



# Balrampur Chini Mills Limited

CIN: L15421WB1975PLC030118

**Registered Office:** FMC Fortuna, 2nd Floor, 234/3A, A.J.C. Bose Road, Kolkata 700 020

**Tel:** +91 33 2287 4749 **Fax:** +91 33 2287 3083, **Email:** secretarial@bcml.in, **Website:** www.chini.com

## NOTICE

**NOTICE** is hereby given that the Forty Fifth (45th) Annual General Meeting of the Members of Balrampur Chini Mills Limited will be held on **Monday, 13th September, 2021 at 4:00 P.M. (IST)** through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following businesses:

### Ordinary Business:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2021 and the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2021 and the Report of the Auditors thereon.
3. To approve and confirm the interim dividend of ₹ 2.50 per Equity Share of the Company paid during the year as final dividend for the financial year ended 31st March, 2021.
4. To appoint a director in place of Dr. Arvind Krishna Saxena (DIN: 00846939), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

### Special Business:

5. **To consider and if thought fit to pass the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “Listing Regulations”) and other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Nomination & Remuneration Committee and approval of the Board of Directors of the Company, Ms. Mamta Binani (DIN: 00462925), who was appointed as an Additional Director of the

Company by the Board of Directors under the category of an Independent Director, with effect from 5th November, 2020 under Section 161 of the Act and the Articles of Association of the Company 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 of the Company, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years beginning from 5th November, 2020 upto 4th November, 2025.

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

6. **To consider and if thought fit to pass 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 framed 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 by the Board of Directors, on the recommendation of the Audit Committee, as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company for the financial year ending 31st March, 2022, amounting to ₹ 4,00,000 plus applicable taxes and reimbursement of out-of-pocket expenses, be and is hereby ratified.

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

Place: Kolkata

Date: 1st June, 2021

### Registered Office:

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

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

Sd/-

**Manoj Agarwal**

Company Secretary and Compliance Officer  
Membership No. A18009

## NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, as amended, (the "Act") and Secretarial Standard on General Meetings (Revised) – 2 (the "SS-2"), relating to Special Businesses to be transacted at the Meeting which the Board of Directors have considered and decided to include as Special Business and which are unavoidable in nature, are 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) (the "Listing Regulations"). Additional disclosures, pursuant to the requirements of SS-2 and Regulation 36 of the Listing Regulations, in respect of the directors seeking appointment / re-appointment form part of this Notice convening the 45th Annual General Meeting (AGM) of the Company (the "Notice").
2. In view of the continuing restrictions on the movement of people at several places in the country due to COVID-19, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 02/2021 dated 13th January, 2021 referring to its earlier Circular no. 20/2020 dated 5th May, 2020, Circular no. 17/2020 dated 13th April, 2020 and Circular no. 14/2020 dated 8th April, 2020 and the Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 have allowed companies to conduct their annual general meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the members at a common venue. In accordance with the aforesaid Circulars and applicable provisions of the Act and the Listing Regulations, the 45th AGM of the Company shall be conducted through VC / OAVM. The instructions for participation in the 45th AGM through VC / OAVM are appended herein below. Participation of members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act. Further, the deemed venue for the AGM shall be the Registered Office of the Company
3. Keeping the convenience of the Members positioned in different time zones, the Meeting has been scheduled at 4:00 PM (IST).
4. **IN TERMS OF THE MCA AND SEBI CIRCULARS MENTIONED HEREINABOVE, THE REQUIREMENT OF SENDING PROXY FORMS TO HOLDERS OF SECURITIES AS PER PROVISIONS**

**OF SECTION 105 OF THE ACT READ WITH REGULATION 44(4) OF THE LISTING REGULATIONS, HAS BEEN DISPENSED WITH. THEREFORE, THE FACILITY TO APPOINT PROXY BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND CONSEQUENTLY, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THE NOTICE.**

However, in pursuance of Section 113 of the Act and Rules framed thereunder, the institutional/corporate members are entitled to appoint authorized 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 / Power of Attorney/ appropriate Authorization Letter authorizing their representative to vote on their behalf, to the Scrutinizer through e-mail at [cs.amberahmad@gmail.com](mailto:cs.amberahmad@gmail.com) with the subject line "Balrampur Chini Mills Limited – 45th AGM" with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com).

