



Balkrishna Paper Mills Ltd.

Ref: OPS: BPML: SEC&LEGAL: CG: 2023-24

April 14, 2023

BSE Limited Listing Department P.J. Tower, Dalal Street, Mumbai - 400 001 Script Code:539251	National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot No. C/1,G-Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Symbol :BALKRISHNA
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Sub: Corporate Governance for the Quarter ended 31st March, 2023.

Ref: ISIN: INE875R01011

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 : **31st March, 2023.**

I. Composition of Board of Directors - Annexure I			
II. Composition of Committees - Annexure II			
III. Meeting of Board of Directors			
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)	
5 th November, 2022	14 th February, 2023	100 days	
14 th February, 2023	30 th March, 2023	43 days	
IV. Meeting of Audit Committee			
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*
14 th February, 2023	Yes	5 th November, 2022	100 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.			
V. Meeting of Other Committees - Annexure III.			
VI. Related Party Transactions			
Subject		Compliance status (Yes/No/NA)	
Whether prior approval of audit committee obtained		refer note below Yes	
Whether shareholder approval obtained for material RPT		N.A.	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes	

Registered Office:

A/7, Trade World, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai, India - 400 013

Tel: +91 22 6120 7900 | Fax: +91 22 6120 7999 | Email: bpmho@bpml.in | www.bpml.in | CIN: L21098MH2013PLC244963





Balkrishna Paper Mills Ltd.

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.

VII. Disclosure on Websites – Annexure IV.

VIII. Half Yearly Disclosures – Annexure V.

XI. 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) **Yes.**
 - e. Finance Committee (optional) **Yes.**
 - f. Share Transfer Committee (optional) **Yes.**
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:

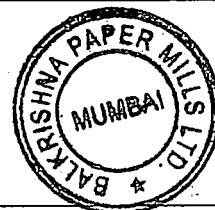
The meeting of the Board of Directors of the Company will be scheduled to be held on or before 30th May, 2023, hence this Report will be placed in the said meeting.

For **BALKRISHNA PAPER MILLS LIMITED**

OMPRAKASH
H SINGH

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Date: 2023.04.14
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Omprakash Singh
Company Secretary & Compliance Officer



Registered Office:

A/7, Trade World, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai, India - 400 013
Tel: +91 22 6120 7900 | Fax: +91 22 6120 7999 | Email: bpmho@bpml.in | www.bpml.in | CIN: L21098MH2013PLC244963

BALKRISHNA PAPER MILLS LIMITED
Composition of Board of Director

Annexure I

Sr No.	Title (Mr/ Ms)	Name of the Director	PAN	DIN	Category 1 of Directors	Category 2 of Directors	Category 3 of Directors	Date of Birth	Disqualification of Directors u/s 164 of the Companies Act, 2013				Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
									Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification												
1	Mr	Anurag Peddar	AACPP1926G	00599143	Executive Director	Chairperson related to Promoter	MD	13-07-1981	No				Active	NA	11-02-2015	11-02-2021		26	1	0	1	0		
2	Mr	Ankit Peddar*	AACPP1924E	03521731	Non-Executive - Non Independent Director	Not Applicable		30-10-1988	No				Active	NA	11-02-2015	11-02-2021		26	1	0	0	0		
3	Mr	Shrusheel Jhanvar	ADPJ9106N	03582803	Executive Director	Not Applicable		26-12-1974	No				Active	NA	11-02-2015	11-02-2021		26	1	0	2	0		
4	Mr	Dileep H. Shinde	AAWFS9273R	00270687	Non-Executive - Independent Director	Not Applicable		23-09-1950	No				Active	NA	07-08-2021	07-08-2021		20	1	1	2	1		
5	Mr	Rakesh N. Gardia	AAAFG8736D	00143438	Non-Executive - Independent Director	Not Applicable		15-09-1963	No				Active	NA	11-02-2015	11-02-2020		38	4	4	7	2		
6	Ms	Meghna S.Shah	AVOPS2520C	07081068	Non-Executive - Independent Director	Not Applicable		14-06-1978	No				Active	NA	11-02-2015	11-02-2020		38	1	1	1	0		

* Step down from the post of 'Whole time Director' designated as an 'Executive Director' effective from 30th March, 2023 due to his preoccupation in personal matters, however, consented to continue to act as 'Non-Executive Non-Independent Director' of the Company.



**BALKRISHNA PAPER MILLS LIMITED
COMPOSITION OF COMMITTEES**

Annexure II

Audit Committee Details

Whether Audit Committee has regular Chairman - Yes

Sr.No.	DIN Number	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation
1	00270687	Dileep Himmatrao Shinde	Non-Executive - Independent Director	Chairperson	07-08-2021	
2	00143438	Rakesh N. Garodia	Non-Executive - Independent Director	Member	11-02-2015	
3	03582803	Shrutisheel Jhanwar	Executive Director	Member	11-02-2015	
4	07081068	Meghna S.Shah	Non-Executive - Independent Director	Member	07-11-2020	

Nomination and Remuneration Committee Details

Whether Nomination and Remuneration Committee has regular Chairman - Yes

Sr.No.	DIN Number	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation
1	00270687	Dileep Himmatrao Shinde	Non-Executive - Independent Director	Chairperson	24-05-2022	
2	00143438	Rakesh N. Garodia	Non-Executive - Independent Director	Member	11-02-2015	
3	07081068	Meghna S.Shah	Non-Executive - Independent Director	Member	07-11-2020	

