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 50th (Fiftieth) Annual General Meeting ("AGM") of the Members of Balrampur Chini Mills Limited (" Company") will be held on Wednesday, the 16th day of September, 2026 at 04:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

Ordinary Business(s):

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2026 and the Reports of the Board of Directors and Auditors' thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2026 and the Report of the Auditors' thereon.
3. To approve and confirm the Interim Dividend of ₹3.50 (350%) per equity share, having face value of ₹1, as final dividend paid by the Company during the Financial Year ended 31st March, 2026.
4. To appoint a Director pursuant to Section 152(6) of the Companies Act, 2013, in place of Mr. Praveen Gupta (DIN: 09651564), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Special Business(s):

5. **Re-appointment of Mr. Vivek Saraogi (DIN: 00221419) as the Chairman and Managing Director of the Company**

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 alongwith applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members be and is hereby accorded for re-appointment of Mr. Vivek Saraogi (DIN: 00221419) as the Chairman and Managing Director of the Company for a further term of 5 (five) years with effect from 1st April, 2027 to 31st March, 2032 whose office shall not be liable to retire by rotation, on such terms and conditions including remuneration as set out in the Explanatory Statement.

   RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year, minimum remuneration payable shall be determined in terms of Schedule V of the Companies Act, 2013.

   RESOLVED FURTHER THAT consent of the Members be and is hereby accorded to the payment of remuneration to Mr. Vivek Saraogi (Promoter of the Company), as Chairman and Managing Director, notwithstanding that the same may be in excess of the limits prescribed under Regulation 17(6)(e) of the Listing Regulations, as amended.

   RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to vary, alter and modify the terms and conditions of re-appointment including designation, remuneration structure of Mr. Saraogi within the terms and limits prescribed in the Explanatory Statement and in accordance with the provisions of applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (which term shall be deemed to include Committee(s) of the Board) be and is hereby authorised to do all such acts, deeds, matters and things and give such directions, as it may in its absolute discretion, deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate, to the extent permitted by law, any of the powers herein conferred to any Director(s) or to any Key Managerial Personnel of the Company."

6. **Re-appointment of Ms. Avantika Saraogi (DIN: 03149784) as a Whole-time Director designated as Executive Director of the Company**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 along with applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members be and is hereby accorded for re-appointment of Ms. Avantika Saraogi (DIN: 03149784) as the Whole-time Director designated as Executive Director of the Company for a further term of 5 (five) years with effect from 1st January, 2027 to 31st December, 2031, whose office shall be liable to retire by rotation, on such terms and conditions including remuneration as set out in the Explanatory Statement.

RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year, minimum remuneration payable shall be determined in terms of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT consent of the Members be and is hereby accorded to the payment of remuneration to Ms. Avantika Saraogi (Promoter of the Company), as Executive Director, notwithstanding that the same may be in excess of the limits prescribed under Regulation 17(6)(e) of the Listing Regulations, as amended.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to vary, alter and modify the terms and conditions of re-appointment including designation, remuneration structure of Ms. Saraogi within the terms and limits prescribed in the Explanatory Statement and in accordance with the provisions of applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (which term shall be deemed to include Committee(s) of the Board), be and is hereby authorised to do all such acts, deeds, matters and things and give such directions, as it may in its absolute discretion, deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate, to the extent permitted by law, any of the powers herein conferred to any Director(s) or to any Key Managerial Personnel of the Company."

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

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

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of M/s. Mani & Co., Cost Accountants (Firm Registration No.: 000004), appointed as the Cost Auditor of the Company, by the Board of Directors, on the recommendation of the Audit Committee, to conduct the audit of the cost records maintained by the Company for the Financial Year ending 31st March, 2027, at a remuneration of ₹4,80,000/- (Rupees Four Lakh Eighty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses, be and is hereby ratified and confirmed.

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

8. **Appointment of Ms. Vartika Shukla (DIN: 08777885) as an Independent Director of the Company**

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013, ("Act") read with Rules made thereunder and other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Articles of Association of the Company, upon the recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company, consent of the Members be and is hereby accorded for appointment of Ms. Vartika Shukla (DIN: 08777885), who was appointed as an Additional Director, designated as an Independent Director by the Board of Directors, and who has given her consent along with a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member, proposing her candidature for the office of Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from 11th August, 2026 upto 10th August, 2031.

RESOLVED FURTHER THAT the Board of Directors (including any duly constituted Board Committee) be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper and/or expedient in connection therewith or incidental thereto, to give effect to the aforesaid resolution."

9. **Approval for Acceptance of Grant Assistance from Biotechnology Industry Research Assistance Council (BIRAC).**

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

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, the rules made thereunder, the Articles of Association of the Company and all other applicable laws, regulations, guidelines, notifications and approvals, as may be applicable (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and as required by the Biotechnology Industry Research Assistance Council ("BIRAC"), the consent of the Members of the Company be and is hereby accorded to accept the offer of BIRAC for Grant Assistance to the Company in the form of a Grant Letter Agreement ("GLA"), for an amount not exceeding ₹7500 Lakhs (Rupees Seventy-Five Crore only) on the terms and conditions set out in the standard form of GLA received from BIRAC and also avail disbursement(s) in part or in full from time to time as may be allowed by BIRAC under 'मूलांकुर BioEnablers: Biofoundries and Biomanufacturing Hubs', programme for implementation of the project titled "~100 t/a PLA Co-Polymer R&D Facility, having an aggregate project cost of ₹10975 Lakhs, comprising BIRAC assistance of ₹7500 Lakhs and the Company's contribution of ₹3475 Lakhs on the terms and conditions contained in the GLA.

RESOLVED FURTHER THAT the following persons, viz Mr. Vivek Saraogi, Chairman and Managing Director; Ms. Avantika Saraogi, Executive Director; Mr. Praveen Gupta, Whole-time Director; Mr. Pramod Patwari, Chief Financial Officer; Mr. Rohit Bothra, President (Taxation & Strategy); Mr. Vinay Khanna, Sr. Vice President – Business Planning & Operations; Mr. Manoj Agarwal, Company Secretary; and Mr. Shivesh Kumar Singh, Chief Technology Officer of the Company be and are hereby severally authorised to convey BIRAC acceptance on behalf of the Company of the said offer for grant assistance on the terms and conditions contained in GLA referred to above and to execute such deeds, documents, and other writings as may be necessary or required for this purpose including all amendments therein as may be suggested by and acceptable to BIRAC from time to time.

RESOLVED FURTHER THAT the funds received by the Company from BIRAC shall strictly be used for the purpose and objectives set out in the Grant Letter Agreement.

RESOLVED FURTHER THAT the Company shall repay the fixed royalty (not less than 5% per year of the Grant) disbursed to the Company, within a period of five years, starting from the end of a two-year relaxation period (24 months) from the date of the first release of the grant assistance.

RESOLVED FURTHER THAT the Company has to pay the fixed royalty amount till it becomes equal to the total amount disbursed within a period of 5 years.

RESOLVED FURTHER THAT the Common Seal of the Company be affixed to:

a. the stamped engrossment(s) in duplicate of GLA;

b. the stamped engrossment(s) of other documents as may be required (Fixed Royalty Payment Schedule) to be executed under the Common Seal of the Company in favour of BIRAC to secure the aforesaid facilities in the presence of any one

Director of the Company or Mr. Pramod Patwari, Chief Financial Officer, or Mr. Manoj Agarwal, Company Secretary of the Company who shall sign the same in token thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by this Resolution to any Committee of the Board, any Director or any officer(s) of the Company, to settle any questions, difficulties or doubts that may arise, and to do all such acts, deeds, matters and things as may be necessary, proper or expedient for giving effect to this Resolution and for carrying out the intent thereof including execution of necessary agreements and contracts."

Place: Kolkata
Date: 11th August, 2026

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

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

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

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') setting out the material facts relating to Special Businesses under Items 5, 6, 7, 8 and 9 of the Notice for convening the 50th Annual General Meeting (AGM/ Meeting) of the Company ("Notice") which the Board of Directors have considered and decided to include as Special Business is annexed hereto. The said Statements also contain the recommendation of the Board of Directors of the Company in terms of Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ("Listing Regulations"). Additional disclosures, pursuant to the requirements of SS-2 and Regulation 36(3) of the Listing Regulations, in respect of the directors seeking appointment / re-appointment form part of this Notice.

2. Pursuant to the Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated 22nd September, 2025 (prescribing the procedure and manner of conducting the AGM through VC/OAVM), (hereinafter collectively referred to as "MCA Circulars"), the Ministry of Corporate Affairs("MCA") has permitted companies to conduct their AGM through VC or OAVM.

3. In compliance with the applicable provisions of the Act, Listing Regulations, MCA Circulars and SEBI Circulars, the Board of Directors has approved conducting of the 50th AGM of the Company through VC/OAVM. The Registered Office of the Company shall be the deemed venue of the AGM. KFin Technologies Limited, the Registrar and Transfer Agent of the Company ("KFintech"or "RTA"), will provide facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. Participation of the Members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

4. Keeping the convenience of the Members positioned in different time zones, the Meeting has been scheduled at 04:00 P.M. (IST).

5. 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 Friday, 14th August, 2026.

