



# Balkrishna Paper Mills Ltd.

To,

Ref: OPS:BPML:SEC & LEGAL:CGR:2020-21

Date: May 08, 2020

## ANNEURE I

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>
<b>ISIN : INE875R01011</b>	

Sub: **Corporate Governance Report for the Quarter Ended 31<sup>st</sup> March, 2020.**

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, 2020.**

<b>I. Composition of Board of Directors</b>								
<b>Titl e (M r . / M s)</b>	<b>Name of the Direct or</b>	<b>PAN * &amp; DIN</b>	<b>Category ** (Chairperson /Executive /Non- Executive/i n dependent/ Nominee)</b>	<b>Date of Appoin tment in the current term /cessat ion</b>	<b>Tenure* ** (months )</b>	<b>No of Direct orship in listed entiti es includ ing this listed entity (Refer Regul ation 25(1) of Listin g Regul ations )</b>	<b>Numbe r of memb ership s in Audit/ Stake holder Comm ittee(s) includ ing this listed entity (Refer Regula tion 26(1) of Listing Regula tions)</b>	<b>No of post of Chair person in Audit / Stake holder Comm ittee held in listed entiti es includ ing this listed entity (Refer Regul ation</b>
M r.	Anur ag Podd ar	PAN AACPP1 926G DIN0059 9143	Chairman- Executive director	11/02/ 2018	26	1	1	NIL

M r.	Ankit Podd ar	PAN AACPP1 924E DIN0352 1731	Executive- Whole-time director	11/02/ 2018	26	1	NIL	NIL
M r.	Shrut isheel Jhan war	PAN ADPPJ9 106N DIN0358 2803	Executive- Whole-time director	11/02/ 2018	26	1	2	NIL
M r.	Rama nlal B. Golec ha	PAN ABPPG1 919Q DIN0798 7241	Independe nt Director	20/11/ 2017	28	1	1	1
M r.	Haris h Nare ndra Moti	PAN AFAPM1 447A DIN0002 9835	Independe nt Director	11/02/ 2015	62	6	5	4
M r.	Rake sh N. Garod ia	PAN AAAPG8 736D DIN0014 3438	Independe nt Director	11/02/ 2015	62	4	7	1
M s.	Megh na Shah	PAN AVOPS2 520C DIN0708 1068	Independe nt Director	11/02/ 2015	62	1	NIL	NIL

\* 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.

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) &
<b>1. Audit Committee</b>	Ramanlal B.	Chairperson- Independent
	Harish Narendra Motiwalla	Independent
	Rakesh N. Garodia	Independent
	Shrutisheel Jhanwar	Executive
<b>2.Nomination &amp; Remuneration Committee</b>	Ramanlal B. Golecha	Chairperson - Independent
	Harish Narendra Motiwalla	Independent
	Rakesh N. Garodia	Independent

<b>3. Risk Management Committee(if applicable)</b>	<b>N.A.</b>	<b>N.A.</b>	
<b>4.Stakeholders Relationship Committee'</b>	Rakesh N. Garodia	Chairperson - Independent	
	Harish Narendra Motiwalla	Independent	
	Anurag Poddar	Executive	
	Shrutisheel Jhanwar	Executive	
<p><b>&amp;</b> 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</p>			
<b>III. Meeting of Board of Directors</b>			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant Quarter	Maximum gap between any two consecutive (in number of days)	
24 <sup>th</sup> October, 2019	31 <sup>st</sup> January, 2020	98 days	
<b>IV. Meeting of Committees</b>			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee			
31 <sup>st</sup> January, 2020	Yes.	24 <sup>th</sup> October, 2019	98 days
<p>*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional</p>			
<b>V. Related Party Transactions</b>			
<b>Subject</b>		<b>Compliance status (Yes/No/NA)</b> (refer note below)	
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		<b>N.A.</b>	

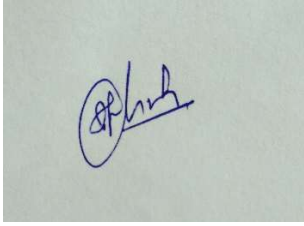
**Note**

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.

**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 held as may be decided by the Board after the lockdown due to COVID-19 will be lifted by the Government, 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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**Registered Office : A/7, Trade World, Kamla City, Senapati Bapat Marg, Lower Parel West, Mumbai - 400 013. Tel No.022-61207900.**



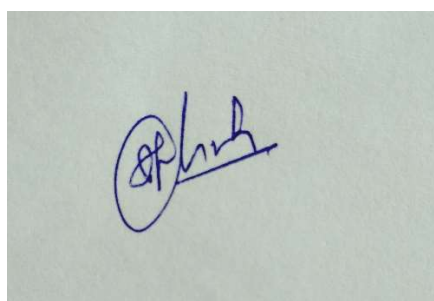
**ANNEXURE II (AS ON 31/03/2020)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Items</b>	<b>Compliance Status (Yes/No/NA)</b>	
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	
<b>II Annual Affirmation</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independent' and/or 'eligibility'</i>	16(1)(b) & 25(6)	YES
<i>Board composition</i>	17(1)	YES
<i>Meeting of Board of directors</i>	17(2)	YES
<i>Review of Compliance Reports</i>	17(3)	YES
<i>Plans for orderly succession for appointments</i>	17(4)	YES
<i>Code of Conduct</i>	17(5)	YES
<i>Fees/compensation</i>	17(6)	YES
<i>Minimum Information</i>	17(7)	YES
<i>Compliance Certificate</i>	17(8)	YES
<i>Risk Assessment &amp; Management</i>	17(9)	YES
<i>Performance Evaluation of Independent Directors</i>	17(10)	Ensuing Board Meeting
<i>Composition of Audit Committee</i>	18(1)	YES
<i>Meeting of Audit Committee</i>	18(2)	YES
<i>Composition of Nomination &amp; Remuneration Committee</i>	19(1) & (2)	YES
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	YES
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	N.A

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

### III Affirmation:

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: 08/05/2020**

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