



# BALRAMPUR CHINI MILLS LIMITED

CIN - L15421WB1975PLC030118

Reg.Off. : FMC Fortuna, 2nd Floor, 234/3A, A. J. C. Bose Road, Kolkata - 700 020

P : 033 2287 4749

F : 033 2283 4487

E : bcml@bcml.in

W : www.chini.com

March 23, 2023

<b>National Stock Exchange of India Limited</b> Listing Department, Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E) Mumbai- 400051	<b>BSE Limited</b> The Corporate Relationship Department 1st Floor, New Trading Wing, Rotunda Building, Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai- 400001
<b>Scrip Code:</b> BALRAMCHIN	<b>Scrip Code:</b> 500038

Dear Sir/ Madam,

Ref : **Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Sub: **Postal Ballot Notice**

Further to the outcome of meeting of the Board of Directors of the Company dated 21<sup>st</sup> March., 2023, please find enclosed copy of Postal Ballot Notice along with the Explanatory Statement ("Notice") dated March 21, 2023, being sent to the Members of Balrampur Chini Mills Limited ("**the Company**") to seek approval by way of remote electronic voting ("remote e-voting") in respect of the following Special Resolution, as set out in the Notice:

Item No	Description of Special Resolution
1.	Approval of " <b>BCML Employees Stock Appreciation Rights Plan 2023</b> " (" <b>ESAR 2023</b> "/ " <b>Plan</b> ")

In compliance with the provisions of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India ("**MCA Circulars**"), this Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, March 17, 2023** ("Cut- off date"), seeking their approval as set out in the Postal Ballot Notice.

The Company has engaged the services of Kfin Technologies Limited ("Kfintech") for the purpose of providing e-voting facility to all its members. The remote e-voting will commence from **Saturday, March 25, 2023 (9:00 a.m. IST)** and shall end on **Sunday, April 23, 2023 (5:00 p.m. IST)**. The results of the postal ballot will be announced on or before **Tuesday, April 25, 2023**.

In accordance with the provisions of the MCA Circulars, the Company has arranged for the Members to register their e-mail addresses. Therefore, those Members who have not yet registered their e-mail addresses are requested to register their e-mail address by following the procedure set out in the Notes to the Postal Ballot Notice.



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W : www.chini.com

The above information will be made available on the website of the Company at [www.chini.com](http://www.chini.com).

This is for your information and records.

Thanking you,

Yours faithfully,

For **Balrampur Chini Mills Limited**

**Manoj Agarwal**

**Company Secretary and Compliance Officer**



# 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

## POSTAL BALLOT NOTICE

*[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]*

*Dear Member(s),*

Notice is hereby given pursuant to section 110 read with section 108 and other applicable provisions, if any, of the Companies Act, 2013, as amended ("**Act**") and other applicable provisions, if any, read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ("**Rules**"), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India ("**MCA Circulars**") and pursuant to other applicable laws and regulations, if any, the resolution appended below is proposed to the Shareholder(s) of Balrampur Chini Mills Limited ("**Company**"), to be passed as Special Resolution through Postal Ballot only by way of remote e-voting process ("**remote e-voting**").

The Statement pursuant to section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice are annexed hereto.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors at its meeting held on March 21, 2023, has appointed CS Mohan Ram Goenka, Practicing Company Secretary (FCS No.: 4515/CP No.: 2551) of M/s. MR & Associates, Company Secretaries as the Scrutinizer for conducting the Postal Ballot through remote e-voting process

in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of KFin Technologies Limited ("**Kfintech**"), as the agency to provide remote e-voting facility.

In compliance with the aforementioned MCA Circulars, the Company will send Postal Ballot Notice by email to all its Members who have registered their email addresses with the Company/Registrar & Share Transfer Agent or Depository/Depository Participants and the communication of assent/dissent of the Members will only take place through the remote e-voting system. Hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot.

The remote e-voting period shall commence on Saturday, March 25, 2023 at 9:00 AM (IST). Members are requested to cast their vote through remote e-voting at any time before 5:00 P.M. (IST) on Sunday, April 23, 2023 (i.e. the last date to cast vote electronically). The remote e-voting module shall be disabled thereafter. The last day of voting i.e. April 23, 2023, shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of remote e-voting along with the scrutinizer's report will be announced within two working days from the conclusion of the voting period and the same will be displayed on the Company's website www.chini.com and on the KFinTech's website at <https://evoting.kfintech.com> and will also be communicated to the BSE Limited and National Stock Exchange of India Limited, Stock Exchanges where equity shares of the Company are listed. Further,

the results shall be displayed on the Notice Board of the Company at its Registered Office for at least 3 (three) days from the date of declaration of voting results.