6. **IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULARS MENTIONED HEREIN ABOVE, THE REQUIREMENT OF SENDING PROXY FORMS TO HOLDERS OF SECURITIES AS PER PROVISIONS OF SECTION 105 OF THE ACT READ WITH REGULATION 44(4) OF THE LISTING REGULATIONS, HAS BEEN DISPENSED WITH. THEREFORE, THE FACILITY TO APPOINT PROXY BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND CONSEQUENTLY, THE PROXY FORM, ATTENDANCE SLIP INCLUDING ROUTE MAP ARE NOT ANNEXED TO THE NOTICE.**

   However, in pursuance of Section 113 of the Act and Rules made thereunder, the institutional/ corporate members are entitled to appoint their authorised representatives for the purpose of voting through remote e-voting or for the participation and e-voting during the AGM, through VC or OAVM. In this regard, they are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution or by resolution of other governing body, authorising their representative to vote on their behalf, to the Scrutinizer through e-mail at cs.amberahmad@gmail.com with the subject line "Balrampur Chini Mills Limited – 50th AGM" with a copy marked to evoting@kfintech.com and investorgrievances@bcml.in.

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

7. In compliance with the aforesaid MCA and SEBI Circulars, regulation 36 of Listing Regulations and any other relevant laws made thereunder, the Notice of the 50th AGM and the Integrated Annual Report for the FY 25-26 is being sent only through electronic mode to all the Members whose email addresses are registered with the Company/RTA/ Depositories. For the members whose email IDs are not registered with the Company / RTA / Depositories, a letter providing the web-link including the exact path, where complete details of the annual report is available shall be sent to those members in compliance of regulation 36(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the hard copies of the annual report will be sent to those members who request for the same.

8. Members may note that the Notice of the 50th AGM and the Integrated Annual Report for the FY 25-26, will also be available on the Company's website at 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 https://evoting.kfintech.com/.

9. Pursuant to the MCA's Circular, the Company shall publish a newspaper advertisement specifying that the Company intends to convene a general meeting through VC / OAVM in compliance with applicable provisions of the Act read with the MCA Circulars, and for the said purpose it proposes to send notices to all its members by e-mail. 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 Kfintech, for receiving the Notice and Integrated Annual Report. 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 AGM THROUGH VC / OAVM:

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

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

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

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

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

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

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

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

14. Members, holding shares as on the cut-off date i.e. Wednesday, 9th September, 2026 and who would like to speak or express their views or ask questions during the AGM may register themselves as speakers at https://emeetings.kfintech.com and clicking on 'Speaker Registration' on Monday, 14th September, 2026 (11:00 A.M. IST to 5:00 P.M. IST). Those Members who have registered themselves as a speaker will only be allowed to speak / express their views / ask questions during the AGM. The Company at the discretion of the Chairman, reserves the right to restrict the number of speakers depending on the availability of time at the AGM. Selection of Speakers would be made considering representation from different geographies/ diverse categories/professions/ age profiles and using random selection method. In view of smooth conducting of the AGM each speaker is requested to express their views in 2 minutes.

    Alternatively, Members holding shares as on the cut-off date may also visit https://emeetings.kfintech.com and click on the tab 'Post Your Queries' and post their queries/views/questions in the window provided, by mentioning their name, demat account number/ folio number, email ID and mobile number. The window will close at 5.00 P.M. (IST) on Monday, 14th September, 2026.

15. Members who need assistance before or during the AGM with use of technology, can contact Kfintech at 1-800-309-4001 or write to them at evoting@kfintech.com.

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

16. In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and Regulation 44 of the Listing Regulations, the Company has engaged the services of Kfintech to provide remote e-voting facility to all the Members to enable them to cast their votes electronically in respect of the business to be transacted at the Meeting.

17. Members are requested to attend and participate in the ensuing AGM through VC / OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during the AGM.

18. In case of any query and / or help, in respect of attending the AGM through VC/ OAVM mode, Members may refer to the Help & Frequently Asked Questions (FAQs) and 'AGM VC/ OAVM' user manual available at the download Section of https://evoting.kfintech.com/ or contact Mr. Sashidhar Mannava, Deputy Vice President - Corporate Registry or Mr. Balaji S Reddy, Senior Manager – Corporate Registry of Kfintech at the email ID at evoting@kfintech.com, Kfintech's toll free no.: 1800-309-4001 for any further clarifications / technical assistance that may be required.

19. The process and manner for remote e-voting are as under:

    a) Pursuant to the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the SS-2 and Regulation 44 of the Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is pleased to provide remote e-voting facility to its Members in respect of the business to be transacted during the AGM and facility for those Members participating in the AGM to cast vote through e-voting system during the AGM.

    b) The facility for voting shall also be made available during the AGM and the Members participating in the Meeting who have not casted their votes by remote e-voting shall be able to exercise their right during the Meeting through e-voting.

    c) The Members who have casted their vote by remote e-voting prior to the AGM may also participate in the AGM but shall not be entitled to cast their vote again.

    d) The facility of casting the votes by the Members using an electronic voting system ("remote e-voting") during the prescribed time prior to AGM and voting during AGM will be provided by service provider Kfintech.

    e) The remote e-voting period commences on Sunday, 13th September, 2026 (10:00 A.M. IST) and ends on Tuesday, 15th September, 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 Wednesday, 9th September, 2026 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Kfintech for voting thereafter. Once a Member casts his vote on a resolution, the Member shall not be allowed to change it subsequently.

    f) Any person who becomes a Member of the Company after sending notice of AGM and holding shares as on the cut- off date i.e. Wednesday, 9th September, 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 Kfintech at evoting@kfintech.com sufficiently before closing of the remote e-voting.

    g) As per the SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January, 2026 on e-voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING:

I. FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT

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

NSDL	CDSL
1. User already registered for IDeAS facility of NSDL: i. Type in the browser / click on the e-Services link: https://eservices.nsdl.com ii. Click on the 'Beneficial Owner' icon under ' IDeAS' section. 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.	**1. User already registered for Easi/Easiest facility of CDSL:** i. Type in the browser / click on any of the following links: https://web.cdslindia.com/myeasitoken/home/login or https://www.cdslindia.com/ ii. Click on New System Myeasi / Login to My Easi option under Quick Login. iii. Enter your User ID and Password for assessing 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.
2. User not registered for IDeAS e-Services facility of NSDL: 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.	**2. User not registered for Easi/Easiest facility of CDSL:** 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.

NSDL	CDSL
3. User may directly access the e-voting website of NSDL:	**3. User may directly access the e-voting website of CDSL:**
i. Type in the browser /click on the following link: https:// www.evoting.nsdl.com/	i. Type in the browser /click on the following link: www.cdslindia.com
ii. Click on the icon 'Login' which is available under 'Shareholder/Member' section.	ii. Click on E-Voting and enter your DP ID & Client ID and PAN.
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.	iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.
iv. Post successful authentication, you will be redirected to e-voting page on NSDL website.	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 period. You cannow cast your vote without any further authentication.	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.
vi. Shareholders / Members can also download the NSDL mobile app 'NSDL SPEED-e' by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play	

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

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

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

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

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

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

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

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

i. Launch internet browser by typing the URL: https://evoting.kfintech.com.

ii. Enter the login credentials (i.e., user-id and password) mentioned in the email communication. The e-voting Event Number and your Folio Number or Your DP ID Client ID will be your User- ID.

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

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

User – ID: For shareholders holding shares in Physical Form:

EVEN 1234 followed by Folio No. registered with the Company/ RTA.

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

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

iii. After entering these details appropriately, Click on 'LOGIN'.

iv. If you are logging in for the first time, you will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, $, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the E-Voting Event Number 'EVEN' i.e., Balrampur Chini Mills Limited.

vii. On the voting page you will see Resolution Description and against the same the option 'FOR / AGAINST / ABSTAIN' for voting. Enter the number of shares (which represents the number of votes) as on the cut-off date under 'FOR / AGAINST' or alternatively, you may partially enter any number in 'FOR' and partially in 'AGAINST' but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN'. If the shareholder does not indicate either 'FOR' or 'AGAINST' it will be treated as 'ABSTAIN' and the shares held will not be counted under either head.

viii. Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folios / demat accounts.

ix. You may then cast your vote by selecting an appropriate option and click on 'Submit'.

x. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify.

xi. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution(s).

B. In case of a shareholder whose e-mail address is not registered / updated with the Company / RTA / Depository Participant(s), please follow the given 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), AADHAAR (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), AADHAAR (self-attested scanned copy) by email to evoting@kfintech.com and copy 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 RESOLUTIONS

i. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., to the Scrutinizer at cs.amberahmad@gmail.com 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.

20. Other Instructions:

a) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.

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

21. Information regarding Scrutinizer and declaration of Voting results:

a) The Board of Directors has appointed CS Amber Ahmad, Proprietor, Amber & Ahmad & Associates, Company Secretaries, (FCS No.: 9312 / C.P. No.: 8581), or failing her, such other Practicing Company Secretary as the Executive Committee of the Board of Directors of the Company may appoint, as the Scrutinizer for scrutinizing the process of remote e-voting and e-voting conducted 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 to the Chairman or a person authorised by him in writing who shall counter-sign the same and declare it forthwith.

b) Based on the Report received from the Scrutinizer 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 Kfintech (https:// evoting.kfintech.com/) immediately after the results are declared and simultaneously communicated within 2 working days to the Stock Exchanges in compliance with Rule 20 of Companies (Management and Administration Rules), 2014 and Regulation 44(3) of the Listing Regulations.

GENERAL:

22. 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.

