

IN THE HIGH COURT OF GUJARAT AT AHMEDABAD

(IN ITS ORIGINAL JURISDICTION)

COMPANY APPLICATION NO. 178 OF 2014

In the matter of the Companies Act, 1956;

-And-

In the matter of Application under Sections 391-394, read along with, Section 100 and other provisions of the Companies Act, 1956;

-And-

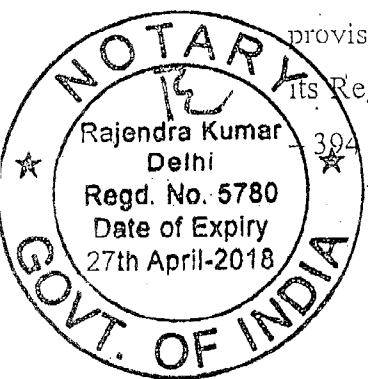
In the matter of JK Paper Limited, [CINL21010GJ1960PLC018099], a public limited company incorporated under the provisions of the Companies Act, 1956, having its Registered Office at P.O. Central Pulp Mills - 394 660, Fort Songadh, District Tapi, Gujarat;

-And-

In the matter of Scheme of Arrangement between JK Enviro-tech Limited and JK Paper Limited and their respective Shareholders and Creditors.

JK Paper Limited,)
[CIN L21010GJ1960PLC018099], a public)
limited company incorporated under the)
provisions of the Companies Act, 1956, having)
its Registered Office at P.O. Central Pulp Mills)
394 660, Fort Songadh, District Tapi, Gujarat)

...Applicant Company



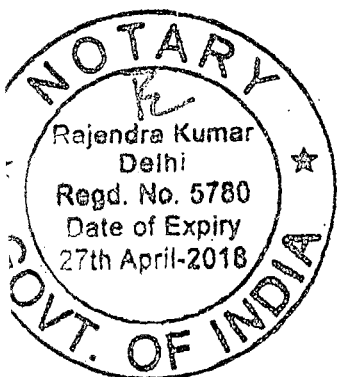
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AFFIDAVIT IN SUPPORT OF THE SUMMONS FOR DIRECTIONS

I, Suresh Chander Gupta, son of Late Shri H.C.Gupta, aged 56 years, Indian Inhabitant, the Authorised Signatory of JK Paper Limited, (hereinafter referred to as the "Applicant Company" or the "Transferee Company" as the context may arise), residing at 56, Akash Ganga Apartment, Plot No. 17, Sector-6, Dwarka, New Delhi-110075, do hereby solemnly affirm and state as follows:

1. I am the Authorized Signatory of the Applicant Company and am conversant with the facts of the case and able to depose to the same.
2. I am filing the present Affidavit in support of the Company Application seeking directions from this Hon'ble Court for convening and holding the meeting of the Equity Shareholders of the Applicant Company for the purpose of considering and if thought fit, approving with or without modifications, the Scheme of Arrangement between JK Enviro-tech Limited (Transferor Company) and JK Paper Limited and their respective shareholders and creditors (hereinafter referred to as the "Scheme" or "Scheme of Arrangement" as the context may permit), and for dispensing with the requirement of convening the meetings of the Secured and Unsecured Creditors of the Applicant Company to consider the Scheme, as more particularly set out herein.
3. The Applicant Company was incorporated in the State of Maharashtra on 04th July 1960 under the Companies Act, 1956 (the "Act") in the name 'The Central Pulp Mills Limited'. The Registered Office of the Applicant Company was shifted to the State of Gujarat and Certificate of Registration to this effect was issued by the Registrar of Companies, Gujarat, Dadra & Nagar Haveli on 4th August 1992. The name of the Applicant Company was subsequently changed to JK Paper Limited on 5th November 2001. I crave leave to refer to and rely upon the contents of the



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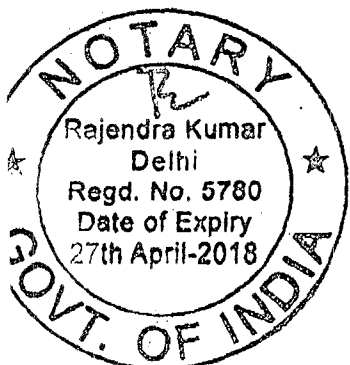
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Certificate of Incorporation and the Fresh Certificate of Incorporation consequent upon the change of name, issued by the concerned Registrar of Companies from time to time. The Registered Office of the Applicant Company is situated at P.O. Central Pulp Mills – 394 660, Fort-Songadh, District Tapi, Gujarat.

4. The Applicant Company is authorized to and primarily engaged in the business of manufacture and sale of writing and printing papers, specialty papers and packaging board.
5. The objects for which the Applicant Company has been established are set out in its Memorandum of Association. The main objects are set out hereunder:

1. *To carry on the business of manufacturers of and dealers in all kinds and classes of Pulp and Pulp products and conversions including Sulphate and Sulphite Pulp, Soda Pulp, Mechanical Pulp, Chemical Pulp, Paper Pulp, Rayon Pulp and all other varieties, types and qualities of Pulp in all its forms by converting, treating or turning to account by any process or method of manufacture, spin, dye, manner and mode bamboo, timber and wood, droppings, fly, cotton or cotton waste, cotton seeds, grasses, straw, rice straw, wheat straw, jute, jute sticks, seisal fibre flax, hemp, remie, hessian, gunny, sugarcane, bagasse, leather, asbestos, rags, waste paper, water hyacinth, all types and forms of seed hairs, bast fibres, grass fibre, leaf fibre, wood fibre or any other vegetable or other material, synthetic or otherwise, suitable for any of the above treatment and to manufacture and deal in all kinds of articles in which any form of pulp is used and also to manufacture and/or deal in any other articles or things of a character similar or analogous to the foregoing or any of them or connected therewith.*

2. *To carry on the business of manufacturers of and dealers in all kinds and classes of Paper, Board, and Paper and Board products and conversions including writing paper, printing paper, absorbent paper, blotting paper, filter paper, antique paper, ivory-finish paper, coated paper, art paper, bank or bond paper, badami, brown or buff paper, bible paper, cartridge paper, clothlined paper, azure-laid and move paper, cream-laid and wove paper, greaseproof paper, glassine paper, gummed paper, hand-made paper, parchment paper, drawing paper, wrapping paper, kraft paper, manila paper, envelope paper, tracing paper, vellum paper, corrugated paper, water-proof paper, carbon paper, sensitized paper, chemically treated paper, litmus paper,*

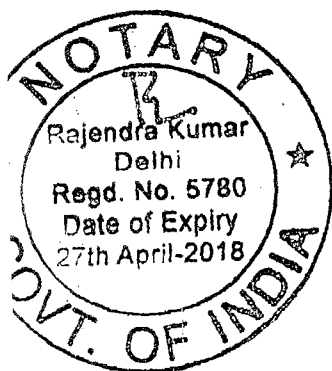


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photographic paper, glass paper, emery paper, paper board, paste board, card, cardboard, strawboard, grey board, pulpboard, leather board, mill board, corrugated board, duplex and triplex boards, laminated board, hard-board, plywood board, post cards, visiting cards, chromo and coated paper and boards, machine coated boards etc. and all kinds or articles in the manufacture of which in any form paper or board is used and also to manufacture or deal in any other articles or things of a character similar or analogous to the foregoing or any of them or connected therewith.

