

BSE Limited
Listing Department,
P. J. Towers,
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**

Sub: Outcome of Postal Ballot –under Regulation 44(3) of the SEBI (LODR) Regulations, 2015.

Dear Sir/Madam,

Further to our Postal Ballot Notice dated April 10, 2026, we hereby to inform you that Balkrishna Paper Mills Limited (“Company”) has provided the facility of remote e-voting for Postal Ballot to its shareholders for seeking their approval for:

1. Scheme of Reduction of Share Capital between the Company and its shareholders (**Special Resolution**).
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) (**Ordinary Resolution**).
3. Material Related Party Transactions(s) with S P Finance and Trading Limited during F.Y. 2026-27 and F.Y. 2027-28 (**Ordinary Resolution**).
4. Material Related Party Transactions(s) with Sanchna Trading and Finance Limited during F.Y. 2026-27 and F.Y. 2027-28 (**Ordinary Resolution**).

We further state that the resolutions as mentioned in the Postal Ballot Notice have been passed by the shareholders by e-voting on July 2, 2026 (close of business hours) with **special and requisite majority**.

The voting period commenced on June 3, 2026 at 9.00 A.M. (IST) and ended on July 2, 2026 at 5.00 P.M. (IST).

Shri Prasen Naithani of M/s. P. Naithani & Associates, Practising Company Secretary was appointed as a Scrutinizer for the Postal Ballot and remote e-voting process, to scrutinize the voting in a fair and transparent manner.

In terms with Regulation 44(3) of SEBI (LODR) Regulations, 2015, we submit herewith the Voting Results (Remote E-voting) on the item of business of the Notice in the prescribed format enclosed and marked as **Annexure-A**.



Balkrishna Paper Mills Ltd.

Scrutinizer's Report dated July 2, 2026 issued by Scrutinizer, Shri Prasen Naithani of P. Naithani & Associates, Practicing Company Secretaries on Postal Ballot process through remote e-voting carried out during June 3, 2026 to July 2, 2026 is enclosed and marked as **Annexure-B**.

Pursuant to Regulation 30, Para A of Schedule III of the SEBI (LODR) Regulations, 2015, we submit herewith the Proceedings of the Postal Ballot conducted pursuant to Section 110 read with Section 108 of the Companies Act, 2013 and read with Rules 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 on the Special Business as set out in the Postal Ballot Notice dated 10th April, 2026 is enclosed and marked as **Annexure-C**.

The Voting Results along with the Scrutinizer's Report will be displayed on the website of the Company at www.bpml.in.

Kindly take the above on record and acknowledge.

Thanking you,

Yours faithfully,

For **Balkrishna Paper Mills Limited**

(Omprakash Singh)

Company Secretary & Compliance Officer

Encl : As above

Annexure-A

Voting Results (Postal Ballot by way of remote e-voting)	
Date of the EGM:	Not Applicable (Resolutions passed through Postal Ballot on July 2, 2026)
Total number of Shareholders on record date: May 22, 2026 (cut-off date for remote e-voting purpose)	14883
No. of shareholder present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholder attended the meeting through Video Conferencing (Total) Promoters and Promoter Group: Public:	Not Applicable

Agenda-wise disclosure of voting results.
Resolution 1 : Scheme of Reduction of Share Capital of the Company (Special Resolution)

Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19315802	19312178	99.98	19312178	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	19315802	19312178	99.98	19312178	0	100.00	0.00
Public-Institutions	E-Voting	27	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	27	0	0.00	0	0	0.00	0.00
	E-Voting	12903703	2063934	15.99	2051251	12683	99.39	0.61

Public-Non Institutions	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	12903703	2063934	15.99	2051251	12683	99.39	0.61
Total		32219532	21376112	66.35	21363429	12683	99.94	0.06

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Whether resolution is passed or not? (Yes/No): **Yes**

Resolution 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) (Ordinary Resolution)

Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19315802	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	19315802	0	0.00	0	0	0.00	0.00
Public-Institutions	E-Voting	27	0	0.00	0	0	0.00	0.00

	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	27	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	12903703	2062208	15.98	2050170	12038	99.42	0.58
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	12903703	2062208	15.98	2050170	12038	99.42	0.58
Total		32219532	2062208	6.40	2050170	12038	99.42	0.58

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group*	9005
Public Insitutions	0
Public - Non Insitutions	0

* Promoter Vishal Furnishings Ltd. (DP ID/Client ID - IN30415810315515), has inadvertently voted for Resolution No. 2. Since the promoter is interested in this resolution, there vote was not counted for this resolution under Regulation 44.

Whether resolution is passed or not? (Yes/No): **Yes**

Resolution 3 : Material Related Party Transactions(s) with S P Finance and Trading Limited during F.Y. 2026-27 and F.Y. 2027-28 (Ordinary Resolution)

Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19315802	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00

	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	19315802	0	0.00	0	0	0.00	0.00
Public-Institutions	E-Voting	27	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	27	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	12903703	2062208	15.98	2050170	12038	99.42	0.58
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	12903703	2062208	15.98	2050170	12038	99.42	0.58
Total		32219532	2062208	6.40	2050170	12038	99.42	0.58

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group*	9005
Public Insitutions	0
Public - Non Insitutions	0

* Promoter Vishal Furnishings Ltd. (DP ID/Client ID - IN30415810315515), has inadvertently voted for Resolution No. 3. Since the promoter is interested in this resolution, there vote was not counted for this resolution under Regulation 44.

Whether resolution is passed or not? (Yes/No): **Yes**

Resolution 4 : Material Related Party Transactions(s) with Sanchna Trading and Finance Limited during F.Y. 2026-27 and F.Y. 2027-28 (Ordinary Resolution)

Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled

		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	19315802	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	19315802	0	0.00	0	0	0.00	0.00
Public-Institutions	E-Voting	27	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	27	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	12903703	2062208	15.98	2050170	12038	99.42	0.58
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	12903703	2062208	15.98	2050170	12038	99.42	0.58
Total		32219532	2062208	6.40	2050170	12038	99.42	0.58

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group*	9005
Public Insitutions	0
Public - Non Insitutions	0

* Promoter Vishal Furnishings Ltd. (DP ID/Client ID - IN30415810315515), has inadvertently voted for Resolution No. 4. Since the promoter is interested in this resolution, there vote was not counted for this resolution under Regulation 44.

Whether resolution is passed or not? (Yes/No): **Yes**



**Balkrishna
Paper Mills Ltd.**

The above mentioned Resolutions was accordingly passed by the members with **special and requisite majority**.

Thanking you,

Yours faithfully,

For **Balkrishna Paper Mills Limited**

(Omprakash Singh)

Company Secretary & Compliance Officer



P. NAITHANI & ASSOCIATES

Company Secretaries

902, B Wing, Venus Tower, Veera Desai Road, Andheri (W), Mumbai - 400 053

Mo: 8779458982/9833511665 Tel no: (022)4567 3574 Email: cs@careerimpact.in

SCRUTINIZER'S REPORT ON POSTAL BALLOT THROUGH REMOTE E-VOTING

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014)

To,
The Chairman,
BALKRISHNA PAPER MILLS LIMITED
 A/7, Trade World,
 Kamala City, Senapati Bapat Marg,
 Lower Parel (West),
 Mumbai- 400 013

Dear Sir,

SUB: Scrutinizer's Report on the Postal Ballot process conducted through remote e-voting pursuant to the provisions of Section 110 and 108 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, in respect of passing of the resolution contained in the Postal Ballot Notice dated 10th April, 2026

