

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 3083
Email: bcml@bcml.in, Website: www.chini.com

NOTICE



NOTICE is hereby given that the Forty Second (42nd) Annual General Meeting of the Members of Balrampur Chini Mills Limited will be held on Friday, the 31st day of August, 2018 at 11.30 A.M. at 'Vidya Mandir', 1, Moira Street, Kolkata – 700017 to transact the following businesses:

ORDINARY BUSINESS:

- To receive, consider and adopt:
 - the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2018 including the Audited Balance Sheet as at 31st March, 2018 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon; and
 - the Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2018 including the Consolidated Audited Balance Sheet as at 31st March, 2018 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.
- To approve and confirm the interim dividend of Rs. 2.50 per Equity Share of the Company paid during the year as final dividend for the year ended 31st March, 2018.
- To appoint a director in place of Shri Naresh Dayal (DIN: 03059141), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
- To appoint the Statutory Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 40 of the Companies (Amendment) Act, 2017 read together with Section 139 of the Companies Act, 2013 (as amended) and other applicable provisions, if any, and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in partial modification of the resolution passed by the members of the Company at the 41st Annual General Meeting held on 30th August, 2017, the Company hereby dispenses with the requirement of ratification of the appointment of M/s. Lodha & Co., Chartered Accountants (ICAI Registration No.:301051E), as the Statutory Auditors of the Company.”

SPECIAL BUSINESS:

- 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 (as amended) and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of M/s. N. Radhakrishnan & Co., Cost Accountants (Firm Registration No.: 000056), 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, 2019 at a remuneration of Rs. 3,50,000 plus applicable taxes and reimbursement of out-of-pocket expenses, be and is hereby ratified.

RESOLVED FURTHER THAT each of the Directors and the Company Secretary of the Company, be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid Resolution.”

Place: Kolkata

Date: 19th May, 2018

Registered Office:

FMC Fortuna, 2nd Floor,
234/3A, A.J.C. Bose Road, Kolkata-700020

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 42ND ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy, in order to be effective, should be deposited, duly completed and signed, at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting. A proxy form is attached herewith.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- The proxy holder shall prove his / her identity at the time of attending the Meeting.
- When a member appoints a proxy and both the member and proxy attend the Meeting, the proxy stands automatically revoked.

By order of the Board of Directors
For **Balrampur Chini Mills Limited**

Sd/-
Nitin Bagaria
Company Secretary



4. Corporate members are required to send to the Company, a certified copy of the Board Resolution (together with the respective specimen signature), pursuant to Section 113 of the Companies Act, 2013 (as amended) (the “Act”) / Power of Attorney, authorising their representative to attend and vote on their behalf at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. A Statement pursuant to Section 102 of the Act and Secretarial Standard on General Meetings (Revised) (SS-2), relating to the Special Business to be transacted at the Meeting is annexed hereto. Information on the Director proposed to be re-appointed at the Meeting as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and SS-2 are provided in the Annexure to this Notice.
7. The Register of Members and Share Transfer Books of the Company will remain closed from **(Saturday) 25th August, 2018 to (Friday) 31st August, 2018 (both days inclusive)**.
8. The Board of Directors, has declared interim dividend @ 250% i.e. Rs. 2.50 per equity share of Re. 1 each at its Meeting held on 31st July, 2017 which was paid to the equity shareholders whose names appeared on the Company’s Register of Members or in the records of the depositories as beneficial owners on 10th August, 2017. The interim dividend so declared by the Board of Directors is being proposed to be confirmed as final dividend for the financial year ended 31st March, 2018 at the Meeting.
9. Members holding shares in electronic form may note that the Company or its Registrar and Share Transfer Agent (Karvy Computershare Private Limited, hereinafter referred to as “Karvy”) cannot act on any request received directly from the members holding shares in electronic form for any change in their address or bank particulars or bank mandates. Such changes are to be advised only to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address and / or bank mandates immediately to Karvy.
10. 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) (the “IEPF Rules”), the due date for transferring the unclaimed final dividend for the financial year 2009-11 to the Investor Education and Protection Fund established by the Central Government is 30th August, 2018. Shareholders who have not yet encashed their final dividend warrants for the financial year 2009-11 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 Karvy immediately. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on 30th August, 2017 (date of last AGM) on the website of the Company (www.chini.com) and also on the website of the Ministry of Corporate Affairs. No claim shall lie against the Company in respect of individual amount(s) so credited to the Investor Education and Protection Fund.
11. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company’s website (www.chini.com) under the section “Investor Corner”.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to the Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Karvy.
13. Since securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, members holding shares in physical form are requested to get their shares dematerialized at the earliest.
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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the Company has engaged the services of Karvy to provide remote e-voting facility to all the Members to enable them to cast their votes electronically in respect of the businesses to be transacted at the Meeting. The instructions for remote e-voting are annexed separately and forms part of this Notice. Members who would have cast their vote by remote e-voting may attend the Meeting, 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 (“Insta Poll”) will also be available at the Meeting. Members attending the Meeting who would have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the Meeting. *(Members may note that in case of any technical failure or any other eventuality resulting into non-functionality of Insta Poll at the Meeting, the Members would be provided the facility for voting through Ballot Paper for casting their votes at the Meeting).* **The Members, whose names appear in the Register of Members / list of Beneficial Owners as on (Friday) 24th August, 2018, being the cut-off date, are entitled to vote on the Resolutions set forth in the Notice. A person who is not a member as on the cut-off date, (Friday) 24th August, 2018 should treat this Notice for information purpose only.**
15. Electronic copy of the Notice of the Meeting, inter alia, indicating the process and manner of voting through electronic means along with Attendance Slip, Proxy Form and the Annual Report 2017-18 is being sent to all the Members (except those who have requested for a physical copy of the same) whose email addresses are registered with the Company’s Registrar and Share Transfer Agent/Depository Participants. However, any member may request for a physical copy of the Notice of the Meeting, Attendance Slip, Proxy Form and the Annual Report 2017-18 which will be sent by the Company to the said member free of cost. Physical copies of the Notice of the Meeting, inter alia, indicating the process and manner of voting through electronic means along with Attendance Slip, Proxy Form and the Annual Report 2017-18 is being sent (through a permitted mode) to all those members of the Company who have not registered their email addresses or have requested for a physical copy. In keeping with the Ministry of Corporate Affairs’ Green Initiative measures,

