

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L15421WB1975PLC030118

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACB9373Q

(ii) (a) Name of the company

BALRAMPUR CHINI MILLS LTD

(b) Registered office address

234/3A A J C BOSE ROAD FMC FORTUNA 2ND FLOOR
KOLKATA
West Bengal
700020
India

(c) *e-mail ID of the company

secretarial@bcml.in

(d) *Telephone number with STD code

03322874749

(e) Website

www.chini.com

(iii) Date of Incorporation

14/07/1975

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,
Financial District, Nanakramguda, Serilingampally

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

19/08/2023

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

4

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C1	Food, beverages and tobacco products	69.68
2	C	Manufacturing	C5	Coke and refined petroleum products	24.27
3	D	Electricity, gas, steam and air condition supply	D1	Electric power generation, transmission and distribution	2.32
4	C	Manufacturing	C13	Other manufacturing including jewellery, musical instruments, medical instruments,	3.73

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	AUXILO FINSERVE PRIVATE LIM	U65990MH2016PTC286516	Associate	43.93

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	400,000,000	201,749,245	201,749,245	201,749,245
Total amount of equity shares (in Rupees)	400,000,000	201,749,245	201,749,245	201,749,245

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	400,000,000	201,749,245	201,749,245	201,749,245
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	400,000,000	201,749,245	201,749,245	201,749,245

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	2,500,000	0	0	0
Total amount of preference shares (in rupees)	250,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	2,500,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	250,000,000	0		

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	737,738	203,302,262	204040000	204,040,000	204,040,000	
Increase during the year	0	53,296	53296	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		53,296	53296			
Physical Shares Dematerialized						
Decrease during the year	53,296	2,290,755	2344051	2,290,755	2,290,755	0
i. Buy-back of shares	0	2,290,755	2290755	2,290,755	2,290,755	
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	53,296		53296			
Physical Shares Dematerialized						
At the end of the year	684,442	201,064,803	201749245	201,749,245	201,749,245	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE119A01028

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☒ No ☐ Not Applicable

Separate sheet attached for details of transfers

☒ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

27/08/2022

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	14,000	100000	1,400,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			1,400,000,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	1,400,000,000	0	1,400,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

46,658,616,576.25

(ii) Net worth of the Company

28,224,331,564.81

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	70,820,643	35.1	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	15,725,110	7.79	0	
10.	Others	0	0	0	
	Total	86,545,753	42.89	0	0

Total number of shareholders (promoters)

8

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	35,601,084	17.65	0	
	(ii) Non-resident Indian (NRI)	2,071,178	1.03	0	
	(iii) Foreign national (other than NRI)	500	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	

4.	Banks	74,225	0.04	0	
5.	Financial institutions	10,807	0.01	0	
6.	Foreign institutional investors	10	0	0	
7.	Mutual funds	30,830,927	15.28	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	7,338,389	3.64	0	
10.	Others QIB, AIF, Clearing Members	39,276,372	19.47	0	
	Total	115,203,492	57.12	0	0

Total number of shareholders (other than promoters)

187,233

**Total number of shareholders (Promoters+Public/
Other than promoters)**

187,241

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ST HELEN S NOMINEES	STANDARD CHARTERED BANK D.N			10	

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	8	8
Members (other than promoters)	173,893	187,241
Debenture holders	0	1

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	0	1	0	20.4	0
B. Non-Promoter	1	5	1	5	0	0

(i) Non-Independent	1	1	1	1	0	0
(ii) Independent	0	4	0	4	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	5	2	5	20.4	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
VIVEK SARAOGI	00221419	Managing Director	41,158,544	
DINESH KUMAR MITTA	00040000	Director	2,100	
KRISHNAVA SATYAKI	02792753	Director	0	
NARESH DAYAL	03059141	Director	0	
VEENA HINGARH	00885567	Director	0	
MAMTA BINANI	00462925	Director	0	
PRAVEEN GUPTA	09651564	Whole-time director	0	
PRAMOD KUMAR PAT	AFNPP5361D	CFO	0	
MANOJ AGARWAL	ACYPA8893M	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
ARVIND KRISHNA SAX	00846939	Whole-time director	31/07/2022	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	27/08/2022	218,154	57	35.49

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	24/05/2022	7	7	100
2	30/06/2022	7	7	100
3	04/08/2022	7	7	100
4	29/09/2022	7	5	71.43
5	09/11/2022	7	6	85.71
6	11/02/2023	7	7	100
7	21/03/2023	7	6	85.71

