



BALRAMPUR CHINI MILLS LIMITED

CIN : L15421WB1975PLC030118

REGD. OFF. : "FMC FORTUNA" 2ND FLOOR, 234/3A, A.J.C. BOSE ROAD, KOLKATA - 700 020
PHONE : (033) 2287-4749 • FAX : (033) 2280-8874 • E-mail : bcml@bcml.in • www.chini.com

19th February, 2019

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
Scrip Code: BALRAMCHIN	Scrip Code: 500038	Scrip Code: 12012

Dear Sir/ Madam,

Ref: **Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Sub: **Postal Ballot Notice**

Pursuant to the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith:

- (i) Postal Ballot Notice along with the Postal Ballot Form, to be dispatched to the shareholders of the Company as on the Cut-Off Date, i.e., Friday, February 8, 2019 through permitted modes;
- (ii) Copy of advertisement to be published in the newspapers in terms of Section 110 of the Companies Act, 2013 (as amended) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (as amended). Further, copies of the newspaper publications in terms of Regulation 47 of the said Regulations shall be sent to you in due course;
- (iii) Calendar of Events for the Postal Ballot Process.

Kindly take the same on record.

Yours faithfully,

For **Balrampur Chini Mills Limited**


Nitin Bagaria
(Company Secretary)

Balrampur Chini Mills Limited

CIN: L15421WB1975PLC030118

FMC Fortuna, 2nd Floor,

234/3A, A.J.C. Bose Road, Kolkata-700020

Website : www.chini.com

Email : secretarial@bcml.in

CERTIFIED TRUE COPY
For Balrampur Chini Mills Ltd.

N. Bagaria
Company Secretary



POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Dear Member(s),

Notice is hereby given that 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"), Revised Secretarial Standard on General Meetings ("SS 2"), and any other laws and regulations applicable from time to time, consent/approval of the Members of the Company is sought to pass the proposed special resolutions, as set out hereinafter, by means of postal ballot, which includes e-voting (voting by electronic means).

A Statement pursuant to Section 102 of the Act setting out the material facts and the reasons thereof (the "Statement") is annexed hereto along with a Postal Ballot Form (the "Postal Ballot Form"), for your consideration. This Notice along with the Statement and the Postal Ballot Form is also available on the website of the Company (www.chini.com). Further, in terms of the said Rules and SS 2, an advertisement shall be published in newspapers specifying the relevant information.

Pursuant to Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of the Company. The first tenure of appointment of Shri Rabi Narayan Das, Shri Dinesh Kumar Mittal, Shri Krishnava Dutt and Smt. Novel Singhal Lavasa, Independent Directors of the Company, would expire on 31st March, 2019 and being eligible they have offered themselves for re-appointment.

Further, pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the "Listing Regulations"), the approval of the shareholders by way of special resolution is required for continuation of directorship of a Non-Executive Director who has attained the age of 75 years. Shri Sakti Prasad Ghosh, Independent Non-Executive Director, had attained the age of 75 years in October, 2014.

The Board of Directors of the Company (the "Board") at its meeting held on 4th February, 2019 has approved the re-appointment of above named Independent Directors for another term of five consecutive years from 1st April, 2019 to 31st March, 2024 and also continuation of directorship of Shri Sakti Prasad Ghosh, Independent Non-Executive Director, who has attained the age of 75 years, for his remaining tenure as Independent Director in the Company, subject to passing of the following resolutions as special resolutions (the "Special

Resolutions”) through postal ballot (the “Postal Ballot”) by giving option to the members of the Company to vote on the resolutions either by physical postal ballot, or, alternatively, through Voting by electronic means.

The Board has 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 process in a fair and transparent manner.

Members are requested to carefully read the instructions printed on the Postal Ballot Form, record their assent (FOR) or dissent (AGAINST) therein by filling necessary details and affixing their signature at the designated place in the said form and return the same duly completed, in the attached postage prepaid self-addressed envelope, so as to reach the Scrutinizer not later than 5.00 P.M. on Monday, 25th March, 2019. The Scrutinizer after completion of the scrutiny will submit the report on or before Wednesday, 27th March, 2019 to the Chairman of the Company or to any other director authorised in this regard.

E-voting Option: Further, the Company in compliance with the provisions of Section 108 of the Act read with Rule 20 of the Rules, as amended, and Regulation 44 of the Listing Regulations, is pleased to provide the members with the facility to exercise their right to vote on the matters included in the Postal Ballot Notice by electronic means i.e., through e-voting services provided by Karvy Fintech Private Limited (Formerly Karvy Computershare Private Limited) (“Karvy”). **The e-voting period commences on Sunday, 24th February, 2019 and ends on Monday, 25th March, 2019.**

The Result of the Postal Ballot (which includes e-voting) will be declared on Wednesday, 27th March, 2019 at 5.00 P.M. at the Registered Office of the Company by the Chairman of the Company or any other director authorised by him in writing. The results will also be posted on the website of the Company (www.chini.com) on Wednesday, 27th March, 2019, on the website of Karvy and shall also be displayed on the Notice Board of the Company at its Registered Office. The results shall also be intimated to the Stock Exchanges where the equity shares of the Company are listed.

