

## Balkrishna Paper Mills Limited

Corporate Identification Number (CIN) L21098MH2013PLC244963

Registered Office: A/7, Trade World, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai, Maharashtra – 400 013

Tel: +91- 22-68330651 Email id: bpmho@bpml.in Website: www.bpml.in

### 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, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

|                  |  |
|------------------|--|
| Voting Starts On | Monday, 17 <sup>th</sup> June, 2024, at 9:00 a.m. (IST)  |
| Voting Ends On   | Tuesday, 16 <sup>th</sup> July, 2024, at 5:00 p.m. (IST) |

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") (including any statutory modification or re-enactment thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") , each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings / conducting postal ballot process through electronic voting (remote e-voting) vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 ("MCA Circulars") and other applicable laws and regulations, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), that the resolutions set out hereunder are proposed to be passed by the Equity Shareholders of the Company (as on the Cut-off Date) ("Members"), through postal ballot ("Postal Ballot") only by way of remote e-voting process ("remote e-voting"). An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons thereof forms part of this Notice of Postal Ballot ("Notice").

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 resolutions is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. In compliance with the MCA Circulars, the Notice and instructions for remote e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Registrar and Transfer Agent ("RTA") / Depositories.

#### SPECIAL BUSINESS

##### 1. MATERIAL RELATED PARTY TRANSACTION(S) WITH S P FINANCE AND TRADING LIMITED

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015 ('Listing Regulations'), read with Section 188 of the Companies Act, 2013 ('the Act'), the rules made thereunder (including any other applicable provision(s) or statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), the Company's Policy on Related Party Transactions and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Company for entering into Material Related Party transaction(s) with **S P Finance and Trading Limited**, a related party of the company, for availing Inter Corporate Deposit (ICD) upto an amount not exceeding Rs. 5 Crores, in one or more tranches, during F.Y. 2024-25 on Interest @ 9% p.a. and on the terms as set out in the explanatory statement annexed to this notice, provided that the said transaction shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to delegate all or any of the powers conferred on it, to any committee of Board of Directors and/or Managing/Whole-time Director(s) or Company Secretary of the Company and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

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

##### 2. MATERIAL RELATED PARTY TRANSACTION(S) WITH SIYARAM SILK MILLS LIMITED

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), read with Section 188 of the Companies Act, 2013 ('the Act'), the rules made thereunder (including any other applicable provision(s) or statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), the Company's Policy on Related Party Transactions and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby

accorded to the Company for entering into Material Related Party transaction(s) as mentioned below with **Siyaram Silk Mills Limited**, a related party of the company, upto an aggregate amount not exceeding Rs. 19.02 Crores during F.Y. 2024-25 and on the terms as set out in the explanatory statement annexed to this notice, provided that the said transaction shall be carried out on an arm's length basis and in the ordinary course of business of the Company:

1. Sale of Leasehold land being Plot No. R-41 and R-42, admeasuring about 1200 Sq. mtrs., situate at MIDC, Dombivali (East), Dist.- Thane, Maharashtra together with Residential Building(s) constructed thereon, both owned by the Company, estimated value Rs.19.00 crores; and
2. Payment of Rent for office space on leave and license estimated value Rs.0.02 crores

**RESOLVED FURTHER THAT** the Board of Directors of the Company or Company Secretary or Authorised Signatory of the Company be and are hereby severally authorized to negotiate, settle the terms and conditions for sale of the company's property and sign and execute the requisite Agreement for sale, sale deed, Transfer deed or such other documents as may be found necessary, modify or amend the documents so executed where necessary and present the documents so signed by him on behalf of the Company for registration before the Registrar or sub-Registrar of Assurances and admit execution of the documents and do all such other acts deeds and things as are incidental or consequential thereto;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to delegate all or any of the powers conferred on it, to any committee of Board of Directors and/or Managing/Whole-time Director(s) or Company Secretary of the Company and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects”.

