

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@jkmil.com



NOTICE

NOTICE is hereby given that the Sixty Third 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, 3rd September 2024 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 2024 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 2024 and the Report of the Auditors thereon.
2. To confirm payment of Interim Dividend of Rs. 3.5/- per equity share and to declare Final Dividend of Rs. 5/- per equity share for the financial year ended 31st March 2024.
3. To consider and if thought fit to pass, the following as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri Dharendra Kumar (DIN: 00153773), who was appointed as a Director of the Company liable to retire by rotation, and who does not seek re-appointment upon expiry of his term at this Annual General Meeting, be not re-appointed as Director of the Company and the vacancy so caused in the Board of the Company, be not filled up.”

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 2024-25 commencing 1st April 2024, 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 Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 (‘the Act’) read with relevant Rules made thereunder and Regulations 16 and 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘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), and based on recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval be and is hereby accorded for redesignation of Shri S.K. Roongta (DIN: 00309302) as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from 23rd August 2024 and continuation of his appointment as an Independent Director of the Company on attaining the age of 75 years.”

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

“RESOLVED that pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s)

or re-enactment(s) thereof, for the time being in force), and based on recommendation of the Nomination and Remuneration Committee and the Board of Directors, Shri R.V. Kanoria (DIN: 00003792), be and is hereby appointed as Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from 4th September 2024 or conclusion of this Annual General Meeting, whichever is later.”

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

“RESOLVED that pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on recommendation of the Nomination and Remuneration Committee and the Board of Directors, Shri Sandip Somany (DIN: 00053597), be and is hereby appointed as Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from 4th September 2024 or conclusion of this Annual General Meeting, whichever is later.”

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

“RESOLVED that pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 (‘the Act’), Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘Listing Regulations’), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such other approval(s) as may be required, re-appointment of Shri A.S. Mehta (DIN: 00030694) as President & Director of the Company for a term of 3 (three) years with effect from 1st April 2025, be and is hereby approved on the terms and remuneration as set out in the Statement under Section 102 of the Act annexed hereto which shall be deemed to form part hereof, subject to the overall limits for all managerial persons as specified in or approved under Section 197, as the case may be, and other applicable provisions of the Act and Listing Regulations, and in the event of inadequacy or

absence of profits under Section 197 and other applicable provisions of the Act in any financial year or years during the term of his appointment, the remuneration comprising salary, perquisites, allowances, benefits and performance linked incentive, as approved herein, be paid as minimum remuneration to the said President & Director, for a period or periods not exceeding three years in the aggregate and the approval accorded herein shall also be deemed to be the approval by way of Special Resolution as contemplated under Schedule V to the Act.

RESOLVED further that the Nomination and Remuneration Committee or the Chairman & Managing Director of the Company be and is hereby authorised to vary and/ or revise the remuneration of the said President & Director from time to time within the overall limits approved herein and to settle any question(s) or difficulties.

RESOLVED further that the Board of Directors of the Company or a Committee thereof be and is hereby authorised to do all such acts, deeds and things as may be incidental and consequential thereto to give effect to this resolution.”

9. 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 Members of the Company be and is hereby granted, for payment of annual remuneration to Shri Bharat Hari Singhanian, Chairman & Non-Executive Director of the Company till 31st March 2024, for the financial year ended 31st March 2024, which exceeds fifty percent of the total remuneration payable to all Non-Executive Directors of the Company.”

By Order of the Board

Regd. Office:

P.O. Central Pulp Mills–394 660,
Fort Songadh, Distt. Tapi (Gujarat)
Date: 11th July 2024

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 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 Wednesday, 21st August 2024 to Tuesday, 3rd September 2024 (both days inclusive).
6. The Dividend for the financial year ended 31st March 2024 of Rs. 5/- per share (50%) 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 directly credited to the bank accounts of the shareholders 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 Tuesday, 20th August 2024 or to their mandatees. In respect of shares held by the Members in dematerialised form, dividend will be credited on the basis of details of beneficial ownership to be received from the depositories for this purpose.

SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 dated May 7, 2024, as amended, has mandated that with effect from 1st April 2024, dividend to security holders who are holding securities in physical form, shall be paid only through electronic mode. Such payment shall be made only after the shareholders furnish their PAN, contact details (postal address with PIN and mobile number), bank account details & specimen signature ("KYC"). Further, shareholders in their own interest, are advised to also update their Nomination Details at the earliest. Relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf.

Members holding shares in physical form are requested to furnish Form ISR-1, Form ISR-2 and SH-13 (available on the Company's website at www.jkpaper.com) to update KYC, to MCS Share Transfer Agent Ltd., F-65, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi 110 020, who are the Company's Registrar and Share Transfer Agents, so as to reach them latest by Tuesday, 27th August 2024.

7. 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. 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 Friday, 16th August 2024 so as to determine the applicable TDS/withholding tax rate. Communication in this regard has been separately sent to Members.

8. In furtherance of the Go Green Initiative of the Government, electronic copy of the Annual Report for FY 2023-24, the Notice of 63rd 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.

