

JK PAPER LIMITED

CIN: L21010GJ1960PLC018099, Website: www.jkpaper.com
Regd. Office: P.O. Central Pulp Mills – 394 660, Fort Songadh, Distt. Tapi, Gujarat
Admin. Office: Nehru House, 4, Bahadur Shah Zafar Marg, New Delhi-110 002
Phone: 011-66001132, 23311112-5, Email ID: sharesjkpaper@jkm.com



NOTICE

NOTICE is hereby given that the Sixty First Annual General Meeting of the Members of JK Paper Limited (**'the Company'**) will be held at the Registered Office of the Company at P.O. Central Pulp Mills – 394660, Fort Songadh, Distt. Tapi, Gujarat on Tuesday, the 6th September 2022 at 12.30 P.M. to transact the following business:

1. To receive, consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended 31st March 2022 and the Reports of the Auditors and Board of Directors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended 31st March 2022 and the Report of the Auditors thereon.

2. To declare Dividend.

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

“RESOLVED that pursuant to the provisions of Section 152 of the Companies Act, 2013 and Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded for re-appointment of Shri Sushil Kumar Roongta (DIN: 00309302) aged 72 years, as a Director of the Company liable to retire by rotation and continuation of his appointment as a Non-Executive Director of the Company on attaining the age of 75 years.”

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

“RESOLVED that pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as recommended by the Audit Committee and Board of Directors of the Company, M/s Lodha & Co., Chartered Accountants, New Delhi, (Firm Registration No. 301051E), be and are hereby re-appointed as Auditors of the Company, to hold office for second term of five consecutive years from the conclusion of 61st Annual General Meeting (AGM) till the conclusion of the 66th AGM to be held

in the year 2027, on a remuneration of Rs. 21,00,000/- (Rupees Twenty one lac), excluding G.S.T./other taxes as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the audit, for the first year.

RESOLVED further that the Board of Directors of the Company be and is hereby authorised to fix remuneration of the said Auditors for the subsequent four years thereafter, based on the recommendations of the Audit Committee of Directors of the Company in consultation with the said Auditors and to do all acts, deeds, matters and things as may be deemed necessary or expedient in connection therewith and incidental thereto.”

As Special Business

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

“RESOLVED that pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), remuneration of M/s R.J. Goel & Co., Cost Auditors, appointed by the Board of Directors of the Company, to conduct audit of cost records of the Company for the financial year 2022-23 commencing 1st April 2022, of Rs. 1,25,000/- (Rupees One lac twenty five thousand), excluding G.S.T./other taxes as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Cost Auditors in connection with the cost audit, be and is hereby ratified.

RESOLVED further that the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary or expedient in connection therewith and incidental thereto.”

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

“RESOLVED that pursuant to the provisions of Regulation 23(4) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (the Listing Regulations), applicable provisions

of the Companies Act, 2013 (the Act) read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions, for the time being in force, and subject to such approval(s), consent(s), permission(s), as may be necessary from time to time and on the basis of approval of the Audit Committee and/or the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to enter/continue to enter into Material Related Party Transaction(s)/Contract(s)/Agreement(s)/Arrangement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with The Sirpur Paper Mills Limited (SPML), a step down subsidiary and a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for sale/purchase of goods, render/avail services, receipt/reimbursement of expenses, financial assistance and other functional support services, in the ordinary course of business of the Company and at arm's length basis, for an amount of upto Rs. 1300 crore annually during the financial years 2022-23 to 2026-27, on such material terms and conditions, as set out in the Statement under Section 102 of the Act annexed hereto which shall be deemed to form part hereof, and as may be decided from time to time based on the approval of the Audit Committee and mutually agreed between the Company and SPML.

RESOLVED further that the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit including power to delegate all or any of the functions as it may consider appropriate in its absolute discretion to any of its Committee or Officer of the Company and to take all such steps as may be required in this connection including finalising and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and it shall be deemed that the Members have given their approval thereto expressly by the authority of this 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."

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

"RESOLVED that pursuant to the provisions of Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, in this regard (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby granted, for payment of annual remuneration to Shri Bharat Hari Singhania, Chairman (Non-Executive Director) of the Company, for the financial year ended 31st March 2022, which exceeds fifty percent of the total remuneration payable to all Non-Executive Directors of the Company."

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

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 (the Act) read with relevant Rules made thereunder and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) and other applicable provisions of the Act and Listing Regulations, if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Harshvardhan Neotia (DIN: 00047466) whose appointment on the Board of the Company as an Additional Director determines on the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a term of 5 (Five) consecutive years with effect from 29th July 2022."

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

"RESOLVED that pursuant to the provisions of Section 188(1) (f) of the Companies Act, 2013 (the Act) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (including statutory modification(s) or re-enactment(s) thereof, for the time being in force), and as recommended by the Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company and subject to such other necessary approval(s) as may be required, the appointment of Shri Chaitanya Hari Singhania as Vice President (Business Development) of the Company with effect from 7th September 2022 or conclusion of this Annual General Meeting of the Company, whichever is later, on terms & conditions and

remuneration as set out in the Statement under Section 102 of the Act annexed hereto which shall be deemed to form part hereof, be and is hereby approved.

RESOLVED further, that the Board of Directors or Nomination and Remuneration Committee of Directors of the Company be and is hereby authorised to suitably revise his designation, terms & conditions and remuneration, whenever it may deem fit and appropriate and to settle any question or difficulty.