I, Mr. Prasen Naithani, of P. Naithani & Associates, Practicing Company Secretaries, appointed as the "Scrutinizer" by the Board of Directors of Balkrishna Paper Mills Limited ("**Company**") pursuant to Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, for the purpose of conducting and scrutinizing the Postal Ballot process through the remote e-voting in a fair and transparent manner in respect of the Special Resolution/Ordinary Resolutions, as set out in the Postal Ballot Notice dated 10th April 2026 and to submit a report thereon. In this regard, I hereby submit my report as under:

1. The Company engaged the services of National Securities Depository Limited ("**NSDL**"), the Registrar & Transfer Agent ("**RTA**") (hereinafter referred to as the "**Service Provider**") to offer the e-voting facility to its shareholders. The e-voting facility was offered and kept open by the Company to its shareholders for the period commencing on Wednesday, 3rd June 2026, at 9:00 A.M. (IST) and ending on Thursday, 2nd July 2026, at 5:00 P.M. (IST). The shareholders whose names appeared in the Register of Members / List of Beneficial Owners as on Friday, 22nd May 2026 (i.e. cut - off date) were allowed to participate and vote electronically during the aforesaid period of e-voting.
2. As per Ministry of Corporate Affairs General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 3/2025 dated September 22, 2025 issued by the MCA ("**MCA Circulars**") read with applicable SEBI Circulars, Secretarial Standard on General Meetings ("**SS-2**"), issued by the Institute of Company Secretaries of India and other applicable laws, regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as amended from time to time), the Company had sent the Postal Ballot Notice dated 10th April 2026 by email to all members, whose e-mail addresses were registered with Company and Depositories (i.e. NSDL and CDSL) and whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owner maintained by the Depositories as on the cut-off date i.e. 22nd May, 2026.

After the closure of e-voting, the votes cast through remote e-voting were unblocked and downloaded from the e-voting website of NSDL, in the presence of two witnesses i.e. Mr. Manvay Gawande and Mr. Roshan Sharma who are not in the employment of the Company. The e-voting data / results downloaded from the e-voting system of RTA were scrutinized and reviewed, the votes were counted and the results were prepared.

3. Particulars of votes cast through electronic means only have been entered in the register separately maintained for the purpose. Since there was no voting by physical postal ballot form, the question of keeping them under my safe custody before commencing the scrutiny does not arise. Since the voting on Postal Ballot was conducted only through remote e-voting, reporting on number of envelopes containing postal ballot form received after due date and up to the date of this report and returned undelivered does not arise and reporting on finding of defaced or mutilated ballot paper does not arise.
4. I am herewith enclosing the details containing inter alia, list of shareholders, who cast their votes through Postal Ballot (remote e-voting) on the resolution.

Sr. No.	Particulars of Resolution	Method of Voting	Total number of votes cast	Votes in favour of Resolution			Votes against Resolution			Invalid Votes	
				Number of members voted	Number of votes cast by them	% of total number of votes cast	Number of members voted	Number of votes cast by them	% of total number of votes cast	Total number of members whose votes were declared invalid	Total number of votes cast by them
1.	To consider and approve Scheme of Reduction of Share Capital of the Company	E-voting	21376112	119	21363429	99.94	10	12683	0.06	0	0
	Special Resolution	Total	21376112	119	21363429	99.94	10	12683	0.06	0	0

*2.	<p>To consider and approve 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)</p> <p>Ordinary Resolution</p>	E-voting	2071213	91	2059175	99.42	8	12038	0.58	0	0
		Total	2071213	91	2059175	99.42	8	12038	0.58	0	0
*3.	<p>To consider and approve Material Related Party Transactions(s) with S P Finance and Trading Limited during F.Y. 2026-27 and F.Y. 2027-28</p>	E-voting	2071213	91	2059175	99.42	8	12038	0.58	0	0