Special Business:

Item no. 1: To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“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”.



Item no. 2: To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"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".

Item no. 3: To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"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 Krishnavia 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".

Item no. 4: To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"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".



Item no. 5: To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“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.”

Registered Office

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

By Order of the Board
For **Balrampur Chini Mills Limited**

Date: 4th February, 2019
Place: Kolkata

Nitin Bagaria
(Company Secretary)

Notes:

1. Statement pursuant to Section 102 of the Companies Act, 2013 (as amended) (the “Act”) setting out the material facts and the reasons for the proposed resolution is appended hereto. The said Statement also contains the recommendations of the Board in terms of Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the “Listing Regulations”).
2. This Notice is being sent to such members whose names appear on 8th February, 2019 in the Register of Members and the List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL). A person who is in receipt of this Notice but was not a member on the said date should treat this Notice for information purposes only.
3. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on 8th February, 2019.
4. In compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act, read with the relevant rules made thereunder and Regulation 44 of the Listing Regulations, the Company has also extended e-voting facility as an alternate, for its members to enable them to cast their votes electronically. The instructions for e-voting are annexed to this Notice. The Company has availed services of Karvy Fintech Private Limited (Formerly Karvy Computershare Private Limited) (“Karvy”) for the purpose of providing e-voting facility to the members.
5. As per Section 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended), notice may be served on the members through electronic means. Members who have registered their e-mail IDs with the depositories or with the Company are being sent this Notice by e-mail and the members who have not registered their e-mail IDs (or who have opted to receive physical copies) will receive this Notice along with the Postal Ballot Form and a postage prepaid self-addressed envelope, by a permitted mode (i.e. by registered post or speed post or



through courier service). The Board of Directors of the Company has 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 process in a fair and transparent manner in accordance with the provisions of the Act and the rules made thereunder.

6. Members who do not receive the Postal Ballot Form may apply to the Company at secretarial@bcml.in to receive a duplicate thereof.
7. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form, record their assent (FOR) or dissent (AGAINST) therein by filling necessary details and affixing their signature at the designated place in the said form and return the same duly completed, in the attached postage prepaid self-addressed envelope. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or by post at the address as mentioned on the enclosed envelope at the expense of the member(s) will also be accepted. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before 5.00 P.M. on Monday, 25th March, 2019 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member(s). Unsigned Postal Ballot Form(s) will be rejected.
8. The e-voting shall be open from Sunday, 24th February, 2019 (10.00 A.M.) and shall end on Monday, 25th March, 2019 (5.00 P.M.). E-voting shall be disabled by Karvy at 5.00 P.M. on Monday, 25th March, 2019.
9. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Postal Ballot Forms will be treated as invalid.
10. The Scrutinizer's decision on the validity of any Postal Ballot Form shall be final. She will submit the report, on or before Wednesday, 27th March, 2019 on the results of the voting by postal ballot and e-voting to the Chairman of the Company or to any director authorised in this regard.
11. The results of the voting by postal ballot and e-voting will be declared at the Registered Office of the Company at 5.00 P.M. on Wednesday, 27th March, 2019 by the Chairman of the Company or by any other director authorised by him in writing. The results along with Scrutinizer's Report will be posted on the website of the Company (www.chini.com), on the website of Karvy and shall also be intimated to the Stock Exchanges on which the shares of the Company are listed.
12. The Postal Ballot Notice is also placed on the website of the Company (www.chini.com) and on the website of Karvy (www.karvy.com).

Registered Office

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

Date: 4th February, 2019
Place: Kolkata



By Order of the Board
For **Balrampur Chini Mills Limited**

Nitin Bagaria
(Company Secretary)

Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013

Item No. 1

Shri Rabi Narayan Das is an Independent Director of the Company and the Chairman of the Audit Committee and the Stakeholders' Relationship Committee. He is also a Member of the Nomination & Remuneration Committee of the Board of Directors of the Company. He joined the Board of Directors of the Company on 23rd July, 2011. Pursuant to the Companies Act, 2013 (as amended) (the "Act") Shri Das was appointed as an Independent Director, to hold office for a term of five consecutive years upto 31st March, 2019, by the Members of the Company at the 38th Annual General Meeting of the Company held on 7th August, 2014. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of the Company. Based on recommendation of the Nomination & Remuneration Committee and in terms of the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the "Listing Regulations"), Shri Das, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for another term of five consecutive years from 1st April, 2019 upto 31st March, 2024. Further, in terms of Sections 149 and 152 of the Act, Shri Das shall not be liable to retire by rotation.

Shri R. N. Das does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The Company has received declaration from Shri R. N. Das stating that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. The Company has also received a declaration from Shri Das stating that he is not disqualified from being appointed as a director in terms of Section 164 of the Act and has also received his consent to continue to act as a Director of the Company.

In the opinion of the Board, Shri R. N. Das fulfills the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his re-appointment as an Independent Director of the Company and is independent of the management of the Company. The directorships held by Shri Das are within the limits prescribed under the Act and Regulation 17A of the Listing Regulations.

