

Ref: OPS:BPML: SEC & LEGAL:PBN:2026-27

Date: May 29, 2026

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. Scheme of Reduction of Share Capital of the Company;
2. Material Related Party Transaction(s) with Futuristic Concepts Media LLP (Vishal Furnishings Limited and Beetee Fabrics Private Limited merged into Futuristic Concepts Media Limited vide NCLT Order dated 12/09/2025 and Futuristic Concepts Media Limited was subsequently converted into Futuristic Concepts Media LLP w.e.f. 22/01/2026), Sanchna Trading and Finance Limited, S P Finance and Trading Limited, Poddar Bio Diesel Private Limited, Wavelink Fabrics LLP (Wavelink Fabrics Private Limited converted into Wavelink Fabrics LLP w.e.f. 29/03/2025).
3. Material Related Party Transactions(s) with S P Finance and Trading Limited during F.Y. 2026-27 and F.Y. 2027-28;
4. Material Related Party Transactions(s) with Sanchna Trading and Finance Limited during F.Y. 2026-27 and F.Y. 2027-28.

This is to inform you that the Board of Directors of the Company in their Meeting held on 10th April, 2026 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 22nd May, 2026 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 the Postal Ballot Notice dated 10th April, 2026 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 and the website of National Securities Depository Limited at 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, 22nd May, 2026, being the Cut-off date as mentioned above.

The remote e-Voting period shall commence at 9:00 a.m. (IST) on Wednesday, 3rd June, 2026, and conclude at 5:00 p.m. (IST) on Thursday, 2nd July, 2026. The Result of the remote e-voting shall be declared on or before Saturday, 4th July, 2026.

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

Balkrishna Paper Mills Limited

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

Tel: +91- 22-3040 0651; Email id: opsingh@bpml.in; Website: www.bpml.in

Corporate Identification Number (CIN) L21098MH2013PLC244963

NOTICE OF POSTAL BALLOT/E-VOTING

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

Voting Starts On	Wednesday, 3 rd June, 2026, at 9:00 A.M. (IST)
Voting Ends On	Thursday, 2 nd July, 2026, at 5:00 P.M. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) (including any statutory modification or re-enactment thereof for the time being in force), 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**”), Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**SEBI Listing Regulations**”), each as amended, in accordance with the requirements prescribed by the Ministry of Corporate Affairs (“**MCA**”) for holding general meetings through postal ballot process by electronic voting (remote e-voting) vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 3/2025 dated September 22, 2025 (“**MCA Circulars**”) and pursuant to Securities and Exchange Board of India (“**SEBI**”) Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (“**SEBI Master Circular**”) and other applicable laws and regulations, as amended from time to time (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**”) by electronic means.

An Explanatory Statement, as required under Section 102 and other applicable provisions, if any, of the Act, pertaining to the said resolutions 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 resolutions is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms.

The Company is in compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Para 1(A)(10) of SEBI Master Circular and

is pleased to provide the members with the facility to exercise their right to vote on the matter included in the postal ballot by electronic means i.e. through e-voting services provided by National Securities Depository Limited (“**NSDL**”). Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, 22nd May, 2026 (“**Cut-off date**”) The e-voting will commence on Wednesday, 3rd June, 2026 (09:00 A.M.) and end on Thursday, 2nd July, 2026 (05:00 P.M.). In compliance with 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. Please read carefully and follow the instructions as printed in this Notice for e-voting.

The Board of Directors on 23rd December, 2025 and 10th April, 2026, has appointed Mr. 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 Stock Exchanges at www.bseindia.com, www.nseindia.com 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 also be displayed at the registered office of the Company. The resolutions, if passed with the special/requisite majority through postal ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e. 2nd July, 2026. If a resolution is assented to by the special/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. SCHEME OF REDUCTION OF SHARE CAPITAL OF THE COMPANY:

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

“RESOLVED THAT pursuant to Section 52, 66 and other applicable provisions, if any, of the Companies Act, 2013 (**“Act”**) and National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 and other applicable rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) (**“Rules”**), in accordance with the enabling provisions of Memorandum and Articles of Association of the Company and the requirement of the Securities and Exchange Board of India (**“SEBI”**) Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (**“SEBI Master Circular”**) read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), including any amendment or reconstitution thereof, and other applicable laws, rules, regulations, bye-laws as the case may be and subject to the confirmation of the Hon’ble National Company Law Tribunal (**“NCLT”**), Mumbai bench, and any other statutory and regulatory authorities, as the case may be and based on the report from the Audit Committee and report from the Committee of Independent Directors, the consent of the Members of the Company be and is hereby accorded to the Scheme of Reduction of Share Capital between the Company and its Shareholders (**“Scheme”**) which shall be effected from the last date of the dates on which all the conditions and matters referred to in Clause 15 of the Scheme occur or have been fulfilled, obtained or waived, as applicable, in accordance with the Scheme (**“Appointed Date”**) in the following manner:

a) Accumulated losses to the extent of Rs. 52,28,37,029/- (Rupees Fifty-Two Crores Twenty-Eight Lakhs Thirty-Seven Thousand Twenty-Nine Only) outstanding as on 30th September, 2025, will be first adjusted against the Securities Premium Reserve amounting to Rs. 23,28,61,241/- (Rupees Twenty-Three Crore Twenty-Eight Lakh Sixty-One Thousand Two Hundred Forty-One Only) and the remaining balance of the accumulated losses will be adjusted by reducing the issued, subscribed and paid-up equity share capital of the Company from Rs. 32,21,95,320/- (Rupees Thirty-Two Crore Twenty-One Lakh Ninety-Five Thousand Three Hundred Twenty Only) divided into 3,22,19,532 (Three Crore Twenty-Two Lakh Nineteen Thousand Five Hundred and Thirty-Two Only) Equity Shares with face value of Rs. 10/- (Rupees Ten Only) each to Rs. 3,22,19,532/- (Rupees Three Crores Twenty-Two Lakhs Nineteen Thousand Five Hundred and Thirty-Two Only) divided into 3,22,19,532 (Three Crore Twenty-Two Lakh Nineteen Thousand Five Hundred and Thirty-Two Only) Equity Shares with face value of Re. 1/- (Rupee One Only) each without payment of any consideration to the Equity Shareholders of the Company.

- b) the entire issued, subscribed and paid-up preference share capital of the Company of Rs. 1,10,00,00,000/- (Rupees One Hundred Ten Crores Only) divided into 1,10,00,000 6.5% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each fully paid up, with consideration payable to preference shareholders be discharged as and when adequate funds become available with the Company and until such time, the amount payable shall be treated as unsecured non-interest bearing loan payable in the books of accounts of the Company.
- c) the shareholding pattern and number of Equity Shares of the Company (after reduction) remains unchanged and shall continue to be listed and traded on the same stock exchange i.e. BSE and NSE.
- d) Amendment in “Clause V(a) - Authorised Share Capital” in Memorandum of Association of the Company as provided in the Scheme.

RESOLVED FURTHER THAT upon the capital reduction being confirmed by the Hon’ble NCLT and becoming effective and operative, without any further act or deed by the equity shareholders as stated above, the existing issued, subscribed and paid-up equity share capital of the Company as on the Appointed Date shall stand reduced from Rs. 32,21,95,320/- (Rupees Thirty-Two Crore Twenty-One Lakh Ninety-Five Thousand Three Hundred Twenty Only) divided into 3,22,19,532 (Three Crore Twenty-Two Lakh Nineteen Thousand Five Hundred Thirty-Two) Equity Shares with face value of Rs. 10/- each (Rupees Ten Only) to Rs. 3,22,19,532/- (Rupees Three Crore Twenty-Two Lakh Nineteen Thousand Five Hundred Thirty-Two Only) divided into 3,22,19,532 (Three Crore Twenty-Two Lakh Nineteen Thousand Five Hundred Thirty-Two) Equity Shares with face value of Re.1/- each (Rupee One Only) by cancelling 90% of total issued, subscribed and paid-up value of equity shares of the Company.

RESOLVED FURTHER THAT upon the capital reduction being confirmed by the Hon’ble NCLT and becoming effective and operative, without any further act or deed by the preference shareholders as stated above, 1,10,00,000-6.5% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each of the Company held by the preference shareholders shall stand cancelled and extinguished.

RESOLVED FURTHER THAT subject to the confirmation of the Scheme by the Hon’ble NCLT and all other approvals from any other appropriate authorities, the Company shall not be required to add the words “And Reduced” to its name subsequent to such reduction of capital of the Company.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to make such alterations and/or changes in the

Scheme as may be expedient or necessary for satisfying the requirement or conditions imposed by the Hon'ble NCLT, Shareholders or any regulatory authority, provided prior approval of the Board of Directors shall be obtained for making any material changes.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally and/ or jointly authorized to take all/any necessary steps to give effect to the said resolution pertaining to reduction of share capital of the Company, including but not limited to:

- a) Finalizing, amending and settling the draft scheme, application / petition, and assent to such alterations, conditions and modifications, if any, or effect any other modification or amendment as the Board of Directors of the Company may consider necessary or desirable to give effect to the proposed reduction of share capital;
- b) Filing any affidavit, petition, pleading, application, form or reports before the Hon'ble NCLT or any other statutory or regulatory authority including the concerned Stock Exchanges, SEBI, Ministry of Corporate Affairs (Registrar of Companies, Mumbai), the Regional Director, Western Region or such other authority as may be required in connection with the proposed reduction of capital or its sanction thereof and to do all such acts, deeds and things as they may deem necessary in connection therewith and incidental thereto;
- c) Making such alterations and changes in the scheme, application to be made to the Hon'ble NCLT, as may be expedient or necessary or satisfying the conditions/ requirement imposed by the Hon'ble NCLT, SEBI, Stock Exchanges and/or any other statutory /regulatory authorities, as may be required, provided that prior approval of the Board shall be obtained for making any material changes in the said application;
- d) Signing all applications, petitions, affidavits, undertakings, documents, letters relating to the proposed reduction of capital and represent the Company before the Hon'ble NCLT and any other authorities in relation to any matter relating to the proposed reduction of capital or delegate such authority to any other person through a valid power of attorney;
- e) To verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, undertake, record all deeds, declarations, instruments, vakalatnamas, applications, petitions, affidavits, objections, notices and writings whatsoever as may be usual, necessary, proper or expedient and all manner of documents, petitions, affidavits and applications under the applicable laws including Companies Act, 2013, and the Rules made thereunder and other applicable laws/regulations in relation to the aforesaid matter and to represent the Company in all correspondences, matters and proceedings and any nature whatsoever in relation to the above;
- f) To engage any counsel, consultant, advocates, attorneys, pleaders, solicitors, valuers, auditors, accountants, registrars or any other one or more agencies, as may be required in relation to or in connection with the proposed reduction of share capital, on such terms and conditions as they may deem fit, finalize fees, terms and conditions of their appointment letter(s), furnish such information as may be required by them and also to sign, execute and deliver all documents, letters, advertisements, announcements, disclosures, affidavits, undertakings and other related documents in favour of the concerned authorities, advocates or any one or more persons or firms as they may deem fit and to do all such acts, deeds and things as they may deem fit and as may be necessary in this regard;
- g) incur such expenses as may be necessary or incidental to the above matters, as may be decided by them;
- h) Make any modifications as they may consider necessary in relation to the procedure and modalities of effecting the transactions contemplated in this resolution;
- i) Consider, approve, sign and execute all other documents, advertisements, announcements, disclosures, etc. which may be sent/ required to be sent to concerned authorities on behalf of the Company;
- j) To file requisite forms with the Registrar of Companies, Maharashtra, Mumbai in connection with the proposed reduction of share capital during and after the process of sanction thereof;
- k) Sign, execute and deliver such documents as may be necessary and do all such other acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect for the purpose of the above resolutions or to otherwise give effect to the transactions contemplated as aforesaid;
- l) To accept services of notices or other processes which may from time to time be issued in connection with the matter aforesaid;
- m) To do all such acts and things and deal with all such matters and take all steps as may be necessary including any modification, if required, and do all such other acts, matters, deeds and things necessary, proper or desirable in connection with or incidental to giving effect to the Scheme and matters related thereto;
- n) To give such directions as they may think fit and proper, including directions for settling any questions or difficulties that may arise and to do all acts, deeds and tasks, as may be deemed necessary, expedient or proper to give effect to the proposed reduction of capital and for matters connected therewith or incidental thereto;

- o) To delegate any or all of the powers conferred upon by this resolution to any other officer(s) of the Company.

RESOLVED FURTHER THAT the Scheme providing Reduction of Share Capital of the Company as submitted to the Stock Exchanges be and is hereby approved.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to file the necessary forms with the Registrar of Companies and/or any other regulatory authorities and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company, is authorized to provide a certified true copy of the above resolutions or any extract(s) thereof to all such authority(ies) / agency(ies) / party(ies) as may be required from time to time”.

2. MATERIAL RELATED PARTY TRANSACTION(S)

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**), read with Section 188 of the Companies Act, 2013 (**‘Act’**), the rules made thereunder (including any other applicable provision(s) or statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), the Company’s Policy on Related Party Transactions and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Company for entering into and/or giving effect to the Material Related Party transaction(s) involving Futuristic Concepts Media LLP (Vishal Furnishings Limited and Beetee Fabrics Private Limited merged into Futuristic Concepts Media Limited vide NCLT order dated 12/09/2025 and Futuristic Concepts Media Limited was subsequently converted into Futuristic Concepts Media LLP w.e.f. 22/01/2026), Sanchna Trading & Finance Limited, S P Finance & Trading Limited, Poddar Bio Diesel Private Limited and Wavelink Fabrics LLP (Wavelink Fabrics Private Limited converted into Wavelink Fabrics LLP w.e.f. 29/03/2025) (collectively referred to as **“Preference Shareholders”**), being related parties of the Company, pursuant to the Scheme of Reduction of Share Capital between the Company and its shareholders, whereby the entire issued, subscribed and paid-up preference share capital of the Company shall be reduced, cancelled and extinguished, and the consideration payable to the Preference Shareholders shall be discharged as and when adequate funds become available with the Company and until such time, the amount so payable shall stand reclassified and reflected as an unsecured non-interest bearing loan in the books of accounts of the Company on the terms as set out in the explanatory statement annexed to this Notice and in accordance with the Scheme.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to delegate all or any of the powers conferred on it, to any committee of Board of Directors and/or Chairman and Managing Director or Whole-time Director or Company Secretary of the Company and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects”.

3. MATERIAL RELATED PARTY TRANSACTIONS(S) WITH S P FINANCE AND TRADING LIMITED DURING F.Y. 2026-27 AND F.Y. 2027-28:

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), read with Section 188 of the Companies Act, 2013 (‘the Act’), the rules made thereunder (including any other applicable provision(s) or statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), the Company’s Policy on Related Party Transactions and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Company for entering into Material Related Party transaction(s) with S P Finance and Trading Limited, a related party of the Company, for availing Inter Corporate Deposit (ICD) up to Rs. 25 Crore for F.Y. 2026-27 and up to Rs. 25 Crore for F.Y. 2027-28, both in one or more tranches, at interest rate up to 12 % p.a. and on the terms as set out in the explanatory statement annexed to this notice, provided that the said transaction shall be carried out on an arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to delegate all or any of the powers conferred on it, to any committee of Board of Directors and/or Chairman and Managing Director or Whole-time Director or Company Secretary of the Company and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects”.

4. MATERIAL RELATED PARTY TRANSACTIONS(S) WITH SANCHNA TRADING AND FINANCE LIMITED DURING F.Y. 2026-27 AND F.Y. 2027-28:

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), read with Section 188 of the Companies Act, 2013 (‘the Act’), the rules made thereunder (including any other applicable provision(s) or statutory amendment(s) or re- enactment(s) thereof, for the time being in force, if any), the Company’s Policy on Related Party Transactions and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Company for entering into Material Related Party transaction(s) with Sanchna Trading and Finance Limited, a related party of the Company, for availing Inter Corporate Deposit (ICD) up to Rs. 25 Crore for F.Y. 2026-27 and up to Rs. 25 Crore for F.Y. 2027-28, both in one or more tranches, at interest rate up to 12 % p.a. and on the terms as set out in the explanatory statement annexed to this notice, provided that the said transaction shall be carried out on an arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to delegate all or any of the powers conferred on it, to any committee of Board of Directors and/or Chairman and Managing Director or Whole-time Director or Company Secretary of the Company and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects”.

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

(Omprakash Singh)
Company Secretary and Compliance Officer
Membership No. FCS-4304

Place: Mumbai

Date: April 10, 2026

Registered Office:

A/7, Trade World, Kamala City, Senapati Bapat Marg,

Lower Parel (W), Mumbai - 400013

Phone No: 022-3040 0651

Email ID: opsingh@bpml.in

Website: www.bpml.in

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 Rule 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 Friday, 22nd May, 2026 (“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 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 and the same will be sent 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 www.bpml.in and also on the websites of the BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”) and NSDL i.e. www.bseindia.com, www.nseindia.com and www.evoting.nsdl.com respectively.
5. In compliance with Regulation 44 of the SEBI Listing Regulations 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 envelopes 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 also be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice

7. 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 Friday, 22nd May, 2026. 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.
8. 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.
9. **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 Sharegistry (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 support@purvashare.com or to the Company at opsingh@bpml.in.
10. **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 detail. For temporary registration, the procedure in above point can be followed.
11. 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.
12. 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.
13. 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 National 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.