RESOLVED further, that the Board of Directors of the Company including Committee thereof as authorised by the Board, be and is hereby authorised to do all such acts, deeds and things and as may be necessary, proper, expedient, desirable, incidental and consequential thereto and settle any question or difficulty that may arise, for the purpose of giving effect

to this resolution, without being required to seek any further consent or approval of the Members of the Company which shall be deemed to be given hereof."

Regd. Office:
P.O. Central Pulp Mills-394 660,
Fort Songadh, Distt. Tapi (Gujarat)

By Order of the Board

Date: 1st August 2022

Deepak Gupta
Company Secretary

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 under Section 102 of the Companies Act, 2013 (the Act), setting out the material facts concerning Item Nos. 3 to 9 of the Notice, is annexed hereto.
3. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting (AGM) are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the AGM.
4. Relevant documents referred to in this Notice, Statement under Section 102 of Companies Act, 2013 (the Act) and relevant statutory registers, shall be available for inspection by the Members at the Registered Office/Administrative Office of the Company on any working day (except Saturday) between 2.00 P.M. to 4.00 P.M. upto and including the date of the AGM and also at the venue of the meeting.
5. The Register of Members and the Share Transfer Books of the Company will be closed from Thursday, 25th August 2022 to Tuesday, 6th September 2022 (both days inclusive).
6. The Dividend for the financial year ended 31st March 2022 of Rs. 5.50 per share (55%) on 16,94,02,344 fully paid Equity Shares of Rs. 10/- each, as recommended by the Board of Directors, if declared at the AGM, will be credited/despached within three weeks of the conclusion of AGM after deduction of tax as per the provisions of Income-tax Act, 1961, to those Members whose names are borne on the Register of Members of the Company on 6th September 2022 or to their mandatees. In respect of shares held by the Members in dematerialised form, dividend will be credited/despached on the basis of details of beneficial ownership to be received from the depositories for this purpose.

As per the Income-tax Act, 1961, any dividend paid or distributed by a Company shall be taxable in the hands of the Shareholders. Therefore, the Company will be required to deduct tax at source ('TDS') at the rates applicable to each category of Shareholder at the time of making the payment of dividend, if any. The TDS rate may vary depending on the residential status of the Shareholders and the documents submitted by them and accepted by the Company in accordance with the provisions of the Income-tax Act, 1961.

In order to facilitate Members to comply with TDS requirements, Members are requested to complete and/or update their Residential Status, Permanent Account Number, Category as per the Income-tax Act, 1961, with their Depository Participants ('DPs') or in case shares are held in physical form,

with the Company/MCS Share Transfer Agent Ltd., Registrar and Share Transfer Agent, by sending documents to the Company addressed to Company Secretary, JK Paper Limited, Gulab Bhawan (Rear Block), 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi- 110002 or at sharesjkpaper@jkm.com upto Saturday, 20th August 2022 so as to determine the applicable TDS/withholding tax rate.

7. In furtherance of the Go Green Initiative of the Government, electronic copy of the Annual Report for 2021-22, the Notice of 61st AGM of the Company along with Admission Slip and Proxy Form are being sent to those Members whose email addresses are registered with the Company or the Depository Participant(s). Physical copy of the aforesaid documents may be sent on request by any such Member.
8. Physical copy of the Annual Report for 2021-22, the Notice of 61st AGM of the Company along with Admission Slip and Proxy Form are being sent to those Members who have not registered their email addresses with the Company or the Depository Participant(s). The Annual Report for 2021-22 and the Notice of this AGM along with Admission Slip and Proxy Form will also be available on the website of the Company at www.jkpaper.com.
9. The Notice of AGM and Annual Report for the financial year 2021-22, are available on the website of the Company at www.jkpaper.com and also on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. Notice of AGM is also available on the website of CDSL at www.evotingindia.com.
10. As mandated by SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November 2021 read with SEBI Circular No. SEBI/HO/MIRSD RTA/P/CIR/2021/687 dated 14th December 2021, the Company vide its letter dated 2nd March 2022 had requested all Shareholders including joint holders holding shares in physical form in the Company, to furnish their KYC including email id, nomination and other details in the prescribed Forms (ISR-1, 2, 3, SH-13 and 14), to the Registrar and Share Transfer Agent (RTA) of the Company. The aforesaid forms are available on the website of the Company at www.jkpaper.com. Members, who have not submitted the required details are requested to send these details to RTA, MCS Share Transfer Agent Ltd. at its Office at F-65, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi 110 020 or email to admin@mcsregistrars.com

As per abovementioned SEBI Circulars, in absence of KYC and other details as mandated therein, such folios shall be frozen by RTA and no service request shall be entertained w.e.f. 1st April 2023.

11. Appointment/Re-appointment of Directors:

Pursuant to provisions of the Listing Regulations and Secretarial Standard on General Meetings (SS-2), brief resume of Shri Sushil Kumar Roongta, Director proposed to be re-appointed and Shri Harshavardhan Neotia, Independent Director proposed to be appointed are given in the Statement under Section 102 of the Act, at relevant Item Nos. 3 and 8, respectively of the Notice, annexed hereto.

