



**SHREE KRISHNA PAPER
MILLS & INDUSTRIES LIMITED**
(WE RECYCLE WASTE)

August 29, 2019

To,
Bombay Stock Exchange Limited
Corporate Relationship Deptt.
1st Floor, New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort,
Mumbai-400001.

Sub: Notice of 47th Annual General Meeting and e-voting intimation

Dear Sir,

This is to inform you that the 47th Annual General Meeting (AGM) of the Company is scheduled to be held on Thursday, September 26, 2019 at 10.30 a.m. at Shikhak Sadan, Surajmal Vihar, Delhi - 110092. A copy of notice convening the 47th AGM of the company being sent to the shareholders of the company is enclosed and the same is also available on the company's website www.skpmil.com.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their vote electronically through the electronic voting (remote e-voting) service facility arranged by Link Intime India Private Limited (LIPL).

Details of events are as under:

Cut-off date for determining eligible shareholders for remote e-voting	September 19, 2019
E-Voting Start Date	9.00 a.m. on Monday, September 23, 2019.
E-Voting End Date	5.00 p.m. on Wednesday, September 25, 2019.
Name of the Agency providing E-voting platform	Link Intime India Private Limited (LIPL)

This is for your information and records.

Thanking you,

Yours faithfully

For Shree Krishna Paper Mills & Industries Ltd.



(Sonam Katyal)
Company Secretary & Compliance Officer

REGO. OFFICE : 4830t24, Prihlad StrNt, Ansari ROid, Daryl . New Delhi-110002
Ph. : 11-11-4G13200, 23211721, 23217253 F u : 11-11-232117N E-mail : Info@llcpnil.com
WORKS : Plot No. SPL-A, RICO IndumtlI ArN, VII. & P.O. : Kelhwani, T n l l Kotpulll,
D1stt.: Jalpur-3031N(RajllthIn) Ph. : 7229110222, 722tlll0333 Eofflll: c o m
CIN No.: U1012DI.1172PICffl773 www.fac:ebook



NOTICE

NOTICE is hereby given that the 47th Annual General Meeting of the members of **Shree Krishna Paper Mills & Industries Limited** will be held on Thursday, September 26, 2019 at 10.30 a.m. at Shikshak Sadan, Surajmal Vihar, Delhi - 110092, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Rakhi Verma (DIN: 07995132), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

3. To re-appoint Mr. Narendra Kumar Pasari (DIN: 00101426) as Managing Director and fix his remuneration and in this regard, to consider and if thought fit, to pass the following resolution, with or without modification(s), as a Special Resolution

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made there under (including any statutory modification(s), enactment(s) or re-enactments(s) thereof for the time being in force) and subject to such approvals, as may be required, consent of the members be and is hereby accorded to the re-appointment of Mr. Narendra Kumar Pasari (DIN: 00101426) as the Managing Director of the Company for a period of three years effective from January 1, 2020 till December 31, 2022, upon the terms and conditions and at such remuneration as recommended by the Nomination and Remuneration Committee, details of which are given hereunder:

- a) **Tenure:** Three years commencing from January 1, 2020 to December 31, 2022.
- b) **Remuneration:**
 - i. Salary: ₹ 3,00,000/- per month with an annual increment of such amount per month as per discretion of the Board or any committee thereof.
 - ii. HRA: @50% of the salary per month
 - iii. Perquisites & other benefits: It shall include medical expenses reimbursement for self and family, leave travel concession for self and family, club fee and personal accident insurance, education expenses, leave encashment, provident fund, gratuity, car, telephone and bonus etc. as per Company's policy as may be amended from time to time.
- c) **Power of Management:** Mr. Narendra Kumar Pasari

shall be entrusted with the substantial powers of management subject to the supervision and control of the Board of Directors of the Company. Considering his rich experience and keeping in view of the valuable service and significant contributions to the Company, the board is of the opinion that the Company shall be benefitted by his re-appointment on the Board.

