



NIRVIKARA PAPER MILLS LIMITED

CIN : L21098MH2013PLC244963

Registered Office : A/7, Trade World, Kamala City, Senapati Bapat Marg,
Lower Parel (W), Mumbai-400013, Maharashtra, INDIA Tel : +91 22 6120 7900
Fax : +91 22 6120 7999 Website: <http://www.npml.in>; Email Id : opsingh@bpml.in

NOTICE OF POSTAL BALLOT AND E-VOTING

NOTICE PURSUANT TO SECTION 110 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES 2014 AND REGULATIONS 44 AND 45 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Dear Members,

POSTAL BALLOT NOTICE

Notice is hereby given pursuant to Section 110 and other applicable provisions. of the Companies Act, 2013, (the 'Act') if any, read together with the Companies (Management and Administration) Rules, 2014, Regulations 44 and 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and including any statutory modification or re-enactment thereof for the time being in force, that the resolution appended hereunder, is proposed to be passed by way of postal ballot and e-voting:-

SPECIAL BUSINESS FOR APPROVAL OF THE PROPOSED CHANGE OF NAME OF THE COMPANY FROM NIRVIKARA PAPER MILLS LIMITED TO BALKRISHNA PAPER MILLS LIMITED.

To pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

CHANGE OF NAME :

“RESOLVED THAT pursuant to section 13 and section 14 of the Companies Act, 2013, Companies (Incorporation) Rules, 2014 and other applicable provisions and rules, if any. of the Companies Act 2013 (including any statutory modification or re-enactment thereof for the time being in force), regulations 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approvals of the central government, regulatory authorities, the existing name of the Company be changed from “Nirvikara Paper Mills Limited” to “Balkrishna Paper Mills Limited”.

“RESOLVED FURTHER THAT the name “Nirvikara Paper Mills Limited” wherever appearing in the Memorandum and Articles of Association, documents etc. be substituted by the new name “Balkrishna Paper Mills Limited”.

“RESOLVED FURTHER THAT Shri Anurag Poddar, Chairman & Managing Director, Shri Ankit Poddar, Executive Director, Shri Shrutisheel Jhanwar, Whole Time Director and Shri Omprakash Singh, Company Secretary, or any officer(s) of the company as delegated by the Board, be and are hereby severally authorised on behalf of the Board for making application for change of name, filing of necessary forms with the Ministry of Corporate Affairs, Registrar of Companies, Stock Exchanges, make the necessary application to the Central Government for the approval of the aforesaid name and to do all such acts, deeds, things and matters on behalf of the Company as it may in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulty, doubt that may arise in this regard and further to sign and execute documents, forms, applications and writings as may be necessary, proper, desirable or expedient to give effect to this resolution without being required to seek any further consent or approval of the shareholders of the Company in General Meeting.”

“RESOLVED FURTHER THAT any one of the above Directors or Company Secretary be hereby authorized to certify a copy of this resolution and furnish to all such authorities as may be necessary.”

**BY ORDER OF BOARD OF
NIRVIKARA PAPER MILLS LIMITED**

(Omprakash Singh)
COMPANY SECRETARY

Registered Office -
A/7, Trade World, Kamala City,
Senapati Bapat Marg, Lower Parel (W),
Mumbai, Maharashtra - 400 013, INDIA

Place: Mumbai
Date: July 01, 2016

Notes :

- 1 The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of (the Companies Act, 2013 read with Rule 22 the Companies (Management and Administration) Rules, 2014, setting out material facts is annexed hereto.
- 2 The Board has appointed Mr. P. Naithani, Practicing Company Secretary (Membership No. FCS-3830), to act as the Scrutinizer for conducting the Postal Ballot and e-voting exercise in a fair and transparent manner.

