Dear Sir/ Madam,

Sub: **Board Resolution and Public Announcement for Buyback of Equity Shareholders**

Ref: Our Letter dated 21st February, 2018

Pursuant to Regulation 5A of the SEBI (Buyback of Securities) Regulations, 1998, (as amended) (the “Buyback Regulations”), please find enclosed a certified true copy of the Board Resolution passed at the meeting of the Board of Directors of the Company on 21st February, 2018, approving the Buyback of Equity Shares of the Company.

Further, pursuant to Regulation 8(1) of the Buyback Regulations, please find enclosed a copy of the Public Announcement dated 21st February, 2018 published in the newspapers viz. Business Standard (English and Hindi), all editions and Aajkal (Bengali) on 22nd February, 2018.

This is for your information and record.

Thanking you,

Yours faithfully,

For Balrampur Chini Mills Limited

NITIN

BAGARIA

Nitin Bagaria

(Company Secretary)

Encl: As above

“RESOLVED THAT pursuant to the provisions of Article 62 of the Articles of Association of the Company and the provisions of Sections 68, 69 and 70 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Share Capital and Debentures) Rules, 2014 (as amended), to the extent applicable and in compliance with Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (as amended) (the “Buyback Regulations”), including any amendments, statutory modifications or re-enactments thereof for the time being in force and also subject to such approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board”, which expression shall include the Executive Committee (the “Executive Committee”) constituted / empowered by the Board to exercise its powers, including the powers conferred by this resolution), the Board hereby approves the buyback by the Company of fully paid-up equity shares of face value Re. 1 (Rupee One) each not exceeding 66,0,000 (Sixty Six Lakh) Equity Shares of the Company (the “Equity Shares”) representing upto 2.81% of the total paid-up Equity Share Capital of the Company as on 31st March, 2017 at a price of Rs. 150 (Rupees One Hundred and Fifty Only) per Equity Share (the “Buyback Price”) payable in cash for an aggregate amount of upto Rs. 99,00,00,000 (Rupees Ninety Nine Crores) excluding transaction costs, statutory fees and charges such as GST, Securities transaction Tax, Brokerage, etc., (“Buyback Size”), which is approximately 6.78% of the fully paid-up Equity Share Capital and Free Reserves as per the latest Standalone Audited Accounts of the Company for the financial year ended 31st March, 2017, on a proportionate basis through the “tender offer” route as prescribed under the Buyback Regulations, to all of the shareholders who hold Equity Shares as of a record date hereinafter determined (the “Buyback”).

RESOLVED FURTHER THAT the Buyback Size does not include any expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India, advisors fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses.

RESOLVED FURTHER THAT all of the shareholders of the Company who hold Equity Shares as on 6th March, 2018 (the “Record Date”) will be eligible to participate in the Buyback including promoters, promoter group and persons in control of the Company who hold Equity Shares of the Company.

RESOLVED FURTHER THAT the Executive Committee be and is hereby authorized to modify the Record Date, if necessary, in compliance with the Buyback Regulations or in compliance to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting any approvals, permissions or sanctions.
RESOLVED FURTHER THAT the Buyback of shares from Non-Resident Shareholders, Overseas Corporate Bodies, Shareholders of foreign nationality, etc. shall be subject to such approval of the Reserve Bank of India, if any, as may be required under the Foreign Exchange Management Act, 1999.

RESOLVED FURTHER THAT the Buyback shall have reservation for small shareholders in accordance with the provisions of the Buyback Regulations.

RESOLVED FURTHER THAT the Company shall implement the Buyback using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide Circular CIR/CFD/POLICYCELL/1/2015 dated 13th April, 2015 and in accordance with Circular no. CFD/DCR2/CIR/P/2016/131 dated 9th December, 2016.

RESOLVED FURTHER THAT the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (as amended) (the “Listing Regulations”).

RESOLVED FURTHER THAT the amount required by the Company for the Buyback is intended to be met out of accumulated internal accruals and on such terms and conditions as the Board may decide from time to time at its absolute discretion. The Buyback would be made out of free reserves or the securities premium account of the Company or such other means as may be permissible.

RESOLVED FURTHER THAT in terms of Regulation 19(3) of the Buyback Regulations, Shri Nitin Bagaria, Company Secretary and Compliance Officer, be and is hereby appointed as the Compliance Officer for the Buyback and Karvy Computershare Private Limited, Registrar and Transfer Agent, is appointed as the Registrar to the Issue and as Investor Service Centre.

RESOLVED FURTHER THAT the draft of the Declaration of Solvency prepared in the prescribed form and supporting affidavit and other documents, placed before the meeting be and are hereby approved and Shri Vivek Saraogi, Managing Director and any one of Dr. A. K. Saxena, Whole-time Director or Shri S. P. Ghosh, Independent Director, be and are hereby authorized to sign the same, for and on behalf of the Board and file the same with the Registrar of Companies, West Bengal and the Securities and Exchange Board of India in accordance with applicable law.

