



## **BALRAMPUR CHINI MILLS LIMITED**

CIN - L15421WB1975PLC030118

REGD. OFF. : "FMC FORTUNA" 2ND FLOOR, 234/3A, A. J. C. BOSE ROAD, KOLKATA - 700 020  
PHONE : 2287-4749 • FAX : (033) 2283-4487 • Email : bcml@bcml.in • www.chini.com

10<sup>th</sup> April, 2019

|                                                                                                                                                                               |                                                                                                                                                                                     |                                                                                    |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|
| <b>National Stock Exchange of India Limited</b><br>Listing Deptt., Exchange Plaza,<br>5th Floor, Plot No. C/1, G<br>Block, Bandra Kurla Complex,<br>Bandra (E) Mumbai- 400051 | <b>BSE Limited</b><br>The Corporate Relationship Department<br>1st Floor, New Trading Wing,<br>Rotunda Building,<br>Phiroze Jeejeebhoy Towers<br>Dalai Street, Fort, Mumbai- 400001 | <b>The Calcutta Stock Exchange Limited</b><br>7, Lyons Range,<br>Kolkata — 700 001 |
| <b>Scrip Code: BALRAMCHIN</b>                                                                                                                                                 | <b>Scrip Code: 500038</b>                                                                                                                                                           | <b>Scrip Code: 12012</b>                                                           |

Dear Sir/Madam,

Subject: **Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Minutes of Announcement of Results of Resolutions passed through Postal Ballot by Balrampur Chini Mills Limited ("the Company")**

Further to our letter dated 27<sup>th</sup> March, 2019, we are submitting hereunder a certified true copy of the Minutes of announcement of Results of Resolutions passed through Postal Ballot by the Company on Wednesday, 27<sup>th</sup> March, 2019.

This is for your information and records please.

Thanking you,

Yours Faithfully,  
**For Balrampur Chini Mills Limited**

  
**Nitin Bagaria**  
(Company Secretary)

End: as above

MINUTES OF ANNOUNCEMENT OF RESULTS OF RESOLUTIONS PASSED THROUGH POSTAL BALLOT BY BALRAMPUR CHINI MILLS LIMITED ON WEDNESDAY, 27TH MARCH, 2019, COMMENCED AT 5:00 P.M. (AND CONCLUDED AT 5.30 P.M.) AT FMC FORTUNA, 2ND FLOOR, 234/3A, A.J.C. BOSE ROAD, KOLKATA- 700020 (DATE OF PASSING - MONDAY, 25TH MARCH, 2019)

**Present :**

|                    |   |                              |
|--------------------|---|------------------------------|
| Shri Vivek Saraogi | : | Managing Director and Member |
| Ms. Amber Ahmad    | : | Scrutinizer                  |
| Shri Nitin Bagaria | : | Company Secretary and Member |

**Background :**

Pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (as amended) ("the Act") read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 (as amended) ("the Rules"), including any statutory modification or re-enactment thereof for the time being in force, Revised Secretarial Standard 2 on General Meetings ("SS 2"), and any other laws, rules and regulations applicable from time to time, the Company had issued Postal Ballot Notice dated 4th February, 2019 ("the Notice") to obtain approval from Shareholders of the Company through Postal Ballot (which includes e-voting) on the following Special Business:

1. For reappointment of Shri Rabi Narayan Das (DIN: 03582925) as an Independent Director of the Company for another term of five consecutive years.
2. For reappointment of Shri Dinesh Kumar Mittal (DIN: 00040000) as an Independent Director of the Company for another term of five consecutive years.
3. For reappointment of Shri Krishnavia Dutt (DIN: 02792753) as an Independent Director of the Company for another term of five consecutive years.
4. For reappointment of Smt. Novel Singhal Lavasa (DIN: 07071993) as an Independent Director of the Company for another term of five consecutive years.
5. For continuation of directorship of Shri Sakti Prasad Ghosh (DIN: 00183802) as an Independent Director of the Company.

The Board of Directors of the Company at its meeting held on 4th February, 2019 had appointed CS Amber Ahmad (Membership No.: FCS 9312, CP No.: 8581), Proprietor of Amber Ahmad & Associates, Company Secretaries, as the scrutinizer (the "Scrutinizer") for conducting Postal Ballot (which includes e-voting) process in a fair and transparent manner.

The Company, in compliance with the provisions of Section 108 of the Act read with Rule 20 of the said Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), has provided the members with the facility to exercise their right to vote on the matters included in the Notice by electronic means i.e., through e-voting services provided by Karvy Fintech Private Limited (Karvy) (Agency appointed by the Board of Directors for providing platform for e-voting). The e-voting period commenced on Sunday, 24th February, 2019 (10.00 A.M.) and ended on Monday, 25th March, 2019 (5.00 P.M.).