the Company hereby requests its Members who have not registered their email addresses so far, to register their email addresses for receiving all communication including annual report, notices, etc. from the Company electronically.

16. A route map and prominent landmark for easy location of the venue of the Meeting is enclosed with this Notice. Members may also note that the Notice of the Meeting along with the route map and the Annual Report 2017-18 will also be available on the website of the Company (www.chini.com) for download.
17. For convenience of the Members and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by way of Attendance Slip, which is annexed to this Notice. Members are requested to bring their Attendance Slip, fill up and sign the same at the place provided and hand it over at the entrance of the venue of the Meeting.
18. The Board of Directors has appointed CS Amber Ahmad, Proprietor, Amber Ahmad & Associates, Company Secretaries, (FCS :9312 / CP No.: 8581), or failing her, such other practising 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 at the Meeting venue (or poll as the case may be) in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of the Meeting, count the votes cast at the Meeting and thereafter, unblock the votes cast through remote e-voting in presence of atleast two witnesses not in 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 48 hours after the conclusion of the Meeting. Thereafter, the Results of remote e-voting and voting at the Meeting venue 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 Karvy (www.karvy.com) immediately after the results are declared and simultaneously communicated to the Stock Exchanges.
19. 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 read with Rules made thereunder will be available for inspection by the Members at the Meeting.
20. Relevant documents referred to in this Notice / Explanatory Statement will be open for inspection by the Members at the Meeting and such documents will also be available for inspection in physical or in electronic form at the Registered Office of the Company on all working days, except Saturdays, from 11:00 A.M. to 1:00 P.M. upto and including the date of the Meeting and also at the Meeting.

Place: Kolkata
Date: 19th May, 2018
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/-
Nitin Bagaria
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102 of the Companies Act, 2013 (as amended) the following Explanatory Statement sets out all material facts relating to the Special Business set out from Item No. 5 of the accompanying Notice dated 19th May, 2018.

Item No. 5

The Board, on recommendation of the Audit Committee, approved the appointment of M/s. N. Radhakrishnan & Co., Cost Accountants (Firm Registration No.: 000056) as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company relating to Sugar (including Industrial Alcohol) and Electricity for the financial year ending 31st March, 2019 at a remuneration of Rs. 3,50,000 plus taxes, as applicable and reimbursement of out of pocket expenses. In accordance with the provisions of Section 148 of the Companies Act, 2013 (as amended) read with the Companies (Audit and Auditors) Rules, 2014 (as amended), the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company. In this regard, consent of the Members is sought for passing the resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending on 31st March, 2019 as approved by the Board of Directors and as set out in Item no.5 of this Notice.

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 the Ordinary Resolution as set out in Item No. 5 for approval by the Shareholders.