23. The Register of Members and Share Transfer Books of the Company will remain close from Thursday, 10th September, 2026 to Wednesday, 16th September, 2026 (both days inclusive).

24. The Board of Directors, had declared Interim dividend @350% i.e ₹3.50 per equity share of ₹1 each at its Meeting held on 11th November, 2025 which was paid to the equity shareholders whose names appeared on the Company's Register of Members or in the record of the Depositories as beneficial owners on 17th November, 2025. The Board has not proposed any final dividend for the financial year ended 31st March, 2026 and accordingly, the interim dividend paid during the year shall be treated as final dividend. However, in order to receive any future dividend

directly in your bank account, kindly register /update your bank account details with the Company.

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 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 Kfintech, for assistance in this regard.

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

UNPAID DIVIDEND AND TRANSFER TO IEPF ACCOUNT:

29. In terms of Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended) ("IEPF Rules") and all other applicable provisions, circulars and amendment thereto the due date for transferring the unclaimed dividend for the Financial Year 2019-20 to the Investor Education and Protection Fund (established by the Central Government) is 12th December, 2026. Shareholders who have not yet encashed their dividend warrants for the Financial Year 2019-20 or any subsequent financial year(s) are requested to claim the same by sending a duly signed letter (along with a copy of cancelled cheque) to Kfintech immediately. The Company has uploaded the details of unpaid/unclaimed dividend amounts lying with the Company on the website of the Company (www. chini.com) and also on the website of the Ministry of Corporate Affairs (www.mca.gov.in).

30. As per the provisions of Section 72 of the Act read with SEBI Master Circular No. HO/38/13/ (4) 2026-MIRSD-POD/I/4298/2026 dated 6th February, 2026, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website at - https://chini.com/investors/investors-referencer/. Members are requested to submit the said details to their Depository Participant ("DP") in case the shares are held by them in electronic form and to the RTA in case the shares are held in physical form.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

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

32. All documents referred to in the Notice and the Explanatory Statement shall also be made available electronically for inspection by the Members of the Company, without payment of fees upto and including the date of AGM. Members seeking inspection of the aforementioned documents can send an email to secretarial@bcml.in with the subject line "Balrampur Chini Mills Limited – 50th AGM" from their registered e-mail addresses mentioning their names and folio numbers / demat account numbers.

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

Sl. No.	Particulars	Details of access
a.	Link of the AGM and for participation through VC/OAVM	https://emeetings.kfintech.com by using e-voting credentials and clicking on video conference
b.	Link for posting AGM 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: Monday, 14th September, 2026 (11: 00 A.M. IST to 5:00 P.M. IST).
c.	Username and password for VC	Members may attend the AGM 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	Wednesday, 9th September, 2026
f.	Time period for remote e-voting	Commences on Sunday, 13th September, 2026 (10:00 A.M. IST) and ends on Tuesday, 15th September, 2026 (5:00 P.M. IST)
g.	Closure dates	Thursday 10th September, 2026 to Wednesday, 16th September, 2026 (both days inclusive).
h.	Last date for publishing results of the e-voting	On or before Friday, 18th September, 2026
i.	Registrar and Transfer Agent - contact details	KFin Technologies Limited Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad–500032 Tel: 1800-309 4001 www.kfintech.com Contact Person : Mr. Sashidhar Mannava, Deputy Vice President Mr. Balaji S Reddy, Senior Manager – Corporate Registry
j.	Balrampur Chini Mills Limited – contact details	234/3A, A. J. C. Bose Road, FMC Fortuna, 2nd Floor, Kolkata – 700020 Email: secretarial@bcml.in 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_IAD-3/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.sebi.gov.in/ 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

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Place: Kolkata
Date: 11th August, 2026

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

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

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

Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013 read together with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The following Explanatory Statement sets out all material facts and recommendation of the Board of Directors of the Company relating to the Item Nos. 5, 6, 7, 8 and 9 of the accompanying Notice:

Item No. 5:

Pursuant to the resolution passed by the Members through Postal Ballot on 2nd February, 2022, Mr. Vivek Saraogi was re-appointed as the Managing Director of the Company for a period of 5 (five) years with effect from 1st April, 2022 to 31st March, 2027. Thereafter, at the meeting of the Board of Directors held on 24th May, 2022, he was also appointed as the Chairman of the Company with effect from 24th May, 2022.

The Nomination and Remuneration Committee (NRC), at its meeting held on 15th May, 2026, noted that, under the leadership of Mr. Vivek Saraogi, the Company achieved significant growth through both organic and inorganic expansion initiatives, further strengthening its position as a leading player in the Indian sugar industry. During his tenure, the Company recorded substantial improvements in its market capitalization and overall operational performance.

Based on its evaluation of his performance and valuable contributions to the growth and success of the Company, the NRC recommended the re-appointment of Mr. Vivek Saraogi as the Chairman and Managing Director.

Pursuant to the recommendation of the NRC, the Board of Directors ("Board"), at its meeting held on 15th May 2026, approved, subject to the approval of the members at the ensuing Annual General Meeting, the re-appointment of Mr. Vivek Saraogi as the Chairman and Managing Director of the Company for a further term of five (5) years, with effect from 1st April, 2027 until 31st March, 2032, on the terms and conditions, including remuneration, as set out below:

General Terms & Conditions:

i. Subject to the supervision, control and directions of the Board, Mr. Saraogi shall be overall in-charge of management and administration of the affairs of the Company. He will look after day to day affairs of the Company including general administration, finance & accounts, sales, purchase, risk management and statutory compliance, business planning and strategy. He shall have the power to appoint, engage and to dismiss employees and to enter into contracts on behalf of the Company in the ordinary course of business and shall manage the business of the Company with full powers to do all acts, matters and things as deemed necessary, proper or expedient for carrying on the business of the Company.

ii. Without prejudice to the powers contained in the previous clause, the Board, may from time to time, entrust Mr. Vivek Saraogi with such powers exercisable by the Board as deemed fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restriction as the Board may think expedient.

iii. He shall not be paid any sitting fees for attending the meetings of the Board or its Committees.

iv. He shall be entitled to reimbursement of all the travelling, boarding, lodging and incidental expenses (along with one person for assistance), which he may incur for performing his duties in or outside India.

v. He shall not be liable to retire by rotation, but shall immediately cease to be the Chairman and Managing Director, if he ceases to hold the office of Director for any reason.

vi. Mr. Saraogi may, with the sanction of the Board / committee, delegate any of his powers to such Directors, Company Secretary or other persons, as he may deem fit, and shall have power to grant to such Directors, Company Secretary or other delegates such Power of Attorney as he may, (subject to the approval of the Board/ committee) deem expedient and shall have power to revoke the same.

vii. There would be neither any notice period nor any severance fees.

viii. He shall serve the Company on a full-time basis.

Remuneration

(a) Basic Pay:

₹62.50 Lakhs Per Month (₹7.50 Crores per annum) which will remain fixed for next 5 years.

(b) Annual Performance Linked Incentive:

0.75% to 1.25% of the Net Profit of the Company, for each financial year as may be decided by the NRC and the Board, which shall not exceed 100% of the basic pay for the financial year.

The incentive payable shall be subject to the achievement of the performance criteria as determined by the Board, based on the recommendation of the NRC, in line with the Policy on Selection & Remuneration of Directors, Key Managerial Personnel and other employees and on Board Diversity. While evaluating the performance of Mr. Saraogi, the NRC and the Board shall, inter alia, consider his contribution towards business growth, implementation of the PLA Project, Triple Bottom Line initiatives, and people management, along with some of the following Key Result Areas (KRAs):

- Achievement of cane procurement targets in accordance with the Company's Cane Vision.
- Ensuring timely and cost-effective plant operations and project execution while maintaining prescribed quality standards.
- Completion of the PLA Project within the approved timelines and budget.
- Driving the Company's ESG agenda in alignment with applicable regulatory requirements and positioning the Company as a proactive leader in the Indian sugar industry.
- Strengthening leadership capability through effective Learning and Development initiatives for the senior leadership team.

(c) Perquisites:

As per Company's policy(ies) or as approved by the Board from time to time, provided that the aggregate value of the perquisites shall not exceed 20% of the basic pay in any financial year.

(d) Post employment and other benefits:

Entitlement to Gratuity, Leave, Provident Fund and other benefits, as per the Policies of the Company.

Where in any financial year(s) during the currency of the tenure of Mr. Vivek Saraogi as the Chairman and Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Vivek Saraogi in respect of such financial year(s) in which such inadequacy or loss arises or for a period of three years, (whichever is lower), the remuneration as set out above by way of consolidated salary and perquisites as minimum remuneration, in accordance with the provisions of Section 197 and/or Schedule V to the Companies Act, 2013 (as amended) ("Act") or under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") or under any other law for the time being in force, if any.

It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon to any bank or public financial institution or any secured creditor.

Pursuant to the provisions of Schedule V of the Act, the following information is being provided to the Members. The Board will provide other information (which is not available as on the date of this Notice) in the year in which Schedule V will be applicable due to having inadequate profit or loss in the Company.

I. General Information:

1) Nature of Industry

Manufacturing of Sugar, Ethanol, Industrial Alcohol, Co-generation of Power, PolyLactic Acid (under commissioning).

