



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@bcml.in **Website:** www.chini.com

NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting ("EGM") of the Members of Balrampur Chini Mills Limited (the "**Company**") will be held on, **Wednesday, 20th day of May, 2026 at 4:00 p.m. (IST)** through Video Conferencing ("**VC**")/ Other Audio-Visual Means ("**OAVM**") to transact the following business:

Special Business:

1. To consider and approve, offer, issue and allotment of Equity Shares on a preferential basis:

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 Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated ("**FEMA**"), and rules, circulars, notifications, regulations and guidelines issued under FEMA to the extent consolidated Foreign Direct Investment Policy, as amended and replaced from time to time ("**FDI Policy**") and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, Ministry of Finance (Department of Economic Affairs) ("**MoF**"), Department for Promotion of Industry and Internal Trade, ("**DPIIT**") to the extent applicable, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SEBI Takeover Regulations**"), as amended from time to time, the listing agreements entered into by the Company with the BSE Limited and the National Stock Exchange of India Limited (together, the "**Stock Exchanges**") on which the Equity Shares of the Company having face value of Re. 1/- (Rupee One only) each ("**Equity Shares**") are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs ("**MCA**"), the Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India ("**SEBI**") and/or any other

competent authorities (hereinafter referred to as “**Applicable Regulatory Authorities**”) from time to time to the extent applicable and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to mean and include the Executive Committee or any other Committee to be constituted by the Board to exercise its powers including the powers conferred by this resolution), the consent and approval of the Members of the Company (“**Members**”) be and is hereby accorded to the Board to offer, issue and allot up to 93,16,771 (Ninety Three Lakhs Sixteen Thousand Seven Hundred Seventy One) fully paid up Equity Shares of face value of Re. 1/- (Rupee One only) each for cash at a price of Rs. 483/- (Rupees Four Hundred Eighty Three only) per Equity Share) (including a premium of Rs. 482/- (Rupees Four Hundred Eighty Two only) per Equity Share) (“**Preferential Allotment Price**”), for an amount up to Rs. 450,00,00,393/- (Rupees Four Hundred Fifty Crores Three Hundred Ninety Three only), to the below mentioned proposed allottee(s) as per details mentioned herein below (hereinafter referred to as “**Proposed Allottees**”) by way of preferential issue (“**Preferential Issue**”) in one or more tranches, on such terms and conditions as may be determined by the Board in accordance with the Act, SEBI ICDR Regulations and other applicable laws:

Sr. No.	Name of Proposed Allottees	Category	Maximum No. of Equity Shares to be allotted	Proposed Investment Amount to be paid (In Rs.)
1.	Vivek Saraogi	Promoter	24,00,000	115,92,00,000
2.	Sumedha Saraogi	Promoter	3,45,864	16,70,52,312
3.	Meenakshi Mercantiles Limited	Promoter Group	12,50,000	60,37,50,000
4.	TATA Small Cap Fund (Scheme of TATA Mutual Fund)	Non-Promoter	20,70,393	99,99,99,819
5.	IKIGAI Emerging Equity Fund (Scheme of IKIGAI Asset Holdings Investment Trust, Category III AIF)	Non-Promoter	4,55,485	21,99,99,255
6.	Alchemy Long Term Ventures Fund, Series 2 (Scheme of Alchemy Alternative Investment Trust, Category III AIF)	Non-Promoter	1,86,335	8,99,99,805
7.	Alchemy Long Term Ventures Fund, Series 3 (Scheme of Alchemy Alternative Investment Trust, Category III AIF)	Non-Promoter	62,111	2,99,99,613
8.	360 One Pipe Fund (Scheme of 360 One Opportunities Fund, Category III AIF)	Non-Promoter	18,21,946	87,99,99,918
9.	ICICI Prudential Emerging Leaders Fund - Series II (Scheme of ICICI Prudential Strategic Alpha Fund, Category III AIF)	Non-Promoter	1,03,519	4,99,99,677

10.	ICICI Prudential Equity Opportunities Fund Series -II (Scheme of ICICI Prudential Strategic Alpha Fund, Category III AIF)	Non-Promoter	3,10,559	14,99,99,997
11.	ICICI Prudential Alpha Opportunities Fund (Scheme of ICICI Prudential Strategic Alpha Fund, Category III AIF)	Non-Promoter	3,10,559	14,99,99,997
Total			93,16,771	450,00,00,393

RESOLVED FURTHER THAT in terms of Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares is Monday, 20th April, 2026 ("**Relevant Date**"), being the date 30 days prior to the date of this Extra-Ordinary General Meeting.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Members is hereby accorded to record the names of the Proposed Allottees in the prescribed Form PAS-5, pursuant to sub-rule 4 of rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and for the issue of invitation to subscribe to the Equity Shares and issue a private placement offer cum application letter in Form No. PAS- 4.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolutions, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act, annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT the Equity Shares of the Company being offered, issued and allotted to the Proposed Allottees by way of the Preferential Issue shall *inter alia* be subject to the following terms and conditions, apart from others as prescribed under applicable law:

- a) The Equity Shares to be offered, issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary permissions and approvals.
- b) The Equity Shares to be offered, issued and allotted shall be fully paid up and shall rank *pari-passu* with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- c) The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- d) The pre-preferential allotment shareholding of the Proposed Allottees, as applicable, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- e) The Proposed Allottees shall be required to bring in the entire consideration for the Equity Shares to be allotted to them, on or before the date of allotment thereof.
- f) The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Proposed Allottees.
- g) The monies received by the Company from the Proposed Allottees for application of the Equity Shares pursuant to this Preferential Issue be kept by the Company in a separate bank account;

- h) The Equity Shares shall be allotted in dematerialized form only within a maximum period of 15 days from the date of passing of this resolution by the Members provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchanges for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT Executive Committee of the Board or Mr. Vivek Saraogi, Chairman and Managing Director, Ms. Avantika Saraogi, Executive Director, Mr. Pramod Patwari, Chief Financial Officer, Mr. Rohit Bothra, President – Taxation & Strategy and Mr. Manoj Agarwal, Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things to give effect to the aforesaid resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard and the Board be and is hereby further authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

