

BALKRISHNA 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.bpml.in>; Email: opsingh@bpml.in

NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification thereof for the time being in force), that the following resolutions are proposed to be passed by way of postal ballot/remote e-voting. The Members are requested to send their assent or dissent on these resolutions.

1. INCREASE IN THE AUTHORISED SHARE CAPITAL AND ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Members are requested to consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, including any statutory modification(s) thereof and Article 55 of the Articles of Association of the Company, consent of the Members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 36,00,00,000 (Rupees Thirty Six Crores Only) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 25,00,000 (Twenty Five Lakhs) 9% Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred Only) each to Rs. 118,00,00,000 (Rupees One Hundred Eighteen Crores Only) divided into 3,30,00,000 (Three Crores 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 60,00,000 (Sixty Lakhs) Preference Shares of Rs. 100/- (Rupees One Hundred Only) each and the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting it with the following new Clause:

‘V. The Authorised Share Capital of the Company is Rs. 118,00,00,000 (Rupees One Hundred Eighteen Crores Only) which shall consist of 3,30,00,000 (Three Crores 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 60,00,000 (Sixty 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 of the Company (including its Committee thereof) and/or Shri Omprakash Singh, Company Secretary be and are hereby severally authorised to do all such acts, deeds and things as may be considered necessary, proper or expedient, desirable to give effect to this Resolution.”

2. ISSUE OF NON-CUMULATIVE REDEEMABLE PREFERENCE SHARES ON PREFERENTIAL BASIS

The Members are requested to consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 42, 55, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, as amended from

time to time, the Articles of Association of the Company and the rules/regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such approvals, permissions and sanctions, as may be necessary and subject to such condition(s) and modification(s) as may be prescribed by any of them and as may be agreed to by the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including powers conferred by this Resolution), the consent of the Members be and is hereby accorded to the Board to offer, issue and allot up to 60,00,000 (Sixty Lakhs) Non-cumulative Redeemable Preference Shares of Rs.100/- (Rupees One Hundred Only) each for cash at par aggregating to Rs. 60,00,00,000 (Rupees Sixty Crores Only) on preferential basis to Entities / Persons /Promoters/ Promoter Group & Associates/other Bodies Corporate and/or others in one or more series/tranches, on the terms and conditions as set out in the Explanatory Statement annexed to this Notice;

RESOLVED FURTHER THAT each Non-cumulative Redeemable Preference Shares:

- Carry a preferential right with respect to payment of dividend and repayment, in the case of a winding up or repayment of capital vis –a – vis equity shares.;
- shall be non-participating in the surplus funds;
- shall be non-participating in the surplus assets and profits which remains after the entire capital has been repaid, on winding up of the Company;
- shall be entitled for payment of dividend on a Non- Cumulative basis at the rate of 6.5 % per annum or such other rate as may be fixed by the Board or Committees thereof;
- shall be Non-convertible;
- shall not carry any voting rights; and
- shall be redeemable on or before 20 years from the date of issue of the shares. The Redemption shall be in such manner as may be decided by the Board subject to mutual agreement of the parties.
- The terms and conditions of the said Non-Cumulative, Redeemable Preference Shares may be varied by the Board subject to mutual consent of the parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to agree and to make such modification (s) and alteration (s) from time to time as it deems fit and to take all such steps as it may deem necessary, desirable or expedient in relation to the issue, offer, allotment and redemption including issuance of 'Offer Document' as per applicable laws and the rules made thereunder and to resolve all questions of doubts and to do all acts, deeds and things and execute all such deeds, documents, writings, in connection therewith and incidental thereto and the Board in its absolute discretion without being required to seek any fresh approval of the members of the Company and the decision of the Board shall be final and conclusive and also to pay such fees and incur such expenses in relation thereto as it may deem appropriate.”

