



**COMPLIANCE CERTIFICATE**

**(Pursuant to Regulation 163(2) of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 including any amendment/modification thereof)**

To,  
**The Board of Directors,**  
**Balrampur Chini Mills Limited**  
234 / 3A, A J C Bose Road, FMC Fortuna, 2nd Floor,  
Kolkata, West Bengal, India, 700020.

Dear Sir/Ma'am,

**Subject: Practicing Company Secretary's Certificate on the compliance with the requirements of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (the "SEBI ICDR Regulations"), in relation to proposed preferential issue of Equity Shares by the Company i.e. Balrampur Chini Mills Limited.**

1. This certificate is issued in accordance with the terms of our engagement vide letter dated April 23, 2026.
2. I have been requested by the Board of Directors of **Balrampur Chini Mills Limited** ("the Company") to certify that the proposed preferential issue of Equity Shares which are being made to the following proposed allottees subject to shareholders' approval, is in compliance with the requirements of "Chapter V - Preferential Issue" of the SEBI ICDR Regulations and the applicable provisions of the Companies Act, 2013 (the "Act") and rules framed thereunder. This certificate is required to be placed before the Shareholders at Extra Ordinary General Meeting to be held on May 20, 2026 as per requirement of Regulation 163(2) of the SEBI ICDR Regulations:

Sr. No	Name of the Proposed Allottees	Permanent Account Number (PAN)	Number of Equity Shares to be issued
1.	Vivek Saraogi	AMOPS3266J	24,00,000
2.	Sumedha Saraogi	AMOPS3270J	3,45,864
3.	Meenakshi Mercantiles Limited	AADCM1113E	12,50,000
4.	TATA Small Cap Fund (Scheme of TATA Mutual Fund)	AAATT0570A	20,70,393
5.	IKIGAI Emerging Equity Fund	AACTI2604L	4,55,485





	(Scheme of IKIGAI Asset Holding Investment Trust, Category III AIF)		
6.	Alchemy Long Term Ventures Fund, Series 2 (Scheme of Alchemy Alternative Investment Trust, Category III AIF)	AALTA6513H	1,86,335
7.	Alchemy Long Term Ventures Fund, Series 3 (Scheme of Alchemy Alternative Investment Trust, Category III AIF)	AAMTA0730B	62,111
8.	360 One Pipe Fund (Scheme of 360 One Opportunities Fund, Category III AIF)	AACTI1182P	18,21,946
9.	ICICI Prudential Emerging Leaders Fund - Series II (Scheme of ICICI Prudential Strategic Alpha Fund, Category III AIF)	AACTI2583G	1,03,519
10.	ICICI Prudential Equity Opportunities Fund Series -II (Scheme of ICICI Prudential Strategic Alpha Fund, Category III AIF)	AACTI2937A	3,10,559
11.	ICICI Prudential Alpha Opportunities Fund (Scheme of ICICI Prudential Strategic Alpha Fund, Category III AIF)	AACTI1164R	3,10,559
	<b>Total</b>		<b>93,16,771</b>

3. This certificate shall be read together with an accompanying statement as set out in **Annexure A** which contains working for arriving at minimum issue price / floor price in accordance with the SEBI ICDR Regulations and **Annexure B** hereto, which contains details of the compliance with respect to the SEBI ICDR Regulations in connection with the Preferential Issue (the "**Statement**"), prepared by the Management and verified and confirmed by us.

#### Management's Responsibility

4. The preparation of the accompanying Statement as set in Annexure A and B, including the preparation and maintenance of relevant supporting records and documents is the responsibility of the Management of the Company. This responsibility includes designing, implementation and maintenance of internal control relevant





to the preparation and presentation of the Statement, and applying an appropriate basis preparation and making judgments and estimates that are reasonable in the circumstances.

