part of the Notice.
d.	Helpline number for VC participation and e-voting	Contact KFin Technologies Limited at 1800-309-4001 or write to them at <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a>
e.	Cut-off date for e-voting	Saturday, 23rd August, 2025
f.	Time period for remote e-voting	Commences on Wednesday, 27th August, 2025 (10:00 A.M. IST) and ends on Friday, 29th August 2025 (5:00 P.M. IST)

g.	Closure dates	Sunday, 24th August, 2025 to Saturday, 30th August, 2025 (both days inclusive).
h.	Last date for publishing results of the e-voting	On or before Tuesday, 2nd September, 2025
i.	Registrar and Transfer Agent - contact details	KFin Technologies Limited Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032 Tel: 1800-309 4001 www.kfintech.com  <b>Contact Person :</b> Mr. Sashidhar Mannava, Deputy Vice President Mr. Balaji S Reddy, Senior Manager – Corporate Registry
j.	Balrampur Chini Mills Limited – contact details	234/3A, A. J. C. Bose Road, FMC Fortuna, 2nd Floor, Kolkata – 700020 Email: secretarial@bcml.in  <b>Contact Person:</b> Mr. Manoj Agarwal, Company Secretary & Compliance Officer

### **Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal**

- I. SEBI vide circular No. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 dated July 31, 2023 read with circular no. SEBI/HO/OIAE/OIAE\_IAD1/P/ CIR/2023/135 dated 4th August, 2023 [both circular now subsumed and forms part of SEBI Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 dated December 20, 2023 ('ODR Master Circular')] established a common Online Dispute Resolution Portal ("ODR Portal") which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market.
- II. For initiation of dispute resolution process under ODR mechanism of SEBI, the investor/client shall first take up the matter with the Market Participant defined in ODR Master Circular to mean all listed companies / specified intermediaries / regulated entities in the securities market. If the investor/client is not satisfied with the resolution provided by the Market Participant or no action initiated by the Market participants, then the investor/client may register the complaint/dispute in SCORES/ SMART ODR Portal. The investor may also initiate dispute resolution under the ODR mechanism if he / she is not satisfied with the resolution on SCORES.  
  
It may be noted that in case the investor/client has filed the dispute on SMART ODR Portal, while the complaint is pending on SCORES, then the complaint shall be treated as disposed on SCORES. If the investor/client has filed the dispute on SMART ODR Portal, then subsequently, it cannot file the same complaint on SCORES.
- III. The SMART ODR Portal can be accessed at: [https:// smartodr.in/login](https://smartodr.in/login)

Place: Kolkata  
Date: 28th June, 2025

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

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

**Sd/-**  
**Manoj Agarwal**  
Company Secretary and Compliance Officer  
Membership No: A18009

# EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 READ TOGETHER WITH REGULATION 17(11) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND OTHER APPLICABLE LAWS (AS AMENDED)

The following Explanatory Statement sets out all material facts and recommendation of the Board of Directors of the Company relating to the Item Nos. 5, 6, 7 and 8 of the accompanying Notice dated, 28th June, 2025:

## Item No. 5:

Mr. Praveen Gupta was appointed as the Whole Time Director of the Company w.e.f. 1st July, 2022 for a period of 3 years i.e. upto 30th June, 2025 vide approval of the Shareholders at the 46th Annual General Meeting of the Company. He was appointed at a fixed pay of ₹74.40 lakhs (with annual increments allowed upto 10% thereafter) and annual performance linked incentive limited upto 25% of the fixed pay (based on the performance parameters as approved by NRC) and perquisites limited to 25% of fixed pay. His present salary is ₹90.2 lakhs and as per the appraisal carried out by NRC, he has received 100% of incentive for the period 24-25. He also received 117284 ESARs in accordance with the BCML Employees Stock Appreciation Rights Plan 2023.