- d) **Minimum Remuneration:** The remuneration payable to Mr. Narendra Kumar Pasari is subject to overall ceiling under Section II of Part II of Schedule V to the Act. Notwithstanding anything contained hereinabove, in the event of loss or inadequacy of profits in any financial year during the currency of his tenure, the Company will pay remuneration by way of salary, allowances and perquisites as specified above as minimum remuneration.
- e) **Termination:** The appointment may be terminated by giving not less than 30 days prior notice in writing in that behalf to the other party or 30 days salary in lieu thereof.
- f) **Other terms and conditions:** Other terms of appointment with Mr. Narendra Kumar Pasari are such as are customarily contained in appointments of a similar nature.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter, vary and modify the said terms of appointment and/or remuneration payable to him, including the monetary value thereof, within such prescribed limit(s) or ceilings specified in the Act read with Schedule V thereto without any further reference to the members of the Company in General Meeting.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto."

4. To approve the continuation of directorship of Mr. Bishwanath Pasari (DIN: 00101519) as a Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution, with or without modification(s), as a Special Resolution

"RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, consent of the members be and is hereby accorded for continuation of Mr. Bishwanath Pasari (DIN: 00101519), who has attained the age of 75 years, as a Director of the Company."



5. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2020 and, in this regard, to consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members be and is hereby accorded to ratify the remuneration decided by the Board of Directors, based on the recommendation of the Audit Committee, amounting to ₹ 75,000/- (Rupees Seventy Five Thousand only) plus taxes at the applicable rates and reimbursement of out of pocket expenses to M/s. Vijender Sharma & Co., Cost Accountants, Delhi (Firm Registration No.: 00180) who have been appointed by the Board of Directors of the Company for conducting the audit of cost records of the Company for the financial year ending March 31, 2020.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Registered Office: By order of the Board of Directors
4830/24, Prahlad Street, For Shree Krishna Paper Mills & Industries Limited
Ansari Road, Darya Ganj,
New Delhi-110002
CIN: L21012DL1972PLC279773
Tel: 91-11-46263200 Fax: 91-11-23266708
E-mail: info@skpmil.com
Website: www.skpmil.com

Sonam Katyal
Company Secretary
Membership No. 33550

Place: New Delhi
Date: August 12, 2019

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 3, 4 and 5 of the notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are also annexed.
2. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company.**

Pursuant to Section 105 of the Act, a person can act as a Proxy on behalf of not more than fifty members holding

in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as proxy who shall not act as proxy for any other member. A proxy form is annexed to this report.

The instrument of proxy, in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting.

3. Corporate Members intending to send their authorized representatives to attend and vote at the meeting are requested to send a duly certified copy of Board Resolution.
4. **Members, Proxies and Authorized representatives are requested to bring the attendance slips along with their copy of annual report to the meeting.**
5. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
6. Relevant documents, if any, referred to in the notice and in the explanatory statement are open for inspection at the registered office of the Company during the business hours on any working day (except Saturday, Sunday and Public Holiday) between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting. The above may be treated as an abstract/compliance under section 190 of the Act.
7. The Register of Members and Share Transfer Books of the Company will remain closed from September 18, 2019 to September 26, 2019 (both days inclusive) in connection with the Annual General Meeting.
8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP) with whom they maintain their demat accounts. Members holding shares in physical form are requested to intimate such changes to the Company/Registrar & Share Transfer Agent quoting their folio number and changed details.
9. Pursuant to Section 72 of the Act, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in form no. SH-13, to the RTA of the Company. Further, members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in form no. SH-14, to the RTA of the Company. These forms will be made available on request.