Place: Kolkata
Date: 23rd April, 2026

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

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (as amended) ("Act") and Revised Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India ('ICSI') form part of this Notice for convening the Extra Ordinary General Meeting (EGM/ 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, No. 02/2021 dated January 13, 2021, No.10/2021 dated June 23, 2021, No. 21/2021 dated December 14, 2021, No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated 25th September, 2023, General Circular No. 09/2024 dated 19th September, 2024 and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated 22nd September, 2025 (prescribing the procedure and manner of conducting the EGM through VC/OAVM), (hereinafter collectively referred to as "MCA Circulars", the Ministry of Corporate Affairs("MCA") has permitted companies to conduct their EGM through VC or OAVM).
3. The Securities and Exchange Board of India ("SEBI") also vide its 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 SEBI Listing Regulations.
4. In compliance with the applicable provisions of the Act, SEBI Listing Regulations, MCA Circulars and SEBI Circulars, the Board of Directors has approved conducting of the EGM of the Company through VC/OAVM. The Registered Office of the Company shall be the deemed venue of the EGM. 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 EGM through VC/OAVM facility and e-voting during the EGM. Participation of the Members through VC / OAVM will be reckoned for the purpose of quorum for the EGM 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 4:00 P.M. (IST).
6. The Notice will be sent to those Members/ Beneficial Owners whose name appears in the Register of Members/ list of beneficiaries received from the Depositories as on Thursday, 23rd April, 2026
7. **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 SEBI LISTING REGULATIONS, HAS BEEN DISPENSED WITH. THEREFORE, THE FACILITY TO APPOINT PROXY BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS EGM 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 EGM, 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 goenkamohan@gmail.com with the subject line "Balrampur Chini Mills Limited – EGM" with a copy marked to evoting@kfintech.com and investorgrievances@bcml.in

ELECTRONIC DISPATCH OF NOTICE, PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF THE NOTICE OF THE EGM:

8. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the EGM 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.
9. Members may note that the Notice of the EGM, will also be available on the Company's website www.chini.com, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of the e-voting agency i.e., <https://evoting.kfintech.com/>.
10. 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. Requests can be emailed to einward.ris@kfintech.com or secretarial@bcml.in / 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 EGM THROUGH VC / OAVM:

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

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.

12. Members may join the EGM 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 EGM. 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.

13. The facility of joining the EGM through VC / OAVM shall open 30 minutes before the time scheduled for the EGM and shall be kept open throughout the EGM. 1000 Members will be able to participate in

the EGM 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 & Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. will not be subject to the aforesaid restriction of first-come-first serve basis.

14. Institutional Members are encouraged to participate at the EGM through VC / OAVM and vote thereat.
15. Members, holding shares as on the cut-off date i.e. Tuesday, 12th May, 2026 and who would like to speak or express their views or ask questions during the EGM may register themselves as speakers at <https://emeetings.kfintech.com> and clicking on 'Speaker Registration' during the period from Sunday, 17th May, 2026 (11:00 A.M. IST) upto Monday, 18th May, 2026 (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 EGM. In view of smooth conducting of the EGM each speakers is requested to express their views in two minutes. The Company reserves the right to restrict the number of speakers depending on the availability of time at the EGM. Selection of Speakers would be made considering representation from different geographies/ diverse categories/professions/ age profiles and using random selection method.

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 Monday, 18th May, 2026.

16. Members who need assistance before or during the EGM with use of technology, can contact KFin at 1800-309-4001 or write to them at evoting@kfintech.com.

PROCEDURE FOR REMOTE E-VOTING AND VOTING DURING THE EGM:

17. 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 SEBI 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.
18. Members are requested to attend and participate in the ensuing EGM through VC / OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during the EGM.
19. In case of any query and / or help, in respect of attending the EGM through VC/ OAVM mode, Members may refer to the Help & Frequently Asked Questions (FAQs) and 'EGM 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, KFin's toll free no.: 1800-309-4001 for any further clarifications / technical assistance that may be required.

20. 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 SEBI 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 EGM and facility for those Members participating in the EGM to cast vote through e-voting system during the EGM.
- b) The facility for voting shall also be made available during the EGM 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 EGM may also participate in the EGM 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 EGM and voting during EGM will be provided by service provider KFin.
- e) The remote e-voting period commences on Sunday, 17th May, 2026 (9:00 A.M. IST) and ends on Tuesday, 19th May, 2026 (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 Tuesday, 12th May, 2026 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 EGM and holding shares as on the cut-off date i.e. Tuesday, 12th May, 2026 may obtain the User ID and Password in the manner mentioned below by sending email to the Company at secretarial@bcml.in along with authentic proof of Member or write to KFin at evoting@kfintech.com sufficiently before closing of the remote e-voting.
- g) As per the SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 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 MODE

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

NSDL	CDSL
<p>1. User already registered for IDeAS facility of NSDL.</p> <p>i. Type in the browser / click on the e-Services link: https://eservices.nsdl.com</p> <p>ii. Click on the 'Beneficial Owner' icon under 'IDeAS' section.</p>	<p>1. User already registered for Easi/Easiest facility of CDSL:</p> <p>i. Type in the browser / click on any of the following links: https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com</p>

<ul style="list-style-type: none"> iii. A new page will open. Enter your User ID and Password. Post successful authentication, click on 'Access to e-Voting' under 'Value Added Services'. iv. Click on 'Active E-Voting Cycles' option under e-Voting. 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. 	<ul style="list-style-type: none"> ii. Click on New System Myeasi / Login to My Easi option under Quick Login. iii. Enter your User ID and Password for accessing Easi / Easiest. iv. The user will see the e-voting menu. The menu will have lines to ESP i.e. Kfintech e-voting portal. 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.
<p>2. User not registered for IDeAS e-Services facility of NSDL:</p> <ul style="list-style-type: none"> i. To register type in the browser /click on, any of the following e-Service link: https://eservices.nSDL.com Or https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp ii. Select 'Register Online for IDeAS' iii. Proceed to complete your registration using your DP ID, Client ID, Mobile number and other required details. iv. After successful registration, follow the steps mentioned under Para 1 above to cast your vote. 	<p>2. User not registered for Easi/Easiest facility of CDSL:</p> <ul style="list-style-type: none"> i. To register type in the browser /click on the following link: https://web.cdslindia.com/myeasitoken/home/login ii. Proceed to complete your registration using your DP ID, Client ID, Mobile number and other required details. iii. After successful registration, follow the steps mentioned under Para 1 above to cast your vote.
<p>3. User may directly access the e-voting website of NSDL:</p> <ul style="list-style-type: none"> i. Type in the browser /click on the following link: https://www.evoting.nSDL.com/ ii. Click on the icon 'Login' which is available under 'Shareholder/Member' section. iii. 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. iv. Post successful authentication, you will be redirected to e-voting page on NSDL website. v. Click against Company name ('Balrampur Chini Mills Limited') or e-voting service provider ('Kfintech') and you will be re- 	<p>3. User may directly access the e-voting website of CDSL:</p> <ul style="list-style-type: none"> i. Type in the browser /click on the following link: www.cdslindia.com ii. Click on E-Voting and enter your DP ID & Client ID and PAN. iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. iv. After successful authentication, you will enter e-voting module of CDSL. 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