Copy of the draft letter for appointment of Shri R. N. Das as an Independent Director setting out terms and conditions of his appointment would be available for inspection, without any fee, by the Members at the Registered Office of the Company during normal business hours (11:00 A.M. to 1:00 P.M.) on any working day, except Saturday, upto and including the last date of voting by Postal Ballot (including e-voting) of the Company. The Board considers that based on Shri Das's skills, rich experience, knowledge, contributions, his continued valuable guidance to the management and outcome of performance evaluation of the Independent Directors (summary of which is available on the website of the Company), his continued association would be of immense benefit to the Company and it is desirable to



continue to avail services of Shri Das as an Independent Director. Accordingly, the Board at its meeting held on 4th February, 2019 considered and resolved to recommend the Special Resolution in relation to re-appointment of Shri Das as an Independent Director, for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024, for the approval by the Shareholders of the Company.

Brief resume of Shri R. N. Das, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se, etc., are provided as Annexure hereto.

Except Shri R. N. Das, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Postal Ballot Notice.

This Explanatory Statement together with the accompanying Postal Ballot Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Revised Secretarial Standard on General Meetings (SS-2) of ICSI. Other disclosures required under the Act, SS-2 and Regulation 36 of the Listing Regulations have been provided as an Annexure hereto.

Item No. 2

Shri Dinesh Kumar Mittal is the Lead Independent Director of the Company and a Member of the Audit Committee and the Corporate Social Responsibility Committee. He is also the Chairman of the Nomination & Remuneration Committee of the Board of Directors of the Company. He joined the Board of Directors of the Company on 6th February, 2014. Pursuant to Companies Act, 2013 (as amended) (the "Act"), Shri Mittal was appointed as an Independent Director, to hold office for a term of five consecutive years upto 31st March, 2019, by the Members of the Company at the 38th Annual General Meeting of the Company held on 7th August, 2014. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of the Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. Based on recommendation of the Nomination & Remuneration Committee and in terms of the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the "Listing Regulations"), Shri Mittal, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for another term of five consecutive years from 1st April, 2019 upto 31st March, 2024. Further, in terms of Sections 149 and 152 of the Act, Shri Mittal shall not be liable to retire by rotation.

Shri D. K. Mittal does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The Company has received declaration from Shri D. K. Mittal stating that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. The Company has also received a declaration from Shri Mittal stating that he is not disqualified from being appointed as a director in terms of



Section 164 of the Act and has also received his consent to continue to act as a Director of the Company.

In the opinion of the Board, Shri D. K. Mittal fulfills the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his re-appointment as an Independent Director of the Company and is independent of the management of the Company. The directorships held by Shri Mittal are within the limits prescribed under the Act and Regulation 17A of the Listing Regulations.

Copy of the draft letter for appointment of Shri D. K. Mittal as an Independent Director setting out terms and conditions of his appointment would be available for inspection, without any fee, by the Members at the Registered Office of the Company during normal business hours (11:00 A.M. to 1:00 P.M.) on any working day, except Saturday, upto and including the last date of voting by Postal Ballot (including e-voting) of the Company. The Board considers that based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management and outcome of performance evaluation of the Independent Directors (summary of which is available on the website of the Company), his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Mittal as an Independent Director. Accordingly, the Board at its meeting held on 4th February, 2019 considered and resolved to recommend the Special Resolution in relation to re-appointment of Shri Mittal as an Independent Director for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024, for the approval by the Shareholders of the Company.

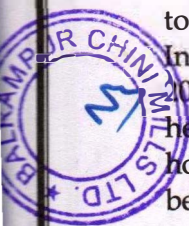
Brief resume of Shri D. K. Mittal, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se, etc., are provided as Annexure hereto.

Except Shri D. K. Mittal, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Postal Ballot Notice.

This Explanatory Statement together with the accompanying Postal Ballot Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Revised Secretarial Standard on General Meetings (SS-2) of ICSI. Other disclosures required under the Act, SS-2 and Regulation 36 of the Listing Regulations have been provided as an Annexure hereto.

Item No. 3

Shri Krishnava Dutt is an Independent Director of the Company and a Member of the Audit Committee and the Stakeholders' Relationship Committee of the Board of Directors of the Company. He joined the Board of Directors of the Company on 6th February, 2014. Pursuant to Companies Act, 2013 (as amended) (the "Act"), Shri Dutt was appointed as an Independent Director, to hold office for a term of five consecutive years upto 31st March, 2019, by the Members of the Company at the 38th Annual General Meeting of the Company held on 7th August, 2014. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of the Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another



term of upto five consecutive years on the Board of a Company. Based on recommendation of the Nomination & Remuneration Committee and in terms of the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the "Listing Regulations"), Shri Dutt, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for another term of five consecutive years from 1st April, 2019 upto 31st March, 2024. Further, in terms of Sections 149 and 152 of the Act, Shri Dutt shall not be liable to retire by rotation.

Shri Krishnava Dutt does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The Company has received declaration from Shri Krishnava Dutt stating that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. The Company has also received a declaration from Shri Dutt stating that he is not disqualified from being appointed as a director in terms of Section 164 of the Act and has also received his consent to continue to act as a Director of the Company.

