

**BALLARPUR INDUSTRIES LIMITED**

CIN: L21010MH1945PLC010337

**Registered Office: 602, 6th Floor, Boston House, Suren Road, Andheri East,
Mumbai, Maharashtra - 400 093, India.**

E-mail: sectdiv@bilt.com ; Telephone: +91 (022) 4000 2600

Website: www.biltpaper.in

NOTICE OF THE 76th ANNUAL GENERAL MEETING

Notice is hereby given that the Seventy-Sixth Annual General Meeting ("AGM") of the members of Ballarpur Industries Limited ("the Company") will be held on Monday, November 03, 2025 at 02.00 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). The venue of the AGM shall be deemed to be the Registered Office of the Company. The following businesses will be transacted at the AGM:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements [including consolidated financial statements] of the Company for the financial year ended March 31, 2021, and the reports of the Board of Directors ('the Board') and auditors thereon

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the audited financial statements [including consolidated financial statements] of the Company for the financial year ended March 31, 2021, together with the reports of the Board of Directors and Auditors thereon, be and are hereby approved and adopted."

SPECIAL BUSINESS:**2. Ratification of Remuneration to Cost Auditors**

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

"RESOLVED THAT pursuant to the provisions of section 148 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014 {including any statutory amendments(s), modification(s) or re-enactment(s) thereof, for the time being in force}, the remuneration payable to M/s Bahadur Murao & Co., Cost Accountants, New Delhi (Firm Registration No. 000008), appointed by the Board of Directors of the Company, as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2022, amounting to Rs. 11,000/- (Rupees Eleven Thousand only) plus applicable taxes thereon and re-imbursment of out-of-pocket expenses, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified, confirmed and approved.

FURTHER RESOLVED THAT any of the directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, filing of

necessary forms, returns and submissions under the Act to give effect to this resolution."

3. Appointment of Mr. Alok Prakash (DIN: 06913561) Chief Executive Officer as a Whole Time Director and approval of the terms of remuneration thereof

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of sections 152, 178, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule V thereto and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment, statutory modification or re-enactment thereof for the time being in force) the SEBI (Listing Obligation & Disclosures Requirement) Regulations, 2015, and based on recommendation of Nomination & Remuneration Committee of the Board, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Alok Prakash (DIN: 06913561) Chief Executive Officer of the Company as Whole-time Director, designated as 'Executive Director' of the Company for a period of 3 (Three) years from August 07, 2025 to August 06, 2028, liable to retire by rotation, upon the terms and conditions including remuneration as set out in the explanatory statement relating to this resolution annexed to the Notice, with liberty and powers to the Board of Directors (which term shall be deemed to include any Committee thereof) to alter and vary the terms and conditions and remuneration in such manner as the Board of Directors may deem fit and as is acceptable to Mr. Alok Prakash (DIN: 06913561), within the limits specified in the Act, including any statutory amendment, modifications or re-enactment thereof.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013 or otherwise, the Board of Directors be and is hereby authorised to vary or increase or revise the remuneration of Whole-time Director from time to time to the extent the Board of Directors may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Act read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time, and the agreement between the Company and Whole-time Director be executed to give effect to such modification, relaxation or variation without any further reference to the Members of the Company in General Meeting.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein above or in the terms and conditions of his appointment, where in any financial year, during the tenure of Mr. Alok Prakash (DIN: 06913561) as Whole time Director of

the Company, the Company has no profits or its profits are inadequate, Mr. Alok Prakash (DIN: 06913561) will be paid, then current remuneration (including fixed salary) as minimum remuneration subject to necessary approvals and compliances as per the applicable provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as they may, in their absolute discretion deem necessary, proper or expedient and to execute all such documents, instruments and writings as may be required and delegate all or any of their powers herein conferred to any Committee of Director(s) to give effect to the above resolution.”

**By Order of the Board of Directors
For Ballarpur Industries Limited**

**Sd/-
Hardik Patel
Whole-Time Director**

**Place: Mumbai
Date: October 8, 2025**

Note to Members

The National Company Law Tribunal (“NCLT”), Mumbai Bench, vide its order dated January 17, 2020, (“Insolvency Commencement Order”) has commenced the Corporate Insolvency Resolution Process (“CIRP”) against the Company in CP No. 2915/I&B/MB/2019 filed by Finquest Financial Solutions Private Limited (“**FFSPL**”).