2) Date of commencement of commercial production : Operational since 1975

3) Financial performance based on given indicators (₹ in crores)

Particulars	March 2023	March 2024	March 2025	March 2026
Revenue from operations	4,665.86	5,593.74	5,415.38	6271.15
Other income	62.79	74.00	32.16	36.81
Total income	4,728.65	5,667.74	5,447.54	6307.96
Stock adjustments	(10.16)	(662.90)	(258.73)	(32.03)
Cost of material consumed	3,419.40	4,579.83	4,111.35	4608.85
Purchases of stock-in-trade	-	-	5.39	32.65
Gross profit	1,319.41	1,750.81	1,589.53	1698.49
Overheads	744.29	890.64	853.13	920.40
PBDIT	575.12	860.17	736.40	778.09

(₹ in crores)

Particulars	March 2023	March 2024	March 2025	March 2026
Finance costs	48.65	83.63	93.46	77.22
PBDT	526.47	776.54	642.94	700.87
Depreciation and amortization expenses	129.50	166.36	172.54	177.17
Profit before tax and exceptional items	396.97	610.18	470.40	523.70
Exceptional items	-	-	-	-
Profit before tax	396.97	610.18	470.40	523.70
Total tax expenses	121.44	176.98	126.52	176.48
Profit for the year	275.53	433.20	343.88	347.22
Other comprehensive income (net of tax)	(6.22)	8.13	1.99	1.82
Total comprehensive income (TCI)	269.31	441.33	345.87	349.04
Equity capital	20.17	20.17	20.19	20.20
Other equity	2,855.26	3,259.43	3,560.98	3872.27

4) **Foreign investments or collaborations, if any:** BCML has partnered with global players like Sulzer AG, Alpine Engineering GmbH and Jacobs amongst others for the upcoming PLA project.

II. Information about Mr. Vivek Saraogi:

1) Background details:

Mr. Vivek Saraogi aged about 60 years, possesses a vast experience of approximately 4 decades in the sugar industry, Mr. Saraogi is a commerce graduate from St. Xavier's College, Kolkata and has been past President of Indian Sugar Mills Association. He was also a Committee member of FICCI and Indian Chamber of Commerce, Kolkata. As an astute leader, he has been the driving force behind the Company's growth. Under his stewardship, the Company has grown rapidly through organic and inorganic means and has become the leader in the Indian Sugar Industries; market capitalization of the Company has also increased manifold.

2) Past remuneration – Remuneration paid during FY 24-25 and FY 25-26 is given below: (₹ in Lakhs)

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2026
Salary	435.60	479.16
Commission	356.00	397.00
Perquisites	54.46	59.65
Total Remuneration	**846.06**	**935.81**

3) Recognition or awards

- Inducted to the Board of the Pradeshiya Industrial & Investment Corporation of U.P. Ltd. by the Govt. of U.P. in 1994;
- President of Indian Sugar Mills Association for the year 1995-96 and 2009-10;
- Member of the High Level Task Force constituted in May 2001 by Govt. of U.P.;
- Member of the Eastern Regional Committee of IDBI;
- Committee Member of the Indian Chamber of Commerce, Kolkata in the year 2006;
- Chairman of Indian Sugar Exim Corporation Ltd. in 2009-10.
- The Company has won many awards under his leadership.

4) Job profile and his suitability

Mr. Vivek Saraogi is a dynamic industrialist and an eminent leader in the Indian sugar industry, with over four decades of experience. As the Chairman and Managing Director of the Company, he has played a pivotal role in transforming the Company into one of the most efficient and diversified integrated sugar manufacturing companies in the country. Subject to the supervision and control of the Board of Directors, Mr. Saraogi is overall in-charge of the management and affairs of the Company.

Under his visionary leadership, the Company, which commenced operations in 1975 with a single sugar unit at Balrampur, has expanded significantly and today operates 10 sugar manufacturing units with a combined crushing capacity of 80,000 tonnes of cane per day. The Company also operates 10 co-generation power plants with a combined saleable capacity of 175.7 MW and 5 distillery units with a combined production capacity of 1,050 KL per day and its upcoming Poly Lactic Acid (PLA) plant will manufacture 80,000 tonnes of PLA per year.

Through a combination of strategic foresight, operational excellence, and sustained focus on growth through both organic and inorganic expansion, Mr. Vivek Saraogi has successfully steered the Company to a leadership position in the Indian sugar industry. His emphasis on innovation, efficiency enhancement, sustainability, and value creation has significantly strengthened the Company's operational and financial performance over the years.

Considering the dynamic business environment and the evolving opportunities in the sugar, ethanol, green energy, and bio-based products sectors, there is a continuous need to formulate and review business strategies for effective implementation and long-term growth. This requires Mr. Vivek Saraogi's continued guidance, strategic direction, and active involvement in managing the overall affairs and operations of the Company.

At 60 years of age, Mr. Saraogi's age is in close alignment with the overall Board profile, with the average age of the Board being 57.29 years, thereby contributing to an appropriate balance of experience, maturity and diversity of thought.

Mr. Saraogi's attendance in the Board and Committee Meetings has been tabulated below:

Board/ Committee	FY 2026-27*	FY 2025-26	FY 2024-25	FY 2023-24
Board (Chairman)	Attended 3 out of 3 meetings	Attended 7 out of 8 meetings	Attended 7 out of 7 meetings	Attended 8 out of 8 meetings
Risk Management Committee (Member)	Attended 1 out of 1 meeting	Attended 2 out of 2 meetings	Attended 2 out of 2 meetings	N.A.
Stakeholders Relationship Committee (Member)	Attended 1 out of 1 meeting	Attended 2 out of 2 meetings	Attended 3 out of 3 meetings	Attended 2 out of 2 meetings
Corporate Social Responsibility Committee (Member)	Attended 1 out of 1 meeting	Attended 3 out of 3 meetings	Attended 3 out of 3 meetings	Attended 3 out of 3 meetings
Environmental, Social & Governance Committee (Member)	Attended 1 out of 1 meeting	Attended 2 out of 2 meetings	Attended 2 out of 2 meetings	Attended 1 out of 1 meetings
Executive Committee (Member)	Attended 7 out of 7 meetings	Attended 19 out of 21 meetings	Attended 19 out of 20 meetings	Attended 20 out of 21 meetings

**Till the date of AGM Notice.*

During the periods under review, his attendance remained exemplary, with only a few instances of absence across various meetings. The instances of non-attendance were isolated and insignificant in nature, considering the overall number of meetings attended by him. His consistent presence and engagement in Board and Committee deliberations reflect his dedication towards discharging his responsibilities as Chairman and Managing Director.

Mr. Vivek Saraogi in his capacity as Chairman and Managing Director was present at all the last three Annual General Meetings of the Company.

Re-appointment of Executive Directors and appointment of Independent Director is proposed through the instant Notice at the ensuing Annual General Meeting. Upon approval of all the resolutions by the members, 62.5% of the Board will comprise of Independent Directors.

5) **Remuneration proposed**

   As detailed above in the Explanatory Statement.

6) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person**

   Mr. Saraogi, has played a pivotal role in the Company's growth and success through his unwavering commitment and significant contributions, enabling the Company to attain a prominent position in the sugar industry. His steadfast leadership has been instrumental in ensuring the Company's long-term sustainability and continued growth. The proposed remuneration has been determined after benchmarking it against comparable positions, taking into account the size and scale of the Company's operations as well as the responsibilities associated with the position. Accordingly, the NRC and the Board is of the view that the proposed remuneration is fair, reasonable, and justified.

Remuneration paid to Mr. Vivek Saraogi vis-à-vis other Directors form part of Corporate Governance Report. Further, no remuneration has been drawn by Mr. Saraogi from any of the group companies.

The ratio of the remuneration of Mr. Saraogi to the median remuneration of the employees and percentage increase in remuneration forms Annexure to the Board's Report.

7) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any.**

Mr. Vivek Saraogi holds 77,76,618 equity shares in the Company as on the date of this Notice. Apart from receiving remuneration as stated above and dividend as a Member of the Company in respect of his shareholding, Mr. Vivek Saraogi does not have any other pecuniary relationship with the Company. Further, except for his relationship with Ms. Avantika Saraogi, Executive Director of the Company, being his daughter, he is not related to any other Director or Key Managerial Personnel of the Company.

III. Other information:

1) **Reasons of loss or inadequate profits**

The Company has reported a net profit after tax of ₹347.22 crore during the year ended 31st March 2026. In the event of any loss or inadequacy of profits during the relevant period, the related information will be provided in the Board's Report prepared for the relevant year in which inadequate profit/loss arises.

2) **Steps taken or proposed to be taken for improvement**

Not Applicable. In the event of any loss or inadequacy of profits during the relevant period, the related information will be provided in the Board's Report prepared for the relevant year in which inadequate profit/loss arises.

3) **Expected increase in productivity and profits in measurable terms**

Not Applicable. In the event of any loss or inadequacy of profits during the relevant period,the related information will be provided in the Board's Report prepared for the relevant year in which inadequate profit/loss arises.

IV. Disclosures:

The details required to be disclosed under this head has been provided in the Corporate Governance Report forming part of the Boards' Report for the Financial Year 2025–26.

In terms of Regulation 17(6)(e) of the Listing Regulations, approval of the members by way of a special resolution is required in cases where: (i) the remuneration payable to an Executive Director who is a promoter or a member of the promoter group exceeds ₹5 crore or 2.5% of the net profits of the Company, whichever is higher; or (ii) where there is more than one such director, the aggregate annual remuneration payable to such directors exceeds 5% of the net profits of the listed entity. Accordingly, the approval sought from the members shall also be deemed to constitute approval under Regulation 17(6)(e) of the Listing Regulations.