5. Since the AGM will be held through VC or OAVM, no Route Map is being provided with the Notice.

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

6. In compliance with the aforesaid MCA and SEBI Circulars, the Notice and the Annual Report is being sent only through electronic mode to all the Members whose email addresses are registered with the Company/RTA/Depositories.
7. Members may note that the Notice and the Annual Report will also be available on the Company's website at [www.chini.com](http://www.chini.com), the websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of the e-voting agency <https://evoting.kfintech.com/>.
8. KFin Technologies Private Limited (formerly, Karvy Fintech Private Limited, hereinafter referred to as "KFin"), the Company's Registrar and Transfer Agent will provide the facility for voting through remote e-voting, for participating in the AGM through VC / OAVM and e-voting during the AGM.
9. Pursuant to the MCA's Circular, the Company has published a newspaper advertisement dated 1st August, 2021 urging its members (who have not registered their email IDs) to register

their email IDs at the earliest. However, Members who have still not registered their email IDs, are requested to do so at the earliest, in the following manner:

- a) Members holding shares in electronic mode can get their email IDs registered by contacting their respective Depository Participant.
- b) Members holding shares in physical mode are requested to register their email IDs with the Company or KFin, for receiving the Notice and Annual Report. Requests can be emailed to at [investorgrievances@bcml.in](mailto:investorgrievances@bcml.in) or [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or by logging into <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>. Members are requested to mention their Folio No. or Demat Account No.

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 internet with a good speed to avoid any disturbance during the AGM. Members will need the latest version of Chrome, Safari, Internet Explorer 11, 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. 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, Nomination & 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. Monday, 6th September, 2021 and who would like to speak or express their views or ask questions during the AGM may register themselves as speakers at <https://emeetings.kfintech.com> and clicking on 'Speaker Registration' during the period from Friday, 10th September, 2021 (10:00 A.M. IST) upto Sunday, 12th September, 2021 (5:00 P.M. IST). Those Members who have registered themselves as a speaker will only be allowed to speak / express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.

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 Sunday, 12th September, 2021.

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

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

16. In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and Regulation 44 of the Listing Regulations, the Company has engaged the services of KFin to provide remote e-voting facility to all the Members to enable them to cast their votes electronically in respect of the businesses 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. Members who would have cast their vote by remote e-voting may attend the Meeting through VC/OAVM, but shall not be able to vote at the Meeting. Such a member will also not be allowed to change or cast vote again. The facility of voting through electronic means will also be available during the Meeting. Members attending the Meeting who would have not already cast their vote by remote e-voting shall be able to cast their vote during the Meeting.
19. 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. S. V. Raju, Deputy General Manager - Corporate Registry or Mr. Balaji Reddy, Manager – Corporate Registry of KFin Technologies Private Limited at the email ID at [evoting@kfintech.com](mailto:evoting@kfintech.com) KFin's toll free no.: 1800-309-4001 for any further clarifications / technical assistance that may be required.
20. **The process and manner for remote e-voting are as under:**
  - a. Pursuant to the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of 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 shareholders participating in the meeting who have not cast their votes by remote e-voting shall be able to exercise their right during the meeting through e-voting.
  - c. The shareholders who have cast 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 shareholders using an electronic voting system ("remote e-voting") during the prescribed time prior to AGM and voting during AGM will be provided by service provider KFin.
  - e. The remote e-voting period commences on Friday, 10th September, 2021 (10:00 A.M. IST) and ends on Sunday, 12th September, 2021 (5:00 P.M. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off Date of Monday, 6th September, 2021 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by KFin for voting thereafter. Once a shareholder casts his vote on a resolution, the shareholder 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 cut-off date i.e. Monday, 6th September, 2021 may obtain the User ID and Password in the manner mentioned below by sending email to the Company at [secretarial@bcml.in](mailto:secretarial@bcml.in) along with authentic proof of shareholder or to write to KFin at [evoting@kfintech.com](mailto:evoting@kfintech.com) sufficiently before closing of the remote e-voting.
  - g. The process and the manner for remote e-voting and e-voting during AGM is as under:

As per the SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

## Individual Shareholders (holding securities in DEMAT mode) - Login through Depositories.

NSDL	CDSL
<p><b>1. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"><li>I. URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li><li>II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</li><li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li><li>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li></ol> <p><b>2. User not registered for IDeAS e- Services</b></p> <ol style="list-style-type: none"><li>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li><li>II. Select “Register Online for IDeAS”</li><li>III. Proceed with completing the required fields.</li></ol> <p><b>3. By visiting the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"><li>I. URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li><li>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li><li>III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li><li>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li><li>V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li></ol>	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"><li>I. URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li><li>II. Click on New System Myeasi</li><li>III. Login with user id and password.</li><li>IV. Option will be made available to reach e-Voting page without any further authentication.</li><li>V. Click on e-Voting service provider name to cast your vote.</li></ol> <p><b>2. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"><li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>II. Proceed with completing the required fields.</li></ol> <p><b>3. By visiting the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"><li>I. URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li><li>II. Provide demat Account Number and PAN</li><li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li><li>IV. After successful authentication, user will be provided links for the respective ESP (E-voting Service Provider) where the e-Voting is in progress.</li></ol>

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

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43.

### **Individual Shareholders (holding securities in DEMAT mode) - Login through their Depository Participants.**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

### **Login method for Non-Individual Shareholders and Shareholders holding securities in Physical Form**

- a. Initial Password is provided in the body of the email.
  - b. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
  - c. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No. /DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
  - d. After entering the details appropriately, click on LOGIN.
  - e. You will reach the 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.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - f. You need to login again with the new credentials.
  - g. On successful login, the system will prompt you to select the EVENT i.e. Balrampur Chini Mills Limited.
  - h. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- i. Click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
  - j. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
  - k. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory (ies) who is/are authorised to vote, to the Scrutinizer through email at [cs.amberahmad@gmail.com](mailto:cs.amberahmad@gmail.com) with the subject line "Balrampur Chini Mills Limited – 45th AGM" with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and may also upload the same in the e-voting module in their login.
  - l. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and evoting manual available at <https://evoting.kfintech.com> under help section or call on 1800 309 4001 (toll free).
  - m. All grievances connected with the facility for voting by electronic means may be addressed to KFin or send an email to [evoting@kfintech.com](mailto:evoting@kfintech.com) or call 1800 309 4001 (Toll Free).
  - n. A person, whose name is recorded in the Register of Shareholders or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Monday, 6th September, 2021 only shall be entitled to avail the facility of remote e-voting or voting at the AGM.
  - h. In case of Joint holders, login ID/User Id and password details shall be sent to the first holder of the shares. Accordingly, the vote using user ID and Password sent to first holder is recognized on behalf of all the joint holders as the shareholder who casts the vote through the remote e-voting services of KFin, is doing so on behalf of all joint



holders. First holder shall mean the holder of shares, whose name is first registered against the shares held.

A person who is not a member as on the cut-off date, Monday, 6th September, 2021 should treat this Notice for information purpose only.

**22. 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.
23. The Board of Directors has appointed CS Amber Ahmad, Proprietor, Amber Ahmad & Associates, Company Secretaries, (FCS No.: 9312 / CP No.: 8581), or failing her, such other practicing company secretary as the Executive Committee of the Board of Directors of the Company may appoint, as the Scrutinizer for scrutinizing the process of remote e-voting and e-voting during the Meeting in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of the Meeting, unblock the votes cast through remote e-voting and e-voting done during the Meeting in presence of atleast two witnesses not in 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.
24. The Results of remote e-voting and voting at the Meeting shall be declared by the Chairman or by any other director duly authorised in this regard. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website ([www.chini.com](http://www.chini.com)) and also be displayed on the Notice Board of the Company at its Registered Office for atleast 3 days and on the website of KFin (<https://evoting.kfintech.com/>) immediately after the results are declared and simultaneously communicated to the Stock Exchanges in compliance with regulation 44(3) of the Listing Regulations.

**GENERAL:**

25. Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's RTA i.e. KFin for consolidation into single folio.
26. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 7th September, 2021 to Monday, 13th of September, 2021 (both days inclusive).
27. The Board of Directors, had declared interim dividend @ 250% i.e. ₹ 2.50 per equity share of ₹ 1 each at its Meeting held on 2nd February, 2021 which was paid to the equity shareholders whose names appeared on the Company's Register of Members or in the records of the depositories as beneficial owners on 12th February, 2021. The Board has not proposed any final dividend for the financial year ended 31st March, 2021 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.
28. Members holding shares in electronic form may note that the Company or its Registrar and Transfer Agent (KFin) cannot act on any request received directly from the members holding shares in electronic form for any change in their address or bank particulars or bank mandates. Such changes are to be advised only to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address and / or bank mandates immediately to KFin.
29. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website ([www.chini.com](http://www.chini.com)) under the section "Investor referencer".
30. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to the Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / KFin.