14. 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 MCA Rules and Circulars and Regulation 44 of the SEBI Listing Regulations, 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	Friday, 22 nd May, 2026
Commencement of remote e-voting period	Wednesday, 3 rd June, 2026 at 09:00 A.M.
End of remote e-voting period	Thursday, 2 nd July, 2026 at 05:00 P.M.

The remote e-voting module shall be disabled by NSDL after 05.00 P.M. (IST) on Thursday, 2nd July, 2026 for voting thereafter.

15. **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"> For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 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. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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.

Type of shareholders	Login Method
	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, users will be able to see the e-Voting option where the evoting is in progress and able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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***

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.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on 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 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.
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.

16. 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 with a copy marked to 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 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 or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, at evoting@nsdl.com.
4. In case of any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL, 301, Naman Chambers, 3rd Floor, G Block, Plot No- C-32, BKC, Bandra East, Mumbai- 400051. E-mail: evoting@nsdl.com/pallavid@nsdl.com.

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 having 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 139488.

17. 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.

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. 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 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.

18. General Information for the Members:

- (i) In accordance with Rule 22 (5) of the Rules, the Board of Directors has appointed Mr. 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 4th July, 2026. 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 4th July, 2026. The Results declared, along with the Scrutinizer's Report, will be posted after the declaration of the same by the Chairman or a person authorized by the Board on the Company's website
- at www.bpml.in, on the website of the National Stock Exchange of India Limited at www.nseindia.com, BSE Limited at www.bseindia.com and also on the website of NSDL at 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 requisite majority, shall be deemed to have been passed on the last date for remote e-voting i.e. Thursday, 2nd July, 2026.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND THE SECRETARIAL STANDARD-2:

ITEM NO. 1:

SCHEME OF REDUCTION OF SHARE CAPITAL OF THE COMPANY:

1. The Company has incurred accumulated losses of Rs. 2,78,39,19,643/- (Rupees Two Hundred Seventy-Eight Crore Thirty-Nine Lakhs Nineteen Thousand Six Hundred Forty-Three Only) as per the limited review financial statements as on 30th September, 2025. The Company's existing equity share capital no longer reflects the economics realities given its current financial conditions. In addition, the Company has outstanding redeemable preference shares amounting to Rs. 1,10,00,00,000/- (Rupees One Hundred and Ten Crores Only) carrying a dividend rate of 6.5% and given the Company's current financial condition, reduced business operations and significant accumulated losses, the Company will not have adequate profits, reserves or liquidity to redeem its preference shares in the foreseeable future.
2. In light of the foregoing, and with a view to rationalize and reorganize the capital structure of the Company, based on the report from the Audit Committee and report from the Committee of Independent Directors, the Board of Directors of the Company in their meeting held on 23rd December, 2025, recommended and approved, the Scheme of Reduction of Share Capital between the Company and its shareholders in accordance with Section 66 read with Section 52 and other applicable provisions of the Companies Act, 2013, ("**Scheme**") as set out below:-
 - a. The Scheme proposes to write off the Company's accumulated losses to the maximum extent possible by first utilising the balance available in the Securities Premium Account amounting to Rs. 23,28,61,241/- (Rupees Twenty Three Crore Twenty-Eight Lakhs Sixty-One Thousand Two Hundred Forty-One Only) and thereafter shall be adjusted by reducing the face value of 3,22,19,532 (Three Crore Twenty-Two Lakh Nineteen Thousand Five Hundred Thirty-Two Only) equity shares from Rs. 10/- (Rupees Ten only) to Re. 1/- (Rupee One only) amounting to Rs. 28,99,75,788/- (Rupees Twenty-Eight Crores Ninety-Nine Lakhs Seventy-Five Thousand Seven Hundred Eighty-Eight Only), without any payment or consideration to the equity shareholders.

- b. Reduction, cancellation and extinguishment of 1,10,00,000 (One Crore Ten Lakh) 6.5% Non-Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred Only) each issued by the Company. The consideration payable to such preference shareholders shall be discharged as and when adequate funds become available with the Company and until such time, the amount so payable shall stand reclassified and reflected as an unsecured non-interest bearing loan payable in the books of accounts of the Company.
3. Pursuant to reduction of equity share capital, the face value of the Equity Shares of the Company shall be reduced to Re. 1/- per Equity Share (Rupee One Only) and the Preference Shares shall stand extinguished, cancelled and ceased to exist. Consequently, the authorized share capital of the Company shall stand reorganized:

From

- i. Rs. 1,68,00,00,000/- (Rupees One Hundred Sixty-Eight Crore Only) divided into 5,80,00,000 equity shares of Rs. 10/- each and 1,10,00,000 6.5% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each;

To

- ii. Rs. 1,68,00,00,000/- (Rupees One Hundred Sixty-Eight Crore Only) divided into 1,68,00,00,000 equity shares of Re. 1/- each.

4. Pursuant to the reduction of equity share capital, the issued, subscribed and paid-up share capital of the Company shall stand reduced from Rs. 32,21,95,320/- (Rupees Thirty-Two Crores Twenty-One Lakhs Ninety-Five Thousand Three Hundred and Twenty Only) divided into 3,22,19,532 (Three Crores Twenty-Two Lakhs Nineteen Thousand Five Hundred and Thirty-Two) Equity Shares with face value of Rs. 10/- (Rupees Ten Only) each to Rs. 3,22,19,532/- (Rupees Three Crores Twenty-Two Lakhs Nineteen Thousand Five Hundred and Thirty-Two Only) divided into 3,22,19,532 (Three Crores Twenty-Two Lakhs Nineteen Thousand Five Hundred and Thirty-Two) Equity Shares with face value of Re. 1/- (Rupee One Only). The aforesaid reduction shall be affected by cancelling 90% of the paid-up value of equity shares of the Company.
5. Pursuant to the Scheme, as on the Effective Date, there will be no change or reduction in the number of Equity Shares issued by the Company, and hence, the proportion of the Equity Shares held by the existing members of the Company will remain intact and no prejudice will be caused to the equity shareholders of the Company by the aforesaid reduction in equity share capital.
6. The proposed reduction of equity share capital and preference share capital would not have any adverse effect on the creditors or employees of the Company or the Company's ability to fulfil its commitment or meet its obligations in the ordinary course of business. Pursuant to

proposed Scheme, the face value and paid-up value of all the equity shares will be reduced thus having no impact on the shareholding percentage of the equity shareholders before and after capital reduction.

7. The aforesaid reduction of share capital of the Company was approved by the Board of Directors on 23rd December 2025 and shall be subject to approval of the shareholders of the Company, Hon'ble National Company Law Tribunal (NCLT), and other relevant authorities.

8. Rationale of the Scheme, Cost Benefit Analysis and Improvement in Financial Situation of the Company after the Reduction in Share Capital of the Company

I. Rationale of the Scheme:

- a. The Company has, over the years, incurred losses in its paper business, resulting in an erosion of its net worth. As per the limited review financial statements as on 30th September, 2025, the accumulated losses stand at Rs. 2,78,39,19,643/- (Rupees Two Hundred Seventy-Eight Crore Thirty-Nine Lakhs Nineteen Thousand Six Hundred Forty-Three Only). Consequently, the existing share capital no longer reflects the true financial position and performance of the Company. At present, the Company does not have any major business operations. The management is, however, evaluating and considering new business opportunities, including the commencement of real estate-related activities.
- b. The Company's existing equity share capital no longer reflects the economic realities given its current financial conditions. In addition, the Company has outstanding redeemable preference shares amounting to Rs. 1,10,00,00,000/- (Rupees One Hundred and Ten Crores only) carrying a dividend rate of 6.5% and given the Company's current financial condition, reduced business operations and significant accumulated losses, the Company will not have adequate profits, reserves or liquidity to redeem its preference shares in the foreseeable future.
- c. In light of the foregoing and with a view to rationalising and reorganising the capital structure of the Company, the Board of Directors has proposed to undertake a reduction of share capital in accordance with Section 66 read with Section 52 and other applicable provisions of the Companies Act, 2013, subject to requisite approvals, as set out below:
- i. The Company proposes to write off its accumulated losses to the maximum extent possible by first utilising the balance available in the Securities Premium Account amounting to Rs. 23,28,61,241/- (Rupees Twenty Three Crore Twenty-Eight Lakhs Sixty-One Thousand Two Hundred Forty-One Only) and thereafter shall be adjusted by reducing the face value of each Equity Share of the Company

from Rs. 10/- (Rupees Ten only) to Re. 1/- (Rupee One only) amounting to Rs. 28,99,75,788/- (Rupees Twenty-Eight Crores Ninety-Nine Lakhs Seventy-Five Thousand Seven Hundred Eighty-Eight Only), without any payment or consideration to the equity shareholders.

Adjustment of the Accumulated Losses:

Particulars	Amount in Rs.
A. Accumulated Losses as at the quarter ended 30 th September, 2025	2,78,39,19,643
B. Adjustment from the below balance	
(Less) Securities Premium Reserve	(23,28,61,241)
(Less) Paid-up Equity Share Capital (adjusted by reducing face value from Rs. 10/- to Re. 1/-)	(28,99,75,788)
Accumulated losses after adjustments given in "B" above as at 30th September, 2025	2,26,10,82,614

- ii. Reduction of 1,10,00,000 (One Crore Ten Lakh) 6.5% Non-Cumulative Redeemable Preference Shares of Rs.100/- each (Rupees One Hundred Only), issued by the Company. The consideration payable to such preference shareholders shall be discharged as and when adequate funds become available with the Company. Until such time, the amount so payable shall stand reclassified and reflected as an unsecured non-interest bearing loan payable in the books of accounts of the Company.
- d. The proposed reduction will enable the Company to adjust the accumulated losses against the paid-up share capital so that the capital employed reflects its actual and realistic value and the financial statements present a true and fair view of the Company's financial position.
- e. The proposed reduction of equity share capital and preference share capital would not have any adverse effect on the creditors or employees of the Company or the Company's ability to fulfil its commitment or meet its obligations in the ordinary course of business. Pursuant to proposed scheme, the face value and paid-up value of all the equity shares will be reduced thus having no impact on the shareholding percentage of the equity shareholders before and after the capital reduction.
- f. The proposed reduction is in the best interests of the Company, its shareholders, creditors, and all stakeholders as a whole.
- II. **Impact of the Scheme for Reduction of Share Capital on the Shareholders:**
 - a. The Capital Reduction and the consequent cancellation of the equity and preference share capital, the securities premium reserve and retained earnings of the Company as on the record date, shall be effected as per the provisions of Section 66 read with Section 52 of the Act and other applicable provisions of the Act, rules (including the Rules) and regulations made there under upon the Scheme becoming effective.
 - b. The Reduction will not cause any prejudice to the interest of the Creditors of the Company as the unsecured non-interest-bearing loan created pursuant to cancellation of Preference Shares will be subordinated to all other unsecured liabilities and claims of the Company. The Creditors of the Company are in no way affected by the proposed reduction of the Equity and Preference Share Capital, both, as there will not be any reduction in the amount payable to any of the Creditors arising out of this reduction. Further, the proposed reduction would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honour its commitments or pay the debts in ordinary course of business. The above proposal, does not in any manner, alter, vary, or affect the rights of the Creditors.
 - c. The Capital Reduction will not have any adverse impact on the employees and workers of the Company in any manner, and their service shall be continuous, and they will continue to enjoy the same benefits as they used to before the Capital Reduction.
 - d. The scheme does not affect any legal proceeding by or against the Company.
 - e. The Scheme in any manner whatsoever does not, alter, vary, or affect the payment of any types of dues or outstanding amounts including all or any of the statutory dues payable or outstanding.
 - f. The Scheme does not envisage, transfer or vesting of any of the properties and/or liabilities of the Company to any person or entity.
 - g. The Scheme does not envisage, transfer or vesting of any of the assets and/or liabilities of the Company to any person or entity. The scheme does not involve any conveyance or transfer of any property of the Company and consequently the order of the NCLT approving the scheme will not attract any stamp duty, under the Maharashtra Stamp Act, in this regard.

- h. During the pendency of this Scheme, the shareholders will be eligible for all the rights in the capacity of shareholders of the Company including but not limited to receiving the dividend and bonus shares, participate in right issue and buy-back, voting in the shareholders' meeting and participate in any other corporate action taken by the Company.
- i. The proposed Scheme is expected to be beneficial to the Company, its shareholders and all other stakeholders.
- j. Notwithstanding the reduction of capital of the Company in pursuance of this scheme, the Company shall not be required to add the words "And Reduced" as a suffix to its name.

III. Cost benefit analysis of the Scheme:

- a. The proposed Scheme will help the Company to reflect the true and fair shareholder value which would place the Company in a position to pay dividend or raise capital in future at lower cost. The balance in the books of accounts of the Company post effecting the reduction shall be as follows:

Particulars	Amount in Rs.
A. Accumulated Losses as at the quarter ended 30 th September, 2025	2,78,39,19,643
B. Adjustment from the below balance:	
(Less) Securities Premium Reserve	(23,28,61,241)
(Less) Paid-up Equity Share Capital (adjusted by reducing face value from Rs. 10/- to Re. 1/-)	(28,99,75,788)
Accumulated Losses after adjustments given in "B" above as at 30th September, 2025	2,26,10,82,614

- b. Further, the Scheme provides flexibility in relation to cash flow management as redeemable preference share capital creates a statutory obligation of redemption in accordance with provisions of Section 55 of the Companies Act, 2013. Failure to redeem may result in regulatory non-compliance or classification as a default. By converting the redemption obligation into an unsecured non-interest bearing loan, the Company eliminates the immediate cash outflow requirement. This allows the Company to preserve liquidity for operational needs and growth initiatives while still ensuring a fair mechanism for eventual repayment to preference shareholders as and when sufficient funds are available.

- c. The proposed Scheme would lead to incurring of some costs towards its implementation, however, the benefits of the Scheme over a longer period would far outweigh such costs for the stakeholders of the Company.

This scheme is financially and strategically beneficial for the Company's long-term sustainability and therefore, the cost shall not impact on the financials of the Company and its shareholders value.

IV. Reason of Accumulated Losses over the years:

The Company has accumulated net losses of Rs. 2,78,39,19,643/- as of 30th September, 2025. Over the years the Company has been incurring heavy losses in the business, on account of high cost of production, lower productivity, lower volume of business and high fixed cost etc. The Company has tried its best to revive the operations by undertaking various measures and infusing funds from time to time for revival of operations. However, the losses have continued to pile up.

9. Details of Assets, Liabilities and Net Worth of the Company, Pre and Post Reduction:

Assets and Liabilities:

There will be no change in the assets and liabilities of the Company, except up to the extent that :-

- (a) the paid-up share capital of the Company shall reduce from Rs. 1,42,21,95,320/- to Rs. 3,22,19,532/-;
- (b) Accumulated Losses shall reduce from Rs. 2,78,39,19,643/- to Rs. 2,26,10,82,614/-;
- (c) Securities Premium / Share Premium shall reduce from Rs. 23,28,61,241/- to Rs. Nil/-; and
- (d) Unsecured loans of Rs. 1,10,00,00,000/- will be created under head "Non-Current Liabilities – Borrowings"

Net worth (Pre and Post):

Sr. No.	Particulars	Pre-reduction	Post-reduction
1.	Paid up share capital	32,21,95,320	3,22,19,532
2.	Reserves and Surplus	(2,55,61,61,580)	(2,26,61,85,792)
3.	Net Worth (1+2)	(2,23,39,66,260)	(2,23,39,66,260)

Impact on revenue generation:

The Scheme of Reduction of Capital between the Company and its shareholders will have no impact on revenue generation capacity of the Company.

10. Accounting Treatment and a Certificate from Chartered Accountant:

The above-mentioned details in terms of Section 66 read with Section 52 of the Companies Act, 2013, read with applicable rules made there under with reference to the compliance with the applicable Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 and Accounting Treatment are mentioned in Clause 12 of Part V of the Scheme. The draft Scheme is enclosed to this notice as **Annexure I** and is also available for inspection of the shareholders at the Registered Office of the Company between 11:00 am and 5:00 pm on working days of the Company except Saturday and is also available on the website of the Company at www.bpml.in.