12. Remote e-voting procedure:

In compliance with the provisions of Section 108 of the Act read with relevant Rules made thereunder and Regulation 44 of the Listing Regulations, the Company is pleased to provide its Members, facility to exercise their right to vote at the 61st AGM 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. The facility of voting by ballot/polling paper shall also be made available at the AGM and Members attending the AGM and who have not already cast their vote by remote e-voting shall be able to exercise their right to cast vote at the AGM.

13. Instructions for Members for remote e-voting

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Saturday, 3rd September 2022 from 10:00 A.M. and ends on Monday, 5th September 2022 at 5:00 P.M. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, 30th August 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/ LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN of **JK Paper Limited** on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/

Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address sharesjkpaper@jkm.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

14. Process for those Shareholders whose email/Mobile No. are not registered with the Company/Depositories.

1. For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by email to the Company at sharesjkpaper@jkm.com /RTA at admin@mcsregistrars.com.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting.

15. Other Common Instructions:

- (i) If you have any queries or issues regarding e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
- (ii) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.
- (iii) Any person, who acquires shares of the Company and becomes Member of the Company after despatch of the Notice and holding shares as on the cut-off date i.e. Tuesday, 30th August 2022 may follow the same

instructions as mentioned above for remote e-voting and e-voting at the AGM.

- (iv) The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Tuesday, 30th August 2022 and a person who is not a Member as on a cut-off date should treat the Notice for information purpose only.
- (v) The Company has appointed Shri Namu Narain Agarwal, Company Secretary in Practice (Membership No. FCS-234), as Scrutinizer and failing him, Shri Naveen Kumar Rastogi, Company Secretary in Practice (Membership No. FCS-3685), as Alternate Scrutinizer, to scrutinize the process of remote e-voting and voting on the date of AGM in a fair and transparent manner.
- (vi) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting and submit, within two working days of conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the results of the voting forthwith.
- (vii) A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Tuesday, 30th August 2022 and who has not cast vote by remote-voting and being present at the AGM only shall be entitled to vote at the AGM.
- (viii) The results declared alongwith the consolidated Scrutinizer's report shall be placed on the website of the Company at www.jkpaper.com and on the website of CDSL at www.evotingindia.com and shall simultaneously be forwarded to the concerned Stock Exchanges. The results of the voting alongwith the consolidated Scrutinizer's report will also be displayed at the Notice Board at the Registered Office and the Administrative Office of the Company.

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

Shri Sushil Kumar Roongta (DIN: 00309302), aged 72 years, is a Director of the Company since 12th February 2019. He shall retire by rotation at this Annual General Meeting of the Company and being eligible offers himself for re-appointment as a Director of the Company liable to retire by rotation.

As per Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to take approval of the Members by means of a special resolution to appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years by giving justification thereof.

Shri Roongta is an Electrical Engineering Graduate from BITS, Pilani and PG Diploma in Management (International Trade) from IIFT, New Delhi - Gold Medalist. He joined the Board of the Company on 12th February 2019. He is regarded as an expert on Strategy and Turnaround in manufacturing sector in the country. Shri Roongta had joined Steel Authority of India Ltd. (SAIL) in 1972 and rose to become its Executive Chairman (2006-2010). His astute understanding of the micro aspects of the business coupled with global and strategic vision helped him transform SAIL as one of the most admired steel companies globally. Under his leadership, SAIL was adjudged as the 2nd Best Steel Company in the world (next to POSCO), by the World Steel Dynamics, USA. Shri Roongta was Chairman of "Panel of Experts on Reforms in the Central Public Sector Enterprises", constituted by the Planning Commission consisting of 14 eminent members (2010-2011). The Report of the Panel, widely known as the 'Roongta Committee Report', is taken as the benchmark for CPSE reforms. He was also Chairman of the Board of Governors, Indian Institute of Technology (IIT), Bhubaneswar (2012-2015). He is recipient of several awards and accolades, including SCOPE Award for 'Excellence and Outstanding Contribution to the Public Sector Management'- individual category, IIM – JRD Tata Award for Excellence in Corporate Leadership in Metallurgical Industries, 2016.

Shri Roongta has experience and expertise in operational, marketing, financial, industrial and corporate governance area. He is on the Board of Jubilant Pharmova Limited, Jubilant Ingrevia Limited, ACC Limited, Titagarh Wagons Limited, Zuari Global Limited, Hero Steels Limited, Great Eastern Energy Corporation Limited, Bharat Aluminium Co Limited and PHD Chamber of Commerce and Industry. In past three years, he has resigned from the Directorship of following listed companies: Jubilant Industries Limited and CL Educate Limited. His Chairmanship/Membership of the Committees of Board in other companies in terms of Regulation 26 of the Listing Regulations are: Chairman and Member of Audit Committee of Hero Steels Limited and Jubilant Ingrevia Limited, Member of Audit

Committee of ACC Limited, Great Eastern Energy Corporation Limited and Zuari Global Limited and Member of Stakeholders Relationship Committee of Jubilant Ingrevia Limited and Zuari Global Limited. For details regarding the remuneration paid to him during the financial year ended 31st March 2022, please refer Corporate Governance section of the Annual Report for the financial year 2021-22. He shall be entitled to sitting fees for attending Board & Committee Meetings and Commission on Net Profits, if any.

Shri Roongta attended all four Board Meetings of the Company held during the financial year ended 31st March 2022. He does not hold, either by himself or on beneficial basis for any other person, any Equity Shares of the Company. He is not related to any other Director and Key Managerial Personnel of the Company. He is not presently disqualified from being appointed as a Director in terms of Section 164 of the Act or debarred from holding the office of Director pursuant to any order of SEBI or any other such authority.