CERTIFIED TRUE COPY  
For Balrampur Chini Mills Ltd.

*Amber Ahmad*  
Company Secretary

CHAIRMAN  
INITIAL:

*AG*

The Notice was sent through e-mail to the Members who have registered their e-mail IDs with the Depositories or with the Company and through permitted mode (i.e. through courier service) to the Members who have not registered their e-mail IDs (or who have opted to receive physical copies) along with Postal Ballot Form and a postage pre-paid self-addressed envelope. The said dispatches were completed on 23th February, 2019. The Notice was also given to the Directors, Auditors and Secretarial Auditor of the Company and was also posted on the website of the Company and Karvy.

The Company also released a newspaper publication in Financial Express (All editions) and Arthik Lipi (Kolkata edition) on 24th February, 2019 intimating, inter alia, about the completion of said dispatches to the Shareholders.

As intimated to the members through the Notice:

1. The Postal Ballot Forms received after 5:00 P.M. on Monday, 25th March, 2019 were treated as if no replies have been received from members.
2. Voting rights have been reckoned on the paid-up value of equity shares registered in the names of the Members as on 8th February, 2019.
3. Incomplete, unsigned or incorrectly filled Postal Ballot Forms have been rejected by the Scrutinizer.

After due scrutiny of all the Postal Ballot Forms/ e-voting received within the prescribed time limit, the Scrutinizer submitted her Reports on 27th March, 2019.

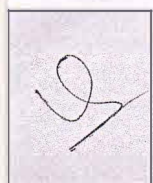
On the basis of the Reports of the Scrutinizer, Shri Vivek Saraogi, Managing Director of the Company (who was authorised by the Chairman, Shri Sumit Mazumder vide his letter dated 12th February, 2019), declared the results of Postal Ballot on Wednesday, 27th March, 2019 at 5:00 P.M.

On the basis of Scrutinizer's Report, the resolutions mentioned in the Notice have been passed as Special Resolutions as per following details:

**Item No. 1:**

**"RESOLVED THAT** pursuant to the provisions of Sections 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 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the "Listing Regulations"), Shri Rabi Narayan Das (DIN: 03582925), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024."

CHAIRMAN'S  
INITIALS



**CERTIFIED TRUE COPY**  
**For Balrampur Chini Mills Ltd.**

  
**Company Secretary**

**Summary of Results:**

| Particulars     | No. of Votes Cast |                   |                    |                   |                |                   | Percentage of Votes Cast (%) |
|-----------------|-------------------|-------------------|--------------------|-------------------|----------------|-------------------|------------------------------|
|                 | E-voting          |                   | Postal Ballot Form |                   | Total          |                   |                              |
|                 | No. of Members    | No. of Votes Cast | No. of Members     | No. of Votes Cast | No. of Members | No. of Votes Cast |                              |
| Assent          | 195               | 135556093         | 9                  | 15703260          | 204            | 151259353         | 99.9965                      |
| Dissent         | 16                | 5231              | 0                  | 0                 | 16             | 5231              | 0.0035                       |
| Total           | 211               | 135561324         | 9                  | 15703260          | 220            | 151264584         | 100.00                       |
| Abstain/invalid | 4                 | 10030             | 0                  | 0                 | 4              | 10030             |                              |

**Item No. 2:**

"RESOLVED THAT pursuant to the provisions of Sections 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 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the "Listing Regulations"), Shri Dinesh Kumar Mittal (DIN: 00040000), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Listing Regulations and who is eligible for re- appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024."

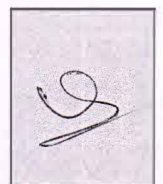
**Summary of Results:**

| Particulars     | No. of Votes Cast |                   |                    |                   |                |                   | Percentage of Votes Cast (%) |
|-----------------|-------------------|-------------------|--------------------|-------------------|----------------|-------------------|------------------------------|
|                 | E-voting          |                   | Postal Ballot Form |                   | Total          |                   |                              |
|                 | No. of Members    | No. of Votes Cast | No. of Members     | No. of Votes Cast | No. of Members | No. of Votes Cast |                              |
| Assent          | 120               | 99677963          | 9                  | 15703260          | 129            | 115381223         | 76.2777                      |
| Dissent         | 91                | 35883409          | 0                  | 0                 | 91             | 35883409          | 23.7223                      |
| Total           | 211               | 135561372         | 9                  | 15703260          | 220            | 151264632         | 100.00                       |
| Abstain/invalid | 4                 | 10030             | 0                  | 0                 | 4              | 10030             |                              |

**Item No. 3:**

"RESOLVED THAT pursuant to the provisions of Sections 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 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange

CHAIRMAN'S INITIALS



**CERTIFIED TRUE COPY**  
For Balrampur Chini Mills Ltd.

*NB Aggarwal*  
Company Secretary

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the "Listing Regulations"), Shri Krishnava Dutt (DIN: 02792753), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024."

