

# 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 Second 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 Friday, the 1st September 2023 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 2023 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 2023 and the Report of the Auditors thereon.
2. To confirm payment of Interim Dividend of Rs. 4/- per equity share and to declare Final Dividend of Rs. 4/- per equity share for the financial year ended 31st March 2023.
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 Smt. Vinita Singhanian (DIN: 00042983), aged 71 years, as a Director of the Company liable to retire by rotation and continuation of her appointment as a Non-Executive Director of the Company on attaining the age of 75 years."

### As Special Business

4. 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 Accountants, appointed by the Board of Directors on recommendation of the Audit Committee of Directors of the Company, as the Cost Auditors to conduct audit of cost records of the Company for the financial year 2023-24 commencing 1st April 2023, 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 and confirmed.

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."

5. 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 (DIN: 00041156), Chairman (Non-Executive Director) of the Company, for the financial year ended 31st March 2023, which exceeds fifty percent of the total remuneration payable to all Non-Executive Directors of the Company.”

6. 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

Bharat Anand (DIN: 02806475) 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 1st July 2023.”

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

By Order of the Board

**Deepak Gupta**

Company Secretary

Date: 25th July 2023

#### 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 6 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 the Act and relevant statutory registers, shall be available for inspection by the Members at the Registered Office/Administrative Office of the Company on all working days (except Saturdays) 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 Saturday, 19th August 2023 to Friday, 1st September 2023 (both days inclusive).

6. The Dividend for the financial year ended 31st March 2023 of Rs. 4 per share (40%) 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 four 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 18th August 2023 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 sharesjpaper@jkm.com upto Monday, 14th August 2023 so as to determine the applicable TDS/withholding tax rate. Communication in this regard has been separately sent to Members.

7. In furtherance of the Go Green Initiative of the Government, electronic copy of the Annual Report for FY 2022-23, the Notice of 62nd 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 FY 2022-23, the Notice of 62nd 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 FY 2022-23 and the Notice of this AGM along with Admission Slip and Proxy Form are also available on the website of the Company at [www.jkpaper.com](http://www.jkpaper.com) and the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively. Notice of AGM is also available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
9. A Route map of the venue of AGM is enclosed with this Notice.

#### 10. Appointment/Re-appointment of Directors:

Pursuant to provisions of the Listing Regulations and Secretarial Standard on General Meetings (SS-2), brief resume of Smt. Vinita Singhanian, Director proposed to be re-appointed and Shri Bharat Anand, Independent Director, proposed to be appointed are given in the Statement under Section 102 of the Act, at relevant Item Nos. 3 and 6, respectively of the Notice, annexed hereto.

#### 11. 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 62nd 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.

#### 12. 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 Tuesday, 29th August 2023 from 10:00 A.M. and ends on Thursday, 31st August 2023 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. Friday, 25th August 2023 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 9th December 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.

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"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 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.</li> </ol>

Type of shareholders	Login Method
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://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](http://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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• 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.</li> </ul>

- (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](http://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](mailto: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](mailto: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.

**13. 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](mailto:sharesjkpaper@jkm.com) /RTA at [admin@mcsregistrars.com](mailto: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.

#### 14. 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](mailto: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](mailto: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. Friday, 25th August 2023 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. Friday, 25th August 2023 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. Friday, 25th August 2023 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](http://www.jkpaper.com) and on the website of CDSL at [www.evotingindia.com](http://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

Smt. Vinita Singhania (DIN: 00042983), aged 71 years, is a Director of the Company since 14th May 2009. She will retire by rotation at this Annual General Meeting of the Company and being eligible offers herself for re-appointment as a Director of the Company liable to retire by rotation. She will attain the age of 75 years during her tenure in year 2027.

As per Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is required to obtain approval of the Members by way 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.

