



Ref: OPS:BPML: SEC & LEGAL: PBN:2024-25

Date: February 22, 2025

BSE Limited  
Listing Department  
P.J. Tower, Dalal Street,  
Mumbai - 400 001

National Stock Exchange of India  
Limited  
Listing Department  
Exchange Plaza, Plot No. C/1,  
G-Block, Bandra Kurla Complex,  
Bandra (East), Mumbai - 400 051

Script Code: 539251  
ISIN : INE875R01011

Symbol : BALKRISHNA

Dear Sir/Madam,

**Sub: Postal Ballot Notice regarding:**

1. Appointment of Smt. Saumya Ashish Bagrodia (DIN: 06699932) as a Non-Executive Non-Independent Director of the Company;
2. Appointment of Shri Ashok Nathmal Garodia (DIN: 00206017) as an Independent Non-Executive Director of the Company

This is to inform you that the Board of Directors of the Company in their Meeting held on 11<sup>th</sup> February, 2025 have approved Postal Ballot Notice seeking approval of the Members in respect of the captioned subject by way of passing the Ordinary/ Special Resolutions through remote electronic voting (remote e-Voting).

In terms of relevant Circulars issued by the Ministry of Corporate Affairs and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall provide remote e-Voting facility for the said purpose. The cut-off date of 14<sup>th</sup> February, 2025 has been fixed to determine the eligibility of the Members to cast their vote through remote e-Voting facility.

In this regard, please find enclosed herewith the Postal Ballot Notice dated 11<sup>th</sup> February, 2025 together with the Explanatory Statement. The copy of the said Postal Ballot Notice is being uploaded on the website of the Company at [www.bpml.in](http://www.bpml.in) and the website of National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

In conformity with the requirements, the said Notice is being sent electronically to all the Members whose names appear in the Register of Members/ List of Beneficial Owners and whose e-mail IDs are registered with the Company/ Depositories as on Friday, 14<sup>th</sup> February, 2025, being the Cut-off date as mentioned above.

The remote e-Voting period shall commence at 9:00 a.m. (IST) on Wednesday, 26<sup>th</sup> February, 2025, and conclude at 5:00 p.m. (IST) on Thursday, 27<sup>th</sup> March, 2025. The Result of the remote e-voting shall be declared on or before Saturday, 29<sup>th</sup> March, 2025.

Kindly acknowledge receipt and take the above on record.

Thanking you,

Yours faithfully,

**For Balkrishna Paper Mills Limited**

(Omprakash Singh)  
**Company Secretary and Compliance Officer**

Encl: As above

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](mailto:bpmho@bpml.in) | [www.bpml.in](http://www.bpml.in) | CIN: L21098MH2013PLC244963



## Balkrishna Paper Mills Limited

Corporate Identification Number (CIN) L21098MH2013PLC244963

Registered Office: A/7, Trade World, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai, Maharashtra – 400 013

Tel: +91- 22-6833 0651 Email id: opsingh@bpml.in Website: www.bpml.in

### NOTICE OF POSTAL BALLOT/E-VOTING

[Pursuant to Section 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

Voting Starts On	26 <sup>th</sup> February, 2025 (Wednesday) at 09.00 A.M.
Voting Ends On	27 <sup>th</sup> March, 2025 (Thursday) at 05.00 P.M.

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 108 read with Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ("Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ("MCA") for conducting Postal Ballot process through electronic voting (remote e-Voting) vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as the "MCA Circulars"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), that the resolutions set out hereunder are proposed to be passed by the Equity Shareholders of the Company (as on the Cut-off Date) ("Members"), through Postal Ballot ("Postal Ballot") only by way of remote e-voting process ("remote e-voting"). An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons thereof forms part of this Notice of Postal Ballot ("Notice").

Pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to remote e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. In compliance with the MCA Circulars, the Notice and instructions for remote e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Registrar and Transfer Agent ("RTA")/Depositories.

The Board of Directors on February 11, 2025, has appointed Shri Prasen Naithani (CP No. FCS 3830), Practicing Company Secretary, as scrutinizer (the "Scrutinizer") to conduct the Postal Ballot e-Voting process in a fair and transparent manner.