9. Physical copy of the Annual Report for FY 2023-24, the Notice of 63rd 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 2023-24 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 and 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. Route map of the venue of AGM is enclosed with this Notice.

11. Redesignation/ Appointment/ Re-appointment of Directors:

Pursuant to provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard on General Meetings ('SS-2'), information in respect of Shri S.K. Roongta (proposed to be redesignated as Independent Director), Shri R.V. Kanoria and Shri Sandip Somany (proposed to be appointed as Non-Executive Non-Independent Directors) and Shri A.S. Mehta (proposed to be re-appointed as President & Director), are given in the Statement under Section 102 of the Act, at relevant Item Nos. 5, 6, 7 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 63rd 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, 31st August 2024 from 10:00 A.M. and ends on Monday, 2nd September 2024 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, 27th August 2024 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"> 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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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, 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. 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.nsdl.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.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 held 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)	<p>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.</p>

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.com or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000

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	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"> <input type="radio"/> 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)	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"> <input type="radio"/> 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@jkmail.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@jkmail.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, 27th August 2024 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, 27th August 2024 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 Namo 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, 27th August 2024 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 Dhirendra Kumar (DIN: 00153773) has been Non-Executive Non-Independent Director on the Board of the Company since 30th October 2001.

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 ('the Act'), Shri Dhirendra Kumar is liable to retire by rotation at this Annual General Meeting (AGM) of the Company. Although being eligible for re-appointment, he has expressed his unwillingness to be re-appointed and has not offered himself for re-appointment at this AGM, owing to his pre-occupation. Accordingly, Shri Dhirendra Kumar would cease to hold office as a Director of the Company at the conclusion of the 63rd AGM of the Company.

Post cessation of Shri Dhirendra Kumar as Director of the Company, the Board of Directors will comprise of ten Directors with an optimal mix of Executive and Non-Executive Director(s) including five Independent Directors which will meet the statutory requirement of Board composition prescribed under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Act and Rules made thereunder. Accordingly, the Board proposes that the vacancy in the Board of the Company caused by his cessation be not filled up.

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

Except Shri Dhirendra Kumar 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 Ordinary Resolution.

Item No. 4

The Board at its meeting held on 16th May 2024, 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 2024-25 commencing 1st April 2024 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 S.K. Roongta (DIN: 00309302), has been on the Board of the Company as Non-Executive Non-Independent Director of the Company since 12th February 2019. Subsequently, considering his knowledge and experience, he was appointed as Member of the Stakeholders Relationship Committee and Risk Management Committee of the Board. As a Director and Committee member he has been making valuable contributions in Board/Committee meetings deliberations.

Considering his immense knowledge, vast industry experience and understanding of the Company's business, it is proposed to redesignate him as an Independent Director of the Company to hold office for a term of upto 5 consecutive years. Currently, though he is Non-Executive Non-Independent Director, he otherwise qualifies all the criteria of Independence prescribed under the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Companies Act, 2013 ('the Act').

Accordingly, the Board of Directors of the Company, at its meeting held on 16th May 2024, based on recommendation of Nomination and Remuneration Committee, had redesignated Shri S.K. Roongta as an Independent Director to hold office for a term of upto 5 consecutive years, w.e.f. 23rd August 2024, subject to approval of Members at this Annual General Meeting (AGM) of the Company.

Brief profile and specific area of expertise of Shri S.K. Roongta are as under:

Shri S.K. Roongta, aged about 74 years, is an Electrical Engineering Graduate from BITS, Pilani and PG Diploma in Management (International Trade) from IIFT, New Delhi - Gold Medalist. 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.

Currently, he is also Director on the Boards of various companies which include Jubilant Pharmova Limited, Jubilant Ingrevia Limited, Titagarh Rail Systems Limited (formerly known Titagarh Wagons Limited), Zuari Industries Limited (formerly known Zuari Global Limited), Adani Power Limited, Hero Steels Limited, Bharat Aluminium Company Limited and Shree Cement Ltd. 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: Jubilant Pharmova Limited: Audit Committee, Corporate Social Responsibility Committee, Quality Committee – Member; Nomination and Remuneration Committee and Risk Management Committee – Chairman; Jubilant Ingrevia Limited: Audit Committee – Chairman, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee – Member; Titagarh Rail Systems Limited: Nomination and Remuneration Committee and Risk Management Committee – Member; Zuari Industries Limited – Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, Stakeholders' Relationship Committee, Banking and Finance Committee - Member, Corporate Social Responsibility Committee – Chairman; Adani Power Limited: Audit Committee, Corporate Social Responsibility Committee, Risk Management Committee, Merger & Acquisitions Committee, Legal, Regulatory & Tax Committee, Reputation Risk Committee, Corporate Responsibility Committee, Information Technology & Data Security Committee – Member, Stakeholders' Relationship Committee and Nomination and Remuneration Committee- Chairman; Hero Steels Limited: Audit Committee and Nomination and Remuneration Committee – Chairman; Bharat Aluminium Company Limited: Audit Committee and Nomination and Remuneration Committee – Member, Corporate Social Responsibility Committee – Chairman.