5. Management is also responsible for providing all relevant information to the SEBI, and/or National Stock Exchange of India Limited and BSE Limited.
6. The Management is also responsible for ensuring that the Company complies with the below requirements of the SEBI ICDR Regulations:
  - a) Determine the relevant date, being a date thirty days prior to the date on which the meeting of Shareholders is to be held to consider the proposed preferential issue;
  - b) Determination of the minimum price / floor price of the Equity Shares, which shall not be less than the higher of the following:
    - i. the 90 trading days volume weighted average price of the related Equity Shares quoted on the recognised stock exchange preceding the relevant date; or
    - ii. the 10 trading days volume weighted average prices of the related Equity Shares quoted on a recognised stock exchange preceding the relevant date.

The Articles of Association of the Company does not provide for a method of determination of price in case of preferential issue.

Additionally, the said preferential issue, will not result in allotment of more than five per cent of the post issue fully diluted share capital of the Company, to an allottee along with allottees acting in concert. Accordingly, Regulation 166A(1) of the SEBI ICDR Regulations is not applicable.

- c) Compliance with the requirements of the SEBI ICDR Regulations.

#### **Practicing Company Secretary's Responsibility**

7. Pursuant to the requirements of Regulation 163(2) of Chapter V of the SEBI ICDR Regulations, as amended, it is our responsibility to provide limited assurance that the proposed preferential issue of Equity Shares to the proposed allottees as mentioned above, are being made in accordance with the requirements of "**Chapter V- Preferential Issue**" of the SEBI ICDR Regulations to the extent applicable and applicable provisions of the Act and rules framed thereunder.





8. On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the management of the Company, as required under SEBI ICDR Regulations, we certify the following:
- The Articles of Association of the Company contains a provision with respect to increase in Share Capital of the Company by way of preferential basis/private placement;
  - The calculation of minimum issue price/ floor price of the proposed Equity Shares is as per prescribed pricing formula under the SEBI ICDR Regulations reproduced in **Annexure A**;
  - The Relevant Date, being April 20, 2026, is thirty days prior to the date on which the meeting of shareholders is proposed to be held to consider the proposed preferential issue;
  - Obtained and read a certified copy of resolutions of the Board of Directors of the Company (the "**Board**") dated April 23, 2026 approving the issuance of up to 93,16,771 (Ninety-Three Lakhs Sixteen Thousand Seven Hundred Seventy-One) Equity Shares with the aggregate amount not exceeding ₹ 450,00,00,393/- (Rupees Four Hundred Fifty Crores Three Hundred Ninety-Three only) for cash, on preferential basis to persons as mentioned in point 2 above (referred to as the "**Proposed Allottees**") of the face value of ₹ 1/- (Rupee One only) each of the Company at a premium of ₹ 482/- (Rupees Four Hundred and Eighty Two only) per Equity Share, on preferential basis to the Proposed Allottees, subject to the approval of the Members of the Company and the requisite regulatory approvals;
  - Obtained and read the draft notice of the ensuing Extra-Ordinary General Meeting that is proposed to be held on May 20, 2026 containing the proposed Special Resolution and the corresponding Explanatory Statement under Section 102 of the Act seeking approval of the members of the Company for the preferential issue of Equity Shares at an Issue Price of ₹ 483/- (Rupees Four Hundred Eighty-Three only) per Equity Share. The Explanatory Statement to the said draft Notice, contains all the disclosures including disclosures as required under Regulation 163(1) of Chapter V of SEBI ICDR Regulations and Companies Act, 2013;
  - The Company has made the payment of Annual listing fees for the Financial Year 2026-2027 in respect of Equity Shares of the Company listed on National Stock Exchange of India Limited (NSE) & BSE Limited (BSE) and also checked there are no outstanding dues as of date of this certificate to NSE or BSE or SEBI or depositories;
  - The Pre-preferential Issue shareholding of the Proposed Allottee are held in dematerialized form;





