



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 2887, **Email:** secretarial@bcml.in, **Website:** www.chini.com

NOTICE

NOTICE is hereby given that the 48th ("Forty Eighth") Annual General Meeting ("AGM") of the Members of Balrampur Chini Mills Limited ("the Company") will be held on **Wednesday, the 31st day of July, 2024 at 3:30 P.M. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

Ordinary Business(s):

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors' thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Report of the Auditors' thereon.
3. To approve and confirm the Interim Dividend of ₹3.00 per equity share of the Company paid during the year as final dividend for the financial year ended 31st March, 2024.
4. To appoint a Director pursuant to Section 152(6) of the Companies Act, 2013, in place of Mr. Praveen Gupta (DIN: 09651564), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Special Business(s):

5. **Payment of Commission to Non-Executive Directors**

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

"RESOLVED THAT in supersession to earlier resolution passed for payment of remuneration to Non- Executive Directors and pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and on the recommendation of the Nomination and Remuneration Committee, consent of the Members be and is hereby accorded for payment of remuneration by way of commission or otherwise to the Non-Executive Directors of the Company, not exceeding the limit of one percent of the net profits of the Company for each financial year or ₹175,00,000/- (Rupees One Crore Seventy Five Lakhs) in aggregate, plus

applicable taxes, whichever is lower, in any financial year, with effect from the financial year commencing from 1st April 2024, as computed in the manner laid down in Section 198 of the Act.

RESOLVED FURTHER THAT the above remuneration shall be in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board and/or Committees thereof being paid to the Non-Executive Directors.

RESOLVED FURTHER THAT in the event if there are no profits or profits are inadequate in any financial year, the Company shall pay the remuneration by way of commission in accordance with the limits specified in Schedule V to the Companies Act, 2013 as the Board may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT the quantum of Commission payable to each of the Non-Executive Directors for each financial year may be decided by the Board of Directors as it may deem fit, based on the recommendation of the Nomination & Remuneration Committee, provided that the same is within the aforesaid limits.

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

6. **Ratification of remuneration to Cost Auditors:**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of M/s. Mani & Co., Cost Accountants (Firm Registration No.: 000004), appointed 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, 2025, at a remuneration of ₹ 4,80,000/- (Rupees Four Lakh Eighty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT each of the Directors and the Company Secretary of the Company, be and are hereby severally authorised to do all such acts and take all such steps

as may be necessary, proper and expedient to give effect to the aforesaid Resolution.”

7. **Appointment of Mr. Chandra Kishore Mishra (DIN:02553126) as an Independent Director:**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013, (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, (“Rules”) or any other applicable Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Regulation 16(1)(b), 17, 25(2A) and other applicable Regulations, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company, “Policy on Selection & Remuneration of Directors, Key Managerial Personnel and other employees and on Board Diversity”, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members be and is hereby accorded for appointment of Mr. Chandra Kishore Mishra (DIN: 02553126), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from 17th May, 2024, and who being eligible for appointment as an Independent Director has given his consent along with a declaration that he meets the criteria of independence under Section 149(6) of the Act read with Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of an Independent Director (under Non-Executive category), not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years on the Board of the Company with effect from 17th May, 2024 upto 16th May, 2029 (both days inclusive).

RESOLVED FURTHER THAT the Board and/or any duly constituted Committee of the Board, be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper and/or expedient in connection

therewith or incidental thereto, to give effect to the aforesaid resolution.”

8. **Re-appointment of Ms. Veena Hingarh (DIN: 00885567) as an Independent Director:**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013, (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, (“Rules”) (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulations 16(1)(b), 17, 25(2A) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“Listing Regulations”), the Articles of Association of the Company, “Policy on Selection & Remuneration of Directors, Key Managerial Personnel and other employees and on Board Diversity”, and on the recommendation of the Nomination and Remuneration Committee, and approval that of the Board of Directors of the Company, consent of the Members be and is hereby accorded for appointment of Ms. Veena Hingarh (DIN: 00885567) who holds office as an Independent Director up to 30th August, 2024, and who being eligible for re-appointment for the second term as an Independent Director of the Company has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, as an Independent Director, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company with effect from 31st August, 2024 upto 30th August, 2029 (both days inclusive).

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

Place: Kolkata

Date: 29th June, 2024

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) ("Act") and Secretarial Standard on General Meetings-2 ("SS-2"), issued by the Institute of Company Secretaries of India ('ICSI') setting out the material facts relating to Special Businesses under Items 5,6,7 and 8 of the Notice to be transacted at the Meeting which the Board of Directors have considered and decided to include as Special Business is annexed hereto. The said Statements also contain the recommendation of the Board of Directors of the Company in terms of Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ("Listing Regulations"). Additional disclosures, pursuant to the requirements of SS-2 and Regulation 36(3) of the Listing Regulations, in respect of the directors seeking appointment / re-appointment form part of this Notice for convening the 48th Annual General Meeting (AGM/ Meeting) of the Company ("Notice").
2. Pursuant to the Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No.02/2021 dated January 13, 2021, No.10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021, No. 3/2022 dated May 5, 2022, No. 10/2022 and 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated 25th September, 2023 and other applicable circulars (hereinafter collectively referred to as "MCA Circulars"), prescribing the procedure and manner of conducting the AGM through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"),the Ministry of Corporate Affairs("MCA") has permitted companies to conduct their AGM through VC or OAVM till 30th September, 2024. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/PoD-2/P/CIR/2023/4 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 5 January, 2023 and 7 October, 2023, respectively has permitted certain relaxations from compliance with certain provisions of the Listing Regulations. In compliance with the applicable provisions of the Act, MCA and SEBI Circulars / Listing Regulations, the Board of Directors has approved conducting 48th AGM of the Company through VC/OAVM. KFin Technologies Limited, the Registrar and Transfer Agent of the Company("KFin"or "RTA"), will provide facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the Meeting through VC/OAVM is explained herein below. Participation of the Members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act. Further, the deemed venue for the 48th 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 3:30 P.M. (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, ATTENDANCE SLIP INCLUDING ROUTE MAP ARE NOT ANNEXED TO THE NOTICE.**