Smt. Vinita Singhania, aged 71 years, is a businesswoman, with diversified and extensive experience. She is Vice Chairman & Managing Director of JK Lakshmi Cement Ltd and is on the Board of Bengal & Assam Company Limited, HEG Limited, Udaipur Cement Works Limited, JKLC Employees Welfare Association Limited, Niyojit Properties Private Limited, Vinita Stock Holdings Private Limited, Hari Shankar Singhania Holdings Private Limited and Dhanlakshmi Building Development Private Limited.

Smt. Vinita Singhania has used her extensive experience of business management in the Cement Industry. Through her exemplary attitude and contributions to the Industry, she is well recognized as a Dynamic Leader. Smt. Singhania has the distinction of being the first woman President of Cement Manufacturers Association (CMA) of India as well as National Council for Cement and Building Materials (NCBM). She was elected unanimously as the President of CMA in October 2009. Recently, she has been conferred with the "Awards of Excellence" by FICCI Ladies Organisation & "Best Family Business Award Lead by Woman" by Money Control Pro (Network 18) and has been included in the list of BW Business World Most Influential Women 2023. In past three years, she has not resigned from the Directorship of any listed Company. She does not hold Chairmanship/Membership of the Committees of Board in other companies in terms of Regulation 26 of the Listing Regulations. For details regarding the remuneration paid to her during the financial year ended 31st March 2023, please refer Corporate Governance section of the Annual Report for the financial year 2022-23. She shall be entitled to sitting fees for attending Board & Committee Meetings and Commission on Net Profits, if any.

She had attended all five Board Meetings of the Company held during the financial year ended 31st March 2023, holds 7,32,350 Equity Shares of the Company and is not related to any other

Director and Key Managerial Personnel of the Company. She 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 Smt. Vinita Singhania, it will be in the interest of the Company to continue her directorship in the category of Non-Executive Director on attaining the age of 75 years during her tenure in year 2027.

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

Except Smt. Vinita Singhania and her 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

The Board at its meeting held on 16th May 2023, 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 2023-24 commencing 1st April 2023 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. 5

Shri Bharat Hari Singhania (DIN: 00041156) 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. 275 lac for the financial year ended 31st March 2023, 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 2023, approval of the Members of the Company is required by way of Special Resolution.

Shri Bharat Hari Singhania, is an Industrialist with more than six decades of industry experience comprising Cement, Automotive Tyres, Paper, Jute, Synthetics, Paints, Hybrid Seeds, Audio Magnetic Tapes, Sugar, etc. He is President of J K Organisation and heads various philanthropic institution of the Group namely JK Lakshmipat University, Lakshmipat Singhania Education Foundation, Lakshmipat Singhania Medical Foundation and Pushpawati Singhania Hospital & Research Institute. He is former President of Indian Chamber of Commerce and Chairman of Indian Jute Mills Association.

With a progressive attitude and inherent leadership skills, Shri Bharat Hari Singhania provides strategic direction to the Company and immensely contributes in its functioning and growth. The Board/ Management of the Company seeks his guidance on critical and strategic matters. As Chairman of the Board, Shri Bharat Hari Singhania harmoniously and effectively conducts the meetings. He has been a great motivator and force behind the progress of the Company.

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. 6

The Board of Directors of the Company based on recommendation of Nomination and Remuneration Committee of Directors of the Company has, appointed Shri Bharat Anand (DIN: 02806475) 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. 1st July 2023, 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 Bharat Anand are as under:

Shri Bharat Anand (DIN: 02806475), aged 46 years, is a B.A. (Law) from Jesus College, Cambridge University and B.A. (Hons.) Economics from Hans Raj College, Delhi University. Shri Anand is a dual qualified lawyer (India and England Wales). He read law at Jesus College, Cambridge as a Cambridge Commonwealth Scholar and is an alumnus of St. Columba's School. He has also attended Executive Education Programme on Leadership in Law firms of Harvard Law School. He is ranked as "Band 1 Lawyer" for M&A work in Delhi, by both Chambers Asia Pacific and UK. He is based in New Delhi.