Based on his exemplary performance and the recommendation of the Nomination and Remuneration Committee, the Board of Directors ("Board") at its meeting held on 28th June, 2025, subject to approval of the members of the Company at the ensuing Annual General Meeting, re-appointed Mr. Praveen Gupta as the Whole Time Director of the Company for a further period of 2 years from the expiry of his present term, i.e. with effect from 1st July, 2025 till 30th June, 2027 on the following terms and conditions (including remuneration):

- (1) Mr. Praveen Gupta shall perform such functions and duties as may be assigned to him, from time to time, by the Board/Management.
- (2) Mr. Praveen Gupta shall not be paid any sitting fees for attending the meetings of the Board or its Committees.
- (3) Mr. Praveen Gupta shall visit such places from time to time, which may be necessary for the purpose of the business of the Company. He 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 India.

- (4) Mr. Praveen Gupta 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.
- (5) There would neither be any notice period or any severance fees.

## Remuneration

### (a) Fixed Pay payable on yearly basis:

₹100.82 Lakhs inclusive of salary, allowances and retirement benefits, per annum or such other amount as may be determined by the Board of Directors of the Company, provided that increment if any during the subsequent years, shall not exceed 12% per annum of the fixed pay of preceding year.

### (b) Annual performance linked Incentive:

Such sum as may be determined by the Nomination and Remuneration Committee and the Board from time to time, provided however that the total Variable Pay shall not exceed 25% of the annual fixed pay in any financial year.

The amount of annual performance linked incentive would be on achievement of operational efficiency, cost optimization, project management timelines and EHS parameters including other performance metrics, as recommended by the Nomination and Remuneration Committee and approved by the Board. Further the Nomination and Remuneration Committee and/or Board of Directors would vary / alter the performance parameters/ metrics from time to time.

### (c) Perquisites:

As per Company's policy(s) or as approved by the Board from time to time, provided that the aggregate



value of the perquisites (excluding stock options), shall not exceed 25% of the fixed pay in any financial year.

**(d) Stock options:**

Mr. Gupta being a Whole Time Director of the Company is also responsible for monitoring the implementation of PolyLactic Acid ("PLA") Project of the Company and accordingly is eligible upto 15,000 Restricted Stock Unit ("RSU") as per the scheme (In his previous tenure he was granted 1,17,284 ESAR in accordance with the BCML Employees Stock Appreciation Rights Plan 2023).

As a Whole-time Director of the Company, his dedication and holistic involvement for the operations of the Company is necessitated and accordingly his remuneration has been fixed as per the policies of the Company comprising of both fixed and variable pay (based on performance metrics). The Nomination and Remuneration Committee and the Board therefore considers that the proposed remuneration is justified.

Whole Time Director's performance parameters as decided by NRC, include, administration, innovation, project management, operational efficiency, cost optimization, talent management & development, sustainability and techno-commercial involvement.

**Brief profile of Mr. Praveen Gupta**

Mr. Praveen Gupta, at about 66 years, is a M.B.A. from the Indian Institute of Management- Kolkata (1984 batch) and has completed his Bachelor of Engineering in Mechanical Engineering from Delhi College of Engineering. He is also an alumnus of the Birla Public School, Pilani. Mr. Gupta has a vast experience of over 43 years. Mr. Gupta has spearheaded operations, expansion and new technologies implementation in various leadership roles. He now leads CTT, to build technical excellence around engineering & process functions that may drive accountability for business results, with focus on standardization & streamlining of operations & maintenance processes across all manufacturing units of the Company.

Based on the consent of Mr. Gupta to act as a Whole-time Director of the Company and other statutory disclosures, it is proposed to re-appoint Mr. Gupta as a Whole-time Director of the Company whose office shall be liable to retire by rotation. Further as per the declarations received by the Company, Mr. Gupta is not disqualified under Section 164 of the Act. The directorships held by Mr. Gupta are within the limits prescribed under the Act.

Pursuant to the provisions of section 160 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Company has received notice in writing from a member proposing the candidature

of Mr. Praveen Gupta (DIN: 09651564) as a Director of the Company.

Except Mr. Praveen Gupta, being an appointee, none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

Brief resume of Mr. Praveen Gupta, 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 hereto.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and SS-2. Other disclosures required under the Act, SS-2 and Regulation 36 of the Listing Regulations have been provided as an Annexure hereto.

The Board recommends this Ordinary Resolution set out in Item No. 5 for approval by the Shareholders.