In the opinion of the Board, Shri Krishnava Dutt fulfills the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his re-appointment as an Independent Director of the Company and is independent of the management of the Company. The directorships held by Shri Dutt are within the limits prescribed under the Companies Act, 2013 and Regulation 17A of the Listing Regulations.

Copy of the draft letter for appointment of Shri Krishnava Dutt as an Independent Director setting out terms and conditions of his appointment would be available for inspection, without any fee, by the Members at the Registered Office of the Company during normal business hours (11:00 A.M. to 1:00 P.M.) on any working day, except Saturday, upto and including the last date of voting by Postal Ballot (including e-voting) of the Company. The Board considers that based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management and outcome of performance evaluation of the Independent Directors (summary of which is available on the website of the Company), his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Dutt as an Independent Director. Accordingly, the Board at its meeting held on 4th February, 2019 considered and resolved to recommend the Special Resolution in relation to re-appointment of Shri Dutt as an Independent Director for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024, for the approval by the Shareholders of the Company.

Brief resume of Shri Krishnava Dutt, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se, etc., are provided as Annexure hereto.

Except Shri Krishnava Dutt, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Postal Ballot Notice.



This Explanatory Statement together with the accompanying Postal Ballot Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Revised Secretarial Standard on General Meetings (SS-2) of ICSI. Other disclosures required under the Act, SS-2 and Regulation 36 of the Listing Regulations have been provided as an Annexure hereto.

Item No. 4

Smt. Novel Singhal Lavasa is an Independent Director of the Company and a Member of the Nomination & Remuneration Committee. She is also the Chairperson of the Corporate Social Responsibility Committee of the Board of Directors of the Company. She joined the Board of Directors of the Company on 6th February, 2015. Pursuant to Companies Act, 2013 (as amended) (the "Act"), Smt. Lavasa, was appointed as an Independent Director, to hold office for a period commencing from 6th February, 2015 upto 31st March, 2019, by the Members of the Company at the 39th Annual General Meeting of the Company held on 12th August, 2015. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of the Company. Based on recommendation of the Nomination & Remuneration Committee and in terms of the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the "Listing Regulations"), Smt. Lavasa, being eligible for re-appointment as an Independent Director and offering herself for re-appointment, is proposed to be re-appointed as an Independent Director for another term of five consecutive years from 1st April, 2019 upto 31st March, 2024. Further, in terms of Sections 149 and 152 of the Act, Smt. Lavasa shall not be liable to retire by rotation.

Smt. N. S. Lavasa does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

The Company has received declaration from Smt. N. S. Lavasa stating that she meets the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. The Company has also received a declaration from Smt. Lavasa stating that she is not disqualified from being appointed as a director in terms of Section 164 of the Act and has also received her consent to continue to act as a Director of the Company.

In the opinion of the Board, Smt. N. S. Lavasa fulfills the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for her re-appointment as an Independent Director of the Company and is independent of the management of the Company. The directorships held by Smt. Lavasa are within the limits prescribed under the Act and Regulation 17A of the Listing Regulations.

Copy of the draft letter for appointment of Smt. N. S. Lavasa as an Independent Director setting out terms and conditions of her appointment would be available for inspection, without any fee, by the Members at the Registered Office of the Company during normal business hours (11:00 A.M. to 1:00 P.M.) on any working day, except Saturday, upto and including the last date of voting by Postal Ballot (including e-voting) of the Company. The



Board considers that based on her skills, rich experience, knowledge, contributions, continued valuable guidance to the management and outcome of performance evaluation of the Independent Directors (summary of which is available on the website of the Company), her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Smt. Lavasa as an Independent Director. Accordingly, the Board at its meeting held on 4th February, 2019 considered and resolved to recommend the Special Resolution in relation to re-appointment of Smt. Lavasa as an Independent Director for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024, for the approval by the Shareholders of the Company.

Brief resume of Smt. N. S. Lavasa, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships/chairpersonships of Board Committees, shareholding and relationships between Directors inter-se, etc., are provided as Annexure hereto.

Except Smt. N. S. Lavasa, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Postal Ballot Notice.

This Explanatory Statement together with the accompanying Postal Ballot Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Revised Secretarial Standard on General Meetings (SS-2) of ICSI. Other disclosures required under the Act, SS-2 and Regulation 36 of the Listing Regulations have been provided as an Annexure hereto.

Item No. 5

Pursuant to Companies Act, 2013 (as amended) (the "Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the "Listing Regulations"), the Members of the Company at the 40th Annual General Meeting of the Company held on 12th August, 2016 had approved the appointment of Shri Sakti Prasad Ghosh as an Independent Director of the Company, for a period commencing from 4th November, 2015 till 30th September, 2020. In terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the members by way of Special Resolution is required for continuation of a non-executive director beyond the age of seventy five years. The said amendment shall become effective from 1st April, 2019. Shri Ghosh had already attained the age of 75 years in October, 2014. Therefore, consent of the Members of the Company is required for continuation of directorship of Shri Ghosh for his present term, that is, upto 30th September, 2020.