The Company has received his consent in writing to act as Director in terms of Section 152(5) of the Act and Declaration of Independence under Section 149(6) of the Act and Regulation 16 of the Listing Regulations. In terms of Regulation 25(8) of the 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. During the financial year ended 31st March 2024, he had attended all five Board Meetings 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 S.K. Roongta for the office of Director.

In the opinion of the Board, he fulfils the conditions for his redesignation 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 redesignate Shri S.K. Roongta 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. Requisite details with respect to sitting fee, commission and other connected matters are given in the Corporate Governance section of the Annual Report for the financial year 2023-24.

Further, as per Regulation 17(1A) of the Listing Regulations, inter alia, provides that no listed company shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 (seventy-five) years unless it is approved by the members by passing a special resolution to that effect. Shri S.K. Roongta will attain the age of 75 years during his tenure in the year 2025 and hence continuation beyond 75 years requires the approval of members by way of a Special Resolution.

Copy of the draft letter of appointment of Shri S.K. Roongta 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.

In view of the above, the Board recommends the aforesaid Special Resolution for approval by the Members.

Except Shri S.K. 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 Nos. 6 and 7

Pursuant to Section 149 of the Companies Act, 2013 ('the Act'), Shri R.V. Kanoria (DIN: 00003792) and Shri Sandip Somany (DIN: 00053597) were appointed as an Independent Directors w.e.f. 27th September 2014 at the 53rd Annual General Meeting ('AGM') of the Company held on 27th September 2014 and subsequently re-appointed for a second consecutive term of five years at the 58th AGM of the Company held on 23rd August 2019. Accordingly, they will complete their ten-year tenure as Independent Directors on 22nd August 2024.

In order to have appropriate balance of Independent Directors/ Non-Independent Directors on the Board of the Company and continue to have the benefits of experience, expertise, skills and contributions of Shri R.V. Kanoria and Shri Sandip Somany and their continued association and deep understanding of the Company's business, the Board of Directors of the Company, at its meeting held on 16th May 2024, based on recommendation of the Nomination and Remuneration Committee, had recommended their appointment as Non-Executive Non-Independent Directors of the Company with effect from 4th September 2024 or conclusion of this AGM, whichever is later, liable to retire by rotation.

Shri R.V. Kanoria

Shri R.V. Kanoria is a seasoned businessman having over four decades of wide industry experience. He has been an integral part of the Company's Board and Board Committees particularly of Audit Committee, Stakeholders Relationship Committee and Risk Management Committee of which he is Chairman and Nomination and Remuneration Committee of which he is member, wherein he has played a significant role in enhancing effectiveness of the Board and its process.

As a Board and Committee member over the years, Shri R.V. Kanoria has significantly contributed to the Company's business strategy in line with the evolving market landscape, played a crucial role in guiding and strengthening risk and compliance management and disclosure and governance practices. The Company will continue to be immensely benefitted from his guidance and vast experience.

Further, by virtue of his deep understanding of the Company's business, values, culture and governance processes owing to his long association with the Company, Shri Kanoria is in a unique position to contribute to Board deliberations through an objective mindset, being independent from the management, as well as considering and appreciating the Company's business context, strategic priorities and culture. His continued association as a Director will also contribute to strengthen Board effectiveness in a sustained manner.

Based on Shri R.V. Kanoria's skills, experience and expertise, and considering the immense contributions during his association with the Company as enumerated above, the Board is of the opinion that Shri Kanoria is a person of integrity, and his continued association will be in the best interest of the Company. Accordingly, it is proposed to appoint Shri R.V. Kanoria as a Non-Executive Non-Independent Director with effect from 4th September 2024 or conclusion of this AGM, whichever is later, liable to retire by rotation.

His brief profile and specific areas of expertise is as under:

Shri R.V. Kanoria, aged about 69 years, is an MBA (Hons.) from IMD, Switzerland, and has done Advanced Management Programme from Wharton, USA. He has four decades of experience in the chemicals, textiles and jute industries. He is the Chairman & Managing Director of Kanoria Chemicals & Industries Ltd. Shri Kanoria is associated with various Industry bodies. In the past, he has been President of FICCI, headed International Chamber of Commerce (India), Commission on International Trade and Investment Policy of the International Chamber of Commerce (ICC), Paris, Chairman of Confederation of Indian Textile Industry, and Indian Jute Mills' Association. Currently, he is Vice Chairman of Population Foundation of India. He is recipient of Swiss Ambassador's Award for Leadership and Business Ethics, 2013, bestowed with the Distinction of Commander of the Order of Leopold II by the King of Belgium for his contribution to the development of business ties between India and Belgium.

Currently, he is also Director on the Boards of various companies which include Kanoria Chemicals & Industries Limited, Ludlow Jute & Specialities Limited, KPL International Limited, Vardhan Limited, Kirtivardhan Finvest Services Limited and R.V. Investment and Dealers Limited. In the past three years he has not resigned from any Listed Company. His Chairmanship/Membership of the Committees of Board in other companies are: Kanoria Chemicals & Industries Limited – Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee – Member, Risk Management Committee and Committee of Directors – Chairman; Ludlow Jute & Specialities Limited: Corporate Social Responsibility Committee – Member; KPL International Limited: Audit Committee – Chairman, Nomination and Remuneration Committee and Share Transfer Committee – Member.