**Item No. 6:**

Ms. Mamta Binani (DIN: 00462925) was appointed as an Independent Director with effect from 5th November, 2020 for a term of 5 (five) consecutive years upto 4th November, 2025 vide approval of the Shareholders at the 45th Annual General Meeting of the Company.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment for a second term of upto five consecutive years on passing of a special resolution by the Company. Ms. Binani fulfills the requirements criteria of an Independent Director as laid down under Section 149 (6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

The Nomination and Remuneration Committee ("NRC"), after taking into account the report of performance evaluation of Ms. Mamta Binani during her first term of 5 (five) years and considering her knowledge, acumen, expertise, experience, substantial contribution and time commitment, has recommended to the Board her reappointment for a second term of 5 (five) years. The NRC has considered her diverse skills including understanding of relevant laws, rules, regulation and policy; knowledge of economics; accounting and finance; statutory compliance; risk management; business planning and strategy; corporate affairs; human resource management; interpersonal relations skills and leadership capabilities among others, as being key requirements for this role. In view of the above, the NRC is of the view that Ms. Binani



possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to re-appoint her as an Independent Director for a second term.

### **Brief profile of Ms. Mamta Binani**

Dr. (h.c.) Mamta Binani has been the National Past President of the Institute of Company Secretaries of India (ICSI) for the year 2016. She is the Chairperson of Merchant Chamber of Commerce- Legal Affairs & Governance Council and Co-Chair of the Restructuring Committee of Stressed Assets of Indian Chamber of Commerce and Director in many listed companies. She is a law graduate and topper in CS examinations and the first registered Insolvency Professional in the country. She has represented the institute at various forums in many countries in the matters of contemporary laws, governance and corporate social responsibility. She is also serving in the Boards of few of the prestigious companies.

The Board considers that based on Ms. Binani's skills, expertise, experience, integrity and knowledge, her association would be of immense benefit to the Company as an Independent Director. Accordingly, the Board recommends re-appointment of Ms. Binani as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from 5th November, 2025 to 4th November, 2030 (both days inclusive) for the approval by the Members of the Company.

In the opinion of the Board, Ms. Binani fulfils the conditions specified under the Act and the Listing Regulations for her appointment as an Independent Director of the Company and is independent of the management of the Company. The directorships held by Ms. Binani are within the limits prescribed under the Act and Regulation 17A of the Listing Regulations. Further, in terms of Sections 149 and 152 of the Act, Ms. Binani shall not be liable to retire by rotation.

The Company has received a declaration from Ms. Mamta Binani stating that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. The Company has also received a declaration from Ms. Binani stating that she is not disqualified from being appointed as a director in terms of Section 164 of the Act.

Pursuant to the provisions of section 160 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Company has received notice in writing from a member proposing the candidature of Ms. Mamta Binani (DIN: 00462925) as a Director of the Company.

A draft letter of appointment of Ms. Binani as an Independent Director setting out the terms and conditions of her appointment and notice under Section 160 of the Act will also be available for inspection electronically up to the date of AGM.

Ms. Binani does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

Brief resume of Ms. Mamta Binani, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between Directors inter-se, etc., are provided as Annexure hereto.

Except Ms. Mamta Binani, being an appointee, none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and SS-2. Other disclosures required under the Act, SS-2 and Regulation 36 of the Listing Regulations have been provided as an Annexure hereto.

The Board recommends this Special Resolution set out in Item No. 6 for approval by the Shareholders.

### **Item No. 7:**

The Board, on recommendation of the Audit Committee, approved the appointment of M/s. Mani & Co., Cost Accountants (Firm Registration No.: 000004), as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company relating to Sugar (including Industrial Alcohol) Electricity, Fertilisers and Insecticides for the financial year ending 31st March, 2026 at a remuneration of ₹4,80,000 (Rupees Four Lakh Eighty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses. In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with the Rules made thereunder, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, the Board of Directors of the Company recommends the resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending on 31st March, 2026, by Members of the Company by way of an Ordinary Resolution.

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 this Ordinary Resolution as set out in Item No. 7 for approval by the Shareholders.

