

Balrampur Chini Mills Limited

Gist of the proceedings of the Annual General Meeting of Balrampur Chini Mills limited held on 12th August, 2015

The 39th Annual General Meeting of the Members of the Company was held on August 12, 2015 at 10.30 a.m., at Vidya Mandir, 1, Moira Street, Kolkata – 700 017.

Shri Naresh Chandra, Chairman, chaired the proceedings of the Meeting.

Total 668 Members (including proxies) attended the Meeting as per separate records of attendance.

The Chairman informed the Members that pursuant to the provisions of the Companies Act, 2013, Rules framed thereunder and the Listing Agreement, the Company had extended the remote e-voting facility to the Members of the Company in respect of resolutions to be passed at the Meeting. The remote e-voting commenced at 09.00 a.m. on August 9, 2015 and ended at 05.00 p.m. on August 11, 2015.

The Chairman informed the Members that the facility for voting through Ballot Paper is made available at the Meeting for Members who have not cast their vote through remote e-voting.

He further informed that the Board of Directors have engaged the services of NSDL as the agency to provide remote e-voting facility and have appointed Shri Anil Murarka, Practicing Company Secretary, Kolkata as the Scrutinizer for the purpose of scrutinizing the voting process through remote e-voting and ballot paper.

On the invitation of the Chairman, several Members addressed the Meeting, gave their suggestions and sought clarifications on the Company's accounts and businesses which were duly replied by Shri Naresh Chandra, Chairman and Shri Vivek Saraogi, Managing Director. The Chairman and the Managing Director gave an overview of the financial performance of the Company for the financial year ended March 31, 2015 and its future outlook.

Thereafter, the Chairman ordered poll to be taken at the meeting through Ballot Paper and requested Shri Anil Murarka, Scrutinizer for an orderly conduct of the voting.

The Chairman announced that the e-voting results along with the consolidated scrutinizer's report shall be placed on the website of the Company.

The following resolutions passed by the members with requisite majority :

ORDINARY BUSINESS :

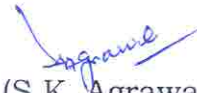
1. Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors therein including the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 and the report of the Auditors thereon. (Ordinary Resolution)
2. Re-appointment of Dr. Arvind Krishna Saxena, retiring by rotation, as Director (Ordinary Resolution)
3. Appointment of M/s. G.P. Agrawal & Co, Chartered Accountants, as Auditors of the Company and fixing their Remuneration (Ordinary Resolution)

SPECIAL BUSINESS :

4. Appointment of Smt. Novel S. Lavasa as an Independent Director (Ordinary Resolution).
5. Alteration/substitution of Articles of Association of the Company by a new set of Articles of Association (Special Resolution).
6. Payment of Commission to the Non-Executive Director of the Company (Special Resolution).
7. Payment of existing remuneration to Shri Kishor Shah, Director cum Chief Financial Officer as minimum remuneration (Special Resolution).
8. Payment of existing remuneration to Dr. Arvind Krishna Saxena, Wholtime Director as minimum remuneration (Special Resolution).
9. Approval of the remuneration of the Cost Auditors for the financial year ending March 31, 2016 (Ordinary Resolution).

The consolidated scrutinizer's report was uploaded on the website of the Company. Further, the results in the form prescribed were notified to the Stock Exchanges under Clause 35A of the Listing Agreement.

For **Balrampur Chini Mills Ltd**


(S.K. Agrawala)
Company Secretary