3. To manufacture and deal in all materials and substances used in the manufacture, production or treatment of Pulp, Paper and Board and other substances, articles and things the manufacture of which the Company is authorized to undertake and to turn to account, render marketable and deal in any of the by-products or the manufacturing process which the Company may undertake.
4. To buy, sell, import, export, process, cut, cost, chemically or otherwise treat and to work out for special purposes all kinds of pulps, papers and boards and also deal in the manufacture of any other articles connected with the foregoing.
5. To plant, cultivate, produce, raise, manufacture, purchase, sell, import, export or otherwise handle or deal in grass, timber, wood, bamboo, straw and other forest products, cotton, jute, flax, hemp, sugarcane, leather, asbestos, rags, waste paper, gunnies, water hyacinth, jute sticks or other fibres, fibrous substances or other things as may furnish materials for pulp and for paper or board manufacture in any of its branches or as may be proper or necessary in connection with the above objects or any of them and to carry on business as owners, lessees, managers or planters of forest, plantations and farms and hewers and cutters of bamboo, wood, timber, grasses and all other forest products.
6. To own, work, erect, install, maintain, equip, repair, alter, add to or otherwise handle or deal in pulp and paper plants, filatures or any other factories for pressing, ginning, carding, combing, scouring, mixing, processing, bleaching, printing, dyeing, or finishing pulp or paper or board for conversion of pulp, paper or board or any allied product of any description and kind.
7. To carry on the business as manufacturers of and dealers in all kinds of dissolved celluloses including rayon or artificial silk, nitro-cellulose, films plastics, cellulose derivatives and cellulose products and by-products.
8. To carry on business as manufacturers of chemicals, distillers, dye makers, planters, saw mill proprietors, timber merchants, bamboo merchants, grass merchants, straw merchants, sugar merchants and to buy, sell, grow, prepare for the market, manipulate, import, export and



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deal in bamboo, timber, wood and/or produce or products of the earth of all kinds and to manufacture and deal in articles of all kinds, in the manufacture of which bamboo, timber, wood or any such forest or agricultural product is used.

9. To carry on the business as manufacturers of and dealers in manure, glass, bricks, pottery, terra cotta and sanitary and disinfecting preparations.

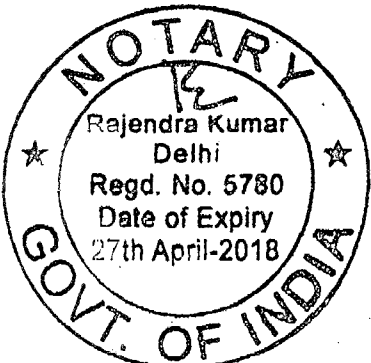
10. To carry on the business of manufacturers of and dealers in chemicals of any nature and kind whatsoever and as chemists, druggists, analytical or pharmaceutical chemists, importers, exporters and manufacturers of and dealers in heavy chemicals, alkalies, acids, drugs, tanins, essences, pharmaceuticals, sizing, medicinal, chemical, industrial and other preparations and articles of any nature and kind whatsoever, mineral and other waters, soaps, cements, oils, fats, paints, varnishes, compounds, drugs, dyestuffs, organic or mineral intermediates, paints and colour grinders, makers of and dealers in proprietary articles of all kinds and of electrical, chemical, photographic, surgical and scientific apparatus and materials, and to manufacture, refine, manipulate, import and deal in salts and marine minerals and their derivatives, by-products and compounds of any nature and kind whatsoever.

11. To carry on the business of box makers, file makers, stationers, printers, publishers, lithographers, offset printers, stereotypers, electrotypers, photographic printers, engravers, die-sinkers, envelope manufacturers, book binders, account book manufacturers, machine rulers, numerical printers, box makers, paper, bag and account book makers, card-board, packages and containers manufacturers, type foundry, photographers, manufacturers of and dealers in playing, visiting, railway, festive, complimentary and fancy cards, dealers in parchment, manufacturers and dealers of paper machine articles, all sorts of mailing devices, loose leaf binders, files, tags, office and school stationery, drawing materials, gums and pastes and all allied articles, dealers in stamps, agents for the payment of stamp and other duties, advertising agents, managers of newspapers, magazines, books, publications and other library or artistic works and undertakings, designers, commercial artists, draughtsmen, ink manufacturers, book sellers, engineers, cabinet makers and dealers in or manufacturers of any other articles or things of a character similar or analogous to the foregoing or any of them or connected therewith.

12. To design, fabricate and manufacture plant, equipment, machinery, accessories, apparatus, spares and parts required in pulp, paper, board, paper board and pulp conversions and products' industry and allied industries.

13. To incinerate, burn, reduce to ash and produce gas for power and other purposes and to buy, collect, utilize forest refuge, wood, plants and any other refuge for the said

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purpose and to produce and deal in products and by-products of the same.

14. To manufacture and deal in caustic soda and bleaching agents and their products; and by products and to manufacture, process and deal in lime, clay, salt, ochres, chemicals and materials required in the manufacture of pulp, paper and board and all and every other article connected therewith.
15. To carry on the business of manufacturers of and dealers in paints, varnishes, printing ink and all other things which can be conveniently manufactured or dealt in by persons carrying on any of the above business and either wholesale or retail and either as principals or as agents.
16. To carry on the business of iron, brass and other masters and founders, iron steel makers and converters, mechanical, civil and hydraulic engineers, manufacturers of agricultural implements and other machinery, ferromanganese, coal, coke and colliery proprietors, miners, smiths, wood workers, builders, metallurgists, gas makers, printers, carriers and merchants and to buy, sell, manufacture, export, import, repair, convert, alter, let on hire and deal in machinery and implements, metals, rolling stock, and hardwares of all kinds.
17. To carry on the business of electric power, light and supply company in all its branches and in particular to construct, lay down, establish, fix and carry out all necessary power stations, cable, wires, lines accumulators, lamps and works and to generate, accumulators, lamps and works, distribute and supply electricity and to light cities, towns, streets, docks, markets, theatres, places of amusement and instruction, building and places both public and private.
18. To carry on the business of electricians, electrical and mechanical, manufacturing and consulting engineers, manufacturers and suppliers of electricity for the purpose of light, heat, motive power or otherwise and manufacturers of and dealers in machinery, apparatus, instruments and things required for or capable of being used in connection with the generation, distribution, supply, accumulation, employment and use of electricity, galvanism, magnetism or otherwise.
19. To acquire from time to time by purchase, lease, exchange or otherwise, any lands, forests, buildings, hereditaments, property, assets, effects, rights, credits or royalties for the purposes of the Company, also to build and erect such buildings, factories, godowns, watertanks, sewage tanks, tenements as may be deemed desirable.
20. To develop the resources of and turn to account any lands and any rights over or connected with the land belonging to or in which the Company is interested, in particular by clearing, draining, fencing, planting, cultivating, building, improving, farming, irrigating, grazing and by promoting