### Item No. 8:

As per the recent amendment to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), which has come into effect from April 1, 2025, the appointment of Secretarial Auditors shall be approved by the Shareholders at Annual General Meeting of the Company. The tenure of the Secretarial Auditors in case of an individual Company Secretary in Practice should be for a maximum of one term of five (5) consecutive years; and in case of a Firm of Company Secretaries in Practice, for a maximum of two terms of five (5) consecutive years. However, any prior association of the individual or the firm as the Secretarial Auditors of the Company before March 31, 2025, shall not be considered for the purpose of calculating the term of five years or ten years, as the case may be.

M/s MKB & Associates, Practising Company Secretaries (Firm Unique Code: P2010WB042700), one of the reputed and leading firms of Company Secretaries, based out of Kolkata, and having its presence all over India has been serving as the Secretarial Auditors of the Company since 2016. The firm is Peer Reviewed (bearing Peer Review Certificate No.: 6825/2025) by the Institute of Company Secretaries of India. Within a very short span of time, the firm has transcended higher realms of success and is today, one of the leading firms of Company Secretaries in the Country. As per CimplifyFive's Third Secretarial Auditor Report, 2017 M/s MKB & Associates is rated as the top Secretarial Audit firm of Eastern Region. The firm

currently has five Partners and several associates, and is spearheaded by Mr. Manoj Kumar Banthia, the Managing Partner. He has the experience of practising in the field of corporate laws and allied laws for over 27 years. The Firm meets all the eligibility and independence criteria, and there is no disqualification for its appointment as the Secretarial Auditors of the Company. M/s MKB & Associates has given consent to act as the Secretarial Auditors and has confirmed that if appointed, the appointment will be accordance with Section 204 and other applicable provisions, if any, of the Act, read with Rules made thereunder and Regulation 24A of SEBI LODR and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

Accordingly, based on the recommendation of the Audit Committee, the Board at its meeting held on 15th May, 2025, has recommended appointment of M/s MKB & Associates as the Secretarial Auditors of the Company for first term of 5 (five) consecutive years commencing from 1st April, 2025 at a remuneration of ₹2,00,000/- (Rupees Two Lakh Only) (plus applicable taxes) for the financial year ending 31st March, 2026. The above remuneration shall be subject to an annual increase of upto 5% (five percent) in each financial year.

Besides the secretarial audit services, the Company may also obtain certifications from M/s MKB & Associates, under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms.

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 this Ordinary Resolution as set out in Item No. 8 for approval by the Shareholders.

Place: Kolkata  
Date: 28th June, 2025

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

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

**Sd/-**  
**Manoj Agarwal**  
Company Secretary and Compliance Officer  
Membership No: A18009

## Annexure to the Notice

As per the requirement of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Clause 1.2.5 of the Secretarial Standard on General Meetings-2 as issued by the Institute of Company Secretaries of India, a statement containing the requisite details of the Directors seeking appointment/re-appointment is given below:

Name	Ms. Avantika Saraogi	Mr. Praveen Gupta	Ms. Mamta Binani
DIN	03149784	09651564	00462925
Date of Birth	17th May, 1991	25th March, 1959	10th October, 1972
Age	34 years	66 years	52 years
Date of first appointment on the Board	1st January, 2024	1st July, 2022	5th November, 2020
Profile	<p>Ms. Avantika Saraogi has over 12 years of experience in the business development segment and actively participates as a Member of ISMA (Indian Sugar Mills Association). She is also the Chairperson of ISMA Sugar Perception Sub-committee.</p> <p>She has conceived the PLA (Poly Lactic Acid) project and has played a pivotal role in the launch of "Balrampur Bioyug", India's first PLA biopolymer brand. This initiative marks a significant step towards sustainable innovation in Indian sugar industry. Being technologically savvy, she has been spearheading the use of technology and development activities in cane function for the last few years, and one of the most notable contributions has been the development of Mobile App for farmers. She has also been instrumental in shaping the ESG landscape of the Company, pursuant to which GHG inventorisation of Scope 3 emissions, Life Cycle Assessment and Decarbonisation Roadmap activities have been carried out.</p>	<p>With over 43 years of work experience of which nearly 17 have been spent with the Company. Currently he leads the Corporate Technical Team (CTT) to ensure that all the units meet the technical excellence parameters as set by the CTT for increasing efficiency in operations and drive functional synergies across all units (cost, know-how and knowledge sharing) including ESG aspects.</p> <p>Mr. Praveen Gupta has spearheaded operations, expansion and new technologies implementation in various leadership roles. Quintessentially a people's person, he has led consensus driven growth across categories and organizations. He has been essaying a chief role in the ongoing migration of BCML towards the more value-accretive segments.</p>	<p>Dr. (h.c.) Mamta Binani is the National Past President of the Institute of Company Secretaries of India (ICSI) for the year 2016. She is the second lady President of ICSI in the illustrious history of the Institute of 56 years. She is the first insolvency professional in the country, to be registered with the Insolvency &amp; Bankruptcy Board of India.</p> <p>She also serves as an Independent Director on few of the prestigious Boards and has served as the promoter director of the ICSI Insolvency Professionals Agency (now known as ICSI Institute of Insolvency Professionals). Ms. Binani has also been bestowed with various medals, certificates and awards including the prestigious D.L. Mazumdar's Silver Medal, Tejaswini Award, Mauji Ram Memorial Award, Bharat Nirman Awards etc.</p>
Qualification	<p>She is a Graduate in Bachelor of Arts from Scripps College, California, USA with distinction (Cum Laude) and has completed EY-ISB Executive Program on Board Effectiveness from Indian School of Business (ISB)</p>	<p>He is a M.B.A. from the Indian Institute of Management- Kolkata (1984 batch) and has completed his Bachelor of Engineering in Mechanical Engineering from Delhi College of Engineering. He is also an alumnus of the Birla Public School, Pilani.</p>	<p>She is a commerce graduate, a Fellow Member of the Institute of Company Secretaries of India and a law graduate. She is also a registered Insolvency Professional.</p>

Experience and Expertise in specific functional area	<p>Ms. Saraogi has over 12 years of experience in the business development segment.</p> <p>Ms. Avantika Saraogi is having the following Skills/ Expertise viz. Agri-Research &amp; Development; Information Technology; Risk Management; Business Planning and Strategy; Engineering and Technology; Human Resource Management; Industry Experience; Industry Knowledge; Understanding of relevant laws, rules, regulations and policy; Marketing; Interpersonal relations and Leadership</p>	<p>With over 43 years of work experience, Mr. Praveen Gupta has spearheaded operations, expansion and new technologies implementation in various leadership roles, currently leading the CTT.</p> <p>Mr. Praveen Gupta is having the following Skills/ Expertise viz. Industry Experience; Industry knowledge; Information Technology; Statutory Compliance; Risk Management; Human Resource Management, Understanding of relevant laws, rules, regulation and policy; Engineering and Technology; Marketing; Leadership; Interpersonal Relations; Business Planning and Strategy.</p>	<p>Ms. Binani was practising as a Company Secretary for over 25 years. She is now practising as an Advocate and specializes in corporate and insolvency laws.</p> <p>Ms. Mamta Binani is having the following Skills/ Expertise viz. Accounting and Finance; Statutory Compliance; Risk Management; Business Planning and Strategy; Human Resource Management; Corporate Affairs; Understanding of relevant laws, rules, regulation and policy; Economics; Interpersonal relations; Leadership.</p>
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Appointed as Whole Time Director designated as Executive Director with effect from 1st January, 2024. Her office is liable to retire by rotation. She is entitled to receive Fixed Pay, Annual Performance Linked Incentive and Perquisites as approved by the Shareholders vide resolution passed on 27th December, 2023	Re-appointment as a Whole-time Director with effect from 1st July, 2025. His office is liable to retire by rotation. He is entitled to receive Fixed Pay, Annual Performance Linked Incentive and Perquisites as stated in the Explanatory Statement annexed to the Notice.	Re-appointment w.e.f. from 5th November, 2025 as per the terms and conditions of appointment as Independent Director, as displayed on the Company's website at the following weblink: <a href="https://chini.com/sustainability/governance/policies/">https://chini.com/sustainability/governance/policies/</a>  She shall also be entitled to commission and sitting fees as per the Company's policy
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	N.A.	N.A.	Refer Item No. 6 of the Notice and Explanatory Statement.
Remuneration last drawn by such person, if applicable	Ms. Saraogi has drawn a remuneration of ₹69.44 Lakhs during the financial year 2024-25. The details of remuneration drawn are provided in the Corporate Governance Report section of the Integrated Annual Report 2024-25	Mr. Gupta has drawn a remuneration of ₹112.72 Lakhs during the financial year 2024-25. The details of remuneration drawn are provided in the Corporate Governance Report section of the Integrated Annual Report 2024-25.	Ms. Binani has drawn a remuneration of ₹42.90 Lakhs (₹25 Lakhs as Commission and ₹17.90 Lakhs as Sitting Fees) during the financial year 2024-25. The details of remuneration drawn are provided in the Corporate Governance Report section of the Integrated Annual Report 2024-25.
Remuneration sought to be paid	In terms of the Ordinary Resolution passed by the Shareholders through Postal Ballot on 27th December, 2023.	He is entitled to receive Fixed Pay, Annual Performance Linked Incentive and Perquisites as stated in the Explanatory Statement annexed to the Notice.	She will be eligible for payment of sitting fees and commission, as payable to other Non-Executive Directors of the Company as per the Remuneration Policy of the Company applicable to Non-Executive Directors.