Shri R.V. Kanoria had attended all five Board Meetings of the Company, held during the financial year ended 31st March 2024.

Shri Sandip Somany

Shri Sandip Somany is an experienced businessman having around four decades of industry experience. He has been an integral part of the Company's Board and Board Committees particularly of Nomination and Remuneration Committee of which he is the Chairman and Audit Committee of which he

is a key member, wherein he has played a significant role in enhancing effectiveness of the discussions and decision making process.

As a Board and Committee member, Shri Sandip Somany has made valuable contributions in the Company's business strategy in line with the fast changing and evolving markets and global scenario, played a crucial role in guiding and strengthening strategy and risk management systems. The Company will continue to be immensely benefitted from his guidance and vast experience.

Further, his deep understanding of the Company's business, values, culture and governance processes owing to his long association with the Company, Shri Somany is in a unique position to contribute to Board deliberations through an objective mindset, being independent from the management, as well as considering and appreciating the Company's business context, strategic priorities and culture. His continued association as a Director will also contribute to strengthen Board effectiveness in a sustainable manner.

Based on Shri Sandip Somany's skills, experience and expertise, and considering the immense contributions during his association with the Company as enumerated above, the Board is of the opinion that Shri Somany is a person of integrity, and his continued association will be in the best interest of the Company. Accordingly, it is proposed to appoint Shri Sandip Somany as a Non-Executive Non-Independent Director with effect from 4th September 2024 or conclusion of this AGM, whichever is later, liable to retire by rotation.

His brief profile and specific areas of expertise is as under:

Shri Sandip Somany, aged about 61 years, is a Commerce graduate from Delhi University, studied Ceramic Manufacturing Technology from the University of California, USA. Shri Somany has been the Past President of FICCI and PHD Chamber of Commerce and Industry. He has been member of various organisations viz. Committees of the Bureau of Indian Standards, Governing Body of All India Organization of Employers, Delhi Chapter of the Young Presidents Organization and Delhi Achievers Round Table.

Currently, he is also Director on the Boards of various companies which include AGI Greenpac Limited (Formerly HSIL Limited), Hindware Home Innovation Limited (formerly known as Somany Home Innovation Limited), Indraprastha Medical Corporation Limited, Somany Impresa Limited, Hindware Limited (formerly known as Brillloca Limited), Indian Council of Sanitaryware Manufacturers, Truflo Pipes Limited, AGI Glasspack Limited, Hintastica Private Limited, Grindlay Properties Private Limited, Somany Faucets and Showers Private Limited and National Skill Development Corporation. In the past three

years he has not resigned from any Listed Company. His Chairmanship/Membership of the Committees of Board in other companies are: AGI Greenpac Limited: Corporate Social Responsibility Committee – Member and Risk Management Committee – Chairman; Hindware Home Innovation Limited: Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee – Member and Risk Management Committee – Chairman and Hindware Limited: Audit Committee and Corporate Social Responsibility Committee – Member.

Shri Sandip Somany had attended four Board Meetings of the Company, held during the financial year ended 31st March 2024.

The Company has received, inter alia, consents from Shri R.V. Kanoria and Shri Sandip Somany in writing to act as Directors in term of Section 152(5) of the Act, declaration that they are not presently disqualified from being appointed as a Director in terms of Section 164 of the Act and that they are not debarred from holding office of Director pursuant to any Order passed by SEBI or any other such authority. They do not hold, either by themselves or on beneficial basis for any other person, any Equity Shares of the Company. None of them is related to any other Director and Key Managerial Personnel of the Company.

Further, the Company has, in terms of Section 160 of the Act, received notices in writing, from the Members, proposing the candidatures of Shri R.V. Kanoria and Shri Sandip Somany for being appointed as Non-Executive Non-Independent Director of the Company.

In the opinion of the Board, Shri R.V. Kanoria and Shri Sandip Somany fulfil the conditions for their respective appointments as Non-Executive Non-Independent Directors as specified in the Act, Rules made thereunder and the Listing Regulations. Further, keeping in view their qualifications, vast experiences and knowledge, and their contributions, it will be in the interest of the Company to appoint Shri R.V. Kanoria and Shri Sandip Somany as Non-Executive Non-Independent Directors of the Company. They shall be entitled to sitting fees for attending Board and Committee Meetings and Commission on Net Profits, if any. Requisite details with respect to sitting fee, commission and other connected matters are given in the Corporate Governance section of the Annual Report for the financial year 2023-24.

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

Except the respective directors 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 Ordinary Resolutions.

Item No. 8

Shri A.S. Mehta (DIN: 00030694) was initially appointed as President & Director of the Company w.e.f. 1st October 2018 for a term upto 31st March 2022, and thereafter subsequently re-appointed as President & Director for another term of three years w.e.f. 1st April 2022 to 31st March 2025, with requisite approvals of the Members of the Company.