**3. RECLASSIFICATION OF THE AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Share Capital & Debentures) Rules, 2014, including any statutory modification(s) thereof, and Articles of Association of the Company, the existing Authorised Share Capital of the Company of Rs. 168,00,00,000 (Rupees One Hundred Sixty Eight Crore Only) consisting of 3,30,00,000 (Three Crore Thirty Lakh) Equity Shares of Rs.10/- (Rupees Ten Only) each, 25,00,000 (Twenty Five Lakh) 9% Cumulative Redeemable Preference Shares of Rs.100/- (Rupees One

Hundred Only) each and 1,10,00,000 (One Crore Ten Lakh) Preference Shares of Rs. 100/- (Rupees One Hundred Only) each be and is hereby reclassified and altered to Rs. 168,00,00,000 (Rupees One Hundred Sixty Eight Crore Only) consisting of 5,80,00,000 (Five Crore Eighty Lakh) Equity Shares of Rs.10/- (Rupees Ten Only) each and 1,10,00,000 (One Crore Ten Lakh) Preference Shares of Rs. 100/- (Rupees One Hundred Only) each by reclassification of existing 25,00,000 (Twenty Five Lakhs) 9% Cumulative Redeemable Preference Shares of Rs.100/- (Rupees One Hundred Only) each into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each;

**RESOLVED FURTHER THAT**, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V(a) thereof by the following new Clause V (a) as under:

The Authorised Share Capital of the Company is Rs. 168,00,00,000 (Rupees One Hundred Sixty Eight Crore Only) divided into of 5,80,00,000 (Five Crore Eighty Lakh) Equity Shares of Rs.10/- (Rupees Ten Only) each and 1,10,00,000 (One Crore Ten Lakh) 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** for the purpose of giving effect to the aforesaid resolution, any one of the Directors or Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient and to sign, execute and submit all the requisite documents with the appropriate regulatory/statutory authorities including filing of requisite documents with the Registrar of Companies.”

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

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

**Place:** Mumbai

**Date:** May 13, 2024.

**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"), as amended, stating all material facts and reasons pertaining to the above proposed resolutions contained in this Postal Ballot Notice is annexed hereto and forms part of this Notice.
  2. In terms of the MCA Circulars, the Postal Ballot Notice is being sent via email ONLY in electronic form to those 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") as on 07th June, 2024 ("Cut-off Date") and whose email addresses are registered with the Company/depository participant(s) or who will register their e-mail address in accordance with the process outlined in this Notice. 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.
  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. Members may note that the Postal Ballot Notice will be available on the Company's website [www.bpml.in](http://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](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) and [www.evoting.nsd.com](http://www.evoting.nsd.com) respectively.
  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.
  6. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.
- It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the RTA/Depositories/Depository Participants) shall also be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice
7. 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 Friday, 07th June, 2024. 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.
  8. 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.
  9. **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](mailto:support@purvashare.com) apart from the said changes, any other changes can also be intimated to Purva at [support@purvashare.com](mailto:support@purvashare.com) or to the Company at [opsingh@bpml.in](mailto:opsingh@bpml.in).
  10. **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.
  11. For procuring Login ID & Password, members are requested to send request at [evoting@nsdl.com](mailto:evoting@nsdl.com). 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.
  12. 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](http://www.bpml.in).
  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. to 5.00 p.m. up to 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](mailto:opsingh@bpml.in).
  14. The instructions for remote e-voting are as under:
    - a. 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.

**b. 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 | Friday, 07 <sup>th</sup> June, 2024               |
| Commencement of remote e-voting period                    | Monday, 17 <sup>th</sup> June, 2024 at 9.00 a.m.  |
| End of remote e-voting period                             | Tuesday, 16 <sup>th</sup> July, 2024 at 5.00 p.m. |

The remote e-voting module shall be disabled by NSDL after 5.00 p.m. (IST) on Tuesday, 16<sup>th</sup> July, 2024 for voting thereafter.