<p>directed to e-voting page of service provider i.e. Kfintech for casting the vote during the remote e-Voting period. You cannot cast your vote without any further authentication.</p> <p>vi. Shareholders / Members can also download the NSDL mobile app 'NSDL SPEED-e' by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>	<p>period. You can now cast your vote without any further authentication.</p>
--	---

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

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

- 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 and cc to the Company at secretarial@bcml.in.

- ii. Shareholders holding shares in dematerialised mode, shall provide Demat account details (CDSL - 16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 and cc to the Company at 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 RESOLUTION

- 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 goenkamohan@gmail.com with a copy marked to einward.ris@kfintech.com and 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. 18003094001. 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.

21. 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 EGM.
- b) The procedure for e-voting during the EGM is same as the instructions mentioned above for remote e-voting since the EGM is being held through VC/OAVM. The e-voting window shall be activated upon instructions of the Chairman of the EGM during the EGM. E-voting during the EGM is integrated with the VC/OAVM platform and no separate login is required for the same.

22. The Board of Directors has appointed CS Mohan Ram Goenka, Partner of M/s. MR & Associates, Practicing Company Secretary, (FCS No.: 4515 / C.P. No.: 2551), or failing him, 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

23. 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 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/](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 SEBI Listing Regulations.

GENERAL:

24. 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.
25. SEBI vide its Master Circular No. HO/38/13/ (4) 2026-MIRSD-POD/I/4298/2026 dated 6th February, 2026, 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.

As per the said Circular, it is mandatory for the shareholders holding securities in physical form to, inter alia, furnish PAN, KYC, 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. Any payments including dividend in respect of such folios shall only be made electronically with effect from 1st April 2024 upon 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.

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.

Accordingly, Members are hereby requested to kindly comply with the SEBI KYC Circulars.

26. In terms of Regulation 40(1) of SEBI 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.
27. SEBI vide its Master Circular No. HO/38/13/ (4) 2026-MIRSD-POD/I/4298/2026 dated 06th February, 2026 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 circular no. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documentation for transmission of securities. The securities holder/ claimant are, accordingly, required to submit duly filled-up Form ISR-4, the format of which can be downloaded from the Company's website, i.e. www.chini.com

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

28. 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:

29. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act, shall be made available for inspection by the Members through electronic mode during the EGM.
30. 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 EGM. Members seeking inspection of the aforementioned documents can send an email to secretarial@bcml.in with the subject line "Balrampur Chini Mills Limited – EGM" 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 EGM FOR REFERENCE:

Sl. No.	Particulars	Details of access
a.	Link of the EGM and for participation through VC/OAVM	https://emeetings.kfintech.com by using e-voting credentials and clicking on video conference
b.	Link for posting EGM queries and speaker registration and period of registration	https://emeetings.kfintech.com by using e-voting credentials and clicking on "post your queries" / "Speaker registration" as the case may be. Period of registration: Sunday, 17th May, 2026 (11:00 A.M. IST) upto Monday, 18th May, 2026 (5:00 P.M. IST).
c.	Username and password for VC	Members may attend the EGM through VC by accessing the link https://emeetings.kfintech.com 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 evoting@kfintech.com
e.	Cut-off date for e-voting	Tuesday, 12th May, 2026
f.	Time period for remote e-voting	Commences on Sunday, 17th May, 2026 (9:00 A.M. IST) and ends on Tuesday, 19th May, 2026 (5:00 P.M. IST)
g.	Last date for publishing results of the e-voting	On or before Friday, 22nd May, 2026

h.	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 <i>www.kfintech.com</i> Contact Person : Mr. Sashidhar Mannava, Deputy Vice President Mr. Balaji S Reddy, Senior Manager – Corporate Registry
i.	Balrampur Chini Mills Limited – contact details	234/3A, A. J. C. Bose Road, FMC Fortuna, 2nd Floor, Kolkata – 700020 <i>Email: secretarial@bcml.in</i> Contact Person: 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. This is to inform you that Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/ OIAE/OIAE_IAD1/P/ CIR/2023/131 dated 31st July, 2023 issued guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTA's) or specified intermediaries/regulated entities in the securities market.
- II. SEBI vide circular no. SEBI/HO/OIAE/OIAE_IAD1/P/ CIR/2023/135 dated 4th August, 2023 and read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD1/P/ CIR/2023/195 dated 31st July, 2023 (updated as on 20th December , 2023) has further clarified that the investor shall first take up his/her/ their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may, escalate the same through the SCORES Portal [https:// scores.gov.in/scores/Welcome.html](https://scores.gov.in/scores/Welcome.html) in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.
- III. The SMART ODR Portal can be accessed at: [https:// smartodr.in/login](https://smartodr.in/login)

Place: Kolkata
Date: 23rd April, 2026

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)

Item No. 1:

Offer, issue and allotment of Equity Shares on Preferential Basis:

The Board of Directors of the Company, at its meeting held on Thursday, 23rd April, 2026, subject to the approval of the Members of the Company and such other approvals as may be required, approved the proposal to offer, issue and allot in one or more tranche up to 93,16,771 (Ninety Three Lakhs Sixteen Thousand Seven Hundred Seventy One) fully paid up equity shares of the Company having a face value of Re. 1/- (Rupee One only) each ("**Equity Share**") for cash at a price of Rs. 483/- (Rupees Four Hundred Eighty Three only) per Equity Share (including a premium of Rs. 482/- (Rupees Four Hundred Eighty Two only) per Equity Share) ("**Preferential Allotment Price**"), for an amount aggregating up to Rs. 450,00,00,393/- (Rupees Four Hundred Fifty Crores Three Hundred Ninety Three only), to the Proposed Allottees as per details mentioned herein below (hereinafter referred to as "**Proposed Allottees**") by way of preferential issue ("**Preferential Issue**") on such terms and conditions as may be determined by the Board for cash consideration in accordance with the Act, SEBI ICDR Regulations and other applicable laws:

Sr. No.	Name of Proposed Allottees	Category	Maximum No. of Equity Shares to be allotted	Proposed Investment Amount to be paid (In Rs.)
1.	Vivek Saraogi	Promoter	24,00,000	115,92,00,000
2.	Sumedha Saraogi	Promoter	3,45,864	16,70,52,312
3.	Meenakshi Mercantiles Limited	Promoter Group	12,50,000	60,37,50,000
4.	TATA Small Cap Fund (Scheme of TATA Mutual Fund)	Non-Promoter	20,70,393	99,99,99,819
5.	IKIGAI Emerging Equity Fund (Scheme of IKIGAI Asset Holdings Investment Trust, Category III AIF)	Non-Promoter	4,55,485	21,99,99,255
6.	Alchemy Long Term Ventures Fund, Series 2 (Scheme of Alchemy Alternative Investment Trust, Category III AIF)	Non-Promoter	1,86,335	8,99,99,805
7.	Alchemy Long Term Ventures Fund, Series 3 (Scheme of Alchemy Alternative Investment Trust, Category III AIF)	Non-Promoter	62,111	2,99,99,613
8.	360 One Pipe Fund (Scheme of 360 One Opportunities Fund, Category III AIF)	Non-Promoter	18,21,946	87,99,99,918

9.	ICICI Prudential Emerging Leaders Fund - Series II (Scheme of ICICI Prudential Strategic Alpha Fund, Category III AIF)	Non-Promoter	1,03,519	4,99,99,677
10.	ICICI Prudential Equity Opportunities Fund Series -II (Scheme of ICICI Prudential Strategic Alpha Fund, Category III AIF)	Non-Promoter	3,10,559	14,99,99,997
11.	ICICI Prudential Alpha Opportunities Fund (Scheme of ICICI Prudential Strategic Alpha Fund, Category III AIF)	Non-Promoter	3,10,559	14,99,99,997
Total			93,16,771	450,00,00,393

Since, the Company is a listed company, the proposed Preferential Issue is in terms of the provisions of the Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 ("**SEBI Takeover Regulations**") (as amended), and other applicable provisions, if any and Sections 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 ("**Applicable Laws**"). Necessary information or details in respect of the proposed Preferential Issue of Equity Shares in terms of Chapter V of the SEBI ICDR Regulations and the Applicable Laws are as under:

A. Objects of the Preferential issue:

The Board of Directors at their meeting held on Thursday, 23rd April, 2026 has approved the Preferential Issue. The issue proceeds of the Preferential Issue of Equity Shares are proposed to be utilized in the following manner:

Sr. No.	Particulars	Estimated amount of deployment (Rs. Up to)	Tentative timelines For utilization of Preferential Issue Proceeds from the date of receipt of funds
a.	Purchase of Plant & Machinery for Poly Lactic Acid (PLA) Project	230 crores	On or before 31st December, 2026
b.	Establishment of Gypsum Processing Plant	110 crores	On or before 31st December, 2027
c.	General Corporate Purposes	110 crores	On or before 31st December, 2026
Total		450 crores	

In terms of NSE notice no. NSE/CML/2022/56 and BSE notice no. 20221213-47, dated December 13, 2022, the amount specified for the above-mentioned object of issue size may deviate +/- 10% depending upon

future circumstances, as the objects are based on the management estimates and other commercial and technical factors.

Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the issue proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining issue proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned investments/expenditure and funding requirements and increasing or decreasing the investments/expenditure for a particular purpose from the planned investments/expenditure as may be determined by the Board, subject to compliance with applicable laws.

a) Purchase of Plant and Machinery for Poly Lactic Acid (“PLA”) Project of the Company – upto Rs. 230 Crores.

The Board of Directors of the Company at its meeting held on 23rd April, 2026, approved estimated capital outlay of the 80,000 tonnes per annum (“TPA”) PLA Project from Rs. 2,850 crores to Rs. 3,080 crores (including cost escalations of Rs. 230 Crores). The PLA Project facility is being established adjacent to the Company’s existing sugar factory at Kumbhi, Uttar Pradesh. The Company proposes to utilise a portion of the proceeds from the Preferential Issue, amounting upto Rs. 230 crores, towards purchase of plant and machinery for PLA Project.

The schedule of purchase of Plant and Machinery for PLA Project of the Company – upto Rs. 230 Crores is as follows:

(Rs. in crores)

Sr. No.	Particulars	Estimated Cost (Rs.)	Estimated period for Utilization of Preferential Issue Proceeds
A.	Purchase of Plant and Machinery	230 crores	On or before 31st December, 2026

b) Establishment of Gypsum Processing Plant at Kumbhi – upto Rs. 160 Crores

At the Company’s Kumbhi facility, sugar is fermented to produce lactic acid, which is subsequently treated with lime and sulphuric acid to recover purified lactic acid for the PLA production chain. The PLA-from-sugar production process generates gypsum as a by-product. This is specifically classified as 'Lactogypsum' — an industrial-grade calcium sulphate that is chemically equivalent to the gypsum.

For setting up of a Lactogypsum processing and handling plant at Kumbhi which will form an integral part of the overall PLA project ecosystem, with a production capacity of 76.00 lakhs Board per annum, an estimated project cost of Rs. 160 Crores needs to be incurred. This facility will enable the Company to efficiently monetise this by-product stream, thereby transforming what would otherwise be a low revenue generating by-product and makes out a business case for establishment of such a Gypsum plant. This would also ensure timely disposal of Gypsum which otherwise would be hazardous from environmental point of view.

In this regard, the Company proposes to utilise a portion of the proceeds from the Preferential Issue, amounting to Rs. 110 crores, towards the establishment of the Gypsum Processing Plant, with the remaining project cost of Rs. 50 crores proposed to be funded through internal accruals and/or debt.