Considering significant growth of the Company, expansion of business operations and successful acquisitions made by the Company during the tenure of Shri A.S. Mehta as President & Director of the Company, the Board of Directors of the Company, pursuant to the provisions of Sections 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 ('the Act'), Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), has re-appointed Shri A.S. Mehta, as President & Director of the Company for a term of three years w.e.f. 1st April 2025 on the terms and remuneration as determined and recommended by the Nomination and Remuneration Committee of Directors, set out hereunder subject to the approval of the Members of the Company and such other necessary approval(s), as may be required.

In terms of Schedule V to the Act, the relevant details are as under:

I. General Information

- (i) Nature of Industry: Paper
- (ii) Date or expected date of commencement of commercial production: The commercial production of Pulp in the Company (formerly The Central Pulp Mills Ltd.) was started on 1st October 1968.
- (iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable.
- (iv) Financial performance based on given indicators:

Particulars for the financial year ended 31 st March 2024	Rs. in crore
Revenue from Operations (Gross)	6201.05
Profit before Finance Costs, Depreciation and Tax (EBITDA)	1419.12
Profit before Tax (PBT)	996.25
Profit after Tax (PAT)	902.43

- (v) Foreign investments or collaborations, if any: Nil.

II. Information about the appointee

(i) Background details:

1. Shri A.S. Mehta, aged about 65 years, is a Fellow Chartered Accountant with all India merit and alumni of Wharton Business School, USA. He took over as President of JK Paper Limited in October 2011 and was elevated as President & Director w.e.f. 1st October 2018. He is associated with JK Organisation for more than 3 decades. He has held several senior positions in JK Tyre & Industries Ltd. in the field of Finance, Accounts, Taxation, Internal Audit and Corporate Law before taking over as Marketing Director. As Head of Marketing & Sales of a leading tyre manufacturer, Shri Mehta spearheaded 700 strong Marketing, Sales & Service team across the country located at over 130 locations catering to diverse business segments of OEM/Govt. and STUs. The entire team and a 4000 strong dealer network were nurtured under Shri Mehta's stewardship. He was instrumental in several marketing initiatives of the Tyre business and the Company grew manifold under his leadership.

Well recognized in the Tyre Industry, Shri Mehta was involved with industry platforms including Automotive Tyre Manufacturers' Association (ATMA), the apex body of the Tyre Industry in India.

Shri Mehta has an extensive experience of over 40 years. He has also contributed to major initiatives taken by JK Organisation mainly on mergers and acquisitions, quality certification, corporate governance, cost compression, competency assessments, financial control systems and employee policies etc.

2. He was President of Indian Paper Manufacturers Association (IPMA), an Apex Body of Indian Paper Companies. He was also Chairman of Development Council for Pulp, Paper and Allied Industries and Central Pulp & Paper Research Institute, an autonomous Organisation under the administrative control of Ministry of Commerce & Industry, Govt. of India, and of the Commercial and Taxation Committee.
3. He is recognised as one of the key spokespersons for the Indian Paper Industry and works closely

with various Government bodies towards policy changes and improvement of the industry. He is also engaged in various Employee Engagement and Customer Satisfaction programmes. Entirely a people's man and HR driven, his vision in life is to give Happiness to all those who are associated with him.

4. Shri A.S. Mehta is on the Boards of various companies which include Umang Dairies Limited, The Sirpur Paper Mills Limited, JKPL Utility Packaging Solutions Private Limited, JKPL Packaging Products Limited, Horizon Packs Private Limited, Securipax Packaging Private Limited, Terrestrial Foods Limited, Accurate Finman Services Limited, Sparsh Social Foundation and Anant Art & Cultural Foundation. His Chairmanship/Membership of the Committees of Board in other companies are: Umang Dairies Limited: Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders Relationship Committee- Member; The Sirpur Paper Mills Limited: Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee – Member; Horizon Packs Private Limited: Nomination and Remuneration Committee and Corporate Social Responsibility Committee – Member; Terrestrial Foods Limited: Audit Committee and Nomination and Remuneration Committee – Member.
5. Shri A.S. Mehta attended all five Board Meetings of the Company held during the financial year 2023-24.
 - (ii) Past Remuneration: Shri A.S. Mehta was appointed as President & Director of the Company w.e.f. 1st April 2022, with due approvals of the Board of Directors and Members of the Company for a term upto 31st March 2025, by means of Special Resolution passed by the Members at AGM held on 31st August 2021. For details regarding the remuneration paid to him during the financial year ended 31st March 2024, please refer Corporate Governance section of the Annual Report for the financial year 2023-24.
 - (iii) Recognition or Awards: Under his leadership, Safety & Environment, Quality & Operational Excellence and HR practices continue to garner appreciation from various industry chambers and social bodies and the Company. Some of the prominent awards & recognitions conferred recently to the Company are:
 - a) Unit JKPM won the Platinum Award at the first Industry 4.0 Awards & Conference by FICCI under the Overall Digital Transformation category.
 - b) Unit JKPM ranked no. 1 in first green rating of Pulp & Paper Sector by Centre for Science and Environment.
 - c) Unit CPM awarded with “Excellent position” under Paper Industry category -SCALE (Supply Chain and Logistics Excellence Awards) 2022, by CII.
 - d) Unit CPM awarded with Silver Prize in overall digitalization category (large) from FICCI’s 2nd FICCI Industry 4.0 Awards 2023.
 - e) Unit JKPM awarded with “Atmanirbhar Factory Award” 2022-23, “Gold Medal for Excellence in Manufacturing” 2022-23 and “National Awards for Manufacturing Competitiveness” 2022-23 by International Research Institute for Manufacturing (IRIM), Mumbai.
 - f) Unit JKPM received Golden Peacock Award for Energy Efficient Unit 2023.
 - g) Unit JKPM awarded with Global Sustainability Leadership Award – 2023 for Sustainable development Goals, Knowledge and Leadership by World Sustainability Agency, Mauritius.
 - h) Unit JKPM received “CII National Award for Excellence in Water Management 2023” by CII, Gurgaon, Haryana.
 - (iv) Job Profile and his suitability:

Shri A.S. Mehta, President & Director of the Company, is vested with powers of management subject to the control, direction and superintendence of the Board of Directors, and the Chairman & Managing Director of the Company.

The Nomination and Remuneration Committee and the Board, while considering the matter of re-appointment of Shri A.S. Mehta as President & Director of the Company, took into account his contributions in significant growth of the Company, expansion of business operations and successful acquisitions made by the Company.

Shri Mehta has discharged his responsibilities successfully and has immensely contributed in the growth of the Company. Under his leadership, the Company’s financials, both revenue and profit, have grown significantly. Today, JK Paper is considered to be a benchmark company in the Indian Paper Industry

with highest degree of operational excellence and premium pricing of its products. It has outperformed the industry in profitability as well as growth. Various operational parameters viz. raw material and energy consumption per tonne of finished products have improved significantly. Shri Mehta's continuous focus on plantation activities around plant locations, has enabled the Company to not only have reliable local source of critical raw material i.e. wood for its products, but also earn the distinction of wood positive company. In addition, it has also fostered the Company's objective of inclusive development by enabling farmers to increase their earnings and become part of the Company's growth.

Under his leadership, the Company has achieved several significant milestones. The Company has successfully commissioned Packaging Board plant with a capacity of 1,70,000 TPA which had increased Annual capacity of the Company from 4.55 lac TPA to 6.25 lac TPA. As part of the growth strategy, the Company has embarked on establishing a greenfield corrugated packaging plant in Ludhiana to capitalize on the growing industrialization and e-commerce markets, through its wholly owned subsidiary, JKPL Packaging Products Ltd. Further, the Company has acquired Horizon Packs Pvt. Ltd. and Securipax Packaging Pvt. Ltd., leaders in the corrugated packaging business and collectively ranked number one in the country. These strategic acquisitions significantly enhanced the Company's portfolio, aligning perfectly with the growing packaging sector and substantially increased Company's market presence and volume, positioning it as the largest organized player in this sector. The combination of these initiatives established the Company as the largest player in the Indian corrugated packaging industry within a short time span of 1 year.

Additionally, the Company has acquired 100% equity shares of Manipal Utility Packaging Solutions Pvt. Ltd., subsequently renamed as JKPL Utility Packaging Solutions Pvt. Ltd., which is engaged in manufacturing folding cartons, corrugated boxes, and labels. This acquisition, aligns with the long-term strategic objectives and further consolidates Company's position in the packaging and conversion business.

In addition to above, Shri Mehta being on the Board of various industry associations and member of several expert groups/bodies, has enabled the Company to raise key concerns for development of the paper industry.

(v) Remuneration proposed: The Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company at their respective meetings held on 16th May 2024, approved the terms and remuneration of Shri A.S. Mehta as President & Director for a term of three years, commencing 1st April 2025 as under:

A. Salary: Rs. 19 lac per month with such increments as may be determined by the NRC/Chairman & Managing Director of the Company from time to time in the salary range of Rs. 15 lac per month to Rs. 25 lac per month.

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 including foreign 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 by the NRC/Chairman & Managing Director of the Company. The perquisites shall be evaluated as per the actual cost or Income-tax Rules, as applicable.

The above perquisites, allowances and benefits will be as per the schemes, policies and rules of the Company as applicable and subject to any change as may be determined by the NRC/Chairman & Managing Director of the Company, from time to time.

C. (i) Performance linked incentive and/or;

C. (ii) Commission: 1% of the net profits computed under Section 198 of the Act, or any statutory modification(s) or re-enactment(s) thereof, subject to ceiling of 100% of annual salary.

Items C(i) and C(ii) above will be as may be determined by the NRC/Chairman & Managing Director of the Company from time to time.