The results of the remote e-Voting conducted by Postal Ballot process along with the Scrutinizer's Report will be made available on the website of the Company at www.bpml.in and website of NSDL at www.evoting.nsdl.com. The results will simultaneously be communicated to the stock exchange(s), where the shares of the Company are listed and will be displayed at the registered

office of the Company. The resolutions, if passed with the requisite majority through postal ballot, shall be deemed to have been passed, on the last date specified for remote e-Voting i.e. 27<sup>th</sup> March, 2025. If a resolution is assented to by the requisite majority through Postal Ballot by means of remote e-voting, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

### SPECIAL BUSINESS:

#### 1. APPOINTMENT OF SMT. SAUMYA ASHISH BAGRODIA (DIN: 06699932) AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160, 161 and other applicable provisions of the Companies Act, 2013 (the Act) read with the Company (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules framed thereunder, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Smt. Saumya Ashish Bagrodia (DIN: 06699932), who was appointed as an Additional Director of the Company in the category of Non-Executive, Non-Independent Director with effect from 11th February, 2025 to hold office till the ensuing general meeting of the Company and who is eligible for appointment and has given her consent to act as Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive, Non Independent Director, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized "Committee" thereof) or Shri Omprakash Singh, Company Secretary be and are hereby severally authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, proper, expedient or desirable to give effect to this Resolution."



**2. APPOINTMENT OF SHRI ASHOK NATHMAL GARODIA (DIN: 00206017) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 160, 161 and other applicable provisions of the Companies Act, 2013 (the Act) read with the Company (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules framed thereunder, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Shri Ashok Nathmal Garodia (DIN: 00206017), who was appointed as an Additional Director of the Company in the category of Non-Executive, Independent Director with effect from 11th February, 2025 to hold office till the ensuing general meeting of the Company and who is eligible for appointment and has given his consent to act as Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company.

**RESOLVED FURTHER THAT** Shri Ashok Nathmal Garodia (DIN: 00206017) who meets the criteria for independence under Section 149(6) of the Act, the Rules made thereunder and Schedule IV of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, including any statutory modification or re-enactment thereof for the time being in force and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, be and is hereby appointed as an Independent (Non-Executive) Director of the Company with effect from 11th February, 2025, for a period of 5 (five) years commencing from February 11, 2025 to February 10, 2030 (both days inclusive) and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized "Committee" thereof) or Shri Omprakash Singh, Company Secretary be and are hereby severally authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, proper, expedient or desirable to give effect to this Resolution."

By Order of the Board of Directors  
For Balkrishna Paper Mills Limited

(Omprakash Singh)  
**COMPANY SECRETARY**  
Membership No. FCS-4304

**Place:** Mumbai  
**Date:** February 11, 2025

**Registered Office:**  
A/7, Trade World, Kamala City, Senapati Bapat Marg,  
Lower Parel (W), Mumbai - 400013  
CIN: L21098MH2013PLC244963

**NOTES:**

1. An Explanatory Statement, pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 ("Act"), read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended, stating all material facts and reasons pertaining to the above proposed resolutions contained in this Postal Ballot Notice is annexed hereto and forms part of this Notice.
2. In terms of the MCA Circulars, the Postal Ballot Notice is being sent via email only in electronic form to those Members of the Company, whose names appear in the register of members/the list of beneficial owners, as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on 14th February, 2025 ("Cut-off Date") and whose email addresses are registered with the Company/Depository Participant(s) or who will register their e-mail address in accordance with the process outlined in this Notice. Any person who is not a Member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only. Members who have registered their email IDs for receipt of documents in electronic form under the Green Initiative of the Ministry of Corporate Affairs are being sent this Postal Ballot Notice by e-mail to their email addresses registered with their DPs/the Company's RTA.
3. In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only and, if so requested by any shareholder, in physical form by courier to such shareholder's registered postal address that is available with the RTA. However, the communication of the assent or dissent of the Members would take place through e-voting only.
4. Members may note that the Postal Ballot Notice will be available on the Company's website at [www.bpml.in](http://www.bpml.in) and also on the websites of the BSE Limited (BSE), National Stock Exchange of India Limited (NSE) and National Securities Depository Limited (NSDL) i.e. [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) and [www.evoting.nsdl.com](http://www.evoting.nsdl.com) respectively.
5. In compliance with Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended ("SEBI Master Circular"), and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-Voting i.e. by casting votes electronically instead of submitting Postal Ballot Forms. Accordingly, physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-Voting system.
6. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.