C. COMMITTEE MEETINGS

Number of meetings held

42

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	16/04/2022	4	4	100
2	AUDIT COMM	24/05/2022	4	4	100
3	AUDIT COMM	04/08/2022	4	4	100
4	AUDIT COMM	29/09/2022	4	4	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
5	AUDIT COMM	09/11/2022	4	3	75
6	AUDIT COMM	11/02/2023	4	4	100
7	NOMINATION	21/05/2022	3	3	100
8	NOMINATION	30/06/2022	3	3	100
9	NOMINATION	09/11/2022	3	3	100
10	NOMINATION	11/02/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	19/08/2023
								(Y/N/NA)
1	VIVEK SARAO	7	6	85.71	29	28	96.55	Yes
2	DINESH KUMAR	7	7	100	14	14	100	Yes
3	KRISHNAVA S	7	7	100	10	10	100	Yes
4	NARESH DAYAL	7	7	100	16	16	100	Yes
5	VEENA HINGRAJ	7	7	100	13	13	100	Yes
6	MAMTA BINA	7	5	71.43	29	21	72.41	Yes
7	PRAVEEN GUPTA	5	4	80	18	16	88.89	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	VIVEK SARAOGI	MANAGING DIF	36,000,000	0	0	34,113,336	70,113,336
2	PRAVEEN GUPTA	WHOLE-TIME D	6,381,791	0	0	661,521	7,043,312
3	A.K. SAXENA	WHOLE-TIME D	1,225,833	0	0	242,058	1,467,891
	Total		43,607,624	0	0	35,016,915	78,624,539

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PRAMOD KUMAR I	CHIEF FINANCI	13,884,000	0	0	64,827	13,948,827
2	MANOJ AGARWAL	COMPANY SEC	5,496,000	0	0	28,016	5,524,016
	Total		19,380,000	0	0	92,843	19,472,843

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	DINESH KUMAR M	Independent Dir	0	3,190,000	0	780,000	3,970,000
2	KRISHNAVA SATY	Independent Dir	0	2,090,000	0	675,000	2,765,000
3	NARESH DAYAL	Independent Dir	0	2,200,000	0	800,000	3,000,000
4	VEENA HINGARH	Independent Dir	0	1,760,000	0	645,000	2,405,000
5	MAMTA BINANI	Independent Dir	0	1,760,000	0	795,000	2,555,000
	Total		0	11,000,000	0	3,695,000	14,695,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

AMBER AHMAD

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

8581

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

03

dated

23/06/2020

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

VIVEK
SARAOGI
Digitally signed by
VIVEK SARAOGI
Date: 2023.10.18
14:48:21 +05'30'

DIN of the director

00221419

To be digitally signed by

MANOJ
AGARWAL
Digitally signed by
MANOJ AGARWAL
Date: 2023.10.18
14:50:21 +05'30'

- ☒ Company Secretary
☐ Company secretary in practice

Membership number 18009

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

MGT-8_2022-23_BCML.pdf

List of Meetings.pdf

Transfer Sheet.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

IX. C. COMMITTEE MEETINGS (In continuation to the information entered in MGT 7)

Serial No	Type of Meeting	Date of Meeting	Total No of Members as on date of Meeting	Attendance	
				No of Members Attended	% of Attendance
11	Nomination & Remuneration Committee	21-03-2023	3	3	100.00
12	Risk Management Committee	29-07-2022	4	4	100.00
13	Risk Management Committee	09-11-2022	4	4	100.00
14	Executive Committee	14-04-2022	3	2	66.67
15	Executive Committee	30-04-2022	3	2	66.67
16	Executive Committee	16-05-2022	3	3	100.00
17	Executive Committee	26-05-2022	3	2	66.67
18	Executive Committee	16-06-2022	3	2	66.67
19	Executive Committee	30-07-2022	3	2	66.67
20	Executive Committee	18-08-2022	3	3	100.00
21	Executive Committee	31-08-2022	3	2	66.67
22	Executive Committee	15-09-2022	3	3	100.00
23	Executive Committee	28-09-2022	3	2	66.67
24	Executive Committee	20-10-2022	3	3	100.00
25	Executive Committee	10-11-2022	3	2	66.67
26	Executive Committee	30-11-2022	3	2	66.67
27	Executive Committee	07-12-2022	3	2	66.67
28	Executive Committee	22-12-2022	3	2	66.67
29	Executive Committee	21-01-2023	3	2	66.67
30	Executive Committee	04-02-2023	3	3	100.00
31	Executive Committee	07-02-2023	3	3	100.00
32	Executive Committee	15-02-2023	3	2	66.67
33	Executive Committee	27-02-2023	3	3	100.00
34	Executive Committee	10-03-2023	3	3	100.00
35	Executive Committee	24-03-2023	3	3	100.00
36	Executive Committee	29-03-2023	3	2	66.67
37	Corporate Social Responsibility Committee	21-05-2022	3	3	100.00
38	Corporate Social Responsibility Committee	09-11-2022	3	3	100.00
39	Corporate Social Responsibility Committee	21-03-2023	3	2	66.67
40	Stakeholders' Relationship Committee	04-08-2022	3	3	100.00
41	Stakeholders' Relationship Committee	11-02-2023	3	3	100.00
42	Environment, Social and Governance Committee	11-02-2023	4	4	100.00