The Company is desirous of seeking your consent for the proposal as contained in the Resolution given hereinafter. You are requested to peruse the proposed Resolution along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

### Special Business:

#### 1. Approval of "BCML Employees Stock Appreciation Rights Plan 2023" ("ESAR 2023"/ "Plan")

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of section 62(1) (b) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended, and enacted from time to time read with all circulars and notifications issued thereunder ("SEBI SBEB & SE Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and other applicable provisions, if any, (including any statutory modification or re-enactment thereof) the relevant provisions of the Memorandum and Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Members be and is hereby accorded to the introduction and implementation of **"BCML Employees Stock Appreciation Rights Plan 2023" ("ESAR 2023"/ "Plan")** and authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee to exercise its powers, including the powers, conferred by this resolution) to create, and grant from time to time, in one or more tranches, such Employee Stock Appreciation Rights ("ESARs"), to or for the benefit of such person(s) who are in permanent employment of the Company within the meaning of ESAR 2023, including any director, whether whole time or otherwise (other than promoters of the company, or member of the promoter group, independent directors and directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), as may be decided under ESAR 2023, exercisable into not more than **40,00,000 (Forty Lakhs only)**

equity shares of face value of ₹ 1/- (Rupee One) each fully paid-up, where one ESAR upon exercise shall entitle for lesser than one equity share of the Company to be issued on such terms and conditions, as may be determined in accordance with the provisions of the ESAR 2023 and in due compliance with the applicable laws and regulations including SEBI SBEB & SE Regulations.

**RESOLVED FURTHER THAT** the equity shares so issued and allotted as mentioned hereinbefore shall rank pari passu with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** in case of any Corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the ESAR Grantees for the purpose of making a fair and reasonable adjustment to the ESARs granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued.

**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the ESAR Grantees under the plans shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 1/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of the securities allotted under the ESAR 2023 on the stock exchanges, where the equity shares of the Company are listed in due compliance with SEBI SBEB & SE Regulations and other applicable laws.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESAR 2023.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESAR 2023 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents,

writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESAR 2023 and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, SEBI SBEB & SE Regulations and any other applicable laws in force.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint merchant Bankers, brokers, solicitors, registrars and other advisors, consultants or representatives,

being incidental to the effective implementation and administration of ESAR 2023 as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of directors with a power to further delegate to any executives / officers of the company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard."

Place: Kolkata

Date: March 21, 2023

**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:**

- a) The Explanatory Statement pursuant to the provisions of Section 102 of the Act stating all material facts and the reason/ rationale for the proposal is annexed herewith.
- b) In accordance with the MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.
- c) The Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on Friday, March 17, 2023, the cut-off date. Any person, who is not a Member as on the cut-off date, should treat this Postal Ballot Notice for information purposes only. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email addresses with the Company/Depositories/Registrar and Share Transfer Agent (RTA). The same will also be available on the Company's website [www.chini.com](http://www.chini.com), 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 KFin Technologies Limited (Kfintech/RTA) at [www.kfintech.com](http://www.kfintech.com).

- d) Members who have not registered/updated their email IDs so far are requested to register/update the same to get all notices, communiques, etc. from the Company, electronically, as per the following procedure:

Type of Holder	Process to be followed
<b>Physical Holding</b>	Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to KFinTech at: einward.ris@kfintech.com or to the Company at: secretarial@bcml.in along with the copy of the signed request letter mentioning the name, folio no and address of the Member, Form ISR 1 (available in the Website of the Company), self-attested copy of the PAN Card and self-attested scanned copy of any document (such as Driving License, Election Identity Card, Passport, etc.) as proof of address of the Member.
<b>Demat Holding</b>	Contact respective Depository Participant.

The shareholders can also temporarily update their email IDs with RTA by visiting on its website: <https://ris.kfintech.com/clientservices/postalballot/>

Members are requested that for permanent registration of their e-mail address, they are required to register their e-mail address, in respect of electronic holdings, with their concerned Depository Participants and in respect of physical holdings, with KFin Technologies Limited.

Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their Depository Participants / RTA to enable servicing of notices / documents / Annual Reports and other communications electronically to their email address in future.

- e) In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the MCA Circulars and Secretarial Standards 2 on General Meetings, the Company has provided e-voting facility alone for its Members to enable them to cast their votes electronically. The Company has engaged the services of KFinTech to provide e-voting facility to its members.
- f) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on the cut-off date i.e. Friday, March 17, 2023.
- g) The e-voting commences on Saturday, March 25, 2023 at 9:00 AM (IST) and ends on Sunday, April 23, 2023, at 5.00 PM (IST)
- h) Once the vote on the Resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
- i) The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of remote e-voting along with the scrutinizer's report will be announced within two working days from the conclusion of the voting period and the same will be displayed on the Company's website [www.chini.com](http://www.chini.com) and on the KFinTech's website at <https://evoting.kfintech.com> and will also be communicated to the BSE Limited and National Stock Exchange of India Limited, Stock Exchanges where equity

shares of the Company are listed. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office for at least 3 days from the date of declaration of voting results.

- j) In terms of the MCA Circulars and in the view of the Board of Directors, matters included in this Notice are unavoidable and hence, is proposed to be approved through Postal Ballot. All material documents referred to in the explanatory statement will be made available for inspection by the members at the registered office during the office hours on all working days from the date of dispatch of the Notice, until the last date of receipt of votes by remote e-voting, without any fee.
- k) The last date specified by the Company for e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
- l) Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic means, if any:

**Shri Manoj Agarwal**

Company Secretary and Compliance Officer,  
Balrampur Chini Mills Limited,  
FMC Fortuna, 2nd Floor,  
234/3A A. J. C. Bose Road, Kolkata 700020,  
Tel: (91 33) 2287 4749; Email – [secretarial@bcml.in](mailto:secretarial@bcml.in)

**Shri Shaibal Roy**

Asst. General Manager,  
KFin Technologies Limited,  
Unit: Balrampur Chini Mills Limited,  
Selenium Tower B, Plot No. 31-32,  
Financial District, Nanakramguda, Serilingampally Mandal,  
Hyderabad - 500 032;  
Toll free no. 18003094001 Email - [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

- m) The dispatch of postal ballot and explanatory statement shall be announced by way of an advertisement in one Regional Newspaper, widely circulated in Kolkata (in vernacular language i.e. Bengali) and one English Newspaper circulated throughout India (in English Language) and shall be hosted at the Company's website at [www.chini.com](http://www.chini.com)

**n) PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING:**

**I. FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT**

In terms of the SEBI circular dated 9th December, 2020 on e-voting facility provided by listed companies, Individual shareholders holding shares of the Company 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.

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

<b>NSDL</b>	<b>CDSL</b>
<p>1. User already registered for IDeAS facility of NSDL:</p> <ol style="list-style-type: none"> <li>i. Type in the browser / click on the e-Services link: <b>https://eservices.nsdl.com</b></li> <li>ii. Click on the 'Beneficial Owner' icon under 'IDeAS' section.</li> <li>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'.</li> <li>iv. Click on 'Active E-Voting Cycles' option under e-Voting.</li> <li>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.</li> </ol>	<p>1. User already registered for Easi/Easiest facility of CDSL:</p> <ol style="list-style-type: none"> <li>i. Type in the browser / click on any of the following links: <b>https://web.cdslindia.com/myeasi/home/login</b> or <b>www.cdslindia.com</b></li> <li>ii. Click on New System Myeasi / Login to My Easi option under Quick Login.</li> <li>iii. Enter your User ID and Password for assessing Easi / Easiest.</li> <li>iv. 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.</li> </ol>
<p>2. User not registered for IDeAS e-Services facility of NSDL:</p> <ol style="list-style-type: none"> <li>i. To register type in the browser /click on, any of the following e-Service link: <b>https://eservices.nsdl.com</b> Or <b>https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</b></li> <li>ii. Select 'Register Online for IDeAS'</li> <li>iii. Proceed to complete your registration using your DP ID, Client ID, Mobile number and other required details.</li> <li>iv. After successful registration, follow the steps mentioned under Para 1 above to cast your vote.</li> </ol>	<p>2. User not registered for Easi/Easiest facility of CDSL:</p> <ol style="list-style-type: none"> <li>i. To register type in the browser /click on the following link: <b>https://web.cdslindia.com/myeasi/Registration/EasiRegistration</b></li> <li>ii. Proceed to complete your registration using your DP ID, Client ID, Mobile number and other required details.</li> <li>iii. After successful registration, follow the steps mentioned under Para 1 above to cast your vote.</li> </ol>
<p>3. User may directly access the e-Voting website of NSDL:</p> <ol style="list-style-type: none"> <li>i. Type in the browser /click on the following link: <b>https://www.evoting.nsdl.com/</b></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 starting with IN), Password/OTP and a Verification Code as shown on the screen.</li> </ol>	<p>3. User may directly access the e-Voting website of CDSL:</p> <ol style="list-style-type: none"> <li>i. Type in the browser /click on the following link: <b>www.cdslindia.com</b></li> <li>ii. Click on E-Voting and enter your DP ID &amp; Client ID and PAN.</li> <li>iii. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> </ol>