However, in pursuance of Section 113 of the Act and Rules made thereunder, the institutional/ corporate members are entitled to appoint their authorised representatives for the purpose of voting through remote e-voting or for the participation and e-voting during the AGM, through VC or OAVM. In this regard, they are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution authorising their representative to vote on their behalf, to the Scrutinizer through e-mail at cs.amberahmad@gmail.com with the subject line "Balrampur Chini Mills Limited – 48th AGM" with a copy marked to evoting@kfintech.com and investorgrievances@bcml.in

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

5. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the 48th AGM and the Integrated Annual Report is being sent only through electronic mode (unless specifically requested for hard copies by the members) to all the Members whose email addresses are registered with the Company/RTA/ Depositories.
6. Members may note that the Notice of the 48th AGM and the Integrated Annual Report for the financial year ended 31st March, 2024, will also be available on the Company's website www.chini.com, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of the e-voting agency https://evoting.kfintech.com/. The Company will also be sending printed copies of the Integrated Annual Report 2023-24 to the shareholders on receipt of specific requests.

7. Pursuant to the MCA's Circular, the Company shall publish a newspaper advertisement urging its Members (who have not registered their email IDs) to register their email IDs at the earliest. However, Members who have still not registered their email IDs, are requested to do so at the earliest, in the following manner:

- a) Members holding shares in electronic mode can get their email IDs registered by contacting their respective Depository Participant.
- b) Members holding shares in physical mode are requested to register their email IDs with the Company or KFin, for receiving the Notice and Integrated Annual Report. Requests can be emailed to einward.ris@kfintech.com or secretarial@bcml.in / investorgrievances@bcml.in

The Members are urged to support the Green Initiative of the Government of India by choosing to receive the communication from the Company through email.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

8. 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.

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

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

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

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

Large Members (i.e. Members holding 2% or more shareholding), promoters, institutional investors, directors,

key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. will not be subject to the aforesaid restriction of first-come-first serve basis.

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

12. Members, holding shares as on the cut-off date i.e. Wednesday, 24th July, 2024 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, 26th July, 2024 (11:00 A.M. IST) upto Monday, 29th July, 2024 (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. Selection of Speakers would be made considering representation from different geographies/ diverse categories/professions/ age profiles and using random selection method. In view of smooth conducting of the AGM each speakers is requested to express their views in 2 minutes.

Alternatively, Members holding shares as on the cut- off date may also visit <https://emeetings.kfintech.com> and click on the tab 'Post Your Queries' and post their queries/views/questions in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number. The window will close at 5.00 P.M. (IST) on Tuesday, 30th July, 2024.

13. 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.

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

14. 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 business to be transacted at the Meeting.

15. 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.





16. 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.
17. 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 Vice President - Corporate Registry or Mr. Balaji S Reddy, Senior Manager – Corporate Registry of KFin at the email ID at evoting@kfintech.com KFin's toll free no.: 1800-309-4001 for any further clarifications / technical assistance that may be required.
18. The process and manner for remote e-voting are as under:
- a) Pursuant to the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the SS-2 and Regulation 44 of the Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is pleased to provide remote e-voting facility to its Members in respect of the business to be transacted during the AGM and facility for those Members participating in the AGM to cast vote through e-voting system during the AGM.
 - b) The facility for voting shall also be made available during the AGM and the Members participating in the Meeting who have not casted their votes by remote e-voting shall be able to exercise their right during the Meeting through e-voting.
 - c) The Members who have casted their vote by remote e-voting prior to the AGM may also participate in the AGM but shall not be entitled to cast their vote again.
 - d) The facility of casting the votes by the Members using an electronic voting system ("remote e-voting") during the prescribed time prior to AGM and voting during AGM will be provided by service provider KFin.
 - e) The remote e-voting period commences on Sunday, 28th July, 2024 (10:00 A.M. IST) and ends on Tuesday, 30th July, 2024 (5:00 P.M. IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday, 24th July, 2024 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by KFin for voting thereafter. Once a Member casts his vote on a resolution, the Member shall not be allowed to change it subsequently.
 - f) Any person who becomes a Member of the Company after sending notice of AGM and holding shares as on the cut- off date i.e. Wednesday, 24th July, 2024 may obtain the User ID and Password in the manner mentioned below by sending email to the Company at secretarial@bcml.in along with authentic proof of Member or write to KFin at evoting@kfintech.com sufficiently before closing of the remote e-voting.
 - g) As per the SEBI Circular dated 9th December, 2020 on e-voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING

I. FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT

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

NSDL	CDSL
<p>1. User already registered for IDeAS facility of NSDL:</p> <ol style="list-style-type: none"> i. Type in the browser / click on the e-Services link: https://eservices.nsdl.com ii. Click on the 'Beneficial Owner' icon under 'IDeAS' section. iii. A new page will open. Enter your User ID and Password. Post successful authentication, click on 'Access to e-Voting' under 'Value Added Services'. 	<p>1. User already registered for Easi/Easiest facility of CDSL:</p> <ol style="list-style-type: none"> i. Type in the browser / click on any of the following links: https://web.cdslindia.com/ myeasi/home/login or www.cdslindia.com ii. Click on New System Myeasi / Login to My Easi option under Quick Login.

NSDL	CDSL
<ul style="list-style-type: none"> iv. Click on 'Active E-Voting Cycles' option under e-Voting. v. Click against Company name ('Balrampur Chini Mills Limited') or e-Voting service provider ('Kfintech') and you will be re-directed to e-Voting page of service provider i.e. Kfintech for casting the vote during the remote e-Voting period. You can now cast your vote without any further authentication. 	<ul style="list-style-type: none"> iii. Enter your User ID and Password for accessing Easi / Easiest. iv. The user will see the e-Voting menu. The menu will have links to ESP i.e Kfintech e-Voting portal. v. Click against Company name ('Balrampur Chini Mills Limited') or e-voting service provider ('Kfintech') and you will be re-directed to e-voting page of service provider i.e. Kfintech for casting the vote during the remote e-voting period. You can now cast your vote without any further authentication.
<p>2. User not registered for IDEAS e-Services facility of NSDL:</p> <ul style="list-style-type: none"> i. To register type in the browser /click on, any of the following e-Service link: https://eservices.nsdl.com Or https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp ii. Select 'Register Online for IDEAS' iii. Proceed to complete your registration using your DP ID, Client ID, Mobile number and other required details. iv. After successful registration, follow the steps mentioned under Para 1 above to cast your vote. 	<p>2. User not registered for Easi/Easiest facility of CDSL:</p> <ul style="list-style-type: none"> i. To register type in the browser /click on the following link: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration ii. Proceed to complete your registration using your DP ID, Client ID, Mobile number and other required details. iii. After successful registration, follow the steps mentioned under Para 1 above to cast your vote.
<p>3. User may directly access the e-voting website of NSDL:</p> <ul style="list-style-type: none"> i. Type in the browser /click on the following link: https:// www.evoting.nsdl.com/ ii. Click on the icon 'Login' which is available under 'Shareholder/Member' section. iii. Enter User ID (i.e. 16-digit demat account number held with NSDL starting with IN), Password/OTP and a Verification Code as shown on the screen. iv. Post successful authentication, you will be redirected to e-voting page on NSDL website. v. Click against Company name ('Balrampur Chini Mills Limited') or e-voting service provider ('Kfintech') and you will be re-directed to e-voting page of service provider i.e. Kfintech for casting the vote during the remote e-voting period. You can now cast your vote without any further authentication. vi. Shareholders / Members can also download the NSDL mobile app 'NSDL SPEED-e' by scanning the QR code mentioned below for seamless voting experience <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px;">   </div>	<p>3. User may directly access the e-voting website of CDSL:</p> <ul style="list-style-type: none"> i. Type in the browser /click on the following link: www.cdslindia.com ii. Click on E-voting and enter your DP ID & Client ID and PAN. iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. iv. After successful authentication, you will enter e-voting module of CDSL. v. Click against Company name ('Balrampur Chini Mills Limited') or e-voting service provider ('Kfintech') and you will be re-directed to e- voting page of service provider i.e. Kfintech for casting the vote during the remote e-voting period. You can now cast your vote without any further authentication.

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

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

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

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

Contact details of NSDL –	Contact details of CDSL –
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 or 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738, 022-23058542-43 or 1800 22 55 33 (toll free)

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

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

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

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- ii. Enter the login credentials (i.e., user-id and password) mentioned in the email communication. The e-voting Event Number and your Folio Number or your DP ID Client ID will be your User ID.

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

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

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

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

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

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

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

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the E-Voting Event Number 'EVEN' i.e., Balrampur Chini Mills Limited
- vii. On the voting page you will see Resolution Description and against the same the option 'FOR / AGAINST / ABSTAIN' for voting. Enter the number of shares (which represents the number of votes) as on the cut-off date under 'FOR / AGAINST' or alternatively, you may partially enter any number in 'FOR' and partially in 'AGAINST' but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN'. If the shareholder does not indicate either 'FOR' or 'AGAINST' it will be treated as 'ABSTAIN' and the shares held will not be counted under either head.
- viii. Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folios / demat accounts.
- ix. You may then cast your vote by selecting an appropriate option and click on 'Submit'.
- x. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify.
- xi. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution(s).