Shri S. P. Ghosh possesses degree of Master in Commerce and has done CAIIB, Diploma in Industrial Finance and Diploma in Financial Management. He has enormous experience in the field of finance, investment, Regulatory affairs and Training owing to his long association with the Reserve Bank of India for over four and half decades. He retired on superannuation as the Executive Director of National Housing Bank. He has also served as Senior Financial Analyst in NABARD and was associated with Asian Development Bank and CITI Bank post his superannuation.



The Nomination & Remuneration Committee and the Board of Directors of the Company (the "Board"), considering his skills, rich experience, knowledge, contributions, continued valuable guidance to the management, are of the view that it would be of immense benefit to the Company and it is desirable to continue to avail services of Shri S. P. Ghosh on the Board till the completion of his present term of appointment as already approved by the Members. Accordingly, the Board at its meeting held on 4th February, 2019 considered and resolved to recommend the Special Resolution for continuation of Shri Ghosh as an Independent Director of the Company, from 1st April, 2019 till the completion of his present term that is upto 30th September, 2020, on the existing terms and conditions.

Except Shri S. P. Ghosh, to whom the resolution relates, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the Postal Ballot. Shri Ghosh is not related to any Director, Manager and other Key Managerial Personnel of the Company.

Registered Office

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

By Order of the Board
For **Balrampur Chini Mills Limited**

Date: 4th February, 2019
Place: Kolkata

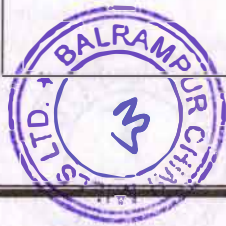
Nitin Bagaria
(Company Secretary)



Annexure to the Notice

As per the requirement 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 Rabi Narayan Das	Shri Dinesh Kumar Mittal	Shri Krishnava Dutt	Smt. Novel Singhal Lavasa
DIN	03582925	00040000	02792753	07071993
Date of Birth	25th December, 1946	25th January, 1953	16th October, 1974	21st March, 1956
Age	About 72 years	About 66 years	About 44 years	About 63 years
Profile	Shri Das joined Indian Administrative Service in 1971 and held many distinguished posts, particularly in the Department of Food & Public Distribution, in the Government of India and Government of Gujarat.	Shri Mittal was Secretary of various Departments / Ministries of Government of India. Managing Director, IL&FS Infrastructure Development Corporation Limited. He was awarded Director's Silver Medal for obtaining the highest marks and Director's Gold Medal for topping in India among I.A.S. Officers of 1977 Batch at Lal Bahadur Shastri National Academy of Administration.	Shri Dutt has closely worked with several investors and private equity funds and renowned banks and financial institutions and the Government of West Bengal. Identified RSG Consulting (London) as amongst the leading second generation of Indian corporate lawyers, describing him as a sharp, distinctive individual who has made the most of the booming Indian infrastructure market.	Smt. N. S. Lavasa acts as an HR and CSR Consultant and Corporate Trainer. She joined State Bank of India (SBI) in 1980 as a Probationary Officer and took retirement in February 2008 while she was Asst. General Manager in SBI.
Qualification	M.A. & M.P.A.; Retired IAS	M.Sc in Electronics, Retired IAS	Law Graduate; Professional	M.A. & MBA; Entrepreneur
Experience and Expertise in specific functional area	Administration	Administration and Finance	Law and corporate matters like, mergers, acquisitions, private equity, banking, etc.	Human Resource, Training and motivational needs
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Re-appointment w.e.f. from 1st April, 2019 as per the terms and conditions of appointment as Independent Director, as displayed on the Company's website at the following weblink: http://chini.com/wp-content/uploads/2018/07/Terms_and_conditions_of_appointment_of_Non-Executive_Independent_Director.pdf	Re-appointment w.e.f. from 1st April, 2019 as per the terms and conditions of appointment as Independent Director, as displayed on the Company's website at the following weblink: http://chini.com/wp-content/uploads/2018/07/Terms_and_conditions_of_appointment_of_Non-Executive_Independent_Director.pdf	Re-appointment w.e.f. from 1st April, 2019 as per the terms and conditions of appointment as Independent Director, as displayed on the Company's website at the following weblink: http://chini.com/wp-content/uploads/2018/07/Terms_and_conditions_of_appointment_of_Non-Executive_Independent_Director.pdf	Re-appointment w.e.f. from 1st April, 2019 as per the terms and conditions of appointment as Independent Director, as displayed on the Company's website at the following weblink: http://chini.com/wp-content/uploads/2018/07/Terms_and_conditions_of_appointment_of_Non-Executive_Independent_Director.pdf