11. Letter from the Stock Exchanges:

The Company had applied with the BSE Limited and the National Stock Exchange of India Limited (collectively the "**Stock Exchanges**") for the purpose of the No-objection letter. However, the same is returned by the BSE vide Return letter (DCS/AMAL/TS/R37/021/2026-27) dated April 13, 2026 and by NSE vide Return Letter (NSE/LIST/52993) dated April 13, 2026, due to non-applicability of Regulation 37 to the present Scheme in light of Regulation 37(6)(b). The said letters have been enclosed herewith as **Annexure II** and uploaded on Stock Exchanges' portal and also on the website of the Company at www.bpml.in.

12. Pre and Post Reduction Share Capital Structure (Equity Share Capital and Preference Share Capital):

i. Pre Reduction Share Capital Structure:

Particulars	Amount in Rs.
Authorised:	
5,80,00,000 Equity Shares of Rs. 10/- each	58,00,00,000
1,10,00,000 6.5% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each	1,10,00,00,000
Total	1,68,00,00,000
Issued, Subscribed and Fully Paid-up:	
3,22,19,532 Equity Shares of Rs. 10/- each	32,21,95,320
1,10,00,000 6.5% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each	1,10,00,00,000
Total	1,42,21,95,320

ii. Post Reduction Share Capital Structure*

Particulars	Amount in Rs.
Authorised:	
1,68,00,00,000 Equity Shares of Re. 1/- each	1,68,00,00,000
Total	1,68,00,00,000
Issued, Subscribed and Fully Paid-up:	
3,22,19,532 Equity Shares of Re. 1/- each	3,22,19,532
Total	3,22,19,532

* Assuming sanction of the Scheme of Reduction of Share Capital of the Company by the Hon'ble National Company Law Tribunal.

13. Pre and Post Reduction Shareholding Pattern of the Company as on 31st December, 2025 are as follows:

Equity Shareholders:

Sr. No.	Description	Total number of Equity Shareholders	Pre- Reduction of Share Capital*		Post- Reduction of Share Capital**	
			No. of Shares of Rs.10/- each	%	No. of Shares of Re. 1/- each	%
A	Statement showing Shareholding Pattern of the Promoter and Promoter Group					
1	Indian					
	(a) Individuals/Hindu Undivided Family	14	1,81,98,233	56.48	1,81,98,233	56.48
	(b) Central Government/ State Government(s)	0	0	0.00	0	0.00
	(c) Financial Institutions/ Banks	0	0	0.00	0	0.00
	(d) Any Other (Body Corporate)	7	11,17,569	3.47	11,17,569	3.47
	Sub-Total (A)(1)	21	1,93,15,802	59.95	1,93,15,802	59.95
2	Foreign					
	(a) Individuals (Non-Resident individuals/ Foreign Individuals)	0	0	0.00	0	0.00
	(b) Government	0	0	0.00	0	0.00
	(c) Institutions	0	0	0.00	0	0.00
	(d) Foreign Portfolio Investor	0	0	0.00	0	0.00
	(e) Any Other (specify)	0	0	0.00	0	0.00
	Sub-Total (A)(2)	0	0	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	21	1,93,15,802	59.95	1,93,15,802	59.95
B	Statement showing shareholding pattern of the Public shareholder					
1	Institutions (Domestic)					
	(a) Mutual Funds	0	0	0.00	0	0.00
	(b) Venture Capital Funds	0	0	0.00	0	0.00
	(c) Alternate Investment Funds	0	0	0.00	0	0.00
	(d) Banks	1	27	0.00	27	0.00
	(e) Insurance Companies	0	0	0.00	0	0.00
	(f) Provident Funds/ Pension Funds	0	0	0.00	0	0.00
	(g) Asset reconstruction companies	0	0	0.00	0	0.00
	(h) Sovereign Wealth Funds	0	0	0.00	0	0.00
	(i) NBFCs registered with RBI	2	10,030	0.03	10,030	0.03
	(j) Other Financial Institutions	0	0	0.00	0	0.00
	(k) Any Other (specify)	0	0	0.00	0	0.00
	Sub-Total (B)(1)	3	10,057	0.03	10,057	0.03
2	Institutions (Foreign)					
	(a) Foreign Direct Investment	0	0	0.00	0	0.00
	(b) Foreign Venture Capital Investors	0	0	0.00	0	0.00
	(c) Sovereign Wealth Funds	0	0	0.00	0	0.00
	(d) Foreign Portfolio Investors Category I	0	0	0.00	0	0.00
	(e) Foreign Portfolio Investors Category II	0	0	0.00	0	0.00
	(f) Overseas Depositories (holding DRs) (balancing figure)	0	0	0.00	0	0.00
	(g) Any Other (specify)	0	0	0.00	0	0.00
	Sub-Total (B)(2)	0	0	0.00	0	0.00

Sr. No.	Description	Total number of Equity Shareholders	Pre- Reduction of Share Capital*		Post- Reduction of Share Capital**	
			No. of Shares of Rs.10/- each	%	No. of Shares of Re. 1/- each	%
3	Central Government / State Government(s)/ President of India					
	(a) Central Government / President of India	0	0	0.00	0	0.00
	(b) State Government / Governor	0	0	0.00	0	0.00
	(c) Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	0	0	0.00	0	0.00
	Sub-Total (B)(3)	0	0	0.00	0	0.00
4	Non-institutions					
	(a) Associate companies / Subsidiaries	0	0	0.00	0	0.00
	(b) Directors and their relatives (excluding independent directors and nominee directors)	0	0	0.00	0	0.00
	(c) Key Managerial Personnel	2	1215	0.00	1215	0.00
	(d) Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	0	0	0.00	0	0.00
	(e) Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	0	0	0.00	0	0.00
	(f) Investor Education and Protection Fund (IEPF)	0	0	0.00	0	0.00
	(g) Resident Individuals holding nominal share capital up to Rs. 2 lakhs	14,180	59,60,832	18.50	59,60,832	18.50
	(h) Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	64	37,32,869	11.59	37,32,869	11.59
	(i) Non Resident Indians (NRIs)	180	45,267	0.14	45,267	0.14
	(j) Foreign Nationals	0	0	0.00	0	0.00
	(k) Foreign Companies	0	0	0.00	0	0.00
	(l) Bodies Corporate	84	25,25,037	7.84	25,25,037	7.84
	(m) Any Other (specify):	308	6,28,453	1.95	6,28,453	1.95
	LLP	8	317	0.00	317	0.00
	Clearing Members	24	17,007	0.05	17,007	0.05
	HUF	275	6,11,119	1.90	6,11,119	1.90
	Unclaimed or Suspense or Escrow Account	1	10	0.00	10	0.00
	Sub-Total (B)(4)	14,818	1,28,93,673	40.02	1,28,93,673	40.02
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)+(B)(4)	14,821	1,29,03,730	40.05	1,29,03,730	40.05
C	Statement showing shareholding pattern of the Non Promoter- Non Public shareholder					
	Custodian/DR Holder	0	0	0.00	0	0.00
	Employees Benefit Trust (Under SEBI (Share Based Employee Benefit Regulation 2014)	0	0	0.00	0	0.00
	Total Non Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)	0	0	0.00	0	0.00
	Total (A+B+C)	14,842	3,22,19,532	100	3,22,19,532	100

* Shareholding as on December 31, 2025

** Assuming sanction of the Scheme of Reduction of Share Capital of the Company by the Hon'ble National Company Law Tribunal

Preference Shareholders as on 31st December, 2025:

Sr. No.	Description	Total number of Preference Shareholders	Pre- Reduction of Share Capital*		Post- Reduction of Share Capital**	
			No. of Preference Shares of Rs.100/- each	%	No. of Preference Shares of Rs.100/- each	%
A	Statement showing shareholding pattern of the Promoter and Promoter Group					
1	Indian					
	(a) Individuals/Hindu undivided Family	0	0	0.00	0	0.00
	(b) Central Government/ State Government(s)	0	0	0.00	0	0.00
	(c) Financial Institutions/ Banks	0	0	0.00	0	0.00
	(d) Any Other (Body Corporate)	3	78,00,000	70.91	0	0.00
	Sub-Total (A)(1)	3	78,00,000	70.91	0	0.00
2	Foreign					
	(a) Individuals(Non- Resident individuals/ Foreign Individuals)	0	0	0.00	0	0.00
	(b) Government	0	0	0.00	0	0.00
	(c) Institutions	0	0	0.00	0	0.00
	(d) Foreign Portfolio Investor	0	0	0.00	0	0.00
	(e) Any Other (specify)	0	0	0.00	0	0.00
	Sub-Total (A)(2)	0	0	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	3	78,00,000	70.91	0	0.00
B	Statement showing shareholding pattern of the Public shareholder					
1	Institutions (Domestic)					
	(a) Mutual Funds	0	0	0.00	0	0.00
	(b) Venture Capital Funds	0	0	0.00	0	0.00
	(c) Alternate Investment Funds	0	0	0.00	0	0.00
	(d) Banks	0	0	0.00	0	0.00
	(e) Insurance Companies	0	0	0.00	0	0.00
	(f) Provident Funds/ Pension Funds	0	0	0.00	0	0.00
	(g) Asset reconstruction companies	0	0	0.00	0	0.00
	(h) Sovereign Wealth Funds	0	0	0.00	0	0.00
	(i) NBFCs registered with RBI	0	0	0.00	0	0.00
	(j) Other Financial Institutions	0	0	0.00	0	0.00
	(k) Any Other (specify)	0	0	0.00	0	0.00
	Sub-Total (B)(1)	0	0	0.00	0	0.00
2	Institutions (Foreign)					
	(a) Foreign Direct Investment	0	0	0.00	0	0.00
	(b) Foreign Venture Capital Investors	0	0	0.00	0	0.00
	(c) Sovereign Wealth Funds	0	0	0.00	0	0.00
	(d) Foreign Portfolio Investors Category I	0	0	0.00	0	0.00
	(e) Foreign Portfolio Investors Category II	0	0	0.00	0	0.00
	(f) Overseas Depositories (holding DRs) (balancing figure)	0	0	0.00	0	0.00
	(g) Any Other (specify)	0	0	0.00	0	0.00
	Sub-Total (B)(2)	0	0	0.00	0	0.00
3	Central Government / State Government(s)/ President of India					
	(a) Central Government / President of India	0	0	0.00	0	0.00
	(b) State Government / Governor	0	0	0.00	0	0.00



Sr. No.	Description	Total number of Preference Shareholders	Pre- Reduction of Share Capital*		Post- Reduction of Share Capital**	
			No. of Preference Shares of Rs.100/- each	%	No. of Preference Shares of Rs.100/- each	%
	(c) Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	0	0	0.00	0	0.00
	Sub-Total (B)(3)	0	0	0.00	0	0.00
4	Non-institutions					
	(a) Associate companies / Subsidiaries	0	0	0.00	0	0.00
	(b) Directors and their relatives (excluding independent directors and nominee directors)	0	0	0.00	0	0.00
	(c) Key Managerial Personnel	0	0	0.00	0	0.00
	(d) Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	0	0	0.00	0	0.00
	(e) Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	0	0	0.00	0	0.00
	(f) Investor Education and Protection Fund (IEPF)	0	0	0.00	0	0.00
	(g) Resident Individuals holding nominal share capital up to Rs. 2 lakhs	0	0	0.00	0	0.00
	(h) Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	0	0	0.00	0	0.00
	(i) Non Resident Indians (NRIs)	0	0	0.00	0	0.00
	(j) Foreign Nationals	0	0	0.00	0	0.00
	(k) Foreign Companies	0	0	0.00	0	0.00
	(l) Bodies Corporate	2	32,00,000	29.09	0	0.00
	(m) Any Other (specify):	0	0	0.00	0	0.00
	LLP	0	0	0.00	0	0.00
	Clearing Members	0	0	0.00	0	0.00
	HUF	0	0	0.00	0	0.00
	Unclaimed or Suspense or Escrow Account	0	0	0.00	0	0.00
	Sub-Total (B)(4)	2	32,00,000	29.09	0	0.00
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)+(B)(4)	2	32,00,000	29.09	0	0.00
C	Statement showing shareholding pattern of the Non Promoter- Non Public shareholder					
	Custodian/DR Holder	0	0	0.00	0	0.00
	Employees Benefit Trust (Under SEBI (Share Based Employee Benefit Regulation 2014)	0	0	0.00	0	0.00
	Total Non Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)	0	0	0.00	0	0.00
	Total (A+B+C)	5	1,10,00,000	100	0	0.00

* Shareholding as on December 31, 2025

** Assuming sanction of the Scheme of Reduction of Share Capital of the Company by the Hon'ble National Company Law Tribunal

14. Valuation Report obtained from Registered Valuer:

Every listed company is required to obtain a Valuation Report furnished by an Independent Registered Valuer, in connection with the proposed Reduction of Share Capital of the Company.

In this regard, the Company has obtained a Valuation Report dated 23rd December, 2025, issued by SSPA & Co., Chartered Accountants, IBBI Registered Valuer (IBBI Registered Valuer No. IBBI/RV-E/06/2020/126).

The copy of the Valuation Report on the proposed capital reduction is enclosed herewith as **Annexure III** and shall also be available at the Registered Office of the Company for inspection and on the website of the Company at www.bpml.in.

15. Fairness Opinion Report obtained from SEBI Registered Merchant Banker:

Every listed company is required to obtain a Fairness Opinion Report from a SEBI Registered Merchant Banker on the Valuation Report furnished by the Independent Registered Valuer, in connection with the proposed reduction of share capital of the Company.

In this regard, the Company has obtained a Fairness Opinion Report dated 23rd December 2025, issued by **Rarever Financial Advisors Private Limited**, an Independent SEBI Registered Category-I Merchant Banker (SEBI Reg. No.: INM000013217).

The copy of the Fairness Opinion Report on the proposed capital reduction is enclosed herewith as **Annexure IV** and shall also be available at the Registered Office of the Company for inspection and on the website of the Company at www.bpml.in.

16. Report on Complaints:

Listed companies, in accordance with Para (I)(A)(6)(b) of SEBI Master Circular, are required to submit reports on complaints within 7 days of expiry of 21 days from the date of filing of draft scheme with Stock Exchanges and hosting the draft scheme along with other documents, in connection with proposed reduction of Share Capital of the Company on the website of Stock Exchanges.

The Company has filed Reports on Complaints to the NSE on 9th February, 2026 and BSE on 12th February, 2026.

The copy of Reports on Complaints on the proposed capital reduction is enclosed herewith as **Annexure V** and shall also be available at the Registered Office of the Company for inspection and on the website of the Company at www.bpml.in.

17. Compliance Report:

Listed companies, in accordance with Para (I)(A)(2)(h) of SEBI Master Circular, are required to submit detailed compliance report duly certified by the Company Secretary, Chief Financial Officer and the Managing Director, confirming compliance with various regulatory requirements specified for schemes of arrangement and all accounting standards.

The Company had filed Detailed Compliance Report along with draft Scheme to the BSE on 12th January, 2026, and NSE on 13th January, 2026.

The copy of Detailed Compliance Report on the proposed capital reduction is enclosed herewith as **Annexure VI** and shall also be available at the Registered Office of the Company for inspection and on the website of the Company at www.bpml.in.

18. Disclose all the details of ongoing Adjudication and Proceedings initiated against the Company, its Promoters and Directors:

There are no pending ongoing adjudications and proceedings initiated against the Company, its promoters and directors.

Further, there are no actions taken or pending against the Company, its promoters and directors for the period of previous 8 (eight) financial years.

19. Declaration:

None of the Directors and/ or members of the Promoter and Promoter Group of the Company and Company itself are defaulters or are debarred from the Exchanges or any other regulatory authorities.

The process of reduction shall be implemented post obtaining the required statutory approvals (if any) from the regulatory authorities and also from the Company's shareholders as required under Section 66 read with Section 52 of the Companies Act, 2013 and other applicable rules, if any.

20. Other Information

The Board perceives that the proposed Capital Reduction would not in any way adversely affect the ordinary operations of the Company and also, its Equity Capital Structure will remain unchanged. There will be no change in the shareholding pattern of equity shares of the Company pursuant to the proposed reduction of share capital of the Company as no fresh issue of equity shares or cancellation of equity shares by the Company is envisaged under the proposed reduction scheme.

The Proposed Scheme of Reduction of Capital and other relevant necessary documents are available on the website of the Company at www.bpml.in, BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.

In the present case, Scheme of Reduction of Share Capital of the Company involves the listed entity i.e. Balkrishna Paper Mills Limited and its related parties i.e. Futuristic Concepts Media LLP (Vishal Furnishings Limited and Beetee Fabrics Private Limited merged into Futuristic Concepts Media Limited vide NCLT Order dated 12/09/2025 and Futuristic Concepts Media Limited was subsequently converted into Futuristic Concepts Media LLP w.e.f. 22/01/2026), Sanchna Trading & Finance Limited, S P Finance & Trading Limited, Poddar Bio Diesel Private Limited, Wavelink Fabrics LLP (Wavelink Fabrics Private Limited converted into Wavelink Fabrics LLP w.e.f. 29/03/2025), Preference Shareholders of the Company which form part of the Promoter / Promoter Group and other group companies. Pursuant to Para 1(A)(10) of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, the Scheme of Reduction of Share Capital of the Company in such a case shall be acted upon only if the votes cast by the **public shareholders** in favour of the proposal are more than the number of votes cast by the **public shareholders** against it.