- 3 The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners maintained by the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on Friday, 1st July, 2016.
- 4 In accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company/Registrar and Transfer Agent or with their Depository Participants (“DP”) unless any Member has requested for a physical copy of the same. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form (“Ballot Form”) through permitted mode.
- 5 The Postal Ballot Notice is uploaded on the website of the Company, i.e., www.npml.in and on the website of NSDL, i.e., <https://www.evoting.nsdl.com>.
- 6 In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to its shareholders as an alternate mode to exercise their right to vote in respect of the proposed resolution. The Company has engaged the services of NSDL to provide the e-voting facility, which is available at <https://www.evoting.nsdl.com>. Please note that e-voting is optional.
- 7 Members can opt for only one mode of voting i.e., either by Ballot Form or e-voting. If the Members opt for e-voting, then they should not vote by post and vice versa. However, in case Members cast their vote by Ballot Form and e-voting, then e-voting shall prevail and voting done by Ballot Form will be treated as invalid.
- 8 All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts and other statutory registers are open for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days except Saturdays, Sundays and national holidays, from the date hereof up to 10th August, 2016.
- 9 The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on 1st July, 2016. The special resolution mentioned herein shall be declared as passed, if the number of votes cast in its favour is not less than three times the number of votes cast against the special resolution.
- 10 The voting period for postal ballot ends at 5.00 p.m. on 10th August, 2016 and voting period for e-voting commences on 11th July, 2016 (9.00 a.m.) and ends on 10th August, 2016 (5.00 p.m.).
- 11 The e-voting module shall also be disabled by NSDL for voting thereafter.
- 12 The instructions for voting are as under:

A. Voting through Physical Postal Ballot Form

1. A member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to Mr. P. Naithani, Practicing Company Secretary (Membership No. FCS-3830), the Scrutinizer in the closed self-addressed prepaid postage Business Reply Envelope. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot by courier or registered post or delivers it in person at his expense, such Postal Ballots will also be accepted. A member cannot exercise his vote by proxy on postal ballot.
2. The self-addressed business reply envelope bears the name and postal address of the Scrutinizer appointed by the Board.
3. The Postal Ballot Form should be completed and signed by the Member. Any unsigned Postal Ballot Form will be rejected.
4. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company / Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member. A member may sign the Postal Ballot Form through an Attorney ; in such case certified true copy of the Power of Attorney should be attached to the Postal Ballot Form.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours i.e. 5.00 p.m. on 10th August, 2016. All Postal Ballot Forms received after this date will be invalid and strictly treated as if the reply from such Member has not been received .
6. There should be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint Member(s).
7. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column. Postal ballot form bearing (✓) mark in both the column will render the form invalid.
8. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority Letter.
9. A member may request the Company/ Company’s Registrar, Sharex Dynamic (India) Pvt. Ltd., for a duplicate Postal Ballot Form, if required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on 10th August, 2016.
10. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on cut-off date i.e. 1st July, 2016.

11. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. A Member need not use all the votes nor does he/she need to cast all the votes in the same way.
13. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
14. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.

B. E-Voting Facility

In compliance with the Clause 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, provisions of Section 110 and Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to the postal ballot to all the members of the Company. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the members to cast their votes electronically instead of dispatching duly filled postal ballot forms. E voting is optional. The E-voting period begins on Monday, 11th July, 2016 at 9.00 a.m. and ends on Friday, 10th August, 2016 at 5.00 p.m. (both days inclusive). The e-voting module shall be disabled by NSDL for voting thereafter. During the e-voting period members of the Company holding shares either in physical or dematerialized form as on the cut-off date i.e. 1st July, 2016 may cast their votes electronically.

a) In case of Members receiving Postal Ballot intimation by e-mail :

1. Open e-mail and open PDF file viz; 'NPML e-Voting. pdf' with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
2. Open internet browser by typing the following URL: <https://www.evoting.nsd.com>
3. Click on Member- Login .
4. If you are logging in for the first time type user ID and password as initial password noted in step (1) above. Click Login.
5. On Login, Change Password menu will appear. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note the new password for future reference. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. On changing the password, the home page of e-Voting will open. Click on e-Voting : Active Voting Cycles.
7. Select "EVEN" of NPML.
8. Now you are ready for e-Voting as Cast Vote page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
10. Upon confirmation, the message "Vote cast successfully" will be displayed.
11. Once you have voted on there solution, you will not be allowed to modify your vote.
12. Institutional 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., together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to naithanipcs@gmail.com with a copy marked to evoting@nsdl.co.in

b) In case of Members receiving Postal Ballot Form by Post :