Remuneration last drawn by such person, if applicable	Rs. 18.60 Lakhs for Financial Year 2017-18, consisting of Sitting Fees of Rs. 5.60 Lakhs and Commission of Rs. 13 Lakhs.	Rs. 12 Lakhs for Financial Year 2017-18, consisting of Sitting Fees of Rs. 2 Lakhs and Commission of Rs. 10 Lakhs.	Rs. 13.40 Lakhs for Financial Year 2017-18, consisting of Sitting Fees of Rs. 3.40 Lakhs and Commission of Rs. 10 Lakhs.	Rs. 13.40 Lakhs for Financial Year 2017-18, consisting of Sitting Fees of Rs. 3.40 Lakhs and Commission of Rs. 10 Lakhs.
Remuneration sought to be paid	In terms of the Special Resolution passed by the Shareholders at the AGM held on 12th August, 2015.	In terms of the Special Resolution passed by the Shareholders at the AGM held on 12th August, 2015.	In terms of the Special Resolution passed by the Shareholders at the AGM held on 12th August, 2015.	In terms of the Special Resolution passed by the Shareholders at the AGM held on 12th August, 2015.
Date of first appointment on the Board	23rd July, 2011	6th February, 2014	6th February, 2014	6th February, 2015
Membership/Chairmanship of Committees of the Board of the Company	Chairman of Audit Committee and Stakeholders' Relationship Committee and Member of Nomination & Remuneration Committee	Chairman of Nomination & Remuneration Committee and Member of Audit Committee and Corporate Social Responsibility Committee	Member of Audit Committee and Stakeholders' Relationship Committee	Chairperson of Corporate Social Responsibility Committee and Member of Nomination & Remuneration Committee
Other Directorships and Membership / Chairmanship of Committees of other Boards	Nil	Directorships in other Company: <ul style="list-style-type: none"> • Bharti Airtel Limited • Max Life Insurance Company Limited • Business Strategy Advisory Services Private Limited • Max Ventures and Industries Limited • ONGC Tripura Power Company Limited • Max Financial Services Limited • HSBC Asset Management (India) Private Limited • Atyati Technologies Private Limited • Max India Limited • Trident Limited • Max Bupa Health Insurance Company Limited • Arohan Financial Services Limited Membership in other Board Committees: <ul style="list-style-type: none"> • Max Life Insurance Company Limited - Audit Committee • Max Financial Services Limited - Stakeholders' Relationship 	Directorship in other Companies: <ul style="list-style-type: none"> • Tata Metaliks Limited • Macmet Engineering Limited • Maithon Power Limited • Tata Steel BSL Limited Membership in other Board Committees: <ul style="list-style-type: none"> • Tata Metaliks Limited - Nomination & Remuneration Committee Chairmanship in other Board Committees: <ul style="list-style-type: none"> • Tata Metaliks Limited - Audit Committee • Tata Steel BSL Limited - Audit Committee • Maithon Power Limited - Audit Committee and Corporate Social Responsibility Committee 	Directorship in other Companies: <ul style="list-style-type: none"> • Omax Autos Limited • Powerlinks Transmission Limited Membership in other Board Committees: <ul style="list-style-type: none"> • Omax Autos Limited - Audit Committee Chairpersonship in other Board Committees: Nil

		Committee <ul style="list-style-type: none"> • Max India Limited - Audit Committee • Bharti Airtel Limited - Audit Committee and Stakeholders' Relationship Committee • Max Ventures and Industries Limited - Audit Committee and Stakeholders' Relationship Committee • ONGC Tripura Power Company Limited - Audit Committee Chairmanship in other Board Committees <ul style="list-style-type: none"> • Max Financial Services Limited - Audit Committee 		
No. of shares held in the Company	Nil	Nil	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None	None	None
No. of Meetings of the Board attended during the year	6 out of 6 during the Financial Year 2017-18 and 3 out of 3 during 1st April, 2018 to 31st December, 2018	3 out of 6 during the Financial Year 2017-18 and 2 out of 3 during 1st April, 2018 to 31st December, 2018	4 out of 6 during the Financial Year 2017-18 and 2 out of 3 during 1st April, 2018 to 31st December, 2018	6 out of 6 during the Financial Year 2017-18 and 3 out of 3 during 1st April, 2018 to 31st December, 2018

Registered Office

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

Date: 4th February, 2019

Place: Kolkata

By Order of the Board
For Balrampur Chini Mills Limited

Nitin Bagaria
 (Company Secretary)



BALRAMPUR CHINI MILLS LIMITED

POSTAL BALLOT FORM

CERTIFIED TRUE COPY
For Balrampur Chini Mills Ltd.

Balrampur
Company Secretary

Postal Ballot Form No. _____

Particulars	Details of Member(s)
Name(s) of Member(s) including joint holder(s), if any, (in BLOCK letters)	
Registered Address of sole / first named Member (in BLOCK letters)	
Registered Folio No. / DP ID & Client ID* (*applicable only to members holding equity shares in demat form)	
Number of Equity Shares held	

I/We hereby exercise my/our vote(s) in respect of the following Special Resolutions to be passed through postal ballot / e-voting for the business stated in the Notice dated 4th February, 2019 by sending my/our assent (for) or dissent (against) to the said Resolutions (please refer the Notice for full text of resolutions) by placing a tick (✓) mark at the appropriate box below:

Item No. of the Notice	Brief Description	No. of Equity Share(s) for which vote(s) cast	I / We assent (agree) to the Resolution (FOR)	I / We dissent (disagree) to the Resolution (AGAINST)
1.	Special Resolution for reappointment of Shri Rabi Narayan Das (DIN: 03582925) as an Independent Director of the Company for another term of five consecutive years.			
2.	Special Resolution for reappointment of Shri Dinesh Kumar Mittal (DIN: 00040000) as an Independent Director of the Company for another term of five consecutive years.			
3.	Special Resolution for reappointment of Shri Krishnava Dutt (DIN: 02792753) as an Independent Director of the Company for another term of five consecutive years.			
4.	Special Resolution for reappointment of Smt. Novel Singhal Lavasa (DIN: 07071993) as an Independent Director of the Company for another term of five consecutive years.			
5.	Special Resolution for continuation of directorship of Shri Sakti Prasad Ghosh (DIN: 00183802) as an Independent Director of the Company.			