**15. Process to cast votes through remote e-voting:**

The details of process and manner for casting votes through remote e-voting are explained herein below:


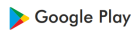


The way to vote electronically on NSDL e-Voting system consists of 'Two Steps' which are mentioned below:

**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"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p>NSDL Mobile App is available on</p> <p>   </p> <div style="display: flex; justify-content: space-around;">   </div> |



|  |   |
|--|---|
| Individual Shareholders holding securities in demat mode with CDSL                                     | <ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | 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.  |

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 |

**B) Login Method for shareholders other than Individual shareholders viz. Institutions and Corporate 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:  |
|--|---|
| a) For Members who hold shares in demat account with NSDL.     | 8 Character DP ID followed by 8 Digit Client ID<br>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<br>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<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - c) How to retrieve your 'initial password'?
    - (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'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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 having 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 128816.
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.
- 16. General Guidelines for shareholders**
1. Institutional shareholders (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 attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [naithanipcs@gmail.com](mailto:naithanipcs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
  2. 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 [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  3. 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 [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, at [evoting@nsdl.com](mailto:evoting@nsdl.com).
  4. In case of any grievances connected with facility for e-voting, please contact Ms.Pallavi Mhatre, Manager, NSDL, 4<sup>th</sup> Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013. E-mail: [evoting@nsdl.co.in/pallavid@nsdl.com](mailto:evoting@nsdl.co.in/pallavid@nsdl.com).
- 17. 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](mailto: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](mailto: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 shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) 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.

**18. General Information for the Members:**

- (i) 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.
- (ii) 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 on the result of the Postal Ballot ,of the total votes cast in favour or against, if any, on the resolution set out in this Notice, to the Chairman or Company Secretary or any other officer of the Company authorized by the Board in this behalf who shall countersign the same, within 48 hours after the conclusion of remote e-voting i.e. on or before Thursday, 18<sup>th</sup> July, 2024. The Scrutinizer's decision on the validity of votes cast will be final.
- (iii) The Chairman or a person authorized by the Board shall declare the Result of the voting forthwith. The resolutions, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting, in terms of the SS-2 issued by the Institute of Company Secretaries of India.
- (iv) The results of the Postal Ballot will be announced on or before Thursday, 18<sup>th</sup> July, 2024. The Results declared, along with the Scrutinizer's Report, will be posted after the declaration of the same by the Chairman or a person authorized by the Board on the Company's website at [www.bpml.in](http://www.bpml.in), on the website of the National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), BSE Limited at [www.bseindia.com](http://www.bseindia.com) and also on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Results shall also be displayed on the Notice Board at the Registered Office of the Company. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date for remote e-voting i.e. Tuesday, 16<sup>th</sup> July, 2024.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:**

**ITEM NO. 1:**

Pursuant to Section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 the Company is required to obtain consent of the Board and prior approval of members by way of an Ordinary Resolution in case Related Party Transactions exceed such sum as is specified in the rules. The aforesaid provisions are not applicable in respect transactions entered into by the Company in the ordinary course of business and on an arm's length basis.

However, pursuant to amended regulation 23 of SEBI (LODR) Regulations, 2015, prior approval of the shareholders through Ordinary Resolution is required for all 'Material' Related Party Transactions (RPT) even if they are entered into in the ordinary course of business on arm's length basis. For this purpose, a RPT will be considered 'material' if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year exceed Rs.1,000 crore or 10% of the annual turnover of the Company as per the last Audited Financial Statements of the Company, whichever is lower.

Since, the turnover of your Company as per Audited financial statement of F.Y. 2023-24 is Rs.5.58 Crores only and Net Worth is Negative, each and every transaction proposed to be entered into by the Company with related party/(ies), will fall under category of "Material Related Party Transaction" and hence Members approval is necessary for any related party transaction/(s).

