



# Nirvikara Paper Mills Ltd.

CIN - U21098MH2013PLC244963

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

Tel : +91 22 6120 7900 Fax : +91 22 61207999 Website : <http://www.npml.in>; Email Id : opsingh@bpml.in

## POSTAL BALLOT NOTICE

*(Notice pursuant to Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) rules, 2014)*

### Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the 'Act') if any, read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended hereunder, are proposed to be passed by way of postal ballot and e-voting:-

- 1) To approve disinvestment of shares of Balkrishna Synthetics Limited ('BSL') by the Company
- 2) To approve Related Party Transaction

Accordingly, the said Resolutions along with the explanatory statement pertaining, setting out the facts concerning and the reasons thereof, as required in terms of Section 102 of the Act, is annexed hereto along with a postal ballot form (the "Form") for your consideration.

The Board of Directors, at its meeting held on 5<sup>th</sup> November, 2015, has appointed Shri Prasen Naithani, Practising Company Secretary (Membership No. FCS-3830), as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original duly completed and signed in the attached self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on 10<sup>th</sup> December, 2015. It is clarified that votes may be cast by members either by postal ballot or e-voting. Votes through postal ballot cannot be permitted through a proxy.

In compliance with the Clause 35B of the Listing Agreement executed with the stock exchanges and pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching the postal ballot form(s). Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to this Notice and instructions on the overleaf of the Form.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman & Managing Director. The result of the voting conducted through postal ballot would be announced by the Chairman & Managing Director or other Director or the Company Secretary of the Company on 14<sup>th</sup> December, 2015 at 4.00 p.m. at the Registered Office of the Company. The resolutions will be taken as passed effectively on the date of declaration of results. The said result would be displayed at the Registered Office of the Company, intimated to the BSE Limited and National Stock Exchange of India Limited, where the Company's shares are listed, published in the newspapers and displayed on the Company's website viz. [www.npml.in](http://www.npml.in) and the website of National Securities Depository Limited viz. <https://www.evoting.nsdl.com>, along with the Scrutinizer's report.

### 1) To approve disinvestment of shares of BSL by the Company

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

**"RESOLVED THAT** pursuant to the Clause 49(V)(E) and Clause 49(V)(F) of the Listing Agreement, provisions of Section 180(1)(a), Section 110 and other applicable provisions of the Companies Act, 2013, if any, and the rules framed thereunder (including any amendment thereto or re-enactment thereof), the provisions of the Memorandum and Articles of Association of the Company and other applicable statutory provisions and regulations, if any, as amended from time to time, and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, and/or other institutions or bodies, statutory authorities, and such conditions or modifications as may be prescribed by any of them while granting any such approvals, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any of its duly authorised committees or one or more Directors), the consent of the Company be and is hereby accorded, including confirmation of actions taken hitherto to the Board to sell Balkrishna Synthetics Limited, a wholly owned subsidiary of the Company, by way of the sale, transfer or disposal of the entire shareholding of the Company in Balkrishna Synthetics Limited for an aggregate consideration of not less than Rs. 44.70 crores, based on the report provided by M/s BSR and Associates, LLP, Chartered Accountants, an independent Valuer, to Siyaram Silk Mills Limited ("SSML"), on such terms and conditions and with such modification as may be required by any of the concerned authorities or as the Board of the Company may deem fit and appropriate in the interest of the Company.

**"RESOLVED FURTHER THAT** Shri Anurag Poddar, Chairman & Managing Director, Shri Ankit Poddar, Executive Director,

Shri Shrutisheel Jhanwar, Wholetime Director, Shri Omprakash Singh, Company Secretary, the authorised representatives of the Company or any officer(s) of the company as delegated by the Board, be and are hereby severally authorised:-

1. to do all such acts, deeds, matters and things including but not limiting to deciding the time when the disinvestment be done by the Company;
2. the manner of disinvestment, extent of disinvestment, other incidental and ancillary activities thereto, determining such other terms and conditions relevant to the disinvestment;
3. negotiating and finalizing the terms of sale, negotiating, finalizing and executing share purchase agreement(s), by whatever name called, such other agreements, deeds, documents, indemnities, contracts, declarations, undertakings, forms, letters and such other papers as may be necessary, desirable and expedient to be agreed, signed and executed;
4. to determine the final consideration / pricing;
5. to make all such filings and applications for the statutory / regulatory and other approvals as may be required in the matter of disinvestment and to complete the aforesaid transaction;

**"RESOLVED FURTHER THAT** all acts, deeds, matters and things, either verbal or written or otherwise, already done by the Company and / or any of its directors and / or officers and / or representatives for and in the name of the Company in this regard be and the same are hereby noted, ratified and approved."