Mr Divyesh Desai having IP Registration No. IBBI/IPA-001/IP-P00169/2017-18/10338 was appointed as an interim resolution professional (“IRP”) to manage affairs and assets of the Company in accordance with the provisions of the Code. Subsequently, the Hon’ble NCLT vide its order dated May 27, 2020 had appointed Mr Anuj Jain having IP Registration No. IBBI/IPA-001/IP-P00142/2017-18/10306 as the resolution professional (“Resolution Professional”) of the Company to take charge of the affairs and assets of the Company in accordance with the provisions of the Code.

By virtue of the commencement of CIRP against the Company, the powers of the erstwhile board of directors of the Company were suspended with effect from the Insolvency Commencement Date, i.e., January 17, 2020.

Prior to the date of the Insolvency Commencement Order, the erstwhile board of directors of the Company managed the business operations, affairs and assets of the Company. However, in accordance with the terms of the Code, the powers of the erstwhile board of directors continued to remain suspended for the entire period to which this Board Report pertains to. During the CIRP, the IRP and Resolution Professional were entrusted with the management of the affairs of the Company.

The NCLT approved the resolution plan submitted by FFSPL in its capacity as a resolution applicant under Section 31 of the Code (“**Approved Resolution Plan**”) vide order dated March 31, 2023 (“**NCLT Order**”).

As per the terms of the Approved Resolution Plan, a monitoring committee was constituted comprising of 1 (One) representative of the financial creditors, 1 (One) representative of FFSPL and the erstwhile Resolution Professional for the purposes of (i) managing the operations and affairs of the Company as a going concern and (ii) supervising the implementation of the Approved Resolution Plan. The tenure of the said monitoring committee was from April 16, 2023 to October 25, 2023.

Pursuant to the terms of the NCLT Order and in terms of the Approved Resolution Plan, FFSPL has acquired majority shareholding in the Company. Pursuant to the terms of Approved Resolution Plan, FFSPL was required to take over the Company on an “as-is where-is” basis.

The Approved Resolution Plan was implemented on and from June 12, 2023 (i.e. Closing Date (in terms of the Approved Resolution Plan)), and the new board of directors have been appointed vide resolution dated June 12, 2023 and September 08, 2023 passed by the Company.

In accordance with the provisions of the Code and the NCLT Order, the Approved Resolution Plan is binding on the Company and its employees, members, creditors, including the Central Government, any State Government and/or any local authority to whom any debt is owed, guarantors and all the stakeholders of the Company.

As on the date of the Board’s Report, the new board of directors of the Company comprised of Mr. Hardik B. Patel, the Whole-Time Director and Chief Financial Officer of the Company, Mr. Yeddala Kesava Reddy, Whole Time Director, Mr. Panchapakesan Swaminathan, Independent Director, Mr. Kulandaipaian Thangaraju Independent Director, Ms. Runel Saxena, Independent Director, and Mr. Parashiva Murthy B S, Director (“**New Board**”). Mr. Punit Bajaj was the Company Secretary and Compliance Officer of the Company as on the date of the Board’s Report (collectively with the New Board, the “**New Board and KMPs**”).

Please note that specifically, and among other matters, the Company’s financial statements for the financial years 2019-20, 2020-21, 2021-22 and 2022-23 have not been prepared, audited, approved and filed with the jurisdictional registrar of companies (“**ROC**”), as is required under the relevant provisions of the Companies Act, 2013 read with the rules and regulations framed thereunder (“**Companies Act**”) and requisite documentation and information to enable preparation of the same were not made available to the New Board. At the time of handover of control, only the audited financial statements up to FY 2019, and the unaudited standalone consolidated financial statements of the Company up to FY 2021 were handed over to the New Board.

It is the new management which incurred additional costs and took all efforts to prepare the consolidated financial statements up to FY 2024 and has successfully completed the statutory audit of the same along with standalone financial statements. However, the accounts of the Company for the financial year ending March 31, 2021 (“**Subject Accounts**”), which pertain to the period prior to the Closing Date (June 12, 2023 (As per terms of the Resolution Plan)), and the date of appointment of New Board (i.e. June 12, 2023 and September 08, 2023), are required to be adopted by the shareholders of the Company.