Mr. Vivek Saraogi satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. Based on the consent of Mr. Saraogi to act as a Director of the Company and other statutory disclosures, it is proposed to re-appoint Mr. Saraogi as a Chairman and Managing Director of the Company. Further as per the declarations received by the Company, Mr. Saraogi is not disqualified under Section 164 of the Act. The directorships and committee positions held by Mr. Saraogi are within the limits prescribed under the Act.

Mr. Vivek Saraogi is the Promoter of the Company and father of Ms. Avantika Saraogi, Executive Director and Promoter of the Company. Except Mr. Saraogi, being the proposed Director and Ms. Avantika Saraogi and their relatives to the extent of their shareholding, if any, in the Company; none of the other Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

Other disclosures required under the Act, Secretarial Standard 2 and Regulation 36 of Listing Regulations are provided as Annexure hereto.

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

Item No. 6:

Pursuant to the resolution passed by the Members through Postal Ballot on 27th December, 2023, Ms. Avantika Saraogi was appointed as a Whole-time Director designated as Executive Director of the Company for a period of 3 (three) years with effect from 1st January, 2024 to 31st December, 2026.

The Nomination and Remuneration Committee (NRC), at its meeting held on 15th May, 2026, noted that as "Business Lead – New Initiatives" and, in her capacity as Executive Director, she has led critical interventions in cane development, one of the most vital areas of the business. Through extensive field engagement with the rural community, she had contributed towards improving varietal balance, enhancing yield, promoting modern agricultural practices, and addressing crop-related challenges such as disease prevention. Further, she has been actively driving the Company's diversification strategy, including the execution of the PLA project and development and launch of the PLA bioplastics brand, Balrampur Bioyug. The upcoming commissioning of India's first fully integrated PLA bioplastic plant reflects a forward-looking and sustainable business model, strengthening the Company's long-term growth prospects.

The Committee also noted that she has also been instrumental in strengthening the Company's social and environment footprint. Her keen interest and active involvement in Corporate Social Responsibility (CSR) initiatives have led to the implementation of several impactful programs, particularly for the welfare and upliftment of the rural community, thereby reinforcing the Company's commitment to inclusive and sustainable growth. Similarly, she has initiated scope 3 inventorization and life cycle assessment of sugar, ethanol and sugarcane to take forward the decarbonisation agenda of the Company.

Based on its evaluation of her performance and valuable contributions to the growth and success of the Company, the NRC recommended the re-appointment of Ms. Avantika Saraogi as the Executive Director.

Based on the recommendation of the NRC, the Board of Directors ("Board") at its meeting held on 15th May, 2026, re-appointed Ms. Avantika Saraogi as a Whole-time Director designated as Executive Director of the Company for a period of 5 years from the expiry of her present term, with effect from 1st January, 2027 till 31st December, 2031, subject to approval of the members, on the following terms and conditions (including remuneration):

General Terms & Conditions:

i. Ms. Avantika Saraogi shall actively lead the PLA business of the Company and will inter-alia oversee the cane management and will take technical reporting of units for improvement of performance in terms of average crushing and recovery target. Further, she will oversee the environmental sustainability in sugarcane, CSR and brand building functions of the Company. She will further perform such other functions and duties as may be assigned to her, from time to time, by the Board/Management.

ii. She shall have the power to enter into contracts and/or agreements on behalf of the Company for carrying out of her duties in the ordinary course of business and delegate such power as Ms. Saraogi may, (subject to the approval of the Board/ Committee) deem expedient and shall have power to revoke the same.

iii. Shall not be paid any sitting fees for attending the meetings of the Board or its Committees.

iv. Shall also visit such places from time to time, which may be necessary for the purpose of the business of the Company. She shall be entitled to reimbursement of all the travelling, boarding, lodging and incidental expenses, which she may incur for performing her duties in or outside India.

v. Shall be liable to retire by rotation and shall immediately cease to be an Executive Director if she ceases to hold the office of director for any reason.

vi. There would neither be any notice period nor any severance fees.

Remuneration

(a) Basic Pay:

₹25.00 Lacs per month (₹3.00 Crores per annum) or such other amount as may be determined by the NRC and the Board from time to time provided that increment, if any, during each of the subsequent years, shall not exceed 10% of the basic pay of preceding financial year.

The increment payable shall be subject to the achievement of the performance criteria as determined by the Board, based on the recommendation of the NRC, in line with the Policy on Selection & Remuneration of Directors, Key Managerial Personnel and other employees and on Board Diversity. While evaluating the performance of Ms. Avantika Saraogi, the NRC and the Board shall, inter alia, consider her contribution towards PLA project, cane management, liaisoning, CSR, environmental impact and brand building along with the following Key Result Areas (KRAs):

- Ensuring timely execution of PLA project
- Promoting environmental sustainability in sugarcane cultivation through the adoption of mechanized farming practices and bio-based crop protection products
- Cane Management Strategy, strengthening growers relations, enhancing the cane management team, and driving performance across the cane function

- Achieving the intended number of CSR beneficiaries during the financial year
- Implementation of Decarbonisation Roadmap
- Social Media marketing, attending national/ international industry conferences and building the Balrampur Bioyug brand for PLA

(b) Annual Performance Linked Incentive:
0.75% to 1.25% of the Net Profit of the Company, for each Financial Year as may be decided by the NRC and the Board, which shall not exceed 100% of the basic pay for the financial year, as per the performance evaluation criteria stated above.

(c) Perquisites:
As per the Company's policy(ies) or as approved by the Board from time to time, provided that the aggregate value of the perquisites shall not exceed 20% of the basic pay in any financial year.

(d) Post employment and other benefits:
Entitlement to Gratuity, Leave, Provident Fund and other benefits, as per the Policies of the Company.

Where in any financial year(s) during the currency of the tenure of Ms. Avantika Saraogi as a Whole-time Director designated as Executive Director of the Company has no profits or its profits are inadequate, the Company shall pay to Ms. Avantika Saraogi in respect of such financial year(s) in which such inadequacy or loss arises or for a period of three years, (whichever is lower), the remuneration as set out above by way of consolidated salary and perquisites as minimum remuneration, in accordance with the provisions of Section 197 and/or Schedule V to the Companies Act, 2013 (as amended) (the "Act") or under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") or under any other law for the time being in force, if any.

It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon to any bank or public financial institution or any secured creditor.

Pursuant to the provisions of Schedule V of the Act, the following information is being provided to the Members. The Board will provide other information (which is not available as on the date of this Notice) in the year in which Schedule V will be applicable due to having inadequate profit or loss in the Company.

I. General Information:

1) Nature of Industry

Manufacturing of Sugar, Ethanol, Industrial Alcohol, Co-generation of Power, and PolyLactic Acid (under commissioning).

2) Date of commencement of commercial production: Operational since 1975

3) Financial performance based on given indicators (₹ in crores)

Particulars	March 2023	March 2024	March 2025	March 2026
Revenue from operations	4,665.86	5,593.74	5,415.38	6271.15
Other income	62.79	74.00	32.16	36.81
Total income	4,728.65	5,667.74	5,447.54	6307.96
Stock adjustments	(10.16)	(662.90)	(258.73)	(32.03)
Cost of material consumed	3,419.40	4,579.83	4,111.35	4608.85
Purchases of stock-in-trade	-	-	5.39	32.65
Gross profit	1,319.41	1,750.81	1,589.53	1698.49
Overheads	744.29	890.64	853.13	920.40
PBDIT	575.12	860.17	736.40	778.09
Finance costs	48.65	83.63	93.46	77.22
PBDT	526.47	776.54	642.94	700.87
Depreciation and amortization expenses	129.50	166.36	172.54	177.17
Profit before tax and exceptional items	396.97	610.18	470.40	523.70
Exceptional items	-	-	-	-
Profit before tax	396.97	610.18	470.40	523.70
Total tax expenses	121.44	176.98	126.52	176.48

Particulars	March 2023	March 2024	March 2025	March 2026
Profit for the year	275.53	433.20	343.88	347.22
Other comprehensive income (net of tax)	(6.22)	8.13	1.99	1.82
Total comprehensive income (TCI)	269.31	441.33	345.87	349.04
Equity capital	20.17	20.17	20.19	20.20
Other equity	2,855.26	3,259.43	3,560.98	3872.27

4) **Foreign investments or collaborations, if any.**

BCML has partnered with global players like Sulzer AG, Alpine Engineering GmbH and Jacobs amongst others for the upcoming PLA project.

II. Information about Ms. Avantika Saraogi:

1) **Background details:**

Ms. Avantika Saraogi aged about 35 years possesses around 13 years of industry experience. She is a Graduate in Bachelor of Arts from Scripps College, California, USA with distinction (Cum Laude) and has completed EY-ISB Executive Program on Board Effectiveness from Indian School of Business (ISB). Ms. Avantika Saraogi is now the fourth-generation member of the promoter family and is working as an Executive Director in the Company. Leading the charge in sugarcane development, procurement, grower relations, strategy, technology, mechanisation, and more, Ms. Saraogi is driven to take the industry to new heights. She sees sugarcane as the new oil, with untold potential for value addition to products and by-products. Her vision is nothing less than a world that recognizes and embraces the incredible potential of sugarcane. Ms. Saraogi's drive extends beyond the bottom line.