The schedule of Establishment of Gypsum Processing Plant at Kumbhi – upto Rs. 160 Crores is as follows:

(Rs. in crores)

Sr. No.	Particulars	Total Estimated Cost (A)	Amount to be Deployed from internal accruals and borrowings (B)	Amount to be financed from Proceeds of the Preferential Issue (A-B)	Estimated period for Utilization of Preferential Issue Proceeds / from internal accruals and borrowing
A.	Development & Construction	28.88	28.88	-	On or before 31st December, 2027
B.	Equipment, Plant and Machinery	123.12	13.12	110.00	On or before 31st December, 2027
C.	Pre-operative, Freight and contingencies	8.00	8.00	-	On or before 31st December, 2027
Total		160.00	50.00	110.00	

c) General Corporate Purpose – upto Rs. 110 Crores

The Company propose to deploy the balance proceeds of the Preferential Issue aggregating up to Rs. 110 crores (Rupees One Hundred Ten Crores only) towards general corporate purposes, subject to such utilisation not exceeding 25% of the consideration received for allotment of Equity Shares. The general corporate purposes for which we propose to utilize the proceeds of the Preferential Issue includes meeting day to day expenses which amongst other things includes, short-term working capital requirements, meeting any expense of the Company, including meeting any shortfall in capital expenditure to be incurred, salaries and wages, administration, insurance, repairs and maintenance, payment of taxes and duties, servicing of borrowings including payment of interest, brand building and other marketing expenses, meeting expenses incurred in the ordinary course of business and towards any exigencies, and any other purpose as considered expedient and as approved periodically by the Board or a duly constituted committee thereof, subject to compliance with applicable law, including the necessary provisions of the Companies Act, 2013. However, issue expenses related to preferential issue will not be adjusted against general corporate purpose.

Interim Use of Issue Proceeds

Our Company, in accordance with the provisions of applicable laws and regulations, and policies formulated by our Board from time to time, will have the flexibility to deploy the issue proceeds. Pending complete utilization of the issue proceeds for the Objects described above, our Company intends to, inter alia, invest the issue proceeds in money market instruments including money market mutual funds, fixed

deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

B. Monitoring of utilization of funds

- a) Given that the issue size exceeds Rs. 100 Crores (Rupees One Hundred Crores only), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed India Ratings and Research Private Limited, a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("**Monitoring Agency**").
- b) The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the issue proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (forty-five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.

C. Particulars of the offer including date of passing of the Board resolution, kind of securities offered, total/maximum number of securities to be issued and the Issue Price:

The Board of Directors at its meeting held on Thursday, 23rd April, 2026 had approved to issue and allot in one or more tranche up to 93,16,771 (Ninety Three Lakhs Sixteen Thousand Seven Hundred Seventy One) fully paid up Equity Shares of the Company for cash at a price of Rs. 483/- (Rupees Four Hundred Eighty Three only) per Equity Share (including a premium of Rs. 482/- (Rupees Four Hundred Eighty Two only) per Equity Share), for an amount up to Rs. 450,00,00,393/- (Rupees Four Hundred Fifty Crores Three Hundred Ninety Three only).

D. Amount which the Company intends to raise by way of such securities:

The Company intends to raise up to Rs. 450,00,00,393/- (Rupees Four Hundred Fifty Crores Three Hundred Ninety Three only) by way of issuance of up to 93,16,771 (Nine Three Lakhs Sixteen Thousand Seven Hundred Seventy One) fully paid up Equity Shares.

E. Issue Price:

The Company proposes to offer, issue and allot up to 93,16,771 (Nine Three Lakhs Sixteen Thousand Seven Hundred Seventy One) fully paid up Equity Shares at an issue price of Rs. 483/- (Rupees Four Hundred Eighty Three only) per Equity Share (including a premium of Rs. 482/- (Rupees Four Hundred Eighty Two only) each per Equity Share) which is not less than the floor price determined in accordance with Chapter V of SEBI ICDR Regulations. Please refer to Point No. 'G' below in respect of the basis of determining the price of the Preferential Issue

F. Relevant Date:

In terms of Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the floor price for this Preferential issue of Equity Shares is Monday, 20th April, 2026 being the date 30 days prior to the date of this Extra-Ordinary General Meeting i.e. Wednesday, 20th May, 2026.

G. Basis on which the price would be arrived at:

The Equity Shares of the Company are listed on Stock Exchanges, viz., BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and are frequently traded within the meaning of the explanation provided in Regulation 164(5) of Chapter V of SEBI ICDR Regulations. NSE, being the Stock Exchange with higher trading volumes for the preceding 90 trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations. The price per Equity Share has been arrived at in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations, which shall be higher of:

- a) The 90 trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, is Rs. 469.27/- (Rupees Four Hundred Sixty Nine and Twenty Seven paise only) per Equity Share; or
- b) The 10 trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, is Rs. 482.51/- (Rupees Four Hundred Eighty Two and Fifty One paise only) per Equity Share;

Hence, the floor price in terms of Regulation 164 of the SEBI ICDR Regulations shall be Rs. 482.51 (Rupees Four Hundred Eighty Two and Fifty One paise only) per Equity Share.

The allotment to proposed allottee(s) shall not be more than 5% of the post issue fully diluted Equity Shares capital of the Company, and therefore, the valuation report from an independent registered valuer required under Regulation 166A of the SEBI ICDR Regulations is not applicable.

Further, Regulation 164 states that if the Articles of Association of the Company provides for a method of determination which results in Floor Price higher than determined under the SEBI ICDR Regulations, then the same also needs to be considered. Determination of price as per the Articles of Association of the Company is not applicable, since the Articles of Association of the Company does not contain any article pertaining to the determination of a Floor Price/ Minimum Price of the shares issued on preferential basis.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the Relevant Date, the Company is not required to recompute the issue price as per regulation 164(3) of the SEBI ICDR Regulations.

Accordingly, the Company has decided to issue the Equity Shares proposed to be allotted on preferential basis to the Proposed Allottees at Rs. 483/- (Rupees Four Hundred Eighty Three only) per Equity Share being higher than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

The issue price shall be subject to appropriate adjustments in the cases specified under Regulation 166 of the SEBI ICDR Regulations.

H. Intention of the Promoters, Directors, Key Managerial Personnel or Senior Management of the issuer to subscribe to the offer:

Except Mr. Vivek Saraogi, Chairman and Managing Director and one of the Promoter of the Company, Ms. Sumedha Saraogi, one of the promoter of the Company and Meenakshi Mercantiles Limited, one of the member of promoter group of the Company who intend to subscribe as disclosed above, none of the Promoters /Promoter Group/ Directors/ Key Managerial Personnel/ Senior Management of the Company intend to subscribe the Equity Shares pursuant to the aforementioned preferential issue.