NSDL	CDSL
<ul style="list-style-type: none"> <li>iv. Post successful authentication, you will be redirected to e-Voting page on NSDL website.</li> <li>v. Click on 'Active E-Voting Cycles / VC or OAVMs' option under e-Voting.</li> <li>vi. 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 cannot cast your vote without any further authentication.</li> </ul>	<ul style="list-style-type: none"> <li>iv. After successful authentication, you will enter e-voting module of CDSL.</li> <li>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.</li> </ul>

**Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned websites.**

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 helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>	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 <b>022- 23058738</b> or <b>022- 23058542-43</b> .

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

**B. In case of a shareholder whose e-mail address is not registered / updated with the Company / RTA / Depository Participant(s), please follow the following steps to generate your login credentials:**

- i. Shareholders holding shares in physical mode, who have not registered / updated their email

addresses with the Company, are requested to register / update the same by clicking on <https://ris.kfintech.com/clientservices/postalballot/> or by providing necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy), AADHAR (self-attested scanned copy) by email to **evoting@kfintech.com** and cc to the Company at **secretarial@bcml.in**.

- ii. Shareholders holding shares in dematerialised mode, shall provide Demat account details (CDSL - 16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by email to [evoting@kfintech.com](mailto:evoting@kfintech.com) and cc to the Company at [secretarial@bcml.in](mailto: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 (x) to cast your vote.

**III. GENERAL INSTRUCTIONS/INFORMATION FOR MEMBERS FOR VOTING ON THE RESOLUTION**

- i. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., to the Scrutinizer at [goenkamohan@gmail.com](mailto:goenkamohan@gmail.com) with a copy marked to **einward.ris@kfintech.com** and **secretarial@bcml.in**
  - ii. In case of any queries, please visit 'Help' and 'Frequently Asked Questions' (FAQs) section / E-voting user manual available through a dropdown menu in the 'Downloads' section available at RTA's website <https://evoting.kfintech.com> or call at toll free no. 18003094001. Any grievance relating to e-voting may be addressed to Mr. Shaibal Roy, Asst. General Manager, at e-mail id: **einward.ris@kfintech.com**.
- o) The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

# EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH REGULATION 6 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021 AND OTHER APPLICABLE LAWS (AS AMENDED)

## Item No. 1

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock-based compensation scheme. Your Company believes that equity-based compensation plans are an effective tool to reward the talents working with the Company. With a view to incentivise the critical work force, to create an employee ownership culture, to attract new talents, and to retain them for ensuring sustained growth, your Company intends to implement an employee stock appreciation rights ("ESARs") plan namely 'BCML Employees Stock Appreciation Rights Plan 2023' ("ESAR 2023"/ "Plan") seeking to cover eligible employees of the Company.

Accordingly, the Nomination and Remuneration Committee of the Directors ("NRC"/ "Committee") and the Board of Directors of the Company at their respective meetings held on March 21, 2023, had approved the introduction of ESAR 2023, subject to your approval.

In terms of Section 62(1)(b) of the Companies Act, 2013 read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), the Company seeks your approval in regards to the implementation of the Plan and grant of ESARs thereunder to the eligible employees of the Company as decided from time to time as per provisions of the Plan read with provisions of SEBI SBEB & SE Regulations.