MANOJ
AGARWAL

Digitally signed by
MANOJ AGARWAL
Date: 2023.10.18
13:59:13 +05'30'



Form No. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 (as amended) and Rule 11(2) of the Companies (Management and Administration) Rules, 2014 (as amended)]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records, books and papers of **BALRAMPUR CHINI MILLS LIMITED** (the "Company") having CIN: L15421WB1975PLC030118, as required to be maintained under the Companies Act, 2013 (as amended) (the "Act") and the rules made thereunder for the financial year ended on **31st March, 2023**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with the provisions of the Act and the rules made thereunder in respect of:-
 1. its status under the Act, i.e., Listed Public Company, limited by shares;
 2. maintenance of registers / records & making entries therein within the time prescribed thereof;
 3. filing of forms and returns ~~as stated in the annual return~~ with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within / beyond the prescribed time;
 4. calling / convening / holding meetings of Board of Directors or its committees and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions, if any, and resolutions passed by postal ballot have been properly recorded in the Minutes Book / registers maintained for the purpose and the same have been signed;
 - During the said financial year the following special business was conducted through postal ballot (only by way of remote e-voting process) pursuant to Sections 108, 110 and other applicable provisions of Act and rules framed thereunder:
 - Special Resolution for approval of "BCML Employee Stock Appreciation Rights Plan 2023" ("ESAR 2023" / "Plan").





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5. closure of Register of Members / Security holders during the year under review, as the case may be;
6. the Company has not advanced / given loans to its directors and / or persons or firms or companies referred in Section 185 of the Act;
7. contracts / arrangements with related parties were in the ordinary course of business and at arm's length basis as specified in the provisions of Section 188 of the Act;
8. (a) issue or allotment or transfer or transmission or buyback of securities and issue of security certificates in all instances:
 - During the year under review, the Company bought back 22,90,755 (Twenty Two Lakhs Ninety Thousand Seven Hundred and Fifty Five) fully paid-up equity shares of the Company of face value of ₹ 1/- each at an average price of ₹ 357.31/- per equity share and complied with the provisions of the Act, the rules made thereunder, the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 and other applicable circulars, clarifications and notifications. The Company has extinguished all the equity shares bought back.
 - During the year under review, the Board of Directors of the Company at their meeting held on 11th February, 2023 has approved the issuance of 14,000 (Fourteen Thousand) Senior, Unlisted, Secured, Redeemable, Rated Non-Convertible Debentures (NCDs) of face value of ₹ 1,00,000/- (Rupees One Lakh only) each on private placement basis to HDFC Bank Limited in compliance with the applicable circulars issued by the Securities and Exchange Board of India on issuance of debt-securities by large corporates. The aggregate value of the NCDs as on 31st March, 2023 was ₹ 140,00,00,000/- (Rupees One Hundred Forty Crores only).
- (b) no such other events relating to redemption of preference shares or debentures / alteration or reduction of share capital / conversion of shares / securities took place during the year under review;
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;



10. (a) declaration / payment of dividend in accordance with the relevant section of the Act;
- (b) the Company has transferred unpaid / unclaimed dividend / other amounts to the Investor Education and Protection Fund in accordance with Section 125 of the Act;
11. signing of the Audited Financial Statements as per the provisions of Section 134 of the Act and the Report of Board of Directors is as per sub-sections (3), (4) and (5) thereof;
12. (a) constitution / appointment / re-appointments / retirement / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them:
- Mr. Praveen Gupta (DIN: 09651564) was appointed as an Additional Director of the Company with effect from 1st July, 2022 and was subsequently regularised as the Whole-time Director for a period of three consecutive years with effect from 1st July, 2022 at the 46th Annual General Meeting held on 27th August, 2022.
 - Dr. Arvind Krishna Saxena (DIN: 00846939) has ceased to be the Whole-time Director of the Company with effect from 31st July, 2022 (closure of business hours).
 - Dr. Indu Bhushan (DIN: 09302960) was appointed as an Additional Director of the Company under the capacity of an Independent Director for a period of five consecutive years with effect from 17th July, 2023 and was subsequently regularised at the 47th Annual General Meeting held on 19th August, 2023.
- (b) there has not been any casual vacancy in the office of the Board of Directors / Key Managerial Personnel;
13. (a) appointment / re-appointment of Auditors as per the provisions of Section 139 of the Act:
- At the 46th Annual General Meeting held on 27th August, 2022, M/s. Lodha & Co (ICAI Registration No.: 301051E), Chartered Accountants, were re-appointed as the Statutory Auditors of the Company for a further period of five consecutive years, to hold office for a second term till the conclusion of the 51st Annual General Meeting of the Company to be held for the financial year ending 31st March, 2027.



