

NOTICE OF POSTAL BALLOT/E-VOTING

Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration Rules), 2014.

Dear Members,

Notice is hereby given that pursuant to the provisions of the Section 110 and other applicable provisions, if any of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), read with the General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021 and General Circular No. 11/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars") and pursuant to applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Regulation 44 of the SEBI (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 as amended from time to time any statutory modification or re-enactment thereof for the time being in force, to transact the Special Businesses set out in this notice as the Special Resolution through Postal Ballot by the members of the Company only through Remote E-voting.

The proposed resolutions and Explanatory Statements pertaining to the said resolutions, pursuant to Sections 102 and 110 of the Companies Act, 2013 setting out the material facts concerning each item and the reason thereof is appended herewith for your consideration.

Members' consent is sought for the proposal contained in the resolution given in this Postal Ballot Notice. The Postal Ballot Notice will also be placed on the website of the Company at www.bpml.in and the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com. The Postal Ballot Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or Depositories or Depository Participants or the Company's Registrar and Share Transfer Agent ("RTA" or "Registrar") – Purva Sharegistry (India) Pvt Ltd, and, if so requested by any shareholder, in physical form by courier to such shareholder's registered postal address that is available with the RTA. The Company has provided e-voting facility to its Members to cast their vote electronically. The instructions for e-voting are appended to this Postal Ballot Notice.

As permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. Hence, hard copy of Postal

Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope (BRE) will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting facility. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the rules framed thereunder and the MCA Circulars, the Company has extended only the remote e-voting facility for its shareholders, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form. The instructions for remote e-voting are appended to the Notice. The shareholders can vote on the resolutions through remote e-voting facility. Assent (FOR) or Dissent (AGAINST) of the shareholders of the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA circulars.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. Accordingly, members shall have to cast their vote electronically through the NSDL E-voting system. Instructions on E-voting are enumerated as part of the Notice.

The Board of Directors of the Company, at its meeting held on 12th June 2023, has appointed M/s. P. Naithani & Associates, Practicing Company Secretary (CP Number FCS 3830), as the Scrutinizer for conducting the Postal Ballot (only through Remote E-voting process) in a fair and transparent manner.

The Scrutinizer, after completion of scrutiny, will submit his report to the Chairman or Company Secretary of the Company or to any other person authorised by him. Thereafter, the results of the Postal Ballot would be announced by the Chairman or in his absence by such other Director of the Company duly authorised or Company Secretary of the Company, on or before **12th September, 2023** at the Company's registered office. In addition to the results being communicated to BSE Limited (BSE) and NSE Limited (NSE), the results along with Scrutinizer's report will also be placed on Company's website viz. www.bpml.in and shall also be available at the Company's registered office.

The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e **10th September, 2023**.

The resolutions for the purpose as stated herein below are proposed to be passed by Postal Ballot (**only through Remote E-voting**):

SPECIAL BUSINESS:

ITEM NO. 1: - INCREASE IN AUTHORIZED SHARE CAPITAL AND AMEND THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provision of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment there to or re-enactment thereof) read with the rules framed there under and read with the Companies (Share Capital & Debentures) Rules, 2014, including any statutory modification(s) thereof, and Article No. 55 of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share capital of the Company from Rs. 146,00,00,000 (Rupees One Hundred Forty Six Crores Only) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each, 25,00,000 (Twenty Five Lakhs) 9% Cumulative Redeemable Preference Shares of Rs.100/- (Rupees One Hundred Only) each, 1,10,00,000 (One Crore Ten Lakhs) Preference Shares of Rs 100/- (Rupees One Hundred Only) each to Rs. 168,00,00,000 (One Hundred Sixty Eight Crores Only) divided into 3,30,00,000 (Three Crore Thirty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each, 25,00,000 (Twenty Five Lakhs) 9% Cumulative Redeemable Preference Shares of Rs.100/- (Rupees One Hundred Only) each and 1,10,00,000 (One Crore Ten Lakhs) Preference Shares of Rs 100/- (Rupees One Hundred Only) each by creation of additional 2,20,00,000 (Two Crore Twenty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each aggregating Rs. 22,00,00,000/- (Rupees Twenty Two Crores Only) ranking pari-passu in all respect with the existing Equity Shares of the Company and the existing clause V(a) of the Memorandum of Association of the Company be and is hereby altered by substituting with the following new clause:

V(a) The Authorised Share Capital of the Company is Rs. 168,00,00,000 (Rupees One Hundred Sixty Eight Crores Only) which shall consist of 3,30,00,000 (Three Crore Thirty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each, 25,00,000 (Twenty Five Lakhs) 9% Cumulative Redeemable Preference Shares of Rs.100/- (Rupees One Hundred Only) each and 1,10,00,000 (One Crore Ten Lakhs) Preference Shares of Rs 100/- (Rupees One Hundred Only) each with the power to Board of Directors to classify the shares into several classes/kinds or vice versa and determine the preferential, deferred, qualified, rights, privileges and conditions or restrictions attached thereto from time to time. The Company has and shall always have the power to divide the share capital for the time being, into several classes and to increase or reduce its capital from time to time and to vary, modify or abrogate any rights, privileges, conditions or restrictions attached to any class of shares or to vary the nominal (par) value per share by sub-division or consolidation, in such manner as may from time to time be provided by the Articles of Association of the Company and regulations of the Company.”

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the ‘Board’, which term shall include any Committee constituted by the Board for this purpose or any person(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), be and are hereby authorized to do all such acts, deeds and things and execute all such documents and writings, as it may in its absolute discretion deem necessary or incidental thereto including paying such fees and incurring such expenses in relation thereto as it may deem appropriate and to

file such documents, forms, etc., as required with the regulatory/ statutory authorities and authorise the Board of Directors of the Company and/or Shri Omprakash Singh, Company Secretary of the Company for the aforesaid purpose, as may be deemed fit to give effect to this Resolution.”

ITEM NO. 2: APPROVAL TO SELL, TRANSFER, LEASE, OR DISPOSE FEW OF THE NON-CORE ASSETS (SUBSTANTIAL UNDERTAKING):

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, and subject to the approval of the Banks/Lenders, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / transfer / assign/lease, deliver, or otherwise dispose off the whole, or substantially the whole of the assets of the Company including but not limited to the Non- Core Assets

- At Ambivali factory namely Unused for current operations Industrial land substantially under reservation, PM II (Paper Manufacturing Machine), Captive Power Plant and Unutilised Equipments and Furniture & Fixtures,
- At Dombivali (East) Residential Buildings constructed on 1,200 Sq mts area built on MIDC Leasehold Land at Plot Nos. R41 and R42.

on prevailing market realizable value towards its consideration, on such terms and conditions as may be determined by the Board of Directors of the Company. The above assets may be alienated to Public/Private Company /Person/partnership firm / Asset Reconstruction Company (“Prospective Buyer(s)”)

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment/conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors or Company Secretary of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments.”

**By Order of the Board of Directors
For Balkrishna Paper Mills Limited**

**(Omprakash Singh)
COMPANY SECRETARY
Membership No. FCS-4304**

Place : Mumbai

Date : June 12, 2023.

Registered Office:

A/7, Trade World, Kamala City, Senapati Bapat Marg

Lower Parel (W) Mumbai - 400013

CIN: L21098MH2013PLC244963

NOTES:

1. An Explanatory Statement, pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 (“Act”), read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), stating all material facts and reasons pertaining to the above proposed resolutions contained in this Postal Ballot Notice is annexed hereto.
2. Members may note that the Postal Ballot Notice will be available on the Company’s website www.bpml.in and also on the websites of the BSE Limited (BSE) & National Stock Exchange of India Limited (NSE) and National Securities Depository Limited (“NSDL”) i.e. www.bseindia.com, www.nseindia.com and www.evoting.nsdl.com respectively.
3. In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only and, if so requested by any shareholder, in physical form by courier to such shareholder’s registered postal address that is available with the RTA. However, the communication of the assent or dissent of the Members would take place through e-voting only.
4. The Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear in the register of members/the list of beneficial owners, as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email addresses are registered with the Company / depository participant(s) as on Friday, August 4, 2023 (“Cut-off Date”). Any person who is not a Member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only. Members who have registered their email IDs for receipt of documents in electronic form under the Green Initiative of the Ministry of Corporate Affairs are being sent this Postal Ballot Notice by e-mail to their email addresses registered with their DPs/the Company’s RTA.
5. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope are not being sent to the Members for this postal ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system. Please note, however, that those shareholders who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories, are also entitled to vote in relation to the resolution as set out in this Notice.
6. Resolution passed by the Members through postal ballot is deemed to have been passed as if it has been passed at a General Meeting of the Members.
7. **Shareholders holding Shares in Physical Mode:** Such Shareholders are requested to provide their e-mail ID, mobile No. and Bank details to the Registrar and Share Transfer Agent of the Company, viz., Purva Shareregistry (India) Pvt. Ltd (“Purva”) on E-mail: support@purvashare.com Apart from the said changes, any other changes can also be intimated to Purva at support@purvashare.com or to the Company at bpmho@bpml.in.
8. **Shareholders holding Shares in Dematerialized Mode** Such Shareholders are requested to contact their Depository Participant(s) for any changes in their details with respect to change in their email, bank details, mobile number, PAN and any other detail. For temporary registration, the procedure in above point can be followed.
9. **For procuring Login ID & Password**, members are requested to send request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing User ID and password for casting the vote.
10. After dispatch of the Postal Ballot Notice through email, advertisement shall be published in 1 (one) English daily newspaper and in 1 (one) Marathi Newspaper, each having wide circulation in the district where the registered office of the Company is situated and will also be uploaded on the Company’s website at www.bpml.in.
11. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on the cut-off date i.e. Friday, August 4, 2023. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
12. Once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
13. All the relevant documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection by the Members at the Registered Office of the