- h) None of the proposed allottees, the beneficial owners to proposed allottees, issuer, its promoters and directors is a fugitive economic offender as defined under Regulation 2(1) (p) of SEBI (ICDR) Regulations, 2018.
- i) None of the proposed allottees, the beneficial owners to proposed allottees, issuer, its promoters and directors is a willful defaulter as defined under Regulation 2 (1) (III) of SEBI (ICDR) Regulations, 2018 or a fraudulent borrower.
- j) The Company, its promoters, its directors are not in violation of the restrictions imposed by SEBI under SEBI circular no. SEBI/HO/ MRD/DSA/CIR/P/2017/92 dated August 01, 2017.
- k) Reviewed Board Resolution of Company for appointment of Monitoring Agency.
- l) Obtained Confirmation from Company that there will be no change in control pursuant to Preferential Issue. The proposed Preferential Issue shall not result in allotment of more than five per cent of the post issue fully diluted share capital of the Company, to an allottee along with allottees acting in concert. Accordingly, Regulation 166A (1) of the SEBI ICDR Regulations is not applicable.
- m) The proposed allottees and the beneficial owners to proposed allottees, issuer, its promoters and directors have not been directly or indirectly, debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.
- n) Obtained confirmation from the proposed allottees, stating that it has not sold/ transferred/ pledged any Equity Shares of the Company during the period of 90 trading days prior to the Relevant Date i.e. April 20, 2026 and till the date of execution of this certificate, as applicable;
- o) We have verified that there is no change in the shareholding of the proposed allottees from the Relevant Date to the date of this certificate. We have been informed by the Company that the requisite application for giving effect to the lock – in of the pre – preferential shareholding, which is subject to the lock in requirements commencing from the Relevant Date under the SEBI (ICDR) Regulations, 2018, shall be initiated in due course;
- p) Verified the Permanent Account Number ("PAN") of Proposed Allottees subscribing to the Preferential Issue from the copy of PAN card;
- q) Verified that the Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the stock exchange where the Equity Shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015; and







- r) Conducted relevant management inquiry and obtained representation from the Management in this regard as may be required.

### Conclusion

9. Based on our examination, as above, and the information, explanations and written representation provided to me by the Management, we hereby confirm that the proposed preferential issue of Equity Shares is being made in accordance with the requirements of the Chapter V of the SEBI ICDR Regulations and applicable provisions of the Act and rules framed thereunder. We also confirm that the minimum issue price/ floor price has been determined in accordance with the SEBI ICDR Regulations.

### Restriction on Use

10. This Certificate is issued solely for the purpose of complying with the requirements of SEBI ICDR Regulations, placing it before the Extraordinary General Meeting of the shareholders of the Company and hosting the certificate on the website of the Company and should not be used by any person or for any other purpose. Accordingly, I do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this Certificate is shown or into whose hands it may come without our prior consent in writing. I have no responsibility to update this Certificate for any events or circumstances occurring after the date of this Certificate.



Manoj Kumar Bantia

**Practicing Company Secretary**

Membership No. 11470

UDIN: A011470H000187965

Place: Kolkata

Date: April 23, 2026

Encl: Annexure A and B





**Annexure A**

Calculation of minimum issue price as per prescribed under Chapter V of SEBI ICDR Regulations, 2018, as amended.

Date of EGM	20 <sup>th</sup> May, 2026
Relevant Date (30 days prior to EGM)	20 <sup>th</sup> April, 2026

**A. Determination of whether the equity shares of the Company are frequently traded**

The Equity Shares of the Company are listed on the BSE Limited ('BSE') and the National Stock Exchange of India Limited ('NSE').

- (i) The **highest trading volume** in respect of the equity shares of the Company has been recorded on NSE during the preceding 90 trading days prior to the relevant date as set out below:

Stock Exchange	NSE	BSE
Trading volume in respect of the equity shares of the Company recorded during the preceding 90 trading days prior to the relevant date.	5,64,69,432	27,50,503

- (ii) **Determination of whether the Equity Shares of the Company are frequently traded on NSE** (NSE being the stock exchange on which the highest trading volume in respect of the equity shares of the Company has been recorded on NSE during the preceding 90 trading days prior to the relevant date)

Particulars	Number of Shares
Traded turnover on NSE during the 240 trading days preceding the relevant date (A)	11,46,26,991
Total number of equity shares of the Company outstanding during the above period (B)	20,19,50,436
Traded turnover as a % of Total number of equity shares (A)/(B)*100	56.76%

Thus, the equity shares of the Company are frequently traded in accordance with regulation 164(5) of SEBI ICDR Regulations.