Keeping in view vast industry experience of Shri Roongta, it will be in the interest of the Company to continue his directorship in the category of Non-Executive Director after attaining the age of 75 years during this tenure in year 2025.

The Board recommends the aforesaid Special Resolution for approval by the Members.

Except Shri Sushil Kumar Roongta and his relatives to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid Special Resolution.

Item No. 4

M/s Lodha & Co., Chartered Accountants, New Delhi, (Firm Registration No. 301051E), were appointed as Auditors of the Company, for a term of five (5) consecutive years, from the conclusion of 56th Annual General Meeting (AGM) held in the year 2017 till the conclusion of 61st AGM to be held in the year 2022.

Consequently, M/s Lodha & Co., Chartered Accountants, will complete their first term of five consecutive years as the Auditors of the Company at the conclusion of this AGM of the Company.

Pursuant to the provisions of Section 139(2) of the Companies Act, 2013 (the Act), the Company can re-appoint an audit firm as Auditors for a second term of five consecutive years. Accordingly, M/s Lodha & Co., Chartered Accountants, are proposed to be re-appointed as Auditors of the Company for a second term of five consecutive years commencing from the conclusion of 61st AGM till the conclusion of the 66th AGM to be held in year 2027.

M/s Lodha & Co., Chartered Accountants, is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI) and office is in New Delhi. The said Audit Firm holds a valid Peer Review Certificate issued by the Peer Review Board of ICAI.

M/s Lodha & Co., Chartered Accountants, have consented to the said re-appointment, and confirmed that their reappointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be re-appointed as Auditors in terms of the provisions of the Sections 139 and 141 of the Act and the Companies (Audit and Auditors) Rules, 2014.

Audit Committee has recommended re-appointment of M/s Lodha & Co., Chartered Accountants, for a second term of five consecutive years, on remuneration of Rs. 21,00,000/- (Rupees Twenty one lac) for the first year, excluding G.S.T./other taxes as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the audit. The said recommendation is based on the fulfilment of the aforesaid eligibility criteria with regard to the full time partners, statutory audit, experience of the firm, capability, independence assessment, audit experience and also based on the evaluation of the quality of audit work in the Company.

The Board recommends the aforesaid Ordinary Resolution for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid Resolution.

Item No. 5

The Board at its meeting held on 13th May 2022, as recommended by the Audit Committee, had appointed M/s. R.J. Goel & Co., Cost Accountants, as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2022-23 commencing 1st April 2022 on a remuneration of Rs.1,25,000/-, excluding G.S.T./other taxes as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the Cost Audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration as mentioned above, payable to the Cost Auditors has to be ratified by the Members of the Company.

The Board recommends the aforesaid Ordinary Resolution for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid Resolution.

Item No. 6

SEBI vide its notification dated 9th November, 2021, has amended the provisions relating to Related Party Transactions under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and pursuant to said amendments in Regulation 23 of Listing Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1000 crore or ten percent of the annual consolidated turnover of the listed entity, whichever is lower.

The Company had taken the requisite approval of the Members of the Company at the Annual General Meeting (AGM) held on 11th September 2020 for transactions with The Sirpur Paper Mills Ltd. (SPML), a step down subsidiary and a related party of the Company, upto a value of Rs. 1000 crore in each financial year, during the next three financial years, i.e, FY 2020-21 to FY 2022-23 and accordingly, validity of such approval is till 31st March 2023.

Considering increase in operations of SPML and consequently increase in value of transactions between the Company and SPML, it has been proposed to enhance the limit of transactions with SPML from Rs. 1000 crore to Rs. 1300 crore for current financial year 2022-23 and transactions of upto Rs. 1300 crore annually for next four financial years i.e, FY 2023-24 to 2026-27. The said transactions will be in nature of purchase of paper and other products from SPML of upto Rs.1100 crore annually, excluding GST and other applicable taxes, and other functional support services viz. transfer of material including pulp and equipments from/to SPML, reimbursement of expenses, rendering/availing of services from/to SPML and financial assistance in form of ICD/investments to SPML, for an aggregate amount of upto Rs. 200 crore annually, excluding GST and other applicable taxes thereon. The value of proposed transaction is around 31% of the Company's consolidated turnover of FY 2021-22 and around 245% of SPML's turnover of FY 2021-22. Purchase of paper and other products from SPML will be on arm's length basis and in case of financial assistance to SPML for its operations, it shall be out of internal accruals of the Company and the same will be interest bearing, which shall not be below the average cost of borrowings of the Company. Such financial assistance shall be for short to medium term. In case of investment in securities of SPML, it shall be on prevailing value based on valuation, if any. These transactions are in the interest of the Company as it ensures increased supply of products, enlarge its market operations economically, and will further help in achieving operational synergies and economies of scale. All said transaction(s)/contract(s)/agreement(s)/arrangement(s) entered/to be entered by the Company with SPML are/will be in the ordinary course of business, on an arm's length basis and in the interest of the Company.