	Ordinary Resolution	Total	2071213	91	2059175	99.42	8	12038	0.58	0	0
*4.	To consider and approve Material Related Party Transactions(s) with Sanchna Trading and Finance Limited during F.Y. 2026-27 and F.Y. 2027-28	E-voting	2071213	91	2059175	99.42	8	12038	0.58	0	0
	Ordinary Resolution	Total	2071213	91	2059175	99.42	8	12038	0.58	0	0

* As informed by the Company, the total of 9,005 Equity Shares pertaining to Vishal Furnishing Limited, the promoter of the Company is included in votes cast in favour of resolution. Vishal Furnishings Limited was merged into Futuristic Concepts Media Limited and Futuristic Concepts Media Limited was subsequently converted into Futuristic Concepts Media LLP.

From the above report, I state that the resolution stands passed through postal ballot (remote e-voting) with special / requisite majority.

The register and all other papers and relevant records relating to electronic voting are handed over to the Company Secretary/ Chairman.

Thanking You.

**For P. Naithani & Associates,
Practicing Company Secretary**

Prasen
Pravinchan
dra Naithani

Digitally signed by
Prasen Pravinchandra
Naithani
Date: 2026.07.02
19:29:57 +05'30'

**Prasen Naithani
Proprietor
FCS: 3830 C.P: 3389
PR No. 7741/2026**

**Place: Mumbai
Date: 02-07-2026
UDIN: F003830H000734637**

PROCEEDINGS OF MEETING OF THE EXTRA ORDINARY GENERAL MEETING OF EQUITY SHAREHOLDERS OF BALKRISHNA PAPER MILLS LIMITED HELD ON THURSDAY, 2ND JULY, 2026 AT 5.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT A/7, TRADE WORLD, KAMALA CITY, SENAPATI BAPAT MARG, LOWER PAREL (W), MUMBAI – 400 013, RELATING TO DECLARATION OF THE RESULT OF THE E-VOTING BY POSTAL BALLOT CONDUCTED PURSUANT TO SECTION 108 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013 AND READ WITH RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 ON THE SPECIAL BUSINESS AS SET OUT IN THE POSTAL BALLOT NOTICE DATED 10TH APRIL, 2026 SENT TO THE EQUITY SHAREHOLDERS.

The Board of Directors of the Company, based on the recommendation of the Audit Committee of Board had, at its Meeting held on 10th April, 2026 have accorded approval for the proposal to conduct Postal Ballot by e-voting procedure pursuant to Section 110 read with Section 108 of the Companies Act, 2013 to seek approval of the Shareholders for the following items of Special Business:

SPECIAL BUSINESS

1. SCHEME OF REDUCTION OF SHARE CAPITAL OF THE COMPANY. – 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) 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). – 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. - 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, a p p r o v a l 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. - 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”.

The Board of Directors in their meeting held on 23rd December, 2025 and 10th April, 2026 have appointed Shri Prasen Naithani (ICSI Membership No. FCS - 3830; C.P. No.3389) of M/s. P. Naithani & Associates, Practicing Company Secretary, as the scrutinizer for conducting the Postal Ballot by e-Voting process in a fair and transparent manner.

Pursuant to Section 110 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), for obtaining the consent of the shareholders for the Special Resolution and Ordinary Resolutions, the Company had dispatched the

Postal Ballot Notice dated 10th April, 2026 by e-mail on 1st June, 2026 to all those shareholders whose e-mail ids were registered with the Company/RTA on 22nd May, 2026. The cut-off date for determining shareholders to whom postal ballot notice was sent by e-mail was fixed on 22nd May, 2026.

The said notice was sent to the stock exchanges viz. BSE Limited and National Stock Exchange of India Limited on 29th May, 2026 where the shares of the Company are listed and was also posted on the website of the Company. Shareholders were also informed by the newspaper advertisement published in the 'Business Standard' & 'Mumbai Lakshadeep (Marathi edition)' on 1st June, 2026 about completion of dispatch of Postal Ballot Notice.

