



**BALRAMPUR CHINI MILLS LIMITED**

CIN - L15421WB1975PLC030118  
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25<sup>th</sup> January, 2024

<b>National Stock Exchange of India Limited</b> Listing Department 'Exchange Plaza', C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400051.	<b>BSE Limited</b> The Corporate Relationship Department 1st Floor, New Trading Wing, Rotunda Building, Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai - 400001.
Symbol: <b>BALRAMCHIN</b>	Scrip Code: <b>500038</b>

Dear Sir/Madam,

**Sub: Minutes of Ordinary Resolution passed by way of Postal Ballot**

With reference to the captioned subject, enclosed is the certified true copy of the Minutes of the Ordinary Resolution passed by way of Postal Ballot by the shareholders of the Company as set out in the Postal Ballot Notice dated 7<sup>th</sup> November, 2023. The Results of the Postal Ballot were declared on 28<sup>th</sup> December, 2023.

Thanking you,

Yours faithfully,

**For Balrampur Chini Mills Limited**

**Manoj Agarwal**

**Company Secretary and Compliance Officer**



**MINUTES OF THE RESOLUTION PASSED BY WAY OF POSTAL BALLOT BY REMOTE E-VOTING PROCESS BY MEMBERS OF THE COMPANY ON WEDNESDAY, 27TH DECEMBER, 2023, RESULTS OF WHICH WERE DECLARED ON THURSDAY, 28TH DECEMBER, 2023**

**Present:**

Mr. Praveen Gupta	:	Whole-time Director
Mr. Mohan Ram Goenka	:	Scrutinizer
Mr. Manoj Agarwal	:	Company Secretary & Compliance Officer

**Background:**

Pursuant to Section 110 of the Companies Act, 2013 ("Act"), Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment thereof for the time being in force and as amended from time to time), the Company had issued Postal Ballot Notice dated 7<sup>th</sup> November, 2023 ("the Notice") to obtain approval from Shareholders of the Company through Postal Ballot (by remote e-voting) on the following Special Business:

**Approval for "Appointment of Ms. Avantika Saraogi (DIN: 03149784) as a Whole-time Director designated as Executive Director of the Company"**

The Board of Directors of the Company at its meeting held on 7<sup>th</sup> November, 2023 had appointed CS Mohan Ram Goenka (Membership No.: FCS 4515, CP No.: 2551), Partner of M/s. MR & Associates, Company Secretaries, as the Scrutinizer ("Scrutinizer") for conducting Postal Ballot (by remote e-voting) process in a fair and transparent manner.

The Company, in compliance with the provisions of Section 108 of the Act read with Rule 20 of the said Rules and Regulation 44 of the Listing Regulations, has provided the members with the facility to exercise their right to vote by electronic means i.e., through e-voting services provided by KFin Technologies Limited ("Kfintech") [Agency appointed by the Board of Directors for providing platform for e-voting]. The e-voting period commenced on Tuesday, 28<sup>th</sup> November, 2023 at 10:00 A.M. (IST) and ended on Wednesday, 27<sup>th</sup> December, 2023 at 05:00 P.M. (IST).





In terms of the MCA Circulars, the Postal Ballot Notice was sent electronically to all the shareholders who have registered their email addresses with the Company / Depositories/Registrar and Transfer Agent as on the cut-off date of 20<sup>th</sup> November, 2023. The Notice was also given to the Directors, Auditors and Secretarial Auditor of the Company and was also hosted on the website of the Company and Kfintech.

A newspaper advertisement as required under the provisions of the Act was published in Business Standard (All editions- English Language) and Arthik Lipi (Kolkata Edition - Bengali Language) on 27<sup>th</sup> November, 2023.

CS Mohan Ram Goenka, Scrutinizer had carried out scrutiny of all the votes casted through e-voting upto 05:00 P.M. (IST) on Wednesday, 27<sup>th</sup> December, 2023, being the last day of e-voting and prepared the Scrutinizer's Report on the basis of the same.

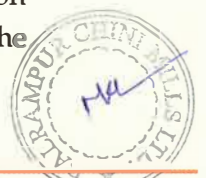
The Scrutinizer submitted his report on postal ballot (by remote e-voting) process on 28<sup>th</sup> December, 2023. The details of voting of the Ordinary Resolution as set out in Postal Ballot Notice dated 7<sup>th</sup> November, 2023 are as under:

<b>"Appointment of Ms. Avantika Saraogi (DIN: 03149784) as a Whole-time Director designated as Executive Director of the Company"</b>	
<b>Particulars</b>	<b>No of votes</b>
Votes in favour of the Resolution	12,91,90,303
Votes against the Resolution	2,24,90,372
<b>Total</b>	<b>15,16,80,675</b>

On the basis of the Report of the Scrutinizer, Mr. Manoj Agarwal, Company Secretary & Compliance Officer of the Company, declared the results of Postal Ballot. He announced that the following Ordinary Resolution as Item no. 1 as set out in Postal Ballot Notice dated 7<sup>th</sup> November, 2023 was duly approved by the Members with a majority of 85.17% on Wednesday, 27<sup>th</sup> December, 2023 (i.e. last date for remote e-voting).

**Item No. 1- Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of section 152, 160, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made thereunder read with applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the provisions of the Articles of Association of the Company, and such other approvals as may be necessary, based on the recommendation of the Nomination & Remuneration Committee ("NRC") and approval of the Board of Directors of the





Company, consent of the Members of the Company, be and is hereby accorded for the appointment of Ms. Avantika Saraogi (DIN: 03149784) as a Whole-time Director designated as Executive Director of the Company for a term of 3 years with effect from 1st January, 2024 to 31st December, 2026, whose office shall be liable to retire by rotation, on such terms and conditions including remuneration as set out in the Explanatory Statement attached hereto.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorised to vary, alter and modify the terms and conditions of her appointment including remuneration, within the limits prescribed in the Explanatory Statement and in accordance with the provisions of applicable laws.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things and give such directions, as it may in its absolute discretion, deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate, to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or to any director(s) or to any Key Managerial Personnel of the Company."

Further, Mr. Manoj Agarwal, Company Secretary & Compliance Officer of the Company informed that the following actions will be completed within the prescribed time limits:-

- Intimation of the outcome of the Postal Ballot to the Stock Exchanges;
- Hosting of Results of the Postal Ballot on the Notice Board of the Company;
- Uploading the results of Postal Ballot on the website of the Company and Kfintech.

Entered in the Minutes Book on 25<sup>th</sup> January, 2024 in Kolkata.

Sd/-  
**Praveen Gupta**  
**Whole-time Director**  
**DIN: 09651564**