The main features of the ESAR 2023 as required under the applicable laws are as under:

### a) Brief Description of the Plan:

Keeping in view the aforesaid objectives, the Plan contemplates grant of ESARs to the eligible employees of the Company. The SEBI SBEB & SE Regulations permit granting ESARs to employees which entitle them to receive appreciation in the value of shares of the Company at a future date and in a pre-determined manner, where such appreciation is settled by way of allotment of shares of the Company.

Under the Plan, the Company shall grant ESARs to Eligible Employees, who satisfy the eligibility criteria, on such terms and conditions as may be decided by the NRC in accordance with the provisions of the Scheme. The number of ESARs to be

granted to each Eligible Employee shall be determined by the NRC.

Each vested ESAR, upon exercise, shall entitle the ESAR grantee to receive appreciation in ESARs and such appreciation shall, subject to the terms of this Plan, be settled in equity shares of the Company. The total number of equity shares to be issued based on appreciation shall be calculated as per the following formula:

**No of Equity Shares = [(Market Price on Exercise – ESAR Price) \* No. of ESARs Exercised] / Market Price on Exercise**

These equity shares shall be issued on valid exercise and receipt of the exercise price, which shall be the face value of the equity shares of the Company i.e., ₹ 1/- each at present. Fractional shares, if any, shall be settled in cash, taking into consideration the market price.

The NRC shall superintend and administer the ESAR 2023. All questions of interpretation of the ESAR 2023 shall be determined by the NRC and such determination shall be final and binding upon all persons having an interest in ESAR 2023.

### b) Total number of ESARs to be granted:

A total of **40,00,000 (Forty Lakhs only)** ESARs would be available for being granted to the eligible employees of the Companies under ESAR 2023. Each ESAR when exercised would be converted into for lesser than one equity share of the Company of face value of ₹ 1/- each fully paid-up.

ESARs lapsed or cancelled due to any reason including the reason of lapse of exercise period or due to resignation of the employees or otherwise, would be available for being re-granted. The NRC is authorized to re-grant such lapsed/ cancelled ESARs as per the ESAR 2023. Further, SEBI SBEB & SE Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the ESARs granted. In this regard, the NRC shall adjust the number and price of the ESARs granted in such a manner that the total value of the ESARs granted under the ESAR 2023 remain the same after any such corporate action. Accordingly, if any additional ESARs are issued by the Company to the ESARs grantees for making such fair and reasonable adjustment, the ceiling of **40,00,000 (Forty Lakhs only)** equity shares, shall be deemed

to be increased to the extent of such additional ESARs issued.

If the settlement results in fraction of an equity share, then the consideration for such fraction of a share shall be settled in cash as per requirements of SEBI SBEB & SE Regulations

**c) Identification of classes of employees entitled to participate in ESAR 2023**

- a) an employee as designated by the Company, who is exclusively working in India or outside India; or
- b) a director of the Company, whether a whole-time director or not, including a non-executive director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director.

**but does not include:**

- a) an Employee who is a Promoter and persons belonging to Promoter Group; or
- b) a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company.

**d) Requirements of vesting and period of vesting:**

All the ESARs granted on any date shall vest not earlier than minimum of **1 (One) year** and not later than a maximum of **4 (Four) years** from the date of grant of ESARs as may be determined by the NRC. The NRC may extend, shorten or otherwise vary the vesting period from time to time subject to this minimum and maximum vesting period.

The vesting dates in respect of the ESARs granted under the ESAR 2023 shall be determined by the NRC and may vary from an employee to employee or any class thereof and / or in respect of the number or percentage of ESARs to be vested. ESARs shall vest essentially based on continuation of employment/ service as per requirements of SEBI SBEB & SE Regulations. Apart from that the NRC may prescribe achievement of any performance condition(s) for vesting. The specific vesting schedule and vesting criteria would be stated in the grant letters provided to the ESAR grantee at the time of grant.

**e) Maximum period within which the ESARs shall be vested:**

All the ESARs granted on any date shall vest not later than a maximum of **4 (Four) years** from the date of grant of ESARs as stated above.

**f) ESAR price or pricing formula:**

The ESAR Price per ESAR shall not be less than the latest available closing market price immediately prior to the date of grant as determined by the NRC in accordance with the terms of the Plan.

