



**BALRAMPUR CHINI MILLS LIMITED**

CIN - L15421WB1975PLC030118  
Reg.Off. : FMC Fortuna, 2nd Floor, 234/3A, A. J. C. Bose Road, Kolkata - 700 020

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18th June, 2026

<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,

Subject: **Minutes of the Extra Ordinary General Meeting of the Company**

Please find enclosed herewith a certified true copy of the Minutes of the Extra Ordinary General Meeting of the Company held on Wednesday, 20th May, 2026 through video conferencing.

Thanking You.

Yours faithfully

**For Balrampur Chini Mills Limited**

**Manoj Agarwal**

**Company Secretary & Compliance Officer**

Encl: A/a



**Minutes of the Extra-Ordinary General Meeting (EGM) of the Members of Balrampur Chini Mills Limited held on Wednesday, 20th day of May, 2026, through video conferencing (VC), from the Registered Office of the Company situated at 234/3A, A. J. C. Bose Road, FMC Fortuna, 2nd Floor, Kolkata - 700020, West Bengal which commenced at 4:00 P.M. (IST) and concluded at 4:37 P.M. (IST)**

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**Present:**

Mr. Vivek Saraogi	- Chairman and Managing Director (from Kolkata)
Dr. Indu Bhushan	- Lead Independent Director Chairperson of Audit Committee (from New Delhi)
Ms. Mamta Binani	- Independent Director Chairperson of Stakeholder Relationship Committee and Executive Committee (from Kolkata)
Ms. Veena Hingarh	- Independent Director Chairperson of Nomination and Remuneration Committee and Corporate Social Responsibility Committee (from Kolkata)
Mr. Chandra Kishore Mishra	- Independent Director Chairperson of Risk Management Committee and Environmental, Social & Governance Committee (from New Delhi)
Ms. Avantika Saraogi	- Executive Director (from Kolkata)
Mr. Praveen Gupta	- Whole-time Director (from Haidergarh)
Mr. Pramod Patwari	- Chief Financial Officer (from Kolkata)
Mr. Manoj Agarwal	- Company Secretary & Compliance Officer (from Kolkata)

Total of 57 members (including authorized representatives) were present at the Extra-Ordinary General Meeting (the "Meeting/EGM") of the Company along with the representatives of the Statutory Auditors - M/s. Lodha & Co LLP, Chartered Accountants.

Mr. Manoj Agarwal, Company Secretary & Compliance Officer, welcomed the Members attending the Meeting and informed that the said Meeting was being conducted through Video Conferencing ("VC") as per the applicable Circulars issued by Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI") in this regard.

He also informed that the statutory registers and other relevant documents, as mentioned in the Notice of the EGM (the "Notice"), have been made available electronically for inspection by the Members during the EGM. He stated that the Members can send their inspection request to the designated e-mail id at [secretarial@bcml.in](mailto:secretarial@bcml.in).



Thereafter, Mr. Vivek Saraogi, Chairman and Managing Director of the Company extended warm welcome to the Members. However, he being interested in the proposed resolution, with the consent of the Members, entrusted the conduct of the proceedings of the agenda item to Dr. Indu Bhushan, Lead Independent Director of the Company, and requested him to take over as Chairperson of the meeting.

Dr. Indu Bhushan took the chair and as the requisite quorum was present, the Chairperson called the Meeting to order. Thereafter, he introduced other Directors, Chief Financial Officer, Company Secretary and Statutory Auditors of the Company. All the Directors attended the Meeting.

The Chairperson extended a very warm welcome to the members at the Meeting.

The Chairperson informed that in case of any technical disruption or failure, Mr. Chandra Kishore Mishra, Independent Director and Chairperson of Risk Management Committee and Environmental, Social & Governance Committee would take the chair and continue the proceedings of the Meeting.

With the permission of the members present, the Notice dated 23rd April, 2026 convening the EGM, was taken as read.

The Chairperson added that as per 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 had provided its members the facility to cast their votes, on resolution set forth in the Notice, using electronic voting system from a place other than the venue of the EGM ("remote e-voting"). He further informed that the Board of Directors of the Company has engaged the services of KFin Technologies Limited ("KFin") as the agency to provide the said facility. The e-voting period had commenced on Sunday, 17th May, 2026 at 9:00 A.M. (IST) and ended on Tuesday, 19th May, 2026 at 5:00 P.M. (IST).

The Chairperson further informed that members, who had not casted their vote through remote e-voting facility were provided the facility for electronic voting during the Meeting to cast their votes but in case members had already casted their votes earlier through remote e-voting facility, such members should not cast their vote once again through said e-voting and such votes, if cast, would be considered as invalid. The Chairperson also informed that the window for electronic voting during the EGM will remain open till 15 minutes from the conclusion of the proceedings of the meeting to allow the Members to cast their votes.



