



Balrampur Chini Mills Limited

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

Notice

Notice is hereby given that the Thirty Fourth Annual General Meeting of the members of **Balrampur Chini Mills Limited** will be held on Friday, the 29th day of January, 2010 at 2.30 pm at Kalakunj, 48, Shakespeare Sarani, Kolkata - 700017 to transact the following business :-

1. To receive, consider and adopt the Profit & Loss Account of the Company for the year ended 30th September, 2009 and the Balance Sheet as at that date with the Reports of the Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Shri Naresh Chandra, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Kishor Shah, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS

6. To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution :

"Resolved that Shri R. Vasudevan who was appointed by the Board of Directors as an Additional Director of the Company with effect from 25th November, 2009, and who holds office upto the date of the forthcoming Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 ('the Act') and in respect of

whom the Company has received a notice in writing from a member under Section 257 of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed a Director of the Company."

7. To consider and if thought fit to pass with or without modification(s), the following resolution as a Special Resolution :

"In supersession of the resolution passed by the shareholders at the 33rd Annual General Meeting held on 30th January, 2009 and pursuant to the provision of sections 198, 309 and 310 of the Companies Act, 1956 and Article 76 of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the payment to its Non-Executive Directors commission up to 1% of the net profit of the Company in any financial year to be computed in accordance with the provisions of the Companies Act, 1956 or Rs.25 lacs in aggregate, whichever is lower, over and above the usual sitting fees for a period of three years commencing from 1st October, 2009 and that the said commission be divided among the Directors in such proportion and in such manner as may be determined by the Board."

By order of the Board

Place: Kolkata
Date: 4th December, 2009.

S. K. Agrawala
Secretary

Notes

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The proxy form, in order to be effective, must be duly completed, stamped and lodged with the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 14th January, 2010 to 29th January, 2010 (both days inclusive).
3. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed thereto.
4. The relevant details in respect of item No(s). 3 & 4 pursuant to clause No. 49 of the Listing Agreements are given in the Corporate Governance Report.
5. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
6. Corporate members are requested to send a duly certified copy of the Board Resolution, pursuant to Section 187 of the Companies Act, 1956, authorising their representative to attend and vote at the AGM.
7. In order to prevent the fraudulent encashment of dividend warrants, the members of the Company holding shares in physical form are requested to inform their complete bank account details such as bank account no., bank name, branch name and address to the share department of the Company. Further, members holding shares in dematerialised form may please note that the bank account details as provided by their Depository Participants to the Company will be printed on the dividend warrants. The Company will not entertain any direct request from such members for deletion of or change in such Bank Account details. As such, they are requested to immediately intimate their Depository Participants about any changes in their bank account details.
8. The Company has provided facility to the members for remittance of dividend through the Electronic Clearing System (ECS) at locations identified by Reserve Bank of India from time to time, to avoid loss of dividend warrants in transit and delay in respect of receipt of dividend warrants. Therefore, members holding shares in physical form are requested to write to the Company to avail the ECS facility and members holding shares in demat form may request their Depository Participants for availing the ECS facility.
9. Shareholders holding shares in physical form are requested to advise the Company and the members holding shares in dematerialised form are requested to advise their Depository Participants immediately about any change in their address.
10. Shareholders of the Company are informed that pursuant to the provisions of the Companies Act, 1956 the amount of dividend which remains unclaimed/unpaid for a period of 7 years would be transferred to the Investor Education and Protection Fund constituted by the Central Government and the shareholders would not be able to claim any amount of the dividend so transferred to the Fund. As such, shareholders who have not encashed their dividend warrants are requested in their own interest to write to the Company immediately for claiming outstanding dividends declared by the Company for the financial years 2002-03 to 2007-08 (Except 2006-07 where no dividend declared).
11. The Company has sub-divided the equity shares of Rs.10 each into 10 equity shares of Re.1 each with effect from 31st March, 2005. Shareholders who are holding shares in physical form must surrender their Rs.10 share certificate immediately to the Company so that the Company can despatch the new share certificate of Re.1 each.
12. **For Shareholders of erstwhile Babhnan Sugar Mills Limited (BSML) and Tulsipur Sugar Company Limited (TSCL):**
Pursuant to the merger scheme, two companies viz, BSML and TSCL were merged with the Company in the year 1994 and 1999 respectively. As per the terms of the respective merger schemes, the then shareholders of BSML and TSCL were allotted Equity Shares of the Company in the ratio of 2:5 and 1:7 respectively. Hence, those shareholders who have not yet surrendered the Share Certificates of erstwhile BSML and TSCL are reminded to do so directly to the Company to enable despatch of new sub-divided share certificates.