Place: Kolkata
Date: 19th May, 2018
Registered Office:
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234/3A, A.J.C. Bose Road, Kolkata-700020

By order of the Board of Directors
For **Balrampur Chini Mills Limited**

Sd/-
Nitin Bagaria
Company Secretary



Annexure to the Notice

As per the requirements of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and Clause 1.2.5 of the Secretarial Standard – 2 (Revised) as issued by the Institute of Company Secretaries of India, a statement containing the requisite details of the concerned Directors is given below:

Name	Shri Naresh Dayal
DIN	03059141
Date of Birth	14.09.1949
Age	68 years
Profile	Shri Naresh Dayal is a Retd. IAS and has worked with the Government of India for 37 years in various positions at the state and national levels. As Secretary, the Hon'ble Ministry of Health and Family Welfare, Shri Dayal was responsible, among other things, for all policies and programs in Public Health, supervising National Health Authorities, assessing and devising the policies for the Country's manpower requirements in health.
Qualification	M.A. from University of Delhi and Masters in Professional Studies, Agriculture, from University of Cornell, USA.
Experience and Expertise in specific functional area	Business and General Administration
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid.	Appointed w.e.f. 15th November, 2016 as an Additional (Non-Executive, Non-Independent) Director and thereafter regularized as a director liable to retire by rotation at the AGM held on 30th August, 2017. He is entitled to receive commission and sitting fees as per the provisions of the Companies Act, 2013 (as amended).
Remuneration last drawn by such person	Commission for the year 2016-17 (Paid in the year 2017-18): Rs. 3.35 Lakhs. Commission for the year 2017-18 (Payable after the 42nd AGM): Rs. 10.00 Lakhs. Sitting Fees for attending meetings of the Board/Committees during the year 2017-18: Rs. 1.80 Lakhs
Date of first appointment on the Board	15th November, 2016
Membership/ Chairmanship of Committees of the Board of Directors of the Company	CSR Committee (Member)
Other Directorships and Membership/ Chairmanship of Committees of other Boards	Listed Companies - Glaxosmithkline Consumer Healthcare Limited (Director) (Also a Member of Stakeholders Relationship Committee) Unlisted Companies - Biotechnology Industry Research Assistance Council (Director)
Number of shares held in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the year	4 out of 6

Place: Kolkata
Date: 19th May, 2018
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/-
Nitin Bagaria
Company Secretary

Balrampur Chini Mills Limited

CIN: L15421WB1975PLC030118
Registered Office: FMC Fortuna, 2nd Floor,
234/3A, A.J.C. Bose Road, Kolkata – 700 020,
Phone: (033) 22874749, Fax: (033) 22873083,
Email: investorgrievances@bcmil.in, Website:www.chini.com

ATTENDANCE SLIP



Name of the Member / Proxy:

Address:

Email-Id:

Folio No./Client ID:

DP ID:

No(s). of Shares held:

I/ We hereby record my/our presence at the **42nd Annual General Meeting** of the Company held on **Friday, the 31st day of August, 2018 at 11.30 A.M. at 'Vidya Mandir', 1, Moira Street, Kolkata – 700017.**

Signature of Member / Proxy

NOTE: PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING & HANDOVER AT THE ENTRANCE DULY FILLED & SIGNED. MEMBERS ARE REQUESTED TO BRING THEIR COPIES OF ANNUAL REPORT TO THE MEETING. MEMBERS WHO HOLD SHARES IN DEMATERIALISED FORM ARE REQUESTED TO FURNISH THEIR CLIENT ID AND DP ID FOR EASY IDENTIFICATION OF ATTENDANCE AT THE MEETING. PROXIES ARE REQUESTED TO BRING THEIR IDENTITY PROOF FOR VERIFICATION AT THE ENTRANCE OF THE MEETING.

(P.T.O.)



Form No. MGT-11

PROXY FORM



[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Balrampur Chini Mills Limited

CIN: L15421WB1975PLC030118
Registered Office: FMC Fortuna, 2nd Floor,
234/3A, A.J.C. Bose Road, Kolkata – 700 020,
Phone: (033) 22874749, Fax: (033) 22873083,
Email: investorgrievances@bcmil.in, Website:www.chini.com

Name of the Member(s):

Registered address:

E-mail Id:

Folio No. / Client Id:

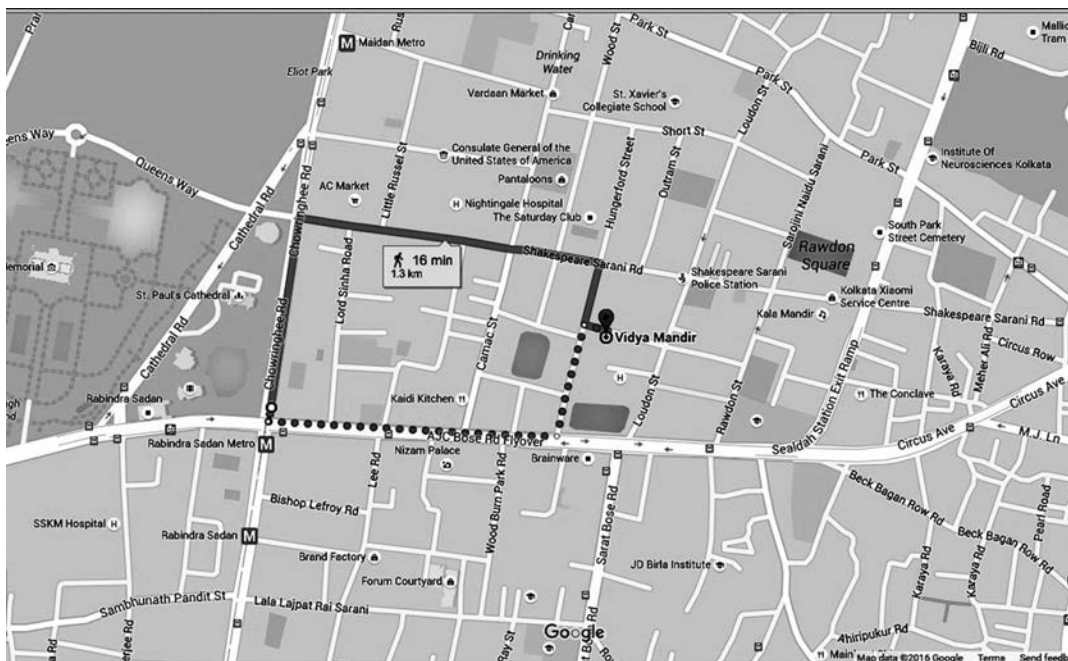
DP ID:

I/We, being the member(s) of shares of the above named company, hereby appoint

1. Name:.....Address:.....
E-mail Id:.....Signature:....., or failing him;
2. Name:.....Address:.....
E-mail Id:.....Signature:....., or failing him;
3. Name:.....Address:.....
E-mail Id:.....Signature:.....

(P.T.O.)

**ROUTE MAP TO THE VENUE OF THE 42ND ANNUAL GENERAL MEETING OF THE COMPANY,
TO BE HELD ON FRIDAY, THE 31ST DAY OF AUGUST, 2018**



Prominent Landmark: Rabindra Sadan Metro Station

Venue of the Meeting: 'Vidya Mandir', 1, Moira Street, Kolkata – 700017



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **42nd Annual General Meeting** of the Company, to be held on **Friday, the 31st day of August, 2018 at 11.30 A.M.** at '**Vidya Mandir**', 1, Moira Street, Kolkata – 700017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl.	Ordinary Business:	For	Against
1.	Adoption of the Audited Financial Statements for the year ended 31st March, 2018 along with the Reports of the Board of Directors and the Auditors thereon.		
2.	Approval and confirmation of the interim dividend of Rs. 2.50 per Equity Share of the Company paid during the year as the final dividend for the year ended 31st March, 2018		
3.	Appointment of Shri Naresh Dayal, who retires by rotation.		
4.	Removal of requirement of ratification of appointment of M/s. Lodha & Co., Chartered Accountants, as Statutory Auditors.		
	Special Business:		
5.	Ratification of remuneration payable to the Cost Auditors.		

Signed this.....day of....., 2018

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp here

Notes:

- For the Resolutions, Explanatory Statements and Notes, please refer the Notice of 42nd Annual General Meeting.
- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- If you wish to vote for a Resolution, place a tick in the corresponding box under the column marked "For". If you wish to vote against a Resolution, place a tick in the corresponding box under the column marked "Against". If no direction is given, your Proxy may vote or abstain as he/ she thinks fit.

Balrampur Chini Mills Limited

CIN: L15421WB1975PLC030118

Registered Office: FMC Fortuna, 2nd Floor 234/3A, A.J.C. Bose Road, Kolkata - 700 020

Phone: (033) 22874749, Fax: (033) 22873083

Email: investorgrievances@bcml.in, Website: www.chini.com



Serial No. : 1

Name & Address

Name of the joint holder(s) if any :

Folio No. / DP ID & Client ID :

Number of Shares held :

Dear Member,

Sub: Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013 (as amended) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the Company is pleased to provide to the members facility of voting by electronic means through remote e-voting (i.e. voting electronically from a place other than the venue of the general meeting) in respect of businesses to be transacted at the 42nd Annual General Meeting (AGM) of the Company scheduled to be held on 31st August, 2018 (Friday) at 11.30 A.M. The Company has engaged the services of Karvy Computershare Private Limited (Karvy) for facilitating voting by electronic means and the businesses may be transacted through e-voting service provided by Karvy.

