



# Balkrishna Paper Mills Ltd.

## ANNEXURE I

To,

April 09, 2018

BSE Limited Listing Department P.J. Tower, Dalal Street, Mumbai – 400 001	National Stock Exchange of India Ltd. Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1,G-Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051
<b>Script Code:539251</b>	<b>Symbol :BALKRISHNA</b>

Sub: **Corporate Governance for the Quarter Ended 31<sup>st</sup> March, 2018.**

Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Compliance Report on Corporate Governance of the Company is given hereunder:

1. Name of Listed Entity : **BALKRISHNA PAPER MILLS LIMITED**
2. Quarter ending : **31<sup>st</sup> March, 2018.**

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN \$ & DIN	Category & (Chairperson /Executive/N on- Executive/in dependent/N ominee)	Date of Appointmen t in the current term /cessation	Te nure*	No of Direc torshi p in listed entiti es inclu ding this listed entit y (Refer Regul ation 25(1) of Listin g Regul ation s)	Numbe r of memb ership s in Audit/ Stakeh older Comm ittee(s) includi ng this listed entity (Refer Regula tion 26(1) of Listing Regula tions)	No of post of Chairpe rson in Audit/ Stakeho lder Commit tee held in listed entities includi ng this listed entity (Refer Regulat ion 26(1) of Listing Regulat ions)
Mr.	Anurag Poddar	PAN AACPP1926G DIN00599143	Chairman- Executive director	11/02/2015	3 years & 2 mont hs	1	1	NIL



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Mr.	Ankit Poddar	PAN AACPP1924E DIN03521731	Executive- Whole-time director	11/02/2015	3 years & 2 mont hs	1	NIL	NIL
Mr.	Shrutisheel Jhanwar	PAN ADPPJ9106N DIN03582803	Executive- Whole-time director	11/02/2015	3 years & 2 mont hs	1	2	NIL
Mr.	Harish Narendra Motiwalla	PAN AFAPM1447A DIN00029835	Independent Director	11/02/2015	3 years & 2 mont hs	7	4	5
Mr.	Rakesh N. Garodia	PAN AAAPG8736D DIN00143438	Independent Director	11/02/2015	3 years & 2 mont hs	4	7	1
Ms.	Meghna Shah	PAN AVOPS2520C DIN07081068	Independent Director	11/02/2015	3 years & 2 mont hs	1	NIL	NIL
Mr.	Ramanlal B. Golecha **	PAN ABBP1919Q DIN0007987241	Independent Director	20/11/2017	Four mont hs 11 days	1	1	1

\$PAN number of any director would not be displayed on the website of Stock Exchange  
&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

\*\* Mr. Ramanlal B. Golecha has been appointed as an additional director (In the category of Independent Director) with effect from 20<sup>th</sup> November, 2017 for a period of five consecutive years subject to approval of the shareholders at the next Annual General Meeting of the Company.

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non- Executive/independent/Nominee) &
1. Audit Committee	Ramanlal B. Golecha	Chairperson- Independent
	Harish Narendra Motiwalla	Independent
	Rakesh N. Garodia	Independent
	Shrutisheel Jhanwar	Executive



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2. Nomination & Remuneration Committee	Ramanlal B. Golecha	Chairperson - Independent
	Harish Narendra Motiwalla	Independent
	Rakesh N. Garodia	Independent
3. Risk Management Committee (if applicable)	N.A.	N.A.
4. Stakeholders Relationship Committee	Rakesh N. Garodia	Chairperson - Independent
	Harish Narendra Motiwalla	Independent
	Anurag Poddar	Executive
	Shrutisheel Jhanwar	Executive

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

### III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant Quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
20 <sup>th</sup> November, 2017	30 <sup>th</sup> January, 2018	70 days

### IV. Meeting of Committees

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee 30 <sup>th</sup> January, 2018	Yes	20 <sup>th</sup> November, 2017	70 days

\*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

### V. Related Party Transactions

<b>Subject</b>	<b>Compliance status (Yes/No/NA)<sup>refer note below</sup></b>
Whether prior approval of audit committee obtained	<b>Yes</b>
Whether shareholder approval obtained for material RPT	<b>N.A.</b>
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	<b>N.A.</b>



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## Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

## VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee **Yes**
  - b. Nomination & Remuneration Committee **Yes**
  - c. Stakeholders Relationship Committee **Yes**
  - d. Risk Management Committee (applicable to the top 100 listed entities) **N. A.**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:  
**The meeting of the Board of Directors of the Company will be scheduled to be held on or before 29<sup>th</sup> May, 2018, hence this Report will be placed in the said meeting.**

For **BALKRISHNA PAPER MILLS LIMITED**

  
**Omprakash Singh**  
Company Secretary & Compliance Officer



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**ANNEXURE II (AS ON 31/03/2018)**

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
Details of business	YES	
Terms and conditions of appointment of independent directors	YES	
Composition of various committees of board of directors	YES	
Code of conduct of board of directors and senior management personnel	YES	
Details of establishment of vigil mechanism/ Whistle Blower policy	YES	
Criteria of making payments to non-executive directors	YES	
Policy on dealing with related party transactions	YES	
Policy for determining 'material' subsidiaries	N.A.	
Details of familiarization programmes imparted to independent directors	YES	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES	
Email address for grievance redressal and other relevant details	YES	
Financial Results	YES	
Shareholding Pattern	YES	
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity	YES	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	YES
Board composition	17(1)	YES
Meeting of Board of directors	17(2)	YES
Review of Compliance Reports	17(3)	YES
Plans for orderly succession for appointments	17(4)	YES
Code of Conduct	17(5)	YES
Fees/compensation	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES
Risk Assessment & Management	17(9)	YES
Performance Evaluation of Independent Directors	17(10)	Ensuing Board Meeting
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of nomination & remuneration committee	19(1) & (2)	YES
Composition of Stakeholder Relationship Committee	20(1) & (2)	YES
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A.


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Vigil Mechanism	22	YES
Policy for related party Transaction	23(1), (5), (6), (7) & (8)	YES
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	YES
Approval for material related party transactions	23(4)	YES
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	N.A.
Maximum Directorship & Tenure	25(1) & (2)	YES
Meeting of independent directors	25(3) & (4)	YES
Familiarization of independent directors	25(7)	YES
Memberships in Committees	26(1)	YES
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	YES
Disclosure of Shareholding by Non-Executive Directors	26(4)	YES
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	YES

### III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. **NOT APPLICABLE.**



Name : Omprakash Singh  
Designation : Company Secretary & Compliance Officer

Date : 09/04/2018.

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