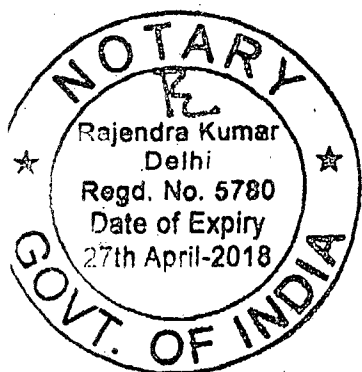


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immigration and emigration and the establishment of villages, towns, settlements and colonies.

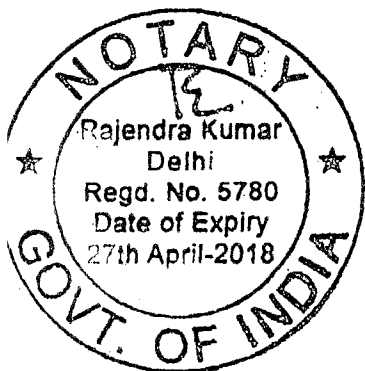
21. *To acquire and take over recipes, formulae and full information as to the processes of manufacturing and the right to manufacture and deal in pulp, paper, board and all other substances, articles and things which the Company is authorized to manufacture or deal in.*
22. *To extend the business of the Company by improving, adding, or altering or enlarging all or any of the buildings, factories, mill premises, plant and machinery and equipment at any time being the property of or in the possession of the Company.*
23. *To manufacture, purchase or sell plant, machinery, stores and material for all or any of the purposes of the Company and to dispose of all or any portion of plant, machinery, stores and materials as may be necessary and expedient.*
24. *To carry on business as farmers, agriculturists and producers and growers of all kinds of herbs, plants and trees and plant, grow or cultivate all kinds of herbs, plants or trees whatsoever as may be required for the use of any of the products of the Company and generally to undertake and carry out all agricultural work and for that purpose to own lands, forests and farms and gardens and equip them with all materials, to cultivate, grow, produce or deal in any vegetable products for the time being required for any of the manufacture which the Company is authorized to undertake and to carry on all or any of the business of farmers, dairymen, milk contractors, surveyors and venders of milk, cream, cheese, butter, poultry and provisions of all kinds, growers of and dealers in corn, hay and straw, seedmen and nurserymen, and to buy, sell and trade in any goods usually traded in any of the above businesses or any other businesses associated with the farming interests which may be advantageously carried on by the Company.*
25. *To purchase, charter, hire, construct, operate, equip and maintain ships, boats, barges, lighters, vessels, motor lorries, trailers, tractors, railway locomotives, wagons, aeroplanes, mills, warehouses, godowns, docks, piers, jetties, wharves, dolphins, moorings, navigation aids, railways, ropeways, sidings, waterways, ducts, channels, telephones and other communications equipments, conveyers, carts, electric power lines, aerial and underground, steam mains and any other conveniences or erections suitable for any of the purposes and to carry on the business for the purposes and to carry on the business of the shipping, cleaning, forwarding and freight agents, transport of the products by the Company and bamboos, timber, wood, grass by railway, road, waterways, rivers, airways and all other means.*
26. *To undertake the payment of all rent and the performance of all covenants, conditions and agreements contained in and reserved by any lease that may be granted or assigned*



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to or be otherwise acquired by the Company and to purchase the reversion and reversions or otherwise acquire the freehold or free-sample of all or any part of leasehold lands and buildings, for the time being the property or in possession of the Company.

27. To be interested in, promote and undertake the formation and establishment of such institutions, businesses or companies (industrial, agricultural, trading, manufacturing and/or others) as may be considered to be conducive to the profit, benefit and interest of the Company and to carry on any other business (industrial, agricultural, trading, manufacturing and/or other) which may seem to the Company capable of being conveniently carried on in connection with any of these objects or otherwise calculated, directly or indirectly, to render any of the Company's properties or rights for the time being profitable and also to acquire, promote, aid, foster, subsidise or acquire interests in any industry or undertaking.
28. To carry on the business of a water-works company in all its branches and to train rivers, sink all types of wells and shafts and to make, build and construct, lay down and maintain dams, reservoirs, water-works, cisterns, culvers, filter beds, mains and other pipes and appliances and to execute and do all the other acts and things necessary or convenient for obtaining, selling, delivering, measuring, distributing and dealing in water.
29. To establish, maintain, manage and operate restaurants, refreshment rooms, canteens, buffets, cafeterias and hostels and to carry on the business of general provision merchants, licensed victuallers, wine and spirit merchants and tobaccoists.
30. To apply for, tender, purchase or otherwise acquire any contracts, sub-contracts, licenses and concessions for or in relation to the objects or business herein-mentioned or any of them and to undertake, execute, carryout, dispose of or otherwise turn to account the same.
31. To sell, lease or exchange the whole or any part of the property whether movable or immovable of the Company.
32. To make, draw, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
33. To make advance upon or for the purchase of raw materials, goods, machinery, stores and other articles required for the purposes of the Company in such manner as the Directors may deem expedient.
34. To expend money in experimenting on and testing and in improving or seeking to improve any patents, rights, inventions, discoveries, processes or information of the

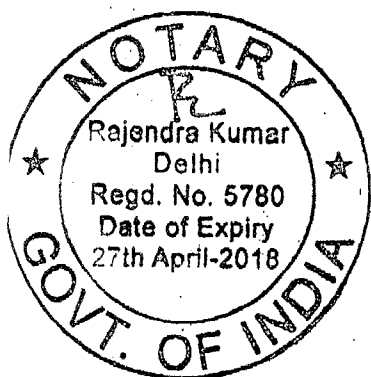


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Company or which the Company may acquire or propose to acquire.