I. Name of the Proposed Allottees, class and percentage of post Preferential Issue capital that may be held by them:

The Equity Shares shall be issued and allotted to the Proposed Allottees as detailed hereinbelow. The Company has obtained the PAN of all the Proposed Allottees:

Name of the Proposed Allottees	Class	Pre-Issue Shareholding		Post-Issue Shareholding	
		No. of equity shares	% of shareholding	No. of equity shares	% of shareholding
Vivek Saraogi	Promoter	53,76,618	2.66	77,76,618	3.68
Sumedha Saraogi	Promoter	53,76,618	2.66	57,22,482	2.71
Meenakshi Mercantiles Limited	Promoter Group	64,84,233	3.21	77,34,233	3.66
TATA Small Cap Fund (Scheme of TATA Mutual Fund)	Non-Promoter	21,86,728	1.08	42,57,121	2.02
IKIGAI Emerging Equity Fund (Scheme of IKIGAI Asset Holdings Investment Trust, Category III AIF)	Non-Promoter	7,06,950	0.35	11,62,435	0.55
Alchemy Long Term Ventures Fund, Series 2 (Scheme of Alchemy Alternative Investment Trust, Category III AIF)	Non-Promoter	Nil	0.00	1,86,335	0.09
Alchemy Long Term Ventures Fund, Series 3 (Scheme of Alchemy Alternative Investment Trust, Category III AIF)	Non-Promoter	Nil	0.00	62,111	0.03
360 One Pipe Fund (Scheme of 360 One Opportunities Fund, Category III AIF)	Non-Promoter	Nil	0.00	18,21,946	0.86
ICICI Prudential Emerging Leaders Fund - Series II (Scheme of ICICI Prudential Strategic Alpha Fund, Category III AIF)	Non-Promoter	2,25,088	0.11	3,28,607	0.16
ICICI Prudential Equity Opportunities Fund Series -II (Scheme of ICICI Prudential Strategic Alpha Fund, Category III AIF)	Non-Promoter	Nil	0.00	3,10,559	0.15

ICICI Prudential Alpha Opportunities Fund (Scheme of ICICI Prudential Strategic Alpha Fund, Category III AIF)	Non-Promoter	Nil	0.00	3,10,559	0.15
---	--------------	-----	------	----------	------

J. Shareholding Pattern before and after the proposed preferential issue:

Sr. No.	Category	*Pre-Issue		*Post Issue	
		No of Equity Shares Held	% of Shareholding	No. of Equity Shares Held	% of Shareholding
A	Promoter Holding:				
1	Indian				
	Individuals/PAC	1,40,87,725	6.98%	1,68,33,589	7.97%
	-Vivek Saraogi	53,76,618	2.66%	77,76,618	3.68%
	-Sumedha Saraogi	53,76,618	2.66%	57,22,482	2.71%
	-Avantika Saraogi	31,87,007	1.58%	31,87,007	1.51%
	-Vivek Saraogi (HUF)	1,47,482	0.07%	1,47,482	0.07%
	-Stuti Dhanuka	-	-	-	-
	Bodies Corporate	1,57,25,110	7.79%	1,69,75,110	8.03%
	-Udaipur Cotton Mills Co Ltd	56,89,433	2.82%	56,89,433	2.69%
	-Novel Suppliers Pvt Ltd	35,51,444	1.76%	35,51,444	1.68%
	-Meenakshi Mercantiles Ltd	64,84,233	3.21%	77,34,233	3.66%
	Any Other	5,67,32,918	28.09%	5,67,32,918	26.85%
	-Saraogi Family Trust (Vivek Saraogi-Trustee)	5,24,48,387	25.97%	5,24,48,387	24.83%
	-Saraogi Trust (Stuti Dhanuka-Trustee)	42,84,531	2.12%	42,84,531	2.03%
	Sub Total A 1	8,65,45,753	42.85%	9,05,41,617	42.86%
2	Foreign Promoter	-	-	-	-
	Individuals/NRI/Foreign individuals/PAC	-	-	-	-
	Bodies Corporate	-	-	-	-
	Sub Total A 2	-	-	-	-
	Total Promoters Group	8,65,45,753	42.85%	9,05,41,617	42.86%
	A= A1+A2				
B	Public/Non-Promoters':				
1	Institutional Investors (Domestic)				
	Mutual Funds/Banks/FI	5,11,56,777	25.33%	5,32,27,170	25.19%
	FII's/Pls	-	-	0	0.00%
	Alternate Investment Funds	20,33,479	1.01%	52,83,993	2.50%
	Banks	2,065	0.00%	2,065	0.00%

	Insurance Companies	26,71,372	1.32%	26,71,372	1.26%
	NBFC Registered with RBI	9,713	0.00%	9,713	0.00%
	Sub Total B 1	5,58,73,406	27.67%	6,11,94,313	28.97%
2	Institutional Investors (Foreign)				
	FPIs (category 1)	1,97,09,272	9.76%	1,97,09,272	9.33%
	FPIs (category 2)	8,91,736	0.44%	8,91,736	0.42%
	Any Other	3,460	0.00%	3,460	0.00%
	Sub Total B 2	2,06,04,468	10.20%	2,06,04,468	9.75%
3	Central Government/State Government(s)/President of India				
	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	1,000	0.00%	1,000	0.00%
	Sub Total B 3	1,000	0.00%	1,000	0.00%
4	Non-Institutions				
	Individual share capital up to Rs. 2 Lakhs	2,86,19,248	14.17%	2,86,19,248	13.55%
	Individual share capital in excess of Rs. 2 Lakhs	19,50,477	0.97%	19,50,477	0.92%
	Non-Resident Indian (NRI)	16,39,686	0.81%	16,39,686	0.78%
	Bodies Corporate	47,15,586	2.34%	47,15,586	2.23%
	Foreign Nationals	-	-	-	-
	Others (HUF, LLP, The Court Receiver High Court and Trusts, Clearing Members, Unclaimed or Suspense or Escrow Account)	10,78,332	0.53%	10,78,332	0.51%
	Directors and their relatives (excluding independent directors and nominee directors)	5,631	0.00%	5,631	0.00%
	KMP	29,012	0.01%	29,012	0.01%
	Investor Education and Protection Fund (IEPF)	8,87,837	0.44%	8,87,837	0.42%
	Sub Total B 4	3,89,25,809	19.27%	3,89,25,809	18.42%
	Total Public Share holding				
	B-B1+B2+B3	11,54,04,683	57.15%	12,07,25,590	57.14%
	GRAND TOTAL A+B	20,19,50,436	100.00%	21,12,67,207	100.00%

Pre-issue shareholding pattern as on 23rd April 2026.