Shri Bharat Anand is a Partner in Khaitan & Co., a leading Corporate Law Firm. He has overall professional experience of 25 years, with specialisation in mergers & acquisitions, joint ventures, private equity transactions and strategy. He also has wide range of industry experience including financial services, insurance, renewable energy, telecom, information technology, manufacturing and consumer goods.

As a recognised thought leader, Shri Anand plays an active role in shaping key policy matters by closely working with leading industry associations in India. He is a part of the National Executive Committee of Federation of Indian Chambers of Commerce and Industry (FICCI), co-chair of FICCI's Committee on Stressed Assets and part of the Delhi Chapter of Young Presidents Organisation (YPO).

Currently, he is also Director on the Board of various companies which include Sandhar Technologies Limited, Mankind Pharma Limited, Syrma SGS Technology Limited, Rockman Industries Limited and Perfect ID India Private Limited. In past three years, he has not resigned from the Directorship of any listed company. His Chairmanship/Membership of the Committees of Board in other Companies are: Syrma SGS Technology Limited: Audit Committee - Member; Mankind Pharma Limited: Audit Committee and Nomination and Remuneration Committee - Member; Rockman

Industries Limited: Audit Committee and Nomination and Remuneration Committee - Member; Perfect ID India Private Limited: Corporate Social Responsibility Committee - Chairman.

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.

**Regd. Office:**

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

Date: 25th July 2023

Further, keeping in view his qualification, vast experience and knowledge, it will be in the interest of the Company to appoint Shri Bharat Anand 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 Bharat Anand 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 Bharat Anand for the office of Director.

Copy of the draft letter of appointment of Shri Bharat Anand 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 Bharat Anand 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.

By Order of the Board

**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. SEBI has mandated that securities of listed companies can be transferred/traded only in dematerialized form. Further, SEBI vide its circulars/notifications, mandated that all service requests for issue of duplicate certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, subdivision/ splitting/ consolidation of certificate, transmission and transposition be also processed in dematerialised form only. On receipt of any such request the Company/RTA will issue a "Letter of Confirmation", in the prescribed format. In view of the same, Members are advised to get their shares dematerialized. 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 latest Circular dated 16th March, 2023, superseding its earlier circulars in this regard, has reiterated that it is mandatory for all holders of physical securities to furnish their PAN as well as other KYC documents to the RTA (Registrar and Share Transfer Agent) of the Company in respect of all concerned Folios. The Folios wherein even any one of the PAN, Address with PIN Code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical securities are not available on or after 1st October, 2023, such Folios shall be frozen by the RTA. SEBI has introduced Form ISR - 1 alongwith other relevant forms to lodge any request for registering PAN, KYC details or any change/ updation thereof. The Company vide its letters dated 2nd March 2022 and 23rd May 2023 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](http://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](mailto:admin@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](http://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, along with nine digits MICR/NECS details.
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](http://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.

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# 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



## ADMISSION SLIP

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

I hereby record my presence at the 62nd Annual General Meeting of the Company being held on Friday, the 1st September 2023 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.