1. Initial password is provided in the Postal Ballot Form is to be used to exercise your vote in respect of the proposed resolution.
2. Please follow all steps from Sl. No. 2 to Sl. No. 12 above, to cast your vote by electronic means.
3. The e-voting period will commence on Monday, 11th July, 2016 (9:00 a.m.) and end on Wednesday, 10th August, 2016 (5.00 p.m.) (both days inclusive). During this period Members, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The-voting module shall be disabled by NSDL thereafter. Please note that once the vote on a resolution has been cast, Members cannot change it subsequently.
4. The Scrutinizer will submit his report to the Chairman and Managing Director / Any Director of the Company after completion of the scrutiny and the results of the voting by Postal Ballot (including e-voting) will be announced on Friday, 12th August, 2016 at 4.00 p.m. at the Registered Office of the Company at A/7, Trade World , Kamala City, Senapati Bapat Marg, Lower Parel (W) Mumbai-400013, Maharashtra, India. The said results will also be intimated to the stock exchanges, published in newspapers and uploaded on the Company's website viz. www.npml.in and of NSDL viz. <https://www.evoting.nsd.com>.

General Instructions:

1. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Download section of <https://www.evoting.nsd.com>.
2. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
3. You can also update your e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

ANNEXURE

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

To change the name from Nirvikara Paper Mills Limited to Balkrishna Paper Mills Limited

The Company is in the business of buying, selling, processing, importing, exporting or dealing, *interalia*, in paper products.

Balkrishna Paper Mills Limited was incorporated on 10th March, 2007 under CIN No. U21093MH2007PLC168591 and it was pioneer in the field of Coated Duplex Boards which are being used for packaging by various industries such as Pharmaceuticals, Toiletries, Cosmetics and Health Care Products, Readymade Garments, Instant Food Products, Match Boxes, Incense Sticks, besides many other packaging requirements. Moreover, Balkrishna Paper Mills Limited was a very reputed trade name and over the years generated brand value and goodwill in the paper industry.

Through Scheme of Arrangement between Balkrishna Paper Mills Limited (BPML), Balkrishna Industries Limited (BIL) and Nirvikara Paper Mills Limited (NPML), BPML got merged with BIL and the paper business of BPML was transferred to NPML. Since then NPML is carrying on paper business of BPML. To utilize the goodwill, brand name and reputation of BPML, the Board proposed to change the name of NPML to BPML.

Government of India, Ministry of Corporate Affairs, Office of the Registrar of Companies, Central Registration Centre, Gurgaon has given its no objection in the availability of the changed name Balkrishna Paper Mills Limited. National Stock Exchange of India Limited and BSE Limited have given their 'In principal' approval under Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The proposed change of name of the Company as aforesaid does not change the legal status or constitution of the Company, nor does it affect any rights or obligations of the Company.

Accordingly, the consent of the Members by way of Special Resolution is being sought for change of name of the company from Nirvikara Paper Mills Limited to Balkrishna Paper Mills Limited.

The Board of Directors is of the Opinion that the proposed change of name is in the interest of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives in any way deemed to be concerned or interested in this special resolution as set out in the notice.

The Board recommends the resolution as set out in the Notice for approval of the shareholders.

**BY ORDER OF BOARD OF
NIRVIKARA PAPER MILLS LIMITED**

(Omprakash Singh)
COMPANY SECRETARY

Registered Office -
A/7, Trade World, Kamala City,
Senapati Bapat Marg, Lower Parel (W),
Mumbai, Maharashtra - 400 013, INDIA

Place: Mumbai

Date: July 01, 2016