## 2) Approval of related party transactions

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

**"RESOLVED THAT** pursuant to the provisions of Section 188(1) Section 110 and other applicable provisions of the Companies Act, 2013, if any, and the rules framed thereunder (including any amendment thereto or re-enactment thereof), provisions of clause 49(VII) of the listing agreement, the provisions of the Memorandum and Articles of Association of the Company and other applicable statutory provisions and regulations, if any, as amended from time to time, and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, and/or other institutions or bodies, statutory authorities, and such conditions or modifications as may be prescribed by any of them while granting any such approvals, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any of its duly authorised committees or one or more Directors), the consent of the Company be and is hereby accorded for entering into the following proposed Related Party Transaction, with respect to the below transaction:

Sr. No.	Name of the related party	Nature of Transaction	Relationship	Transaction Value
1.	Siyaram Silk Mills Limited ('SSML')	Disinvestment of shares of BSL by the Company to SSML	SSML has significant influence	Not less than Rs. 44.70 Crores (Rupees Forty Four Crores Seventy Lacs Only)

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

**BY ORDER OF BOARD OF  
NIRVIKARA PAPERS MILLS LIMITED**

Sd/-

**(OMPRAKASH SINGH)  
COMPANY SECRETARY**

### Registered Office -

A/7, Trade World, Kamala City,  
Senapati Bapat Marg, Lower Parel (W)  
Mumbai-400013, Maharashtra, INDIA

Place : Mumbai

Date : November 05, 2015

### Notes :

- 1 The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out material facts is annexed hereto.
- 2 The Company has appointed Shri Prasen Naithani, Practising Company Secretary (Membership No. FCS-3830), to act as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
- 3 The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members maintained by the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 5<sup>th</sup> November, 2015.

- 4 In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their Depository Participants (DP) (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through post.
- 5 In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered in to an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically. Please note that e-voting is optional.
- 6 Kindly note that the Members can opt for only one mode of voting i.e., either by post or e-voting. If the Members opt for e-voting, then they should not vote by post and vice versa. However, in case Members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.
- 7 All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts and other statutory registers are open for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days except Saturdays, Sundays and national holidays, from the date hereof up to 10<sup>th</sup> December, 2015.
- 8 The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on 5<sup>th</sup> November, 2015. The special resolutions mentioned herein shall be declared as passed, if the number of votes cast in its favour is not less than three times the number of votes cast against the special resolution.
- 9 The voting period for postal ballot ends at 5.00 p.m. on 10<sup>th</sup> December, 2015 and voting period for e-voting commences on 10<sup>th</sup> November, 2015 (9.00 a.m.) and ends on 10<sup>th</sup> December, 2015 (5.00 p.m.)
- 10 The e-voting module shall also be disabled by NSDL for voting thereafter
- 11 The instructions for voting are as under:

**A. Voting through Physical Postal Ballot Form**

1. A member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to Shri Prasen Naithani, the Scrutinizer in then closed self-addressed prepaid postage Business Reply Envelope. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot by courier or registered post or delivers it in person at his expense, such Postal Ballots will also be accepted.
2. The self-addressed business reply envelope bears the name and postal address of the Scrutinizer appointed by the Board.
3. The Postal Ballot Form should be completed and signed by the Member. Any unsigned Postal Ballot Form will be rejected.
4. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company / Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member. A member may sign the Postal Ballot Form through an Attorney; in such case certified true copy of the Power of Attorney should be attached to the Postal Ballot Form.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours i.e. 5.00 p.m. on 10<sup>th</sup> December, 2015. All Postal Ballot Forms received after this date will be invalid and strictly treated as if the reply from such Member has not been received.
6. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint Member(s).
7. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column. Postal Ballot Form bearing (✓) mark in both the column will render the form invalid.
8. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority Letter.
9. A member may request the company for a duplicate Postal Ballot Form, if required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, close of working hours i.e. 5.00 p.m. on 10<sup>th</sup> December, 2015.
10. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on cut-off date i.e. 5<sup>th</sup> November, 2015.
11. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. A Shareholder need not use all the votes nor does he need to cast all the votes in the same way.

13. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
14. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.

## B. E-Voting Facility

In compliance with the Clause 35B of the Listing Agreement, provisions of Section 110 and Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to the postal ballot to all the members of the Company. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the members to cast their votes electronically instead of dispatching duly filled postal ballot forms. E-voting is optional.

- a) In case of Members receiving Postal Ballot intimation by e-mail:
  1. Open e-mail and open PDF file viz; "NPML e-Voting. pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
  2. Open internet browser by typing the following URL: <https://www.evoting.nsd.com>
  3. Click on Member - Login.
  4. Type user ID and password as initial password noted in step (1) above. Click Login.
  5. On Login, Change Password menu will appear. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note the new password for future reference. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  6. On changing the password, the home page of e-voting will open. Click on e-voting: Active Voting Cycles.
  7. Select "EVEN" of NPML.
  8. Now you are ready for e-Voting as Cast Vote page opens.
  9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  10. Upon confirmation, the message "Vote cast successfully" will be displayed.
  11. Once you have voted on there solution, you will not be allowed to modify your vote.
  12. Institutional members (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., together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to [naithanipcs@gmail.com](mailto:naithanipcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- b) In case of Members receiving Postal Ballot Form by Post:
  1. Initial password is provided in the following format at the bottom of the Postal Ballot Form to be used to exercise your vote in respect of the proposed resolution.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN
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2. Please follow all steps from Sl. No. 2 to Sl. No. 12 above, to cast your vote by electronic means.
3. The e-voting period will commence on 10<sup>th</sup> November, 2015 (9.00 a.m.) and end on 10<sup>th</sup> December, 2015 (5.00 p.m.) (both days inclusive). During this period Members, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter. Please note that once the vote on a resolution has been cast, Members cannot change it subsequently.
4. The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company. The Scrutinizer will then submit his report to the Chairman and Managing Director of the Company after completion of the scrutiny and the results of the voting by Postal Ballot will be announced on 14<sup>th</sup> December, 2015 at 4.00 p.m. at the Registered Office of the Company at A/7, Trade World, Kamala City, Senapati Bapat Marg, Lower Parel (W) Mumbai-400013, Maharashtra, India. The said results will also be intimated to the stock exchanges, published in newspapers and uploaded on the Company's website viz. [www.npml.com](http://www.npml.com) and of NSDL viz. <https://www.evoting.nsd.com>.

### General Instructions:

1. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Download section of <https://www.evoting.nsd.com>.
2. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
3. You can also update your e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

**ANNEXURE**  
**EXPLANATORY STATEMENT**

(Pursuant to Section 102 of the Companies Act, 2013)

**1) To approve disinvestment of Balkrishna Synthetics Limited ("BSL")**

The Company is in the business of buying, selling, processing, importing, exporting or dealing, inter alia, in paper products.

Balkrishna Synthetics Limited ('BSL') is in the business of buying, selling, exchanging, processing, importing, exporting or dealing, inter alia, in textile products.

BSL was acquired by the Company pursuant to Scheme of arrangement between Balkrishna Industries Limited and Balkrishna Paper Mills Limited and the Company, wherein the paper division along with the shares of BSL, held by Balkrishna Industries Limited, demerged or transferred into the Company.

In order to have focus on the core business i.e. paper business and to improve the working capital of the Company, it is proposed to dispose of the investment of the Company in BSL, a wholly owned subsidiary ('WOS') by way of sale of 100% of the shareholding of the Company in the WOS, for an aggregate consideration of not less than Rs. 44.70 crores based on the report provided by M/s BSR and Associates, LLP, Chartered Accountants, an independent Valuer, to M/s Siyaram Silk Mills Limited, on such terms and conditions and with such modification as may be required by any of the concerned authorities or as the Board of the Company may deem fit and appropriate in the interest of the Company.