It is pertinent to note that the Board’s Report and Subject Accounts are required to: (i) be approved, and signed by or on

behalf of the New Board and KMPs; (ii) undergo statutory audit by the Company's auditors; (iii) approved by the Company's shareholders; (iv) filed with the ROC in order to (a) fulfill requisite compliance requirements, including under the Companies Act and (b) to cure/regularize the non-compliance of the Company with respect to its filing requirements under the Companies Act including to make its status 'Active Compliant' with the registrar of companies (and as reflected on the portal of Ministry of Corporate Affairs) in terms of and for the implementation of the Approved Resolution Plan. Accordingly, in fulfilling these compliance requirements certain inherent limitations and inhibitions are involved for the New Board and KMPs and management of the Company ("**Inherent Limitations and Inhibitions**"), as is set out below in further detail.

The Subject Accounts have been signed by Mr. Hardik B. Patel, the Chairman & Whole-Time Director, Mr. Parashiva Murthy B S, Director & Mr. Punit Bajaj, Company Secretary and the Board's Report is being approved by the Company's New Board, only for the purpose of statutory compliance as set out in the preceding paragraphs, subject to the following Inherent Limitations and Inhibitions: -

- (i) the New Board and KMPs had no access to or role in relation to the affairs and or management Company for and during the financial year ending March 31, 2021 ("**Subject Period**");
- (ii) the New Board and KMPs have, in this regard, relied solely and exclusively on the books, papers, records and other information, documents, clarifications, representations, communications, notices and/or certifications (collectively, "**Books and Records**") furnished to them by or on behalf of the Resolution Professional and the records and details available with the staff of the Company. The New Board has approved this Board Report and Mr. Hardik B. Patel, the Whole Time Director and Chief Financial Officer had signed the Subject Accounts on the basis that the available Books and Records believing that the same: (a) are genuine, correct and accurate; (b) have been prepared and maintained in accordance with the applicable accounting standards, policies and conventions, and the New Board and KMPs are not aware of any significant exercise of judgment which has not been disclosed to them in writing in this regard; and (c) are not in any way fraudulent or misleading;
- (iii) the New Board and KMPs do not take any responsibility or liability for the Books and Records not being in line with the matters stated in paragraph (ii) above. No statement, fact, information (whether current or historical) or opinion contained herein should be deemed or construed as a representation or warranty, confirmation, undertaking and / or assurance, whether express or implied, by the New Board and KMPs.
- (iv) Additionally, and without prejudice to the above, the New Board and KMPs further disclaim all responsibility as to matters regarding: (a) recording, disclosing and dissemination of matters set out in, and record-keeping and preservation of, the Books and Records; (b) matters that require specific disclosure in this Board Report and the Subject Accounts, including (without limitation)

identification of related parties and related party transactions; and (c) matters concerning maintenance of internal controls, systems and processes;

- (v) The New Board and KMPs believe and have relied upon the accounts and financial statements of all the subsidiaries, joint ventures and related parties, being duly and properly prepared, verified and approved in accordance with applicable laws including the relevant accounting standards, for the purpose of consolidation of such financial statements and preparation of this Board Report and the Subject Accounts.

For the reasons set out in the preceding paragraphs, the New Board and KMPs are submitting the Board's Report (including for sake of clarity, the Director's Responsibility Statement set out herein) in compliance with the provisions of the Companies Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 and in good faith and strictly on a without liability basis; and no suit, prosecution or other legal proceeding shall lie against them, now or in future, in relation to or in connection with (in any manner whatsoever) this Board Report or any matter stated herein (including, for sake of clarity, the Director's Responsibility Statement set out herein) and the Subject Accounts.