**B. Computation of minimum issue price/ floor price as per SEBI ICDR Regulations viz Rs. 482.51/- per equity share –**

- 1) **The 90 trading days volume weighted average price of the related Equity Shares quoted on the recognised stock exchange preceding the relevant date:**





Stock Exchange with maximum volume of trading	Day*	Date	Total Traded number of equity shares of the Target Company ("A")	Traded turnover of equity shares of the Target Company ("B") (Rs.)
NSE	Day 1	17-Apr-26	341399	16,56,47,332.00
	Day 2	16-Apr-26	366951	17,75,91,668.50
	Day 3	15-Apr-26	762422	36,88,36,666.20
	Day 4	13-Apr-26	602208	28,58,89,138.30
	Day 5	10-Apr-26	546739	26,08,42,851.10
	Day 6	09-Apr-26	352385	16,99,75,023.15
	Day 7	08-Apr-26	914919	43,84,18,879.50
	Day 8	07-Apr-26	339073	16,49,06,434.10
	Day 9	06-Apr-26	591531	28,85,59,197.90
	Day 10	02-Apr-26	592314	28,96,77,480.05
	Day 11	01-Apr-26	778708	38,78,38,411.60
	Day 12	30-Mar-26	1379259	68,72,12,935.20
	Day 13	27-Mar-26	1349056	67,21,86,024.90
	Day 14	25-Mar-26	1900267	96,03,19,668.85
	Day 15	24-Mar-26	1369097	63,25,37,270.50
	Day 16	23-Mar-26	891916	42,21,83,470.20
	Day 17	20-Mar-26	1104034	53,92,21,890.00
	Day 18	19-Mar-26	809032	39,02,88,095.10
	Day 19	18-Mar-26	431749	20,73,29,372.70
	Day 20	17-Mar-26	1093402	52,16,95,472.30
	Day 21	16-Mar-26	703642	33,90,39,204.50
	Day 22	13-Mar-26	516792	25,61,65,438.15
	Day 23	12-Mar-26	814720	41,57,84,744.10
	Day 24	11-Mar-26	1177163	60,77,10,673.95
	Day 25	10-Mar-26	1311012	64,76,78,649.55
	Day 26	09-Mar-26	2479649	1,21,52,14,142.50
	Day 27	06-Mar-26	636093	30,68,19,647.95
	Day 28	05-Mar-26	1944632	95,04,03,177.45
	Day 29	04-Mar-26	6834943	3,33,95,70,092.25
	Day 30	02-Mar-26	256550	11,86,10,082.20
	Day 31	27-Feb-26	473110	22,15,23,278.10
	Day 32	26-Feb-26	341327	15,81,94,192.40
	Day 33	25-Feb-26	234404	10,84,78,205.90
	Day 34	24-Feb-26	227919	10,41,97,738.60





Stock Exchange with maximum volume of trading	Day*	Date	Total Traded number of equity shares of the Target Company ("A")	Traded turnover of equity shares of the Target Company ("B") (Rs.)
	Day 35	23-Feb-26	278968	12,84,59,873.45
	Day 36	20-Feb-26	74558	3,40,45,030.20
	Day 37	19-Feb-26	154449	7,12,47,606.30
	Day 38	18-Feb-26	109250	5,11,05,076.05
	Day 39	17-Feb-26	273788	12,81,15,990.10
	Day 40	16-Feb-26	551839	25,84,43,289.55
	Day 41	13-Feb-26	433218	20,10,91,352.10
	Day 42	12-Feb-26	234844	10,82,40,205.90
	Day 43	11-Feb-26	632864	28,95,99,633.10
	Day 44	10-Feb-26	1894550	88,23,29,225.60
	Day 45	09-Feb-26	389255	17,63,45,591.85
	Day 46	06-Feb-26	150263	6,67,45,755.85
	Day 47	05-Feb-26	169383	7,50,48,511.65
	Day 48	04-Feb-26	145498	6,40,19,343.00
	Day 49	03-Feb-26	281193	12,22,63,938.15
	Day 50	02-Feb-26	332951	13,96,62,728.75
	Day 51	01-Feb-26	535934	23,03,20,458.55
	Day 52	30-Jan-26	211893	8,85,94,672.60
	Day 53	29-Jan-26	231678	9,43,81,304.00
	Day 54	28-Jan-26	194143	7,97,47,441.75
	Day 55	27-Jan-26	451982	18,48,79,451.35
	Day 56	23-Jan-26	298144	12,21,75,740.60
	Day 57	22-Jan-26	163531	6,61,15,372.10
	Day 58	21-Jan-26	413753	16,51,37,521.80
	Day 59	20-Jan-26	187472	7,74,44,413.00
	Day 60	19-Jan-26	244247	10,11,34,279.90
	Day 61	16-Jan-26	164824	6,93,40,740.25
	Day 62	14-Jan-26	104242	4,42,69,535.65
	Day 63	13-Jan-26	155533	6,57,55,010.00
	Day 64	12-Jan-26	335193	14,09,04,212.00
	Day 65	09-Jan-26	204147	8,70,43,602.45
	Day 66	08-Jan-26	147600	6,34,88,825.35
	Day 67	07-Jan-26	128269	5,59,18,842.00
	Day 68	06-Jan-26	141895	6,19,43,939.70