It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the RTA/Depositories/Depository Participants) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

7. In accordance with Rule 22 (5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors has appointed Shri Prasen Naithani, Practicing Company Secretary (CP No. FCS 3830), Proprietor of M/s. P. Naithani & Associates, to act as the Scrutinizer for conducting the Postal Ballot through remote e-Voting process, in a fair and transparent manner.
8. The voting rights of Members for electronic voting shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on cut-off date i.e. close of business hours of 14th February, 2025. Voting Rights in the Postal Ballot cannot be exercised by a proxy. There will be one e-Vote for every Folio/Client ID irrespective of the number of joint holders.
9. Resolution passed by the Members through Postal Ballot is deemed to have been passed as if it has been passed at a General Meeting of the Members.
10. **Shareholders holding Shares in Physical Mode:** Such Shareholders are requested to provide their e-mail ID, Mobile No. and Bank details to the Registrar and Share Transfer Agent of the Company, viz., Purva Share Registry (India) Pvt. Ltd ("Purva") on E-mail: support@purvashare.com apart from the said changes, any other changes can also be intimated to Purva at E-mail id: support@purvashare.com or to the Company E-mail id at: opsingh@bpml.in.
11. **Shareholders holding Shares in Dematerialized Mode:** Such Shareholders are requested to contact their Depository Participant(s) for any changes in their details with respect to change in their email, bank details, mobile number, PAN and any other details. For temporary registration, the procedure in above point can be followed.
12. For procuring Login ID & Password, members are requested to send request at evoting@nsdl.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing User ID and password for casting the vote.
13. After dispatch of the Postal Ballot Notice through email, advertisement shall be published in 1 (one) English daily newspaper and in 1 (one) Marathi Newspaper, each having wide circulation in the district where the registered office of the Company is situated and will also be uploaded on the Company's website at www.bpml.in.
14. All the relevant documents referred to in the accompanying Notice and the Explanatory Statement will be open for

inspection by the Members at the Registered Office of the Company during working hours on all working days, except Saturdays, Sundays and Public Holidays between 11.00 a.m. to 5.00 p.m. up to the date of declaration of the results of Postal Ballot. Additionally, for online inspection, members who wish to inspect relevant documents referred to in the accompanying Notice and the Explanatory Statement are requested to send an email to opsingh@bpml.in.

15. The instructions for remote e-voting are as under:
  - a. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Circulars and Regulation 44 of SEBI Listing Regulations and MCA Circulars issued from time to time, the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide remote e-Voting facility to its Members.
  - b. **Instructions for Members for Remote E-Voting are as under:**

Some of the important details regarding the remote e-Voting facility are provided below:

Cut-off date for determining the Members entitled to vote	14th February, 2025
Commencement of remote e-voting period	26th February, 2025 (Wednesday) at 09.00 A.M.
End of remote e-Voting period	27th March, 2025 (Thursday) at 05.00 P.M.

The remote e-voting module shall be disabled by NSDL after 5.00 p.m. (IST) on 27th March, 2025 for voting thereafter.

**16. Process to cast votes through remote e-voting:**

The details of process and manner for casting votes through remote e-voting are explained herein below:

The way to vote electronically on NSDL e-Voting system consists of 'Two Steps' which are mentioned below:





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.



Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store          Google Play       </p> <div style="display: flex; justify-content: space-around;">   </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System my easi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website at <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>



**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 210 9911.

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

#### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account 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) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.



8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of Balkrishna Paper Mills Limited for which you wish to cast your vote during the remote e-Voting period, which is 133117.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**17. General Guidelines for Shareholders:**

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [naithanipcs@gmail.com](mailto:naithanipcs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**18. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [opsingh@bpml.in](mailto:opsingh@bpml.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [opsingh@bpml.in](mailto:opsingh@bpml.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholders/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**19. General Information for the Members:**

- (i) In accordance with Rule 22 (5) of the Rules, the Board of Directors has appointed Shri Prasen Naithani, Practicing Company Secretary (CP Number FCS 3830), Proprietor of M/s. P. Naithani & Associates, to act as the Scrutinizer for conducting the Postal Ballot through remote e-Voting process, in a fair and transparent manner.



- (ii) The Scrutinizer shall after the conclusion of remote e-voting unblock the votes, scrutinize the votes cast by remote e-voting and will submit his Report on the result of the Postal Ballot, of the total votes cast in favour or against, if any, on the resolution set out in this Notice, to the Chairman or Company Secretary or any other officer of the Company authorized by the Board in this behalf who shall countersign the same, within 48 hours after the conclusion of remote e-Voting i.e. on or before 29<sup>th</sup> March, 2025. The Scrutinizer's decision on the validity of votes cast will be final.
- (iii) The Chairman or a person authorized by the Board shall declare the Result of the voting forthwith. The resolutions, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting, in terms of the SS-2 issued by the Institute of Company Secretaries of India.
- (iv) The results of the Postal Ballot will be announced on or before 29<sup>th</sup> March, 2025. The Results declared, along with the Scrutinizer's Report, will be posted after the declaration of the same by the Chairman or Company Secretary or a person authorized by the Board on the Company's website at [www.bpml.in](http://www.bpml.in), on the website of the National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), BSE Limited at [www.bseindia.com](http://www.bseindia.com) and also on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Results shall also be displayed on the Notice Board at the Registered Office of the Company. The resolutions, if passed by Special/requisite majority, shall be deemed to have been passed on the last date for remote e-Voting i.e. 27<sup>th</sup> March, 2025.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:**