3. ISSUE OF NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT

The Members are requested to consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and the Rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time and the provisions of the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) for issuing, making offer(s) or invitation(s) to subscribe to listed and/ or unlisted, secured and/or unsecured Non-Convertible Debentures ('NCDs') on private placement basis, in one or more series/tranches, to the Entities / Persons /Promoters/ Promoter Group & Associates/other Bodies Corporate and/or others, such that the total amount does not exceed Rs. 20,00,00,000/- (Rupees Twenty Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to determine the terms and conditions of issue, including the class of investors (including the Promoters/Promoter group companies) to whom the NCDs may be issued/offered, time, type, number of NCDs, tranches, issue/offer price, tenor, interest rates, security (if any) premium/discount on redemption, coupon rate, redemption period, listing, and to appoint Debenture Trustees and/or Registrar & Transfer Agents, if necessary, and to do all such acts, deeds and things and deal with all such matters as may be necessary in this regard.”

Registered Office:

A/7, Trade World, Kamla City,
Senapati Bapat Marg, Lower Parel (W),
Mumbai – 400 013.
CIN: L21098MH2013PLC244963
Tel.: 91 22 61207900
Fax: 91 22 6120 7999
E-mail: opsingh@bpml.in_
Website: www.bpml.in

By order of the Board
For Balkrishna Paper Mills Limited

(Omprakash Singh)
Company Secretary

Place: Mumbai

Date : May 13, 2019

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out the material facts concerning the above Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/Statements of Beneficial Ownership 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 May 17, 2019.
3. Members may note that the Postal Ballot Notice of the Company will also be available on the website of the Company i.e. <https://www.bpml.in> and on the website of NSDL i.e. <https://www.evoting.nsdl.com>.
4. The Postal Ballot Notice seeking approval of the Members for the Resolutions as specified therein is being sent by e-mail to all the Members whose e-mail addresses are registered with the Company/ Depository Participant(s) for communication purposes, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copy of the Postal Ballot Notice along with the Postal Ballot Form (“Ballot Form”) is being sent by the permitted mode. To support the ‘Green Initiative’, the Members who have not registered their e-mail addresses are requested to register the same with the Company’s Registrar and Share Transfer Agents/Depositories.
5. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering remote e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting and to enable the Members to cast their vote electronically.
6. Members can opt for only one mode of voting, i.e. either by Ballot Form or remote e-voting. However, in case Members cast their vote by Ballot Form and remote e-voting, then voting done through remote e-voting shall prevail and voting done by Ballot Form shall be treated as invalid.
7. In case a Member is desirous of obtaining Ballot Form in printed form, a Member may write to opsingh@bpml.in or support@sharexindia.com. The Company will forward the same along with self-addressed pre-paid postage Business Reply Envelope upon receipt of a request from the Member.
8. Shri Prasen Naithani, Practicing Company Secretaries (Membership No. FCS 3830), Proprietor, P. Naithani & Associates has been appointed as the Scrutinizer for conducting the postal ballot and remote e-voting process in fair and transparent manner.
9. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
10. Upon completion of the scrutiny of Ballot Forms and voting through electronic means, the Scrutinizer will submit his report to the Chairman or any other Director or Company Secretary of the Company authorised in this behalf who shall countersign the same.

11. The results of the Postal Ballot will be declared on Monday, June 24, 2019, 5.30 p.m. (IST) at the registered office of the Company.
12. The Chairman or any other Director or Company Secretary authorized in this behalf shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the results of the voting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website i.e., <https://www.bpml.in> and on the website of NSDL i.e. <https://www.evoting.nsdl.com> immediately after the results are declared by the Chairman or any other Director or Company Secretary so authorised. Simultaneously, the same will also be communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
13. The said Resolutions will be deemed to have been passed on the last date for receiving the Ballot Forms, i.e., Saturday, June 22, 2019, if approved by the requisite majority as provided under the relevant provisions of the Act and the Rules made thereunder.