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

- i. Shareholders holding shares in physical mode, who have not registered / updated their email addresses with the Company, are requested to register / update the same by providing necessary details like Folio No., Name of the Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), AADHAAR (self- attested scanned copy) by email to

evoting@ kfintech.com and copy 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 DP ID + CL ID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy), AADHAAR (self- attested scanned copy) by email to evoting@ kfintech.com and cc to the Company at secretarial@bcml.in.
- iii. After due verification, the Company/Kfin 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.

II. GENERAL INSTRUCTIONS/INFORMATION FOR MEMBERS FOR VOTING ON THE RESOLUTIONS

- i. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., to the Scrutinizer at cs.amberahmad@gmail.com with the subject line "Balrampur Chini Mills Limited – 48th AGM" with a copy marked to einward.ris@ kfintech.com and investor grievances@ 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. 1800-309-4001. Any grievance relating to e-voting may be addressed to Mr. Balaji S Reddy, Senior Manager - Corporate Registry, at e-mail id: einward. ris@ kfintech.com.

19. 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.

20. The Board of Directors has appointed CS Amber Ahmad, Proprietor, Amber Ahmad & Associates, Company Secretaries, (FCS No.: 9312 / C.P. No.: 8581), or failing her, such other Practicing Company Secretary as the Executive Committee of the Board of Directors of the Company may appoint, as the Scrutinizer for scrutinizing the process of remote e-voting and e-voting during the Meeting in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of the Meeting, unblock the votes cast through remote e-voting and e-voting done during the Meeting in presence of atleast two witnesses' not in the employment of the Company. The Scrutinizer shall submit a Consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than two working days of conclusion of the Meeting.
21. The Results of remote e-voting and voting at the meeting shall be declared by the Chairman or by any other director duly authorised in this regard. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website www.chini.com and also be displayed on the Notice Board of the Company at its Registered Office for atleast 3 days and on the website of KFin ([https:// evoting.kfintech.com/](https://evoting.kfintech.com/)) immediately after the results are declared and simultaneously communicated to the Stock Exchanges in compliance with Rule 20 of Companies (Management and Administration Rules), 2014 and Regulation 44(3) of the Listing Regulations.

GENERAL:

22. A recorded transcript of the meeting shall be uploaded on the website of the Company (link) and the same shall also be maintained in the safe custody of the Company.
23. The Register of Members and Share Transfer Books of the Company will remain close from Thursday, 25th July, 2024 to Wednesday, 31st July, 2024 (both days inclusive).
24. The Board of Directors, had declared Interim dividend @300% i.e ₹ 3.00 per equity share of ₹ 1 each at its Meeting held on 7th November, 2023 which was paid to the equity shareholders whose names appeared on the Company's Register of Members or in the record of the Depositories as beneficial owners on 20th November, 2023. The Board has not proposed any final dividend for the financial year ended 31st March, 2024 and accordingly, the interim dividend paid during the year shall be treated as final dividend. However, in order to receive any future dividend directly in your bank account, kindly register /

update your bank account details with the Company.

25. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 dated 16th March 2023 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024), in supersession of earlier Circular(s) issued on the subject, has prescribed common and simplified norms for processing investor service requests by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature), and nomination details.

As per the said Circular, it is mandatory for the shareholders holding securities in physical form to, inter alia, furnish PAN, KYC, and nomination details. Physical folios wherein the said details are not available would be eligible for lodging grievance or any service request only after registering the required details. Any payments including dividend in respect of such folios shall only be made electronically with effect from 1st April 2024 upon registering the required details.

If a shareholder holding shares in physical form desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she/they may submit the same in the prescribed form.

The Company has sent individual letters to all the shareholders holding shares of the Company in physical form for furnishing their PAN, KYC, and nomination details. The relevant Circular(s) and necessary forms in this regard have been made available on the website of the Company at www.chini.com.

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

26. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or KFin, for assistance in this regard.
27. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated 25th January, 2022 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 dated 7th May 2024) has now decided that, with immediate effect, listed companies shall issue the securities in dematerialized form only, while processing investor service request pertaining to issuance of duplicate share certificate, claim from Unclaimed Suspense Account, renewal/ exchange of securities certificates, endorsement, sub- division/ splitting/consolidation of share certificates, transmission

and transposition. Further SEBI vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documentation for transmission of securities. The securities holder/ claimant are, accordingly, required to submit duly filled-up Form ISR-4, the format of which can be downloaded from the Company's website, i.e. www.chini.com

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

UNPAID DIVIDEND AND TRANSFER TO IEPF ACCOUNT:

28. In terms of Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended) ("IEPF Rules") and all other applicable provisions, circulars and amendment thereto the due date for transferring the unclaimed dividend for the Financial Year 2017-18 to the Investor Education and Protection Fund (established by the Central Government) is 4th September, 2024. Shareholders who have not yet encashed their dividend warrants for the Financial Year 2017-18 or any subsequent financial year(s) are requested to claim the same by sending a duly signed letter (along with a copy of cancelled cheque) to KFin immediately. The Company has uploaded the details of unpaid/unclaimed dividend amounts lying with the Company on the website of the Company (www.chini.com) and also on the website of the Ministry of Corporate Affairs (www.mca.gov.in)
29. As per the provisions of Section 72 of the Act the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website at - <https://chini.com/investors/>

investors-referencer/. Members are requested to submit the said details to their Depository Participant ("DP") in case the shares are held by them in electronic form and to the RTA in case the shares are held in physical form.