##### **Item No.1:**

##### **APPOINTMENT OF SMT. SAUMYA ASHISH BAGRODIA (DIN: 06699932) AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY**

Based on the recommendation of the Nomination and Remuneration Committee (NRC) and pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions, the Board at its meeting held on February 11, 2025 appointed Smt. Saumya Ashish Bagrodia (DIN:06699932) as an Additional Director in the category of Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from 11th February, 2025 and who holds office upto the date of the ensuing General Meeting of the Company.

Looking into Smt. Saumya Ashish Bagrodia expertise, knowledge and experience, the Board is of the opinion that it would be in the interest of the Company to avail Smt. Saumya Ashish Bagrodia services as a Non-Independent Non-Executive Director of the Company.

Smt. Saumya Ashish Bagrodia is qualified to be appointed as Directors in terms of Section 164 of the Companies Act, 2013 ("the Act") and have given her consent to act as Director. She has also confirmed that she is not debarred from holding the office as a Director of the Company by virtue of any SEBI order or any such authority pursuant to circulars dated 20th June, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed Companies.

The Company has also received notices under Section 160 of the Act from a member proposing the candidature of Smt. Saumya Ashish Bagrodia for the office of Non-Executive Non-Independent Director of the Company.

Except for Smt. Saumya Ashish Bagrodia and her relatives, none of the Directors or Key Managerial Personnel of the Company, or their relatives, are concerned or interested financially or otherwise in the Ordinary Resolution as set out at Item No.1 of the accompanying Notice.

As per the requirements of Regulation 36 (3) of Listing Regulations and Secretarial Standard 2 issued by the Institute of Company Secretaries of India, the required details of Smt. Saumya Ashish Bagrodia are appended in the Annexure-1 forming part of the Postal Ballot Notice.

The Board recommends the appointment of Smt. Saumya Ashish Bagrodia as a Non Independent Non-Executive Director as proposed in Resolution at No. 1 for approval by the members as an Ordinary Resolution.

##### **Item No. 2:**

##### **APPOINTMENT OF SHRI ASHOK NATHMAL GARODIA (DIN: 00206017) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY**

Based on the recommendation of the Nomination and Remuneration Committee (NRC) and pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions, the Board, at its meeting held on February 11, 2025, appointed Shri Ashok Nathmal Garodia (DIN: 00206017) as an Additional Director in the category of Independent Non-Executive Director of the Company with effect from 11th February, 2025, for a period of 5 (five) years commencing from February 11, 2025 to February 10, 2030 (both days inclusive) subject to the approval of the Members through a Special Resolution.



The Company has received a declaration from Shri Ashok Nathmal Garodia confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is not debarred from holding the office as a Director of the Company by virtue of any SEBI order or any such authority pursuant to circulars dated 20th June, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed Companies. Further, Shri Ashok Nathmal Garodia is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The NRC and the Board are of the opinion that Shri Ashok Nathmal Garodia is a person of integrity and possesses relevant expertise and experience and Shri Ashok Nathmal Garodia fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company, for his appointment as an Independent Director of the Company and he is independent of the Management.

The Board further noted that Shri Ashok Nathmal Garodia's experience and expertise are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

As an Independent Director, Shri Ashok Nathmal Garodia shall be entitled to sitting fees for attending Board and Committee

meeting(s) and reimbursement of expenses, if any, for participation in the Board and other meetings.

The resolution seeks the approval of Members for the appointment of Shri Ashok Nathmal Garodia as an Independent Director of the Company for a period of 5 (five) years commencing from February 11, 2025 to February 10, 2030 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The copy of terms and conditions of appointment of Shri Ashok Nathmal Garodia as an Independent Director will be available for inspection, only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e., 27<sup>th</sup> March, 2025. Members may send their requests to Company Secretary at [opsingh@bpml.in](mailto:opsingh@bpml.in) from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.

Except for Shri Ashok Nathmal Garodia and his relatives, none of the Directors or Key Managerial Personnel of the Company, or their relatives, are concerned or interested financially or otherwise in the Special Resolution as set out at Item No.2 of the accompanying Notice.