ITEM NO. 2:

MATERIAL RELATED PARTY TRANSACTION(S) WITH FUTURISTIC CONCEPTS MEDIA LLP (VISHAL FURNISHINGS LIMITED AND BEETEE FABRICS PRIVATE LIMITED MERGED INTO FUTURISTIC CONCEPTS MEDIA LIMITED VIDE NCLT ORDER DATED 12/09/2025 AND FUTURISTIC CONCEPTS MEDIA LIMITED WAS SUBSEQUENTLY CONVERTED INTO FUTURISTIC CONCEPTS MEDIA LLP W.E.F. 22/01/2026), SANCHNA TRADING AND FINANCE LIMITED, S P FINANCE AND TRADING LIMITED, PODDAR BIO DIESEL PRIVATE LIMITED, WAVELINK FABRICS LLP (WAVELINK FABRICS PRIVATE LIMITED CONVERTED INTO WAVELINK FABRICS LLP W.E.F. 29/03/2025).

Pursuant to Section 188 of the Companies Act, 2013 (“Act”), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board and prior approval of members by way of an Ordinary Resolution in case Related Party Transactions exceed such sum as is specified in the rules. The aforesaid provisions are not applicable in respect of transactions entered into by the Company in the ordinary course of business and on an arm’s length basis. However, pursuant to amended regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), prior approval of the shareholders through Ordinary Resolution is required for all ‘Material’ Related Party Transactions (“RPT”) even if they are entered into in the ordinary course of business on arm’s length basis. For this purpose, a RPT will be considered ‘material’ if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceed 10% of the annual turnover of the Company (if the turnover of the Company is up to Rs. 20,000 Crore) as per the last Audited Financial Statements of the Company.

Since the turnover of the Company as per audited financial statement of F.Y. 2024-25 is Rs. 2.32 Crores, any transaction(s) proposed to be entered into by the Company with its related party/(ies) having value exceeding Rs. 23.20 lakhs shall qualify as “Material Related Party Transaction” in terms of Regulation 23 of the SEBI Listing Regulations and hence prior approval of Members is necessary for any related party transaction/(s) over and above Rs. 23.20 lakhs.

The Company has outstanding redeemable preference shares amounting to Rs. 110 Crores (Rupees One Hundred and Ten Crores) carrying a dividend rate of 6.5%. Looking into the Company’s current financial condition, reduced business operations and significant accumulated losses, the Company will not have adequate profits, reserves or liquidity to redeem its preference shares in the foreseeable future, hence the Board of Directors of the Company are proposing reduction of 1,10,00,000 (One Crore Ten Lakh) 6.5% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each (Rupees One Hundred Only), issued by the Company. The consideration payable to such preference shareholders shall be discharged as and when adequate funds become available with the Company. Until such time, the amount so payable shall stand reclassified and reflected as an unsecured non-interest bearing loan in the books of accounts of the Company.

The Company has in place a structured process for approval of Material Related Party Transactions and on dealing with Related Parties. As per the process, necessary details for each of the Related Party Transactions irrespective of the materiality threshold along with the justification are provided to the Audit Committee which enables them to arrive at the right decision.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, reviewed and approved the said transaction, subject to approval of the Members, while noting that such transaction shall be on arms’ length basis and in the ordinary course of business of the Company.

Information required under Regulation 23 of SEBI Listing Regulations is provided below:

Sr. No.	Particulars	Details	Details
1	Name of the Related Party	<p>Promoter and Promoter Group:</p> <p>a) Futuristic Concepts Media LLP (Vishal Furnishings Limited and Beetee Fabrics Private Limited merged into Futuristic Concepts Media Limited vide NCLT order dated 12/09/2025 and Futuristic Concepts Media Limited was subsequently converted into Futuristic Concepts Media LLP w.e.f. 22/01/2026),</p> <p>b) Sanchna Trading & Finance Limited,</p> <p>c) S P Finance & Trading Limited</p>	<p>i. Poddar Bio Diesel Private Limited,</p> <p>ii. Wavelink Fabrics LLP (Wavelink Fabrics Private Limited converted into Wavelink Fabrics LLP w.e.f. 29/03/2025).</p>
2	Nature of Relationship with the Company	Promoter and Promoter Group	Other group companies
3	Type, Material Terms and particulars of the proposed transaction	<p>Type: Reduction, cancellation and extinguishment of Preference Share Capital</p> <p>Material Terms:</p> <p>a) Reduction, cancellation and extinguishment of 72,00,000 6.5% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each fully paid-up aggregating to Rs.72 Crores held by Futuristic Concepts Media LLP (Vishal Furnishings Limited and Beetee Fabrics Private Limited merged into Futuristic Concepts Media Limited vide NCLT order dated 12/09/2025 and Futuristic Concepts Media Limited was subsequently converted into Futuristic Concepts Media LLP w.e.f. 22/01/2026), 2,25,000 6.5% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each fully paid-up aggregating to Rs.2.25 Crores held by Sanchna Trading & Finance Limited, 3,75,000 6.5% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each fully paid up aggregating to Rs.3.75 Crores held by S P Finance & Trading Limited, 25,00,000 6.5% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each fully paid-up aggregating to Rs.25 Crores held by Poddar Bio Diesel Private Limited and 7,00,000 6.5% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each fully paid up aggregating to Rs.7 Crores held by Wavelink Fabrics LLP (Wavelink Fabrics Private Limited converted into Wavelink Fabrics LLP w.e.f. 29/03/2025) (collectively referred to as "Preference Shareholders"), in aggregate all holding entire issued, subscribed and paid-up preference share capital of the Company comprising of 1,10,00,000 6.5% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each fully paid-up aggregating to Rs. 110 Crores, against which consideration will be paid as and when adequate funds become available with the Company, and until such time, the amount so payable shall stand reclassified and reflected as an unsecured non-interest bearing loan payable in the books of accounts of the Company.</p> <p>b) The said unsecured loan shall be subordinate to all other secured and unsecured liabilities and claims of the Company.</p>	
4	Tenure of the proposed transaction	Not Applicable	
5	Value of the proposed transaction	Rs. 110 Crores (Rupees One Hundred and Ten Crores Only)	
6	The percentage of the listed entity's average Profit/ (Loss), for the last 3 preceding financial year, that is represented by the value of the proposed transaction	The Company has been incurring losses in preceding three financial years, hence all the transactions entered with related parties will be considered as material-related party transactions. Accordingly, approval for the proposed reduction of share capital is required for the same.	

Sr. No.	Particulars	Details	Details
7	If the transaction relates to any loans, inter - corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable	
I	Details of the source of funds in connection with the proposed transaction	Not Applicable	
II	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments	Not Applicable	
III	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable	
IV	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	Not Applicable	
8	Justification as to why the RPT is in the interest of the Company	Given the Company's financial constraints and inadequate liquidity, the proposed conversion of preference shares held by related parties into unsecured non-interest bearing loans avoids immediate cash outflow and preserves liquidity and is in the best interest of the Company.	
9	A copy of the valuation or other external party report, if any such report has been relied upon	Valuation Report dated 23 rd December, 2025, issued by SSPA & Co., Chartered Accountants, IBBI Registered Valuer (IBBI Registered Valuer No. IBBI/RV-E/06/2020/126) is attached as Annexure III .	
10	Any other information that may be relevant	Other documents relevant are attached as Annexures	

The above mentioned Related Party Transactions is on an arm's length basis.

The Board recommends passing the Ordinary Resolutions as set out in Item no. 2 of this Notice, for approval by the Members of the Company.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

Shri Anuraag Poddar and his relatives are deemed to be concerned or interested in this resolution. None of the other Directors, Key Managerial Personnel of the Company and their respective relatives are in any way, concerned or interested either directly or indirectly, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed Ordinary Resolution, as set out in Item no. 2 of this Notice.

ITEM NOS. 3 AND 4:

MATERIAL RELATED PARTY TRANSACTIONS(S) WITH S P FINANCE AND TRADING LIMITED AND SANCHNA TRADING AND FINANCE LIMITED DURING F.Y. 2026-27 AND F.Y. 2027-28:

Pursuant to Section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board and prior approval of members by way of an Ordinary Resolution in case Related Party Transactions exceed such sum as is specified in the rules. The aforesaid provisions are not applicable in respect of transactions entered into by the Company in the ordinary course of business and on an arm's length basis.

However, pursuant to amended regulation 23 of SEBI (LODR) Regulations, 2015, prior approval of the shareholders through Ordinary Resolution is required for all 'Material' Related Party Transactions (RPT) even if they are entered into in the ordinary course of business on arm's length basis. For this purpose, a RPT will be considered 'material' if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual turnover of the Company (if the turnover of the Company is up to Rs. 20,000 Crores) as per the last Audited Financial Statements of the Company.

Since the turnover of the Company as per Audited Financial Statement of F.Y. 2024-25 is Rs. 2.32 Crores, any transaction(s) proposed to be entered into by the Company with its related party/(ies) having value exceeding Rs. 23.20 lakhs shall qualify as "Material Related Party Transaction" in terms of Regulation 23 of the SEBI Listing Regulations and hence prior approval of Members is necessary for any related party transaction/(s) over and above Rs. 23.20 lakhs.

Your company requires funds for meeting its working capital, day-to-day business activities, repayment of debts and for carrying business of real estate development and allied activities. Company's meager turnover & negative Net-worth is a big impediment in raising funds and hence the Board of Directors of your Company is proposing to avail unsecured Inter Corporate Deposit(s) (ICDs) from S P Finance and Trading Limited, a related party, up to Rs.25 Crore for F.Y. 2026-27 and up to Rs.25 Crore for F.Y. 2027-28, both in one or more tranches and from Sanchna Trading and Finance Limited, a related party, up to Rs.25 Crore for F.Y. 2026-27 and up to Rs.25 Crore for F.Y. 2027-28, both in one or more tranches, at an Interest rate up to 12% p.a with mutual consent.

The Company has in place a structured process for approval of Material Related Party Transactions and on dealing with Related Parties. As per the process, necessary details for each of the Related Party Transactions irrespective of the materiality threshold along with the justification are provided to the Audit Committee which enables them to arrive at the right decision.

The Audit Committee and the Board of Directors of the Company at their respective meeting held on 10th April, 2026 has, on the basis of relevant details provided by the management, as required by the law, reviewed and approved the said transactions under Item Nos. 3 & 4, subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for this transactions proposed to be undertaken by the Company.

Information required under Regulation 23 of SEBI Listing Regulations is provided herein below:

Sr. No.	Particulars	Details of proposed RPTs as per Ordinary Resolution at Item Nos.	
		3	4
1.	Name of the Related Party	S P Finance and Trading Limited	Sanchna Trading and Finance Limited
2.	Nature of Relationship with the Company	Group Company	Group Company
3.	Type, Material Terms and particulars of the proposed transaction	Type: Availing Inter Corporate Deposit (ICD) Rate of Interest: up to 12% p.a. Repayment Schedule: One Year subject to further extension/(s) by mutual consent of both the parties. Prepayment: As decided with mutual consent of both the parties. Duration of Interest Payment: Interest will be paid on Annual basis or at the time of full repayment, whichever is earlier. Category: This Inter Corporate Deposits will be under unsecured category.	Type: Availing Inter Corporate Deposit (ICD) Rate of Interest: up to 12% p.a. Repayment Schedule: One Year subject to further extension/(s) by mutual consent of both the parties. Prepayment: As decided with mutual consent of both the parties. Duration of Interest Payment: Interest will be paid on Annual basis or at the time of full repayment, whichever is earlier. Category: This Inter Corporate Deposits will be under unsecured category.
4.	Value and Tenure of the proposed Transactions	Rs. 25 Crores for F.Y. 2026-27 and Rs. 25 Crores for F.Y. 2027-28. Both in one or more tranches.	Rs. 25 Crores for F.Y. 2026-27 and Rs. 25 Crores for F.Y. 2027-28. Both in one or more tranches.
5.	Percentage of turnover/networth for materiality assessment.	In preceding three years, the company had incurred losses and its Net worth is negative. The amount of ICD is more than 10% of annual turnover, therefore this transaction is material related party transaction.	In preceding three years, the company had incurred losses and its Net worth is negative. The amount of ICD is more than 10% of annual turnover, therefore this transaction is material related party transaction.
6.	If the transaction relates to any loans, inter - corporate deposits, advances or investments made or given by the listed entity or its subsidiary:		
	i) Details of the source of funds in connection with the proposed transaction	Not Applicable	Not Applicable
	ii) Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments	Not Applicable	Not Applicable



Sr. No.	Particulars	Details of proposed RPTs as per Ordinary Resolution at Item Nos.	
		3	4
	iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable	Not Applicable
	iv) Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	Not Applicable	Not Applicable
7.	Justification as to why the RPT is in the interest of the Company.	Company's meager turnover & negative Net-worth is a big impediment in raising funds. It is not possible for the Company to get (borrow) funds from a Bank or outside party which are unsecured and at an Interest rate up to 12 % p.a.. Hence Company is taking ICD from Related party.	Company's meager turnover & negative Net-worth is a big impediment in raising funds. It is not possible for the Company to get (borrow) funds from a Bank or outside party which are unsecured and at an Interest rate up to 12 % p.a.. Hence Company is taking ICD from Related party.
8.	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable	Not Applicable
9.	Any other information that may be relevant	All important information forms part of explanatory statement setting out the material facts pursuant to Section 102 and 110 of the Act which have been mentioned in foregoing paragraphs.	All important information forms part of explanatory statement setting out the material facts pursuant to Section 102 and 110 of the Act which have been mentioned in foregoing paragraphs.

The above proposed transactions are not unfavorable to the Company, compare to the terms and conditions, had similar transactions been entered into between two unrelated parties.

The Board recommends passing of the Ordinary Resolutions as set out in Item Nos. 3 and 4 of this Notice, for approval by the Members of the Company.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

Shri Anuraag Poddar and his relatives are deemed to be concerned or interested in this resolution. None of the other Directors, Key Managerial Personnel of the Company and their respective relatives are in any way, concerned or interested either directly or indirectly, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed Ordinary Resolution, as set out at Item Nos. 3 and 4 of this Notice.

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

(Omprakash Singh)
Company Secretary and Compliance Officer
Membership No. FCS-4304

Place: Mumbai

Date: April 10, 2026

Registered Office:

A/7, Trade World, Kamala City, Senapati Bapat Marg,

Lower Parel (W), Mumbai - 400013

Phone No: 022-3040 0651

Email ID: opsingh@bpml.in

Website: www.bpml.in

CIN: L21098MH2013PLC244963

SCHEME OF REDUCTION OF SHARE CAPITAL

**UNDER SECTION 66 READ WITH SECTION 52 AND OTHER APPLICABLE
PROVISIONS OF THE COMPANIES ACT, 2013 AND APPLICABLE RULES,
2016**

BETWEEN

**BALKRISHNA PAPER MILLS LIMITED
("COMPANY" OR "BPML")**

AND

ITS SHAREHOLDERS



PARTS OF THE SCHEME

The Scheme is divided into the following parts:

- i. **Part I** deals with the preamble and details of the Company and sets out the share capital of the Company;
- ii. **Part II** deals with Rationale of the Scheme;
- iii. **Part III** deals with definitions and interpretations of the terms used in this Scheme;
- iv. **Part IV** deals with Reduction of Share Capital of the Company; and
- v. **Part V** deals with the general terms and conditions applicable to this Scheme and other matters consequential and integrally connected thereto.



PART I: THE PREAMBLE AND DETAILS OF THE COMPANY

1. PREAMBLE

This Scheme of Reduction of Share Capital is presented under the provisions of Section 66 read with Section 52 and other applicable provisions of the Companies Act, 2013 (“**Act**”) read with applicable Rules for reduction of Equity and Preference Share Capital of Balkrishna Paper Mills Limited (“**Company**” or “**BPML**”) (“**Scheme**”) and subject to such approvals, consents / no observation, permissions, and sanctions as may be required from the Shareholders, Hon'ble National Company Law Tribunal, SEBI, Stock Exchanges and other regulatory authorities.

2. DESCRIPTION OF THE COMPANY

2.1. BACKGROUND OF THE COMPANY

Balkrishna Paper Mills Limited (“**Company**” or “**BPML**”) bearing CIN: L21098MH2013PLC244963 was originally incorporated as a public limited company on 29th June 2013 under the provisions of Companies Act, 1956 in the name and style of “Nirvikara Paper Mills Limited” (NPML). Further, pursuant through a Scheme of Arrangement between Balkrishna Paper Mills Limited (BKPML), Balkrishna Industries Limited (BIL) and NPML, BKPML got merged with BIL and the entire paper business of BIL (i.e. undertaking, its assets and liabilities) was transferred to NPML. Since then NPML was carrying on paper business of BKPML. Subsequently, the company’s name was changed from “Nirvikara Paper Mills Limited” to “Balkrishna Paper Mills Limited” on 23rd August 2016. BPML was incorporated in the state of Maharashtra under the Registrar of Companies, Mumbai. Currently its registered office at A/7, Trade World, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai, India – 400013.