RESOLVED FURTHER THAT the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and after taking into account the financial position of the Company including the projections and also considering all contingent liabilities, the Board has formed an opinion:

(a) that immediately following the date of this Board Meeting, there will be no grounds on which the Company could be found unable to pay its debts;

(b) that as regards its prospects for the year immediately following the date of this Board Meeting, having regard to the Board’s intentions with respect to the management of the Company’s business during that year and to the amount and character of the financial resources which will, in the Board’s view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this Board Meeting; and;

(c) that in forming their opinion for the above purposes, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act (including prospective and contingent liabilities).

RESOLVED FURTHER THAT the Board hereby confirms that:

(a) the Company shall not issue any Equity Shares or specified securities including by way of bonus till the date of closure of the Buyback from the date of resolution passed by the Board approving the Buyback;
(b) the Company shall not raise further capital for a period of one year from the closure of the Buyback, except in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares;

(c) the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable;

(d) the Company shall not buyback its Equity Shares from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;

(e) there are no defaults subsisting in the repayment of deposits, redemption of debentures or preference shares or repayment of any term loans to any financial institution or banks;

(f) that the Company has been in compliance with Sections 92, 123, 127 and 129 of the Act;

(g) the aggregate amount of the Buyback i.e. Rs. 99,00,00,000 (Rupees Ninety Nine Crores) does not exceed 10% of the total paid-up Equity Share Capital and Free Reserves of the Company as on 31st March, 2017;

(h) the Company shall not make any offer of buyback within a period of one year reckoned from the date of closure of the Buyback;

(i) there is no pendency of any scheme of amalgamation or compromise or arrangement;

(j) pursuant to the provisions of the Act, as on date; and the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Share Capital and Free Reserves after the Buyback.

RESOLVED FURTHER THAT Shri Vivek Saraogi, Managing Director, Dr. A. K. Saxena, Whole-time Director, Shri S. P. Ghosh, Independent Director, Shri Pramod Patwari, Chief Financial Officer, Shri Nitin Bagaria, Company Secretary, be and are hereby severally authorised to do all such acts, deeds and things as may be necessary, expedient or proper with regard to the implementation of the Buyback, including:

1. The appointment of Merchant Bankers, Brokers, Registrars, Advertising Agencies and other Advisors, Consultants or Representatives;

2. Opening and operating an Escrow Account as per the provisions of Buyback Regulations.


4. The filing of Public Notice and Public Announcement, Certificates for Declaration of Solvency with SEBI/ Stock exchanges and other appropriate authorities and filing of Certificate of extinguishment of shares and physical destruction of share certificates and all other documents required to be filed in connection with the Buyback with the appropriate authorities;

5. The making of all applications to the appropriate authorities for their requisite approvals;

6. The opening, operation and closure of all necessary Accounts such as Broking Account, Escrow Account, Depository Account;

7. To settle all such questions, difficulties or doubts that may arise in relation to the implementation of the Buyback;
8. To do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, expedient, usual or proper and

9. To delegate all or any of the authorities conferred as above to any Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be suggested by the appropriate authorities or Advisors.

**RESOLVED FURTHER THAT** consent of the Board of Directors of the Company be and is hereby accorded for the appointment of Axis Capital Limited as the Manager and broker to the Buyback.

**RESOLVED FURTHER THAT** Shri Vivek Saraogi, Managing Director, Dr. A. K. Saxena, Whole-time Director, Shri Pramod Patwari, Chief Financial Officer and Shri Nitin Bagaria, Company Secretary of the Company, be and are hereby severally authorized to negotiate, sign, execute the necessary applications, documents, forms and instruments and issue the appointment letters and to do such other acts and things as may be necessary, expedient to give effect to the Resolution.

**RESOLVED FURTHER THAT** approval of the Board be and is hereby accorded to enter into ESCROW Agreement with Axis Bank Limited or any other scheduled commercial bank (as may be subsequently decided by the Executive Committee), along with Axis Capital Limited as required under the Buyback Regulations.

**RESOLVED FURTHER THAT** any two of the following persons,

Shri Vivek Saraogi, Managing Director,
Dr. A. K. Saxena, Whole-time Director,
Shri S. P. Ghosh, Independent Director,
Shri Pramod Patwari, Chief Financial Officer,
Shri Rohit Bothra, President (Taxation and Strategy),
Shri Nitin Bagaria, Company Secretary

be and are authorized to jointly execute / perform the acts, deeds, documents, letters and things in the name and on behalf of the Company as may be required to execute the ESCROW Agreement and deposit therein the Escrow Amount as per the Buyback Regulations.