Company during working hours on all working days, except Saturdays, Sundays and National Holidays between 11.00 a.m. and 5.00 p.m. upto the date of declaration of the results of Postal Ballot. Additionally, for online inspection, members who wish to inspect relevant documents referred to in the accompanying Notice and the Explanatory Statement are requested to send an email to opsingh@bpml.in.

14. The voting rights of Members for electronic voting shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on cut-off date i.e. close of business hours of August 4, 2023. Voting Rights in the Postal Ballot cannot be exercised by a proxy. There will be one e-vote for every Folio/Client ID irrespective of the number of joint holders.
15. The instructions for remote e-voting are as under:
- In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the MCA rules and circulars and Regulation 44 (“Listing Regulations”), the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide remote e-voting facility to its Members.
 - Instructions for Members for Remote E-Voting are as under:**

Some of the important details regarding the remote e-voting facility are provided below:

Cut-off date for determining the Members entitled to vote	August 4, 2023
Commencement of remote e-voting period	August 10, 2023 at 9.00 a.m. (IST)
End of remote e-voting period	September 10, 2023 at 5.00 p.m. (IST)

The remote e-voting module shall be disabled by NSDL after 5.00 p.m. (IST) on September 10, 2023 for voting thereafter.

The voting rights of Members for electronic voting shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on cut-off date i.e. close of business hours of August 4, 2023.




The details of process and manner for remote evoting are explained herein below :

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical

Your User ID is

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
<p>5. Password details for shareholders other than Individual shareholders are given below:</p> <p>a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.</p> <p>b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.</p> <p>c) How to retrieve your 'initial password'?</p> <p>(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.</p> <p>(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.</p>	
<p>6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:</p> <p>a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.</p> <p>b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.</p> <p>c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.</p> <p>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</p>	
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.	
8. Now, you will have to click on "Login" button.	
9. After you click on the "Login" button, Home page of e-Voting will open.	

Step 2: Cast your vote electronically on NSDL e-Voting system:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "**EVEN**" of Balkrishna Paper Mills Limited for which you wish to cast your vote during the remote e-Voting period which is 124868.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

Institutional/Corporate members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter etc. with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to naithanipcs@gmail.com with a copy marked to evoting@nsdl.co.in.

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com> to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions ("FAQs") for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on 022-4886 7000 and 022-2499 7000 or send a request at evoting@nsdl.co.in.

In case of any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013. E-mail: evoting@nsdl.co.in, cpallavid@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to opsingh@bpml.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to opsingh@bpml.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholders/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Other Instructions:

1. In accordance with Rule 22 (5) of the Rules, the Board of Directors has appointed Mr. Prasen Naithani, Practicing Company Secretary (CP Number FCS 3830), Proprietor of M/s. P. Naithani & Associates, to act as the Scrutinizer for conducting the Postal Ballot through remote e-Voting process, in a fair and transparent manner.
2. The Scrutinizer shall after the conclusion of remote e-voting unblock the votes, scrutinize the votes cast by remote e-voting and will submit his Report to the Chairman or Company Secretary or any other officer of the Company authorised in this behalf, within 48 hours after the conclusion of remote e-voting i.e. on or before September 12, 2023.
3. The results of the Postal Ballot will be announced on or before September 12, 2023. The results along with the Scrutinizer's Report will be placed on the website of the Company at www.bpml.in and on the website of NSDL at www.evoting.nsdl.com and will be communicated to BSE Limited (BSE) and National Stock Exchange (NSE) where the equity shares of the Company are listed. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date for remote e-voting i.e. September 10, 2023.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

ITEM NO.1: TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND AMEND THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

The Present Authorized Capital of the Company is Rs. 146,00,00,000 (Rupees One Hundred Forty Six Crores Only) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each, 25,00,000 (Twenty Five Lakhs) 9% Cumulative Redeemable Preference Shares of Rs.100/- (Rupees One Hundred Only) each and 1,10,00,000 (One Crore Ten Lakhs) Preference Shares of Rs 100/- (Rupees One Hundred Only) each. In line with the Business Plan of the Company approved by the Board of Directors, additional capital would be required in order to fund the growth and operations of the Company.