35. To register, apply for, purchase or otherwise acquire, set or grant or turn to account, any patents, letters patent, brevets D'invention, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise and whether exclusive or non-exclusive or limited or any part interest therein and to manufacture and produce and trade and deal in all machinery, plant, articles, appliances and things capable of being manufactured, produced or traded in by virtue of or in connection with any such patents, letters patent, brevets by virtue of or in connection with any such patents, letters, patent, brevets D'invention, concessions, licences, inventions, rights or privileges as aforesaid.
36. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments, to undertake and carry on with all scientific and technical researches, experiments and tests of all kinds and to promote studies and researches both scientific and technical, investigations and inventions by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the remunerations of scientific or technical professors or teachers and by providing or contributing to the award of scholarships, prizes, grants and bursaries to students or independent students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the business which the Company is authorized to carry on.
37. To purchase or acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or company carrying on any business which the Company is authorized to carry on or possessed of property suitable for the purpose of the Company.
38. To carry on any other trade or business whether manufacturing or otherwise, which may seem to the Company capable of being carried on in connection with any of the Company's objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights;
39. To enter into partnership or into any arrangement for sharing or pooling profits, amalgamation, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person, firm or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorized to carry on or engage in, any business, undertaking or transaction which may seem capable of being carried on or

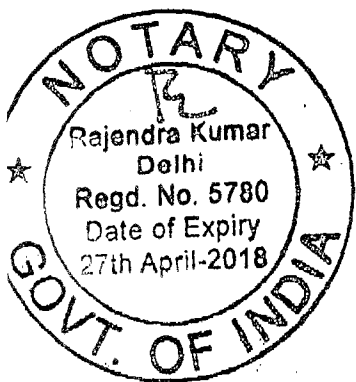


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conducted so as directly or indirectly to benefit this Company.

40. To pay for any properties, rights, or privileges acquired by the Company, either in shares of the Company or partly in shares and partly in cash, or otherwise.
41. To enter into any arrangements with any Government or authorities, municipal, local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authorities, any rights, privileges and concessions, which the Company may think it desirable to obtain and to carry out, execute and comply with any such arrangements rights, privileges and concessions.
42. Subject to the provisions of the Banking Companies Act 1949, to borrow or raise money or to receive money on deposit with interest or otherwise in such manner as the Company may think fit and in particular by the issue of debentures or debenture stock convertible into shares of this Company or perpetual annuities and in security of any such money so borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and purchase, redeem or pay off any such securities.
43. To accumulate funds and to lend, invest or otherwise employ money belonging to or entrusted to the Company upon any share, securities or investments upon such terms as may be thought proper and from time to time vary such transactions in such manner as the Company may think fit.
44. To invest and deal with the moneys of the Company in any investments, movable or immovable in such manner as may from time to time seem expedient and be determined.
45. To sell and in any other manner deal with or dispose of the undertaking of the Company or any part thereof, for such consideration as the Company may think fit and in particular for shares, debentures and other securities of any other company having objects altogether or in part similar to those of the Company.
46. To create any depreciation fund, reserve fund, dividend equalization, sinking fund, charity, propaganda fund, insurance fund or any special or other fund whether for depreciation or for repairing, improving, extending or maintaining, any of the property of the Company or for redemption of debentures or Redeemable Preference Shares or for any other purpose whatsoever conducive to the interest of the Company.



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47. To guarantee the payment of money, unsecured or secured, by or payable under or in respect of promissory notes, bonds, debentures, debenture stock, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority supreme, municipal, local or otherwise or any person whomsoever whether incorporated or not incorporated and in general to guarantee or become securities for the performance of any contracts or obligations.
48. To promote industrial, commercial and trade concerns with limited liability or otherwise.
49. To act as Managing Agents and / or secretaries and treasurers, representatives, commission agents, selling agents of industrial, commercial and trade concerns, to make advances and afford credit and other facilities with or without security and upon such terms as the Company may approve.
50. To provide for the welfare of employees or ex-employees of the Company and the wives and families of dependents or connections of such persons by building or contributing to the buildings or contributing to the buildings of houses, dwellings or chawls or by grants of money, pension, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds or trusts by providing or subscribing or contributing towards places of instruction and recreation, hospital and dispensaries, Medical and other attendance and other assistance as the Company shall think fit and to subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions, or objects, which shall have any moral or other claim to support or aid by the Company either by reason of locality or operation or of public and general utility or otherwise.
51. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works, arts of interest, by publication of books and periodicals and by granting prizes, rewards and donations.
52. To dedicate, present or otherwise dispose of, either voluntarily or for value, any property of the Company deemed to be of national, public or local interest, to any national trust, public body, museum, corporation or authority or any trustees for or on behalf of any of the same or the public.
53. To appropriate use of layout land belonging to the Company for streets, parks, pleasure grounds, allotments and other conveniences and to present any such land so laid out to the public or to any person or company conditionally or unconditionally as the Company thinks fit.



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54. To aid pecuniarily or otherwise, any association, body or movement having for an object the solution, settlement or surmounting of industrial or layout problems or troubles for the promotion of industry or trade.
55. To advance, deposit with or lend money, securities and property to or receive loans or grants or deposits from Government or any person or company.
56. To acquire any shares, stocks, debentures, debenture stock, bonds, obligations or securities by original subscriptions, participation in syndicates, tender, purchase, exchange or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof.
57. To guarantee or become liable for the performance of the obligations of and the payment of dividends and interest on any stock, shares, debentures or securities of any company, corporation, association of person or persons in any case in which such guarantee may be considered likely directly or indirectly to further the objects of the Company or the interests of its Members and in particular of any company of which this Company are the Managing Agents or Managers or Agents, Secretaries and Treasurers.
58. Subject to the provisions of the Banking Companies Act 1949, to receive money on deposit, lend money to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealing with the company and to guarantee the performance of contracts by any such persons or companies.
59. To use trade marks or trade names or brands for the products and goods of the Company and adopt such means of making known the businesses and/or products of the Company or of any company in which this Company is interested as may seem expedient and in particular by advertising in newspapers, magazines, periodicals, by circulars, by purchase and exhibition of works of art of interest, by opening stalls and exhibitions, by publication of books and periodicals, by distributing samples and by granting prizes, rewards and donations.
60. To establish and maintain agencies, branch places and local registers and procure the Company to be registered or recognized and to carry on business in any part of the world.
61. To distribute any of the property of the Company among the Members in specie or kind so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.