Accordingly, the consent of the Members by way of Special Resolution is being sought for transfer of the entire investment of the Company in WOS.

The Board of Directors is of the Opinion that the proposed sale of the entire investment in the WOS is in the overall interest of the Company. The proposed Special Resolution provide adequate flexibility and discretion to the Board to finalise the terms of the sale in consultation with the advisors, experts or other authorities as may be required.

Clause 49(V)(F) of the Listing Agreement entered into by the Company with the Stock Exchanges on which the equity shares of the Company are listed, provides that no company shall dispose of shares in its material subsidiary, in terms of Clause 49(V)(E) of the Listing Agreement, which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the subsidiary without passing a special resolution in its general meeting, except in cases where such disinvestment is made under a scheme of arrangement duly approved by a Court / Tribunal. A material subsidiary means as defined in Clause 49(V) (E), (a) a subsidiary in which the investment made by the Company in the share capital of such subsidiary company exceeds 20% of its consolidated net worth as per the audited consolidated financial statements; or (b) the income of the subsidiary exceeds 20% of the consolidated income as per the audited consolidated financial statements during the previous financial year. Since, BSL meets the said criteria of being a material subsidiary i.e. the revenue of BSL exceeds 20% of consolidated income during the previous financial year of the Company, the Company would require an approval of the Members of the Company through a Special Resolution, for disinvesting the shares in BSL.

In terms of Section 180(1)(a) of the Companies Act, 2013, a company cannot sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the company without the consent of the members by way of a special resolution at the general meeting of the company. In terms of explanation to Section 180(1)(a), the term 'undertaking' means an undertaking in which the investment of the company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the company during the previous financial year. Further, the expression 'substantially the whole of the undertaking' in any financial year shall mean 20% or more of the value of the undertaking as per the audited balance sheet of the preceding financial year. Since BSL's total income exceeds 20% of total income of the Company as per the audited balance sheet of the preceding financial year, the Company would require an approval of the Members of the Company through a Special Resolution, for disinvesting their shares in BSL, in terms of Section 180(1)(a) of the Companies Act, 2013.

Further, as per Clause 49(VII)(E) of the Listing Agreement, all entities / persons that are directly / indirectly related parties of the Company shall abstain from voting on resolution(s) wherein approval of material Related Party Transactions is sought from the shareholders. Accordingly, all related parties of the Company, including, among others, Shri Anurag Poddar, Shri Ankit Poddar and Shri Shrutisheel Jhanwar Directors/ Key Managerial Personnel of the Company, will not vote on this resolution.

Shri Harish N. Motiwalla, Independent Director of the Company is also deemed to be interested or concerned in the transaction as he is an Independent Director in both SSML and BSL.

None of the Directors and Key Managerial Personnel of the Company and their relatives, otherwise than as mentioned above, in any way, deemed to be concerned or interested financially or otherwise in the special resolution as set out in the notice.

The Board recommends the resolution as set out in Sr. no. 1 of the Notice for approval of the Shareholders.

**2) To approve Related Party Transaction**

Section 188 of the Companies Act, 2013 read with rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules,

2014 prescribe certain procedure for approval of related party transactions. The Clause 49 of the Listing Agreement has also prescribed seeking of shareholders' approval for material related party transactions. Pursuant to the provisions of revised Clause 49 of the Listing Agreement and Section 188 of the Companies Act, 2013, the following transaction is material in nature and require the approval of the unrelated shareholders of the Company by an ordinary resolution:-

Sr. No.	Name of the related party	Nature of Transaction	Relationship	Transaction value
1.	Siyaram Silk Mills Limited ("SSML")	Disinvestment of shares of BSL by the company to SSML	Enterprise has significant influence	Not less than Rs. 44.70 Crores (Rupees Forty Four Crores Seventy Lacs Only)

The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto, and the Company's Related Party Transaction Policy are furnished hereunder:-