Since, the monetary value of said Related Party Transactions

(RPTs) during aforesaid five financial years from 2022-23 to 2026-27, is expected to exceed Rs. 1000 crore or 10% of the annual consolidated turnover of the Company, whichever is lower, during the respective preceding financial years, i.e, ending March 2022 to March 2026, hence the transactions shall be considered material and requires approval of Members through a resolution. The said transaction(s)/contract(s)/agreement(s)/arrangement(s) have been recommended by the Audit Committee and Board of Directors for consideration and approval by the Members of the Company.

The Board recommends the aforesaid Ordinary Resolution for approval by the Members.

Except Shri Bharat Hari Singhania, Chairman, Shri Harsh Pati Singhania, Vice Chairman & Managing Director, Shri A.S. Mehta, President & Director and/or their relatives, to the extent of their shareholding in the Company or SPML, if any, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the aforesaid resolution.

It is pertinent to note that no related party shall vote to approve this Resolution whether the entity is a related party to the particular transaction or not, in terms of Listing Regulations.

Item No. 7

Shri Bharat Hari Singhania has been a Director of the Company since 21st May 2013 and since then he holds the position of Chairman of the Company (Non-Executive).

Pursuant to Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a listed entity is required to obtain approval of the Members of the Company by way of Special Resolution for payment of annual remuneration to a single non-executive director exceeding 50% of the total remuneration payable to all non-executive directors of the Company.

Shri Bharat Hari Singhania is to be paid a commission of Rs. 200 lac for the financial year ended 31st March 2022, within the limits prescribed under the Companies Act, 2013, as already approved by the Members at the Annual General Meeting of the Company held on 31st August 2021.

Since, the annual remuneration payable to Shri Bharat Hari Singhania, Chairman (Non-Executive Director) of the Company exceeds fifty per cent of the total annual remuneration payable to all non-executive directors of the Company for the financial year ended 31st March 2022, approval of the Members of the Company is required by way of Special Resolution.

Shri Bharat Hari Singhania, is an Industrialist with about 65 years of experience in managing various industries including Cement, Automotive Tyres, Paper, Jute, Synthetics, Paints, high yielding Hybrid Seeds, Audio Magnetic Tapes, Sugar, etc. He has served as President of various Industry Bodies/Associations and has been

actively involved with educational, health and other philanthropic institutions.

With a progressive attitude and inherent leadership skills, Shri Bharat Hari Singhania has provided strategic direction to the Company and immensely contributed in its functioning and growth. As Chairman of the Board, Shri Bharat Hari Singhania has harmoniously conducted the meetings, actively participated in discussions and ensured that the policies, processes and compliances are strengthened in the Company, benchmarked with the best and duly observed.

Considering the stature of Shri Bharat Hari Singhania and his contribution as Chairman of the Company, the Board is of the view that the proposed remuneration payable to Shri Bharat Hari Singhania is justifiable.

The Board recommends the aforesaid Special Resolution for approval by the Members.

Except Shri Bharat Hari Singhania, Chairman and Shri Harsh Pati Singhania, Vice Chairman & Managing Director and their relatives to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid Special Resolution.

Item No. 8

The Board of Directors of the Company based on recommendation of Nomination and Remuneration Committee of Directors of the Company has, appointed Shri Harshavardhan Neotia (DIN: 00047466) as Additional Director of the Company, in the category of Independent Director, to hold office for a term of 5 (Five) consecutive years, w.e.f. 29th July 2022, subject to requisite approval of the Members at the forthcoming Annual General Meeting (AGM) of the Company.

Brief profile and specific area of expertise of Shri Harshavardhan Neotia are as under:

Shri Harshavardhan Neotia, aged 61 years, is an Entrepreneur, and presently Chairman of Ambuja Neotia Group. The Group operates across four business verticals: Real Estate, Hospitality, Healthcare and Education. Shri Neotia had his schooling from La Martiniere for Boys, Kolkata. He graduated with a B.Com (Hons.) degree from St. Xavier's College, Kolkata, and went on to complete the Owner President Management Programme (OPM) from Harvard Business School, USA. He is an active Member and Past President of FICCI and also Past President of AIMA. He is presently member Indira Gandhi National Centre for the Arts (IGNCA), Chairman of National Institute of Technical Teachers' Training & Research (NITTTR) and Council Member of the National Culture Fund, Govt. of India. He has formerly been on the board of IIM Kolkata, IIT Kharagpur, and on The Court of Jawaharlal Nehru University. For his work in social housing Shri Neotia was conferred with Padma Shri from the hon'ble President of India in 1999. He is also a recipient of the YPO Legacy

of Honour Award. He recently received D.Litt. (Honoris Causa) by the Vidyasagar University, West Bengal. He heads Jnana Pravaha, a Centre for Cultural Studies and Research in Varanasi and is one of the trustees of Shree Somnath Trust. He is the Honorary Consul of Israel in West Bengal.

Shri Neotia has experience and expertise in management, corporate governance, community services and other disciplines. He is on the Board of Ganesh Realty and Mall Development Pvt. Ltd., Bengal Ambuja Metro Development Ltd., Bengal Ambuja Housing Development Ltd., Choicest Enterprises Ltd., Biswa Bangla Marketing Corporation Ltd., Ambuja Neotia Hotel Ventures Limited, West Bengal Tourism Development Corpn Ltd., Ambuja Neotia Holdings Pvt. Ltd., Ambuja Housing and Urban Infrastructure Company Ltd., Park Hospitals, Ganapati Parks Ltd., Ambuja Neotia Healthcare Venture Ltd. and Ambuja Neotia Incubation Pvt. Ltd. In past three years, he has not resigned from the Directorship of any listed company. He is Member of Audit Committee of Ambuja Neotia Holdings Pvt. Ltd.