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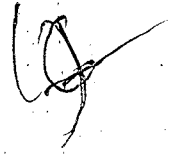
62. To subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious scientific, national, public, political or other institution or objects or for any exhibition.
63. To pay all costs, charges and expenses, if any, incident to the promotion, formation, registration and establishment of the Company and the issue of its capital and charge in connection therewith and to remunerate or make donations to (by cash or other assets or by allotment of fully or partly paid shares or by a call or option on shares, debentures, debenture stock or securities of this or any other company or in other manner, whether out of the Company's capital or profits or otherwise) any person, persons or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the Shares of the Company's capital or any Debentures, Debenture stock or other securities of the Company or in the conduct of its business or in introducing any property or business of the Company or for any other reason which the Company may think proper.
64. To do all or any of the above things and all such other things as are incidental or as may be thought conducive to the attainment of the above objects or any of them in India or any other part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents, or otherwise and either alone or in conjunction with others and so that the word COMPANY in this Memorandum when applied otherwise than to this Company shall be deemed to include any authority, partnership or other body of persons whether incorporated or not incorporated and whether domiciled in India or elsewhere.
65. IT IS HEREBY DECLARED that the intention is that the objects set forth in the several paragraphs of this clause shall have the widest possible construction and that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be independent main objects and shall be in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

Clause 39 of the Memorandum of Association deals with Arrangements, which is set out as under:



39. To enter into partnership or into any arrangement for sharing or pooling profits, amalgamation, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person, firm or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorized to carry on or engage in, any business, undertaking or transaction which may seem capable of being carried on or

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conducted so as directly or indirectly to benefit this Company.

Hereto annexed and marked ANNEXURE "A" is a certified true copy of the Memorandum and Articles of Association of the Applicant Company, as amended upto date.

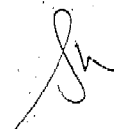
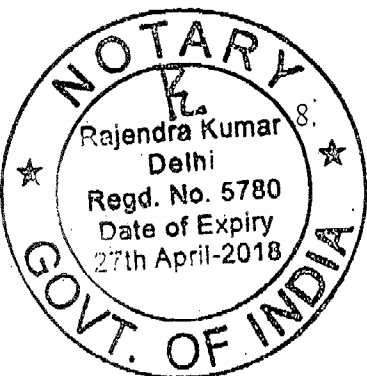
6. The authorised, issued, subscribed and paid up share capital of the Applicant Company as on 31st May 2014 is as under:

Share Capital	Amount in Rs.
Authorised	
20,00,00,000 equity shares of Rs. 10 each	200,00,00,000
3,00,00,000 redeemable preference shares of Rs. 100 each	300,00,00,000
Total	500,00,00,000
Issued, Subscribed and Paid-up	
13,66,20,625 equity shares of Rs. 10 each	136,62,06,250
Total	136,62,06,250

Hereto annexed and marked ANNEXURE "B" is a certified true copy of the latest financial accounts of the Applicant Company as on 31st March 2013. There is no material change in the capital structure of the Applicant Company as on date.

7. The equity shares of the Applicant Company are, at present, listed on the National Stock Exchange of India Limited ("NSE") and the BSE Limited ("BSE"). The NSE and BSE vide its letters dated 05 May 2014 and 06 May 2014 respectively, have given their No Objection/approval to the Applicant Company to file the Scheme with this Hon'ble Court. Copies of the aforesaid letters issued by the NSE and BSE granting their No objection/approval to the Scheme are annexed hereto and marked as ANNEXURE "C" (Colly).

JK Enviro-tech Limited, the Transferor Company is a public limited company incorporated in the NCT of Delhi and Haryana under the Act on 19th December 2007. The Registered Office of the Transferor Company



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was shifted to Gujarat pursuant to the order dated 16th April 2013. of the Regional Director, Northern Region, Noida and which order was registered by the Registrar of Companies, Gujarat, Dadra & Nagar Haveli on 10th July 2013. The Transferor Company has its Registered Office at P.O. Central Pulp Mills – 394 660, Fort Songadh, District Tapi, Gujarat.

9. The Transferor Company is authorized to and is primarily engaged in the business of lime sludge re-burning.
10. The equity shares of the Transferor Company are at present not listed on any stock exchange in India.
11. The objects for which the Transferor Company has been established are set out in its Memorandum of Association. The main objects are set out hereunder:

1. *To establish, operate, run and maintain lime kilns for environmental protection or undertake any projects for ecological upgradation including Research & Development in the field of Pollution Control Filtration and treatment plants in India or elsewhere.*
2. *To carry on the business of manufacturing, erecting, designing developing, installing, managing plan lay out, assisting in construction on turnkey basis or otherwise, all types of Pollution Control Equipments, filtration and treatment plant for waste, sewage, other effluents liquid, solid or gases, whether industrial or otherwise.*
3. *To manufacture, import, export, buy, sell, let on hire, exchange, alter, improve, manipulate, prepare for market and/or otherwise deal in or distribute all kinds of machineries, machine parts, tools and apparatus for lime kilns or environmental protection or pollution control.*

Clause B (1) of the Memorandum of Association deals with arrangement which is set out as under:



"To acquire and undertake the whole or any part or the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any business which the company is authorised to carry on and as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate with or enter into any arrangements for sharing profits or for co-operation

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or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired by any shares, debentures, debenture-stock or securities, that may be agreed upon and to hold, and to retain and mortgage with any shares, debenture-stock or securities so received.”

Hereto annexed and marked ANNEXURE “D” is a certified true copy of the Memorandum and Articles of Association of the Transferor Company, as amended upto date.

12. The authorised, issued, subscribed and paid up share capital of the Transferor Company as on 31st May 2014 is as under:

Share Capital	Amount in Rs.
Authorised	
1,00,00,000 equity shares of Rs. 10 each	10,00,00,000
5,00,000 preference shares of Rs. 100 each	5,00,00,000
Total	15,00,00,000
Issued, Subscribed and Paid-up	
49,50,600 equity shares of Rs. 10 each	4,95,06,000
Total	4,95,06,000

Hereto annexed and marked ANNEXURE “E” is a certified true copy of the latest financial accounts of the Transferor Company as on 31st March 2013. There is no material change in the capital structure of the Applicant Company as on date.

13. The Scheme of Arrangement *inter alia* provides for the transfer of Lime Kiln undertaking of the Transferor Company to the Applicant Company as a going concern on a slump sale basis. The salient features of the Scheme of Arrangement as extracted from the Scheme are quoted herein below:

“Appointed Date” means April 01, 2013, being the date with effect from which this Scheme shall, upon sanction by the Court, be deemed to be effective.



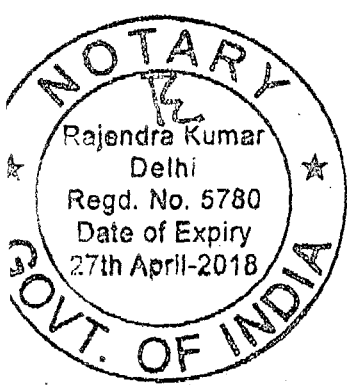
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“Effective Date” has the meaning ascribed to such term in Clause 6.5. Any references in this Scheme to “upon this Scheme becoming effective” or “effectiveness of this Scheme” or “after this Scheme becomes effective” means and refers to the Effective Date”.

