

JK PAPER LIMITED



CIN: L21010GJ1960PLC018099 Website: www.jkpaper.com

Regd. Office: P.O. Central Pulp Mills – 394 660, Fort Songadh, Dist. Tapi, Gujarat

Admn. Office: Nehru House, 4 Bahadur Shah Zafar Marg, New Delhi-110 002

Phone: 011-33001132, 23311112-5 Fax: 011-23739475 E mail ID: sharesjkpaper@jkmil.com

NOTICE

NOTICE is hereby given that an Extra-ordinary General Meeting of the Members of JK PAPER LIMITED will be held at P.O. Central Pulp Mills-394660, Fort Songadh, Dist. Tapi (Gujarat) on Friday, 10th June, 2016 at 12.15 P.M. to transact the following business:

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

"RESOLVED that subject to and in accordance with the provisions of Sections 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), the Foreign Exchange Management Act, 1999 and regulations framed thereunder, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, the notifications issued by the Reserve Bank of India ("RBI"), including the Master Direction – External Commercial Borrowings, Trade Credit, Borrowing and Lending in Foreign Currency by Authorised Dealers and Persons other than Authorised Dealers dated January 1, 2016, as amended, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, listing agreements entered into by the Company with the stock exchanges where the equity shares of the Company are listed ("Stock Exchanges"), Articles of Association of the Company and subject to all other statutory and regulatory approvals, consents, permissions and/or sanctions of the Government of India, RBI, Securities and Exchange Board of India ("SEBI"), Stock Exchanges, and all other concerned Indian or overseas authorities, including any overseas stock exchange(s) (hereinafter singly or collectively referred to as the "Appropriate Authorities") as may be required, and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approval, consent, permission and/or sanction, the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot in one or more tranches of private or public offerings in international markets, through prospectus/offer letter/offering circular or other permissible/requisite offer documents, Foreign Currency Convertible Bonds ("FCCBs"), and/or any other similar securities convertible into equity shares of the Company at the option of the Company and/or the security holders denominated and subscribed to in foreign currency, whether unsecured or secured by creation of charge/encumbrance on the assets of the Company, up to an amount not exceeding US\$ 25 million or amount equivalent in any other relevant currency ("Proposed Offering"), and such Proposed Offering to be made in such manner and on such terms and conditions or such modifications thereto as the Board of Directors (or a duly authorised committee thereof) may determine in consultation with the Lead Manager(s) and/or Underwriters and/or other advisors, subject to applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of FCCBs and/or any other similar securities pursuant to the Proposed Offering, the Board of Directors be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for such purpose, including without limitation determining the type, form, nature and manner of issue of FCCBs and/or any other similar securities pursuant to the Proposed Offering and any rights, obligations attached with respect to FCCBs and/or any other similar securities, the class of eligible investors to whom the securities are offered, issue price, rate of interest, conversion price, premium/ discount on redemption or conversion, period of redemption/ conversion, use of proceeds of the Proposed Offering, appointment of lead manager(s), any other consultants or advisors, depositories, custodians, registrars, trustees, bankers and any other agencies or intermediaries, whether in India or overseas, and to enter into and execute all such agreements/ arrangements/ understandings/ documents with any such persons or other authorities/ agencies and the listing

of the FCCBs and/or any other similar securities (including any equity shares resultant upon conversion of the FCCBs and/or any other similar securities) on any Indian and/or foreign stock exchange(s) as the Board of Directors may in its absolute discretion deem fit, subject to compliance with applicable law, without being required to seek any further consent or approval of the members, with the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to issue and allot such number of further equity shares of the Company as may be required to be issued and allotted upon conversion of FCCBs and/or any other similar securities issued and allotted pursuant to and in accordance with the terms of the Proposed Offering, and all such further equity shares shall rank pari-passu with the existing fully paid-up equity shares of the Company in all respects, except provided otherwise under the terms of issue and in the offer documents relating to the Proposed Offering.

RESOLVED FURTHER THAT to give effect to the aforesaid resolutions, the Board of Directors of the Company be and is hereby authorised to delegate all or any of the powers conferred herein to any Committee of Directors or the Vice Chairman & Managing Director, Whole-time Director, President, Chief Finance Officer and/or any other Officers of the Company or such other persons that the Board of Directors may deem necessary or desirable, in its absolute discretion”.