The Company has received his consent in writing to act as Director in term of Section 152(5) of the Companies Act, 2013 (the Act) and Declaration of Independence under Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). In terms of Regulation 25(8) of Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence and has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014. He is not presently disqualified from being appointed as a Director in terms of Section 164 of the Act or debarred from holding office of Director pursuant to any Order passed by SEBI or any other such authority. He does not hold, either by himself or on beneficial basis for any other person, any Equity Shares of the Company. He is not related to any other Director and Key Managerial Personnel of the Company.

In the opinion of the Board, he fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Rules made thereunder and the Listing Regulations. Further, keeping in view his qualification, vast experience and knowledge, it will be in the interest of the Company to appoint Shri Harshvardhan Neotia as an Independent Director of the Company. He shall be entitled to sitting fees for attending Board & Committee Meetings and Commission on Net Profits, if any.

Pursuant to the provisions of Section 161 of the Act and Article 117 of the Articles of Association of the Company, Shri Harshvardhan Neotia shall hold office upto the date of this AGM and is eligible to be appointed as a Director of the Company. The Company has, in terms of Section 160 of the Act, received a notice in writing, from a Member, proposing the candidature of Shri Harshvardhan Neotia

for the office of Director.

Copy of the draft letter of appointment of Shri Harshvardhan Neotia as an Independent Director setting out the terms and conditions and other relevant documents would be available for inspection by the Members at the Registered Office/Administrative Office of the Company and is also posted on the website of the Company.

The Board recommends the aforesaid Special Resolution for approval by the Members.

Except Shri Harshvardhan Neotia and his relatives to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid Special Resolution.

Item No. 9

The Company, as a part of strategy, had diversified its business portfolio by entering into Corrugation Business and is setting up a manufacturing Unit in Ludhiana through its wholly owned subsidiary, JKPL Packaging Products Limited. Shri Chaitanya Hari Singhanian has been spearheading this project and is involved in conceptualizing as well as overseeing its implementation.

Shri Chaitanya Hari Singhanian aged 28 years and a Graduate from Yale University, USA. For last six years, he is handling Dairy and Food Business of JK Organisation, besides being involved in other business developmental activities of the Company. He is also Director of JKPL Packaging Products Limited. In the past, he has worked on various research projects with several Private and Government Foundations and Institutions.

Keeping in view of faster scaling up of the Corrugation business and other business developmental activities, knowledge and the time, Shri Chaitanya Hari Singhanian has been devoting in these matters, the Board of Directors at its meeting held on 29th July 2022, based on recommendation of the Nomination and Remuneration Committee and Audit Committee of Directors of the Company and subject to approval of the Members of the Company, had approved his appointment and remuneration as Vice President (Business Development) of the Company, w.e.f. 7th September 2022 or conclusion of this Annual General Meeting, whichever is later.

Shri Chaitanya Hari Singhanian being relative of Shri Harsh Pati Singhanian, Vice Chairman & Managing Director of the Company is a related party in terms of Section 2(76) of the Companies Act, 2013 (the Act). Accordingly, as per the provisions of Section 188(1)(f) of the Act and Rules made thereunder, prior approval of the Company by a resolution is required, where a Director or relative of a Director is appointed to an office or a place of profit in the Company and the remuneration payable exceeds Rs. 2.5 lac per month.

The key particulars as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

1. Name of the related party - Shri Chaitanya Hari Singhania
2. Name of the directors or key managerial personnel who is related, if any - Shri Harsh Pati Singhania, Vice Chairman and Managing Director
3. Nature of relationship - Shri Chaitanya Hari Singhania is son of Shri Harsh Pati Singhania, Vice Chairman and Managing Director
4. Nature, material terms, monetary value and particulars of the contract or arrangement – Shri Chaitanya Hari Singhania is proposed to be appointed as Vice President (Business Development) of the Company, w.e.f. 7th September 2022 or conclusion of this Annual General Meeting, whichever is later, on terms of Remuneration as given hereunder, and his service shall be of permanent nature and governed by the Company's Rules and Policy as prevalent from time to time.

Remuneration:

- A. Salary: Rs. 2.2. lac per month with such increments as may be determined in accordance with the Company's Rules and Policy from time to time.
- B. Perquisites, allowances and benefits: Perquisites comprising provision of residential accommodation or house rent allowance in lieu thereof together with furnishings, reimbursement of medical expenses incurred including hospitalization and surgical charges for self and family and travel relating thereto and leave travel for self and family, club fees, premium on personal accident insurance, car(s) with driver, telephone etc., and such other perquisites, benefits and allowances as may be determined in accordance with the Company's Rules and Policy from time to time.

- C. Performance linked incentives: As may be determined in accordance with the Company's Rules and Policy from time to time
- D. Contribution to Provident Fund, National Pension Scheme, Superannuation Fund or Annuity Fund as per Rules of the Company.
- E. Gratuity at the rate of 15 days salary for each completed year of service.
- F. Encashment of unavailed leave as per Rules of the Company.

Total remuneration in the year of appointment shall not exceed Rs. 75 lac per annum and thereafter it shall be subject to such increments as may be determined by the Board of Directors or Nomination and Remuneration Committee in accordance with the Company's Rules and Policy from time to time.