“Lime Kiln Undertaking” means the Transferor Company’s business, activities and operations pertaining to the lime sludge re-burning plants located within the premises of Unit – JKPM and Unit – CPM of the Transferee Company located at Jaykaypur, District –Rayagada, Odisha and Fort Songadh, District – Tapi, Gujarat, respectively, and comprising of all the assets and liabilities, which relate thereto or are necessary therefore and including specifically the following:

- (i) all assets, title, properties, interests, investments, loans, advances and rights, including rights arising under contracts, wherever located (including in the possession of vendors, third parties or elsewhere), whether real, personal or mixed, tangible, intangible or contingent, exclusively used or held, by the Transferor Company in, or otherwise identified for use in, the Transferor Company’s undertaking, business, activities and operations pertaining to the lime sludge re-burning business;
- (ii) all debts, liabilities, guarantees, assurances, commitments and obligations of any nature or description, whether fixed, contingent or absolute, secured or unsecured, asserted or unasserted, matured or unmatured, liquidated or unliquidated, accrued or not accrued, known or unknown, due or to become due, whenever or however arising, (including, without limitation, whether arising out of any contract or tort based on negligence or strict liability), pertaining to the Transferor Company’s undertaking, business, activities and operations pertaining to the lime sludge re-burning business;

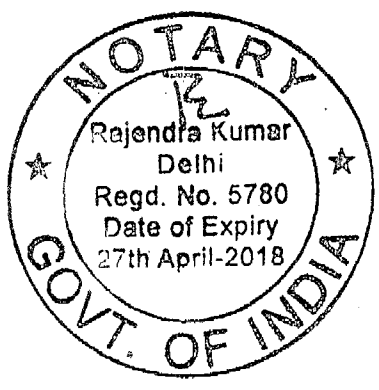


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- (iii) all contracts, agreements, leases, leave and licences, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, letters of agreed points, arrangements, undertakings, whether written or otherwise, deeds, bonds, schemes, arrangements, sales orders, purchase orders or other instruments of whatsoever nature to which the Transferor Company is a party, exclusively relating to the Transferor Company's undertaking, business, activities and operations pertaining to the lime sludge re-burning business;
- (iv) all registrations, trademarks, trade names, service marks, copyrights, patents, designs, domain names, applications for trademarks, trade names, service marks, copyrights, designs and domain names exclusively used by or held for use by the Transferor Company in the Transferor Company's undertaking, business, activities and operations pertaining to the lime sludge re-burning business;
- (v) all permits, licenses, consents, approvals, authorisations, quotas, rights, entitlements, allotments, concessions, exemptions, liberties, advantages, no-objection certificates, certifications, easements, tenancies, privileges and similar rights and any waiver of the foregoing issued by any legislative, executive or judicial unit of any Governmental or semi-Governmental entity or any department, commission, board, agency, bureau, official or other regulatory, administrative or judicial authority exclusively used or held for use by the Transferor Company in the Transferor Company's undertaking, business, activities and operations pertaining to the lime sludge re-burning business; and

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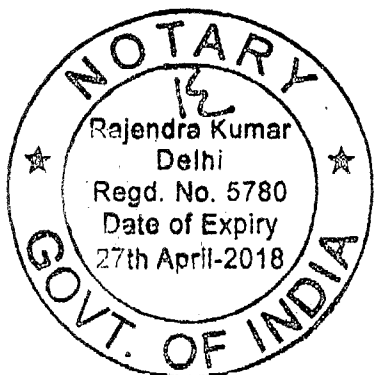
(vi) all such permanent employees of the Transferor Company, employees/personnel engaged on contract basis and contract labourers and interns/trainees, as are primarily engaged in or in relation to the Transferor Company's undertaking, business, activities and operations pertaining to the lime sludge re-burning business, at its respective offices, branches or otherwise, and any other employees/personnel and contract labourers and interns/trainees hired by the Transferor Company after the date hereof who are primarily engaged in or in relation to the Transferor Company's undertaking, business, activities and operations pertaining to the lime sludge re-burning business.

"Record Date" means the date to be fixed by the Board of Directors of the Transferor Company in terms of Clause 6.7.

"Residual Undertaking" means all the undertakings, businesses, activities and operations of the Transferor Company other than the Lime Kiln Undertaking.

"Transfer and Vesting"

3.1.1 Upon this Scheme becoming effective, and with effect from the Appointed Date, the Lime Kiln Undertaking of the Transferor Company shall stand transferred to and vested in the Transferee Company, which shall be deemed to have acquired the Lime Kiln Undertaking from the Transferor Company, as a going concern on slump sale basis, without any further deed or act, together with all its properties, assets, liabilities, rights, benefits and interest therein, subject to existing charges or liens, if any, thereon.



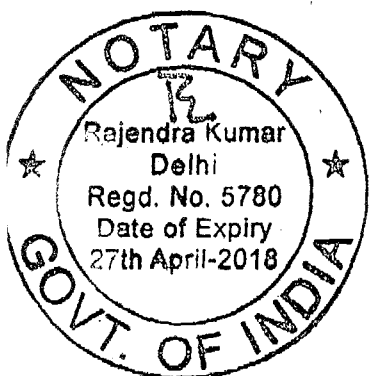
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Payment of Consideration

4.1.1 Upon this Scheme becoming effective and in consideration of and subsequent to the transfer of the Lime Kiln Undertaking by the Transferor Company to the Transferee Company in terms of Part-III of this Scheme, the Transferee Company shall be liable to pay an amount of Rs. 1,59,00,000 (Indian rupees one crore and fifty nine lakhs) to the Transferor Company, as lump sum purchase consideration.

4.1.2 The lump sum purchase consideration set forth in Clause 4.1.1 is based on the valuation of the Lime Kiln Undertaking approved by the Board of Directors of the Transferor Company and the Transferee Company, based on their independent judgment and after taking into consideration the valuation report of SS Kothari Mehta & Co. dated 15 July 2013. The Transferee Company engaged ICICI Securities Limited as the merchant banker to provide a fairness opinion in this regard, and pursuant to such engagement, ICICI Securities Limited has issued an opinion dated 17 July 2013, stating that the valuation mentioned above is fair. The Board of Directors of the Transferor Company and the Transferee Company based on and relying upon the aforesaid expert advice, and on the basis of their independent evaluation and judgment, have come to the conclusion that the proposed payment of the lump sum purchase consideration in terms of Clause 4.1.1 is fair and reasonable and have approved the same at their respective meetings on July 19, 2013.



