



BALRAMPUR CHINI MILLS LIMITED

CIN - L15421WB1975PLC030118
Reg.Off. : FMC Fortuna, 2nd Floor, 234/3A, A. J. C. Bose Road, Kolkata - 700 020
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W : www.chini.com

25th September, 2025

National Stock Exchange of India Limited Listing Department, 'Exchange Plaza', C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai 400051.	BSE Limited The Corporate Relationship Department 1st Floor, New Trading Wing, Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai- 400001.
Symbol: BALRAMCHIN	Scrip Code: 500038

Dear Sir/Madam,

Subject: **Minutes of the 49th Annual General Meeting of the Company**

Please find enclosed herewith a certified true copy of the Minutes of the Forty Ninth (49th) Annual General Meeting of the Company held on Saturday, 30th August, 2025 through video conferencing.

Thanking You.

Yours faithfully

For Balrampur Chini Mills Limited

Manoj Agarwal

Company Secretary & Compliance Officer

Encl: A/a



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Minutes of the Forty Ninth (49th) Annual General Meeting (AGM) of the Members of Balrampur Chini Mills Limited held on Saturday, 30th day of August, 2025, through video conferencing (VC), from the Registered Office of the Company situated at 234/3A, A. J. C. Bose Road, FMC Fortuna, 2nd Floor, Kolkata – 700020, West Bengal which commenced at 12:30 P.M. (IST) and concluded at 1:47 P.M. (IST)

Present:

Mr. Vivek Saraogi	-	Chairman and Managing Director (from Kolkata)
Dr. Indu Bhushan	-	Lead Independent Director Chairperson of Audit Committee (from Kochi)
Ms. Mamta Binani	-	Independent Director Chairperson of Stakeholder Relationship Committee (from Kolkata)
Ms. Veena Hingarh	-	Independent Director Chairperson of Nomination and Remuneration Committee and Corporate Social Responsibility Committee (from Dubai)
Mr. Chandra Kishore Mishra	-	Independent Director Chairperson of Risk Management Committee and Environmental, Social & Governance Committee (from New Delhi)
Ms. Avantika Saraogi	-	Executive Director (from Kolkata)
Mr. Praveen Gupta	-	Whole-time Director (from Haidergarh)
Mr. Pramod Patwari	-	Chief Financial Officer (from Kolkata)
Mr. Manoj Agarwal	-	Company Secretary & Compliance Officer (from Kolkata)

Total of 55 members (including authorized representatives) were present at the 49th Annual General Meeting (the “Meeting”) of the Company along with the representatives of the Statutory Auditors – M/s. Lodha & Co LLP, Chartered Accountants and of the Secretarial Auditors – M/s. MKB & Associates, Company Secretaries.

Mr. Manoj Agarwal, Company Secretary & Compliance Officer, welcomed the Members attending the Meeting and informed that the said Meeting was being conducted through Video Conferencing (“VC”) as per the applicable Circulars issued by Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”) in this regard. Mr. Agarwal also briefed the Members about the aspects pertaining to participation at the Meeting through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).



He also informed that the statutory registers and other relevant documents, as mentioned in the Notice of the AGM (the “AGM”/“Notice”), have been made available electronically for inspection by the Members during the AGM. He stated that the Members can send their inspection request to the designated e-mail id (secretarial@bcml.in).

Thereafter, Mr. Vivek Saraogi, Chairman and Managing Director (“Chairman”) of the Company presided as the Chairman of the Meeting.

The Chairman extended a very warm welcome to the members at the Meeting.

The Chairman after confirming that the requisite quorum was present, called the Meeting to order. The Chairman then introduced the members of the Board and Key Managerial Personnel who were participating in the Meeting from their respective locations. The Chairman also informed that the representatives of the Statutory Auditor as well as the Secretarial Auditor of the Company were also present in the Meeting through video conferencing.