The Equity shares of the Company are currently listed and traded on BSE Limited ("**BSE**") with scrip code – 539251 and National Stock Exchange of India Limited ("**NSE**") with scrip symbol – BALKRISHNA.

2.2. **MAIN OBJECTS OF THE COMPANY:**

The main objects of the Company are as follows:

1. *To carry on the business of manufacturing, buying, selling, exchanging, converting, altering, importing, exporting, processing, twisting, or otherwise handling of or dealing in papers and boards of all kinds including straws board, grey board, mill board, card board, box board, duplex board, triplex board and writing, printing, wall and ceiling papers and articles made from paper or pulp and materials used in the manufacture or treatment of papers and boards, to carry on the business of stationers, lithographers, printers, publishers, manufacturers of, and dealers in, paper and board boxes of all types and cartons.*
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.*
3. *To carry on the business and to own, buy, sell, possess, deal, develop, re-develop, construct, demolish, rebuild, renovate, repair, maintain, let out, hire, rent, lease, pledge, mortgage or otherwise deal in all kinds of flats, row houses, land structures, real estates and building and/ or purchase for investments, or resell and to deal in all kinds of land and house and all kinds of immovable properties of any tenure and any interest therein and to create an interest, sell and*



deal in all kinds of land and to rent, lease, sublease all types of properties, dwelling units, office premises, industrial galas, sheds, residential premises, shopping malls, multiplexes, construct residential houses, apartments, villas, condominiums, row houses, duplex houses, group houses, chawl houses, commercial complexes, parks, industrial parks, information technology parks, highways, bridges, expressways, Special Economic Zones, software parks, call centers, recreation centre, bowling alleys, hotels, restaurant, recreation clubs, castles, inns, motels, taverns, resorts, holiday homes, amusement park, townships, colonies, housing layouts, pleasure grounds, parks and the like of all kinds and description, holiday resorts, affordable housing projects, swimming pools, entertainment complexes, nursing homes, godowns and any other housing and commercial projects under various provisions of law, development control regulations, town planning regulations.

2.3. ARTICLES OF ASSOCIATION OF THE COMPANY

Article 57 of the Articles of Association of the Company authorizes the Company by resolution, as prescribed under the Act, to reduce its share capital in any manner. Article 57 of the Articles of Association of the Company for the sake of ready reference, is set out hereunder:

The Company may, by resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules,

- a) its share capital; and/or*
- b) any capital redemption reserve account; and/or*
- c) any securities premium account; and/or*
- d) any other reserve in the nature of share capital.*



2.4. **SHARE CAPITAL OF THE COMPANY**

The share capital of the Company as per the limited review financial statement as on 30th September 2025, was as under:

Particulars	Amount in Rs
Authorised:	
5,80,00,000 Equity shares of INR 10/- each	58,00,00,000
1,10,00,000 6.5% Non-Cumulative Redeemable Preference Shares of 100/- each	1,10,00,00,000
Total	1,68,00,00,000
Issued, Subscribed and Fully Paid-up:	
3,22,19,532 Equity shares of INR 10/- each	32,21,95,320
1,10,00,000 6.5% Non-Cumulative Redeemable Preference Shares of 100/- each	1,10,00,00,000
Total	1,42,21,95,320

There has been no other change in the Issued, Subscribed and Paid-up Share Capital of the Company subsequent to 30th September, 2025 till the date of approval of this Scheme by the Board.



PART II: RATIONALE OF THE SCHEME

3. RATIONALE AND PURPOSE OF THE SCHEME

- 3.1. The Company has, over the years, incurred losses in its paper business, resulting in an erosion of its net worth. As per the limited review financial statements as on 30th September, 2025, the accumulated losses stand at Rupees 2,78,39,19,643 (Rupees Two Hundred Seventy-Eight Crores and Thirty-Nine Lakhs Nineteen Thousand Six Hundred and Forty-Three Only). Consequently, the existing share capital no longer reflects the true financial position and performance of the Company. At present, the Company does not have any major business operations. The management is, however, evaluating and considering new business opportunities, including the commencement of real estate-related activities. In order to support this proposed transition and to ensure that the financial statements present a true and fair view of the Company's financial position.
- 3.2. The Company's existing equity share capital no longer reflects the economic realities given its current financial conditions. In addition, The Company has outstanding redeemable preference shares amounting to Rs. 110,00,00,000/- (Rupees One Hundred and Ten Crores only) carrying a dividend rate of 6.5% and given the Company's current financial condition, reduced business operations and significant accumulated losses, the Company will not have adequate profits, reserves or liquidity to redeem its preference shares in the foreseeable future.
- 3.3. In light of the foregoing and with a view to rationalising and reorganising the capital structure of the Company, the Board of Directors has proposed to undertake a reduction of share capital in accordance with Section 66 read with Section 52 and other applicable provisions of the Companies Act, 2013, subject to requisite approvals, as set out below:



- i. The Company proposes to write off its accumulated losses to the maximum extent possible by first utilising the balance available in the Securities Premium Account amounting to Rs. 23,28,61,241/- and thereafter shall be adjusted by reducing the face value of each Equity Share of the Company from Rs. 10 (Rupees Ten only) to Re 1 (Rupee One only) each amounting to Rs. 28,99,75,788/-, without any payment or consideration to the equity shareholders;

Adjustment of the Accumulated Losses:

Particulars	Amount in Rs.
A. Accumulated Losses as at the quarter ended 30 September, 2025	2,78,39,19,643
B. Adjustment from the below balance	
(Less) Securities Premium Reserve	(23,28,61,241)
(Less) Paid-up Equity Share Capital (adjusted by reducing face value from Rs. 10 to Re 1)	(28,99,75,788)
Accumulated losses after adjustments given in "B" above as at 30th September 2025	2,26,10,82,614

- ii. Reduction of 1,10,00,000 (One Crore Ten Lakh) 6.5% Non-Cumulative Redeemable Preference Shares of ₹100 each (Rupees One Hundred Only), issued by the Company. The consideration payable to such preference shareholders shall be discharged as and when adequate funds become available with the Company. Until such time, the amount so payable shall stand reclassified and reflected as an unsecured non-interest-bearing loan in the books of account of the Company.

3.4. The proposed reduction will enable the Company to adjust the accumulated losses against the paid-up share capital so that the capital employed reflects its actual and realistic value and the financial



statements present a true and fair view of the Company's financial position.

- 3.5. The proposed reduction of equity share capital and preference share capital would not have any adverse effect on the creditors or employees of the Company or the Company's ability to fulfil its commitment or meet its obligations in the ordinary course of business. Pursuant to proposed scheme the face value and paid value of all the equity shares will reduced thus having no impact on the shareholding percentage of the equity shareholders before and after the capital reduction.
- 3.6. The proposed reduction is in the best interests of the Company, its shareholders, creditors, and all stakeholders as a whole.



PART III: DEFINITIONS AND INTERPRETATIONS

4. DEFINITIONS

In this Scheme, unless inconsistent with the subject or context, the following expressions shall have the following meanings:

- 4.1. **'Act'** means the Companies Act, 2013, as the case may be, the rules and regulations made there under and will include any statutory modifications, re-enactments and/or amendments thereof from time to time;
- 4.2. **"Applicable Law"** shall mean any applicable law, statute, ordinance, rule, regulation, guideline or policy having the force of law.
- 4.3. **"Appointed Date"** means the Effective Date.
- 4.4. **"Board of Directors"** or **"Board"** means Board of Directors of the Company and shall, unless it be repugnant to the context or otherwise, includes a Committee of Directors or any person authorized by the Board of Directors.
- 4.5. **"BPML"** or **"Company"** means Balkrishna Paper Mills Limited, a company incorporated under the provisions of the Companies Act, 1956, having CIN L21098MH2013PLC244963 and having its registered office situated at A/7, Trade World, Kamala City, Senapati Bapat Marg Lower Parcel (W), Mumbai City, Mumbai, Maharashtra, India, 400013.
- 4.6. **"BSE" or "BSE Limited"** means Bombay Stock Exchange Limited of India.
- 4.7. **"Capital Reduction" or "Reduction of Capital"** means and includes:



- i. the reduction of the face value and paid-up value of each Equity Share of the Company from Rs. 10/- (Rupees Ten only) to Re 1/- (Rupee One only), held by the Equity Shareholders, without any payment or consideration to such Equity Shareholders; and
 - ii. the reduction, cancellation and extinguishment of 1,10,00,000 (One Crore Ten Lakh) 6.5% Non-Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred only) each issued by the Company, with the consideration payable to the Preference Shareholders to be discharged as and when adequate funds become available with the Company, and until such time, the amount payable to such Preference Shareholders shall be recorded as an unsecured non-interest-bearing loan in the books of account of the Company.
- 4.8. **“Designated Stock Exchange” or “DSE”** means a stock exchange which is chosen by the Company in accordance with SEBI Master Circular issued by SEBI read with SEBI Listing Regulations, and for the purpose of this Scheme, BSE Limited is the DSE.
- 4.9. **“Effective Date” or “coming into effect of this Scheme” or “upon this Scheme becoming effective” or “effectiveness of this Scheme”** means the last date of the dates on which all the conditions and matters referred to in Clause 15 of the Scheme occur or have been fulfilled, obtained or waived, as applicable, in accordance with this Scheme.
- 4.10. **“Equity Shares”** means fully paid-up Equity Shares of Rs. 10/- each (Rupees Ten only) issued by the Company.
- 4.11. **“Ind AS”** means the Indian Accounting Standards prescribed under Section 133 of the Act.
- 4.12. **“Losses” or “Accumulated Losses”** shall mean and includes the total amount shown under the head “Other Equity” as retained earnings



appearing in the limited review financial statement of the Company as on 30th September 2025.

- 4.13. **“NCLT”** or **“Tribunal”** means the National Company Law Tribunal, Mumbai Bench as constituted under the provisions of the Act having jurisdiction over the Company.
- 4.14. **“NSE”** means National Stock Exchange of India Limited.
- 4.15. **“Preference Shares”** or **“NCRPS”** means fully paid-up 1,10,00,000 6.5% Non-Cumulative Redeemable Preference Shares of 100/- each (Rupees Hundred only) issued by the Company.
- 4.16. **“Preference Shareholder”** means a person holding NCRPS of the Company and whose name is entered in the Register of Members of the Company.
- 4.17. **“Record Date”** means the date, after the Effective Date, as may be decided by the Board of Directors of the Company for the purpose of giving effect to the order of the Tribunal sanctioning the Scheme.
- 4.18. **“Registrar of Companies”** means the Registrar of Companies, Mumbai, Maharashtra having jurisdiction over the Company.
- 4.19. **“Rs.”** or **“INR”** means Indian Rupees or “Re” means one Indian Rupee.
- 4.20. **“Rules”** means National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016, including amendment from time to time.
- 4.21. **“This Scheme”** or **“The Scheme”** or **“Scheme”** means this Scheme of Capital Reduction between the Company and its shareholders & creditors, pursuant to the provisions of Section 66 read with Section 52 and other applicable provisions of the Act, if any and rules made



thereunder in its present form or with any modification(s) approved or imposed or directed by the National Company Law Tribunal (NCLT) Mumbai Bench/Regional Director, Registrar of Companies, SEBI, Stock Exchanges or any other competent court or authority.

- 4.22. **“SEBI”** means the Securities and Exchange Board of India.
- 4.23. **“SEBI Master Circular”** means the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, read with SEBI Listing Regulations, as amended from time to time.
- 4.24. **“SEBI Listing Regulations”** shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
- 4.25. **“Stock Exchange(s)”** means the stock exchange where the equity shares of the Company are listed and are admitted for trading, viz. BSE Limited and NSE.

All terms and words not defined in the Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, other applicable laws, rules, regulations, bye laws, as the case may be or any statutory modifications or re-enactment thereof from time to time.

5. INTERPRETATION

In this Scheme, unless the context otherwise requires:

- a) references to “coming into effect of this Scheme” or “upon this Scheme becoming effective” or “effectiveness of this Scheme” shall mean the Effective Date of the Scheme;



- b) references to the singular include a reference to the plural and vice-versa and reference to any gender includes a reference to all other genders;
- c) reference to persons shall include individuals, bodies corporate [wherever incorporated or unincorporated], associations and partnerships;
- d) headings are inserted for the ease of reference and shall not affect the construction or interpretation of the Scheme;
- e) references to the words “including”, “inter-alia” or any other similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms;



PART IV : REDUCTION OF SHARE CAPITAL OF THE COMPANY

6. REDUCTION OF THE PAID-UP SHARE CAPITAL OF THE COMPANY

- 6.1. The Company has incurred accumulated losses of Rs. 2,78,39,19,643/- (Rupees Two Hundred Seventy-Eight Crore Thirty-Nine Lakhs Nineteen Thousand Six Hundred Forty-Three Only) as per the limited review financial statements as on 30th September, 2025.
- 6.2. The proposed reduction of the share capital of Company is being undertaken in accordance with the provisions of Section 66 read with Section 52 of the Act and the rules made thereunder and specifically the Rules, which permit a company to undertake a reduction of its share capital in any manner, read with the Listing Regulations and the SEBI Master Circular.
- 6.3. Upon the Scheme becoming effective after securing necessary approvals and permissions, without any further act, instrument or deed, the accumulated losses to the extent of Rs. 52,28,37,029/- (Rupees Fifty-Two Crores Twenty-Eight Lakhs Thirty-Seven Thousand Twenty-Nine Only), first against the Securities Premium Reserve amounting to Rs. 23,28,61,241/- (Rupees Twenty-Three Crore Twenty-Eight Lakh Sixty-One Thousand Two Hundred Forty-One Only) and the remaining balance of the accumulated losses will be adjusted from the issued, subscribed and paid-up equity share capital of the Company by reducing the paid-up value of each equity share from Rs. 10 (Rupees Ten) to Re 1 (Rupee One), amounting to Rs. 28,99,75,788/- (Rupees Twenty-Eight Crore Ninety-Nine Lakh Seventy-Five Thousand Seven Hundred Eighty-Eight Only), i.e., 90% of the equity share capital and reduction, cancellation & extinguishment of the entire issued, subscribed and paid-up preference share capital of the company, with consideration payable to preference shareholders shall be discharged as and when adequate funds become available with the Company. Further, notwithstanding anything to the



contrary contained in this Scheme or in any other agreement or document, in the event of liquidation, winding up, dissolution, or commencement of any insolvency or bankruptcy proceedings against the Company under the Insolvency and Bankruptcy Code, 2016 or any other applicable law, the said unsecured non-interest-bearing loan shall be subordinated to all other secured and unsecured liabilities and claims of the Company. Accordingly, the said unsecured non-interest-bearing loan shall not rank pari passu with other unsecured liabilities and shall be payable only after full and final discharge of all other unsecured liabilities and claims of the Company.

- 6.4. Upon the Scheme becomes effective and after obtaining the necessary approvals, consent, permissions, the existing issued, subscribed and paid-up equity share capital of the Company as on the Appointed Date shall stand reduced from Rs. 32,21,95,320/- (Rupees Thirty-Two Crore Twenty-One Lakh Ninety-Five Thousand Three Hundred Twenty Only) divided into 3,22,19,532 (Three Crore Twenty-Two Lakh Nineteen Thousand Five Hundred Thirty-Two) Equity Shares with face value of Rs. 10/- each (Rupees Ten Only) to Rs. 3,22,19,532/- (Rupees Three Crore Twenty-Two Lakh Nineteen Thousand Five Hundred Thirty-Two Only) divided into 3,22,19,532 (Three Crore Twenty-Two Lakh Nineteen Thousand Five Hundred Thirty-Two) Equity Shares with face value of Re 1/- each (Rupee One Only). The aforesaid reduction of paid-up equity share capital shall be effected by cancelling 90% paid up value of equity shares of the Company.
- 6.5. Upon this Scheme becoming effective and after obtaining all necessary approvals, consents, sanctions, and permissions, the issued, subscribed and paid-up preference share capital of the Company as on the Appointed Date shall stand cancelled. The payment of consideration for reduction of preference share capital amounting to Rs. 1,10,00,00,000 (Rupees One Hundred Ten Crore Only) would be made to the preference shareholders as and when the funds would be available with the



Company and till such time, the amount payable will be treated as unsecured non-interest-bearing loan in the books of accounts of the Company.