Stakeholders Relationship Committee Details

Whether Stakeholder Relationship Committee has regular Chairman - Yes

Sr.No.	DIN Number	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation
1	00143438	Rakesh N. Garodia	Non-Executive - Independent Director	Chairperson	11-02-2015	
2	00270687	Dileep Himmatrao Shinde	Non-Executive - Independent Director	Member	24-05-2022	
3	00599143	Anurag Poddar	Executive Director	Member	11-02-2015	
4	03582803	Shrutisheel Jhanwar	Executive Director	Member	11-02-2015	

Risk Management Committee Details

Whether Risk Management Committee has regular Chairman - Yes

Sr.No.	DIN Number	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation
1	00599143	Anurag Poddar	Executive Director	Chairperson	17-07-2020	
2	00270687	Dileep Himmatrao Shinde	Non-Executive - Independent Director	Member	24-05-2022	
3	03521731	Ankit Poddar *	Non-Executive - Non Independent Director	Member	17-07-2020	
4	03582803	Shrutisheel Jhanwar	Executive Director	Member	17-07-2020	

Finance Committee Details

Whether Finance Committee has regular Chairman - Yes

Sr.No.	DIN Number	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation
1	00599143	Anurag Poddar	Executive Director	Chairperson	06-02-2019	
2	03521731	Ankit Poddar *	Non-Executive - Non Independent Director	Member	06-02-2019	
3	03582803	Shrutisheel Jhanwar	Executive Director	Member	06-02-2019	

Share Transfer Committee Details

Whether Share Transfer Committee has regular Chairman - Yes

Sr.No.	DIN Number	Name of Committee Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation
1	00599143	Anurag Poddar	Executive Director	Chairperson	21-09-2016	
2	03521731	Ankit Poddar *	Non-Executive - Non Independent Director	Member	21-09-2016	
3	03582803	Shrutisheel Jhanwar	Executive Director	Member	21-09-2016	



BALKRISHNA PAPER MILLS LIMITED
Meeting of other Committees

Annexure III

Sr No	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors (All directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	05-11-2022			Yes	4	4	3	0
2	Audit Committee	14-02-2023	100		Yes	4	4	3	0
3	Nomination and Remuneration Committee	14-02-2023			Yes	3	3	3	0
4	Risk Management Committee	09-08-2022			Yes	4	4	1	0
5	Risk Management Committee	03-02-2023	177		Yes	4	4	1	0
6	Finance Committee	14-10-2022			Yes	3	3	0	0
7	Finance Committee	11-03-2023	147		Yes	3	3	0	0
8	Finance Committee	18-03-2023	6		Yes	3	3	0	0
9	Share Transfer Committee	07-01-2023			Yes	3	3	0	0

* to be filled in only for the current quarter meetings



ANNEXURE IV (AS ON 31/03/2023)

I. Disclosure on website in terms of Listing Regulations		
Items	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	
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission with Stock Exchange	N.A	
New name and the old name of the listed entity	YES	
Advertisement as per regulation 47(1)	YES	
Credit rating or revision in credit rating obtained	YES	
Separate audited financial statements of each subsidiary of the listed entity in respect of relevant financial year	N.A	
Whether company has provided information under separate section on its website as per Regulation 46(2)	YES	
Materiality Policy as per Regulation 30	YES	
Dividend Distribution policy as per Regulation 43A(as applicable)	N.A	
It is certified that these contents on the website of the listed entity are correct	YES	
Disclosure of notes on website in terms of Listing Regulations explanatory (Text Block)	YES	
II Annual Affirmation		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
<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>Quorum of Board of Directors</i>	17(2A)	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 & Management</i>	17(9)	YES
<i>Performance Evaluation of Independent Directors</i>	17(10)	YES
<i>Recommendation of Board</i>	17(11)	YES
<i>Maximum number of Directorships</i>	17A	YES
<i>Composition of Audit Committee</i>	18(1)	YES
<i>Meeting of Audit Committee</i>	18(2)	YES
<i>Composition of Nomination & Remuneration Committee</i>	19(1) & (2)	YES
<i>Quorum of Nomination & Remuneration Committee</i>	19(2A)	YES
<i>Meeting of Nomination & Remuneration Committee</i>	19(3A)	YES
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2) & (2A)	YES
<i>Meeting of Stakeholder Relationship Committee</i>	20(3A)	YES
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	YES
<i>Meeting of risk management committee</i>	21(3A)	YES
<i>Vigil Mechanism</i>	22	YES
<i>Policy for related party Transaction</i>	23(1), (1A),(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>Disclosure of related party transactions on consolidated basis</i>	23(9)	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>Annual Secretarial Compliance Report</i>	24(A)	YES
<i>Alternate Director to Independent Director</i>	25(1)	N.A
<i>Maximum Tenure</i>	25 (2)	YES
<i>Meeting of Independent Directors</i>	25(3) & (4)	YES
<i>Familiarization of Independent Directors</i>	25(7)	YES



<i>Declaration from Independent Director</i>	25(8) & (9)	YES
<i>D & O Insurance for Independent Directors</i>	25(10)	N.A
<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.**

For BALKRISHNA PAPER MILLS LIMITED

OMPRAKASH SINGH Digitally signed by
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Omprakash Singh
(Company Secretary & Compliance Officer)



ANNEXURE - V

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending – 31.03.2023

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six Months
Promoter or any other entity controlled by them	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them KMPs or any other entity controlled by them	NIL	NIL	NIL

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months



Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

**SHRUTISHEEL
JHANWAR**

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SHRUTISHEEL JHANWAR
Date: 2023.04.14 11:42:24
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Name & Designation: SHRUTISHEEL JHANWAR
WHOLE TIME DIRECTOR AND CFO

Note

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;

- a) by a government company to/ for the Government or government company
- b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
- c) by a banking company or an insurance company ; and
- d) by the listed entity to its employees or directors as a part of the service conditions

2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..