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Accounting Treatment

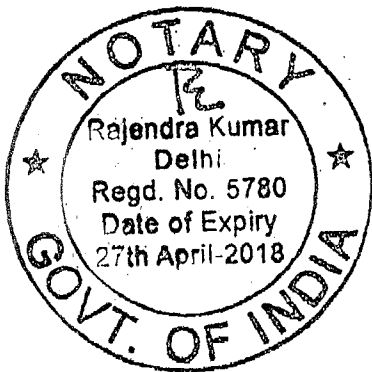
4.2.2 Accounting treatment in the books of the Transferee Company, upon this Scheme becoming effective and upon the arrangement becoming operative:

- (i) The Transferee Company shall account for the transactions contemplated in this Scheme at its purchase cost and apportion it appropriately.
- (ii) The loss arising in the books of the Transferee Company, as a result of the diminution in value of the investments made in the Transferor Company by the Transferee Company shall be charged to the statement of profit and loss of the Transferee Company.
- (iii) An amount equivalent to the aforementioned diminution in value of the investments, i.e., Rs. 5,04,36,444 (Indian rupees five crore four lakhs thirty six thousand four hundred and forty four), shall be transferred from the securities premium reserve to the statement of profit and loss.

Conditions to the effectiveness of the Scheme

6.5 This Scheme shall become effective on the last of the following dates ("Effective Date"):

- (i) the date on which this Scheme being approved by the Court; and
- (ii) the date(s) on which the certified copies of the relevant orders of the Court are filed with the Registrar of Companies, Gujarat at Ahmedabad, by the Transferee Company and the Transferor Company, respectively.



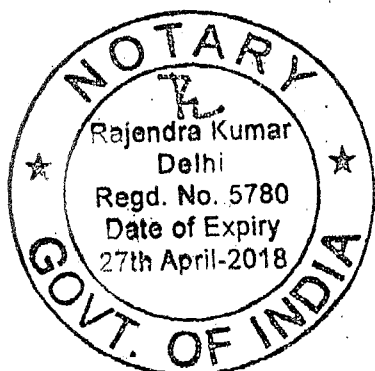
The Transferee Company shall comply with the provisions of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 04, 2013, as modified by SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013, while *inter alia* procuring the approval of the public shareholders of the Transferee Company and shall provide for voting by such public shareholders through postal ballot and e-voting. For the purposes of this Clause 6.5, the term 'public' shall have the meaning ascribed to such term under Rule 2 of Securities Contracts (Regulation) Rules, 1957.

Hereto annexed and marked ANNEXURE "F" is the copy of the proposed Scheme of Arrangement.

14. The Board of Directors of the Applicant Company and the Transferor Company at their respective Board meetings held on 19th July 2013 has approved the Scheme of Arrangement. Annexed hereto and marked as ANNEXURE "G" is the certified true copy of the Board Resolution dated 19th July 2013 of the Applicant Company. Annexed hereto and marked as ANNEXURE "H" is the certified true copy of the Board Resolution dated 19th July 2013 of the Transferor Company.

15. This Scheme of Arrangement shall result in:

- (i) consolidation of the businesses presently being carried on by the Transferor Company through the Lime Kiln Undertaking with the businesses of the Transferee Company which shall be beneficial to the interests of the shareholders, creditors and employees of both the companies and to the interests of public at large, as such consolidation shall create greater synergies between the businesses and shall facilitate the more effective utilisation of the Lime Kiln Undertaking by utilisation of the management, administrative, technical skills and resources of the Transferee Company;



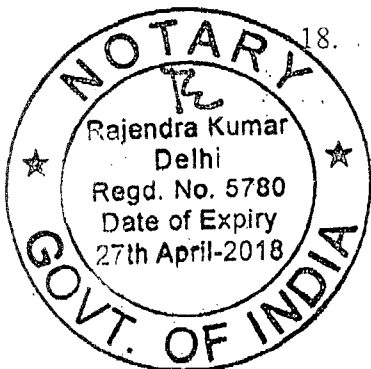
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- (ii) creation of value for shareholders of the Transferee Company;
- (iii) creation of greater management focus and easier, speedy decision process to achieve strategic advantage;
- (iv) better administration and cost reduction (including reduction in administrative and other common costs);
- (v) alignment, coordination and streamlining of day to day operations of businesses; and
- (vi) creation of synergies of operations besides economies of administrative and managerial costs by combining operations, which will result in improved performance and enhance shareholders' value.

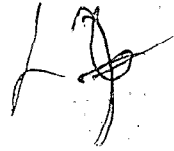
16. I say that the present Application is filed by the Applicant Company, seeking directions from this Hon'ble Court for convening and holding the meeting of Equity Shareholders of the Applicant Company for the purpose of seeking their approval to the Scheme and for dispensing with the requirement of convening the meetings of the Secured and Unsecured Creditors of the Applicant Company.

17. In order to obtain the approval of the equity shareholders of the Applicant Company to the Scheme, it is submitted that the meeting of the equity shareholders of the Applicant Company be held on 14th August, 2014 at 10.00 AM at P.O, Central Pulp Mills-394660, Fort Songadh, District Tapi, Gujarat, the registered office of the Applicant Company, or at any other place, as this Hon'ble Court may deem fit and proper.

18. I say that there are 13 (Thirteen Secured Creditors of the Applicant Company, representing 100% of the secured debt of the Applicant Company. Hereto annexed and marked ANNEXURE "I" is the list of the Secured Creditors of the Applicant Company. The Secured Creditors of the Applicant Company representing 84.62% in number and 93.39% in



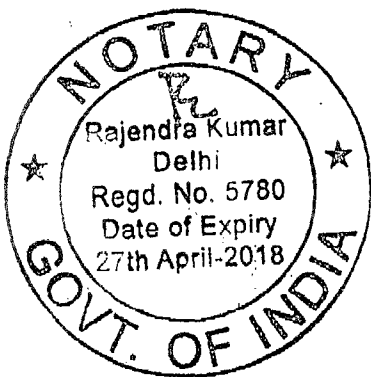
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value have granted consent to the Scheme. Hereto annexed and marked as ANNEXURE "J" (Colly) are the said consent letters received from the Secured Creditors of the Applicant Company. In view of the above, it is respectfully prayed that this Hon'ble Court may be pleased to dispense with the convening of a meeting of the Secured Creditors of the Applicant Company, to consider the Scheme.