Place :
Date :

Signature of the member/
Authorised Representative

Particulars for E-voting

E-Voting Event Number (EVEN)	User ID	Password

Note: Please read the instructions printed overleaf carefully before exercising the vote.

INSTRUCTIONS

PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

- (a) Member(s) desirous to exercise vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, in the enclosed postage prepaid self-addressed envelope. Postage charges will be borne by the Company. However, envelopes containing Postal Ballot Forms, if deposited in person or sent by courier or registered / speed post, at the address as mentioned on the enclosed envelope, at the expense of the member(s) will also be accepted.
- (b) The signature of the member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) in respect of shares held in the dematerialised form or as per the specimen signature registered with the Company/Share Transfer Agent, in respect of shares held in physical form. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named member and in his absence, by the next named member.
- (c) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.), the duly completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution /appropriate authorisation, with the specimen signature(s) of the authorized signatory(ies) duly attested. Members are requested not to send any other paper along with this Postal Ballot Form.
- (d) A member need not use all votes in the same manner.
- (e) **Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5.00 P.M. on Monday, 25th March, 2019.** Postal Ballot Form(s) received after this date and time will be treated as if no reply has been received from the member(s).
- (f) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- (g) Members seeking duplicate Postal Ballot Forms can e-mail at secretarial@bcml.in. Duly completed and signed duplicate Postal Ballot Form should, however, reach the Scrutinizer on or before 5.00 P.M. on **Monday, 25th March, 2019.**

PROCESS FOR MEMBERS OPTING FOR VOTING BY E-VOTING

- A. In case a Member receives an email from Karvy [for Members whose e-mail IDs are registered with the Company / Depository participant(s)]:
 1. Launch internet browser by typing the URL: <https://evoting.karvy.com>
 2. Enter the login credentials (i.e. User ID and Password as mentioned in the mail), Your Folio No. / 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 casting your vote.
 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 at least 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 "EVENT" i.e., **Balrampur Chini Mills Limited.**
 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 in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as on **Friday, 8th February, 2019.** You may also choose the option **ABSTAIN.** If the Member 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. Members holding multiple folios / demat accounts shall choose the voting process separately for each folios / demat accounts.
 9. You may then cast your vote by selecting an appropriate option and click on "Submit".
 10. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify or change the votes cast. During the voting period, Members can login any number of times till they have voted on the Resolutions.
 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 authorized representative(s), to the Scrutinizer at e-mail ID: cs.amberahmad@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "BCML_Postal Ballot" The documents should reach the Scrutinizer on or before **5.00 P.M. on Monday, 25th March, 2019.**
- B. In case of Members receiving physical copy of Postal Ballot Notice through permitted mode:
 1. User ID and Initial password as provided overleaf.
 2. Please follow all steps from Sr. No. (1) to (11) as mentioned in (A) above, to cast your vote.

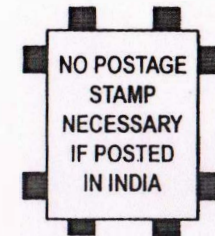
OTHER INSTRUCTIONS

- (a) There will be one Postal Ballot Form / e-voting for every Client ID / Folio No., irrespective of the number of joint holders.
- (b) **Members can opt only one mode of voting i.e. either by postal ballot or through e-voting.** In case you are opting for e-voting, then please do not cast your vote by postal ballot and vice versa. In case members cast their vote both by postal ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot will be treated as invalid.
- (c) **Voting rights shall be reckoned on the paid up value of equity shares registered in the name of the Members as on the cut-off date i.e. Friday, 8th February, 2019.**
- (d) Voting rights in the postal ballot / e-voting cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorised representatives with proof of their authorization, as stated above.
- (e) The result will be announced on **Wednesday, 27th March, 2019 at 5.00 P.M.,** at the Registered Office of the Company by the Chairperson or by any other director authorised by him in writing, will also be put up on the Company's website (www.chini.com), on the website of Karvy and will also be informed to the Stock Exchanges where the Company's shares are listed.

POSTAGE
WILL BE
PAID BY THE
ADDRESSEE

BUSINESS REPLY ENVELOPE

B.R. PERMIT No. : 191/16
L.R. SARANI, P.O., KOLKATA - 700020



To,
The Scrutinizer – Postal Ballot
C/o BALRAMPUR CHINI MILLS LTD
234/3A, AJC Bose Road, 2nd Floor,
FMC Fortuna
Kolkata – 700 020

CERTIFIED TRUE COPY
For Balrampur Chini Mills Ltd.