For and on behalf of the Board of Directors

**Sd/-
Hardik Bharat Patel
Whole-Time Director
DIN: 00590663**

**Place: Mumbai
Date: October 8, 2025**

NOTES FOR 76TH AGM:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the **Act**') and pursuant to relevant Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('the **Listing Regulations**'), in respect of the business under Item No. 3 of the Notice is annexed hereto.
2. Item No. 3 in the notice of the 76th Annual General Meeting ('**AGM**'), pertains to appointment of Mr. Alok Prakash (DIN: 06913561) Chief Executive Officer as a Whole Time Director, who was earlier appointed by the Board as an Additional Director whose tenure was set to expire in the ensuring AGM. Accordingly, the Board of Directors ('the **Board**') have considered and decided to include the same in the 76th AGM.
3. The Ministry of Corporate Affairs ("**MCA**") vide its circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, May 5, 2022, December 28, 2022, September 25, 2023, September 19, 2024 and September 22, 2025 ("**MCA Circulars for General Meetings**") and The Securities and Exchange Board of India ("**SEBI**") vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 ("**SEBI Circulars for General Meetings**") (MCA Circulars for General Meetings and SEBI Circulars for General Meeting are collectively referred to as "the **MCA and SEBI Circulars**"), permitted the holding of the general meetings through VC / OAVM, without the physical presence of the members at a common venue. In compliance with the provisions of the Act, the Listing Regulations, MCA Circulars for General Meetings and SEBI Circulars for General Meetings, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM will be the registered office of the Company at 602, 6th Floor, Boston House, Suren Road, Andheri East, Mumbai, Maharashtra - 400 093, India. Attendance of the Members participating in the AGM through VC / OAVM facility shall be counted for the purpose of reckoning the quorum for the AGM as per section 103 of the Act.
4. As the AGM is being held pursuant to MCA Circulars for General Meetings and SEBI Circulars for General Meetings through VC / OAVM, the facility to appoint proxy will not be available for the AGM and hence the Proxy Form and the Attendance Slip are not annexed to this Notice. However, a Body Corporate is entitled to appoint authorised representative to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-voting.
5. Further, pursuant to sections 112 and 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC / OAVM and cast their vote through e-voting. As the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
6. Electronic copy of complete Annual Report and Notice of AGM are also being sent to all the members whose E-mail IDs are registered with the Company/Depository Participant(s) for communication purposes.
7. Recorded transcript of the proceedings at the AGM shall also be made available on Company's website in Investor Section soon after conclusion of said meeting.
8. Members holding shares in physical mode are requested to intimate RCMC Share Registry Private Limited, the Registrar and Transfer Agent of the Company ('the **RTA**') at B-25/1, Okhla Industrial Area, Phase – 2, Near Rana Motors, New Delhi - 110020, changes, if any, in their names, registered address along with pin code number, e-mail address, telephone / mobile number, Permanent Account Number ('PAN'), mandates, nominations, power of attorneys, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc. and relevant evidences. Members holding shares in electronic mode shall update such details with their respective Depository Participant ('DP').
9. In compliance with the aforesaid Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / RTA / Depositories. The Notice can also be accessed from the websites of the Company i.e. www.biltpaper.in as well as from the website of Stock Exchanges where Company is listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also available on website of National Securities Depository Limited ('NSDL') (agency for providing the remote e-voting facility and e-voting during the AGM) i.e. www.evoting.nsdl.com.
10. The Register of members and share transfer books of the Company will remain closed from October 24, 2025 to November 3, 2025 (both days inclusive) for the purpose of AGM.
11. **Section 88 of the Act read with Rules framed thereunder provide for maintenance of Members Register having details like e-mail ID, Income Tax Permanent Account Number (PAN), Unique Identification Number, Corporate Identification Number, Father's / Mother's / Spouse's Name, Status, Occupation and Nationality etc.** Form for furnishing these information may be downloaded from Company's website www.biltpaper.in and sent to the Company or its Registrar and Share Transfer Agent. Registration of e-mail ID will also facilitate receipt of all communication including Annual Report, Notices and Circulars etc electronically from the Company. Even after registration for e-communication, members will continue to be entitled to receive such documents in physical form, upon making a request for the same.
12. **Mandatory furnishing of KYC details and nomination by holders of physical securities:**

SEBI, vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, has prescribed certain mandatory provisions with regard to "Common and Simplified Norms for processing investor's request by RTAs and norms for furnishing PAN, KYC details and Nomination", where the shares are held in physical mode. Said SEBI circular prescribes following norms:

- Common and simplified norms for processing any service request from the holder, pertaining to the captioned items, by the RTAs.
- Electronic interface for processing investor's queries, complaints and service requests.
- Mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities.
- Freezing of folios without valid PAN, KYC details and Nomination and
- Compulsory linking of PAN and Aadhaar by all holders of physical securities.

