



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

2nd January, 2017

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	BSE Limited The Corporate Relationship Department 1st Floor, New Trading Wing, Rotunda Building, Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai- 400001	The Calcutta Stock Exchange Limited 7, Lyons Range, Kolkata – 700 001
ScripCode: BALRAMCHIN	Scrip Code: 500038	Scrip Code: 12012

Dear Sir/ Madam,

Sub: Declaration of Results of Postal Ballot (including e-voting)

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and in furtherance to our letter dated 30th November, 2016 enclosing inter-alia, copies of the Postal Ballot Notice sent to the shareholders of the Company, seeking their approval for the following Business as a Special Resolution:

“To Buyback fully paid up equity shares of the Company pursuant to Section 68, 68, 70 and other applicable provisions of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014 and in compliance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (as amended).”

the results of the Postal Ballot has been announced today i.e. 2nd January, 2017 at the Registered Office of the Company and as per the Scrutinizer's Consolidated Report, the Resolution relating to the above mentioned business, as contained in the Postal Ballot Notice dated 15th November, 2016 has been passed with the requisite majority.

In this regard we are enclosing herewith the following:

- I. Voting Results in terms of the provisions of Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (Annexure-I);
- II. Scrutinizer's Consolidated Report (Annexure-II);
- III. Newspaper Advertisement to be published w.r.t. results of Postal Ballot and E-Voting (Annexure III).

This is for your information and records please.

Thanking you,
Yours faithfully,
For **Balrampur Chini Mills Limited**

N Bagaria
2/1/2017
Nitin Bagaria
(Company Secretary)

CC: National Securities Depository Limited , 4th Floor, 'A' Wing, Trade World,
Kamala Mills Compound, Senapati Bapat Marg,
Lower Parel, Mumbai – 400 013.

Annexure - I

BALRAMPUR CHINI MILLS LIMITED									
Date of the AGM/EGM	Not Applicable (Postal Ballot)								
Total number of shareholders on record date	81614 (Please refer note 1)								
No. of shareholders present in the meeting either in person or Promoters and Promoter Group:	Not Applicable								
Public:	Not Applicable								
No. of Shareholders attended the meeting through Video	Not Applicable								
Promoters and Promoter Group:	Not Applicable								
Public:	Not Applicable								
Resolution required: (Ordinary/ Special)	Special Resolution to consider and approve Buyback of fully paid up Equity Shares by Balrampur Chini Mills Limited not exceeding 1,00,00,000 (One Crore) Equity Shares of Re. 1/- each for an aggregate amount of upto Rs. 175,00,00,000/- (Rupees One Hundred Seventy Five Crores Only) being 14.72% of the total paid-up Equity Share Capital and Free Reserves of the Company as on March 31, 2016 (being the date of the last audited accounts of the Company), at a price of Rs. 175/- (Rupees One Hundred Seventy Five Only) per Equity Share on a proportionate basis through the Tender Offer route using the stock exchange mechanism in accordance and consonance with the provisions contained in the SEBI (Buy Back of Securities) Regulations, 1998, the Companies Act, 2013, Rules made thereunder and other applicable circulars, clarifications and notifications.								
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes to the extent of their shareholding.								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	
Promoter and Promoter Group	E-Voting	99999999	99999999	100.00	99999999	0	100.00	0.00	
	Poll	NA	NA	NA	NA	NA	NA	NA	
	Postal Ballot (if applicable)	99999999	0	0.00	0	0	0.00	0.00	
Public- Institutions	Total	99999999	99999999	100.00	99999999	0	100.00	0.00	
	E-Voting	78971494	72558718	91.88	72558718	0	100.00	0.00	
	Poll	NA	NA	NA	NA	NA	NA	NA	
Public- Non Institutions	Postal Ballot (if applicable)	78971494	0	0.00	0	0	0.00	0.00	
	Total	78971494	72558718	91.88	72558718	0	100.00	0.00	
	E-Voting	66035474	1135409	1.72	1125940	9469	99.17	0.83	
	Poll	NA	NA	NA	NA	NA	NA	NA	
	Postal Ballot (if applicable)	66035474	530048	0.80	530048	0	100.00	0.00	
	Total	66035474	1665457	2.52	1655988	9469	99.43	0.57	
	Total	245006967	174224174	71.11	174214705	9469	99.99	0.01	

Notes:

1. Voting rights are in proportion to shares held as on 25th November, 2016.
2. No. of votes polled doesn't include invalid votes.



CONSOLIDATED SCRUTINIZER'S REPORT ON POSTAL BALLOT AND E-VOTING

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman/Managing Director,
BALRAMPUR CHINI MILLS LIMITED
CIN: L15421WB1975PLC030118
FMC Fortuna, 2nd Floor,
234/3A, A.J.C. Bose Road,
Kolkata - 700020

Sub: Consolidated Scrutinizer's Report under Section 108 & 110 of the Companies Act, 2013 (as amended) for voting by equity shareholders through Postal Ballot and E-Voting

Dear Sir,

1. I, Amber Ahmad, Company Secretary in Practice, holding C.P No. 8581, have been appointed by the Board of Directors of Balrampur Chini Mills Limited (the Company) as a Scrutinizer for the purpose of scrutinizing the postal ballot and electronic voting (e-voting) process, in a fair and transparent manner and ascertaining the requisite majority on postal ballot process and e-voting carried out as per provisions of Section 108 and Section 110 of the Companies Act, 2013 (as amended) (the Act) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the proposed resolution contained in the Notice of Postal Ballot dated 15th November, 2016 (the Notice).
2. The Management of the Company is responsible to ensure the Compliance of the requirement of the Act and Rules relating to voting through electronic means and postal ballot on the proposed resolution contained in the Notice. My responsibility as a Scrutinizer for the postal ballot process including the e-voting process is restricted to making a Scrutinizer's Report for the "Votes cast in favour" or "against" on the resolution stated above, based on the reports generated from the e-voting system provided by NSDL, the authorized agency engaged by the Company to provide e-voting facilities for e-voting and duly completed Postal Ballot Form(s) as received from the shareholders upto 5:00 P.M. on 30th December 2016.
3. The voting rights of the members was in proportion to the shares held by them in the paid-up equity share capital of the Company as on 25th November, 2016 as per the Register of Members / List of Beneficial Ownership provided by the Depositories.