- 6.6. Pursuant to reduction of equity share capital and reduction, cancellation and extinguishment of preference share capital as per Clause 6.3, 6.4 & 6.5, the face value of Equity Shares of the Company shall be reduced to Re 1/- per Equity Share (Rupee One Only) and the Preference Shares shall stand extinguished, cancelled and ceased to exist. Consequently, the authorized share capital of the Company shall stand reorganized:
- i. From Rs. 1,68,00,00,000/- (Rupees One Hundred Sixty-Eight Crore Only) divided into 5,80,00,000 equity shares of Rs. 10/- each and 1,10,00,000 6.5% Non-Cumulative Redeemable Preference Shares of 100/- each;
 - ii. To Rs. 1,68,00,00,000/- (Rupees One Hundred Sixty-Eight Crore Only) divided into 1,68,00,00,000 equity shares of Re 1/- each.
- 6.7. Pursuant to the Scheme as on the Effective Date, there will be no change or reduction in the number of Equity Shares issued by the Company, and hence, the proportion of the Equity Shares held by the existing members of the Company will remain intact and no prejudice will be caused to the equity shareholders of the Company by the aforesaid reduction in equity share capital.
- 6.8. For the sake of clarity, it is clarified that there will not be any immediate outflow/ payout of funds from the company for making the scheme effective.
- 6.9. Pre and post reduction of paid-up share capital on the Effective Date of the Scheme shall be as under:



Particulars	Existing Share Capital of the Company as on 30th September 2025 (prior to implementation of the Scheme)	Reduced Share Capital of the Company (post implementation of the Scheme)
A. Equity Share Capital		
Number of equity shares	3,22,19,532	3,22,19,532
Face value of equity shares	Rs. 10/- each	Re 1/- each
Total Equity Share Capital	Rs. 32,21,95,320	Rs. 3,22,19,532
B. Preference Share Capital		
Number of Preference shares	1,10,00,000	-
Face value of Preference shares	Rs. 100/- each	-
Total Preference Share Capital	1,10,00,00,000	-
Total Share Capital	Rs. 142,21,95,320	Rs. 3,22,19,532

6.10. The equity shareholding pattern of the Company, Pre and Post reduction of capital, upon approval of the Scheme will be in the following manner considering the fact that the proposed reduction in equity share capital involve reduction in the face value of shares from existing Rs. 10/- (Rupees Ten Only) each to Re 1/- (Rupee One Only) each and hence there is no reduction in the number of equity shares.



Particulars	Holding of shares as on 30 th September 2025 (prior to the implementation of Scheme)		Holding of shares (post implementation of the Scheme)	
	No. of equity shares	Percentage (%) of total equity shares	No. of equity shares	Percentage (%) of total equity shares
Promoter & Promoter Group	1,93,15,802	59.95%	1,93,15,802	59.95%
Public	1,29,03,730	40.05%	1,29,03,730	40.05%
Total	3,22,19,532	100.00%	3,22,19,532	100.00%

7. REORGANISATION OF AUTHORISED SHARE CAPITAL AND AMENDMENT OF MEMORANDUM OF ASSOCIATION

- 7.1 Consequently, Clause V(a) in the Memorandum of Association of the Company shall, pursuant to the provisions of section 13 and other applicable provisions, if any of the Act and without any act, instrument or deed be and stand altered, modified and amended as follows:

V(a) The Authorised Share Capital of the Company is Rs. 1,68,00,00,000 (Rupees One Hundred Sixty-Eight Crores Only) divided into of 1,68,00,00,000 (One Hundred Sixty-Eight Crore) Equity Shares of Re1/- (Rupees One Only) each amounting to Rs. 1,68,00,00,000 (Rupees One Hundred Sixty-Eight Crores Only) each with the power to Board of Directors to classify the shares into several classes/kinds or vice versa and determine the preferential, deferred, qualified, rights, privileges and



conditions or restrictions attached thereto from time to time. The Company has and shall always have the power to divide the share capital for the time being, into several classes and to increase or reduce its capital from time to time and to vary, modify or abrogate any rights, privileges, conditions or restrictions attached to any class of shares or to vary the nominal (par) value per share by sub-division or consolidation, in such manner as may from time to time be provided by the Articles of Association of the Company and regulations of the Company.”.

- 7.2 It is clarified that the reorganization of the authorized share capital, being consequent to reduction of share capital as per this scheme, shall deemed to have approved and consented by the Tribunal and shareholders of the Company in terms of provisions of Section 13 and other applicable provisions, if any, of the Act and the approval of the Tribunal and the shareholders of the Company to the Scheme shall be deemed to be consent/approval of the Shareholders of the Company for reorganization of the authorized share capital and consequent alteration in the Memorandum of association of the Company as required under the Act and no further approval or procedure for such alteration shall be required.

8. IMPACT OF THE SCHEME

- 8.1. The Capital Reduction and the consequent cancellation of the equity and preference share capital, the securities premium reserve and retained earnings of the Company as on the record date, shall be effected as per the provisions of Section 66 read with Section 52 of the Act and other applicable provisions of the Act, rules (including the Rules) and regulations made there under upon the Scheme becoming effective.
- 8.2. The Reduction will not cause any prejudice to the interest of the Creditors of the Company as the unsecured non-interest-bearing loan created pursuant to cancellation of Preference Shares will be subordinated to all

other unsecured liabilities and claims of the Company. The Creditors of the Company are in no way affected by the proposed reduction of the Equity and Preference Share Capital, both, as there will not be any reduction in the amount payable to any of the Creditors arising out of this reduction. Further, the proposed reduction would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honour its commitments or pay the debts in ordinary course of business. The above proposal, does not in any manner, alter, vary, or affect the rights of the Creditors.

- 8.3. The Capital Reduction will not have any adverse impact on the employees and workers of the Company in any manner, and their service shall be continuous, and they will continue to enjoy the same benefits as they used to before the Capital Reduction.
- 8.4. The scheme does not affect any legal proceeding by or against the Company.
- 8.5. The Scheme in any manner whatsoever does not, alter, vary, or affect the payment of any types of dues or outstanding amounts including all or any of the statutory dues payable or outstanding.
- 8.6. The Scheme does not envisage transfer or vesting of any of the properties and/or liabilities of the Company to any person or entity.
- 8.7. The Scheme does not envisage transfer or vesting of any of the assets and/or liabilities of the Company to any person or entity. The scheme does not involve any conveyance or transfer of any property of the Company and consequently the order of the NCLT approving the scheme will not attract any stamp duty, under the Maharashtra Stamp Act, in this regard.



- 8.8. During the pendency of this Scheme, the shareholders will be eligible for all the rights in the capacity of shareholders of the Company including but not limited to receiving the dividend and bonus shares, participate in right issue and buy-back, voting in the shareholders' meeting and participate in any other corporate action taken by the Company.
- 8.9. The proposed Scheme is expected to be beneficial to the Company, its shareholders and all other stakeholders.
- 8.10. Notwithstanding the reduction of capital of the Company in pursuance of this scheme, the Company shall not be required to add the words "And Reduced" as a suffix to its name.

9. OTHER DISCLOSURES

- 9.1. No investigations or proceedings have been instituted and are pending against the Company under the Act.
- 9.2. The Company has not accepted any deposits under the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder. Hence, the Company is not in arrears with respect to repayment of any deposits or interest thereon, as on the date of filing of this Scheme.
- 9.3. The Scheme will not have any adverse effect on any directors, key managerial personnel, promoters, non-promoter members, creditors and employees of the Company.
- 9.4. The Company does not have any debenture holders. The Scheme will be in the best interest of all the stakeholders of the Company.



- 9.5. The benefits of the Scheme to the Company and its respective members, creditors and employees, as perceived by the Board of the Company are mentioned in Part II of this Scheme (Rationale of the Scheme).

10. MINUTES

- 10.1 The Minutes of the resolution relating to reduction of share capital of the Company, pursuant to this scheme, proposed to be registered with the Registrar of Companies under Section 66 of the Act, is as follows:

"The issued, subscribed and paid-up share capital of the Company is Rs. 3,22,19,532/- (Rupees Three Crore Twenty-Two Lakh Nineteen Thousand Five Hundred Thirty-Two Only) divided into 3,22,19,532 (Three Crore Twenty-Two Lakh Nineteen Thousand Five Hundred Thirty-Two) Equity Shares of Re 1/- each (Rupee One Only) fully paid-up reduced from the existing Rs. 1,42,21,95,320/- (Rupees One Hundred Forty-Two Crore Twenty-One Lakh Ninety-Five Thousand Three Hundred Twenty Only) divided into 3,22,19,532 (Three Crore Twenty-Two Lakh Nineteen Thousand Five Hundred Thirty-Two) Equity Shares of Rs. 10/- each and 1,10,00,000 (One Crore Ten Lakh) 6.5% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each (Rupees Hundred Only). At the date of the registration of these minutes there shall be 3,22,19,532 (Three Crore Twenty-Two Lakh Nineteen Thousand Five Hundred Thirty-Two) Equity Shares of Re 1/- (Rupee One Only) each fully paid-up."

- 10.2 The Board of Directors of the Company are authorized to finalize the minutes of the resolution as provided above and register the same with the Registrar of Companies under Section 66 of the Act.

11. TAXATION

The Scheme has been drawn up to comply with the provisions of the Income-tax Act, 1961. If any terms or the provisions of the Scheme are



found or interpreted to be inconsistent with the provisions of the Income-tax Act, 1961 at a later date including resulting from a retrospective amendment of law or for any other reason whatsoever, till the time the Scheme becomes effective, the provisions of the Income-tax Act, 1961 shall prevail and the Scheme shall stand modified to that extent determined necessary to comply with the provisions of the Income-tax Act, 1961.



PART V: GENERAL TERMS AND CONDITIONS

12. ACCOUNTING TREATMENT

12.1. The Scheme shall be accounted for by the Company in accordance with the Indian Accounting Standards issued under section 133 of the Act and other generally accepted accounting principles in India.

13. APPLICATION TO THE NCLT

The Company shall make the application/petition for the Scheme as may be required under Section 66 read with Section 52 and other applicable provisions, if any, of the Act read with National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016 for obtaining sanction of the Tribunal for the Scheme.

14. MODIFICATIONS/ AMENDMENTS TO THE SCHEME

14.1 The Company will be at liberty to apply to the NCLT from time to time for necessary directions in matters relating to this Scheme or any terms thereof, in terms of the Act.

14.2 Subject to the provisions of the SEBI Master Circular, the Company through its Board, may assent to any modifications/ amendments to the respective section of this Scheme and/ or to any conditions or limitations, including such modifications/ amendments and/ or conditions or limitations that the Tribunal, the SEBI, the Stock Exchanges and/ or any other authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them. The Company, through its authorized representatives, be and is hereby authorized to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions, that may arise in relation to the meaning or interpretation



of the respective sections of this Scheme or implementation thereof or in any manner whatsoever connected therewith, whether by reason of any directive or order of the Tribunal or any other authority or otherwise, howsoever arising out of, under or by virtue of this Scheme and/ or any matters concerned or connected therewith and to do and execute all acts, deeds, matters and things necessary for giving effect to this Scheme

15. SCHEME CONDITIONAL ON APPROVALS/ SANCTIONS

The Scheme is and shall be conditional upon and subject to the following approvals, sanctions, order and consents:

- i. Obtaining observation letter or no-observation letter from the Stock Exchanges in respect of the Scheme, pursuant to Regulation 37 of the SEBI Listing Regulations, as amended from time to time, read with SEBI Master Circular and Regulations 11 and 94 of the SEBI Listing Regulations;
- ii. A special resolution approving the scheme of reduction of share capital shall be or is passed by the shareholders as required under the provisions of Section 66 of the Act. The Scheme is conditional upon Scheme being approved by the **public shareholders** through e-voting in terms of Part – I (A)(10)(a) of SEBI Master Circular and the scheme shall be acted upon only if vote cast by the **public shareholders** in favour of the proposal are more than the number of votes cast by the **public shareholders** against it;
- iii. The certified/ authenticated copies of the Tribunal Order sanctioning the Scheme being filed with the Registrar of Companies by the Company;
- iv. All other sanctions and approvals, as may be required in Law, in respect of this Scheme being obtained.



16. EFFECT OF NON-RECEIPT OF APPROVALS AND MATTERS RELATING TO REVOCATION AND WITHDRAWAL OF THE SCHEME

16.1 In the event of any of the sanctions and approvals referred to in Clause 15 above not being obtained and / or the Capital Reduction not being sanctioned by the Hon'ble Tribunal or such other appropriate authority, if any, this Capital Reduction shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and / or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Capital Reduction or as may otherwise arise in law and agreed between the relevant parties.

16.2 The Board of the Company shall be entitled to revoke, cancel and declare the Scheme or any part thereof to be of no effect and/ or to withdraw the Scheme or any part thereof and respective applications/ petitions filed with the Tribunal for any reason including if the Board is of view that the coming into effect of the Scheme or of any part thereof, in terms of the provisions of this Scheme or filing of the drawn up orders with any authority could have adverse implication on the Company or in case any condition or alteration imposed by the Tribunal or any other authority or entity is not on terms acceptable to them.

17. SEVERABILITY

If any part of the scheme hereof is invalid or unworkable, ruled illegal by any authority of competent jurisdiction or unenforceable under present or future laws, then it is the intention of the Board that such part shall be severable from the remainder of the scheme and shall not be effected thereby, unless the deletion of such part shall cause this scheme to become materially adverse, in which case the Board shall attempt to



bring a suitable modification in the scheme. The Board shall be entitled to revoke, cancel and declare the scheme of no effect, if the Board is of view that the scheme coming into effect could have adverse implications on the Company.

18. COSTS

All expenses, if any (save as expressly otherwise agreed) of the Company arising out of or incurred in carrying out and implementing this Scheme or implementation thereof and matters incidental thereto, shall be borne by the Company and approved by the Board of Directors of the Company, till the Effective Date.

19. MISCELLANEOUS

- 19.1 Notwithstanding the Capital Reduction, the listing benefits of the Company on all the Stock Exchange(s) shall continue and the Company will comply with the applicable provisions of the listing agreement with the Stock Exchange(s) for listing and trading of shares of the Company.
- 19.2 The designated stock exchange for interaction with the Securities and Exchange Board of India in terms of Paragraph I(A)(1)(a) of Annexure I of the SEBI Master Circular shall be BSE Limited.





DCS/AMAL/TS/R37/021/2026-27

To,
The Company secretary,
Balkrishna Paper Mills Limited
A/7, Trade World, Kamala City,
Senapati Bapat Marg, Lower Parel West,
Mumbai – 400013.

Dear Sir/ Madam,

Sub: Return of draft scheme of reduction Scheme of Reduction of Share Capital under Section 66 read with Section 52 and other applicable provisions of the Companies Act, 2013, and applicable Rules, 2016, between Balkrishna Paper Mills Limited ("Company" or "BPML") and Its Shareholders.

We refer to your application for the draft scheme of reduction Scheme of Reduction of Share Capital under Section 66 read with Section 52 and other applicable provisions of the Companies Act, 2013, and applicable Rules, 2016, between Balkrishna Paper Mills Limited ("Company" or "BPML") and Its Shareholders.

Subsequent to the examination, the following observations are made by SEBI:

1. In terms of Regulation 37(6)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") vide gazette notification dated December 13, 2024, notified that nothing contained in Regulation 37 shall apply to draft schemes which solely provide for writing off accumulated losses against the share capital of the listed entity applied uniformly across all shareholders on a pro rata basis or against the reserves of the listed entity, if such draft schemes are filed with recognised stock exchanges for the purpose of disclosures.
2. It is observed that the extant draft scheme solely involves writing off accumulated losses of the Company, a listed entity, against its share capital applied uniformly across all its shareholders on a pro rata basis and is therefore covered under the above-mentioned amendment (i.e., Regulation 37(6)(b), Listing Regulations).
3. Further, with respect to the reduction of unlisted NCRPS issued by the Company to its promoters, it does not fall under the purview of the SEBI, as the NCRPS issued by the Company are not listed on stock exchanges.

In view of the above, the Draft Scheme is returned to the Company due to non-applicability of Regulation 37 to the extant draft scheme in light of Regulation 37(6)(b).

Yours faithfully,

A handwritten signature in blue ink, appearing to read 'Anurag Jain'.

Anurag Jain
Manager

A handwritten signature in blue ink, appearing to read 'Abhishek Kadlak'.

Abhishek Kadlak
Deputy Manager

TS



Ref: NSE/LIST/52993

April 13, 2026

The Company Secretary
Balkrishna Paper Mills Limited

Dear Madam/Sir,

Sub: Return Letter for draft Scheme of Reduction of Share Capital under Section 66 read with section 52 and other applicable provisions of the Companies Act, 2013 between Balkrishna Paper Mills Limited (BPML) and its shareholders.