30. Non-Resident Indian Members are requested to inform RTA, immediately on change in their residential status on return to India for permanent settlement, and update on particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

31. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act and the certificate from Secretarial Auditors of the Company under Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 certifying that the "BCML Employees Stock Appreciation Rights Plan 2023" ("ESAR 2023"/ "Plan") are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulation, 2021, as amended, shall be made available for inspection by the Members through electronic mode during the AGM.
32. All documents referred to in the Notice and the Explanatory Statement shall be made available electronically for inspection by the Members of the Company, without payment of fees upto and including the date of AGM. Members seeking inspection of the aforementioned documents can send an email to secretarial@bcml.in with the subject line "Balrampur Chini Mills Limited – 48th AGM" from their registered e-mail addresses mentioning their names and folio numbers / demat account numbers.

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

Sl. No.	Particulars	Details of access of access
a.	Link of the AGM and for participation through VC/OAVM	https://emeetings.kfintech.com by using e-voting credentials and clicking on video conference
b.	Link for posting AGM queries and speaker registration and period of registration	https://emeetings.kfintech.com by using e-voting credentials and clicking on "post your queries" / "Speaker registration" as the case may be. Period of registration: Friday 26th July, 2024 (11:00 A.M. IST) upto Monday, 29th July, 2024 (5:00 P.M. IST).
c.	Username and password for VC	Members may attend the AGM through VC by accessing the link https://emeetings.kfintech.com by using the remote e-voting credentials. Please refer the instructions provided separately which forms part of the Notice.

Sl. No.	Particulars	Details of access of access
d.	Helpline number for VC participation and e-voting	Contact KFin Technologies Limited at 1800-309-4001 or write to them at evoting@kfintech.com
e.	Cut-off date for e-voting	Wednesday, 24th July, 2024
f.	Time period for remote e-voting	Commences on Sunday, 28th July 2024 (10:00 A.M. IST) and ends on Tuesday, 30th July 2024 (5:00 P.M. IST)
g.	Closure dates	Thursday, 25th July, 2024 to Wednesday, 31st July, 2024 (both days inclusive).
h.	Last date for publishing results of the e-voting	On or before Friday, 2nd August, 2024
i.	Registrar and Transfer Agent - contact details	KFin Technologies Limited Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032 Tel: 1800-309 4001 www.kfintech.com Contact Person : Mr. S. V. Raju, Deputy Vice President Mr. Balaji S Reddy, Senior Manager – Corporate Registry
j.	Balrampur Chini Mills Limited – contact details	234/3A, A. J. C. Bose Road, FMC Fortuna, 2nd Floor, Kolkata – 700020 Email: secretarial@bcmil.in Contact Person: Mr. Manoj Agarwal, Company Secretary & Compliance Officer

Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal

- I. This is to inform you that Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/OIAE/OIAE_IAD1/P/ CIR/2023/131 dated 31st July, 2023 issued guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTA's) or specified intermediaries/regulated entities in the securities market.
- II. SEBI vide circular no. SEBI/HO/OIAE/OIAE_IAD1/P/

CIR/2023/135 dated 4th August, 2023 has further clarified that the investor shall first take up his/her/ their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may, escalate the same through the SCORES Portal <https://scores.gov.in/scores/Welcome.html> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.

- III. The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.

Place: Kolkata

Date: 29th June, 2024

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 Item Nos.5, 6, 7 and 8 of the accompanying Notice dated, 29th June, 2024:-

Item No. 5:

The Members at the 43rd Annual General Meeting held on 30th August, 2019 approved payment of remuneration by way of commission to the Non-Executive Directors of the Company, including Independent Directors, not exceeding one percent of the net profits of the Company or ₹125,00,000/- (Rupees One Crore Twenty Five Lakhs), plus applicable taxes, whichever is lower with effect from financial year commencing from 1st April, 2019.

The Non-Executive Directors of the Company contribute significantly to the growth of the Company by bringing professional expertise, rich and wide experience. Further, the responsibility of the Directors has increased with recent amendments in corporate law. It is, therefore, proposed to pay commission to the Non-Executive Directors of the Company, commensurate with their enhanced role, involvement and responsibility, in any case not exceeding the limit of 1% of the net profits of the Company or ₹ 175,00,000/- (Rupees One Crore Seventy-Five Lakhs only) in aggregate, plus applicable taxes, whichever is lower, in any financial year, as specified in Section 197(1)(ii)(A) of the Act, computed in the manner laid down in Section 198 of the Act. The quantum of commission payable to the Non-Executive Directors for each year, shall be decided by the Board on the basis of performance evaluation of the Directors commensurate with the time devoted, contribution made, guidance and oversight provided by them, as it may deem fit based on the recommendation of the Nomination & Remuneration Committee with effect from the financial year commencing from 1st April, 2024.

All Non-Executive Directors of the Company may be deemed interested in the resolution set out at Item No. 5 of the accompanying Notice to the extent of commission payable to them in accordance with the proposed resolution.

The relatives of Non-Executive Directors may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. None of the other Directors, KMP and their relatives is in any way, concerned or interested, financially or otherwise, in the proposed resolution.