31. Since securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, members holding shares in physical form are requested to get their shares dematerialized at the earliest. Further, pursuant to the amendment in the Listing Regulations and subsequent notification issued by SEBI, on and from 1st April, 2019, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. In this regard, SEBI has clarified by a Press Release that the said amendments does not prohibit an investor from holding the shares in physical form and the investor has the option of holding shares in physical form even after 1st April, 2019. However, any investor who is desirous of transferring shares (which are held in physical form) after 1st April, 2019 can do so only after the shares are dematerialized.

#### **TRANSFER OF UNCLAIMED / UNPAID DIVIDEND TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF):**

32. In terms of Section 125 of the Act, read with rules made thereunder, the Company is required to transfer the unpaid dividend amounts which remained unclaimed for 7 years from the date of transfer of such amounts to Unpaid Dividend A/C to Investor Education and Protection Fund. In compliance with the same, the Company has transferred Unpaid Dividend for the year 2012-13 amounting to ₹ 38.57 Lacs to Investor Education and Protection Fund on 3rd October, 2020.

#### **COMPULSORY TRANSFER OF EQUITY SHARES TO INVESTOR EDUCATION AND PROTECTION FUND SUSPENSE ACCOUNT:**

33. In terms of the provisions of the Section 124(6) of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended) and other applicable rules, notifications and

circulars, if any, the Company has transferred the shares, in respect of which dividend remained unpaid / unclaimed for a period of seven (7) consecutive years to the Demat Account of the IEPF Authority after giving individual as well as newspaper notices to the shareholders holding shares relating to which they have not encashed their dividend since 2012-13 (i.e. none of the dividend(s) declared since 2012-13 were encashed).

#### **HOW TO CLAIM UNCLAIMED / UNPAID DIVIDEND & EQUITY SHARES TRANSFER TO IEPF**

34. The members who have a claim on above dividends and shares may claim the same from IEPF Authority by submitting an online application in web Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a duly signed physical copy of the same to the Company, along with requisite documents enumerated in the Form IEPF-5.

#### **PROCEDURE FOR INSPECTION OF DOCUMENTS:**

35. All documents referred to in the Notice and the Explanatory Statement shall be made available electronically for inspection by the Members of the Company, without payment of fees upto and including the date of AGM. Members seeking inspection of the aforementioned documents can send an email to [secretarial@bcml.in](mailto:secretarial@bcml.in) with the subject line "Balrampur Chini Mills Limited – 45th AGM" from their registered e-mail addresses mentioning their names and folio numbers / demat account numbers.

36. During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act shall be made available for inspection by the Members through electronic mode during the AGM.



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

Sl. No.	Particulars	Details of access
a.	<b>Link of the AGM and for participation through VC/OAVM</b>	<a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> by using e-voting credentials and clicking on video conference
b.	<b>Link for posting AGM queries and speaker registration and period of registration</b>	<a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> by using e-voting credentials and clicking on "post your queries" / "Speaker registration" as the case may be.  Period of registration: Friday, 10th September, 2021 (10:00 A.M. IST) upto Sunday, 12th September, 2021 (5:00 P.M. IST)
c.	<b>Username and password for VC</b>	Members may attend the AGM through VC by accessing the link <a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> by using the remote e-voting credentials. Please refer the instructions provided separately which forms part of the Notice.
d.	<b>Helpline number for VC participation and e-voting</b>	Contact KFin Technologies Private Limited at 1800-309-4001 or write to them at <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a>
e.	<b>Cut-off date for e-voting</b>	Monday, 6th September, 2021
f.	<b>Time period for remote e-voting</b>	Commences on Friday, 10th September, 2021 (10:00 A.M. IST) and ends on Sunday, 12th September, 2021 (5:00 P.M. IST)
g.	<b>Book closure dates</b>	Tuesday, 7th September, 2021 to Monday, 13th of September, 2021 (both days inclusive)
h.	<b>Link for Members to update email ID</b>	<a href="https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx">https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx</a>
i.	<b>Last date for publishing results of the e-voting</b>	Wednesday, 15th September, 2021
j.	<b>Registrar and Transfer Agent - contact details</b>	KFin Technologies Private Limited Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032 Tel: 1800-309-4001 <a href="http://www.kfintech.com">www.kfintech.com</a>
k.	<b>Balrampur Chini Mills Limited – contact details</b>	234/3A, A. J. C. Bose Road, FMC Fortuna, 2nd Floor, Kolkata – 700020 Email: <a href="mailto:secretarial@bcml.in">secretarial@bcml.in</a>