She has been featured in Fortune India's 40 Under 40 list as a Green Innovator. She has also been recognised among India's most influential next-generation leaders in the 2026 ASK Private Wealth Hurun India Successors 50 and featured in Avendus Wealth – Hurun India Uth Series – Under 35 List 2025.

She is dedicated to promoting sustainability and reducing the environmental impact of sugarcane cultivation and the sugar mill complex.

2) **Past remuneration – Remuneration paid during the FY 24-25 and FY 25-26 are given below:** (₹ in Lakhs)

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2026
Salary	49.63	54.60
Commission	16.50	14.52
Perquisites	3.31	3.93
Total Remuneration	**69.44**	**73.05**

3) **Recognition or awards**

- Chairperson of ISMA Sugar Perception Sub-committee.
- Recognised among India's most influential next-generation leaders in the 2026 ASK Private Wealth Hurun India Successors 50.
- Featured in Avendus Wealth – Hurun India Uth Series – Under 35 List 2025.
- Featured in Fortune India's 40 Under 40 list as a Green Innovator.

4) **Job profile and her suitability**

With over 13 years of experience in business development, she was appointed as Executive Director effective 1st January 2024, overseeing the core businesses of sugar and distillery while leading the agricultural vertical across cane operations, procurement, strategy, technology, and sustainability.

Ms. Saraogi as "Business Lead – New Initiatives" and, in her capacity as Executive Director, she has led critical interventions in cane development, one of the most vital areas of the business. Through extensive field engagement with the rural community, she has contributed towards improving varietal balance, enhancing yield, promoting modern agricultural practices, and addressing crop-related challenges such as disease prevention. Further, she has been actively driving the Company's diversification strategy, including the overseeing, development and launch of the PLA (Poly Lactic Acid) project, and the bioplastics brand, "Balrampur Bioyug". The upcoming commissioning of India's first fully integrated PLA bioplastic plant reflects a forward-looking and sustainable business model, strengthening the Company's long-term growth prospects

She has been instrumental in shaping the ESG landscape of the Company, pursuant to which GHG inventorisation including Scope 3 emissions, Life Cycle Assessment, and a Decarbonisation roadmap have been carried out. She has also been instrumental in strengthening the Company's social and environment footprint. Her keen interest and active involvement in Corporate Social Responsibility (CSR) initiatives have led to the implementation of several impactful programs, particularly for the welfare and upliftment of the rural community, thereby reinforcing the Company's commitment to inclusive and sustainable growth.

Ms. Saraogi is actively steering the Company towards a greener, bio-based, and diversified future in the Indian sugar industry.

Ms. Saraogi not only leads PLA project but also oversees the entire cane operations right from sugarcane development, procurement, grower relations, strategy, technology, mechanisation, down to digitalisation of the entire value chain. Other than this ESG, communications and company strategy also fall under the umbrella. Her overarching vision revolves around her belief that sugarcane is the new oil and she is passionate about showcasing this potential on global scale.

At 35 years of age, Ms. Saraogi adds an element of youth and diversity to the Board, providing a balanced mix of experience and new-age perspectives, with the average age of the Board being 57.29 years.

Ms. Saraogi's attendance in the Board and Committee Meetings has been tabulated below:

Board/ Committee	FY 2026-27@	FY 2025-26	FY 2024-25	FY 2023-24
Board (Member)	Attended 3 out of 3 meetings	Attended 7 out of 8 meetings	Attended 7 out of 7 meetings	Attended 2 out of 3 meetings#
Risk Management Committee (Member)	Attended 1 out of 1 meetings	Attended 2 out of 2 meetings	Attended 2 out of 2 meetings	N.A.
Stakeholders Relationship Committee (Member)	Attended 1 out of 1 meetings	Attended 2 out of 2 meetings	Attended 3 out of 3 meetings	N.A.
Corporate Social Responsibility Committee (Member)	Attended 1 out of 1 meetings	Attended 3 out of 3 meetings	Attended 3 out of 3 meetings	N.A.
Environmental, Social & Governance Committee (Member)	Attended 1 out of 1 meetings	Attended 2 out of 2 meetings	Attended 2 out of 2 meetings	N.A.
Executive Committee (Member)	Attended 7 out of 7 meetings	Attended 13 out of 13 meetings*	N.A.	N.A.

**Eligible to attend 13 out of 21 meetings*

#Eligible to attend 3 out of 8 meetings

@Till the date of AGM Notice.

Ms. Saraogi has maintained an excellent attendance record across Board and Committee meetings. The instances of absence were few and insignificant in nature and were due to unavoidable circumstances. Her consistent participation and active contribution in Board and Committee deliberations demonstrate her continued commitment towards the Company's affairs.

Ms. Avantika Saraogi in her capacity as Executive Director since 1st January, 2024 was present at the last two Annual General Meetings of the Company.

Re-appointment of Executive Directors and appointment of Independent Director is proposed through the instant Notice at the ensuing Annual General Meeting. Upon approval of all the resolutions by the members, 62.5% of the Board will comprise of Independent Directors.

5) **Remuneration proposed**

As detailed above in the Explanatory Statement.

6) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person**

As a Whole-time Director designated as Executive Director of the Company, her dedication and holistic involvement for the operations of the Company is necessitated and accordingly her remuneration has been fixed as per the policies of the Company comprising of both fixed and variable pay (based on performance metrics). Further, the proposed remuneration is also on benchmarking standards with respect to size of the operations of the Company and the profile of the position. The Nomination and Remuneration Committee and the Board therefore considers that the proposed remuneration is commensurate and justified in view of her significant contributions to strengthening the Company's cane management function, driving sustainable interventions across the value chain, advancing the Company's ESG and decarbonisation agenda, and creating long-term value for all stakeholders

Remuneration paid to Ms. Saraogi vis-à-vis other Directors form part of Corporate Governance Report. Further, no remuneration has been drawn by Ms. Saraogi from any of the group companies.

The ratio of the remuneration of Ms. Saraogi to the median remuneration of the employees and percentage increase in remuneration forms Annexure to the Board's Report.

7) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.**

Ms. Avantika Saraogi holds 31,87,007 equity shares in the Company as on the date of this Notice. Apart from receiving remuneration as stated above and dividend as a Member of the Company in respect of her shareholding, Ms. Avantika Saraogi does not have any other pecuniary relationship with the Company. Further, except for her relationship with Mr. Vivek Saraogi, Chairman and Managing Director of the Company, being her father, she is not related to any other Director or Key Managerial Personnel of the Company.

III. Other information:

1) **Reasons of loss or inadequate profits**

The Company has reported a net profit after tax of ₹347.22 crore during the year ended 31st March 2026. In the event of any loss or inadequacy of profits during the relevant period, the related information will be provided in the Board's Report prepared for the relevant year in which inadequate profit/loss arises.

2) **Steps taken or proposed to be taken for improvement**

Not Applicable. In the event of any loss or inadequacy of profits during the relevant period, the related information will be provided in the Board's Report prepared for the relevant year in which inadequate profit/loss arises.

3) **Expected increase in productivity and profits in measurable terms**

Not Applicable. In the event of any loss or inadequacy of profits during the relevant period, the related information will be provided in the Board's Report prepared for the relevant year in which inadequate profit/loss arises.

IV. Disclosures:

The details required to be disclosed under this head has been provided in the Corporate Governance Report forming part of the Board's Report for the financial year 2025–26.

In terms of Regulation 17(6)(e) of the Listing Regulations, approval of the members by way of a special resolution is required in cases where: (i) the remuneration payable to an Executive Director who is a promoter or a member of the promoter group exceeds ₹5 crore or 2.5% of the net profits of the Company, whichever is higher; or (ii) where there is more than one such director, the aggregate annual remuneration payable to such directors exceeds 5% of the net profits of the listed entity. Accordingly, the approval sought from the members shall also be deemed to constitute approval under Regulation 17(6)(e) of the Listing Regulations.

Ms. Avantika Saraogi satisfies all the conditions set out in Part-I of Schedule V of the Act and as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for her re-appointment. Based on the consent of Ms. Saraogi to act as a Director of the Company and other statutory disclosures, it is proposed to re-appoint Ms. Saraogi as a Whole-time Director designated as Executive Director of the Company. Further as per the declarations received by the Company, Ms. Saraogi is not disqualified under Section 164 of the Act. The directorships and committee positions held by Ms. Saraogi are within the limits prescribed under the Act.

Ms. Avantika Saraogi is the Promoter of the Company and daughter of Mr. Vivek Saraogi, Chairman and Managing Director and Promoter of the Company. Except Ms. Avantika Saraogi, being the proposed

Director and Mr. Vivek Saraogi and their relatives to the extent of their shareholding, if any, in the Company; none of the other Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

Other disclosures required under the Act, Secretarial Standard 2 and Regulation 36 of Listing Regulations are provided as Annexure hereto.

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

Item No. 7:

The Board, on recommendation of the Audit Committee, approved the appointment of M/s. Mani & Co., Cost Accountants (Firm Registration No.: 000004), as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company relating to manufacturing of Sugar (including Industrial Alcohol), Electricity, Agro (Fertilisers and Insecticides) and Plastics and Polymers of the Company for the financial year ending 31st March, 2027 at a remuneration of ₹4,80,000 (Rupees Four Lakh Eighty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Rules made thereunder, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, the Board of Directors of the Company recommends the resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending on 31st March, 2027, by Members of the Company by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends this Ordinary Resolution as set out in Item No. 7 for approval by the Members.