Members of the Company holding shares in physical mode shall provide the following documents / details to the RTA of the Company:

- PAN.
- Nomination (for all eligible folios) in Form No. SH13 or submit declaration to "Opt-Out" in Form No. ISR-3.
Note: Any cancellation or change in nomination shall be provided in Form No. SH-14.
- Contact details including postal address with pin code, mobile number, e-mail address.
- Bank account details including bank name and branch, bank account number and IFSC.
- Specimen signature.

Please provide the above documents / details to the RTA of the Company along with other basic details like name of the member, folio number, certificate number and distinctive numbers. As per the said SEBI circular, the Company has uploaded the following documents (along with the SEBI circular) on the website of the Company:

- Form No. ISR-1-request for registering PAN, KYC details or changes / updation thereof.
- Form No. ISR-2-confirmation of signature of securities holder by the Banker.
- Form No. ISR-3-declaration form for opting-out of nomination by holders of physical securities in listed companies.
- Form No. SH-13-nomination form.
- Form No. SH-14-cancellation or variation of nomination.

Further, the contact details of the Company and the RTA are also available on the website of the Company.

SEBI has issued a circular No. SEBI/HO/MIRSD/PoD-1/CIR/2023/37 dated March 16, 2023 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD1/P/CIR/2024/37 dated May 7, 2024) on 'Common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination' which is applicable from April 1, 2023. The norms / procedural requirements for processing service requests of investors are provided in the said SEBI Circular.

The link to view the said SEBI circular dated November 3, 2021 along with the various forms and March 16, 2023 is available on the Company website at: www.biltpaper.in

Pursuant to the said SEBI circular dated March 16, 2023, the Company has sent letters to all members holding shares in physical mode, whose KYC is pending, to complete their KYC.

SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the members can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).

13. **October 27, 2025**, has been fixed as '**Cut off Date**' for determining Members entitled to facility of voting by remote e-voting and for e-voting at said AGM following Regulation 44 of the SEBI LODR, 2015.
14. Equity Shares of the Company are available for dematerialisation both with NSDL and Central Depository Services (India) Limited ('**CDSL**'). ISIN is **INE731U01028**.
15. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
16. In terms of circulars issued by The Securities and Exchange Board of India ('**SEBI**'), it is now mandatory to furnish a copy of Permanent Account Number Card (PAN Card) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA of the Company.
17. As per Regulation 40 of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1st April 2019. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's RTA, RCMC Share Registry Private Limited for assistance in this regard. In view of the above, members are advised to dematerialize shares held by them in physical form.
18. As per the provisions of section 72 of the Act, the facility of making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to the DP in case the shares are held by them in electronic mode and to the Company / RTA, in case the shares are held in physical mode.

19. Members holding shares in physical mode, in identical order of names, in more than 1 (one) folios are requested to send to the Company / RTA, the details of such folios together with the share certificates for consolidating their holdings in 1 (one) folio. A consolidated share certificate will be issued to such members after making requisite changes.

20. In case of joint holders, the members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

21. Issue of shares in Demat mode only:

SEBI vide its notification dated January 24, 2022 amended certain provisions of the Listing Regulations, inter-alia, pertaining to issue of shares in demat mode only. Further, SEBI vide its circular No. SEBI/HO/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 issued operational guidelines for demat of securities received for processing investor's service request.

Dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate. It also substantially reduces the risk of fraud. Therefore, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest.

For more details, please visit our website at <https://biltpaper.in/>

22. SEBI vide its circular dated April 20, 2018 directed all the listed companies to record the PAN and bank account details of all their members holding shares in physical mode. All those members who are yet to update their details with the Company / RTA are requested to do so at the earliest. This will help the members to receive the dividend declared by the Company, directly in their respective bank accounts.

23. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically. The e-mail address can be registered with the DP in case the shares are held in electronic mode and with the RTA in case the shares are held in physical mode.

24. Members desiring any relevant information on the Audited Financial Statements or any matter to be placed at the AGM are requested to write to the Company at least 10 (ten) days in advance of the date of AGM through e-mail on sectdiv@biltpaper.in. The same will be replied by the Company suitably.

25. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in this Notice will be available for inspection in electronic mode.

The copies of the documents will also be available for electronic inspection during normal business hours on working days from the date of circulation of the Notice upto the date of AGM. For any communication, members may also

send requests to the Company's investor e-mail id sectdiv@biltpaper.in.

26. Members are requested to quote Folio No. or Client ID and DP ID Nos. in all communications with the Company.

27. Equity Shares of the Company are listed both on the BSE Limited (Code: 500102) and National Stock Exchange of India Limited (Code: BALLARPUR) and regularly traded thereon.

28. E-voting (voting through electronic means):

a) Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.

b) Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.

c) The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

d) The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

e) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as

well as e-voting on the date of the EGM/AGM will be provided by NSDL.

- f) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.biltpaper.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

- g) EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

29. The instructions for members for remote E-Voting and Joining General Meeting are as under: -

The remote e-voting period begins on Thursday, October 30, 2025 at 09:00 A.M. and ends on Sunday, November 2, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. October 27, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being October 27, 2025.

How do I vote electronically using NSDL e-Voting system?

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 and joining virtual meeting 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 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.	1. For OTP based login you can click on https://eservices.nsdl.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

Type of shareholders	Login Method
	casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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 or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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. 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 or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat	1. 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

Type of shareholders	Login Method
mode with CDSL	/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. 2. 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 or joining virtual meeting & voting during the meeting. 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. 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. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a 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, user 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. 5. 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 or joining virtual meeting & voting during the meeting.

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	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at

Login type	Helpdesk details
demat mode with NSDL	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 e-Voting and joining virtual meeting 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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.

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 “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.

SCRUTINISER

1. The Company has appointed Mr. Viral Sanghavi, Proprietor of Viral Sanghavi & Associates, Practicing Company Secretaries (Membership No. FCS 10331: COP No. 9035), to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.

2. The Scrutinizer will collate the votes cast at the AGM and votes downloaded from the e-voting system and make, within two working days from the conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

3. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the resolutions at the AGM shall be announced by the Chairman or any other person authorised by him immediately after the results are declared.

4. The results declared along with the Scrutinizer’s Report, will be posted on the website of the Company www.biltpaper.in and on the website of NSDL www.evoting.nsdl.com and will be displayed on the Notice Board of the Company at its registered office immediately after the declaration of the results by the

Chairman or any other person authorised by him and communicated to the Stock Exchanges.

5. Subject to receipt of requisite number of votes, the Resolution(s) set out in the Notice shall be deemed to be passed on the date of the AGM.

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 cs.viralsanghavi@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 at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022- 48867000.

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 sectdiv@biltpaper.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 (Company email id). If you are an Individual shareholder 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/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 to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at sectdiv@biltpaper.in. The same will be replied by the company suitably.

30. Instructions for members attending the AGM through VC/OAVM & e-voting during AGM are as under:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against

company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

5. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.

6. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

7. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

8. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 (seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at sectdiv@biltpaper.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 (seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at sectdiv@biltpaper.in. These queries will be replied to by the company suitably by email.

9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

10. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

11. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Explanatory Statement
In accordance with Section 102 of the Companies Act, 2013

Item No. 2

Ratification of Remuneration to Cost Auditors

M/s Bahadur Murao & Co., Cost Accountants, New Delhi (Firm Registration No. 000008), were appointed as the Cost Auditors for auditing the cost records being maintained by the Company for the financial year 2021-22, relating to Paper being manufactured at Unit Shree Gopal and pulp, if any, manufactured at Unit Kamalapuram. In accordance with provisions of Section 148 of Companies Act, 2013 and Companies (Audit and Auditors) Rules 2014, remuneration for auditing the cost records being maintained by the Company for the financial year 2021- 2022, payable to the Cost Auditors is to be approved by the Members of the Company. The New Board accordingly recommends the Ordinary Resolution as mentioned at item no. 2 of this Notice for your approval.