Stock Exchange with maximum volume of trading	Day*	Date	Total Traded number of equity shares of the Target Company ("A")	Traded turnover of equity shares of the Target Company ("B") (Rs.)
	Day 69	05-Jan-26	144495	6,35,36,621.45
	Day 70	02-Jan-26	138587	6,09,10,104.20
	Day 71	01-Jan-26	111969	4,91,67,904.85
	Day 72	31-Dec-25	269457	11,95,55,539.10
	Day 73	30-Dec-25	258722	11,25,50,380.65
	Day 74	29-Dec-25	148784	6,48,65,342.40
	Day 75	26-Dec-25	101179	4,44,51,986.60
	Day 76	24-Dec-25	167970	7,41,62,075.75
	Day 77	23-Dec-25	117203	5,19,27,066.85
	Day 78	22-Dec-25	226440	9,97,49,017.35
	Day 79	19-Dec-25	986605	43,46,97,427.75
	Day 80	18-Dec-25	562688	25,26,80,445.05
	Day 81	17-Dec-25	128864	5,68,87,187.75
	Day 82	16-Dec-25	217743	9,68,55,215.45
	Day 83	15-Dec-25	274506	12,19,62,640.60
	Day 84	12-Dec-25	298308	13,11,16,898.60
	Day 85	11-Dec-25	1216873	53,51,56,855.15
	Day 86	10-Dec-25	4303308	1,90,75,55,654.90
	Day 87	09-Dec-25	1418681	59,12,27,536.40
	Day 88	08-Dec-25	268504	11,74,67,150.70
	Day 89	05-Dec-25	109514	4,84,85,625.30
	Day 90	04-Dec-25	109264	4,84,59,285.20
<b>Total</b>			<b>5,64,69,432</b>	<b>26,49,93,33,025.45</b>
	<b>Volume Weighted Average Market Price (total turnover divided by total traded number of equity shares) (B/A)</b>			<b>469.27</b>

\*Given that the Relevant Date was Monday, April 20, 2026, 90 trading days prior to such date has been considered.

- 2) *The 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.*





Stock Exchange with maximum volume of trading	Day*	Date	Total Traded number of equity shares of the Target Company ("A")	Traded turnover of equity shares of the Target Company ("B") (INR)
NSE	Day 1	17-Apr-26	341399	16,56,47,332.00
	Day 2	16-Apr-26	366951	17,75,91,668.50
	Day 3	15-Apr-26	762422	36,88,36,666.20
	Day 4	13-Apr-26	602208	28,58,89,138.30
	Day 5	10-Apr-26	546739	26,08,42,851.10
	Day 6	09-Apr-26	352385	16,99,75,023.15
	Day 7	08-Apr-26	914919	43,84,18,879.50
	Day 8	07-Apr-26	339073	16,49,06,434.10
	Day 9	06-Apr-26	591531	28,85,59,197.90
	Day 10	02-Apr-26	592314	28,96,77,480.05
<b>Total</b>			<b>5409941</b>	<b>261,03,44,671.00</b>
<b>Volume Weighted Average Market Price (total turnover divided by total traded number of equity shares) (B/A)</b>				<b>482.51</b>

\*Given that the Relevant Date was Monday, April 20, 2026, 10 trading days prior to such date has been considered.