Regd Office:
P.O. Central Pulp Mills-394660
Fort Songadh
Dist. Tapi (Gujarat)

By Order of the Board

Suresh Chander Gupta
Company Secretary

Date: 6th May 2016

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY, PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Statement pursuant to section 102(1) of the Companies Act 2013, is annexed.
3. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office/Administrative Office of the Company during normal business hours on any working day upto the date of EGM.
4. Electronic copy of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Admission Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants. Physical copy of the said Notice may be sent on request by any such member.
5. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
6. Remote e-voting procedure

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members, facility to exercise their right to vote at this Extra Ordinary General Meeting by electronic voting system from a place

other than the venue of the meeting (“remote e-voting”) and the business may be transacted through remote e-voting services provided by Central Depository Services (India) Limited (CDSL). Remote e-voting is optional. In case of Members who are entitled to vote but have not exercised their right to vote by remote e-voting, the facility of ballot paper or polling paper shall be made available at the Meeting.

The instructions for members for remote e-voting are as under:-

- (i) The voting period begins on 7th June 2016 from 10:00 A.M. and ends on 9th June 2016 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 3rd June 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted by remote e-voting prior to the meeting date may also attend the meeting but shall not be entitled to vote again at the meeting venue. However, in case members cast their vote both via physical ballot and remote e-voting, then remote e-voting shall prevail and voting done through physical ballot shall be treated as invalid.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolution contained in this Notice.
- (xii) Click on the EVSN for JK Paper Limited.

- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 3rd June 2016 may follow the same instructions as mentioned above for remote e-Voting.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section. The contact details of official responsible to address grievances connected with remote e-voting are Shri Wenceslaus Furtado, Deputy Manager, Central Depository Services (India) Limited, 16th Floor, P.J. Towers, Dalal Street, Fort Mumbai – 400 001; Phone No. 18002005533 or write an email to helpdesk.evoting@cdslindia.com.
- (xxii) The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company.
- (xxiii) A copy of this Notice has been placed on the website of the Company www.jkpaper.com and on the website of CDSL www.cdslindia.com.
- (xxiv) Mr. Namoo Narain Agarwal, Practising Company Secretary (Membership No. FCS-234) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (xxv) The Scrutinizer shall immediately after the conclusion of voting at the Extra Ordinary General Meeting (EGM) will count the votes casted at the Meeting and thereafter unblock the votes casted through remote e-voting in the presence of atleast two (2) witnesses not in the employment of the Company and make not later than 3 days of conclusion of EGM, a consolidated Scrutinizer's Report of the total votes casted in favour or against, if any, forthwith to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of the voting forthwith.
- (xxvi) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.jkpaper.com and on the website of CDSL www.cdslindia.com, immediately after the declaration of results by the Chairman or a person authorized by him in writing. The Results shall also be simultaneously forwarded to the concerned Stock Exchanges.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

1. As a part of the Company's ongoing fund raising program, the Company has been exploring the possibility of issuance of Foreign Currency Convertible Bonds (“FCCBs”) in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 as amended and other applicable laws, and/or any other similar securities convertible into equity shares of the Company.