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

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) Electricity, Fertilisers and Insecticides for the financial year ending 31st March, 2025 at a remuneration of ₹4,80,000 (Rupees Four Lakh Eighty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Rules made thereunder, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, the Board of Directors of the Company recommends the resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending on 31st March, 2025, by Members of the Company by way of an Ordinary Resolution.

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

The Board recommends this Ordinary Resolution as set out in Item No. 6 for approval by the Shareholders.

Item No. 7

In terms of the provisions of the Companies Act, 2013, as amended, ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("Listing Regulations") and on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company at its meeting held on 17th May, 2024 has approved the appointment of Mr. Chandra Kishore Mishra (DIN: 02553126) as an Additional Director (under the category of Non-Executive Independent Director) for a term of 5 (five) consecutive years with effect from 17th May, 2024. Further, he holds office upto the date of this Annual General Meeting.

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

Brief Profile of Mr. Mishra:

Mr. Chandra Kishore Mishra is a retired Indian Administrative Service (IAS) officer (1983 batch). He superannuated as Secretary in Ministry of environment, Forest and Climate Change. Prior to this, he was

Secretary in the Ministry of Health & Family Welfare and also held additional charge of Ministry of AYUSH for some time. He was the Additional Secretary & Mission Director, National Health Mission, leading one of the largest public health programme globally. He is globally recognized for his significant contributions to improving the Indian Public Health landscape.

He has led India's negotiations at important forums such as United Nations Framework Convention on Climate Change (Conference of the Parties); Montreal Protocol on Substances that Deplete the Ozone Layer and various other multilateral events. Mr. Chandra Kishore Mishra has been a leader in implementing 'Mission Indradhanush' – the largest ever focused campaign to immunize children in India. He has held leadership positions as head of many international organisations relating to maternal child health, tobacco control, population stabilization etc.

He has been associated as a Board member and Board Advisor with prestigious companies and non-profit organizations globally.

The Company has received consent from Mr. Mishra to act as a Director of the Company as prescribed under Section 152(5) of the Act. The Company had also received declaration from Mr. Mishra stating that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his 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 of Directors) Rules, 2014, Mr. Mishra has registered his name in the data bank of Independent Directors maintained by Indian Institute of Corporate Affairs ('Institute').

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

The directorships held by Mr. Mishra 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 Mr. Mishra shall not be liable to retire by rotation.

Mr. Mishra does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Pursuant to the provisions of section 160 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Company has received notice in writing from a member proposing the candidature of Mr. Chandra Kishore Mishra (DIN: 02553126) as a Director of the Company.

A draft letter of appointment of Mr. Mishra as an Independent Director setting out the terms and conditions of his appointment

and notice under Section 160 of the Act will also be available for inspection electronically up to the date of AGM.

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

Accordingly, the Board recommends appointment of Mr. Chandra Kishore Mishra as an Independent Director of the Company, for a period of 5 (five) consecutive years with effect from 17th May, 2024 upto 16th May, 2029 (both days inclusive), for the approval by the Members of the Company by way of a Special Resolution.

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

Except Mr. Mishra, 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. 7 of the accompanying Notice.

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

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

Item No. 8:

Ms. Veena Hingarh (DIN: 00885567) is currently an Independent Director, Chairperson of the Nomination and Remuneration Committee (NRC) and Corporate Social Responsibility (CSR) Committee and Member of Audit Committee, Risk Committee, Stakeholders Relationship Committee and Environment, Social and Governance (ESG) Committee.

Ms. Hingarh was appointed as an Independent Director with effect from 31st August, 2019 for a term of 5 (five) consecutive years upto 30th August, 2024 vide approval of the Shareholders at the 44th Annual General Meeting of the Company. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment for second term of upto five consecutive years on passing a special resolution by the Company.. Ms. Hingarh fulfills the requirements of an Independent Director as laid down under Section 149 (6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

The NRC, after taking into account the report of performance evaluation of Ms. Hingarh during her first term of 5 (five) years and considering her knowledge, acumen, expertise, experience, substantial contribution and time commitment, has recommended to the Board her reappointment for a second term of 5 (five) years. The NRC has considered her diverse skills, leadership capabilities, general management & sustainability exposure and vast consulting experience with businesses on IT, risk management, auditing and accounting among others, as being key requirements for this role. In view of the above, the NRC is of the view that Ms. Hingarh possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to reappoint her as an Independent Director.

In the opinion of the Board, Ms. Hingarh 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 directorships held by Ms. Hingarh 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, Ms. Hingarh shall not be liable to retire by rotation.

Brief profile of Ms. Veena Hingarh

Prof. Veena Hingarh is a Chartered Accountant and Company Secretary from India. She is also a Chartered Accountant from UK, a CIMA UK and a CGMA (USA). She is a certified Information System Auditor from ISACA (USA) and has a Post Graduate Diploma in Systems Management. In addition, she has a Master's qualification in Science. She has over 25 years of result-oriented consultancy and corporate training experience.

Prof. Hingarh is the Director in South-Asian Management Technologies FZC, Dubai and South Asian Management Technologies Foundation, a National State Board of Accountancy (USA). She is an Associate Consultant and trainer with Moody's Analytics, Informa Middle-east, Fitch Learning and KPMG Middle East and Ken Knowledge. Her areas of specialization are Information System Audit, Risk Management, and International Financial Reporting Standards. She has been a consultant to World Bank in the areas of risk management and quantification. The ISecGrade methodology co-developed by her has been accepted for IT Risk quantification by Banks and Corporates and published by Wiley's across more than 150 countries.