This is with reference to your application for the captioned draft scheme. In this regard, the following has been observed:

- a. In terms of Regulation 37(6) of the SEBI (LODR) Regulations, vide gazette notification dated December 13, 2024, notified that nothing contained in Regulation 37 shall apply to draft schemes which solely provide for writing off accumulated losses against the share capital of the listed entity applied uniformly across all shareholders on a pro rata basis or against the reserves of the listed entity, if such draft schemes are filed with recognised stock exchanges for the purpose of disclosures.
- b. It is observed that the extant draft scheme solely involves writing off accumulated losses of Balkrishna Paper Mills Limited (Company), a listed entity, against its share capital applied uniformly across all its shareholders on a pro rata basis and is therefore covered under the above-mentioned amendment (i.e., regulation 37(6)(b)).
- c. Further, with respect to the reduction of unlisted NCRPS issued by the Company to its promoters, it does not fall under the purview of the SEBI/Exchanges, as the NCRPS issued by the Company are not listed on stock exchanges.

In view of the above, the draft scheme is returned to the Company due to non-applicability of Regulation 37 to the extant draft scheme in light of regulation 37(6)(b).

Yours faithfully,
For National Stock Exchange of India Ltd.

Dipti Chinchkhede
Senior Manager

This Document is Digitally Signed



Signer: DIPTI VIPIL CHINCHKHEDE
Date: Mon, Apr 13, 2026 17:52:51 IST
Location: NSE

National Stock Exchange of India Limited | Exchange Plaza, C-1, Block G, Bandra Kur
India +91 22 26598100 | www.nseindia.com | CIN U67120MH1992PLC069769

dra (E), Mumbai – 400 051,

SSPA & CO.

Chartered Accountants
1st Floor, "Arjun", Plot No.6A,
V. P. Road, Andheri (W),
Mumbai – 400 058. INDIA.
Tel. : 91 (22) 4005 3682
Website : www.sspa.in

STRICTLY PRIVATE & CONFIDENTIAL

December 23, 2025

To,
The Board of Directors,
Balkrishna Paper Mills Limited
A/7, Trade World,
Kamala City,
Senapati Bapat Marg,
Lower Parel (West),
Maharashtra, India – 400013

Dear Sir(s) /Madam(s),

Re: Report on recommendation on the capital reduction of Balkrishna Paper Mills Limited

We refer to the engagement letter dated December 17, 2025, whereby, SSPA & Co., Chartered Accountants (hereinafter referred to as 'SSPA' or 'Registered Valuer' or 'We') has been appointed by the management of Balkrishna Paper Mills Limited (hereinafter referred to as 'BPML' or the 'Company') to provide recommendation on the capital reduction of equity and preference shares of the Company pursuant to the scheme of reduction of share capital under section 66 read with section 52 and other applicable provisions of the Companies Act, 2013 ('Co. Act') read with applicable Rules (hereinafter referred to as the 'Scheme').

1. SCOPE AND PURPOSE OF THIS REPORT

- 1.1 We have been informed by the management of BPML (hereinafter referred to as the 'Management') that they are considering a proposal of reduction of equity and preference share capital of the Company (hereinafter referred to as the 'Proposed Transaction').
- 1.2 As mentioned in the Scheme, the Company has, over the years, incurred losses in its paper business, resulting in an erosion of its net worth. As per the limited reviewed financial statements as on September 30, 2025, the accumulated losses stand at INR 278.39 crores. Consequently, the existing share capital no longer reflects the true financial position and performance of the Company.



- 1.3 As mentioned in the Scheme, the Company has outstanding redeemable preference shares amounting to INR 110 crores carrying a dividend rate of 6.5%. Given the Company's current financial condition, reduced business operations and significant accumulated losses, the Company will not have adequate profits, reserves or liquidity to redeem its preference shares in the foreseeable future.
- 1.4 In light of the foregoing and with a view to rationalising and reorganising the capital structure of the Company, the Board of Directors has proposed to undertake a reduction of share capital in accordance with Section 66 read with Section 52 and other applicable provisions of the Companies Act, 2013 with effect from the appointed date which shall be the effective date (as defined in the Scheme) (hereinafter referred to as 'Appointed Date'), subject to requisite approvals, as set out below:
- i. The Company proposes to write off its accumulated losses to the maximum extent possible by first utilising the balance available in the Securities Premium Account amounting to INR 23.28 crores and thereafter shall be adjusted by reducing the face value of equity shares of the Company from INR 10 each to INR 1 each, without any payment or consideration to the equity shareholders;
 - ii. Reduction of 1,10,00,000 - 6.5% Non-Cumulative Redeemable Preference Shares of INR 100 each, issued by the Company. The consideration payable to such preference shareholders shall be discharged as and when adequate funds become available with the Company. Until such time, the amount so payable shall stand reclassified and reflected as an unsecured non-interest-bearing loan.

2. BRIEF BACKGROUND OF BALKRISHNA PAPER MILLS LIMITED

BPML was originally incorporated as a public limited company on June 29, 2013 under the provisions of Companies Act, 1956 in the name and style of "Nirvikara Paper Mills Limited" ('NPML'). Further, pursuant through a Scheme of Arrangement between BPML, Balkrishna Industries Limited ('BIL') and NPML, BPML got merged with BIL and the entire paper business of BIL (i.e. undertaking, its assets and liabilities) was transferred to NPML. Since then, NPML was carrying on paper business of BPML. Subsequently, the company's name was changed to "Balkrishna Paper Mills Limited" on August 23, 2016.

The Company is engaged in the business of manufacturing and selling of "Paper and Paper Boards" and Trading of plastic & packaging materials. However as informed by the Management, during the year, the Company has discontinued its manufacturing



activities of 'Paper and Paper Board'. The Company is carrying out trading activities in sustainable plastic and packaging materials.

The equity shares of the Company are listed on BSE Limited ('BSE') and the National Stock Exchange of India Limited ('NSE').

As provided by the Management, the shareholding pattern of BPML as on date is as follows:

(a) Equity Shares:

Particulars	No. of equity shares	% of holding
Promoter and Promoter group	1,93,15,802	59.95%
Public	1,29,03,730	40.05%
Total (face value of INR 10 each)	3,22,19,532	100.00%

(b) 6.5% Non-Cumulative Redeemable Preference Shares:

Name of the shareholder	No. of preference shares	% of holding
Promoter and Promoter Group	1,10,00,000	100%
Total (face value of INR 100 each)	1,10,00,000	100%

As per the limited reviewed financial results of the Company for six months period ended September 30, 2025 ('6ME Sep25'), the issued, subscribed and paid-up equity share capital of the Company is INR 32.21 crores and the issued, subscribed and paid-up preference share capital of the Company is INR 110 crores.

3. REGISTERED VALUER - SSPA & CO., CHARTERED ACCOUNTANTS

SSPA, is a partnership firm, located at 1st Floor, "Arjun", Plot No. 6A, V. P. Road, Andheri (West), Mumbai - 400 058, India. SSPA is engaged in providing valuation and various other corporate consultancy services.

We are a firm of practising Chartered Accountants registered with The Institute of Chartered Accountants of India ('ICAI'). We are also registered with the Insolvency and Bankruptcy Board of India ('IBBI'), as a Registered Valuer for asset class - 'Securities or Financial Assets' with Registration No. IBBI/RV-E/06/2020/126.

4. SOURCES OF INFORMATION

For the purpose of this exercise, we have relied upon the following sources of information received from the Management and information available in the public domain:



- Annual report of the Company for Financial Year ('FY') 2024-25.
- Limited reviewed financial results of the Company for 6ME Sep25.
- Draft scheme of reduction of share capital.
- Discussion with the Management including the management representation letter in connection with the operations of the Company and such other information and explanations as we required and which have been provided by the Management.

5. SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS, AND DISCLAIMERS

- 5.1. Our report is subject to the scope and limitations detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made. Further, our recommendation is in accordance with ICAI Valuation Standards 2018 issued by The Institute of Chartered Accountants of India.
- 5.2. The report assumes that the Company complies fully with relevant laws and regulations applicable in its area of operations and usage unless otherwise stated, and that the Company will be managed in a competent and responsible manner. Further, as specifically stated to the contrary, this report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigations and other contingent liabilities that are not recorded/reflected in the balance sheet provided to us.
- 5.3. The draft of the present report was circulated to the Management for confirming the facts stated in the report and to confirm that the information or facts stated are not erroneous.
- 5.4. For the purpose of this exercise, we were provided with both written and verbal information including information detailed hereinabove in para 'Sources of Information'. Further, the responsibility for the accuracy and completeness of the information provided to us by the Company and / or their auditors / consultants of the Company, is that of the Management. Also, with respect to explanations and information sought from the Company, we have been given to understand by the Management that they have not omitted any relevant and material information about the Company. The Management have indicated to us that they have understood that any omissions, inaccuracies or misstatements may materially affect our conclusions.



- 5.5. Our work does not constitute an audit, due diligence, or certification of these information referred to in this report including information sourced from public domain. Accordingly, we are unable to and do not express an opinion on the fairness or accuracy of any information referred to in this report and consequential impact on the present exercise. However, we have evaluated the information provided to us by the Company through broad inquiry, analysis, and review. However, nothing has come to our attention to indicate that the information provided / obtained was materially misstated / incorrect or would not afford reasonable grounds upon which to base the report.
- 5.6. This report is issued on the understanding that the Management has drawn our attention to all the matters, which they are aware of concerning the financial position of the Company and any other matter, which may have an impact on the report including any significant changes that have taken place or are likely to take place in the financial position of the Company. Events and transactions occurring after the date of this report may affect the report and assumptions used in preparing it and we do not assume any obligation to update, revise or reaffirm this report.
- 5.7. We are independent of the Company and have no current or expected interest in the Company or its assets. The fee paid for our services in no way influenced the results of our analysis.
- 5.8. Our report is not, nor should it be construed as our opining or certifying the compliance with the provisions of any law including companies, competition, taxation, and capital market related laws or as regards any legal implications or issues arising in India or abroad from the Proposed Transaction.
- 5.9. Any person/party intending to provide finance/divest/invest in the shares/convertible instruments/business of the Company shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision.
- 5.10. The decision to carry out the Proposed Transaction lies entirely with the parties concerned and our work and our finding shall not constitute a recommendation as to whether or not the parties should carry out the Proposed Transaction.
- 5.11. Our report is meant for the purpose mentioned in Para 1 only and should not be used for any purpose other than the purpose mentioned therein. It is exclusively for the use of the Company and may be submitted to regulatory/statutory authority for obtaining



requisite approvals. The Report should not be copied or reproduced without obtaining our prior written approval for any purpose other than the purpose for which it is prepared. In no event, regardless of whether consent has been provided, shall SSPA assume any responsibility to any third party to whom the report is disclosed or otherwise made available.

- 5.12. SSPA nor its partners, managers, employees make any representation or warranty, express or implied, as to the accuracy, reasonableness, or completeness of the information, based on which this report is issued. We owe responsibility only to the Client that has appointed us under the terms of the Engagement Letter. We will not be liable for any losses, claims, damages, or liabilities arising out of the actions taken, omissions, or advice given by any other person. In no event shall we be liable for any loss, damages, cost, or expenses arising in any way from fraudulent acts, misrepresentations, or wilful default on part of the Client, their directors, employees, or agents.

6. RECOMMENDATION ON REDUCTION OF EQUITY SHARE CAPITAL OF THE COMPANY

- 6.1. As mentioned hereinabove, the Board of Directors has proposed to undertake a reduction of equity share capital in accordance with Section 66 read with Section 52 and other applicable provisions of the Companies Act, 2013 with effect from the Appointed Date, subject to requisite approvals, as set out below:

- The Company proposes to write off its accumulated losses to the maximum extent possible by first utilising the balance available in the Securities Premium Account amounting to INR 23.28 crores and thereafter shall be adjusted by reducing the face value of equity shares of the Company from INR 10 each to INR 1 each, without any payment or consideration to the equity shareholders.

- 6.2. As stated in SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 June 2023, valuation is not required in cases where there is no change in the shareholding pattern of the Company. Therefore, **no valuation of the Company is required to be undertaken** for the proposed reduction of equity share capital through the Scheme since:

- i. Pursuant to the Scheme as on the effective Date, there will be no change or reduction in the number of equity shares issued by the Company, and hence, the proportion of the equity shares held by the existing members of the Company



will remain intact and no prejudice will be caused to the equity shareholders of the Company by the aforesaid reduction in equity share capital;

- ii. The pre and post beneficial equity ownership of the Company is as below:

Particulars	Prior the implementation of the Scheme of Reduction		Post the implementation of Scheme of Reduction	
	No. of equity shares (face value of INR 10 each)	% of holding	No. of equity shares (face value of INR 1 each)	% of holding
Promoter and Promoter group	1,93,15,802	59.95%	1,93,15,802	59.95%
Public	1,29,03,730	40.05%	1,29,03,730	40.05%
Total	3,22,19,532	100.00%	3,22,19,532	100.00%

Pursuant to the Scheme, the beneficial equity ownership of the Company remains the same, there shall not be any change in the proportion of equity shareholding of any of the pre-scheme equity shareholders of the Company;

- iii. There shall not be any allotment of new equity shares upon reduction of capital. There is only reduction of the paid-up equity share capital of the Company by 90% which shall be given effect; and
- iv. All the pre-scheme equity shareholders shall remain the equity shareholders of the Company after Scheme in the same proportion.

7. RECOMMENDATION ON REDUCTION OF PREFERENCE SHARE CAPITAL OF THE COMPANY

7.1. As mentioned hereinabove, the Board of Directors has proposed to undertake a reduction of preference share capital in accordance with Section 66 and other applicable provisions of the Companies Act, 2013 with effect from the Appointed Date, subject to requisite approvals, as set out below:

- i. Reduction of 1,10,00,000 - 6.5% Non-Cumulative Redeemable Preference Shares of INR 100 each, issued by the Company. The consideration payable to such preference shareholders shall be discharged as and when adequate funds become available with the Company. Until such time, the amount so payable shall stand reclassified and reflected as an unsecured non-interest-bearing loan. The said unsecured non-interest-bearing loan shall be subordinate to all other secured and unsecured liabilities and claims of the Company; and
- ii. Further, upon this Scheme becoming effective, the issued, subscribed and paid-up preference share capital of the Company shall stand cancelled.



- 7.2. Based on our review, information made available to us and discussions with the Management, in our opinion, the aforementioned proposed reduction of preference share capital through the Scheme is fair and reasonable considering the following:
- i. The Reduction will not cause any prejudice to the interest of the Creditors of the Company as the unsecured non-interest-bearing loan created pursuant to cancellation of Preference Shares will be subordinate to all other secured and unsecured liabilities and claims of the Company. The Creditors of the Company are in no way affected by the proposed reduction of the Preference Share Capital, as there will not be any reduction in the amount payable to any of the Creditors arising out of this reduction. Further, the proposed reduction would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honour its commitments or pay the debts in ordinary course of business. The above proposal, does not in any manner, alter, vary, or affect the rights of the Creditors;
 - ii. The Capital Reduction in any manner whatsoever does not, alter, vary, or affect the payment of any types of dues or outstanding amounts including all or any of the statutory dues payable or outstanding; and
 - iii. The preference share capital reduction and recording of consideration payable as unsecured non-interest-bearing loan is not prejudicial to the equity shareholders of the Company, since their *inter-se* position is unaffected as preference shareholders have priority over equity shareholders, in case of liquidation.

Thanking you,
Yours faithfully,

For SSPA & CO.
Chartered Accountants

ICAI Firm registration number: 128851W
IBBI Registered Valuer No.: IBBI/RV-E/06/2020/126

Parag S. Ved

Parag Ved
Partner

ICAI Membership No. 102432
IBBI Registered Valuer No.: IBBI/RV/06/2018/10092
UDIN: 25102432MDPCYV8552
Place: Mumbai
Date: December 23, 2025





Date: December 23, 2025

To,
The Board of Directors,
Balkrishna Paper Mills Limited
 A/7, Trade World, Kamala City,
 Senapati Bapat Marg, Lower Parel (West),
 Maharashtra, India – 400013

Dear Sir/Ma'am,

Subject: Fairness opinion on recommendation on the capital reduction of Balkrishna Paper Mills Limited

We refer to our discussion undertaken with the Management of Balkrishna Paper Mills Limited (“BPML” or the “Company”) wherein the Management has appointed **Rarever Financial Advisors Private Limited**, a Category I Merchant Banker registered with SEBI having Registration Number – INM000013217 (hereinafter referred to as “RFAPL” or “Valuer” or “We” or “Us” or “Our”) to provide a fairness opinion on the capital reduction of equity and preference shares of the Company pursuant to the scheme of reduction of share capital under section 66 read with section 52 and other applicable provisions of the Companies Act, 2013 read with applicable Rules as recommended by SSPA & Co., Chartered Accountants, Registered Valuer – Securities or Financial Assets (hereinafter referred to as ‘SSPA’ or ‘Registered Valuer’) vide report dated December 23, 2025.

Hereinafter the Board of Directors of BPML shall be referred to as the “Management” that they are considering a proposal of reduction of equity and preference share capital of the Company (hereinafter referred to as the ‘Proposed Transaction’).