**RESOLVED FURTHER THAT** Axis Capital Limited is authorized to operate the Escrow Account and realize the amount deposited in Escrow Account, in compliance with the Buyback Regulations.

**RESOLVED FURTHER THAT** the Executive Committee of Board of Directors consisting of Shri Vivek Saraogi, Managing Director, Shri Sumit Mazumder, Independent Director, Shri S. P. Ghosh, Independent Director and Dr. A. K. Saxena, Wholetime Director be and is hereby authorised to, for the purposes of the Buyback, to do all such acts, deeds, matters and things and to give such directions, as it may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any question, difficulty or doubt, that may arise in this regard, in the best interest of the Company and its shareholders in connection with the Buyback.

**RESOLVED FURTHER THAT** a copy of the foregoing resolution certified by the any director or the Company Secretary be forwarded to concerned persons/authorities and they be requested to act thereon.”

For Balrampur Chini Mills Limited

(Nitin Bagaria)

Company Secretary
3. DETAILS OF SHAREHOLDING AND INTENT TO PARTICIPATE IN THE OFFER

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<th>Sl. No</th>
<th>Date of Transaction</th>
<th>Nature of Transaction</th>
<th>Nominal Value (INR)</th>
<th>Cumulative Value (INR)</th>
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<td>7,000,000</td>
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<td>2</td>
<td>25.05.2010</td>
<td>1,000</td>
<td>97,245.00</td>
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<td>3</td>
<td>31.03.2005</td>
<td>Split from 10/- to 1/-</td>
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<td>4</td>
<td>2.10.2004</td>
<td>Rights Issue @ 10/-</td>
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<td>5</td>
<td>3.06.2012</td>
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<td>6</td>
<td>5.10.2007</td>
<td>Open Market Purchase</td>
<td>5,56,83,843.20</td>
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</table>

Note: Specific details of acquisition of equity shares prior to 1/4/2016 are not available.
2.1 The Equity Shares lying to the credit of the Special Demat Account and the Equity Shares bought back and accepted in physical form will be listed on the second trading day of the Buyback Offer.

2.2 As required under the Buyback Regulations, the Company has announced the record date (the "Record Date") on March 11, 2018 for the purpose of determining the entitlement and the names of the shareholders, who are eligible to participate in the Buyback Offer.

2.3 The Equity Shares to be bought back as a part of this Buyback Offer is divisible into categories:
   - Reserved category for Small Shareholders and General Public

As defined in the Buyback Regulations, a "Small Shareholder" is a shareholder who holds equity shares having market value, on the basis of closing price of the equity share on the recognized stock exchange, in the range between Re 1 to Rs 200 (one hundred rupees).

In accordance with Regulation 15(1)(a) of the Buyback Regulations, the Company is entitled to buy back as many Equity Shares as may be tendered equal to or less than the ratio, out of the shares held by shareholders as at the record date.

On behalf of the shareholders as on the Record Date, the Company will determine the entitlement of each shareholder to tender their Equity Shares in the Buyback. The entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs.

3.3 Participation in the Buyback shall be voluntary. Equity Shareholders of the Company shall have the option to participate, in part or full, and get cash in lieu of Equity Shares accepted by the Buyback. Each shareholder may choose to participate and enjoy an attributable increase in their percentage holding in the Company. Buyback Price is indicative of the Company's investment in the Buyback Offer. Further, Equity Shareholders of the Company shall use the option of tendering additional Equity Shares (over and above their entitlement) and participate in the share discount to non-participating shareholders by other Equity Shareholders of the Company.

3.4 The maximum number under the Buyback by any Equity Shareholder of the Company cannot exceed the number of Equity Shares held by such Equity Shareholder as of the Record Date.

3.5 Detailed instructions for participation and Buyback (tendering of Equity Shares in the Buyback) as well as the relevant timeline will be included in the offer letter which will be sent in due course to the Equity Shareholders of the Company as the Record Date.

4. COMPLIANCE OFFICER
Mr. Nalin Bagaria
Company Secretary & Compliance Officer

5. INVESTOR SERVICE CENTER & REGISTRAR TO THE OFFER
In case of any query, the shareholders may contact the Registrar on any day except holidays between 10:00 a.m. to 5:30 p.m. on all working days except Sunday and public holidays.

6. DIRECTORS' RESPONSIBILITY
Acquisition of shares pursuant to the Buyback Regulations, the Board of Directors of the Company acquire responsibility for all the information contained in this Public Announcement or any other information, advertisement, circular, brochure, publicity material which may be used and confirms that such document contains true, factual and material information and discloses all material information.

For and on behalf of the Board of Directors of BALBARIAM CHINI LIMITED

Mr. Veer Sanagi
Managing Director

Nitin Bagaria
Company Secretary and Compliance Officer

Date : February 21, 2018
Location : Kolkata