Item No. 8:

In terms of the provisions of the Companies Act, 2013, as amended, ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("Listing Regulations") and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 11th August, 2026 has approved the appointment of Ms. Vartika Shukla (DIN: 08777885) as an Additional Director (under the category of Non-Executive Independent) for a term of 5 (five) consecutive years with effect from 11th August, 2026. Further, as an Additional Director, she holds office upto the date of this Annual General Meeting, not liable to retire by rotation and her continuation as Independent Director is subject to the approval of Members.

Pursuant to the applicable provisions of Regulation 17(1C) of the Listing Regulations, her appointment shall require the approval of Members of the Company within three months from the date of appointment or up to the date of next General Meeting, whichever is earlier.

Brief Profile of Ms. Vartika Shukla

Ms. Shukla aged about 60 years, is an accomplished professional with over 38 years of extensive experience in the fields of engineering consultancy, project management, business strategy and energy sector. She holds a B.Tech degree in Chemical Engineering from IIT Kanpur (1988) and has also completed a Certificate Programme in Management from IIM Lucknow. She has extensive expertise in mega project implementation, business diversification, sustainability initiatives, strategic in Mega Project Implementation from Concept to Commissioning with 38 years of distinguished career in Engineers India Limited (EIL) under the aegis of the Ministry of Petroleum & Natural Gas.

Ms. Shukla has served as the Chairman and Managing Director of Engineers India Limited. She possesses rich expertise in strategic planning, stakeholder engagement, digital transformation, research and development, and operational excellence. Her vast industry experience, strategic vision and leadership capabilities will be of immense value to the Company.

She has held several key leadership and governance positions during her distinguished career. Served as Director (Technical) of Engineers India Limited (EIL) and also held additional charge as Director (Finance) and Director (Human Resources). She has been associated with various prestigious institutions and industry bodies, including as a Member of the Oil Industry Development Board (OIDB) under the Ministry of Petroleum & Natural Gas, Invitee to the Boards of Numaligarh Refinery Limited (NRL) and Indian Strategic Petroleum Reserves Limited (ISPRL), Chairperson of the CSIR-CSIO Research Council, and Member of the IIT Kanpur Innovation Council.

Ms. Shukla has been recipient of several prestigious awards and recognitions in acknowledgement of her outstanding contributions to the engineering and energy sectors. She has been conferred with the SCOPE Eminence Award 2022-23 by the Hon'ble President of India and has been recognised as the 'Business Leader of the Year' at the ET Ascent Awards. She is a Fellow of the Indian National Academy of Engineering (INAE) and the Indian National Science Academy (INSA). She was also honoured as a Distinguished Alumnus by IIT Kanpur in 2021 and received the INAE Women Engineer of the Year Award in the same year. Further, she has been featured in the India Today SHE List among the Top 100 Women Achievers and has also received the SCOPE Excellence Award 2013-14 from the Hon'ble President of India.

Ms. Shukla has been actively associated with various government, academic and industry bodies. She has served as a Member of the Biofuels Working Group, Permanent Invitee to the Scientific Advisory Committee (SAC), Chairperson of the Catalyst Manufacturing Unit Setup Committee and Overall Coordinator of the Renewable Energy Working Group (IMAC) under the Ministry of Petroleum & Natural Gas. She has also been associated with NITI Aayog as Convener of the Technical Sub-committee on Surface Coal Gasification and as a Member of various committees and task forces relating to surface coal gasification and methanol economy. Additionally, she is a Member of the Hydrocarbon Committee of FICCI.

At 60 years of age, Ms. Shukla's age is in close alignment with the overall Board profile, with the average age of the Board being 57.29 years, thereby contributing to an appropriate balance of experience, maturity and diversity of thought.

In the opinion of the Board, Ms. Shukla is a person of integrity and possesses relevant expertise and experience and fulfils the conditions specified under the Act and the Listing Regulations for her appointment as an Independent Director of the Company and is independent of the management of the Company. The Board considers that based on Ms. Shukla's skills, experience and knowledge, her association would be of immense benefit to the Company as an Independent Director.

As an Independent Director, Ms. Shukla shall be entitled to receive sitting fees and profit-related commission as approved by the Members of the Company, in compliance with applicable laws. The quantum of commission payable for each year, shall be decided by the Board on the basis of performance evaluation of the Directors commensurate with the time devoted, contribution made, guidance and oversight provided, as it may deem fit based on the recommendation of the Nomination and Remuneration Committee. The Members at the 48th Annual General Meeting held on 31st July, 2024 approved payment of remuneration by way of commission to the Non-Executive Directors of the Company, including Independent Directors, not exceeding one percent of the net profits of the Company or ₹175,00,000/-(Rupees One Crore Seventy Five Lakhs) in aggregate, plus applicable taxes, whichever is lower with effect from financial year commencing from 1st April, 2024. The Independent Director shall also be entitled to reimbursement of all the travelling, boarding, lodging and incidental expenses which she may incur for performing her duties.

The Company has received consent from Ms. Shukla to act as a Director of the Company as prescribed under Section 152(5) of the Act. The Company had also received declaration from Ms. Shukla stating that she meets the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and that she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence. In the opinion of the Board of Directors, Ms. Shukla is independent of the management of the Board and fulfils the conditions specified in the Act, the rules made thereunder, and Listing Regulations, for appointment as an Independent Director.

Further, pursuant to the provisions of section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, Ms. Shukla has registered her name in the data bank of Independent Directors maintained by Indian Institute of Corporate Affairs.

The Company had also received a declaration from Ms. Shukla stating that she is not disqualified from being appointed as a director in terms of Section 164 of the Act and that she is not debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given her consent to act as Director of the Company as per BSE and NSE Circular dated 20th June, 2018.

The directorships held by Ms. Shukla are within the limits prescribed under the Act and Regulation 17A of the Listing Regulations. Further, in terms of Sections 149 and 152 of the Act, the office of Ms. Shukla shall not be liable to retire by rotation.

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

Pursuant to the provisions of section 160 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Company has received notice in writing from a member proposing the candidature of Ms. Vartika Shukla (DIN: 08777885) as a Director of the Company.

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

Accordingly, the Board recommends appointment of Ms. Shukla as an Independent Director of the Company, for a period of 5 (five) consecutive years with effect from 11th August, 2026 upto 10th August, 2031 (both days inclusive), for the approval by the Members of the Company by way of a Special Resolution.

The re-appointment of two Executive Directors and the appointment of one Independent Director is proposed through the instant Notice at the ensuing Annual General Meeting. Upon approval of all the resolutions by the members, 62.5% of the Board will comprise of Independent Directors.

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

Except Ms. Vartika Shukla, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the accompanying Notice.

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

The Board recommends this Special Resolution as set out in Item No. 8 for approval by the Members.

Item No. 9:

The Company has received sanction from the Biotechnology Industry Research Assistance Council (BIRAC), a not-for-profit Section 8, Schedule B, Public Sector Enterprise, set up by Department of Biotechnology, Government of India, incorporated under the Companies Act, 2013, for financial assistance under the "BioEnablers: Biofoundries and Biomanufacturing Hubs" programme for implementation of the project titled "~100 t/a PLA Co-Polymer R&D Facility." The total estimated project cost is ₹10975.00 lakhs (Rupees Ten Thousand Nine Hundred Seventy Five Lakhs only), of which ₹7500.00 lakhs (Rupees Seven Thousand Five Hundred Lakhs only) shall be provided by BIRAC by way of grant assistance and the balance ₹3475.00 lakhs (Rupees Three Thousand Four Hundred Seventy Five Lakhs only) shall be contributed by the Company from its own resources.

The financial assistance is proposed to be availed upon execution of a Grant Letter Agreement ("GLA") with BIRAC. The GLA, inter alia, sets out the scope of the project, approved objectives, implementation schedule, project milestones, funding mechanism and the respective rights and obligations of the parties. Accordingly, it also states the commissioning, validation and trial runs of Pilot Plant to demonstrate operational readiness, generate techno-economic data and scale-up parameters for transition from pilot-scale to commercial-scale production, maintain designated project bank account(s), utilise the grant strictly for the approved project, submit periodic technical and financial reports and utilisation certificates, comply with monitoring and audit requirements, and repay the financial assistance through a fixed royalty mechanism in accordance with the terms of the GLA.

The grant is proposed to support the establishment and implementation of the Company's research and development facility under the aforesaid programme.

The proposed resolution seeks the approval of the Members, as it is required by BIRAC, to enable the Company to execute the Grant Letter Agreement and all ancillary documents, accept the grant assistance, undertake the obligations contemplated therein and authorise the Company's officials to complete all related formalities.

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their respective shareholding, if any, in the Company.

The Board recommends this Ordinary Resolution set out in Item No. 9 for approval by the Members.