19. I say that there are 6845(Six Thousand Eight Hundred and Forty Five) Unsecured Creditors of the Applicant Company, representing 100% of the unsecured debt of the Applicant Company. Hereto annexed and marked ANNEXURE "K" is the list of the Unsecured Creditors of the Applicant Company. The Scheme does not propose any compromise or arrangement with the Unsecured Creditors of the Applicant Company. The Applicant Company is meeting its liabilities to its Unsecured Creditors in the ordinary course of business. Further, the Applicant Company shall be continuing its existence post the effectiveness of the Scheme. The Applicant Company also undertakes to issue individual notice of the Scheme to its Unsecured Creditors, seeking their objections if any to the Scheme upon this Hon'ble Court issuing notice on the Confirmation Petition to be filed by the Applicant Company. In view of the above, it is respectfully prayed that this Hon'ble Court may be pleased to dispense with the convening of a meeting of the Unsecured Creditors of the Applicant Company, to consider the Scheme.

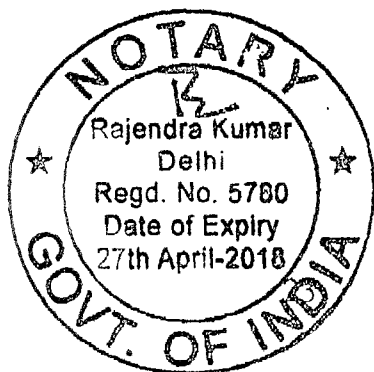
20. It is further submitted that notice of the aforesaid meeting of the Equity Shareholders may be directed to be published in Financial Express (Ahmedabad Edition) and the Gujarati translation thereof in Sandesh (Bhavnagar Edition) or such other newspaper as this Hon'ble Court may be pleased to direct.



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21. In terms of the SEBI Circular bearing No. CIR/CFD/DIL/5/2013 dated 4th February, 2013 read with Circular number CIR/CFD/DIL/8/2013 dated 21st May, 2013, it is required that the Scheme is also approved by the public shareholders of the Applicant Company. I say that the Applicant Company therefore intends to seek the approval of its public shareholders to the Scheme in compliance of the aforesaid SEBI Circulars. It is therefore respectfully submitted that necessary directions be given to the Applicant Company seeking the approval of its public shareholders to the Scheme through voting by postal ballot and E-voting in compliance of the aforesaid SEBI Circulars.

22. The Applicant Company submits that the Scheme provides that upon the same becoming effective, in terms of Clause 4.2.2 of the Scheme, the loss arising in the books of the Applicant Company as a result of the diminution in the value of investments made in the Transferor Company by the Applicant Company shall be charged to the statement of the Profit and Loss of the Applicant Company and accordingly an amount of Rs.5,04,36,444/- shall be transferred from the Securities Premium Reserve of the Applicant Company to the Profit & Loss Account. The Equity Shareholders of the Applicant Company shall be considering the Scheme at the Court convened meeting. It is submitted that such reduction in the Securities Premium Account of the Applicant Company does not involve any diminution of liability in respect of unpaid share capital or the payment to any shareholder of paid up share capital. The Applicant Company accordingly prays and submits that in view of the facts as stated above, the present is a fit case for this Hon'ble Court to pass directions dispensing with the requirement of following the procedure under Section 101 (2) of the Act.



The Applicant Company has its registered office P.O. Central Pulp Mills – 394660, Fort Songadh, District Tapi, Gujarat. I therefore say

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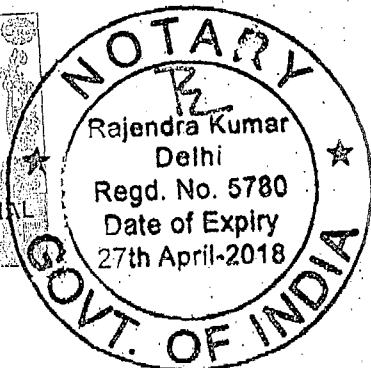
that this Hon'ble Court has jurisdiction to entertain, try and dispose of the present Application.

- 24. No investigation proceedings have been instituted and/or are pending in relation to the Applicant Company under Sections 235 and 250A of the Act or the relevant provisions of the Companies Act, 2013. To the knowledge of the Applicant Company, no winding up proceedings have been filed or are pending against the Applicant Company under the Act.
- 25. The copy of the valuation report dated 15th July 2013 and Fairness Opinion dated 17th July 2013 is annexed hereto and marked as ANNEXURE "L" Colly.
- 26. I say that the Transferor Company has also filed Company Application under Sections 391-394 of the Act before this Hon'ble Court and I crave leave to refer and rely upon the said Application at the time of hearing of the present Application.
- 27. None of the Directors of the Applicant Company have any interest in the Scheme of Arrangement except to the extent of the said Directors holding shares in the Applicant Company and Transferor Company.
- 28. I therefore say that necessary directions be given as prayed in the Summons for Directions herein.

Solemnly affirmed at Delhi }
on this 25th day of June, 2014 }

[Signature]
Before me

Amarchand Mangaldas & Suresh A. Shroff & Co.
Advocates for the Applicant Company



BEFORE ME
[Signature]
RAJENDRA KUMAR Ph. 9212491692
NOTARY, DELHI-R-5780 9899446209
GOVERNMENT OF INDIA
SUPREME COURT OF INDIA
COMPOUND, NEW DELHI
Register Pg./Sl. No. 5000

25.06.2014

CERTIFIED THAT THE CONTENTS EXPLAINED TO THE DEPONENT EXECUTANT WHO IS SEEMED PERFECT TO UNDERSTAND & AFFIRMED DEPOSED BEFORE ME AT DELHI ON 25.06.2014 IDENTIFIED BY Arjun IDENTIFY THE EXECUTANT/DEPONENT WHO HAS SIGNED IN MY PRESENCE *[Signature]*

IN THE HIGH COURT OF GUJARAT AT AHMEDABAD

(IN ITS ORIGINAL JURISDICTION)

COMPANY APPLICATION NO. 178 OF 2014

In the matter of the Companies Act,
1956;

And

In the matter of Application under
Sections 391-394 of the Companies Act,
1956;

And

In the matter of JK Paper Limited,
[CIN.L21010GJ1960PLC018099], a
public limited company incorporated
under the provisions of the Companies
Act, 1956, having its Registered Office
at P.O. Central Pulp Mills - 394 660,
Fort Songadh, District Tapi, Gujarat;

And

In the matter of Scheme of Arrangement
between JK Enviro-tech Limited and JK
Paper Limited and their respective
Shareholders and Creditors.

JK Paper Limited...Applicant Company

**AFFIDAVIT IN SUPPORT OF
SUMMONS FOR DIRECTIONS**

Dated this ___ day of June, 2014

Amarchand Mangaldas & Suresh A.
Shroff & Co.
301-302, Parshwanath E-Square,
Corporate Road, Prahladnagar,
Ahmedabad-380 015.

Advocates for the Applicant Company