The Chairman informed that in case of any technical disruption or failure, Dr. Indu Bhushan, Lead Independent Director and Chairman of Audit Committee would take the chair and continue the proceedings of the Meeting.

With the permission of the members present, the Notice dated 28th June, 2025 convening the 49th AGM, the Audited Financial Statements (Standalone and Consolidated) for the Financial Year ended 31st March, 2025 together with the Auditors’ Reports thereon and the Report of the Board of Directors along with annexures thereto as circulated to all the members in compliance with the relevant circulars of MCA, were taken as read. The Chairman also informed at the meeting that there were no qualifications, observations or any other adverse comments on the financial transactions or matters which had any adverse effect on the functioning of the Company in the Auditors’ Report for the Financial year ended 31st March, 2025 or by the Secretarial Auditors in their Secretarial Audit Report for the financial year ended 31st March, 2025 and therefore the same were not required to be read at the meeting.

The Chairman added that as per the provisions of Section 108 of the Companies Act, 2013 (as amended) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the Company had provided its members the facility to cast their votes, on all resolutions set forth in the Notice, using electronic voting system from a place other than the venue of the AGM (“remote e-voting”). He further informed that the Board of Directors of the Company has engaged the services of KFin Technologies Limited (“KFin”) as the agency to provide the said facility. The e-voting period had commenced on Wednesday, 27th August, 2025 at 10:00 A.M. (IST) and ended on Friday, 29th August, 2025 at 5:00 P.M. (IST).



The Chairman further informed that members, who had not casted their vote through remote e-voting facility were provided the facility for electronic voting during the Meeting to cast their votes but in case members had already casted their votes earlier through remote e-voting facility, such members should not cast their vote once again through said e-voting and such votes, if cast, would be considered as invalid. The Chairman also informed that the window for electronic voting during the AGM will remain open till 15 minutes from the conclusion of the proceedings of the meeting to allow the Members to cast their votes.

Thereafter the Chairman stated that CS Amber Ahmad, Proprietor of Amber Ahmad & Associates, Company Secretaries, Kolkata (Membership No.: FCS-9312 and C.P. No. 8581) (who was present at the meeting), was appointed as Scrutinizer for scrutinizing the voting process (both remote e-voting and e-voting during the AGM) in a fair and transparent manner.

He also informed that as per Revised Secretarial Standard on General Meetings (SS-2) since the resolutions as per the Notice have been put to vote through remote e-voting the same need not be proposed and seconded by members present.

Thereafter, the Chairman delivered his speech, highlighting, *inter-alia*, the financial performance, key focus areas and future outlook of the sugar, ethanol industry and project status of the Polylactic Acid.

Thereafter, the Chairman invited the members to provide their views, raise queries, offer comments or seek clarifications, if any, on the financials of the Company or any of the items stated in the Notice. Upon the invitation of the Chairman, eleven members gave their views and raised queries on various aspects, which were duly noted and responded by the Chairman and Managing Director, Executive Director and the Chief Financial Officer of the Company. The members also complimented the Management, the Board and the Company for its Financial Results, CSR activities, ESG Rating, Corporate Governance practices and the Integrated Annual Report.

The Chairman requested CS Amber Ahmed, the Scrutinizer to take charge and scrutinize the e-voting process once the same was done and to submit her Report in due course. The Chairman also announced that the combined results of remote e-voting and e-voting during the AGM along with the Consolidated Scrutinizer's Report on the same shall be submitted to the Stock Exchanges within 2 (two) working days of the conclusion of the meeting, in the prescribed format and the same shall also be placed on the Company's website and the website of KFin as well. The Chairman also thanked all the members and Directors for their presence and participation and the meeting concluded at 1:47 P.M. The e-voting was conducted on the following items:



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Ordinary Business

- 1. Adoption of Standalone Audited Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon.**

As an Ordinary Resolution:

“RESOLVED THAT 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 the Auditors’ thereon, be and are hereby received, considered and adopted.”