D. Contribution to Provident Fund, 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.
- G. NRC/Chairman & Managing Director of the Company may, from time to time determine increase or variation in the salary range, subject to the overall limits for all managerial persons specified in or approved under Section 197, as the case may be, and other applicable provisions of the Act or any statutory modification(s) or re-enactment(s) thereof.

The total remuneration payable to the President & Director in any financial year shall be subject to overall limits of managerial remuneration for all the Executive Directors of up to 14% of net profits of the Company in a financial year, as approved by the Members of the Company through Special Resolution passed in the Annual General Meeting held on 31st August 2021 or as specified in the Act or Listing Regulations, as may be applicable.

- H. In the event of inadequacy or absence of profits under Sections 197 and 198 of the Act in any financial year or years during the term of appointment, the President & Director shall be entitled to such remuneration as specified in paras A, B and C above, and/or as may be permissible under the applicable provisions of the Act, as minimum remuneration and be also entitled to perquisites mentioned in paras D, E and F above, which shall not be included in the computation of the ceiling on minimum remuneration in terms of provisions of Section IV of Part II of Schedule V to the Act, or any statutory modification(s) or re-enactment(s) thereof, for a period or periods not exceeding three years in the aggregate, and the approval accorded herein shall also be deemed to be the approval as contemplated under Schedule V to the Act.
- (vi) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: The Nomination and Remuneration Committee and Board of Directors of the Company had, while approving and recommending the said remuneration of Shri A.S. Mehta took into the account the financial position and size of the Company, trend in the Paper Industry and other Companies, trends in the managerial remuneration, his qualifications, experience, past performance, past remuneration, profile and responsibilities.

- (vii) Pecuniary relationship directly or indirectly with the Company or relationship with the Managerial Personnel or other Director, if any: Besides the remuneration proposed, Shri A.S. Mehta does not have any pecuniary relationship directly or indirectly with the Company and he does not hold any share in the Company. He is not related to any other Director or Key Managerial Personnel of the Company.

III. Other Information:

- (i) Reasons of loss or inadequate profits: At present, the Company is having adequate profits. However, the appointment is for a term of three years commencing 1st April 2025 and the future trend in the profitability will largely depend on business environment in the domestic and global markets, cost of inputs and general state of economy as a whole and Paper Industry in particular and other relevant factors. Therefore, the limits specified under Section 197(1) read with Schedule V of the Act and Listing Regulations, may exceed during the term of appointment.
- (ii) & (iii) Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms: The Company is continually taking several initiatives in all spheres of its operations which, inter alia, include increasing the installed capacity by setting up new plants, product innovation, launch of value added products, improvement of efficiency parameters, cost reduction, increasing market share of its products and building a formidable branding position by continually increasing its distribution network. Further, to become self-sufficient in hardwood BCTMP and mitigate price volatility and availability issues, the Company is also setting up BCTMP plant at Unit CPM, Songadh, Gujarat, with a capacity of 125,000 ADMT per annum. Various other steps taken by the Company to improve its productivity, profitability and diversify its product portfolio have been detailed above in point no. 4(iv).

Such measures will enable the Company to have sustained growth and further consolidate its position in the industry in coming years.

- (iv) The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

IV. Disclosures:

Requisite details with respect to remuneration of Directors and other connected matters are given in the Corporate

Governance section of the Annual Report for the financial year 2023-24.

Relevant documents setting out the terms and conditions of the re-appointment of the President & Director, would be available for inspection by the Members at the Registered Office/Administrative Office of the Company on any working day during business hours.

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

Except Shri A.S. Mehta, President & 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 Special Resolution.

Item No. 9

Shri Bharat Hari Singhania (DIN: 00041156) has been Chairman & Director (Non-Executive) of the Company since 21st May 2013. Effective from 1st April 2024, he has stepped down as Chairman & Director and has been appointed as Chairman Emeritus for lifetime & Strategic Advisor to the Board for a term of five years.

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 2024, 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 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 2024, 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. During his tenure, the Company has grown significantly both operationally and financially. The Company has significantly expanded and diversified its operations. Several key acquisitions were made which turned out to be profitable ventures. The Board/Management of the Company seeks his guidance on critical and strategic matters. As Chairman of the Board, Shri Bharat Hari Singhania had harmoniously and effectively conducted the meetings. He has been a great motivator and force behind the progress of the Company. His association with Company has ensured high governance practices within the Company and its uniformity amongst the Group Companies.

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 and Shri Harsh Pati Singhania, 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.

Regd. Office:

P.O. Central Pulp Mills-394 660,
Fort Songadh, Distt. Tapi (Gujarat)
Date: 11th July 2024

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 Master Circular SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated 28th December 2023, regarding Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform. The said circular is available on the website of the Company at www.jkpaper.com.
5. 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 2016-17 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.
6. 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.
7. 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 communication.

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.	
No. of Shares held	

DP ID #	
Client ID #	

I hereby record my presence at the 63rd Annual General Meeting of the Company being held on Tuesday, 3rd September 2024 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.