Continuation Sheet No. 2

4. I have issued separate Scrutinizer's Report of even date on the e-voting and postal ballot on the proposed resolution contained in the Notice. I further submit herewith my Consolidated Report on the results of e-voting together with that of postal ballot as under:

Details of Agenda	Special Resolution to consider and approve Buyback of fully paid up Equity Shares by Balrampur Chini Mills Limited not exceeding 1,00,00,000 (One Crore) Equity Shares of Re. 1/- each for an aggregate amount of upto Rs. 175,00,00,000/- (Rupees One Hundred Seventy Five Crores Only) being 14.72% of the total paid-up Equity Share Capital and Free Reserves of the Company as on March 31, 2016 (being the date of the last audited accounts of the Company), at a price of Rs. 175/- (Rupees One Hundred Seventy Five Only) per Equity Share on a proportionate basis through the "Tender Offer" route using the stock exchange mechanism in accordance and consonance with the provisions contained in the SEBI (Buy Back of Securities) Regulations, 1998, the Companies Act, 2013, Rules made thereunder and other applicable circulars, clarifications and notifications.
Resolution Required	Special Resolution
Mode of voting	E-voting + Postal Ballot Form

No. of Equity Shareholders who have cast their vote	No. of Votes Cast by them	% of Total Paid-up Equity Share Capital
541	174224174	71.11

Particulars	No. of Votes Cast				Total		Percentage of Votes Cast (%)
	E-Voting		Postal Ballot Form				
	No. of Members	No. of Votes Cast	No. of Members	No. of Votes Cast	No. of Members	No. of Votes Cast	
Assent	484	173684657	26	530048	510	174214705	99.99
Dissent	31	9469	0	0	31	9469	0.01
Total	515	173694126	26	530048	541	174224174	100.00
Invalid/ Abstain	1	47	2	1134	3	1181	-

Note: The Promoters of the Company holding 9,99,99,999 shares (40.82%) have voted in favour of the resolution and the same is included in the above.



Continuation Sheet No. 3

Based on the foregoing, the aforesaid resolution shall be deemed to have been passed with the requisite majority.

All the relevant records relating to the voting is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the minutes are considered, approved and signed.

Thanking You,
Yours Faithfully,

Amber Ahmad

Amber Ahmad
Practicing Company Secretary
C. P. No: 8581



Place: Kolkata
Date: 31st December, 2016



BALRAMPUR CHINI MILLS LIMITED

CIN – L15421WB1975PLC030118

Regd. off.: "FMC Fortuna", 2nd Floor, 234/3A, A.J.C. Bose Road,
Kolkata -700 020; Phone: 033-22874749; Fax : 033-22873083/ 22808874
Email: investorgrievances@bcmil.in; Website: www.chini.com

NOTICE OF RESULTS OF POSTAL BALLOT AND E-VOTING

Pursuant to the provisions of Section 110 of the Companies Act, 2013 (as amended) (the "**Act**"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard 2 on General Meetings (SS-2), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), any other law and regulations applicable from time to time, approval of the Shareholders of Balrampur Chini Mills Limited (the "**Company**") was sought for Buyback of equity shares by the Company in accordance with Section 68(2)(b) of the Act through postal ballot (including e-voting) vide notice dated 15th November, 2016 (the "**Notice**"). After due scrutiny of Postal Ballot Forms received and votes casted through electronic means upto the last date and time appointed for the same (that is, upto 5:00 P.M. on 30th December, 2016), Ms. Amber Ahmad, Company Secretary in Practice (holding CP No. 8581), (the Scrutinizer appointed by the Board of Directors) submitted her report dated 31st December, 2016.

Based on the said Report dated 31st December, 2016, the result of the postal ballot (including e-voting) was declared on Monday, 2nd January, 2017 at 5.00 P.M. at the Registered office of the Company. The summary of the same is as under:

Item No.	Brief Description of Resolution	Total no. of Valid Votes (Excludes invalid votes)	Mode of Voting	Total Votes cast in favour		Total Votes cast against	
				No. of shares	% of votes	No. of shares	% of votes
1	Buyback of equity shares by the Company	17,42,24,174	Physical	5,30,048	0.3	0	0
			Electronic	17,36,84,657	99.69	9,469	0.01
			Total	17,42,14,705	99.99 (approx.)	9,469	0.01 (approx.)

Note: Voting rights are in proportion to shares held as on 25th November, 2016.

The Votes cast in favour of the Resolution are more than three times the Votes cast against the said Resolution and consequently the Special Resolution as set out in the Notice stands duly approved / passed by the Shareholders of the Company. In terms of Clause 16.6.3 of SS-2, the Resolution is deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting i.e. Friday, 30th December, 2016.

The results of the Postal Ballot and E-voting has been displayed at "News and Events" Section of the Company's website i.e. www.chini.com and corporate announcements section of nseindia.com, bseindia.com and on the website of NSDL along with the Scrutinizer's Report.

For Balrampur Chini Mills Limited
Sd/-

(Nitin Bagaria)

Company Secretary
M. No. A-20228

Place : Kolkata

Dated : 2nd January, 2017