14. **Instructions for voting:**

A. Voting through physical Ballot Form

- (i) Please complete and sign the Ballot Form (any other form or photocopy thereof will be treated as invalid) and send it so as to reach the Scrutinizer, viz., Shri Prasen Naithani, Practicing Company Secretaries, Proprietor, P. Naithani & Associates, not later than Saturday, June 22, 2019, (6.00 p.m. IST). Any Ballot Form received after the said date shall be treated as if the reply from the Member has not been received.
- (ii) Postage charges will be borne and paid by the Company. However, in case a Member sends the Ballot Form by courier or registered post or delivers it in person at his/her own expense, such Ballot Form will also be accepted.
- (iii) The Ballot Form should be signed by the Member as per the specimen signature registered with the Company/Depository Participant(s). In case of joint holding, the Ballot Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney ("POA") holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing a duly attested copy of the POA. Exercise of vote by Ballot Form is not permitted through proxy.
- (iv) In case the shares are held by the companies, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/ Authorization.
- (v) Votes should be cast either in favour or against, by putting the tick (√) mark in the column provided in the Ballot Form.
- (vi) A Member need not use all the votes or cast all the votes in the same way.
- (vii) A Member may request for a duplicate physical copy of Ballot Form, if so required, by sending an e-mail to opsingh@bpml.in or support@sharexindia.com mentioning their Folio / DP ID and Client ID No. However, duly filled in and signed duplicate Ballot Form should reach the Scrutinizer not later than the date and time specified in Serial No. 14 A (i) above.
- (viii) Unsigned, incomplete, tick marked at both "FOR" and "AGAINST", improperly or incorrectly tick marked Ballot Forms will be rejected. A Ballot Form will also be rejected if it is received in torn, defaced or mutilated condition.

B. Process and manner of remote e-voting through Electronic Means:

In case a Member receives an e-mail of Postal Ballot Notice from NSDL (for Members whose e-mail addresses are registered with the Company/ Depository Participant(s)):

- (i) Open email and open PDF file viz.; "BPML-eVoting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>.
- (iii) Click on Shareholder - Login
- (iv) Put your user ID and password as the initial password mentioned in the e-mail sent by NSDL to Members whose email addresses are registered with the Company/Depository Participant(s) and verification code as displayed. Click Login.

- (v) The Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e- voting: Active Voting Cycles.
- (vii) Select “EVEN” of “Balkrishna Paper Mills Limited”.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to naithanipcs@gmail.com with a copy marked to evoting@nsdl.co.in.

In case a Member receives physical copy of the Postal Ballot Notice [for Members whose email addresses are not registered with the Company/ Depository Participant(s) or requesting physical copy]:

- (i) Initial password is provided in the enclosed Ballot Form.
- (ii) Please follow all steps from Sr. No. B (ii) to Sr. No. B (xii) above, to cast vote.

C. Other Instructions:

- (i) The e-voting period commences on Wednesday, May 22, 2019 (9.00 a.m. IST) and ends on Saturday, June 22, 2019 (6.00 p.m. IST) (both days inclusive). During this period, Members of the Company, whose names appear in the Register of Members/ Statements of Beneficial Ownership maintained by the Depositories, i.e., NSDL and CDSL as on the close of Business hours on Friday, May 17, 2019, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- (ii) The voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, May 17, 2019, as per the Register of Members/Statements of Beneficial Ownership maintained by the Depositories, i.e., NSDL and CDSL.
- (iii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e- voting user manual for Members available at the downloads section of <https://www.evoting.nsdl.com> or contact Ms. Pallavi Mhatre, Manager, NSDL, Trade World, ‘A’ wing, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 at her designated email id i.e. evoting@nsdl.co.in or Tel. No. 91 22 2499 4545 / 1800-222-990.
- (iv) If you are already registered with NSDL for remote e- voting then you can use your existing user ID and password/PIN for casting your vote.
 - a. In case Members are holding shares in demat mode 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. In case Members are holding shares in physical mode, USER-ID is the combination of (Even No. + Folio No).

NOTE: Members who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on <https://www.evoting.nsdl.com>.

- (v) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- (vi) Any person, who acquires shares of the Company and become a Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., Friday, May 17, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or at opsingh@bpml.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 your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password?” or “Physical User Reset Password?” option available on <http://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.
- (vii) As mandated by the Securities and Exchange Board of India (“SEBI”), Members holding shares in electronic form are requested to submit their Permanent Account Number (“PAN”) details to their respective Depository Participants and Members holding shares in physical form are requested to submit the PAN details to the Company or its Share Registrar and Transfer Agents.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The present Authorised Share Capital of the Company as on May 13, 2019 is Rs.36,00,00,000 (Rupees Thirty Six Crores) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs.10 (Rupees Ten) each and 25,00,000 (Twenty Five Lakhs) 9% Cumulative Redeemable Preference Shares of Rs.100 (Rupees Hundred) each.

