



BALRAMPUR CHINI MILLS LIMITED

REGD. OFF. : "FMC FORTUNA" 2ND FLOOR, 234/3A, A. J. C. BOSE ROAD, KOLKATA - 700 020
PHONE : 2287-4749 FAX : (033) 22873083 / 22808874 GRAM : BALSUCO, CALCUTTA
Email : bcml@bcml.in • Internet Website <http://www.chini.com> • CIN - L15421WB1975PLC030118

4th April, 2018

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

Dear Sir/ Madam,

Sub: Extinguishment of equity shares in connection with the Buyback of 66,00,000 equity shares and Reconciliation of the Share Capital

In compliance with Regulation 12 of SEBI (Buyback of Securities) Regulations 1998, ("Buyback Regulations"), this is to inform you that the Company has extinguished/ destroyed 66,00,000 fully paid up equity shares of Re. 1/- each. We enclose a copy of the certificate signed by Karvy Computershare Private Limited (Registrar), M/s Lodha & Co. Chartered Accountants (Statutory Auditors of the Company) and the Company confirming that the above equity shares were extinguished / destroyed in compliance with Regulation 12 of the Buyback Regulations.

We request you to take note of the same.

Thanking you,

Yours faithfully,

For Balrampur Chini Mills Limited


Nitin Bagaria
Company Secretary and Compliance Officer

Encl: As above

The Board of Directors,
Balrampur Chini Mills Limited
FMC Fortuna, 2nd Floor,
234/3A, A.J.C. Bose Road,
Kolkata – 700 020

Dear Sirs,

Introduction

1. This Certificate is issued in accordance with the terms of our engagement letter dated 13th February, 2018 with respect to buy back of its 66,00,000 equity shares at a price of Rs. 150 per share, amounting to Rs. 9900 lacs (not including buyback expenses) (hereinafter referred to as "buyback") in pursuance of the provisions of Section 68 and 70 of the Companies Act, 2013, as amended (the "Act") and rules specified in the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (as amended) ("SEBI Buyback Regulations") by **Balrampur Chini Mills Limited** having its Registered Office at FMC Fortuna, 2nd Floor, 234/3A, A. J. C. Bose Road, Kolkata-700 020 ("the Company").
2. The accompanying statement of certificate of extinguishment of equity shares in respect of buyback made by the Company ("**the Statement**") pursuant to the Public Announcement dated 21st February, 2018 and published on 22nd February, 2018 ("the Public Announcement") and the Letter of Offer dated 6th March, 2018 ("the Letter of Offer") with tendering period for the buyback offer opened on 12th March, 2018 and closed on 23rd March, 2018 ("the Tendering Period"), has been prepared by the management. We have initialled the same for identification purposes only.

Management's Responsibility:

3. The preparation of the Statement in compliance of Regulation 12 of the SEBI Buyback Regulations is the responsibility of the Management of the Company. This responsibility includes the design, implementation and maintenance of the internal control relevant to the preparation and presentation of the Statement and preparation and maintenance of relevant details of the shares bought back and all statutory records and registers and other relevant supporting records and documents.

Auditor's Responsibility:

4. Pursuant to the requirement of the SEBI Buyback Regulations, it is our responsibility to verify that the shares bought back as stated in the Statement have been extinguished and/or destroyed in our presence. In this respect we have performed the following procedures:
 - i) Verified the certificate of National Securities Depository Limited with respect to extinguishment of equity shares in dematerialized form and the physical destruction of equity shares held in physical form
 - ii) Examined the register of members maintained under Section 88(1) of the Act;
 - iii) Examined that register maintained under Section 68(9) of the Act; and
 - iv) Verified other relevant statutory records and minutes maintained by the management and obtained necessary confirmation and representation confirming the compliances in this respect.



5. We, having regard to para 4 above, have conducted examination of the Statement in accordance with the Guidance Note on Audit reports and certificates for Special Purposes, issued by the Institute of the Chartered Accountants of India (the ICAI). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion:

7. Based on our examination of the procedures as above and the information and explanations given to us, we hereby certify that the company has extinguished and/or physically destroyed in our presence, the equity shares bought back as per the details given in the attached Statement aggregating to 65,98,936 shares in dematerialised form and 1,064 shares in physical form and thereby the said Statement as compiled by the management has been found to be in accordance with the books and records of the Company..

Restriction on use:

8. This certificate is addressed to and provided to the management of the Company for meeting its responsibilities with reference to the Act and provisions of the SEBI Buyback Regulations, as applicable, and should not be used by any other person, or for any other purpose (except for filing with statutory authorities, e.g. SEBI / ROC). Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come, without our prior consent in writing.