The Company had provided the services of National Securities Depository (India) Limited (the "**NSDL**") to offer the e-voting facility to its shareholders. The e-voting facility was offered and kept open by the Company to its shareholders for the period commencing on 3rd June, 2026 (09.00 A.M.) and ending on 2nd July, 2026 (5.00 P.M.). The shareholders whose names appeared in the Register of Members / List of Beneficial Owners as on 22nd May, 2026 (i.e. cut - off date) were allowed to participate and vote electronically during the aforesaid period of e-voting.

The Scrutinizer, Mr. Prasen Naithani, Practicing Company Secretary carried out the scrutiny of the Postal Ballot by unblocking of results of e-voting /e-voted up to the close of working hours i.e. 5.00 P.M. on Thursday, 2nd July, 2026, and submitted his Report dated 2nd July, 2026 to the Company Secretary of the Company that all the resolutions as set out in the Postal Ballot Notice dated 10th April, 2026 was passed with special and requisite majority.

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

SPECIAL BUSINESS:

Special Resolution 1: Scheme of Reduction of Share Capital of the Company.

Voted by:	Votes in favor of Resolution		Votes against Resolution		Invalid Votes
	No.	%	No.	%	
Equity Shareholders	21363429	99.94	12683	0.06	0
Total	21363429	99.94	12683	0.06	0

Ordinary Resolution 2: Material Related Party Transaction(s).

Voted by:	Votes in favor of Resolution		Votes against Resolution		Invalid Votes*
	No.	%	No.	%	No.
Equity Shareholders	2050170	99.42	12038	0.58	9005
Total	2050170	99.42	12038	0.58	9005

* Promoter Vishal Furnishings Ltd. (DP ID/Client ID - IN30415810315515), has inadvertently voted for Resolution No. 2. Since the promoter is interested in this resolution, there vote was not counted for this resolution under Regulation 44.

Ordinary Resolution 3: Material Related Party Transactions(s) With S P Finance and Trading Limited during F.Y. 2026-27 and F.Y. 2027-28.

Voted by:	Votes in favor of Resolution		Votes against Resolution		Invalid Votes*
	No.	%	No.	%	No.
Equity Shareholders	2050170	99.42	12038	0.58	9005
Total	2050170	99.42	12038	0.58	9005

* Promoter Vishal Furnishings Ltd. (DP ID/Client ID - IN30415810315515), has inadvertently voted for Resolution No. 3. Since the promoter is interested in this resolution, there vote was not counted for this resolution under Regulation 44.

Ordinary Resolution 4: Material Related Party Transactions(s) with Sanchna Trading and Finance Limited during F.Y. 2026-27 and F.Y. 2027-28.

Voted by:	Votes in favor of Resolution		Votes against Resolution		Invalid Votes*
	No.	%	No.	%	No.
Equity Shareholders	2050170	99.42	12038	0.58	9005
Total	2050170	99.42	12038	0.58	9005

* Promoter Vishal Furnishings Ltd. (DP ID/Client ID - IN30415810315515), has inadvertently voted for Resolution No. 4. Since the promoter is interested in this resolution, there vote was not counted for this resolution under Regulation 44.

Based on the Scrutinizer's Report, the Company Secretary, Shri Omprakash Singh, declared that the Resolution as set out in the Notice dated 10th April, 2026 was passed under the Postal Ballot by remote e-voting with special and requisite majority and shall be deemed to have been passed at an Extra-Ordinary General Meeting on 2nd July, 2026, the last date of receipt of duly completed e-voting.

The voting results along with the Scrutinizer's Report were displayed on the Company's website of the Company at www.bpml.in. The results were also communicated to the stock exchanges viz BSE Limited and National Stock Exchange of India Limited, as required under the Regulation 44(3) of the SEBI (LODR) Regulations, 2015.

Date of Entry : July 02, 2026
Date of Signature : July 02, 2026
Place : Mumbai

Sd/-
CHAIRMAN