5. Any other information relevant or important for the members to make a decision on the proposed resolution - None.

The Board recommends the aforesaid Ordinary Resolution for approval by the Members.

Except Shri Harsh Pati Singhania, Vice Chairman & Managing Director and his relatives to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid Resolution.

Regd. Office:
P.O. Central Pulp Mills-394 660,
Fort Songadh, Distt. Tapi (Gujarat)

By Order of the Board

Date: 1st August 2022

Deepak Gupta
Company Secretary

FOR ATTENTION OF THE MEMBERS

1. Members/Proxies should bring the Admission Slip sent herewith duly filled in for attending the Meeting.
2. Members may please note that SEBI vide its notification dated 24th January 2022 has amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and has mandated that all requests for transfer, transmission and transposition of securities shall be processed only in dematerialised form. In view of the same, Members are advised to dematerialize the shares held by them in physical form. Members can contact the **Company's Registrar & Share Transfer Agent (RTA): MCS Share Transfer Agent Ltd., F-65, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi 110 020 or may write to the Secretarial Department of the Company at Gulab Bhawan (Rear Block), 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi- 110 002**, for assistance in this regard.

Dematerialisation facility is available both on NSDL and CDSL. Company's ISIN is INE789E01012.
3. Please check the address including the Pin code in the address slip pasted on the envelope and advise correction, if any, therein. Also please do indicate the Pin Code number of your delivery post office while notifying change in your address to RTA where shares are held in physical form.
4. SEBI vide its Circulars dated 25th January 2022 and 18th May 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4/ ISR-5, as the case may be. The said form can be downloaded from Company's website i.e. www.jkpaper.com and is also available on the website of the RTA at www.mcsregistrars.com.
5. SEBI vide its Circular dated 30th May 2022 has prescribed Standard Operating Procedures for dispute resolution under the Stock Exchange arbitration mechanism for a dispute between a Listed Company and/or RTA and its Shareholder(s)/ Investor(s). The said circular is available on the website of the Company at www.jkpaper.com
6. Dividend Warrants:

As per SEBI Listing Regulations, it is mandatory for the Company to print the bank account details of the investors in dividend payment instrument. Accordingly, the Members are requested to register/update their correct bank account details with the Company/RTA/Depository Participant, as the case may be.
7. **Investor Education and Protection Fund**

Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members who have not claimed their dividend from the financial year 2015-16 and onwards may write to the Secretarial Department of the Company at the address mentioned above. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.
8. Nomination: Pursuant to Section 72 of the Companies Act, 2013, individual Members holding Equity Shares of the Company either singly or jointly may nominate an individual to whom all the rights in the Shares in the Company shall vest in the event of death of the sole/all joint Members. Member holding shares in physical form, may send their nomination in the prescribed Form SH-13, duly filled in, to the Company's RTA or Secretarial Department at the address mentioned above. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14 as the case may be.

Members holding shares in dematerialised form are requested to contact their Depository Participant in this regard.
9. Members are requested to quote their Folio No./DP ID-Client ID and details of shares held in physical/demat mode, email IDs and telephone/mobile nos. for prompt reply to their communications.
10. This Notice also contains a route map of the venue of AGM.

JK PAPER LIMITED

CIN: L21010GJ1960PLC018099, Website: www.jkpaper.com
Regd. Office: P.O. Central Pulp Mills – 394 660, Fort Songadh, Distt. Tapi, Gujarat
Admin. Office: Nehru House, 4, Bahadur Shah Zafar Marg, New Delhi-110 002
Phone: 011-66001132, 23311112-5, Email ID: sharesjkpaper@jksmail.com



ADMISSION SLIP

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

I hereby record my presence at the 61st Annual General Meeting of the Company being held on Tuesday, the 6th September 2022 at 12.30 P.M. at P.O. Central Pulp Mills – 394660, Fort Songadh, Distt. Tapi, Gujarat.

Name of the Member (in block letters)	
Name of the Proxyholder/ Authorised Representative* (in block letters)	

Applicable for investors holding shares in dematerialised form.