Explanatory Statement

Pursuant to Section 173(2) of the Companies Act, 1956

Item No. 6:

Shri R. Vasudevan was appointed as an additional (independent) Director of the Company with effect from 25th November, 2009. Pursuant to Section 260 of the Companies Act, 1956 Shri Vasudevan will hold office as director only upto the date of this Annual General Meeting. The Company has received a notice under Section 257 of the Companies Act, 1956 from a member of the Company signifying his intention to propose Shri Vasudevan for appointment as a Director at the forthcoming Annual General Meeting. Profile of Shri Vasudevan as required under Clause 49 of the Listing Agreement is as hereunder:

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| Date of Birth | 14th June, 1937 |
| Qualifications | B.A. (Hons.), M.A., M.P.A. (Development Economics) from Harvard University, USA, Member – Indian Administrative Services (IAS) (Retd.). |
| Expertise in specific functional areas | He joined the Indian Administrative Service in 1959 and had served on many distinguished panels and committees, including : <ul style="list-style-type: none"> • Secretary in the Department of Cane Development and Sugar Industry (Govt. of U.P.), • Dy. Secretary, Ministry of Home Affairs, • Chief of Division, Planning Commission, • Director in Ministry of Energy, • Jt. Secretary & Financial Advisor, Ministry of Petroleum, • Jt. Secretary, Addl. Secretary & Special Secretary to the Prime Minister of India, • Secretary, Small Scale Industries, • Secretary, Ministry of Steel, • Secretary, Ministry of Power (Govt. of India). Since 1996 he has been undertaking consultancy in the areas of infrastructure, industry and finance. |
| Directorship in other Companies | • Haldia Petrochemicals Ltd. • Hindustan Oil Exploration Co. Ltd. • Purearth Infrastructure Ltd. and • Cosmo Films Ltd. |
| Membership in other Board Committees | • Member, Compensation Committee of Haldia Petrochemicals Ltd. • Member, Audit Committee and Chairman, Remuneration Committee & Shareholders/ Investors Grievance Committee of Hindustan Oil Exploration Co. Ltd. • Member, Audit Committee of Purearth Infrastructure Ltd. and • Member, Audit Committee & Share Transfer & Investor Grievance Committee of Cosmo Films Ltd. |
| Shareholding in the Company | Nil |

The Board considers that the Company would be benefited by his rich experience and guidance. The Board of Directors, therefore, recommends the resolution for approval of the members.

None of the directors except Shri R. Vasudevan is concerned or interested in the proposed resolution.

Item No. 7:

The Company at the 33rd Annual General Meeting held on 30th January, 2009 had approved the payment of commission to the Non-Executive Directors of the Company upto 1% of the net profit of the Company in aggregate in any financial year or Rs.20 lacs, whichever is lower, over and above the usual sitting fees for a period of 5 years commencing from 1st October, 2007. The Non-Executive Directors of the Company contribute significantly to the growth of the organization by bringing with them professional expertise, rich and wide experience.

As such the Board is of the view that it is necessary to

enhance the said limit from Rs.20 lacs to Rs.25 lacs per annum for the balance period of 3 years with effect from 1st October, 2009. The said commission shall be divided among the Non-Executive Directors in such proportion and in such manner as may be determined by the Board. The payment is subject to approval of the shareholders by way of special resolution.

Shri Naresh Chandra, Shri S.B. Budhiraja, Shri R.K. Choudhury and Shri R. Vasudevan all being the Non-Executive Directors of the Company, may be deemed to be concerned or interested in this resolution.

The Board of Directors recommends passing of the resolution as set out at Item No. 7 of the Notice.

By order of the Board



Place: Kolkata

Date: 4th December, 2009.

S. K. Agrawala
Secretary