Place: Kolkata
Date:11th August, 2026

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

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

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

Annexure to the Notice

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

Name	Mr. Praveen Gupta	Mr. Vivek Saraogi	Ms. Avantika Saraogi	Ms. Vartika Shukla
DIN	09651564	00221419	03149784	08777885
Date of Birth	25th March, 1959	5th February, 1966	17th May, 1991	14th February, 1966
Age	67 years	60 years	35 years	60 years
Date of first appointment on the Board	1st July, 2022	3rd July, 1987	1st January, 2024	11th August, 2026
Profile	With over 44 years of work experience of which nearly 18 have been spent with the Company. Currently he leads the Corporate Technical Team (CTT) to ensure that all the Units meet the technical excellence parameters as set by the CTT for increasing efficiency in operations and drive functional synergies across all units (cost, know-how and knowledge sharing) including EHS aspects., Mr. Praveen Gupta has spearheaded operations, expansion and new technologies implementation in various leadership roles. Quintessentially a people's person, he has led consensus driven growth across categories and organizations. He has been essaying a chief role in the ongoing migration of BCML towards the more value-accretive segments.	Mr. Vivek Saraogi is a dynamic industrialist and an eminent leader in the Indian sugar industry, having more than 40 years of experience in sugar industries and was one of the youngest presidents of the Indian Sugar Mills Association. He served as Chairman of Indian Sugar Exim Corporation Limited and was a former committee member of FICCI and the Indian Chamber of Commerce in Kolkata. As the Chairman and Managing Director of the Company, he has played a pivotal role in transforming the Company into one of the most efficient and diversified integrated sugar manufacturing companies in the country. Under his visionary leadership, the Company has won many awards and grown attractively (both organically and inorganically), emerging as a sectorial leader.	Ms. Avantika Saraogi has over 13 years of experience in the business development segment and actively participates as a Member of ISMA (Indian Sugar & Bio-energy Manufacturers Association). Ms. Saraogi conceived the PLA (Poly Lactic Acid) project and has played a pivotal role in the launch of "Balrampur Bioyug", India's first PLA biopolymer brand, marking a significant step towards sustainable innovation in the Indian sugar industry. Being technologically savvy, she has spearheaded the use of technology in cane operations, with one of her most notable contributions being the development of a Mobile App for farmers which brought immense goodwill for the Company and has put the Company at the forefront of technological transformation. She is also the Chairperson of ISMA Sugar Perception Sub-committee. She has been instrumental in shaping the ESG landscape of the Company, pursuant to which GHG inventorisation of Scope 3 emissions, Life Cycle Assessment, and a Decarbonisation Roadmap have been carried out. Her keen interest in CSR activities has resulted in national-level CSR awards for the Company and Balrampur Foundation, (the CSR arm of the Company.)	Ms. Vartika Shukla is a distinguished leader and an accomplished professional with over 38 years of extensive experience in the fields of engineering consultancy, project management, business strategy and energy sector transformation. She has extensive expertise in mega project implementation, business diversification, sustainability initiatives, strategic in Mega Project Implementation from Concept to Commissioning with 38 years of distinguished career in Engineers India Limited (EIL) under the aegis of the Ministry of Petroleum & Natural Gas. Delivered business services equivalent to investments of around US$100 billion, spanning engineering consultancy, project management, and EPCM solutions for the energy sector and urban infrastructure solutions clients in India and overseas. Steered EIL's sustainable growth to historic achievements through Business Diversification, Strategic Alliances for inorganic growth, Geographical Expansion, Innovation through Technology and Operational Excellence. Ms. Shukla has served as the Chairman and Managing Director of EIL, where she played a pivotal role in driving business diversification, sustainability initiatives, technological innovation and global expansion. She possesses rich expertise in strategic planning, stakeholder engagement, digital transformation, research and development, and operational excellence. Under her leadership, EIL achieved significant milestones in business growth and strengthened its position as a leading engineering consultancy organisation.

Name	Mr. Praveen Gupta	Mr. Vivek Saraogi	Ms. Avantika Saraogi	Ms. Vartika Shukla
Qualification	He is an M.B.A. from the Indian Institute of Management-Kolkata (1984 batch) and has completed his Bachelor of Engineering in Mechanical Engineering from Delhi College of Engineering. He is also an alumnus of the Birla Public School, Pilani.	He is a commerce graduate from St. Xavier's College, Kolkata.	She is a Graduate in Bachelor of Arts from Scripps College, California, USA with distinction (Cum Laude) and has completed EY-ISB Executive Program on Board Effectiveness from Indian School of Business (ISB).	She holds a B.Tech degree in Chemical Engineering from IIT Kanpur (1988) and has also completed a Certificate Programme in Management from IIM Lucknow.
Experience and Skills/Expertise in specific functional area	With over 44 years of work experience, Mr. Praveen Gupta has spearheaded operations, expansion and new technologies implementation in various leadership roles, currently leading the CTT, including EHS. Mr. Praveen Gupta is having the following Skills/ Expertise viz. Industry Knowledge & Experience, Agri Research & Development, Engineering and Technology, Governance & Human Resources, Business Planning and Strategy, Regulatory/Legal and Risk Management, Marketing & Economics, Leadership	Mr. Saraogi has around four decades of experience in sugar industry. Mr. Vivek Saraogi is having the following Skills/ Expertise viz. Industry Knowledge & Experience, Agri Research & Development, Engineering and Technology, Governance & Human Resources, Business Planning and Strategy, Regulatory/Legal and Risk Management, Finance and Accounting, Marketing & Economics, Leadership	Ms. Saraogi has over 13 years of experience in the business development segment and operations. Ms. Avantika Saraogi is having the following Skills/ Expertise viz. Industry Knowledge & Experience, Agri Research & Development, Engineering and Technology, Governance & Human Resources, Business Planning and Strategy, Regulatory/Legal and Risk Management, Information Technology, Finance and Accounting, Marketing & Economics, Leadership	Ms. Shukla has over 38 years of experience in Business Diversification, Strategic Alliances for inorganic growth, Geographical Expansion, Innovation through Technology and Operational Excellence. Ms. Vartika Shukla is having the following Skills/ Expertise viz; Industry Knowledge & Experience, Engineering and Technology, Governance & Human Resources, Business Planning and Strategy, Regulatory/ Legal and Risk Management, Information Technology, Finance and Accounting, Marketing & Economics, Leadership
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Re-appointed as a Whole-time Director with effect from 1st July, 2025. His office is liable to retire by rotation. He is entitled to receive Fixed Pay, Annual Performance Linked Incentive, Perquisites and Stock Options (ESAR & RSU) as approved by the Members at the 49th AGM of the Company held on 30th August, 2025. He being re-appointed is entitled to hold his office till 30th June, 2027.	Re-appointment as a Chairman and Manging Director with effect from 1st April, 2027. His office is not liable to retire by rotation. He is entitled to receive Basic pay, Annual Performance Linked Incentive and Perquisites along with such other terms and conditions as stated in the Explanatory Statement annexed to the Notice.	Re-Appointment as a Whole Time Director designated as Executive Director with effect from 1st January, 2027. Her office is liable to retire by rotation. She is entitled to receive Basic Pay, Annual Performance Linked Incentive and Perquisites, along with such other terms and conditions as stated in the Explanatory Statement annexed to the Notice.	Appointed as Additional Director (Non-Executive, Independent) of the Company w.e.f 11th August, 2026 upto 10th August, 2031 as per the the Terms and conditions of appointment as Non-Executive Independent Director available on the Company's website. She shall be entitled to commission and sitting fees as per the Company's Nomination and Remuneration policy.

Name	Mr. Praveen Gupta	Mr. Vivek Saraogi	Ms. Avantika Saraogi	Ms. Vartika Shukla
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	N.A.	N.A.	N.A.	Refer Item No. 8 of the Notice and Explanatory Statement
Remuneration last drawn by such person, if applicable	Mr. Gupta has drawn a remuneration of ₹129.39 Lakhs (excluding Stock Options) during the FY 25-26. The details of remuneration drawn are provided in the Corporate Governance Report section of the Integrated Annual Report 2025-26.	Mr. Saraogi has drawn a remuneration of ₹935.81 Lakhs during the FY 25-26. The details of remuneration drawn are provided in the Corporate Governance Report section of the Integrated Annual Report 2025-26.	Ms. Saraogi has drawn a remuneration of ₹73.05 Lakhs during the FY 25-26. The details of remuneration drawn are provided in the Corporate Governance Report section of the Integrated Annual Report 2025-26.	N.A.
Directorship of other companies including Listed Companies and Membership/ Chairmanship of Committees of other Boards	None	Directorship in other Companies: i. Neoworth Commercial Private Limited ii. VM Vinimay Private Limited iii. Novel Suppliers Private Limited iv. Auxilo Finserve Private Limited	None	Directorship in other Companies: i. Kalyani Steels Limited
Membership/ Chairmanship of Committees of the Board of the Company	Member- a. Environmental, Social and Governance Committee b. Corporate Social Responsibility Committee c. Risk Management Committee	Member- a. Environmental, Social and Governance Committee b. Stakeholders Relationship Committee c. Risk Management Committee d. Corporate Social Responsibility Committee e. Executive Committee	Member- a. Environmental, Social and Governance Committee b. Stakeholders Relationship Committee c. Risk Management Committee d. Corporate Social Responsibility Committee e. Executive Committee	None
Listed entities from which resigned in the past three years	Nil	Nil	Nil	Engineers India Limited
No. of shares held in the Company	5,431	77,76,618	31,87,007	Nil

Name	Mr. Praveen Gupta	Mr. Vivek Saraogi	Ms. Avantika Saraogi	Ms. Vartika Shukla
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	Father of Ms. Avantika Saraogi (Executive Director, Promoter)	Daughter of Mr. Vivek Saraogi (Chairman and Managing Director, Promoter)	None
No. of Meetings of the Board attended during the year 2025-26	8 out of 8	7 out of 8	7 out of 8	N.A.

Place: Kolkata
Date: 11th August, 2026

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

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

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