For Lodha & Co.
Chartered Accountants
Firm's ICAI Registration No. 301051E

R. P. Singh

R P Singh
Partner
Membership No. 052438



Place: Kolkata
Date: 4th April, 2018

**CERTIFICATE OF EXTINGUISHMENT OF EQUITY SHARES BOUGHT BY
BALRAMPUR CHINI MILLS LIMITED**

Pursuant to the Public Announcement dated 21st February, 2018 and published on 22nd February, 2018 (the "Public Announcement") and the Letter of Offer dated 8th March, 2018 (the "Letter of Offer"), the tendering Period for the Buyback offer opened on 12th March, 2018 and closed on 23rd March, 2018 ("the Tendering Period"). The following are the details of the Equity Shares bought back by BALRAMPUR CHINI MILLS LIMITED (the "Company") during the Tendering Period and destroyed/extinguished:

EQUITY SHARES IN DEMATERIALISED FORM:

Name of the Depository Participant and DP ID No.	Client ID	Date of extinguishment	No. of equity shares extinguished
KARVY STOCK BROKING LIMITED[IN300394]	19522661	3 rd April, 2018	6,598,936

EQUITY SHARES IN PHYSICAL FORM:

Registered folio no.	Certificate no.	Distinctive numbers (both inclusive)	Date of extinguishment	No. of equity shares extinguished / destroyed
BCM7777777	22316	4963021-4963183	4th April, 2018	163
BCM7777777	22318	259605032-259605033	4th April, 2018	2
BCM7777777	22320	3265115-3265147	4th April, 2018	33
BCM7777777	22322	4173721-4173760	4th April, 2018	40
BCM7777777	22324	3287991-3288143	4th April, 2018	153
BCM7777777	22326	3282321-3282473	4th April, 2018	153
BCM7777777	22328	3293661-3293674	4th April, 2018	14
BCM7777777	22330	315241-315408	4th April, 2018	168
BCM7777777	22332	324741-325071	4th April, 2018	331
BCM7777777	14842	259608197-259608197	4th April, 2018	1
BCM7777777	12804	259601207-259601207	4th April, 2018	1
BCM7777777	16880	259616228-259616228	4th April, 2018	1
BCM7777777	15130	259609701-259609701	4th April, 2018	1
BCM7777777	10059	259592192-259592192	4th April, 2018	1
BCM7777777	12907	259602360-259602360	4th April, 2018	1
BCM7777777	11379	259598497-259598497	4th April, 2018	1
Total				1064

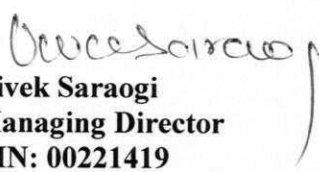
TOTAL NUMBER OF EQUITY SHARES EXTINGUISHED / DESTROYED:

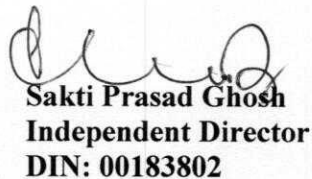
Total no. of equity shares extinguished / destroyed	66,00,000
---	-----------



It is certified that the above equity shares of the Company were extinguished and/ or physically destroyed in presence of the Statutory Auditors and the Registrar to the Buyback in compliance with the applicable provisions of Regulation 12 of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended from time to time.

For Balrampur Chini Mills Limited

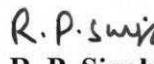

Vivek Saraogi
Managing Director
DIN: 00221419


Sakti Prasad Ghosh
Independent Director
DIN: 00183802


Nitin Bagaria
Company Secretary and
Compliance Officer

The Statutory Auditors, M/s Lodha & Co, Chartered Accountants and the Registrar, Karvy Computershare Pvt Ltd have authenticated this certificate, as identification thereof.

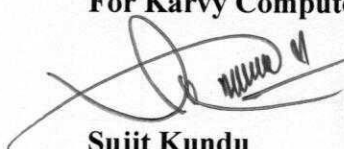
For Lodha & Co.
Chartered Accountants
Firm's Registration No.: 301051E


R. P. Singh
Partner
Membership No. 052438

Place: Kolkata
Date: 4th April, 2018



For Karvy Computershare Pvt. Ltd.


Sujit Kundu
Senior Manager



Enclosed: Confirmation dated 3rd April, 2018 from National Securities Depository Limited (NSDL) for extinguishment of Equity Shares in demat form and confirmation dated 4th April, 2018 from Karvy Computershare Private Limited, Registrar & Share Transfer Agent and Lodha & Co., Statutory Auditors of the Company for the extinguishment/destroying of Equity Shares in physical form.

