

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

Symbol : **BALKRISHNA**
ISIN : **INE875R01011**

Sub: Administrative Warning letter – Non – Compliance with SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”).

Ref: Regulation 30 read with Schedule III Para A Sub Para 20 of SEBI LODR, 2015.

We refer to your e-mail dated 21st November, 2024 requested therein to upload the revised announcement along with parameters and Board Comments. As desired, we send herewith copy of letter No. SEBI/HO/CFD/SEC-1/OW/P/2024/32229/1 dated October 11, 2024 received from SEBI in connection with the caption subject, the contents of which are self explanatory.

The following was observed in the above SEBI Letter:

1. SEBI has conducted an examination into violation of SEBI (LODR) Regulations, 2015 (“LODR Regulations”) by Balkrishna Paper Mills Limited (“Company”).
2. During the course of examination by SEBI, it was observed that annual consolidated turnover of the Company for the FY 22-23 was Rs 109.45 crore whereas the value of RPTs with Poddar Bio Diesel Private Limited (“PBDPL”), a related party of the Company, during the half year ended September, 2023 was to the tune of Rs 23 crore.
3. The value of Related Party Transactions (“RPTs”) with PBDPL during the half year ended September, 2023 significantly exceeded the materiality threshold of 10 % prescribed under proviso to sub-regulation (1) of Regulation 23 of LODR Regulations.
4. Given the above, RPTs entered by the Company with PBDPL satisfy the materiality threshold prescribed under Regulation 23(1) of LODR Regulations, therefore, prior approval from the shareholders was required in terms of Regulation 23(4) of the said Regulations, for undertaking the said transactions.
5. Though the Company has obtained post facto approval of its shareholders for RPTs with PBDPL through postal ballot by e-voting on April 20, 2024, the failure on the part of the Company to obtain prior approval of the shareholders of the Company has resulted in violation of Regulation 23(4) of LODR Regulations.
6. The aforesaid non-compliances have been viewed seriously by SEBI. Therefore, the Company was warned and advised to ensure compliance with all applicable provisions of SEBI Regulations. Any such aberration in future would be viewed seriously and appropriate action would be initiated.

7. They have also advised to place this letter before the Board of Directors in its next meeting and disseminate the same to the stock exchange(s). The stock exchanges are advised to take note of the contents of the letter. The said letter was also marked copy to (via e-mail) to NSE & BSE.

As the Letter was marked CC to NSE & BSE, therefore we have not submitted the same to the exchanges.

As instructed by SEBI, we had placed the above letter before the Board in their meeting held on 13th November, 2024. The Board has reviewed the said letter and advised to take optimum precaution and ensure compliance with all SEBI Regulations.

Further, there is no impact on financial, operation or other activities of the listed entity pursuant to the abovementioned administrative warning letter.

This will also be hosted on the Company's website, at www.bpml.in.

This is for your information and records.

Thanking you,

Yours faithfully,

For Balkrishna Paper Mills Limited

(Omprakash Singh)
Company Secretary and Compliance Officer

Encl: As above

CC: BSE Limited



General Manager
Corporation Finance Department
Division of Supervision, Enforcement & Complaints - 1
Email: jitendrak@sebi.gov.in

BY EMAIL AND SPAD

SEBI/HO/CFD/SEC-1/OW/P/2024/32229/1
October 11, 2024

Balkrishna Paper Mills Limited
A/7, Trade World, Kamala City,
Senapati Bapat Marg Lower Parel (W),
Mumbai, Maharashtra, India, 400013

Kind Attention: Company Secretary and Compliance officer

Sir/Madam,

Subject: Administrative warning letter – Non-Compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”)

1. SEBI has conducted an examination into the violation of SEBI (LODR Regulations, 2015 (“LODR Regulations”) by Balkrishna Paper Mills Limited (“Company”).
2. During the course of examination, it was observed that annual consolidated turnover of the Company for the FY 22-23 was Rs 109.45 crore whereas the value of RPTs with Poddar Bio Diesel Private Limited (“PBDPL”), a related party of the Company, during the half year ended September, 2023 was to the tune of Rs 23 crore.
3. The value of Related Party Transactions (“RPTs”) with PBDPL during the half year ended September, 2023 significantly exceeded the materiality threshold of 10 % prescribed under proviso to sub-regulation (1) of Regulation 23 of LODR Regulations.
4. Given the above, RPTs entered by the Company with PBDPL satisfy the materiality threshold prescribed under Regulation 23(1) of LODR Regulations, therefore, prior approval from the shareholders was required in terms of Regulation 23(4) of the said Regulations, for undertaking the said transactions

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5. Though the Company has obtained post facto approval of its shareholders for RPTs with PBDPL through postal ballot by e-voting on April 20, 2024, the failure on the part of the Company to obtain prior approval of the shareholders of the Company has resulted in violation of Regulation 23(4) of LODR Regulations
6. The aforesaid non-compliances are viewed seriously. You are hereby warned and advised to ensure compliance with all applicable provisions of SEBI Regulations. Any such aberration in future would be viewed seriously and appropriate action would be initiated.
7. You are also advised to place this letter before your Board of Directors in its next meeting and disseminate the same to the stock exchange(s). The stock exchanges are advised to take note of the contents of the letter.

Yours faithfully,

Jitendra Kumar

Jitendra Kumar



Copy to (via email):

- 1) National Stock Exchange of India Limited
- 2) BSE Limited