Place: Kolkata

Date: 1st June, 2021

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

**Registered Office:**

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

Sd/-

**Manoj Agarwal**

Company Secretary and Compliance Officer  
Membership No. A18009

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

The following Explanatory Statement sets out all material facts and recommendation of the Board of Directors of the Company relating to the Special Businesses set out in Item No. 5 and 6 of the accompanying Notice dated 1st June, 2021:-

### Item No. 5

In terms of the provisions of the Companies Act, 2013, as amended, (the "Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the "Listing Regulations") and the recommendation of the Nomination & Remuneration Committee, Ms. Mamta Binani was appointed as an Additional Director (under the category of independent director) by the Board of Directors of the Company at its meeting held on 4th November, 2020, with effect from 5th November, 2020 and holds office upto the date of this Annual General Meeting.

Ms. Mamta Binani is a Fellow Member and also the National Past President of the Institute of Company Secretaries of India (ICSI) for the year 2016. She is a lawyer by profession and had been a Practising Company Secretary for over 21 years. She is also the first registered Insolvency Professional in the country and specializes in corporate and insolvency laws.

Pursuant to provisions of section 160 of Act read with Rule 13 of Companies (Appointment and Qualification of Directors) Rules, 2014, the Company has received notice in writing from a member proposing the candidature of Ms. Binani (DIN: 00462925) as an Independent Director of the Company.

The Company has received consent from Ms. Binani 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. Binani stating that she meets the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) 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.

Further, pursuant to the provisions of Rule 6 of the Companies (Appointment and qualifications) Rules, 2014, Ms. Binani has registered her name in the data bank of Independent Directors maintained by Indian Institute of Corporate Affairs ('Institute'), and she has also passed the online proficiency self-assessment test conducted by the Institute on 18th March, 2020.

The Company had also received a declaration from Ms. Binani stating that she is not disqualified from being appointed as a director in

terms of Section 164 of the Act 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. Binani are within the limits prescribed under the Act and Regulation 17A of the Listing Regulations. Further, in terms of Sections 149 and 152 of the Act, the office of Ms. Binani shall not be liable to retire by rotation.

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

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

In the opinion of the Board, Ms. Mamta Binani is a person of integrity and possesses relevant expertise and experience and fulfills 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. Binani's skills, experience and knowledge, her association would be of immense benefit to the Company as an Independent Director.

Accordingly, the Board recommends appointment of Ms. Binani as an Independent Director of the Company upto 4th November, 2025 for the approval by the members of the Company by way of an ordinary resolution.

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

Except Ms. Mamta Binani, being an appointee, none of the other Directors 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. 5 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 Revised Secretarial Standard on General Meetings (SS-2) of ICSI. Other disclosures required under the Act, SS-2 and Regulation 36 of the Listing Regulations have been provided as an Annexure hereto.

**Item No. 6**

The Board, on recommendation of the Audit Committee, approved the appointment of M/s Mani & Co., Cost Accountants (Firm Registration No.: 000004) as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company relating to Sugar (including Industrial Alcohol) and Electricity for the financial year ending 31st March, 2022 at a remuneration of ₹ 4,00,000 plus taxes, as applicable and reimbursement of out of pocket expenses. In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014

(as amended), the remuneration payable to the Cost Auditors is required to be ratified by the Shareholders 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, 2022, 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.