*The post issue paid-up capital of the Company is subject to alterations on account of (i) subscription of entire equity shares mentioned resolution No.1; consequently, the post-issue shareholding percentage mentioned above may stand altered.

K. Proposed time within which the allotment shall be completed:

In accordance with Regulation 170 of the SEBI ICDR Regulations, the Company shall complete the allotment of Equity Shares as aforesaid on or before the expiry of 15 days from the date of passing of the special

resolution by the members granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any Regulatory Authority or the Central Government, within 15 days from the date of such approval(s), or such other period as specified by the regulatory authority(ies) or the Stock Exchanges, as the case may be.

- L. The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:

Sr. No	Details of the proposed Allottee	Category/ Class of proposed Allottee	Ultimate Beneficial Owner of the proposed Allottee	Pre-issue Shareholding	% to Pre issue Capital	No of Equity Shares proposed to be allotted	Post-issue Shareholding	% to post issue capital
1.	Vivek Saraogi	Promoter	Not Applicable	53,76,618	2.66	24,00,000	77,76,618	3.68
2.	Sumedha Saraogi	Promoter	Not Applicable	53,76,618	2.66	3,45,864	57,22,482	2.71
3.	Meenakshi Mercantiles Limited	Promoter Group	a. Vivek Saraogi b. Sumedha Saraogi	64,84,233	3.21	12,50,000	77,34,233	3.66
4.	TATA Small Cap Fund (Scheme of TATA Mutual Fund)	Non – Promoter	Not applicable as it is a scheme of TATA Mutual Fund (SEBI Registration No. MF/023/95/9) pursuant to proviso to Regulation 163 (1) (f) of the SEBI ICDR Regulations.	21,86,728	1.08	20,70,393	42,57,121	2.02
5.	IKIGAI Emerging Equity Fund (Scheme of IKIGAI Asset Holdings Investment Trust,	Non – Promoter	IKIGAI Emerging Equity Fund is a Scheme of IKIGAI Asset Holdings Investment Trust, a SEBI Registered Category III AIF with registration no. IN/AIF3/23-24/1461.	7,06,950	0.35	4,55,485	11,62,435	0.55

	Category III AIF)		<p>IKIGAI Asset Manager Holdings Private Limited is the Investment Manager.</p> <p>The Board of Directors of IKIGAI Asset Manager Holdings Private Limited are as follows:</p> <p>1. Pankaj Tibrewal (DIN: 10421023)</p> <p>2. Riju Tibrewal (DIN: 10421323)</p> <p>None of the investor holds more than 10% beneficial interest in IKIGAI Emerging Equity Fund.</p>					
6.	Alchemy Long Term Ventures Fund, Series 2 (Scheme of Alchemy Alternative Investment Trust, Category III AIF)	Non – Promoter	<p>Alchemy Long Term Ventures Fund, Series 2 is a Scheme of Alchemy Alternative Investment Trust, a SEBI Registered Category III AIF with registration no. IN/AIF3/17-18/0381.</p> <p>Alchemy Capital Management Private Limited is the Investment Manager.</p>	Nil	0.00	1,86,335	1,86,335	0.09

			<p>The Board of Directors of Alchemy Capital Management Private Limited are as follows:</p> <ol style="list-style-type: none"> 1. Hiren Haresh Ved (DIN: 00049597) 2. Neeraj Ganesh Roy (DIN: 00285875) 3. Rajiv Ambrish Agarwal (DIN: 00379990) <p>None of the investor holds more than 10% beneficial interest in Alchemy Long Term Ventures Fund, Series 2.</p>					
7.	Alchemy Long Term Ventures Fund, Series 3 (Scheme of Alchemy Alternative Investment Trust, Category III AIF)	Non – Promoter	<p>Alchemy Long Term Ventures Fund, Series 3 is a Scheme of Alchemy Alternative Investment Trust, a SEBI Registered Category III AIF with registration no. IN/AIF3/17-18/0381.</p> <p>Alchemy Capital Management Private Limited is the Investment Manager.</p> <p>The Board of Directors of Alchemy Capital</p>	Nil	0.00	62,111	62,111	0.03

			<p>Management Private Limited are as follows:</p> <ol style="list-style-type: none"> 1. Hiren Hareesh Ved (DIN: 00049597) 2. Neeraj Ganesh Roy (DIN: 00285875) 3. Rajiv Ambrish Agarwal (DIN: 00379990) <p>None of the investor holds more than 10% beneficial interest in Alchemy Long Term Ventures Fund, Series 3.</p>					
8.	360 One Pipe Fund (Scheme of 360 One Opportunities Fund, Category III AIF)	Non – Promoter	<p>360 One Pipe Fund is a scheme of 360 One Opportunities Fund a SEBI Registered Category III AIF with registration no. IN/AIF3/12-13/0016.</p> <p>360 One Asset Management Limited is the Investment Manager to 360 One Pipe Fund and 360 One Opportunities Fund.</p> <p>360 One Asset Management</p>	Nil	0.00	18,21,946	18,21,946	0.86

			Limited is wholly owned subsidiary of 360 ONE WAM Limited, a company listed on BSE Limited and the National Stock Exchange of India Limited (ISIN: INE466L01038). None of the investor holds more than 10% beneficial interest in 360 One Pipe Fund.					
9.	ICICI Prudential Emerging Leaders Fund - Series II (Scheme of ICICI Prudential Strategic Alpha Fund, Category III AIF)	Non – Promoter	ICICI Prudential Emerging Leaders Fund - Series II is a scheme of ICICI Prudential Strategic Alpha Fund a SEBI Registered Category III AIF with registration no. IN/AIF3/16-17/0310. ICICI Prudential Asset Management Company Limited is the Investment Manager to ICICI Prudential Emerging Leaders Fund - Series II and ICICI Prudential Strategic Alpha Fund.	2,25,088	0.11	1,03,519	3,28,607	0.16