- 2. Adoption of Consolidated Audited Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Report of the Auditors thereon.**

As an Ordinary Resolution:

“RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Reports of the Auditors’ thereon, be and are hereby received, considered and adopted.”

- 3. Approval and confirmation of the Interim Dividend of Rs. 3.00 per Equity Share of the Company paid during the year as the Final Dividend for the Financial Year ended 31st March, 2025.**

As an Ordinary Resolution:

“RESOLVED THAT the interim dividend of Rs. 3.00 per Equity Share of the Company paid during the year be and is hereby approved and confirmed as the final dividend for the financial year ended 31st March, 2025.”

- 4. Appointment of Director in place of Ms. Avantika Saraogi (DIN: 03149784), who retires by rotation and being eligible, offers herself for re-appointment.**

As an Ordinary Resolution:

“RESOLVED THAT Ms. Avantika Saraogi (DIN: 03149784), who retires by rotation at this Annual General Meeting and being eligible, be and is hereby re-appointed as a director of the Company.”



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Special Business

5. **Re-appointment of Mr. Praveen Gupta (DIN: 09651564) as the Whole Time Director of the Company for a period of two years with effect from 1st July, 2025 upto 30th June, 2027.**

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 hold office for her second term of five consecutive years with effect from 5th November, 2025 upto 4th November, 2030.**

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 of M/s. Mani & Co. (Firm Registration No.: 000004) appointed as the Cost Auditors of the Company pursuant to Section 148 of the Companies Act, 2013 and other applicable provisions.**

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 Rs. 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 Auditor of the Company for the first term of 5 (five) years commencing from 1st April, 2025 till 31st March, 2030.

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."



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Summary of Consolidated Scrutinizer's Report

The e-voting during the Meeting was done as per the prescribed procedure.

For the purpose of e-voting during the AGM, the voting rights were reckoned as on 23rd August, 2025 which was the cut-off date as per the Notice and the members (who had not cast their votes through remote e-voting) were allowed to cast their vote during the Meeting.

After following the prescribed procedure, the Scrutinizer submitted her Consolidated Report on remote e-voting and e-voting during the AGM dated 2nd September, 2025, to the Company Secretary. Based on the Report received, the Company Secretary announced the e-voting results at the Registered Office of the Company on 2nd September, 2025 and the same were also displayed at the Notice Board of the Company at its Registered Office.

The e-voting results were then submitted to the Stock Exchanges in the prescribed format and the said results along with the Consolidated Scrutinizer's Report on remote e-voting and electronic voting during the AGM, were placed on the Company's website and also on the website of KFin.

On the basis of the Consolidated Scrutinizer's Report, the aggregate results of remote e-voting and e-voting during the AGM are given below:

ORDINARY BUSINESS (ORDINARY RESOLUTION)

Item No. 1:

Adoption of Standalone Audited Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon.

Particulars	Remote E-Voting		E-Voting during the AGM		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Assent	403	162070837	2	157726	405	162228563	99.9996
Dissent	10	693	-	-	10	693	0.0004
Total Valid Votes Cast	413	162071530	2	157726	415	162229256	100.00
Abstain / Invalid Votes	2	103754	-	-	2	103754	



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Item No. 2:

Adoption of Consolidated Audited Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Report of the Auditors thereon.

Particulars	Remote E-Voting		E-Voting during the AGM		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Assent	403	162075137	2	157726	405	162232863	99.9996
Dissent	10	693	-	-	10	693	0.0004
Total Valid Votes Cast	413	162075830	2	157726	415	162233556	100.00
Abstain/ Invalid Votes	2	103754	-	-	2	103754	

Item No. 3:

Approval and confirmation of the Interim Dividend of Rs. 3.00 per Equity Share of the Company paid during the year as the Final Dividend for the Financial Year ended 31st March, 2025.