2. The Board of Directors of the Company ("Board") at its meeting held on May 6, 2016 has proposed the issue of FCCBs and/or any other similar securities convertible into equity shares of the Company through a private or public offering in international markets in one or more tranche(s) at the option of the Company and/or the security holders denominated and subscribed to in foreign currency, whether unsecured or secured by creation of charge/encumbrance on the assets of the Company, up to an amount not exceeding US\$ 25 million or amount equivalent in any other relevant currency ("Proposed Offering").
3. These funds raised by the Proposed Offering may be used-
 - a) to prepay or repay existing or maturing FCCBs/ECBs of the Company, subject to requisite statutory approvals and/or as per RBI and other Regulatory Policies; and/or
 - b) for ongoing capital expenditure of the Company; and/or
 - c) for any other purposes as permissible in accordance with applicable laws.
4. The Company, for the purpose of the Proposed Offering may have to seek approval from the relevant regulatory authorities, being the Reserve Bank of India ("RBI"), Ministry of Finance (Foreign Investment Promotion Board/ Department of Economic Affairs) and/or any other ministry/department of the Government of India ("GOI").
5. As per Sections 62 and 71 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and other applicable laws, consent of the shareholders of the Company by way of a Special Resolution is required for allotment of FCCBs and/or any other similar securities convertible into equity shares of the Company to the investors or entities who may not be the existing shareholders of the Company.
6. The Special Resolution seeks to empower the Board to issue FCCBs and/or any other similar securities convertible into equity shares of the Company, in accordance with the Foreign Exchange Management (Transfer or Issue of Foreign Security) Regulations, 2004, as amended, the Master Direction – External Commercial Borrowings, Trade Credit, Borrowing and Lending in Foreign Currency by Authorised Dealers and Persons other than Authorised Dealers dated January 1, 2016, as amended, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, other press notes/ circulars issued by the Ministry of Finance, the policy framework as announced by the Department of Industrial Policy and Promotion and other applicable laws.
7. The Board, in consultation with its Lead Manager(s) and other advisors, will finalise detailed terms and conditions of the Proposed Offering, including in relation to the determination of the conversion price of FCCBs and/or any other similar securities convertible into equity shares of the Company issued pursuant to the Proposed Offering, which will be fixed in accordance with the applicable laws.
8. As per the applicable laws, the price at which the FCCBs and/or any other similar securities convertible into equity shares of the Company, will be converted into equity shares of the Company, should not be less than the average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during two weeks preceding the relevant date.
9. The relevant date shall be the date of the meeting in which the Board or the Committee of Directors duly authorised by the Board decides to open the Proposed Offering.
10. The Special Resolution seeks to give the Board powers to issue FCCBs and/or any other similar securities in one or more tranche(s), at such time or times, to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board, in consultation with its Lead Manager(s) and other advisors, may in its absolute discretion deem fit.
11. The Board may be required to create a pari-passu second charge on the movable and immovable fixed assets of the Company in order to secure FCCBs and/or any other similar securities issued pursuant to the Proposed Offering.
12. None of the Directors and the Key Managerial Personnel (KMP) of the Company or their relatives, may be deemed to be concerned or interested in the aforesaid resolution.
13. The Resolution is recommended for approval of the Shareholders as Special Resolution.
14. Relevant documents would be available for inspection by the Members at the Registered Office/Administrative Office of the Company during normal business hours on any working day upto the date of EGM.

Regd Office:
P.O. Central Pulp Mills-394660
Fort Songadh
Dist. Tapi (Gujarat)