10. Members holding share certificates under different folio numbers but in the same order of names are requested to apply for consolidation of such folios and send relevant share certificates to the Registrar and Transfer Agent of the Company.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Registrar and Transfer Agent/the Company.
12. The members may note that, pursuant to SEBI Notification dated June 8, 2018 and press release dated December 3, 2018, transfer of shares (except transmission and transposition of shares) will be in dematerialized form only. Although, the members can continue to hold shares in physical form, they are requested to consider dematerializing the shares held by them in the Company.
13. Electronic copy of the Annual Report 2018-19 including notice of the 47th AGM is being sent to the members whose email IDs are registered with the Company/depository participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the annual report 2018-19 are being sent in the permitted mode. Members are requested to support green initiative by registering/ updating their e-mail addresses with the depository participant (in case of shares in dematerialized form) or with Link Intime India Private Limited (in case of shares held in physical form).
14. Members may also note that the Notice of the 47th Annual General Meeting and the Annual Report 2018-19 will also be available on the Company's website www.skpmil.com for download. For any communication, the shareholders may send request to the Company's email: cs@skpmil.com.
15. The cut-off date for the purpose of determining the members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM is September 19, 2019. Please note that members can opt for only one mode of voting i.e., either by voting at the meeting or remote e-voting. If members opt for remote e-voting, then they should not vote at the meeting and vice versa. However, once an e-vote on a resolution is cast by a member, such member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the meeting can attend the meeting and participate in the meeting, but shall not be entitled to cast their vote again.
16. A route map showing directions to reach the venue of the 47th Annual General Meeting is given at the end of the notice as per the requirement of the Secretarial Standards – 2 on "General Meetings".
17. **Voting through electronic means**

In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide its members the facility to exercise their right to vote on resolutions proposed to be passed at the 47th Annual General Meeting (AGM) by electronic means. For this purpose, the Company has made necessary arrangements with Link Intime India Private Limited (LI IPL) for facilitating e-voting.

The instructions for shareholders voting electronically are as under:

 - (i) The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. September 19, 2019.
 - (ii) The voting period begins on Monday, September 23, 2019 (9.00 a.m.) and ends on Wednesday, September 25, 2019 (5.00 p.m.). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 19, 2019, may cast their vote electronically. The e-voting module shall be disabled by LI IPL for voting thereafter.
 1. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
 2. Click on "Login" tab, available under 'Shareholders' section.
 3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
 4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
 5. Your Password details are given below:

If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time



or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section, register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digits alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). • Members who have not updated their PAN with depository Participant or in the Company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the Company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account Number as recorded in your demat account or in the Company records for the said demat account or folio number. • Please enter the DOB/ DOI or Bank Account Number in order to register. If the above-mentioned details are not recorded with the depository participants or Company, please enter Folio number in the Bank Account Number field as mentioned in instruction 4.

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any Company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Bank Account Number etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the Company in which they are a shareholder and eligible to vote, provided that the Company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Cast your vote electronically

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the Company, you choose to vote.

7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/ Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' file link.

9. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.

10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

11. You can also take the printout of the votes cast by you by clicking on "Print" option on the voting page.

General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.

They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call at :- Tel : 022 - 49186000.


Other Instructions:

- i. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. September 19, 2019 may follow the same instructions as mentioned above for e-Voting.
- ii. The facility for voting through polling paper shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting.
- iii. The Company has appointed Mr. Manish Kumar Bansal (Advocate), partner of Globiz Partners as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv. The Scrutinizer shall make a consolidated Scrutinizer's Report of e-voting and the votes in the Annual General Meeting and submit the same to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith.
- v. The Results declared along with the Scrutinizer's Reports shall be placed on the Company's website www.skpmil.com and on the website of LIPL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall simultaneously be communicated to the Stock Exchange.

18. Members desirous of asking any question or seeking any information in the meeting are requested to write a letter to the Company Secretary at least seven days before the date of meeting to enable the management to keep the answer/information ready.