Name of the Related Party	Siyaram Silk Mills Limited ("SSML")
Name of the Director or key managerial personnel who is related, if any	Shri Harish N. Motiwalla, as Independent Director of the Company, SSML as well as BSL. Shri Anurag Poddar, Shri Ankit Poddar and Shri Shrutisheel Jhanwar, Directors/Key Managerial Personnel may be deemed to be interested or concerned in the transaction.
The nature, material terms, monetary value and particulars of the contract or arrangement	The proposed transaction is a material transaction and is carried on based on the business requirement of the company. The monetary value is given in the table above
Any other information relevant or important for the members to take a decision on the proposed resolution	Balkrishna Synthetics Limited ('BSL') is in the business of buying, selling, exchanging, processing, importing, exporting or dealing, inter alia, in textile products. In order to have focus on the core business i.e. paper business and to improve the working capital of the Company, it is proposed to dispose of the investment of the Company in BSL, a wholly owned subsidiary ('WOS') by way of sale of 100% of the shareholding of the Company in the said WOS.

The above transaction was approved by the Audit Committee at its meeting held on 5<sup>th</sup> November, 2015 and recommended by the Board of Directors to the unrelated shareholders of the Company for their approval.

As per Clause 49(VII)(E) of the Listing Agreement, all entities / persons that are directly / indirectly related parties of the Company shall abstain from voting on resolution(s) wherein approval of material Related Party Transactions is sought from the shareholders. Accordingly, all related parties of the Company, including, among others, Shri Anurag Poddar, Shri Ankit Poddar and Shri Shrutisheel Jhanwar, Directors/Key Managerial Personnel of the Company, will not vote on this resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives, otherwise than as mentioned above, in any way, deemed to be concerned or interested financially or otherwise in the ordinary resolution as set out in the notice.

The Board recommends the resolution as set out in Sr. no. 2 of the Notice for approval of the Shareholders.

**BY ORDER OF BOARD OF  
NIRVIKARA PAPERS MILLS LIMITED**

Sd/-

**(OMPRAKASH SINGH)  
COMPANY SECRETARY**

**Registered Office -**

A/7, Trade World, Kamala City,  
Senapati Bapat Marg, Lower Parel (W)  
Mumbai-400013, Maharashtra, INDIA

Place : Mumbai

Date : November 05, 2015



# Nirvikara Paper Mills Ltd.

CIN - U21098MH2013PLC244963

Registered Office : A/7, Trade World, Kamala City, Senapati Bapat Marg,  
Lower Parel (W) Mumbai, Maharashtra-400013, INDIA  
Tel : +91 22 6120 7900 Fax : +91 22 61207999  
Website : <http://www.npml.in>; Email Id : [opsingh@bpml.in](mailto:opsingh@bpml.in)

## POSTAL BALLOT FORM

- 1) Name of the first named shareholder (in block letters) :
- 2) Name(s) of the Joint Holder(s), if any :
- 3) Postal Address :
- 4) Registered Folio No. / DP ID No. / Client ID No.\*  
(\*applicable to investors holding Shares in dematerialized form) :
- 5) No. of shares :

I/We hereby exercise my / our vote in respect of Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated 5<sup>th</sup> November, 2015 by sending my/our assent (FOR) or dissent (AGAINST) to the said Resolution by placing tick mark (✓) at the appropriate box below:

Description	No. of shares	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
Special Resolution for disposal of Shares of Balkrishna Synthetics Limited			
Ordinary Resolution for approving Related Party Transaction			

Place:  
Date:

(Signature of the Shareholder)

## ELECTRONIC VOTING PARTICULARS

EVEN (E-voting event number)	USER ID	PASSWORD/PIN

### Notes:

- (i) Please select EVEN as 103575 while casting your vote through electronic mode.
- (ii) Last date for receipt of Postal Ballot by the Scrutinizer is 10<sup>th</sup> December, 2015 upto 5.00 P.M.
- (iii) Please read carefully instructions printed overleaf before exercising the vote.