- 3) The said preferential issue, will result in allotment of less than five per cent of the post issue fully diluted share capital of the Company, to an allottee or to allottee(s) acting in concert. Thus, a Valuation Report from an Independent Registered Valuer is not required for determining the price.
- 4) Thus, the minimum issue price/ floor price is determined as follows:

Sr. No.	Particulars	Amount (Rs.) per Equity Share
A]	90 Trading days VWAP	469.27
B]	10 Trading days VWAP	482.51
<b>Applicable Minimum Issue Price/ Floor Price (being the highest of the above)</b>		<b>482.51</b>





The relevant "Stock Exchange" is National Stock Exchange of India which is considered for the weighted average computation as required by the Regulation 164 of the SEBI ICDR Regulations.

Manoj Kumar Banthia

**Practicing Company Secretary**

Membership No. 11470

UDIN: A011470H000187965

Place: Kolkata

Date: April 23, 2026



**Annexure - B**

**Statement of compliance under Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), in relation to the proposed preferential issue of the Equity Shares by Balrampur Chini Mills Limited (the “Company”/ the “Issuer”):**

1. We have verified that there is no change in the shareholding of the proposed allottees from the Relevant Date to the date of this certificate. The requisite application for giving effect to the lock – in of the pre – preferential shareholding, which is subject to the lock in requirements commencing from the Relevant Date under the SEBI (ICDR) Regulations, 2018, shall be initiated in due course, to the extent applicable and there will be no sale of pre-preferential holding by the Allottee from Relevant Date i.e. 20<sup>th</sup> April, 2026 till date of lock-in;
2. The Company is in compliance with the requirements of the Companies Act, 2013;
3. We confirm the compliance with the conditions and requirements (including any disclosure requirements) set out under Chapter V of SEBI ICDR Regulations.
4. In particular, for the purpose of complying with such requirements of the SEBI ICDR Regulations:
  - a) With respect to conditions specified in Regulation 159 and 160 of the SEBI ICDR Regulations, we have undertaken the following procedures to confirm its compliance with required conditions:
    - Obtained confirmation from the Registrar and Transfer Agent of the Company that the proposed allottees (being non promoter), as applicable, have not sold or transferred any shares during the 90 trading days preceding the relevant date.
    - The Pre-Preferential Issue holding of the equity shares held by the proposed allottees, are held in dematerialized form;
    - Equity shares to be allotted by way of Preferential Issue, shall be fully paid up at the time of the allotment;
    - We confirm that there are no outstanding partly paid equity shares as of date;
    - We confirm that the Preferential Issue shall be made in compliance with the Regulation 169 of the SEBI ICDR Regulations;





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## BALRAMPUR CHINI MILLS LIMITED

- Approval of the members shall be obtained for proposed Preferential Issue by passing special resolution in the ensuing Extra Ordinary General Meeting to be held on May 20, 2026;
  - We have adhered to conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges where the Equity Shares are listed; and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended ("**SEBI Listing Regulations**");
  - We have obtained Permanent Account Number of all the proposed allottees;
  - The Company has paid the Annual listing fees for the financial year 2026-2027 in respect of equity shares of the Company listed on National Stock Exchange of India Limited and BSE Limited.
  - The Company shall make an application for seeking in-principle approval of the Stock Exchanges where the Equity Shares of the Company are listed on the same day when the notice of EGM has been sent to the members for seeking shareholder's approval by way of special resolution for the proposed Preferential Issue;
- b) We confirm that the relevant date has been determined in accordance with regulation 161 of SEBI ICDR Regulations;
- c) The Company has appointed India Ratings and Research Private Limited as the Monitoring Agency.
- d) The Company has made all the relevant disclosures in its Notice and Explanatory Statement as required under Chapter V of SEBI ICDR Regulations and the Companies Act, 2013;
- e) The current and proposed status of the allottees, post the preferential issue is as under:

Name of the Proposed Allottees	Current and proposed Status
Vivek Saraogi	Promoter
Sumedha Saraogi	Promoter
Meenakshi Mercantiles Limited	Promoter Group
TATA Small Cap Fund (Scheme of TATA Mutual Fund)	Non- Promoter





## BALRAMPUR CHINI MILLS LIMITED

IKIGAI Emerging Equity Fund (Scheme of IKIGAI Asset Holdings Investment Trust category III AIF)	Non- Promoter
Alchemy Long Term Ventures Fund, Series 2 (Scheme of Alchemy Alternative Investment Trust, category III AIF)	Non- Promoter
Alchemy Long Term Ventures Fund, Series 3 (Scheme of Alchemy Alternative Investment Trust, category III AIF)	Non- Promoter
360 One Pipe Fund (Scheme of 360 One Opportunities Fund, category III AIF)	Non- Promoter
ICICI Prudential Emerging Leaders Fund - Series II (Scheme of ICICI Prudential Strategic Alpha Fund, category III AIF)	Non- Promoter
ICICI Prudential Equity Opportunities Fund Series -II (Scheme of ICICI Prudential Strategic Alpha Fund, category III AIF)	Non- Promoter
ICICI Prudential Alpha Opportunities Fund (Scheme of ICICI Prudential Strategic Alpha Fund, category III AIF)	Non- Promoter

- f) In relation to disclosure requirements set out under Regulation 163(1)(g) and 163(1)(h) the SEBI ICDR Regulations, we confirm that the Equity Shares of the Company are frequently traded and have been listed on a recognized Stock Exchanges for more than 90 trading days prior to the Relevant Date. We also confirm that the equity shares are "frequently traded shares" as per Regulation 164(5) of the SEBI ICDR Regulations.
- g) We confirm that the preferential allotment will result in allotment of less than five per cent. of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert but will not result in a change in control.
- h) In relation to disclosure requirement of Regulation 163(1)(i) of the SEBI ICDR Regulations, we confirm that, neither the Company's name nor the name of any of its director or promoter are in the category of the wilful defaulters or a fraudulent borrower.
- i) In relation to compliance of Regulation 159(2) of the SEBI ICDR Regulations, we confirm that, neither any promoter nor any director is a fugitive economic offender.





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## BALRAMPUR CHINI MILLS LIMITED

- j) In relation to the compliance of Regulation 163(4) of the SEBI ICDR Regulations, we have disclosed the relevant date and the price of the equity shares in the EGM Notice.
- k) In relation to the compliance of Regulation 167 of the SEBI ICDR Regulations, we confirm that the Equity Shares to be allotted will be subject to applicable lock-in and transfer restriction stipulated under the SEBI ICDR Regulations.
- l) We confirm that we shall ensure that the consideration for preferential issue of Equity Shares shall be received from respective allottee's bank account and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application.
- m) We confirm that we shall submit a certificate from the statutory auditors to the stock exchanges where the Equity Shares of our Company are listed stating that the Company is in compliance with Regulation 169(4) of SEBI ICDR Regulations and the relevant documents thereof are maintained by the Company as on the date of certification.
- n) We confirm that allotment of Equity Shares pursuant to the Special Resolution shall be completed within a period of fifteen days from the date of passing of such resolution or from receipt of all necessary approvals or permissions from the applicable regulatory authorities, as may be required, whichever is later, and that such allotment shall be made only in dematerialised form.
- o) We hereby confirm and certify that the proposed issue is being made in accordance with the requirement of the Chapter V of SEBI ICDR Regulations, as amended, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rule, 2014 and other requirements of Companies Act, 2013. We hereby further confirm and certify that we have complied with all legal and statutory formalities and no statutory authority has restrained from issuing these proposed securities.

**For Balrampur Chini Mills Limited**

**Manoj Agarwal**  
**Company Secretary & Compliance Officer**  
Membership No.: 18009