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- (b) there has not been any casual vacancy in the office of the Auditors;
14. approvals to the extent required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. the Company has not accepted, renewed and repaid any deposits;
16. (a) borrowings from public financial institutions, banks and others and creation / modification / satisfaction of charges in that respect, wherever applicable;
- (b) no borrowings from its directors and members were taken during the year under review;
17. (a) investments provided to other bodies corporate or persons falling under the provisions of Section 186 of the Act as applicable;
- (b) no such loan provided, guarantees given or securities provided to other bodies corporate or persons falling under the provisions of Section 186 of the Act during the year under review;
18. no alteration were made to the provisions of the Memorandum and / or Articles of Association of the Company during the year under review.

For AMBER AHMAD & ASSOCIATES
Company Secretaries



Amber Ahmad

CS AMBER AHMAD
Proprietor

Membership No.: FCS 9312
C.P. No.: 8581
PR No.: 1339/2021

Place: Kolkata
Date: 12th October, 2023
UDIN: F009312E001270319

BALRAMPUR CHINI MILLS LIMITED

Regd.Office:FMC FORTUNA, 234/3A, A.J.C. BOSE ROAD, KOLKATA 700020

CIN NO:L15421WB1975PLC030118

Date of closure of previous financial year :31/03/2023

Sno	Date of Registration of Transfer of Shares	Type of Security	No of Shares	Nominal value (each in Rs.)	Ledger Folio of Transferor	Transferor's Name	Ledger Folio of Transferee	Transferee's Name
1	30/04/2022	1	160	1	S01085	SHAMAL PAL CHOWDHURI	BCM0100226	BARIN PAL CHAUDHURI
2	30/07/2022	1	1000	1	P00255	PRASHANT TRIPATHI	BCM0100227	PRASHANT TRIPATHI
3	31/08/2022	1	3000	1	S01165	SHAMSHER BAHADUR VERMA	BCM0100228	SUPRIYA VERMA
4	20/10/2022	1	1000	1	M00092	MAHABIR PRASAD AGARWALA	BCM0100230	ANJANA DEVI AGARWAL
5	20/10/2022	1	500	1	D00108	DEVI DASS KAPUR	BCM0100231	SANJEEV KAPUR
6	20/10/2022	1	280	1	R00189	RAJIV GUPTA	BCM0100232	RAJIV GUPTA
7	20/10/2022	1	420	1	S00210	SANJIV GUPTA	BCM0100232	RAJIV GUPTA
8	21/10/2022	1	1	1	K01113	KIRTI BHAI JIVAN LAL KANSARA	BCM0100233	KIRTIKUMAR JIVANLAL KANSARA
9	07/12/2022	1	1000	1	R00143	RAJESH MISTRY	BCM0100236	RAJESH NATUBHAI MISTRY
10	22/12/2022	1	60	1	K00163	KAPIL KUMAR SACHDEV	BCM0100238	DEEPAK PRITHVIRAJ SACHDEVA
11	22/12/2022	1	1000	1	R00137	RAJENDRA PRASHAD GARG	BCM0100239	SANDEEP GARG
12	22/12/2022	1	1	1	H00529	HEMLATA GARG	BCM0100239	SANDEEP GARG
13	22/12/2022	1	1000	1	P00043	PALAKOLLU PRASUNAMBA	BCM0100241	BASAVARAJU PALAKOLLU
14	21/01/2023	1	140	1	R00295	RAMAIAH GUPTA BATCHU	BCM0100242	UMA SHANKAR BACHU
15	15/02/2023	1	5	1	D00563	DEVANG BHASKAR RAO PATEL	BCM0100245	PATEL DEVANG BHASKARRAO
16	10/03/2023	1	140	1	U00044	URMILA BEN DESAI	BCM0100246	VIJAY MULJIBHAI DESAI

MANOJ
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Digitally signed
by MANOJ
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Date:
2023.10.18
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