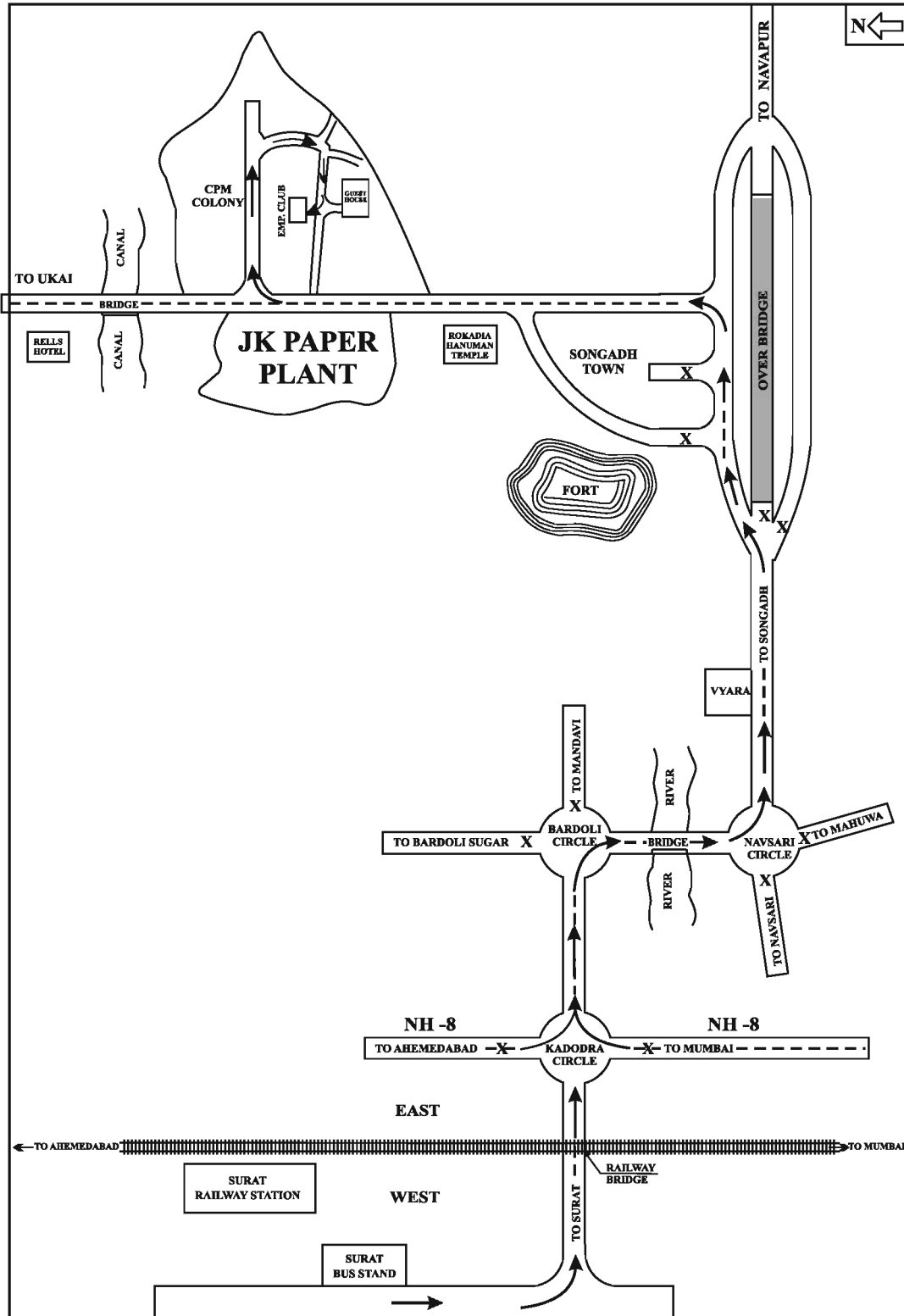
By Order of the Board

Suresh Chander Gupta
Company Secretary

Date: 6th May 2016

JK PAPER LIMITED

ROUTE MAP TO VENUE OF EGM
To be held on 10th June 2016



JK PAPER LIMITED

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ADMISSION SLIP

Folio No.	DP ID#
No. of Shares held	Client ID#

I hereby record my presence at the Extra Ordinary General Meeting of the Company being held at P.O. Central Pulp Mills – 394660, Fort Songadh, Distt. Tapi, Gujarat on Friday, the 10th June, 2016 at 12.15 P.M.

Name of the Member (in block letters)
Name of the Proxy-holder/ Authorised representative* (in block letters)

* Strike out whichever is not applicable.

Applicable for investors holding shares in dematerialised form.

Signature of the Member/Proxy/Authorised representative*

- Notes:
1. A Member/Proxy/Authorised representative wishing to attend the meeting must complete this Admission Slip before coming to Meeting and hand it over at the entrance.
 2. If you intend to appoint a proxy, please complete, stamp, sign and deposit the Proxy Form given below at the Company's Registered Office at least 48 hours before the time fixed for the Meeting.

JK PAPER LIMITED

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Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014.

PROXY FORM

Name of the members	
Registered Address	
E-Mail ID	
Folio No./DPID/Client Id	

I/Webeing the member(s) of JK Paper Limited, holding shares hereby appoint :

- (1) Name: _____ Address: _____
E Mail ID: _____ Signature: _____ or failing him;
- (2) Name: _____ Address: _____
E Mail ID: _____ Signature: _____ or failing him;
- (3) Name: _____ Address: _____
E Mail ID: _____ Signature: _____

as my/ our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the Extra Ordinary General Meeting of the Company to be held on Friday, the 10th June 2016 at 12.15 P.M. at P.O. Central Pulp Mills – 394660, Fort Songadh, Distt. Tapi, Gujarat and at any adjournment thereof in respect of the resolution as is indicated below:

Matter of Resolution
Issuance of Foreign Currency Convertible Bonds ("FCCBs") and/or any other similar securities in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 as amended.

Signed this.....Day of.....2016.

Affix
revenue
stamp

Signature of Shareholder

Signature of Proxy holder(s)

- Notes:
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. A Proxy need not be a member of the Company.
 2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company. A member holding more than 10% of the total share capital of the company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
 3. A proxy holder may vote either for or against the resolution.