TO WHOM SO EVER IT MAY CONCERN

**Cancellation of Physical Share Certificates pursuant to Regulation 12(1) of
SEBI (Buy-back of Securities) Regulations, 1998**

We, Sujit Kundu, Representative of Registrar to the Issue i.e. Karvy Computershare Pvt. Ltd., and R. P. Singh, Partner, Lodha & Co., Chartered Accountants, hereby certify that the following mentioned Physical Share Certificates issued by Balrampur Chini Mills Limited which were transferred to Balrampur Chini Mills Limited (Folio No. BCM7777777) pursuant to the Buyback of 66,00,000 equity shares made by the Company have been destroyed in our presence:-

Certificate no.	Distinctive numbers (both inclusive)	Shareholder name	No. of shares
22316	4963021-4963183	Shashank Jain	163
22318	259605032-259605033	Marathon Money Mar	2
22320	3265115-3265147	Nirmal Aggarwal	33
22322	4173721-4173760	Ramesh Sukhraj Bora Niraj Ramesh Bora	40
22324	3287991-3288143	Nirmala Agarwalla	153
22326	3282321-3282473	Nirmala Agarwalla	153
22328	3293661-3293674	Nirmala Agarwalla	14
22330	315241-315408	Arun Kr Agarwalla	168
22332	324741-325071	Arun Kumar Agarwalla	331
14842	259608197-259608197	Okchand	1
12804	259601207-259601207	Lassodevi	1
16880	259616228-259616228	Rameshchandra Shah Pushpa Shah	1
15130	259609701-259609701	Parag Shah Sandip Shah Pushpa Shah	1
10059	259592192-259592192	Dipti Shah Pushpa Shah Ramesh Chandra Shah	1
12907	259602360-259602360	Lokenderkumar Ghota	1
11379	259598497-259598497	Jatendevi Ghota	1

For Lodha & Co.
Chartered Accountants
Firm's Registration No.: 301051E

R. P. Singh
R. P. Singh
Partner
Membership No. 052438

For Karvy Computershare Pvt. Ltd.


Sujit Kundu
Senior Manager



Place: Kolkata
Date: 4th April, 2018



National Securities Depository Limited



Ref: II/CA/COM/16799/2018

April 03, 2018

Mr. Nitin Bagaria
Company Secretary
Balrampur Chini Mills Limited
FMC Fortuna, 2nd Floor
234/3A, A.J.C. Bose Road
Kolkata - 700020

Sub : Buy-back (tender offer)

Dear Sir,

As per the corporate action(s) executed by your R&T Agent/Registry Division viz; Karvy Computershare Private Limited. , Equity Shares were credited/debited to the account(s) in the NSDL system, details of which are given below :

ISIN	ISIN Description	D/C	Records	Quantity	Execution Date
INE119A01028	BALRAMPUR CHINI MILLS LIMITED EQ NEW FV 1/-	Debit	1	6,598,936.000	03/Apr/2018

You may contact your R&T Agent/ Registry Division for further details in this regard.

Yours faithfully,

Nitin Ambure
Vice President

CERTIFIED TRUE COPY

For Balrampur Chini Mills Ltd.

N Bagaria
Company Secretary

Digitally Signed By
Name: NITIN K AMBURE
Date: 03/04/2018 14:44:33
Reason: Authentication
Location: NSDL, Mumbai



BALRAMPUR CHINI MILLS LIMITED

REGD. OFF. : "FMC FORTUNA" 2ND FLOOR, 234/3A, A. J. C. BOSE ROAD, KOLKATA - 700 020
PHONE : 2287-4749 FAX : (033) 22873083 / 22808874 GRAM : BALSUCO, CALCUTTA
Email : bcml@bcml.in • Internet Website <http://www.chini.com> • CIN - L15421WB1975PLC030118

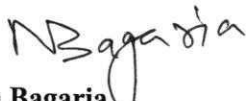
Details of Capital of the Company, pre and post extinguishment pursuant to Buyback:

Sr. No.	Particulars	(Rs.)
1	Authorised Share capital of the Company	650000000.00
2	Issued, Subscribed and paid-up Equity Share capital before the buy-back (235028327 Equity Shares of Re. 1 each)	235028327.00
3	Issued, Subscribed and paid-up Equity Share capital after the buy-back (228428327 Equity Shares of Re. 1 each)	228428327.00

Total 6600000 (Sixty Six Lacs) Equity Shares were accepted in the Buyback Offer. The break-up for the shares extinguished are herein below:

Sr. No.	Particulars	No. of Shares
1	Shares tendered and liable for extinguishment in electronic form	6598936
2	Shares tendered and liable for extinguishment in physical form	1064
	Total	6600000

For Balrampur Chini Mills Limited


Nitin Bagaria
Company Secretary