The current authorised capital is not adequate for issue of further capital or proposed Non-Cumulative Redeemable Preference Shares as proposed in the Resolution set out at Item No.2 of the Notice. Therefore, it is proposed to increase the Authorised Share Capital of the Company as Rs.118,00,00,000/- (Rupees One Hundred Eighteen Crores Only) divided into 3,30,00,000 (Three Crores 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 60,00,000 (Sixty Lakhs) Preference Shares of Rs. 100/- (Rupees One Hundred Only) each.

A draft of the MOA and AOA along with the proposed alterations would be available for inspection without any fees, by the Members at the Registered Office of the Company between 11.00 a.m. to 5 p.m. on all working days upto Friday, June 21, 2019 (except Saturdays, Sundays and public holidays).

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution set out at Item No. 1.

The Board recommends the passing of this Resolution at Item No. 1 of the accompanying Notice in the interest of the Company.

Item No. 2

The proposed Special Resolution is an enabling Resolution authorizing the Board of Directors to raise resources by the issue of 60,00,000 Non-Cumulative Redeemable Preference Shares (Hereinafter referred to as the Preference Shares) of face value of Rs.100 /- (Rupees One Hundred) each.

The Preference Shares may be issued to the various Entities / Persons /Promoters/ Promoter Group & Associates/other Bodies Corporate and/or others whether or not they are member(s) of the Company, on preferential/private placement basis. The Board shall also be authorised to approve any modification, alteration and re-setting of all or any of the terms and conditions of the Preference Shares from time-to-time in consultation and agreement with the subscribers/ holders of Preference Shares. The terms and conditions of the Preference Shares shall however be subject to provisions of the Companies Act, 2013 and the Memorandum and Articles of Association of the Company.

The Preference Shares shall rank in priority to Equity Shares for repayment of Capital and payment of Dividend. The Preference Shares shall be transferred in the same manner as Equity Shares. The Preference Shares shall be redeemed in accordance to the provisions of the Companies Act, 2013 and the Memorandum and Articles of Association of the Company. However, the final terms and conditions of the issue of Preference Shares shall be determined by the Board (including any committee thereof) and may be different for different tranches and / or series of Preference Shares.

Pursuant to provisions of Section 42, 55 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder of the Companies (Prospectus of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules 2014 and other applicable rules framed there under, as may be amended from time to time and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, any offer or issue of shares in a company to persons other than the shareholders of the company requires prior approval of the Members by way of a Special Resolution. The consent of the Members is therefore, sought to authorize the Board to issue Preference Shares as aforesaid. The Board of Directors of the Company recommends the Resolution for the approval of the Members, in the best interest of the Company.

For the purpose of Sub- Rule 3 of Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014, the complete material facts concerned with and relevant to the issue of preference shares are stated below:

Name of Proposed Allottee/Class or class of persons to whom allotment is proposed to be made	Entities / Persons /Promoters/ Promoter Group & Associates/other Bodies Corporate and/or others
Intention of Promoters, Directors or KMP to subscribe to the offer	Promoter/promoter Group & Associates would subscribe to the part or entire offer made to them.
% of Subscription by Proposed Allottee	100% in one or more series/tranches
Size of the issue	Rs.60 Crores in one or more series/tranches under this Offer.
No. of Preference shares	60,00,000
Nominal value/Price at which allotment is proposed	Rs.100 per preference share
Basis on which the price has been arrived	Issue is AT PAR
Tenure	Not exceeding 20 years from the date of their issue or as may be determined by the Board
Nature of Preference shares	Non-Cumulative, Redeemable Preference Shares
Object of the issue	To raise long term funds for Repayment of ICD & Term Loan and/or the business of the Company including meeting the working capital requirements and/or premature Redemption of existing 25,00,000 9% Cumulative Redeemable Preference Shares of Rs. 100 each aggregating Rs.25,00,00,000/-.
Manner of issue of Shares	Offer on private placement basis in one or more series/ tranches as may be decided by the Board of Directors in accordance with the provisions of Section 42 of the Companies Act, 2013 and Rules made there under.
Offer period	To be determined by the Board or Committee thereof
Terms of issue	Preference Shares shall rank prior in respect of payment of dividend or redemption amount compared to equity shareholders of the Company and in the event of winding up, preferential right over the equity shareholders in participating of funds, assets and profits of the Company.
Rate of Dividend	6.5% per annum or such other rate as may be fixed by the Board.
Terms of redemption including tenure of redemption, redemption of shares at premium	Redeemable at par in accordance with Section 55 of the Companies Act, 2013 out of profits available for distribution as dividend or out of fresh issue of shares made for the purpose of redemption.
Manner and mode of redemption	To be determined by the Board or Committee thereof
Current equity shareholding pattern	Mentioned below
Expected dilution in equity share capital upon conversion of preference shares	Nil. Since the Redeemable Preference Shares are non-convertible.