As per the requirements of Regulation 36 (3) of Listing Regulations and Secretarial Standard 2 issued by the Institute of Company Secretaries of India, the required details of Shri Ashok Nathmal Garodia are appended in the Annexure-1 forming part of the Postal Ballot Notice.

The Board recommends the appointment of Shri Ashok Nathmal Garodia as an Independent Non-executive Director as proposed in Resolution at No. 2 for approval by the members as a Special Resolution.



## **ANNEXURE -I TO THE POSTAL BALLOT NOTICE**

### **Details of Directors whose appointment is proposed**

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of Secretarial Standards-2]

<b>Name of Director</b>	Smt.Saumya Ashish Bagrodia	Shri Ashok Nathmal Garodia
<b>Director Identification Number (DIN)</b>	06699932	00206017
<b>Age</b>	53 years	68 years
<b>Date of Birth</b>	17/11/1971	01/10/1956
<b>Qualifications</b>	Bachelor of Commerce from D.G. Ruparel College (1992). She has also pursued professional qualifications in finance, having cleared ICWA Inter, CA Inter, and one group of CA Final.	Bachelor of Engineering.
<b>Category / Designation of appointment</b>	Non-Independent Non-Executive Director	Independent Non-Executive Director
<b>Date of first appointment on the Board</b>	11/02/2025	11/02/2025
<b>Brief resume and nature of their expertise in specific functional areas</b>	Smt. Saumya Ashish Bagrodia began her career in the Accounts & Finance Department, gaining expertise in financial management across various industries. At Naisa Industries, a contract manufacturer for Amway, she handled product costing, ensuring cost efficiency and financial accuracy. She later managed the entire accounts and finance function at The Shirt Co., demonstrating her ability to oversee financial operations independently. Since 2005, she has been associated with Siyaram Silk Mills Ltd. as the Executive Assistant to the CMD. In addition to this role, she is a key member of the Corporate Strategy Team. Beyond her corporate responsibilities, Smt. Saumya Ashish Bagrodia is deeply involved in philanthropy as the Principal Trustee of Gujarat Spinners Charitable Trust, a public charitable organization dedicated to education. Under her leadership, the trust operates three schools, furthering her commitment to social responsibility and educational development.	Shri Ashok Nathmal Garodia is a Industrialist, and having over 40 years of experience in Corporate Affairs, Finance, Accounts, Commercial Controls, Marketing, Strategic Management and Supply Chain Management.
<b>Experience</b>	29 years	40 years
<b>Skills and capabilities required for the role of Independent Director and the manner in which the proposed person meets such requirements.</b>	Not applicable	He brings with him wide spread experience and expertise in Corporate Affairs, Finance, Accounts, Commercial Controls, Marketing, Strategic Management and Supply Chain Management.
<b>Terms and Conditions of Appointment</b>	Appointment as Non-Independent Non-Executive Director with effect from 11th February, 2025, Liable to retire by Rotation, subject to Shareholders approval.	Appointment as an Independent Non-Executive Director for a term of 5 years commencing with effect from 11th February, 2025 to 10th February, 2030 (both days inclusive), subject to Shareholders approval.
<b>Remuneration last drawn (including sitting fees, if any)</b>	Not Applicable	Not Applicable



Remuneration proposed to be paid	She shall not be paid remuneration or sitting fee for attending meetings of the Board or Committees thereof or for any other meetings. However, she will be entitled for reimbursement of expenses for participating in the Board and other meetings.	He shall not be paid remuneration except sitting fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board. However, he will be entitled for reimbursement of expenses for participating in the Board and other meetings.
No. of shares held in the Company including shareholding as a beneficial owner *	NIL	NIL
Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company Relationship with other Directors / Key Managerial Personnel of the Company	Not Applicable.	Not Applicable.
Number of Board Meetings attended during the financial year (2024-25)	Not Applicable.	Not Applicable.
List of Directorship held in Other Public Companies in India (excluding Private and Section 8 Companies)*	NIL	NIL
Chairmanship / Membership of the Committees of Audit Committee and Stakeholders Relationship Committee of other Indian Public Companies*	NIL	NIL
Name of listed entities from which the person has resigned in the past three years*	NIL	NIL

\* based on disclosures received from the Director.

By Order of the Board of Directors  
For Balkrishna Paper Mills Limited

Place: Mumbai  
Date: February 11, 2025.

(Omprakash Singh)  
**COMPANY SECRETARY**  
Membership No. FCS-4304

Registered Office:  
A/7, Trade World, Kamala City, Senapati Bapat Marg  
Lower Parel (W), Mumbai - 400013.  
CIN: L21098MH2013PLC244963