Thereafter, the Chairperson informed that CS Mohan Ram Goenka, Partner of M/s. MR & Associates, Practicing Company Secretaries (FCS No.: 4515 / C.P. No.: 2551), representatives of M/s. MR & Associates, was present at the meeting and had been appointed as the Scrutinizer for scrutinizing the remote e-voting and e-voting process at the EGM in a fair and transparent manner.

He also informed that as per Revised Secretarial Standard on General Meetings (SS-2) since the resolution as per the Notice have been put to vote through remote e-voting the same need not be proposed and seconded by members present.

Thereafter, the Chairperson informed that the EGM had been convened to seek approval for the offer, issue, and allotment of equity shares on a preferential basis for raising an aggregate amount of Rs. 450 Crores from its promoters, promoter group, and marquee investors, to be utilised as specified in the Explanatory Statement to the Notice. Accordingly, the Chairperson invited the Members to give their views and raise queries on the proposed resolution. Members gave their views and raised queries on various aspects, which were duly noted and responded by the Chief Financial Officer and Company Secretary of the Company.

The Chairperson announced that the results shall be submitted to the Stock Exchanges within two working days of the conclusion of the meeting, in the prescribed format and the said results along with the Consolidated Scrutinizer's Report on remote e-voting and e-voting during the EGM, shall also be placed on the Company's website and the website of KFin as well. The Chairperson also thanked all the Members for their presence and participation and the meeting concluded at 4:37 P.M. The e-voting was conducted on the below item:

### **Special Business**

#### **1. Approval for offer, issue and allotment of Equity Shares on a preferential basis.**

##### **As an Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated ("**FEMA**"), and rules, circulars, notifications, regulations and guidelines issued under FEMA to the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time ("**FDI Policy**") and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, Ministry of Finance (Department of Economic Affairs) ("**MoF**"),



Department for Promotion of Industry and Internal Trade, (“DPIIT”) to the extent applicable, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), as amended from time to time, the listing agreements entered into by the Company with the BSE Limited and the National Stock Exchange of India Limited (together, the “Stock Exchanges”) on which the Equity Shares of the Company having face value of Re. 1/- (Rupee One only) each (“Equity Shares”) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”) and/or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to mean and include the Executive Committee or any other Committee to be constituted by the Board to exercise its powers including the powers conferred by this resolution), the consent and approval of the Members of the Company (“Members”) be and is hereby accorded to the Board to offer, issue and allot up to 93,16,771 (Ninety Three Lakhs Sixteen Thousand Seven Hundred Seventy One) fully paid up Equity Shares of face value of Re. 1/- (Rupee One only) each for cash at a price of Rs. 483/- (Rupees Four Hundred Eighty Three only) per Equity Share) (including a premium of Rs. 482/- (Rupees Four Hundred Eighty Two only) per Equity Share) (“Preferential Allotment Price’), for an amount up to Rs. 450,00,00,393/- (Rupees Four Hundred Fifty Crores Three Hundred Ninety Three only), to the below mentioned proposed allottee(s) as per details mentioned herein below (hereinafter referred to as “Proposed Allottees”) by way of preferential issue (“Preferential Issue”) in one or more tranches, on such terms and conditions as may be determined by the Board in accordance with the Act, SEBI ICDR Regulations and other applicable laws:

Sr. No.	Name of Proposed Allottees	Category	Maximum No. of Equity Shares to be allotted	Proposed Investment Amount to be paid (In Rs.)
1.	Vivek Saraogi	Promoter	24,00,000	115,92,00,000
2.	Sumedha Saraogi	Promoter	3,45,864	16,70,52,312
3.	Meenakshi Mercantiles Limited	Promoter Group	12,50,000	60,37,50,000



4.	TATA Small Cap Fund (Scheme of TATA Mutual Fund)	Non-Promoter	20,70,393	99,99,99,819
5.	IKIGAI Emerging Equity Fund (Scheme of IKIGAI Asset Holdings Investment Trust, Category III AIF)	Non-Promoter	4,55,485	21,99,99,255
6.	Alchemy Long Term Ventures Fund, Series 2 (Scheme of Alchemy Alternative Investment Trust, Category III AIF)	Non-Promoter	1,86,335	8,99,99,805
7.	Alchemy Long Term Ventures Fund, Series 3 (Scheme of Alchemy Alternative Investment Trust, Category III AIF)	Non-Promoter	62,111	2,99,99,613
8.	360 One Pipe Fund (Scheme of 360 One Opportunities Fund, Category III AIF)	Non-Promoter	18,21,946	87,99,99,918
9.	ICICI Prudential Emerging Leaders Fund - Series II (Scheme of ICICI Prudential Strategic Alpha Fund, Category III AIF)	Non-Promoter	1,03,519	4,99,99,677
10.	ICICI Prudential Equity Opportunities Fund Series -II (Scheme of ICICI Prudential Strategic Alpha Fund, Category III AIF)	Non-Promoter	3,10,559	14,99,99,997
11.	ICICI Prudential Alpha Opportunities Fund (Scheme of ICICI Prudential Strategic Alpha Fund, Category III AIF)	Non-Promoter	3,10,559	14,99,99,997
	<b>Total</b>		<b>93,16,771</b>	<b>450,00,00,393</b>