The Board considers that based on Ms. Hingarh's skills, expertise,

experience, integrity and knowledge, her association would be of immense benefit to the Company as an Independent Director. Accordingly, the Board recommends re-appointment of Ms. Hingarh as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from 31st August, 2024 to 30 August, 2029 (both days inclusive) for the approval by the Members of the Company.

The Company has received declaration from Ms. Veena Hingarh stating that she meets the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. The Company has also received a declaration from Ms. Hingarh stating that she is not disqualified from being appointed as a director in terms of Section 164 of the Act.

Pursuant to the provisions of section 160 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Company has received notice in writing from a member proposing the candidature of Ms. Veena Hingarh (DIN: 00885567) as a Director of the Company.

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

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

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

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

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

Place: Kolkata

Date: 29th June, 2024

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

Annexure to the Notice

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

Name	Mr. Praveen Gupta	Mr. Chandra Kishore Mishra	Ms. Veena Hingarh
DIN	09651564	02553126	00885567
Date of Birth	25th March, 1959	16th May, 1960	4th September, 1970
Age	65 years	64 years	53 years
Date of first appointment on the Board	1st July, 2022	17th May, 2024	31st August, 2019
Profile	<p>With over 40 years of work experience of which nearly 15 have been spent with the Company, Mr. Praveen Gupta has spearheaded operations, expansion and new technologies implementation in various leadership roles. Quintessentially a people's person, he has led consensus driven growth across categories and organizations. He has been essaying a chief role in the ongoing migration of BCML towards the more value-accretive segments. He leads Corporate Technical Team (CTT), to ensure that the Units meet the technical excellence parameters as set by CTT for increasing efficiency in operations and drive functional synergies across all units (cost, safety, know-how and knowledge sharing) including ESG aspects. He will interalia undertake identification of underperforming assets & way for improvement/modernisation thereof and will ensure EHS and other compliances in units. He shall further perform such other functions and duties as may be assigned to him, from time to time, by the Board/Management..</p>	<p>Mr. Chandra Kishore Mishra is a retired Indian Administrative Service (IAS) officer (1983 batch) and super annuated as Secretary in Ministry of Environment, Forest and Climate Change. Prior to this, he was Secretary in the Ministry of Health & Family Welfare and also held additional charge of Ministry of AYUSH for some time. He was the Additional Secretary & Mission Director, National Health Mission, leading one of the largest public health programme globally. He is globally recognized for his significant contributions to improving the Indian Public Health landscape.</p> <p>Mr. Mishra has been a leader in implementing 'Mission Indradhanush' – the largest ever focused campaign to immunize children in India. He has held leadership positions as head of many international organisations relating to maternal child health, tobacco control, population stabilization etc.</p> <p>He has led India's negotiations at important forums such as United Nations Framework Convention on Climate Change (Conference of the Parties); Montreal Protocol on Substances that Deplete the Ozone Layer and various other multilateral events. He has been associated as a Board member and Board Advisor with prestigious companies and non-profit organizations globally.</p>	<p>Prof. Veena Hingarh is a Chartered Accountant and Company Secretary from India. She is also a Chartered Accountant from UK, a CIMA UK and a CGMA (USA). She is a certified information system auditor from ISACA (USA) and has a post graduate diploma in systems management. In addition, she has a master's qualification in science. She has over 25 years of result-oriented consultancy and corporate training experience.</p> <p>Prof. Hingarh is the Director in South-Asian Management Technologies FZC, Dubai and South Asian Management Technologies Foundation, a National State Board of Accountancy (USA). She is an associate consultant and trainer with Moody's Analytics, Informa Middle-east, Fitch Learning and KPMG Middle East and Ken Knowledge. Her areas of specialization are Information System Audit, Risk Management, and International Financial Reporting Standards. She has been a consultant to World Bank in the areas of risk management and quantification. The ISecGrade methodology co-developed by her has been accepted for IT Risk quantification by Banks and Corporates and published by Wiley's across more than 150 countries.</p>