			<p>ICICI Prudential Asset Management Company Limited is a company listed on BSE Limited and the National Stock Exchange of India Limited (ISIN: INE346A01027).</p> <p>None of the investor holds more than 10% beneficial interest in ICICI Prudential Emerging Leaders Fund - Series II.</p>					
10.	ICICI Prudential Equity Opportunities Fund Series - II (Scheme of ICICI Prudential Strategic Alpha Fund, Category III AIF)	Non – Promoter	<p>ICICI Prudential Equity Opportunities Fund - Series II is a scheme of ICICI Prudential Strategic Alpha Fund a SEBI Registered Category III AIF with registration no. IN/AIF3/16-17/0310.</p> <p>ICICI Prudential Asset Management Company Limited is the Investment Manager to ICICI Prudential Equity Opportunities Fund - Series II</p>	Nil	0.00	3,10,559	3,10,559	0.15

			<p>and ICICI Prudential Strategic Alpha Fund. ICICI Prudential Asset Management Company Limited is a company listed on BSE Limited and the National Stock Exchange of India Limited (ISIN: INE346A01027).</p> <p>None of the investor holds more than 10% beneficial interest in ICICI Prudential Equity Opportunities Fund - Series II.</p>					
11.	ICICI Prudential Alpha Opportunities Fund (Scheme of ICICI Prudential Strategic Alpha Fund, Category III AIF)	Non – Promoter	<p>ICICI Prudential Alpha Opportunities Fund is a scheme of ICICI Prudential Strategic Alpha Fund, a SEBI Registered Category III AIF with registration no. IN/AIF3/16-17/0310.</p> <p>ICICI Prudential Asset Management Company Limited is the Investment Manager to ICICI</p>	Nil	0.00	3,10,559	3,10,559	0.15

			<p>Prudential Alpha Opportunities Fund and ICICI Prudential Strategic Alpha Fund.</p> <p>ICICI Prudential Asset Management Company Limited is a company listed on BSE Limited and the National Stock Exchange of India Limited (ISIN: INE346A01027).</p> <p>None of the investor holds more than 10% beneficial interest in ICICI Prudential Alpha Opportunities Fund.</p>				
--	--	--	--	--	--	--	--

M. Contribution being made by the promoters or Directors either as part of the offer or separately in furtherance of objects:

Except contribution proposed to be made by Mr. Vivek Saraogi, Chairman and Managing Director and one of the Promoter of the Company, Ms. Sumedha Saraogi, one of the Promoter of the Company and Meenakshi Mercantiles Limited, one of the member of promoter group of the Company, no contribution is being made by the any other Promoters or Directors either as part of the offer or separately in furtherance of the objects.

N. Principle terms of assets charged as securities:

Not Applicable

O. Listing:

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the equity shares of the preferential issue. Such equity shares, once allotted, shall rank *pari-passu* with the existing equity shares of the Company in all respects, including dividend and voting rights.

P. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable, as the Company has not proposed to issue the Equity Shares for consideration other than cash.

Q. Change in control if any consequent to preferential issue:

There shall be no change in management or control of the Company pursuant to the aforesaid issue of Equity Shares.

R. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the period from 1st April, 2026 till the date of this Notice, the Company has not made any preferential issue of any securities.

S. Lock-in period:

The Equity Shares shall be locked-in for such period as may be specified under Regulation 167 of Chapter V of the SEBI ICDR Regulations.

T. Certificate from Practicing Company Secretaries:

A certificate from CS Manoj Kumar Banthia, Partner of MKB & Associates, Practicing Company Secretary holding Membership No. 11470, certifying that the issue of equity shares on preferential basis is being made in accordance with requirements of the Chapter V of the SEBI ICDR Regulations. The same shall be available for inspection at the Registered Office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. (IST) to 5:00 P.M. (IST) up to the date of Extra Ordinary General Meeting.

The copy of the same has been hosted on the website of the Company at https://chini.com/wp-content/uploads/2026/04/Certificate_1632_ICDR.pdf

U. Disclosures as per Regulation 163(1)(j) pertaining to the current and proposed status of the Allottee(s) post Preferential Issue namely, Promoter or Non-Promoter:

The current and proposed status of the Proposed 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

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

V. Particulars of the issue including the material terms of issue, date of passing Board Resolution, kind of securities offered, etc.:

Details of the securities to be issued, price of securities, date of approval by the Board in relation to the preferential allotment, and details of the Proposed Allottees are as set out in the previous paragraphs. The Equity Shares being offered, issued and allotted to the proposed Allottees by way of the Preferential Issue shall *inter alia* be subject to the following terms and conditions, apart from others as prescribed under applicable law:

- a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary permissions and approvals.
- b) The Equity Shares to be issued and allotted shall be fully paid up and shall rank *pari-passu* with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- c) The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- d) The pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- e) The Proposed Allottees shall be required to bring in the entire consideration for the Equity Shares to be allotted to them, on or before the date of allotment thereof.
- f) The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Proposed Allottees.
- g) The monies received by the Company from the Proposed Allottees for application of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account;
- h) The Equity Shares shall be allotted in dematerialized form only within a maximum period of 15 days from the date of passing of this resolution by the Members provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory

Authorities, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

W. Other disclosures:

In accordance with SEBI ICDR Regulations,

- i. The Company is in compliance with the conditions for continuous listing, and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- ii. The Proposed Allottees have confirmed that they have not sold any Equity Shares of the Company during the 90 Trading Days preceding the Relevant Date.
- iii. Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163 of the SEBI ICDR Regulations are not applicable.
- iv. Neither the Company nor its Directors or Promoters or allottees have been declared as wilful defaulter or fraudulent borrower as defined under the Schedule VI of SEBI ICDR Regulations.
- v. Neither the Company nor any of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations;
- vi. The pre- preferential holding of the Proposed Allottee(s), if any is in dematerialized form.
- vii. The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval.
- viii. As the Equity Shares have been listed for a period of more than 90 (ninety) trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- ix. The Company shall re-compute the price of the relevant securities to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required.
- x. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.
- xi. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI ICDR Regulations and shall be made in a dematerialized form only.

- xii. The Company shall submit an application for in-principle approval to the Stock Exchanges where its equity shares are listed on the same day this Notice is sent to the Members to seek their approval by way of special resolution.
- xiii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the resolution as set out in Item No. 1 as special resolution for your approval.

Except Mr. Vivek Saraogi, Chairman and Managing Director and one of the Promoter of the Company, Ms. Sumedha Saraogi, one of the Promoter of the Company and Meenakshi Mercantiles Limited, one of the member of promoter group of the Company, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their participation in Preferential Issue and shareholding in the Company.

Place: Kolkata
Date: 23rd April, 2026

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