Your company requires funds for meeting it's working capital requirements and continuing day to day business activities. Company's negative Net-worth is a big impediment in raising funds and hence the Board of Directors of your Company is proposing to avail an unsecured Inter Corporate Deposit (ICD) up to an amount not exceeding Rs. 5 Crores, in one or more tranches, from S P Finance and Trading Limited, related party of the Company, at Interest rate of 9% p.a.

The Company has in place a structured process for approval of Material Related Party Transactions and on dealing with Related Parties. As per the process, necessary details for each of the Related Party Transactions irrespective of the materiality threshold along with the justification are provided to the Audit Committee which enables them to arrive at the right decision.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, reviewed and approved the said transaction, subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Information required under Regulation 23 of SEBI Listing Regulations is provided herein below:

| Sr. No. | Particulars   | Details  |
|---------|---|--|
| 1       | Name of the Related Party   | S P Finance and Trading Limited  |
| 2       | Nature of Relationship with the Company   | Group Company  |
| 3       | Type, Material terms and particulars of the proposed transaction  | <b>Type:</b> Availing Inter Corporate Deposit (ICD)<br><b>Rate of Interest:</b> 9% p.a.<br><b>Repayment Schedule:</b> One Year subject to further extension/(s) by mutual consent of both the parties.<br><b>Duration of Interest Payment:</b> Interest will be paid on Quarterly / Half Yearly / Yearly basis<br><b>Category:</b> This Inter Corporate Deposits will be under unsecured category. |
| 4       | Tenure of the proposed transaction  | F. Y. 2024-25  |
| 5       | Value of the proposed transaction   | Not exceeding Rs. 5 crore in one or more tranches  |
| 6       | The percentage of the listed entity's average Profit/ (Loss), for the last 3 preceding financial year, that is represented by the value of the proposed transaction | As in previous three preceding years, the company had a loss, so all the transactions are material related party transaction, hence approval is required for the same.   |
| 7       | If the transaction relates to any loans, inter - corporate deposits, advances or investments made or given by the listed entity or its subsidiary:                  |  |
| i       | details of the source of funds in connection with the proposed transaction  | Not Applicable   |
| ii      | where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments   | Not Applicable   |
| iii     | Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security               | Not Applicable   |
| iv      | the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction                                | Not Applicable   |

|    |   |  |
|----|---|--|
| 8  | Justification as to why the RPT is in the interest of the Company.                              | Company's negative Net-worth is a big impediment in raising funds. It is not possible for the Company to get (borrow) funds from a Bank or outside party which are unsecured and at an Interest rate of 9% p.a. (i.e. Rate prescribed by RBI). Hence Company is taking ICD from Related party. |
| 9  | A copy of the valuation or other external party report, if any such report has been relied upon | Not Applicable   |
| 10 | Any other information that may be relevant  | Nil  |

The above mentioned Related Party Transaction is in the ordinary course of business and on an arm's length basis.

The Board recommends passing of the Ordinary Resolutions as set out in Item no. 1 of this Notice, for approval by the Members of the Company.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

Shri Anurag Poddar and his relatives are deemed to be concerned or interested in this resolution. None of the other Directors, Key Managerial Personnel of the Company and their respective relatives are in any way, concerned or interested either directly or indirectly, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed Ordinary Resolution, as set out in Item nos. 1 of this Notice.

#### **ITEM NO. 2:**

Pursuant to provisions of the section 180(1)(a) of the Act, the shareholders of the Company, vide Special Resolution passed through postal ballot on 10th September, 2023, have approved disposing off, inter alia, the Non-Core Asset namely Leasehold land being Plot No. R-41 and R-42, admeasuring about 1200 Sq. mtrs., situate at MIDC, Dombivali (East), Dist.- Thane, Maharashtra together with Residential Building(s) constructed thereon, at the prevailing market realizable price towards its consideration, on such terms and conditions as may be determined by the Board, considering the financial constraints and challenges in continuing the business 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.