Name	Mr. Praveen Gupta	Mr. Chandra Kishore Mishra	Ms. Veena Hingarh
Qualification	<ol style="list-style-type: none"> 1. MBA (Indian Institute of Management, Kolkata) 2. B.Sc. in Mechanical Engineering 3. Alumnus of Birla Public School (Pilani) 	<ol style="list-style-type: none"> 1. Indian Administrative Service (IAS, 1983) 2. Bachelor's degree in History (Hons.) 3. Post Graduate Diploma in Media Law 4. Advanced Leadership Program [from Australia and New Zealand School of Government (ANZSOG)] 	<ol style="list-style-type: none"> 1. Chartered Accountant and Company Secretary (India) 2. Chartered Accountant (UK) 3. CIMA (UK) 4. CGMA (USA) 5. Certified Information System Auditor (ISACA, USA) 6. Masters in Science
Experience and Expertise in specific functional area	<p>With over 40 years of work experience, Mr. Praveen Gupta has spearheaded operations, expansion and new technologies implementation in various leadership roles.</p> <p>Mr. Gupta is having the following Skills/ Expertise viz. Industry Experience; Industry knowledge; Understanding of relevant laws, rules, regulation and policy; Engineering and Technology; Leadership; Interpersonal Relations; Business Planning and Strategy.</p>	<p>With over 37 years of work experience, Mr. Mishra shall provide oversight on governance with strong focus on statutory compliance and Agri research and development.</p> <p>Mr. Mishra is having the following skills / Expertise viz. Statutory Compliance; Risk Management; Business Planning and Strategy; Corporate Affairs; Agri Research & Development; Understanding of sustainability, relevant laws, rules, regulation and policy; Interpersonal Relations and Leadership</p>	<p>With over 25 years of experience, Ms. Hingarh shall provide result-oriented consultancy and corporate training.</p> <p>Ms. Hingarh is having the following skills / Expertise viz. Industry Experience; Understanding of relevant laws, rules, regulation and policy; Accounting and Finance; Information Technology; Statutory Compliance; Risk Management; Human Resource Management; Corporate Affairs; Interpersonal relations; Leadership</p>
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	<p>Appointed as a Whole-time Director with effect from 1st July, 2022. His office is liable to retire by rotation. He is entitled to receive Fixed Pay, Annual Performance Linked Incentive and Perquisites.</p>	<p>The Board of Directors appointed with effect from 17th May, 2024 as an Additional Director (in the category of Non-Executive Independent Director) as per the terms and conditions of appointment as Independent Director, as displayed on the Company's website at the following weblink: https://chini.com/sustainability/governance/policies/</p> <p>He shall also be entitled to commission and sitting fees as per the Company's policy.</p>	<p>Re-appointment w.e.f. from 31st August, 2024 as per the terms and conditions of appointment as Independent Director, as displayed on the Company's website at the following weblink: https://chini.com/sustainability/governance/policies/</p> <p>She shall also be entitled to commission and sitting fees as per the Company's policy.</p>
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	N.A.	Refer Item No. 7 of the Notice and Explanatory Statement	Refer Item No. 8 of the Notice and Explanatory Statement
Remuneration last drawn by such person, if applicable	<p>Mr. Gupta has drawn a remuneration of ₹96.17 Lakh during the financial year 2023-24. The details of remuneration drawn are provided in the Corporate Governance Report section of the Integrated Annual Report 2023-24.</p>	N.A.	<p>Ms. Hingarh has drawn a remuneration of ₹26.43 Lakh during the financial year 2023-24. The details of remuneration drawn are provided in the Corporate Governance Report section of the Integrated Annual Report 2023-24.</p>

Name	Mr. Praveen Gupta	Mr. Chandra Kishore Mishra	Ms. Veena Hingarh
Remuneration sought to be paid	In terms of the Special Resolution passed by the Shareholders at the 47th AGM of the Company held on 19th August, 2023	He will be eligible for payment of sitting fees and commission, as payable to other Non-Executive Directors of of the Company as per the Remuneration Policy of the Company applicable to Non-Executive Directors.	She will be eligible for payment of sitting fees and commission, as payable to other Non-Executive Directors of of the Company as per the Remuneration Policy of the Company applicable to Non-Executive Directors.
Directorship of other companies including Listed Companies and Membership/Chairmanship of Committees of other Boards.	None	Directorships in other Companies (excluding foreign companies): <ol style="list-style-type: none"> IPE Global Limited Shriram General Insurance Company Limited Borosil Scientific Limited DCDC Health Services Private Limited Resolve To Save Lives Services Private Limited Meradoc Healthtech Private Limited Raigad Pen Growth Centre Limited Membership/Chairmanship of Committees of other Boards: NIL	Directorships in other Companies (excluding foreign companies): <ol style="list-style-type: none"> South-Asian Management Technologies Private Limited Shivalik Small Finance Bank Limited Membership/Chairmanship of Committees of other Boards: <ol style="list-style-type: none"> Shivalik Small Finance Bank Limited : <ol style="list-style-type: none"> Audit Committee-Chairperson Risk Management Committee-Chairperson Nomination & Remuneration Committee-Member Customer Service Committee-Member IT Strategy and Information Systems Security Committee-Member
Membership/ Chairmanship of the Company of Committees of the Board of the Company	<ol style="list-style-type: none"> Environmental, Social and Governance (ESG) Committee-Member Executive Committee-Member Corporate Social Responsibility Committee-Member Risk Management Committee-Member 	<ol style="list-style-type: none"> Audit Committee-Member Environmental, Social and Governance (ESG) Committee-Member 	<ol style="list-style-type: none"> Nomination & Remuneration Committee-Chairperson Corporate Social Responsibility Committee-Chairperson Audit Committee-Member Risk Management Committee-Member Stakeholders Relationship Committee-Member Environmental, Social and Governance (ESG) Committee-Member
Listed entities from which resigned in the past three years	Nil	Nil	1. TIL Limited
No. of shares held in the Company	Nil	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None	None
No. of Meetings of the Board attended during the year 2023- 24	8 out of 8 during the year 2023- 2024	N. A.	8 out of 8 during the year 2023-2024

Place: Kolkata

Date: 29th June, 2024

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