**RESOLVED FURTHER THAT** in terms of Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares is



Monday, 20th April, 2026 (“**Relevant Date**”), being the date 30 days prior to the date of this Extra-Ordinary General Meeting.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable law, consent of the Members is hereby accorded to record the names of the Proposed Allottees in the prescribed Form PAS-5, pursuant to sub-rule 4 of rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and for the issue of invitation to subscribe to the Equity Shares and issue a private placement offer cum application letter in Form No. PAS- 4.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolutions, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act, annexed hereto, which shall be deemed to form part hereof.

**RESOLVED FURTHER THAT** the Equity Shares of the Company being offered, issued and allotted to the Proposed Allottees by way of the Preferential Issue shall *inter alia* be subject to the following terms and conditions, apart from others as prescribed under applicable law:

- a) The Equity Shares to be offered, issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary permissions and approvals.
- b) The Equity Shares to be offered, issued and allotted shall be fully paid up and shall rank *pari-passu* with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- c) The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- d) The pre-preferential allotment shareholding of the Proposed Allottees, as applicable, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- e) The Proposed Allottees shall be required to bring in the entire consideration for the Equity Shares to be allotted to them, on or before the date of allotment thereof.
- f) The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Proposed Allottees.
- g) The monies received by the Company from the Proposed Allottees for application of the Equity Shares pursuant to this Preferential Issue be kept by the Company in a separate bank account;
- h) The Equity Shares shall be allotted in dematerialized form only within a maximum



period of 15 days from the date of passing of this resolution by the Members provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchanges for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** Executive Committee of the Board or Mr. Vivek Saraogi, Chairman and Managing Director, Ms. Avantika Saraogi, Executive Director, Mr. Pramod Patwari, Chief Financial Officer, Mr. Rohit Bothra, President - Taxation & Strategy and Mr. Manoj Agarwal, Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things to give effect to the aforesaid resolution, including execution of any documents on behalf of the Company and to



represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard and the Board be and is hereby further authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

### **Summary of Consolidated Scrutinizer's Report**

The e-voting during the Meeting was done as per the prescribed procedure.

For the purpose of e-voting during the EGM, the voting rights were reckoned as on 12th May, 2026 which was the cut-off date as per the Notice and the members (who had not cast their votes through remote e-voting) were allowed to cast their vote during the Meeting.

After following the prescribed procedure, the Scrutinizer submitted his Consolidated Report dated 21st May, 2026 on remote e-voting and e-voting during the EGM, to the Company Secretary. Based on the Report received, the Company Secretary announced the e-voting results at the Registered Office of the Company on 21st May, 2026 and the same were also displayed at the Notice Board of the Company at its Registered Office.

The e-voting results were then submitted to the Stock Exchanges in the prescribed format and the said results along with the Consolidated Scrutinizer's Report on remote e-voting and electronic voting during the EGM, were placed on the Company's website and also on the website of KFin.

On the basis of the Consolidated Scrutinizer's Report, the aggregate results of remote e-voting and e-voting during the EGM are given below:

### **SPECIAL BUSINESS (SPECIAL RESOLUTION)**

#### **Item No. 1:**

#### **Approval for offer, issue and allotment of equity shares on a preferential basis**

<b>Particulars</b>	<b>Remote E-Voting</b>	<b>E-Voting during the AGM</b>	<b>Total</b>	<b>Percentage (%)</b>
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	No.	Votes	No.	Votes	No.	Votes	
<b>Assent</b>	318	157111089	11	6978	329	157118067	99.97
<b>Dissent</b>	10	39451	-	-	10	39451	0.03
<b>Total Valid Votes Cast</b>	<b>328</b>	<b>157150540</b>	<b>11</b>	<b>6978</b>	<b>339</b>	<b>157157518</b>	<b>100.00</b>
<b>Abstain/ Invalid Votes</b>	1	1	-	-	1	1	-

Based on the Consolidated Scrutinizer's Report on the results of remote e-voting and e-voting during the EGM, the Resolution as set forth in the Notice has been passed with requisite majority and is deemed to be passed on the date of the Extra-Ordinary General Meeting of the Company i.e., 20th May, 2026.

The aforesaid resolution has been passed in due compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder along with the mechanism provided in the Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated 22nd September, 2025 and other applicable circulars issued by MCA and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India ("SEBI").

Sd/-

Indu Bhushan

**CHAIRPERSON**

**Date: 18th June, 2026**

**Place: New Delhi**