Particulars	Remote E-Voting		E-Voting during the AGM		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Assent	405	162175449	2	157726	407	162333175	99.9975
Dissent	10	4135	-	-	10	4135	0.0025
Total Valid Votes Cast	415	162179584	2	157726	417	162337310	100.00
Abstain/ Invalid Votes	-	-	-	-	-	-	



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Item No. 4:

Appointment of Director in place of Ms. Avantika Saraogi (DIN: 03149784), who retires by rotation and being eligible, offers herself for re-appointment.

Particulars	Remote E-Voting		E-Voting during the AGM		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Assent	399	162116713	2	157726	401	162274439	99.9613
Dissent	15	62841	-	-	15	62841	0.0387
Total Valid Votes Cast	414	162179554	2	157726	416	162337280	100.00
Abstain/ Invalid Votes	1	30	-	-	1	30	

SPECIAL BUSINESS (ORDINARY RESOLUTION)

Item No. 5:

Re-appointment of Mr. Praveen Gupta (DIN: 09651564) as the Whole Time Director of the Company for a period of two years with effect from 1st July, 2025 upto 30th June, 2027.

Particulars	Remote E-Voting		E-Voting during the AGM		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Assent	399	162118143	2	157726	401	162275869	99.9622
Dissent	15	61411	-	-	15	61411	0.0378
Total Valid Votes Cast	414	162179554	2	157726	416	162337280	100.00
Abstain/ Invalid Votes	1	30	-	-	1	30	



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SPECIAL BUSINESS (SPECIAL RESOLUTION)

Item No. 6:

Re-appointment of Ms. Mamta Binani (DIN: 00462925) as an Independent Director of the Company to hold office for her second term of five consecutive years with effect from 5th November, 2025 upto 4th November, 2030.

Particulars	Remote E-Voting		E-Voting during the AGM		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Assent	327	143558444	2	157726	329	143716170	88.5294
Dissent	92	18621110	-	-	92	18621110	11.4706
Total Valid Votes Cast	414*	162179554	2	157726	416*	162337280	100.00
Abstain/ Invalid Votes	1	30	-	-	1	30	

*5 (Five) shareholders who have split their votes into "assent" and "dissent", have been counted only once for the purpose of presence.

SPECIAL BUSINESS (ORDINARY RESOLUTION)

Item No. 7:

Ratification of remuneration of M/s. Mani & Co. (Firm Registration No.: 000004) appointed as the Cost Auditors of the Company pursuant to Section 148 of the Companies Act, 2013 and other applicable provisions.

Particulars	Remote E-Voting		E-Voting during the AGM		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Assent	401	162178650	2	157726	403	162336376	99.9994
Dissent	13	904	-	-	13	904	0.0006
Total Valid Votes Cast	414	162179554	2	157726	416	162337280	100.00
Abstain/ Invalid Votes	1	30	-	-	1	30	



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SPECIAL BUSINESS (ORDINARY RESOLUTION)

Item No. 8:

Appointment of M/s MKB & Associates as Secretarial Auditor of the Company for the first term of 5 (five) years commencing from 1st April, 2025 till 31st March, 2030.

Particulars	Remote E-Voting		E-Voting during the AGM		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Assent	401	162177410	2	157726	403	162335136	99.9996
Dissent	12	704	-	-	12	704	0.0004
Total Valid Votes Cast	413	162178114	2	157726	415	162335840	100.00
Abstain/ Invalid Votes	2	1470	-	-	2	1470	

Based on the Consolidated Scrutinizer's Report on the results of remote e-voting and e-voting during the AGM, all the Resolutions as set forth in the Notice have been passed with requisite majority and are deemed to be passed on the date of the 49th Annual General Meeting of the Company i.e., 30th August, 2025.

The aforesaid resolutions have been passed in due compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder along with the mechanism provided in the Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020 and the latest being 09/2024 dated September 19, 2024 and other applicable circulars issued by MCA and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India ("SEBI").

Sd/-
Vivek Saraogi
CHAIRMAN
Date: 25th September, 2025
Place: Kolkata