Directorship of other companies including Listed Companies and Membership/ Chairmanship of Committees of other Boards	None	None	<p><b>Directorships in other Companies:</b></p> <ul style="list-style-type: none"> <li>i. Linc Limited</li> <li>ii. Emami Limited</li> <li>iii. Emami Paper Mills Limited</li> <li>iv. Ddev Plastiks Industries Limited</li> <li>v. Evonith Value Steel Limited</li> <li>vi. Evonith Metallica Limited</li> <li>vii. Sanmarg Pvt Ltd</li> <li>viii. Mamta Sumit Binani Foundation</li> <li>ix. Maheshwari International Business Foundation</li> <li>x. Magma Ventures Private Limited</li> <li>xi. Petro Carbon and Chemicals Limited</li> <li>xii. Rupa &amp; Company Limited</li> </ul> <p><b>Membership/Chairmanship of Committees of other Boards:</b></p> <ul style="list-style-type: none"> <li>i. Ddev Plastiks Industries Limited - Nomination and Remuneration Committee – Member</li> <li>ii. Emami Limited - Corporate Governance Committee – Member Risk Management Committee – Member</li> <li>iii. Emami Paper Mills Limited – Corporate Social Responsibility Committee – Member</li> <li>iv. Evonith Value Steel Limited – Audit Committee – Member Nomination and Remuneration Committee – Member</li> <li>v. Evonith Metallica Limited – Audit Committee – Member Nomination and Remuneration Committee – Member</li> <li>vi. Rupa &amp; Company Limited – Stakeholders Relationship Committee – Chairperson Audit Committee - Member</li> </ul>
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Membership/ Chairmanship of Committees of the Board of the Company	a. Environmental, Social and Governance Committee – Member b. Stakeholders Relationship Committee – Member c. Risk Management Committee – Member d. Corporate Social Responsibility Committee – Member	a. Environmental, Social and Governance Committee – Member b. Corporate Social Responsibility Committee - Member c. Risk Management Committee - Member d. Executive Committee - Member	a. Stakeholders Relationship Committee – Chairperson b. Audit Committee – Member c. Nomination and Remuneration Committee – Member d. Risk Management Committee – Member e. Executive Committee - Member
Listed entities from which resigned in the past three years	Nil	Nil	Kkalpana Industries (India) Limited
No. of shares held in the Company	31,87,007	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Daughter of Mr. Vivek Saraogi (Chairman and Managing Director, Promoter of the Company)	None	None
No. of Meetings of the Board attended during the year 2024-25	7 out of 7 during the year 2024- 25	7 out of 7 during the year 2024-25	7 out of 7 during the year 2024-25

Place: Kolkata  
Date: 28th June, 2025

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

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

**Sd/-**  
**Manoj Agarwal**  
Company Secretary and Compliance Officer  
Membership No: A18009