None of the Directors & Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

Item No. 3

Mr. Alok Prakash, was appointed as the Chief Executive Officer of the Company as on April 16, 2025 and the Nomination and Remuneration Committee and the Board of Directors, at their respective meetings held on April 16, 2025, had unanimously approved the appointment. Further at the meeting of Board of Directors and Nomination and Remuneration Committee held on August 07, 2025, Mr. Alok Prakash was unanimously appointed as the Whole-Time Director of the Company for a period of 3 (three) years from August 07, 2025 to August 06, 2028, subject to approval of the shareholders in their ensuing AGM, whose office shall be liable to retirement by rotation. The terms and conditions of the appointment, including remuneration, are set out herein below:

Term of Office:

Name	Designation	Period
Mr. Alok Prakash (DIN: 06913561)	Executive Director	3 years from August 07, 2025, to August 06, 2028

The Whole-time Director shall be liable to retire by rotation. The retirement by rotation and re-appointment of the Whole-time Director at the Annual General Meetings of the Company during his tenure of service, shall not be considered as cessation of his office as Whole-time Director.

Salary:

Mr. Alok Prakash shall continue to draw remuneration at the existing level of ₹1.20 crore (Rupees One Crore Twenty Lakhs only) per annum, as presently applicable to him in his capacity as Chief Executive Officer (CEO), inclusive of all perquisites, allowances, benefits and others as stated below. There shall be no change or revision in his remuneration pursuant to his appointment as Executive Director.

- a. Perquisites and Allowances:
 - i. The Company shall pay House Rent allowance @ of 50% of Basic Salary per annum, which shall be payable on monthly basis.
 - b. Contribution to provident fund, superannuation or annuity fund, gratuity etc: Nil
 - c. Remuneration based on net profits: Nil
 - d. Increment / Incentive / ESOP etc.: Nil
 - e. Reimbursement of Expenses: The Company shall reimburse expense for vehicle maintenance and driver salary and other expenses on actual basis.
 - f. General:
 - i. The whole-time director shall perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the board of directors from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the board of directors and the functions of whole-time director will be under the overall authority of the board of directors.
 - ii. The whole-time director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in section 166 of the Act with regard to duties of directors.
 - iii. The whole-time director shall adhere to the Code of Conduct and other policies made by the Company.

The annual revision of salary will be subject to the approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, provided the same shall remain within the limits specified under Schedule V to the Companies Act, 2013.

The terms and conditions of the said appointment and/or agreement may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, including but not limited to the remuneration payable to Mr. Alok Prakash as Whole-time Director in accordance with the provisions of the Companies Act, 2013, rules thereunder or any amendments made therein.

Minimum Remuneration

Remuneration in excess of the limits prescribed in Schedule V to the Companies Act, 2013 as mentioned above may be paid, if the shareholders approve the same by way of a special resolution.

The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditors subject to explanation mentioned below:

- a) The Company was undergoing CIRP under the provisions of the Insolvency and Bankruptcy Code, 2016 and the IRP / RP, as the case may, has verified and admitted claims as on the Insolvency Commencement Date i.e., January 17, 2020 and the same have been settled and relinquished as per the terms of the Approved Resolution Plan.

b) Further, it may be noted that above debt has been crystallized by repayment to the Lenders in form of upfront cash payments, issuance of Listed and Unlisted Non-Convertible Debentures and issuance of Cumulative Redeemable Preference Shares pursuant to Approved Resolution Plan.

Information pursuant to clause (iv) of the second proviso to Section II, Part II of Schedule V to the Companies Act, 2013 is furnished hereunder:

I. General Information:			
1.	Nature of Industry	Paper Manufacturing	
2.	Date or Expected date of commencement of commercial production	The commercial production had already commenced in 19945 when it was under the name of The Ballarpur Paper & Straw Board Mills Ltd.	
3.	In case of new companies, expected date of commencement of activities as per projects approved by financial institutions appearing in the prospectus	Not applicable	
4.	Financial Performance based on given indicators	The net profit after tax, net sales and for three years as per latest audited financial Statements: (Rupees in Crore)	
		Year / Period	Net Profit (Loss)
		2017-18	(1,210)
		2018-19	(1,071)
		2019-20	(2,487)
5.	Foreign Investments or collaborations, if any.	The Company has made various investment in overseas subsidiaries and step-down subsidiaries as disclosed in financial statements.	
II. Information about Appointee:			
1.	Background details	Mr. Alok Prakash holds a Ph.D. Degree from Dr. B R. Ambedkar University. Mr. Alok has an experience of over 28 years in paper and textile industry. He track record of exceptional performance in enhancing revenue and profits, as well as achieving financial turnarounds through improvements in sales and marketing, cost control, and operations.	