# Nirvikara Paper Mills Ltd.

CIN - U21098MH2013PLC244963

Registered Office : A/7, Trade World, Kamala City, Senapati Bapat Marg,  
Lower Parel (W) Mumbai, Maharashtra-400013, INDIA  
Tel : +91 22 6120 7900 Fax : +91 22 61207999  
Website : <http://www.npml.in>; Email Id : [opsingh@bpml.in](mailto:opsingh@bpml.in)

## POSTAL BALLOT FORM

- 1) Name of the first named shareholder (in block letters) :
- 2) Name(s) of the Joint Holder(s), if any :
- 3) Postal Address :
- 4) Registered Folio No. / DP ID No. / Client ID No.\*  
(\*applicable to investors holding Shares in dematerialized form) :
- 5) No. of shares :

I/We hereby exercise my / our vote in respect of Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated 5<sup>th</sup> November, 2015 by sending my/our assent (FOR) or dissent (AGAINST) to the said Resolution by placing tick mark (✓) at the appropriate box below:

Description	No. of shares	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
Special Resolution for disposal of Shares of Balkrishna Synthetics Limited			
Ordinary Resolution for approving Related Party Transaction			

Place:  
Date:

(Signature of the Shareholder)

## ELECTRONIC VOTING PARTICULARS

EVEN (E-voting event number)	USER ID	PASSWORD/PIN

### Notes:

- (i) Please select EVEN as 103575 while casting your vote through electronic mode.
- (ii) Last date for receipt of Postal Ballot by the Scrutinizer is 10<sup>th</sup> December, 2015 upto 5.00 P.M.
- (iii) Please read carefully instructions printed overleaf before exercising the vote.

Instructions:

1. A member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to Mr. Prasen Naithani, the Scrutinizer in then closed self-addressed prepaid postage Business Reply Envelope. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot by courier or registered post or delivers it in person at his expense, such Postal Ballots will also be accepted.
2. The self-addressed business reply envelope bears the name and postal address of the Scrutinizer appointed by the Board.
3. The Postal Ballot Form should be completed and signed by the Member. Any unsigned Postal Ballot Form will be rejected.
4. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company / Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member. A member may sign the Postal Ballot Form through an Attorney; in such case certified true copy of the Power of Attorney should be attached to the Postal Ballot Form.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours i.e. 5.00 p.m. on 10<sup>th</sup> December, 2015. All Postal Ballot Forms received after this date will be invalid and strictly treated as if the reply from such Member has not been received.
6. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint Member(s).
7. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column. Postal ballot form bearing (✓) mark in both the column will render the form invalid.
8. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority Letter.
9. A member may request the Company / Company's Registrars - Sharepro Services (India) Pvt. Ltd, 13AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Tel. Exchange Lane, Off. Andheri-Kurla Road, Sakinaka, Andheri (E), Mumbai - 400 072 or e-mail to ID opsingh@bpml.in / kumaresan@shareproservices.com for a duplicate Postal Ballot Form, if required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, close of working hours i.e. 5.00 p.m. on 10<sup>th</sup> December, 2015.
10. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on cut-off date i.e. 5<sup>th</sup> November, 2015.
11. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. The results of the voting by Postal Ballot including e-voting will be announced on 14<sup>th</sup> December, 2015 at 4.00 p.m. at the Registered Office of the Company at A/7, Trade World, Kamala City, Senapati Bapat Marg, Lower Parel (W) Mumbai, Maharashtra-400013, INDIA. The said results will also be intimated to the stock exchanges, published in newspapers and uploaded on the Company's website viz. www.npml.in and of NSDL viz. <https://www.evoting.nsdl.com>.
13. A Shareholder need not use all the votes nor does he need to cast all the votes in the same way.
14. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
15. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected

Instructions:

1. A member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to Mr. Prasen Naithani, the Scrutinizer in then closed self-addressed prepaid postage Business Reply Envelope. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot by courier or registered post or delivers it in person at his expense, such Postal Ballots will also be accepted.
2. The self-addressed business reply envelope bears the name and postal address of the Scrutinizer appointed by the Board.
3. The Postal Ballot Form should be completed and signed by the Member. Any unsigned Postal Ballot Form will be rejected.
4. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company / Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member. A member may sign the Postal Ballot Form through an Attorney; in such case certified true copy of the Power of Attorney should be attached to the Postal Ballot Form.
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