The remote e-voting particulars are set out below:

E-Voting Event Number (EVEN)	User ID	Password

The remote e-voting facility is available during the following period:

Commencement of remote e-voting	End of remote e-voting
28th August, 2018 (Tuesday) at 10.00 A.M.	30th August, 2018 (Thursday) at 5.00 P.M.

The cut-off date for the purpose of remote e-voting and voting at the AGM is 24th August, 2018 (Friday).

E-voting facility is available at the website - <https://evoting.karvy.com>. Please read the instructions printed overleaf before exercising remote e-voting. The Notice of the AGM dated 19th May, 2018 (the "Notice") is enclosed herewith and can also be downloaded from the Karvy website and the Company website - www.chini.com

Place: Kolkata Date: 19th May, 2018	By order of the Board For Balrampur Chini Mills Limited
Registered Office: FMC Fortuna, 2nd Floor, 234/3A, A.J.C. Bose Road, Kolkata-700020	Sd/- Nitin Bagaria Company Secretary

INSTRUCTIONS FOR E-VOTING AND GENERAL INFORMATION

Shareholders are requested to read the instructions/ steps detailed below before exercising/ casting their vote:

The Company has entered into an arrangement with Karvy Computershare Private Limited (Karvy) for facilitating e-voting for AGM. The instructions for e-voting are as under:

1. Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>'
2. Enter the login credentials (i.e. User ID& password) as mentioned overleaf or as mentioned in the email (in case you receive an email from Karvy on your registered email address) :

User ID	Folio Number registered with the Company / DP ID - Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for login.
Password	Your Unique password is printed overleaf.
Captcha	Enter the Verification code for security reasons i.e., please enter the alphabets and numbers in the exact way as they are displayed.

3. After entering these details appropriately, click on "LOGIN"
4. 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 atleast 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.
5. You need to login again with the new credentials.
6. On successful login, the system will prompt you to select the e- voting "EVEN".
7. On the voting page, 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 "AGAINST" but the total number in "FOR / AGAINST" taken together not exceeding your total shareholding as mentioned herein above. 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.
8. Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
9. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
10. You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify.
11. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ID: bcmlagm2017@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Balrampur Chini MillsLimited_Annual General Meeting".
12. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.
13. In case of any query, you may refer Help & Frequently Asked Questions (FAQs) section of <https://evoting.karvy.com> (Karvy Website) or call Karvy on 040-67161500 & Toll Free No. 1800 3454 001.

General Information:

- i. Shareholders of the Company, as on the cut-off date, may cast their vote electronically. The voting rights of the shareholders shall be ONE VOTE PER EQUITY SHARE registered in the name of the shareholder **as on the cut-off date i.e. 24th August, 2018 (Friday)**.
- ii. Any person who becomes a member of the Company after the dispatch of the Notice of the AGM and holds shares as on the cut-off date may obtain Password by contacting Karvy Computershare Private Ltd.
- iii. The Remote E- voting period commences on **28th August, 2018 (Tuesday) at 10.00 A.M. and ends on 30th August, 2018 (Thursday) at 5.00 P.M.** During this period, Shareholders of the Company may cast their votes electronically. The E-voting module shall be disabled by Karvy for voting thereafter.
- iv. Shareholders who have not cast their votes electronically, may only cast their vote at the AGM.
- v. The Board of Directors has appointed CS Amber Ahmad, Proprietor, Amber Ahmad & Associates, Company Secretaries, (FCS : 9312 / CP No. : 8581), or failing her, such other practising 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 at the Meeting venue (or poll as the case may be) in a fair and transparent manner.
- vi. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any duly authorized Director and who shall declare the result of the voting forthwith. Resolution(s) shall be deemed to be passed on the date of AGM subject to receipt of requisite number of votes in favour of Resolution(s).
- vii. 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 and on the website of Karvy (<https://evoting.karvy.com/>) immediately after the results are declared and simultaneously communicated to the Stock Exchanges.



sustainability from profitability

BALRAMPUR CHINI MILLS LIMITED

ANNUAL REPORT 2017-18



Strategic review

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Forward-looking statement

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in making assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.