Shareholding Pattern of the company as on 31/03/2019 is as under:

Category	Category of Shareholding	No. of Shareholders	No. of fully paid up Equity Shares	Paid up value of shares (Rs.)	Percentage of shareholding %
A	Promoter and Promoter Group	34	64,05,875	6,40,58,750	59.65
B	Public	11,973	43,33,969	4,33,39,690	40.35
	Total (A+B)	12,007	1,07,39,844	10,73,98,440	100.00

None of the Directors and / or key managerial personnel of the Company and their relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out in Item No. 2 of the Notice except to the extent of shares that may be allotted to them.

Item No. 3

Issue of Non-Convertible Debentures on Private Placement

The Company as per the provisions of Sections 42 and 71 of the Act, read with the Rules framed thereunder, offering or making an invitation to subscribe to Non-Convertible Debentures ("NCDs") on private placement basis and the same is required to obtain the prior approval of the Members by way of a Special Resolution. Such an approval can be obtained once a year for all the offers and invitations made for such NCDs during the year.

It is proposed to issue NCDs for an amount not exceeding Rs. 20,00,00,000 (Rupees Twenty Crores Only), subject to the approval of the Members of the Company. Such NCDs are proposed to be issued at par, i.e., at face value. It is also proposed to issue NCDs, in one or more tranches to the Entities/Persons/Promoters/Promoter Group & Associates, other Bodies Corporate, and/or others, within a period of 1 (One) year from the date of passing the Special Resolution.

As per the provisions of Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all Related Party Transactions require prior approval of the Audit Committee and all material Related Party Transactions require approval of the Members of the Company. A transaction with a related party shall be considered material, if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the company as per the last audited financial statements of the company.

In case of issue of NCDs to one or more of the Promoter/Promoter Group companies, it is likely to exceed the materiality threshold limit. Hence, the proposed transaction is being placed before the Members for approval as per the Resolution set out at Item No. 3 of the Notice. Prior approval of the Audit Committee has been received for the same.

Further, all the related parties i.e., all entities falling under definition of related parties as per Regulation 23 of the Listing Regulations, shall abstain from voting on the Resolution set out at Item No. 3 of the Notice, irrespective of whether the entity is a party to the particular transaction or not.

The proposed issue amount of NCDs will be within the overall borrowing limits of the Company, as approved by the Members from time to time.

The Board commends the Resolutions as set out at Item No. 3 of the accompanying Notice for approval of the Members of the Company.

None of the Directors, Key Managerial Personnel and/or their respective relatives are in any way concerned or interested in passing of the Resolution mentioned at Item No. 3 of the Notice.

Registered Office:

A/7, Trade World, Kamla City,
Senapati Bapat Marg, Lower Parel (W),
Mumbai – 400 013.
CIN: L21098MH2013PLC244963
Tel.: 91 22 61207900
Fax: 91 22 6120 7999
E-mail: opsingh@bpml.in_
Website: www.bpml.in

By order of the Board
For Balkrishna Paper Mills Limited

(Omprakash Singh)
Company Secretary

Place: Mumbai

Date : May 13, 2019