The ESAR Price shall have relevance for the purpose of determination of appreciation and the ESAR Grantees are not required to pay the ESAR Price. However, when Vested ESARs are settled by way of allotment of Shares, the ESAR Grantees shall pay the face value of Shares prevailing at the time of such allotment as per the Plan.

**g) Exercise period and the process of Exercise:**

The exercise period would commence from the date of vesting and will expire on completion of 4 (four) years from the date of respective vesting or such other shorter period as may be decided by the NRC from time to time.

The vested ESARs shall be exercisable by the ESAR Grantees by a written application to the Company expressing his/ her desire to exercise such ESARs in such manner and on such format as may be prescribed by the NRC from time to time. The ESARs shall lapse if not exercised within the specified exercise period.

**h) Appraisal process for determining the eligibility of employees under ESAR 2023:**

The appraisal process for determining the eligibility of employees for the Scheme shall be decided by the NRC and may include designation, employment tenure, criticality of the role, past performance and future potential, performance-linked parameters and other such parameters.

**i) Maximum number of ESARs to be issued per employee and in aggregate:**

The maximum number of ESARs that may be granted to any specific employee of the Company per employee and in aggregate under the ESAR 2023 shall not exceed **2,35,500 (Two Lakhs Thirty-Five Thousand Five Hundred Only)** in number per such Employee and in aggregate under ESAR 2023.

**j) Maximum Quantum of benefits to be provided per employee under the ESAR 2023**

Apart from grant of ESARs as stated above, no monetary benefits are contemplated under the ESAR 2023.

**k) Route of ESAR 2023:**

The ESAR 2023 shall be implemented and administered directly by the Company and not through the Trust route.

**l) Source of acquisition of shares under ESAR 2023:**

The ESAR 2023 contemplates issue of new fresh/primary shares by the Company and does not involve any secondary acquisition.

**m) The amount of loan to be provided for implementation of the ESAR 2023 by the Company to the Trust, its tenure, utilisation, repayment terms etc.**

This is currently not contemplated under the present ESAR 2023.

**n) Maximum percentage of secondary acquisition that can be made by the Trust for the purchase of the scheme:**

This is not relevant under the present ESAR 2023.

**o) Accounting and Disclosure Policies:**

The Company shall follow the IND AS 102 on Share-based payments and/ or any relevant accounting standards as may be prescribed by the Institute of Chartered Accountants of India or any other appropriate authority, from time to time, including the disclosure requirements prescribed therein, in compliance with relevant provisions of SEBI SBEB SE Regulations.

**p) Method of ESARs Valuation:**

The Company shall adopt 'fair value method' for valuation of ESARs as prescribed under IND AS 102 on Share-based payments or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

**q) Declaration:**

In case, the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the ESARs and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

**r) Period of lock-in:**

The Shares arising out of Exercise of Vested ESARs shall be freely transferable and would not be subject to any lock-in period after such Exercise.

Provided however that the Shares allotted on such Exercise cannot be sold for such days from the date of allotment in terms of Code of Conduct for Prevention of Insider Trading of the Company read with Securities Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015 (SEBI Insider Trading Regulations), as amended or such other period as may be stipulated from time to time in terms of said Code of Conduct.

**s) The conditions under which ESARs vested in employees may lapse:**

The vested ESARs shall lapse in case of termination of employment due to misconduct or due to breach of Company policies or the terms of employment. Further, irrespective of employment status, in case vested ESARs are not exercised within the prescribed exercise period, then such vested ESARs shall lapse.

**t) Terms and Conditions of Buy-back, if any:**

Subject to the provisions of the then prevailing applicable laws, the NRC shall determine the procedure for buy-back of the ESARs if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

**u) Miscellaneous:**

The Plan shall be administered by the NRC, whose decisions and interpretations shall be final and binding on all Eligible Employees. The NRC may lay down plans or sub-plans within the overall framework of the Plan. Each ESAR granted shall be evidenced by a grant letter that will specify the terms and conditions, as determined by the NRC.

Consent of the members is being sought pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB & SE Regulations.

A draft copy of the ESAR 2023 is available for inspection at the Company's Registered Office during official hours on all working days till the date of passing of the resolution.

None of the Directors, or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise in the Special Resolution set out at Item No. 1 of the Notice, except to the extent of their shareholding in the Company and of the securities that may be offered to them under the ESAR 2023.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No. 1 of the accompanying notice.

Place: Kolkata

Date: March 21, 2023

**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