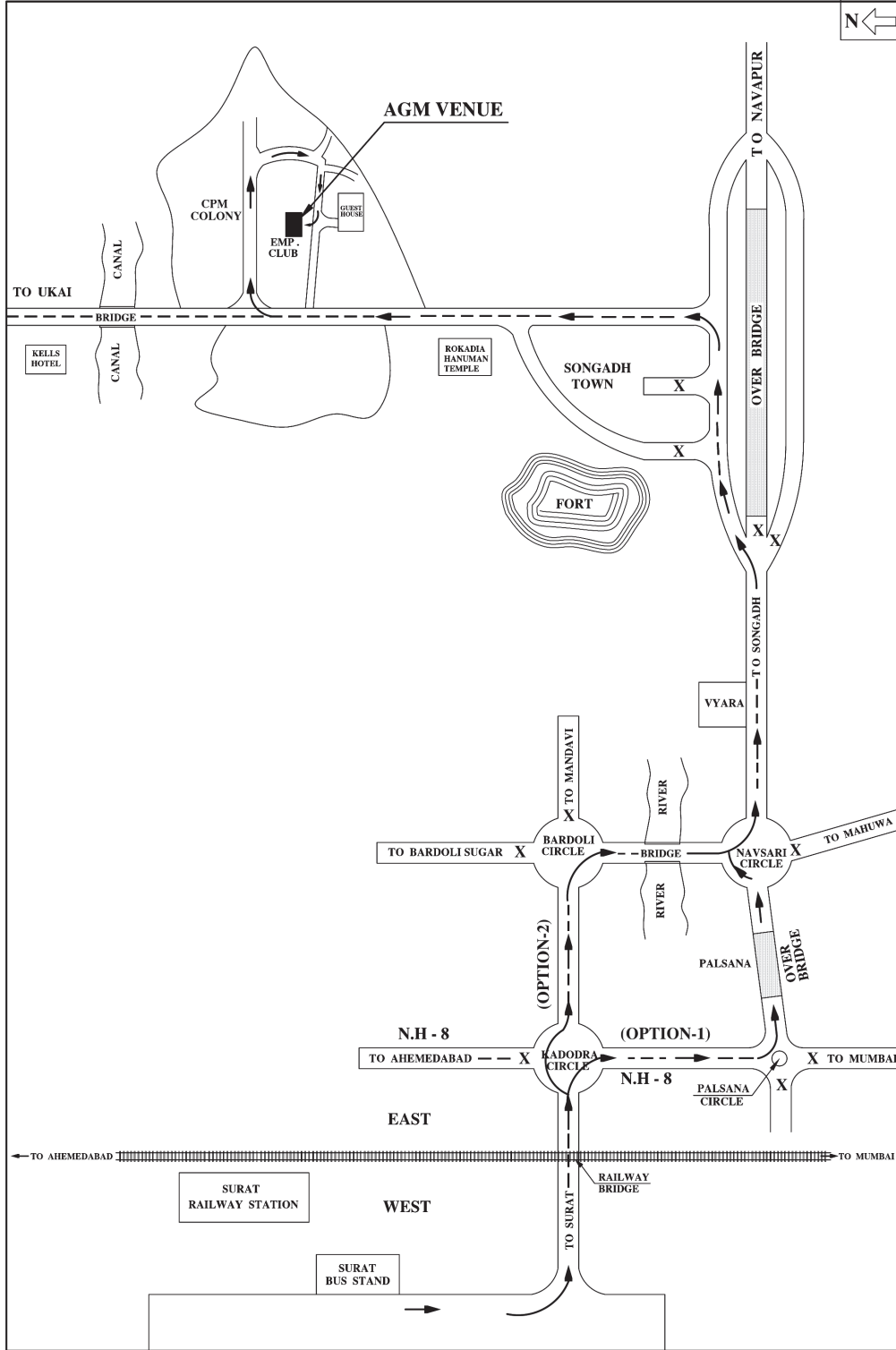
\* Strike out whichever is not applicable.

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 1ST SEPTEMBER 2023





# 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

## 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/We .....being 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 62nd Annual General Meeting of the Company to be held on Friday, the 1st September 2023 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 2023 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 2023 and the Report of the Auditors thereon.		
2	Confirmation of payment of Interim Dividend and Declaration of Final Dividend		
3	Re-appointment of Smt. Vinita Singhania (DIN: 00042983) by Special Resolution as a Director of the Company liable to retire by rotation and continuation of her appointment as a Non-Executive Director of the Company on attaining the age of 75 years.		
4	Ratification of remuneration payable to M/s R.J. Goel & Co., Cost Auditors for the financial year 2023-24.		
5	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 2023.		
6	Appointment of Shri Bharat Anand (DIN: 02806475), by Special Resolution as an Independent Director of the Company for a term for five consecutive years with effect from 1st July 2023.		

Signed this \_\_\_\_\_ Day of \_\_\_\_\_ 2023

Affix  
revenue  
stamp

Signature of Shareholder..... Signature of Proxy holder(s).....

**Notes:**

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