The current Paid up share capital of the Company is Rs. 10,73,98,440 (Ten Crore Seventy Three Lakhs Ninety Eight Thousand Four Hundred Forty Only) and further issue of capital would require increase in the existing Authorized Share Capital of the Company, to meet its business expenses viz: Repayment of ICD & Term Loan, Redemption of Preference Shares and/ or the business of the Company including meeting the working capital requirements etc.

The Board of Directors at its Meeting held on 12th June, 2023, approved the increase in Authorised Share Capital of the Company to Rs. 168,00,00,000 (Rupees One Hundred Sixty Eight Crores Only) divided into 3,30,00,000 (Three Crore Thirty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each, 25,00,000 (Twenty Five Lakhs) 9% Cumulative Redeemable Preference Shares of Rs.100/- (Rupees One Hundred Only) each and 1,10,00,000 (One Crore Ten Lakhs) Preference Shares of Rs 100/- (Rupees One Hundred Only) each by creation of additional 2,20,00,000 (Two Crore Twenty Lakhs) Equity Shares of Rs.10/- each aggregating Rs. 22,00,00,000/- (Rupees Twenty Two Crores Only) ranking pari-passu in all respect with the existing Equity Shares of the Company. Consequently, the Capital Clause as appearing in the Memorandum of Association of the Company would need to be altered to reflect the increased Authorised Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

A copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at the Registered Office between 11:00 A.M. to 5:00 P.M. on any working day of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the resolutions set forth in Item No.1 of this Notice except to the extent of their shareholdings in the Company, if any.



Your Board recommends this resolution for approval of the Members as an Ordinary Resolution in the interest of the Company.

ITEM NO. 2: APPROVAL TO SELL THE NON-CORE ASSETS (SUBSTANTIAL UNDERTAKING).

The Board in its meeting dated 12th June 2023 has carried out a comprehensive review of business operation of the company. Considering the financial constraints and challenges in continuing the business as is due to scale down operations of the company, global uncertainty, current market scenario and high-cost debt, and basis analysis and recommendation of Business Continuity experts, the Board is of the opinion that company need to raise funds to operate the business and also explore other revenue opportunities.

The Company has sought approval of the shareholders by postal ballot for disposing off the Non Core Assets at the prevailing market realizable price towards its consideration, on such terms and conditions as may be determined by the Board to Public/Private Company/Person/Partnership Firm/Asset Reconstruction Company (Prospective Buyers) namely:

- At Ambivali factory:
 - Unused for current operations Industrial land substantially under reservation.
 - PM II (Paper Manufacturing Machine)
 - Captive Power Plant,
 - Unutilised Equipments like Boiler, Cutters, Spare Parts and tools etc.
 - Furniture & Fixtures,
- At Dombivali (East)
 - Residential Buildings constructed on 1,200 Sq mts area built on MIDC Leasehold Land at Plot Nos. R41 and R42.

The Business is operating under challenging environment which had led the Company to take the decision to dispose off the identified assets and reduce the debt burden of the Company. The Board of Directors, after evaluating the feasibility of various options, have decided to recommend the above and has sought your approval for the same.

Section 180(1)(a) of the Companies Act, 2013 ('the Act') provides that the Board of Directors of a Company shall not except with the consent of the Members by way of a special resolution through postal ballot, sell, lease, transfer, assign or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company.

The resolution in the accompanying notice is proposed to seek Members' approval through special resolution.

The Board is of the opinion that the aforesaid Resolution is in the best interest of the Company and hence recommends the Special Resolution for your approval.

None of the Directors / Key Managerial Personnel, Senior Management of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding / directorship, if any.

**By Order of the Board of Directors
For Balkrishna Paper Mills Limited**

**(Omprakash Singh)
COMPANY SECRETARY
Membership No. FCS-4304**

Place : Mumbai

Date : June 12, 2023.

Registered Office:

A/7, Trade World, Kamala City, Senapati Bapat Marg
Lower Parel (W) Mumbai - 400013

CIN: L21098MH2013PLC244963