M. Bagchi
Company Secretary

PUBLIC NOTICE

NOTICE is hereby given that, in accordance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (as amended), read with the Companies (Management and Administration) Rules, 2014 (as amended), the Company has on 23rd February, 2019 completed the dispatch of the Postal Ballot Notice and E-voting dated 4th February, 2019 (hereinafter referred to as "the Notice") (also available on the Company's website www.chini.com and on the website of Karvy – www.karvy.com) by email to the Shareholders whose email IDs are registered and dispatch of the same in physical mode along with Postal Ballot Form, together with postage pre-paid self addressed envelope to all other shareholders who have not registered their e-mail IDs (or who have opted to receive physical copies) at their registered addresses through the permitted mode, for seeking consent to the following special businesses by postal ballot (including e-voting):

Item No.	Type of Resolutions	Brief Description
1	Special	Special Resolution for reappointment of Shri Rabi Narayan Das (DIN: 03582925) as an Independent Director of the Company for another term of five consecutive years.
2	Special	Special Resolution for reappointment of Shri Dinesh Kumar Mittal (DIN: 00040000) as an Independent Director of the Company for another term of five consecutive years.
3	Special	Special Resolution for reappointment of Shri Krishnava Dutt (DIN: 02792753) as an Independent Director of the Company for another term of five consecutive years.
4	Special	Special Resolution for reappointment of Smt. Novel Singhal Lavasa (DIN: 07071993) as an Independent Director of the Company for another term of five consecutive years.
5	Special	Special Resolution for continuation of directorship of Shri Sakti Prasad Ghosh (DIN: 00183802) as an Independent Director of the Company.

The Company is providing the facility to the Shareholders to exercise the right to vote by electronic means and the businesses as set out in the Notice may be transacted through e-voting services provided by Karvy Fintech Private Limited (Karvy).

CS Amber Ahmad (Membership No.: FCS 9312, CP No.: 8581), Proprietor of Amber Ahmad & Associates, Company Secretaries, has been appointed as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner. The e-voting opens on **Sunday, 24th February, 2019 (10.00 A.M.)** and ends on **Monday, 25th March, 2019 (5.00 P.M.)**. E-voting shall not be allowed beyond 5.00 P.M. on 25th March, 2019. Duly completed and signed Postal Ballot Form(s) should also reach the Scrutinizer by 5.00 P.M. on 25th March, 2019. Postal Ballot Form(s) received after 5.00 P.M. on 25th March, 2019 will be treated as if reply from such member(s) has not been received.

Shareholders can opt only one mode of voting i.e. either by postal ballot or e-voting. In case shareholders cast their vote both by postal ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot shall be treated as invalid.

The results of the Postal Ballot and e-voting will be declared on Wednesday, 27th March, 2019 at 5.00 P.M. at the Registered Office of the Company. The results will also be communicated through Notice Board at the Registered Office of the Company, posted on the Company's website (www.chini.com), on the website of Karvy and will also be communicated to the Stock Exchanges, where the Company's shares are listed.

Voting rights shall be reckoned on the paid up value of equity shares registered in the name of the Shareholders as on the cut-off date i.e. 8th February, 2019. **A person who is in receipt of the Postal Ballot Notice but is not a member on the said date should treat the Notice for information purposes only.** Shareholders may apply at secretarial@bcml.in to receive a duplicate Postal Ballot Form. For grievances / queries / clarifications relating to voting, shareholders can contact Shri Nitin Bagaria, Company Secretary, Balrampur Chini Mills Limited, FMC Fortuna, 2nd Floor, 234/3A, A.J.C. Bose Road, Kolkata – 700020, Phone: (033)22874749 Fax: (033)22873083 Email: secretarial@bcml.in or call Karvy on 1800 3454 001.

For further details, please visit www.chini.com or the websites of the Stock Exchanges (www.bseindia.com), (www.nseindia.com)

By Order of the Board of Directors
For **Balrampur Chini Mills Limited**
Sd/-

Nitin Bagaria
(Company Secretary)

Date:
Place:

CERTIFIED TRUE COPY
For Balrampur Chini Mills Ltd.

N. Bagaria
Company Secretary



Balrampur Chini Mills Limited
Calendar of Events

Sl.	Particulars	Date
A	Date of Scrutinizers' consent	4 th January, 2019
B	Date of Board Resolution	4 th February, 2019
C	Date of appointment of the Scrutinizer and E-Voting Agency	--do--
D	Cut-off date	8 th February, 2019
E	Date of dispatch of Notice along with postal ballot forms and E-Voting PIN	23 rd February, 2019
F	Date of commencement of Voting	24 th February, 2019
G	Date of publishing the advertisement in newspapers as specified	--do--
H	Last date for receiving postal ballot forms by the Scrutinizer/Last date of Voting by electronic means	25 th March, 2019
I	Last date of submission of the Report by the Scrutinizer	27 th March, 2019
J	Date of declaration of the results	27 th March, 2019