Place: Kolkata

Date: 1st June, 2021

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 – 2 (Revised) as issued by the Institute of Company Secretaries of India, a statement containing the requisite details of the concerned Directors is given below:

Name	Dr. A. K. Saxena	Ms. Mamta Binani
DIN	00846939	00462925
Date of Birth	26th August, 1951	10th October, 1972
Age	69 years	48 years
Profile	Dr. A. K. Saxena has specialization in Industrial Mycology, Bio-composting, Mushroom Production and Processing from Horst, Holland. He has wide experience of more than 47 years and is associated with the Company since 2002. He held previously prestigious positions in various organizations and was also associated with scientific and research activities as visiting expert in National Botanical Research Institute (Council of Scientific & Industrial Research).	Dr. (h.c.) Mamta Binani is the National Past President of the Institute of Company Secretaries of India (ICSI) for the year 2016. She is the second lady President of ICSI in the illustrious history of the Institute of 52 years. She is the first insolvency professional in the country, to be registered with the Insolvency & Bankruptcy Board of India. She also serves as an Independent Director on few of the prestigious Boards and has served as the promoter director of the ICSI Insolvency Professionals Agency (now known as ICSI Institute of Insolvency Professionals). Ms. Binani has also been bestowed with various medals, certificates and awards including the prestigious D.L. Mazumdar's Silver Medal, Tejaswini Award, Mauji Ram Memorial Award, Bharat Nirman Awards etc.
Qualification	M.Sc. & Ph.D. (Botany)	She is a commerce graduate, a Fellow Member of the Institute of Company Secretaries of India and a law graduate. She is also a registered Insolvency Professional.
Experience and Expertise in specific functional area	Dr. A. K. Saxena has wide experience of more than 47 years and is associated with the Company since 2002.	She was practising as a Company Secretary for over 21 years. She is now practising as an Advocate and specializes in corporate and insolvency laws.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Refer item no. 6 of the Notice and Explanatory Statement of the 41st Annual General Meeting of the Company.	Appointed w.e.f. from 5th November, 2020 as an Additional-cum-Independent Director as per the terms and conditions of appointment as Independent Director, as displayed on the Company's website at the following weblink:  <a href="https://chini.com/sustainability/governance/">https://chini.com/sustainability/governance/</a>

Remuneration last drawn by such person, if applicable	Refer Corporate Governance Report of the Company for the Financial Year 2020-21.	Refer Corporate Governance Report of the Company for the Financial Year 2020-21.
Remuneration sought to be paid	Refer item no. 6 of the Notice and Explanatory Statement of the 41st Annual General Meeting of the Company.	She is entitled to receive commission in terms of the Special Resolution passed by the Shareholders at the AGM held on 30th August, 2019 and sitting fees as per the provisions of the Companies Act, 2013.
Date of first appointment on the Board	31st July, 2008	5th November, 2020
Membership/Chairmanship of Committees of the Board of the Company	Member of Executive Committee of the Board	Member of Audit Committee Member of Executive Committee of the Board
Other Directorships and Membership / Chairmanship of Committees of other Boards	None	<p><b>Listed Companies (excluding foreign companies):</b></p> <ul style="list-style-type: none"> <li>• Emami Paper Mills Limited</li> <li>• Century Plyboards (India) Limited</li> <li>• Skipper Limited</li> <li>• GPT Infraprojects Limited</li> <li>• La Opala R G Limited</li> <li>• Kkalpana Industries (India) Limited</li> </ul> <p><b>Unlisted Companies (excluding foreign companies):</b></p> <ul style="list-style-type: none"> <li>• Anmol Industries Limited</li> <li>• Uttam Galva Metallics Limited</li> <li>• Uttam Value Steels Limited</li> </ul> <p><b>Membership in other Board Committees:</b></p> <ul style="list-style-type: none"> <li>• GPT Infraprojects Limited – Audit Committee</li> </ul> <p><b>Chairmanship in other Board Committees:</b></p> <ul style="list-style-type: none"> <li>• Century Plyboards (India) Limited – Stakeholders’ Relationship Committee</li> <li>• Anmol Industries Limited – Audit Committee</li> </ul>
No. of shares held in the Company	15039 Equity Shares of Re. 1 each	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None
No. of Meetings of the Board attended during the year	4 out of 4 during the year 2020-21	1 out of 1 from 5th November, 2020 till 31st March, 2021

Place: Kolkata  
Date: 1st June, 2021

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

**Registered Office:**

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

Sd/-

**Manoj Agarwal**

Company Secretary and Compliance Officer  
Membership No. A18009