		Previously, he has managed a turnover of Rs. 2,750 Crores as Chief Sales Officer, overseeing the Writing & Printing Paper, Packaging Board, Rayon Grade Pulp, and Tissue businesses at Century Pulp & Paper (B.K. Birla Group of Companies).
2. Past remuneration		Not Applicable
3. Recognition or Awards		-
4. Job Profile and his suitability		Mr. Alok Prakash, Chief Executive Officer and Whole-time Director shall carry out such duties and perform such other functions and services as shall, from time to time, be assigned / entrusted to him by the Board of Directors. Refer profile details in explanatory statement above for suitability of director
5. Remuneration proposed		As mentioned above in the explanatory statement under section 102 of the Companies Act, 2013.
6. Comparative remuneration with respect to industry, etc.		The proposed remuneration is well within the remuneration payable to the Directorial personnel holding similar stature/position in the industry.
7. Any Pecuniary Relationship		He does not have any pecuniary relationship with the Company except for remuneration drawn as Chief Executive Officer and Whole-time Director. Mr. Alok Prakash is not related to any other managerial personnel & directors of the Company
III. Other Information:		
1. Reasons for loss or inadequate profits		Ballarpur Industries Limited ('BILT') or ('the Company') is one of the leading manufacturer of writing and printing (W&P) paper in India and has been in business since 1945. BILT's business operates through two separate groups of subsidiaries: one under
2. Steps taken/proposed to be taken for improvement		
3. Expected increase in Productivity/		

	Profits the flagship entity BILT, and the other under its step-down subsidiary BILT Paper. These businesses target the industrial and FMCG markets. The Company's other businesses comes under Bilt Paper B.V., which focuses on the wood-free printing and writing paper, coated and uncoated. This is BILT's primary business portfolio. The focus is on the reel or sheet commercial printing and the desktop printing business through copier paper. There is also considerable emphasis on high value bio-degradable high-end packaging. Through this structure, BILT addresses the following basic portfolio of businesses: • Writing and printing paper. • Specialty paper. • Rayon grade pulp. Paper is a capital-intensive industry and BILT has always focused on catering to the market with a portfolio of products that is of the highest quality and produced by adopting newer technologies. In line with market requirements, the Company had in the recent past made a series of major investments to augment and modernise capacity. Unfortunately, actual market demand growth was slower than expectations; and the market in India also faced pressures from dumping by global players, who were affected by a major dip in demand in advanced markets. As a result, the Company has faced severe financial difficulties primarily arising out of the inability to generate incremental profits to service the debt
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	raised for capital expansion. As a result, in Financial Year 2019-20 the Company went through Corporate Insolvency Proceedings and the the Corporate Insolvency Resolution Process ("CIRP") was initiated for the Company w.e.f. January 17, 2020 and vide Order dated March 31, 2023, the Hon'ble National Company Law Tribunal ('NCLT'), Ahmedabad Bench had approved the Resolution Plan in favour of the Company filed by M/s Finquest Financial Solutions Private Limited.
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The above may be treated as an abstract of the draft agreements between the Company and Mr. Alok Prakash to Section 190 of the Companies Act, 2013.

Mr. Alok Prakash holds nil equity shares (0.00%) in the Company, and to that extent he may be deemed to be concerned or interested in the resolution.

Mr. Alok Prakash is not related to any director or promoters of the Company or its holding company or any of its subsidiary companies at any time during the last two years before the date of appointment.

None of the Directors of the Company is, in any way, concerned or interested in the Resolution.

This resolution is being proposed as a Special Resolution in view of the relevant provisions of Section 196,197 and Schedule V to the Act requiring a special resolution for payment of minimum remuneration in the event of loss or inadequacy of profits.

The Board recommends the Special Resolution set out at Resolution No. 3 of the Notice of AGM to the Members of the Company for approval by the members.

For and on behalf of the Board of Directors

Sd/-
Hardik Bharat Patel
Whole-Time Director
DIN: 00590663

Place: Mumbai
Date: October 8, 2025