Siyaram Silk Mills Limited (SSML), a related party of the Company, has offered to purchase the said Land and residential Building thereon at prevailing market realizable price and the Board of directors of the Company deems it proper and in the best interest of the Company, to accept the said offer.

Further, your Company has also taken on Leave and License basis, a Table Space of approx. 100 Sq. Ft. in the premise situated at 7th Floor, Trade World, A- Wing, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, from SSML, for a term of 5 years, for using business purpose of the Company which entails payment of rent.



As stated in explanatory statement for Item No.1 above, each and every transaction proposed to be entered into by the Company with related party(ies), will fall under category of “Material Related Party Transaction” and hence Members approval is necessary for any related party transaction/(s)

The Company has in place a structured process for approval of Material Related Party Transactions and on dealing with Related Parties. As per the process, necessary details for each of the Related Party Transaction irrespective of the materiality threshold along with the justification are provided to the Audit Committee which enables them to arrive at the right decision.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, reviewed and approved the said transactions, subject to approval of the Members, while noting that such transactions shall be on arms’ length basis and in the ordinary course of business of the Company.

Information required under Regulation 23 of SEBI Listing Regulations is provided herein below:

| S r. No. | Particulars   | Details   |
|----------|---|---|
| 1        | Name of the Related Party   | Siyaram Silk Mills Limited  |
| 2        | Nature of Relationship with the Company   | Group Company   |
| 3        | Type, Material terms and particulars of the proposed transaction  | 1. Sale of Non Core Asset (i.e. Leasehold land being Plot No. R-41 and R-42, admeasuring about 1200 Sq. mtrs., situate at MIDC, Dombivali (East), Dist.-Thane, Maharashtra together with Residential Building(s) constructed thereon) to Siyaram Silk Mills Limited on Arm’s Length basis for a consideration as determined by Valuation report of Independent Registered Valuer.<br>2. Payment of rent to Siyaram Silk Mills Limited for Table Space of approx. 100 Sq. Ft. obtained on Leave and License basis. |
| 4        | Tenure of the proposed transaction  | F. Y. 2024-25   |
| 5        | Value of the proposed transaction   | 1. Sale of Land and Building – Estimated value Rs. 19 Crore<br>2. Payment of Rent for office space – not exceeding Rs. 0.02 Crore   |
| 6        | The percentage of the listed entity’s average Profit/ (Loss), for the last 3 preceding financial year, that is represented by the value of the proposed transaction | As in previous three preceding years, the company had a loss, so all the transactions are material related party transaction, hence approval is required for the same.  |
| 7        | If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:                    |   |

|     |   |   |
|-----|---|---|
| i   | details of the source of funds in connection with the proposed transaction  | Not Applicable  |
| ii  | where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments                                 | Not Applicable  |
| iii | Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security | Not Applicable  |
| iv  | the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction                  | Not Applicable  |
| 8   | Justification as to why the RPT is in the interest of the Company.  | 1. Sale of Land and Residential (s) Building to Siyaram Silk Mills Limited, will be beneficial in following ways:<br>(a) it will Generate funds by disposal of Non Core Asset to enable the company to carry on its operations.<br>(b) It will result in savings of Maintenance cost being incurred by the Company in maintaining the property.<br>2. Office space at affordable rate and convenient place for carrying business. |
| 9   | A copy of the valuation or other external party report, if any such report has been relied upon   | To be obtained from Independent Registered Valuer.  |
| 10  | Any other information that may be relevant  | Nil   |

The above mentioned Related Party Transaction is in the ordinary course of business and on an arm’s length basis.

The Board recommends passing of the Ordinary Resolutions as set out in Item no. 2 of this Notice, for approval by the Members of the Company.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolutions.

Shri Anurag Poddar and his relatives are deemed to be concerned or interested in this resolution. None of the other Directors, Key Managerial Personnel of the Company and their respective relatives are in any way, concerned or interested either directly or indirectly, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed Ordinary Resolution, as set out in Item nos. 2 of this Notice.