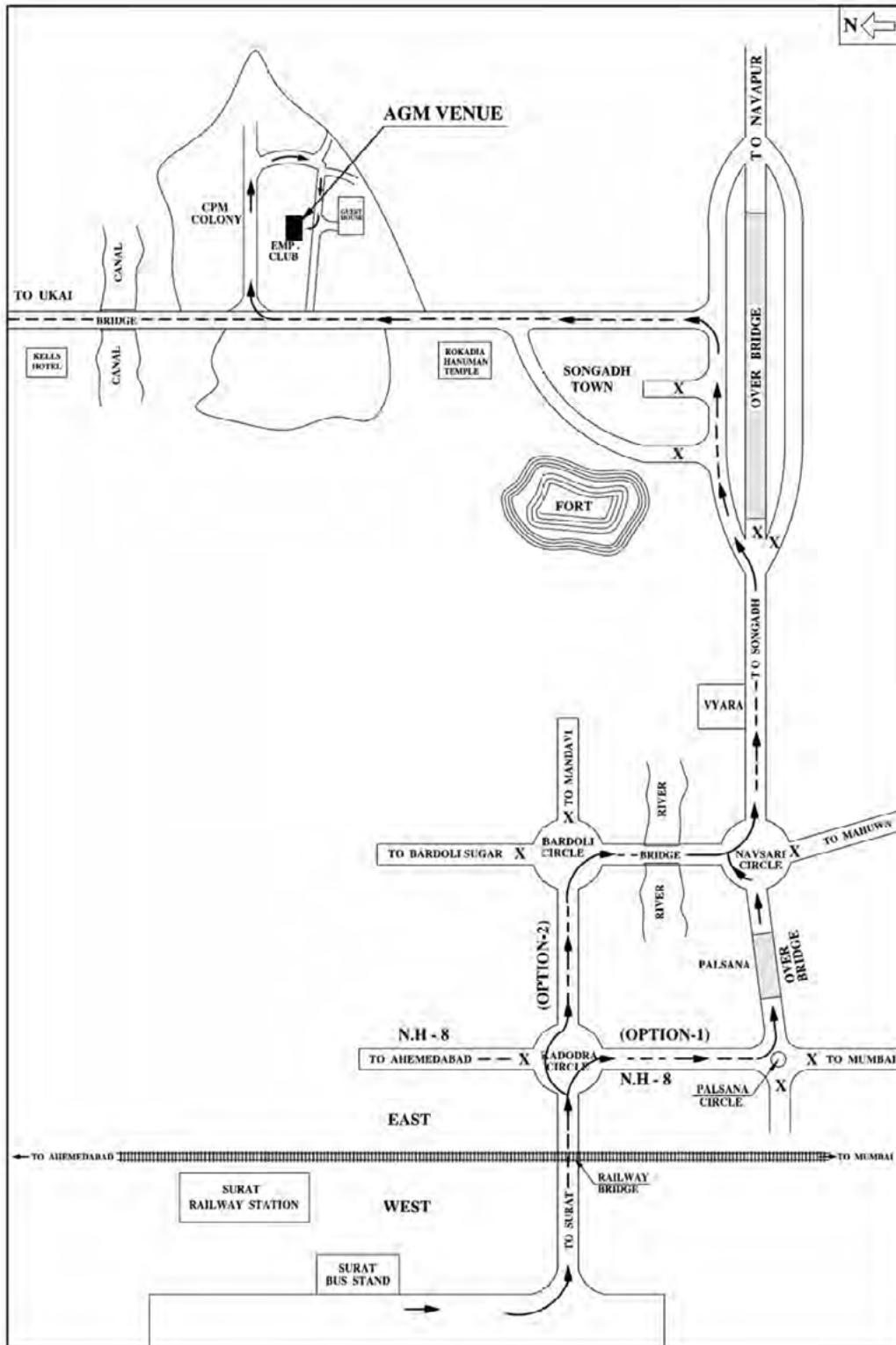
* Strike out whichever is not applicable.

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

ROUTE MAP TO VENUE OF AGM TO BE HELD ON 6TH SEPTEMBER 2022



JK PAPER LIMITED

CIN: L21010GJ1960PLC018099, Website: www.jkpaper.com
Regd. Office: P.O. Central Pulp Mills – 394 660, Fort Songadh, Distt. Tapi, Gujarat
Admin. Office: Nehru House, 4, Bahadur Shah Zafar Marg, New Delhi-110 002
Phone: 011-66001132, 23311112-5, Email ID: sharesjkpaper@jkm.com



PROXY FORM

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

Name of the Member(s):	
Registered Address:	
Email ID:	
Folio No./DPID/Client ID:	

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

- (1) Name: Address:.....
Email ID: Signature: or failing him/her
- (2) Name: Address:
Email ID: Signature: or failing him/her
- (3) Name: Address:
Email ID: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 61st Annual General Meeting of the Company to be held on Tuesday, the 6th September 2022 at 12.30 P.M. at P.O. Central Pulp Mills – 394660, Fort Songadh, Distt. Tapi, Gujarat and at any adjournment thereof in respect of the resolutions as are indicated below:

Resolution Number	Resolution	Optional*	
		For	Against
1	Consideration and adoption of (a) the audited standalone financial statements of the Company for the financial year ended 31st March 2022 and the Reports of the Auditors and Board of Directors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended 31st March 2022 and the Report of the Auditors thereon.		
2	Declaration of Dividend.		
3	Re-appointment of Shri Sushil Kumar Roongta (DIN: 00309302) by Special Resolution as a Director of the Company liable to retire by rotation and continuation of his appointment as a Non-Executive Director of the Company on attaining the age of 75 years.		
4	Re-appointment of M/s Lodha & Co., Chartered Accountants as Auditors of the Company for second term of five consecutive years and fixing their remuneration.		
5	Ratification of remuneration payable to M/s R.J. Goel & Co., Cost Auditors for the financial year 2022-23.		
6	Material Related Party Transactions with The Sirpur Paper Mills Limited, a step down subsidiary and a related party of the Company, for an amount of upto Rs. 1300 crore annually during the financial years 2022-23 to 2026-27.		
7	Payment of annual remuneration to Shri Bharat Hari Singhania, Chairman (Non-Executive Director) of the Company by Special Resolution for the financial year ended 31st March 2022.		
8	Appointment of Shri Harshavardhan Neotia (DIN: 00047466), by Special Resolution as an Independent Director of the Company for a term for five consecutive years.		
9	Appointment of Shri Chaitanya Hari Singhania as Vice President (Business Development) of the Company.		

Signed thisDay of2022



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 Member.
- 3*. This is optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.