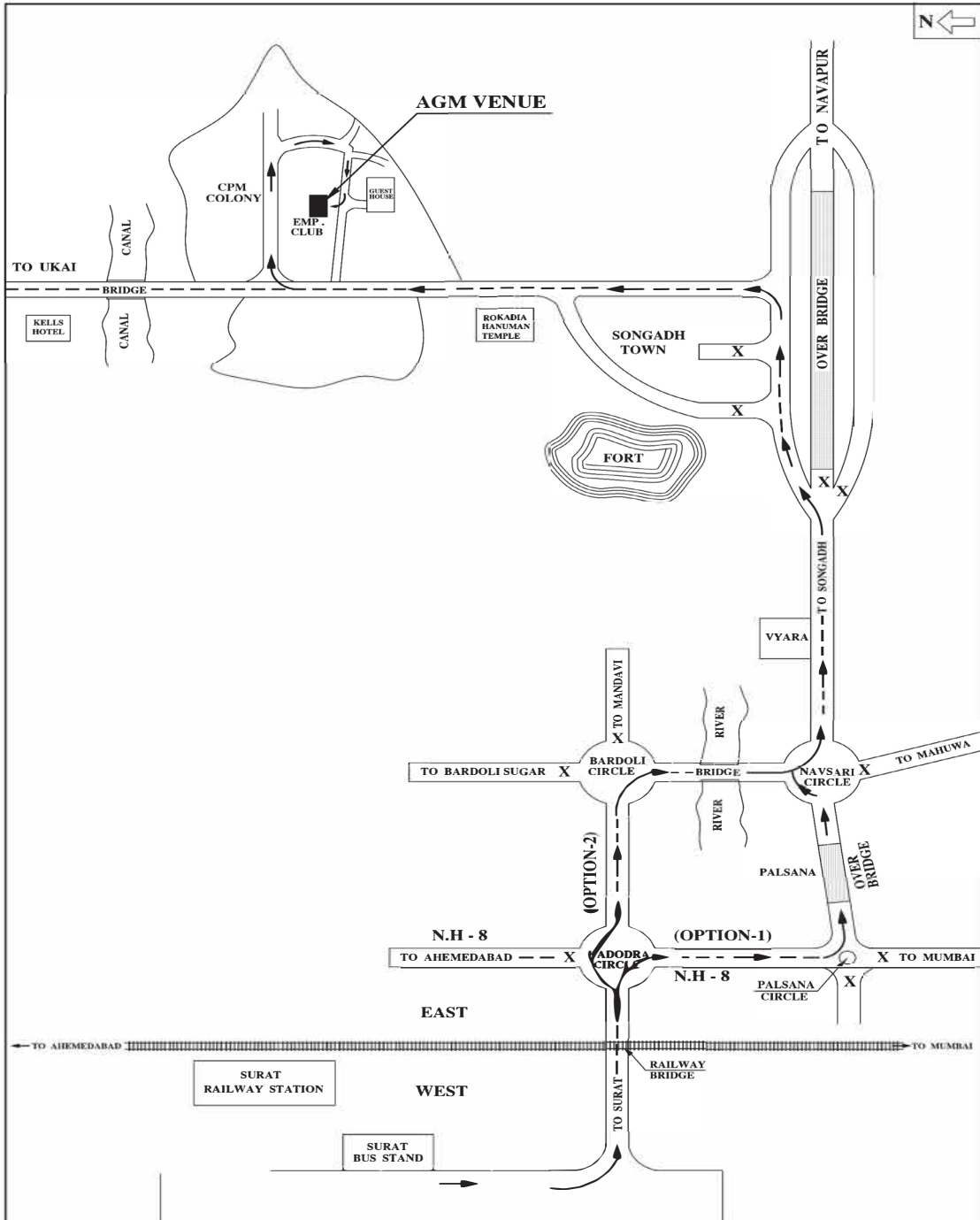
Signature of the Member/Proxy/Authorised Representative*

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 3rd SEPTEMBER 2024



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 63rd Annual General Meeting of the Company to be held on Tuesday, 3rd September 2024 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 31 st March 2024 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 31 st March 2024 and the Report of the Auditors thereon.		
2	Confirmation of payment of Interim Dividend and Declaration of Final Dividend.		
3	Shri Dharendra Kumar (DIN: 00153773), Director, liable to retire by rotation does not offer himself for re-appointment.		
4	Ratification of remuneration payable to M/s R.J. Goel & Co., Cost Auditors for the financial year 2024-25.		
5	Redesignation of Shri S.K. Roongta (DIN: 00309302) as Independent Director of the Company and continuation of his appointment as Independent Director of the Company on attaining the age of 75 years.		
6	Appointment of Shri R.V. Kanoria (DIN: 00003792) as Non-Executive Non-Independent Director of the Company.		
7	Appointment of Shri Sandip Somany (DIN: 00053597) as Non-Executive Non-Independent Director of the Company.		
8	Re-appointment of Shri A.S. Mehta (DIN: 00030694) as President and Director of the Company.		
9	Payment of annual remuneration to Shri Bharat Hari Singhania, Chairman (Non-Executive Director) of the Company by Special Resolution for the financial year ended 31 st March 2024.		

Signed this _____ Day of _____ 2024



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.