Please find enclosed our deliverables in the form of a report (*the “Report”*). This Report sets out the transaction overview, scope of work, background of the Company, sources of information and our opinion on the capital reduction of Company for the aforesaid Proposed Transaction recommended by the Registered Valuer.

This Report is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein. This Report has been issued only to facilitate the Proposed Transaction and should not be used for any other purpose.

For, Rarever Financial Advisors Private Limited

PAVAN Digitally signed by
VANJANI PAVAN VANJANI
 Date: 2025.12.23
 11:20:49 +05'30'

Mr. Pavan Vanjani
Authorised Signatory

Date: December 23, 2025
Place: Ahmedabad

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Registered and Corporate Office:

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 Satellite, Manekbag, Ahmedabad - 380015, Gujarat, India

CIN: U70200GJ2023PTC144374
 SEBI Reg. No.: INM000013217

1. BACKGROUND OF THE COMPANY

Balkrishna Paper Mills Limited is a public company, limited by shares, incorporated on June 29, 2013, under the provisions of the Companies Act, 1956 bearing Corporate Identification Number (“CIN”) L21098MH2013PLC24496 and having its registered office at A/7, Trade World, Kamala City, Senapati Bapat Marg Lower Parel (W), Mumbai City, Mumbai, Maharashtra, India, 400013

BPML was originally incorporated as a public limited company on June 29, 2013 under the provisions of Companies Act, 1956 in the name and style of “Nirvikara Paper Mills Limited” (‘NPML’). Further, pursuant through a Scheme of Arrangement between BPML, Balkrishna Industries Limited (‘BIL’) and NPML, BPML got merged with BIL and the entire paper business of BIL (i.e. undertaking, its assets and liabilities) was transferred to NPML. Since then, NPML was carrying on paper business of BPML. Subsequently, the company’s name was changed to “Balkrishna Paper Mills Limited” on August 23, 2016. The Company is engaged in the business of manufacturing and selling of “Paper and Paper Boards” and Trading of plastic & packaging materials. However as informed by the Management, during the year, the Company has discontinued its manufacturing activities of ‘Paper and Paper Board’. The Company is carrying out trading activities in sustainable plastic and packaging materials.

The equity shares of the Company are listed on BSE Limited (‘BSE’) and the National Stock Exchange of India Limited (‘NSE’).

The summary of the equity shareholding pattern of BPML as on date, is as under:

Category of the Shareholder	No. of shares held (FV – INR 10 each)	Shareholding (%)
Promoter & Promoter Group	1,93,15,802	59.95%
Public	1,29,03,730	40.05%
Total	3,22,19,532	100.0%

The summary of the 6.5% Non-Cumulative Redeemable Preference Shares:

Name of the Shareholder	No. of Preference shares (FV - 100 each)	Shareholding (%)
Promoter and Promoter Group	1,10,00,000	100.0%
Total	1,10,00,000	100.0%

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2. TRANSACTION OVERVIEW, RATIONALE OF THE SCHEME AND SCOPE OF SERVICES

❖ Transaction Overview

We understand that the management of BPML are contemplating a capital reduction of equity and preference share capital of the Company in accordance with the provisions of section 66 read with section 52 and other applicable provisions of the Companies Act, 2013 read with applicable Rules with effect from the Appointed Date and in a manner provided in the draft scheme of capital reduction (the “Scheme”).

❖ Rationale of the Scheme

As per the Scheme, the Company has, over the years, incurred losses in its paper business, resulting in an erosion of its net worth. As per the limited reviewed financial statements as on September 30, 2025, the accumulated losses stand at INR 278.39 crores. Consequently, the existing share capital no longer reflects the true financial position and performance of the Company.

As per the Scheme, the Company has outstanding redeemable preference shares amounting to INR 110 crores carrying a dividend rate of 6.5% and given the Company’s current financial condition, reduced business operations and significant accumulated losses, the Company will not have adequate profits, reserves or liquidity to redeem its preference shares in the foreseeable future.

In light of the foregoing and with a view to rationalising and reorganising the capital structure of the Company, the Board of Directors has proposed to undertake a reduction of share capital in accordance with Section 66 read with Section 52 and other applicable provisions of the Companies Act, 2013 with effect from the appointed date which shall be the effective date (as defined in the Scheme) (hereinafter referred to as ‘Appointed Date’), subject to requisite approvals, as set out below:

- a. The Company proposes to write off its accumulated losses to the maximum extent possible by first utilising the balance available in the Securities Premium Account amounting to INR 23.28 crores and thereafter shall be adjusted by reducing the face value of equity shares of the Company from INR 10 each to INR 1 each, without any payment or consideration to the equity shareholders;
- b. Reduction of 1,10,00,000 - 6.5% Non-Cumulative Redeemable Preference Shares of INR 100 each, issued by the Company. The consideration payable to such preference shareholders shall be discharged as and when adequate funds become available with the Company. Until such time, the amount so payable shall stand reclassified and reflected as an unsecured non-interest-bearing loan.

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❖ **Scope of Services**

Pursuant to the requirements of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended from time to time, we have been requested by the Management to issue a fairness opinion in relation to the capital reduction for the Proposed Transaction.

In this regard, the Management has appointed **Rarever Financial Advisors Private Limited**, a Category I Merchant Banker registered with SEBI having Registration Number – INM000013217 to provide a fairness opinion on the capital reduction for the Proposed Transaction recommended by the Registered Valuer vide report dated December 23, 2025.

Our scope of work only includes forming an opinion on the fairness of the recommendation of the Registered Valuer on the capital reduction arrived at for the Proposed Transaction and does not involve evaluating or opining on the fairness or economic rationale of the Proposed Transaction per se. This report is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such, the Report is to be read in totality and not in parts, in conjunction with the relevant documents referred to herein.

3. SOURCES OF INFORMATION

We have relied on the following information made available to us by the Management obtained from the public domain for this report:

- Annual Report of BPML for FY 2024-25 and Limited Reviewed financial statements of BPML for the period ended September 30, 2025;
- Shareholding pattern of BPML as on September 30, 2025;
- Draft scheme of reduction of share capital;
- Signed capital reduction report issued and prepared by SSPA & CO., Chartered Accountants Registered Valuer – Securities or Financial Assets vide report dated December 23, 2025;
- Relevant data and information provided by management either in written or oral form or in the form of soft copy; and discussions with representatives of the Company.

The Management has been provided with the opportunity to review the draft fairness opinion report (excluding our opinion) as part of our standard practice to make sure that factual inaccuracy/omissions are avoided.

4. PROCEDURES ADOPTED

In connection with this exercise, we have adopted the following procedures to carry out the opinion:

- Discussion with the Management to understand the business and the fundamental factors that affect its earning generating capability of Company and including strength, weakness, opportunity and threat analysis and historical financial performance;
- Analysis of information shared by Management;

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- Requested and received financial and qualitative information and obtained data available in the public domain;
- Reviewed the signed capital reduction report issued and prepared by SSPA & Co. Chartered Accountants, Registered Valuer – Securities or Financial Assets vide report dated December 23, 2025;
- Discussion with a Registered Valuer on such matters which we believed were necessary or appropriate for issuing this opinion.

5. LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

- The fairness opinion contained herein is not intended to represent a fairness opinion at any time other than the Report date.
- We have no obligation to update this report. This Report, its contents and the results herein are specific to (i) the purpose of fairness opinion agreed upon as per the terms of our engagement; (ii) the Report Date; and (iii) other data detailed in the Section 3 of this report “*Sources of Information*”.
- A fairness opinion of this nature is necessarily based on the prevailing stock market, financial, economic and other conditions in general and industry trends in particular as in effect on and the information made available to us as of, the date hereof. Events occurring after the date hereof may affect this report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this report.
- The fairness opinion rendered in this Report only represents our opinion based upon information furnished by BPML and gathered from the public domain (and analysis thereon) and the said opinion shall be considered to be in the nature of non-binding advice. Our fairness opinion should not be used for advising anybody to make a buy or sell decision for which a specific opinion needs to be taken from expert advisors.
- We have not independently audited or otherwise verified the financial information provided to us. Accordingly, we do not express an opinion or offer any form of assurance regarding the truth and fairness of the financial position as indicated in the financial statements. Also, with respect to explanations and information sought from the Management, we have been given to understand by the Management that they have not omitted any relevant and material factors about the Company and that they have checked the relevance or materiality of any specific information to the present exercise with us in case of any doubt. Our conclusion is based on the information given by/on behalf of the Company. The Management has indicated to us that they have understood that any omissions, inaccuracies or misstatements may materially affect our fairness opinion.
- It is understood that this opinion is solely for the benefit of confidential use by the Board of Directors of the Company to facilitate to give fairness opinion to the Management regarding capital reduction report issued by Registered Valuer to comply with SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 as amended from time; disclosures to be made to relevant regulatory authorities including stock exchanges, SEBI, National Company Law Tribunal or as required under applicable law and it shall not be valid for any other purpose. This opinion is only intended for the aforementioned specific purpose and if it is used for any other purpose; we will not be liable for any consequences thereof.
- The Report assumes that BPML comply fully with relevant laws and regulations applicable in all its areas of operations and that the Company will be managed competently and responsibly. Further,

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this Report has not considered matters of a legal nature, including issues of legal title and compliance with local laws, litigation and other contingent liabilities that are not represented to us by the Management. Our fairness opinion assumes that the assets and liabilities of the Company and, reflected in their respective balance sheet remain intact as of the Report date.

- The Report does not address the relative merits of the Proposed Transaction as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available.
- This fairness opinion is issued on the understanding that each of the Company has drawn our attention to all the matters which may have an impact on our opinion including any significant changes that have taken place or are likely to take place in the financial position or businesses up to the date of report. We have no responsibility to update this fairness opinion for events and circumstances occurring after this date.
- The fee for the engagement is not contingent upon the results reported.
- We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions of or advice given by any other to the Company. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or willful default on the part of the Company, their directors, employees or agents.
- This report is not a substitute for the third party's due diligence/appraisal/inquiries/ independent advice that the third party should undertake for his purpose.
- This Report is subject to the laws of India.
- Neither the Report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than in connection with the Proposed Transaction and filing it with relevant authorities, without our prior written consent.
- In addition, this report does not in any manner address the prices at which equity shares of BPML will trade following the announcement of the Proposed Transaction and we express no opinion or recommendation as to how the shareholders of Company should vote at any shareholder's meeting(s) to be held in connection with the Proposed Transaction. Our opinion contained herein is not to be construed as advice relating to investing in, purchasing, selling or otherwise dealing in securities.

5. OUR RECOMMENDATION

As stated in the capital reduction report dated December 23, 2025 prepared by SSPA & CO, Registered Valuer – Securities or Financial have recommended the following:

To the equity shareholders of BPML for the Proposed Transaction:

The Company proposes to write off its accumulated losses to the maximum extent possible by first utilising the balance available in the Securities Premium Account amounting to INR 23.28 crores. The balance losses, if any, shall thereafter be adjusted by reducing the face value of the equity shares of the Company from INR 10 each to INR 1 each, without any payment or consideration to the equity shareholders.

Pursuant to the Scheme, as on the effective date, there shall be no change or reduction in the number of equity shares issued by the Company. Accordingly, the proportion of equity shareholding of the existing

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equity shareholders shall remain unchanged, and no prejudice shall be caused to the equity shareholders by the aforesaid reduction in equity share capital.

Further, pursuant to the proposed transaction, the beneficial ownership of the Company shall remain the same, and there shall be no change in the percentage equity shareholding of any of the pre-transaction equity shareholders.

No new equity shares shall be allotted pursuant to the capital reduction. The transaction involves only a reduction of the paid-up equity share capital of the Company by 90%, which shall be given effect to by reduction in the face value of the equity shares. All pre-transaction equity shareholders shall continue to remain equity shareholders of the Company after the transaction in the same proportion as prior thereto.

To the preference shareholders of BPML for the Proposed Transaction:

The Company proposes a reduction of its issued, subscribed and paid-up preference share capital comprising 1,10,00,000 6.5% Non-Cumulative Redeemable Preference Shares of INR 100 each. The consideration payable to the preference shareholders pursuant to such reduction shall be discharged as and when adequate funds become available with the Company. Until such time, the amount payable shall be reclassified and recorded as an unsecured non-interest-bearing loan in the books of the Company. Such unsecured non-interest-bearing loan shall be subordinate to all existing and future secured and unsecured liabilities and claims of the Company.

Upon the Scheme becoming effective, the issued, subscribed and paid-up preference share capital of the Company shall stand cancelled.

The proposed reduction of preference share capital shall not cause any prejudice to the creditors of the Company, as the unsecured non-interest-bearing loan created pursuant to the cancellation of the preference shares shall rank subordinate to all other secured and unsecured liabilities and claims of the Company.

The creditors of the Company shall not be affected by the proposed reduction, as there shall be no reduction in the amounts payable to any creditor arising out of this transaction. Further, the proposed reduction shall not adversely affect the ordinary operations of the Company or its ability to honour its commitments and discharge its debts in the ordinary course of business. The Scheme does not, in any manner, alter, vary, or affect the rights of the creditors. The capital reduction shall not affect the payment of any dues or outstanding amounts, including statutory dues payable by the Company.

Further, the reduction of preference share capital and the recording of the consideration payable as an unsecured non-interest-bearing loan is not prejudicial to the equity shareholders of the Company, since the inter se rights of equity shareholders remain unaffected. Preference shareholders, by their nature, have priority over equity shareholders in the event of liquidation, and the proposed scheme does not adversely impact such priority.

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Based on the information, and data made available to us, to the best of our knowledge and belief, the capital reduction as recommended by SSPA & CO. Chartered Accountants, Registered Valuer – Securities or Financial Assets in relation to the Proposed Transaction is *fair* to the equity and preference shareholders of BPML in our opinion.

For, Rarever Financial Advisors Private Limited

PAVAN Digitally signed by
PAVAN VANJANI
VANJANI Date: 2025.12.23
11:21:27 +05'30'

Mr. Pavan Vanjani
Authorised Signatory

Date: December 23, 2025

Place: Ahmedabad

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CIN: U70200GJ2023PTC144374
SEBI Reg. No.: INM000013217

**COMPLAINTS REPORT**

[In respect of Scheme of Reduction of Share Capital between Balkrishna Paper Mills Limited and its Shareholders]

Period of Complaints Report: January 17, 2026 to February 8, 2026

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchanges/ SEBI	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Not applicable
5.	Number of complaints pending	Not applicable

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.		Not Applicable	

Yours faithfully,

For Balkrishna Paper Mills Limited

OMPRAKASH
SINGH

Digitally signed by OMPRAKASH
SINGH
Date: 2026.02.09 16:48:51 +05'30'

(Ompakash Singh)

Company Secretary and Compliance Officer

Membership No.FCS 4304

Date : February 09, 2026

Registered Office: A/7, Trade World, Kamala City , Senapati Bapat Marg, Lower Parel, Mumbai, India – 400013
Tel: +91 22 6833 0651 | Email: opsingh@bpml.in | www.bpml.in | CIN: L21098MH2013PLC244963



COMPLAINTS REPORT

[In respect of Scheme of Reduction of Share Capital between Balkrishna Paper Mills Limited and its Shareholders]

Period of Complaints Report: January 20, 2026 to February 11, 2026

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchanges/ SEBI	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Not applicable
5.	Number of complaints pending	Not applicable

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	Not Applicable		

Yours faithfully,

For Balkrishna Paper Mills Limited

OMPRAKASH SINGH Digitally signed by OMPRAKASH SINGH
Date: 2026.02.11 13:28:04 +05'30'

(Omprakash Singh)

Company Secretary and Compliance Officer

Membership No.FCS 4304

Date : February 11, 2026

Compliance Report

It is hereby certified that the draft scheme of Arrangement for reduction of capital of Balkrishna Paper Mills Limited does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 June 2023 ("SEBI Circular"), including the following:

Sl.	Reference	Particulars	Status
1	Regulations 17 to 27 of Listing Regulations	Corporate governance requirements	Complied
2	Regulation 11 of Listing Regulations	Compliance with securities laws	Complied
Requirements of SEBI circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Not Applicable
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	The Company will comply with the provisions of e-voting, as applicable.

For Balkrishna Paper Mills Limited


(Omprakash Singh)
Company Secretary
Membership No.: FCS 4304




(Anurag Poddar)
Chairman & Managing Director
DIN: 00599143

Registered Office: A/7, Trade World, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai, India -- 400013
Tel: +91 22 6833 0651 | Email: opsingh@bpml.in | www.bpml.in | CIN: L21098MH2013PLC244963



Balkrishna Paper Mills Ltd.

Certified that the transactions / accounting treatment provided in the draft scheme of reduction of share capital between **Balkrishna Paper Mills Limited** and its **Shareholders** are in compliance with all the Accounting Standards applicable to a listed entity.

For Balkrishna Paper Mills Limited

(Manish Malpani)

Whole-time Director & CFO

DIN: 00055430

(Anurag Poddar)

Chairman & Managing Director

DIN: 00599143

Date: January 9, 2026