**ITEM NO. 3:**

The present Capital structure of Balkrishna Paper Mills Limited (the 'Company') is as under:

| Particular  | Authorized Share Capital |                      | Issued/Subscribed/Paid-up Share Capital |                      |
|---|--------------------------|----------------------|---|----------------------|
|   | Numbers of Shares        | Value in Rs.         | Numbers of Shares                       | Value in Rs.         |
| Equity Shares (Face Value Rs.10 each)                               | 3,30,00,000              | 33,00,00,000         | 3,22,19,488                             | 32,21,94,880         |
| 9% Cumulative Redeemable Preference Shares (Face Value Rs.100 each) | 25,00,000                | 25,00,00,000         | *                                       | *                    |
| Preference Shares (Face Value Rs.100 each)                          | 1,10,00,000              | 110,00,00,000        | 1,10,00,000                             | 110,00,00,000        |
| <b>Total</b>  | <b>4,65,00,000</b>       | <b>168,00,00,000</b> | <b>4,32,19,488</b>                      | <b>142,21,94,880</b> |

\* 25,00,000 (Twenty Five Lakh) 9% Cumulative Redeemable Preference Shares of Rs.100/- (Rupees One Hundred Only) each aggregating Rs.25,00,00,000/- have been redeemed on 8<sup>th</sup> May, 2024.

Thus , 25,00,000 (Twenty Five Lakh) 9% Cumulative Redeemable Preference Shares of Rs.100/- (Rupees One Hundred Only) each aggregating Rs.25,00,00,000/- are unissued as on date.

In order to enable the Company to use unissued authorized share capital , in future for raising equity share capital it is proposed to reclassify unissued 25,00,000 (Twenty Five Lakhs) 9% Cumulative Redeemable Preference Shares of Rs.100/- (Rupees One Hundred Only) each to 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each .

The Authorised Share Capital of the Company post above mentioned reclassification shall be as under :

| Particular  | Existing Authorized Share Capital |                      | Proposed Authorized Share Capital |                      |
|---|-----------------------------------|----------------------|-----------------------------------|----------------------|
|   | Numbers of Shares                 | Value in Rs.         | Numbers of Shares                 | Value in Rs.         |
| Equity Shares (Face Value Rs.10 each)                               | 3,30,00,000                       | 33,00,00,000         | 5,80,00,000                       | 58,00,00,000         |
| 9% Cumulative Redeemable Preference Shares (Face Value Rs.100 each) | 25,00,000                         | 25,00,00,000         | -                                 | -                    |
| Preference Shares (Face Value Rs.100 each)                          | 1,10,00,000                       | 110,00,00,000        | 1,10,00,000                       | 110,00,00,000        |
| <b>Total</b>  | <b>4,65,00,000</b>                | <b>168,00,00,000</b> | <b>6,90,00,000</b>                | <b>168,00,00,000</b> |

Section 13 read with Section 61 of the Act requires the Company to obtain the approval of the Shareholders for alteration of Clause V (a) of Memorandum of Association ('MOA'). The proposed alteration in Clause V(a) of MOA is within the scope of Section 61 of the Act.

The draft of the Memorandum of Association of the Company, after incorporating the proposed changes is available for inspection by the Members at the Registered Office of the Company during business hours on any working day up to the date of declaration of the results of Postal Ballot.

The Directors commend the Resolution as set out at Item No. 3 of the accompanying Notice for approval of the Members of the Company.

None of the Directors or their relatives, Key Managerial Personnel or their relatives is in any way concerned or interested, financial or otherwise, in the proposed Resolution.

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

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

**Place:** Mumbai  
**Date:** May 13, 2024.  
Registered Office:  
A/7, Trade World, Kamala City, Senapati Bapat Marg  
Lower Parel (W), Mumbai - 400013.  
CIN: L21098MH2013PLC244963