**Summary of Results:**

| Particulars     | No. of Votes Cast |                   |                    |                   |                |                   | Percentage of Votes Cast (%) |
|-----------------|-------------------|-------------------|--------------------|-------------------|----------------|-------------------|------------------------------|
|                 | E-voting          |                   | Postal Ballot Form |                   | Total          |                   |                              |
|                 | No. of Members    | No. of Votes Cast | No. of Members     | No. of Votes Cast | No. of Members | No. of Votes Cast |                              |
| Assent          | 123               | 99678105          | 9                  | 15703260          | 132            | 115381365         | 76.2778                      |
| Dissent         | 88                | 35883227          | 0                  | 0                 | 88             | 35883227          | 23.7222                      |
| Total           | 211               | 135561332         | 9                  | 15703260          | 220            | 151264592         | 100.00                       |
| Abstain/invalid | 4                 | 10030             | 0                  | 0                 | 4              | 10030             |                              |

**Item No. 4:**

"RESOLVED THAT pursuant to the provisions of Sections 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 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the "Listing Regulations"), Smt. Novel Singhal Lavasa (DIN: 07071993), Independent Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and the Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of five consecutive years with effect from 1st April, 2019 upto 31st March, 2024."

**Summary of Results:**

| Particulars     | No. of Votes Cast |                   |                    |                   |                |                   | Percentage of Votes Cast (%) |
|-----------------|-------------------|-------------------|--------------------|-------------------|----------------|-------------------|------------------------------|
|                 | E-voting          |                   | Postal Ballot Form |                   | Total          |                   |                              |
|                 | No. of Members    | No. of Votes Cast | No. of Members     | No. of Votes Cast | No. of Members | No. of Votes Cast |                              |
| Assent          | 191               | 135555637         | 9                  | 15703260          | 200            | 151258897         | 99.9962                      |
| Dissent         | 20                | 5694              | 0                  | 0                 | 20             | 5694              | 0.0038                       |
| Total           | 211               | 135561331         | 9                  | 15703260          | 220            | 151264591         | 100.00                       |
| Abstain/invalid | 4                 | 10030             | 0                  | 0                 | 4              | 10030             |                              |

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For Balrampur Chini Mills Ltd.

  
Company Secretary

## Item No. 5:

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, approval of the Members of the Company be and is hereby accorded for Shri Sakti Prasad Ghosh (DIN: 00183802) to continue as an Independent Director of the Company, from 1st April, 2019 till the completion of his present term of appointment, that is, upto 30th September, 2020, notwithstanding that he had attained the age of 75 years."

| Particulars     | No. of Votes Cast |                   |                    |                   |                |                   | Percentage of Votes Cast (%) |
|-----------------|-------------------|-------------------|--------------------|-------------------|----------------|-------------------|------------------------------|
|                 | E-voting          |                   | Postal Ballot Form |                   | Total          |                   |                              |
|                 | No. of Members    | No. of Votes Cast | No. of Members     | No. of Votes Cast | No. of Members | No. of Votes Cast |                              |
| Assent          | 192               | 135555608         | 9                  | 15703260          | 201            | 151258868         | 99.9965                      |
| Dissent         | 18                | 5367              | 0                  | 0                 | 18             | 5367              | 0.0035                       |
| Total           | 210               | 135560975         | 9                  | 15703260          | 219            | 151264235         | 100.00                       |
| Abstain/invalid | 5                 | 10482             | 0                  | 0                 | 5              | 10482             |                              |

Based on the above results, the Resolutions have been deemed to be passed with requisite majority on Monday, 25th March, 2019 (i.e. last date for receipt of Postal Ballot Forms and e-voting) as per Para 16.6.3 of SS - 2.

*Uwe Saroop*  
MANAGING DIRECTOR  
(DIN - 00221419)

10/4/19 Entered on.....10/4/2019  
Company Secretary.....*N. Bagaria*

10/4/19  
Kolkata

Date: 10-4-2019  
Place: KOLKATA

CHAIRMAN'S  
INITIALS

*[Signature]*

CERTIFIED TRUE COPY  
For Balrampur Chini Mills Ltd.

*N. Bagaria*  
Company Secretary