



**Balkrishna  
Paper Mills Ltd.**

Ref: OPS:BPML: SEC&LEGAL:PB-Minutes-PB-OC:2023-24

Date: December 13, 2023

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, BandraKurla Complex, Bandra  
(East), Mumbai - 400 051  
Symbol : **BALKRISHNA**

Script Code: **539251**

Dear Sir/ Madam,

**Sub : Minutes of the Postal Ballot proceedings by e-voting**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Minutes of the proceeding relating to declaration of results on December 11, 2023 of voting conducted through Postal Ballot by E-voting. The results of postal ballot were announced and submitted to exchanges vide our Letter dated December 12, 2023.

The Resolutions as stated in the Postal Ballot Notice dated September 16, 2023 have been passed by the Shareholders with Special/Requisite Majority.

Kindly take the same on records.

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 Panel, Mumbai, India - 400 013

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## MINUTES

**OF THE PROCEEDINGS OF BALKRISHNA PAPER MILLS LIMITED HELD ON MONDAY, THE 11TH DECEMBER, 2023 AT 5.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT A/7, TRADE WORLD, KAMALA CITY, SENAPATI BAPAT MARG, LOWER PAREL (W), MUMBAI - 400 013, RELATING TO DECLARATION OF THE RESULT OF THE E-VOTING BY POSTAL BALLOT CONDUCTED PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 ON THE SPECIAL RESOLUTION AS SET OUT IN THE POSTAL BALLOT NOTICE DATED 16TH SEPTEMBER, 2023 SENT TO THE SHAREHOLDERS.**

The Board of Directors of the Company, based on the recommendation of the Audit Committee had, at its Meeting held on 16 September, 2023 accorded approval for the proposal to conduct Postal Ballot by e-Voting procedure pursuant to Section 110 of the Companies Act, 2013 to seek approval of the Shareholders for the following item of special business:

### **Special Resolution:**

#### **1. ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, and subject to the approval of the Registrar of Companies, the consent of the Members be and is hereby accorded for effecting the alteration in the existing Object Clause of the Memorandum of Association (the "MoA") of the Company by adding the following as sub-clause 2 in Clause III A and sub-clause 3a in Clause III B of the MoA:

III A (2) To engage in the business of trading, manufacturing, importing, exporting, processing, handling and dealing in recycled, reused and sustainable products, supply chain operations and construction of all kinds, including but not limited to eco-friendly supply chain material, consumer goods, and environmentally responsible packaging materials, like pet bottles.

III B (3a) To grow, cultivate, produce, raise, purchase, sell, import, export or otherwise handle or deal in Recycled, reused, sustainable items like (but not limited to) paper, cardboard, glass, aluminium, pet plastic, fibers, wood, textiles, bamboo, cork, rubber, hemp, steel, plastic, cotton, concrete, plastic lumber, rubber mulch, metal alloys, mushroom packaging or any other vegetable, mineral, chemical or other substances and things or whatever nature and kind, necessary or

useful for the business of the company.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as the 'Board', which term shall include any Committee constituted by the Board for this purpose or any person(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), be and are hereby authorized to do all such acts, deeds and things and execute all such documents and writings, as it may in its absolute discretion deem necessary or incidental thereto including paying such fees and incurring such expenses in relation thereto as it may deem appropriate and to file such documents, forms, etc., as required with the regulatory/ statutory authorities and authorise the Board of Directors of the Company and/or Shri Omprakash Singh, Company Secretary of the Company for the aforesaid purpose, as may be deemed fit to give effect to this Resolution."

**Ordinary Resolution:**

**2. APPOINTMENT OF SHRI MANISH OMKARMAL MALPANI (DIN: 00055430) AS A NON-EXECUTIVE NON INDEPENDENT DIRECTOR OF THE COMPANY:**

"**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Manish Omkarmal Malpani (DIN: 00055430), in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be appointed as a Non Executive Non Independent Director of the Company, liable to retire by rotation, with effect from 14th August, 2023 and who holds office upto the date of the ensuing General Meeting of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

The Board of Directors had appointed Shri Prasen Naithani (ICSI Membership No. F3830; C.P. No.3389) of M/s. P. Naithani & Associates, Practicing Company Secretary, as the scrutinizer for conducting the Postal Ballot by e-Voting process in a fair and transparent manner.

Pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 as amended ("The Act"), Rule 22 of the Companies (Management and Administration) Rules, 2014 (as amended) ("the Rules"), read with the General Circular No. 14/2020 dated April 8,2020, General Circular No. 17/2020 dated

April 13, 2020, General Circular No. 22/2020 dated June 15, 2020 and General Circular 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No.10/2021 dated 23<sup>rd</sup> June, 2021 and General Circular No.11/2022 dated 28<sup>th</sup> December, 2022 in relation to "Clarification on passing of special and ordinary resolution by companies under the Companies Act, 2013 and the Rules made thereunder issued by Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), SEBI Circular No. SEBI/HO/CFD/CMDI/CIR/P/2020/79, 4 Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Secretarial Standard 2 on General Meetings ("S 2"), and any other laws and regulations applicable from time to time, for obtaining the consent of the Shareholders for the Special Business, the Company had, dispatched the Postal Ballot Notice dated 16 September, 2023 by e-mail to all those shareholders whose e-mail ids were registered with the Company/RTA on 9 November, 2023. The cut-off date for determining Shareholders to whom postal ballot notice was sent by e-mail was fixed as 27 October, 2023.

The said notice was sent to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed and was also posted on the website of the Company.

Shareholders were also informed by the newspaper advertisement published in the Business Standard & Mumbai Lakshadeep (Marathi edition) on 9 November, 2023 about completion of dispatch of Postal Ballot Notice.

The Company had provided the services of National Securities Depository (India) Limited (the "NSDL") to offer the e-voting facility to its shareholders. The e-voting facility was offered and kept open by the Company to its Shareholders for the period commencing on 11 November, 2023 (09.00 am) and ending on 11 December, 2023 (5.00 pm). The shareholders whose names appeared in the Register of Members / List of Beneficial Owners as on 27 October, 2023 (i.e. cut - off date) were allowed to participate and vote electronically during the aforesaid period of e-voting.

On 11 December, 2023, The Scrutinizer, Mr. Prasen Naithani, Practicing Company Secretary carried out the scrutiny of the postal ballot by unblocking of results of e-voting /e-voted up to the close of working hours i.e. 5.00 p.m. on Monday, 11 December, 2023, and submitted his Report dated 12 December, 2023 to the Company Secretary of the Company that all the resolutions as set out in the Postal Ballot Notice dated 16 September, 2023 were passed with Special/Requisite majority.

The Company Secretary, Shri Omprakash Singh then announced the following result of the Postal Ballot by e-Voting as per the Scrutinizer's Report, as under:

**SPECIAL BUSINESS :**

**Special Resolution 1: Alteration of the Object Clause of the Memorandum of Association of the Company:**

Voted by:	Votes in favor of Resolution		Votes against Resolution		Invalid Votes
	No.	%	No.	%	
Equity Shareholders	6380649	99.995	332	0.005	0
Preference Shareholders	2300000	100	0	0.000	0
<b>Total</b>	<b>8680649</b>	<b>99.9896</b>	<b>332</b>	<b>0.004</b>	<b>0</b>

**Ordinary Resolution 2: Appointment of Shri Manish Omkarmal Malpani (Din: 00055430) as a Non-Executive Non Independent Director of the Company:**

Voted by:	Votes in favor of Resolution		Votes against Resolution		Invalid Votes
	No.	%	No.	%	
Equity Shareholders	6345608	99.994	353	0.006	0
Preference Shareholders	2300000	100	0	0.000	0
<b>Total</b>	<b>8645608</b>	<b>99.996</b>	<b>353</b>	<b>0.004</b>	<b>0</b>

Based on the Scrutinizer's Report, the Company Secretary, Shri Omprakash Singh, thereafter declared that the Special Resolution as set out in the Notice dated 16 September, 2023 was passed under the Postal Ballot by remote e-voting with **Special/Requisite majority** and shall be deemed to have been passed at an Extra-Ordinary General Meeting on 11 December, 2023, the last date of receipt of duly completed e-voting.

The voting results along with the Scrutinizer's Report were displayed on the Company's website of the Company at [www.bpml.in](http://www.bpml.in). The results were also communicated to the Stock Exchanges viz; BSE Limited and National Stock Exchange of India Limited, as required under the Regulation 44(3) of the SEBI (LODR) Regulations, 2015. The declaration of Postal Ballot Voting Results was also published in the Business Standard and Mumbai Lakshadeep (Marathi edition).



Place: Mumbai.  
Date : December 12, 2023

s/d

**CHAIRMAN**