Details of Directors seeking appointment/re-appointment at the Annual General Meeting

Particulars	Mrs. Rakhi Verma	Mr. Narendra Kumar Pasari	Mr. Bishwanath Pasari
DIN	07995132	00101426	00101519
Date of Birth	25-06-1970	01-10-1955	08-08-1930
Date of Appointment	18-11-2017	11-03-1974	17-12-1980
Qualification	Commerce Graduate	Commerce Graduate	Matriculation
Experience in specific functional areas	More than 25 years of rich experience in the field of Cost Management	Rich experience in the paper industry and allied activities	Rich experience of about 66 years in trading business
Directorship held in other listed entities	NIL	NIL	NIL
Membership/Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	NIL	NIL	Member of Audit Committee of Bishwanath Traders and Investments Limited
Number of shares held in the Company	NIL	NIL	200
Relationship with any Director(s) of the Company	NIL	He is the son of Shri Bishwanath Pasari, another Director of the Company	He is father of Mr. Narendra Kumar Pasari, Managing Director of the Company

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)
Item No. 3

The members of the Company had appointed Mr. Narendra Kumar Pasari (DIN: 00101426) as the Managing Director of the Company for a period of three years with effect from January 1, 2017. Since the term of his office is going to expire on December 31, 2019, the Board of Directors of the Company at its meeting held on August 12, 2019 has approved the re-appointment of Mr. Narendra Kumar Pasari as the Managing Director of the Company for a period of three years with effect from January 1, 2020 subject to the approval of the members at the ensuing Annual General Meeting of the Company on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee. He is not disqualified from being re-appointed as director in terms of Section 164 of the Companies Act, 2013 ("the Act"). The Board is of opinion that his re-appointment is properly justified, considering his contribution in the growth of the Company.

The remuneration payable to Mr. Narendra Kumar Pasari is subject to overall ceiling under Section II of Part II of Schedule V to the Act. Further, where in any financial year comprised by the period of appointment, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Narendra Kumar Pasari, remuneration as specified in the resolution by way of salary, perquisites and other allowances not exceeding the ceiling limit specified under Section II of Part II of Schedule V to the Act (including any amendment or re-enactment thereof).

For the purpose of calculating the above ceiling, the said perquisites and allowances shall be evaluated, wherever applicable, as per the Income Tax Act, 1961 or any rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force). In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

He shall not be entitled to receive any sitting fee for attending the meeting of the Board and any committee thereof and shall not be liable to retire by rotation.

During the Financial Year 2018-19, he attended all the meetings of the Board of Directors. He is not a member on any Committee of the Board.

None of the Directors, except Mr. Narendra Kumar Pasari and Mr. Bishwanath Pasari, or the Key Managerial Person and their relatives has any nature of concern or interest, financial or otherwise, directly or indirectly in respect of the proposed resolution.

The Board recommends the resolution as a Special Resolution for approval of the members.



Disclosures pursuant to Section II of Part II of Schedule V to the Companies Act, 2013 are as under:

I. General Information

- (1) Nature of Industry Manufacturing of paper
- (2) Date of commencement of commercial production Third quarter of the calendar year 1974
- (3) In case of new company, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus N/A
- (4) Financial performance

(₹ in lakhs)

Financial Parameters	Year Ended		
	31.03.2019	31.03.2018	31.03.2017
Revenue from operations	14,261.24	13,665.98	13,806.14
Net Profit after tax	450.22	61.84	2,374.09

- (5) Foreign Investments or collaborations, if any: WPS PTE. LTD., Singapore and Mr. Vijay Kumar Gupta, NRI have invested in securities of the Company.

II. Information about the Appointee:

- (1) Background details

Mr. Narendra Kumar Pasari, aged about 63 years, is the Managing Director of our Company. He has been actively involved in the affairs of the Company and has always administered his valuable service and significant contributions to the Company. He holds directorship in M/s. Devanshu Infin Limited as its Director other than this Company.

- (2) Past remuneration

1. Salary: ₹ 75,000/- per month
2. HRA @50% of the salary per month
3. Perquisites & other benefits: Besides the above gross salary, Mr. Narendra Kumar Pasari was entitled to the perquisites & other benefits which includes medical reimbursement, leave travel concession, leave encashment, gratuity, car, bonus and telephone etc. as per Company's policy as amended from time to time.

- (3) Recognition or awards

NIL

- (4) Job Profile and his suitability

Mr. Narendra Kumar Pasari shall be entrusted with the substantial powers of management subject to the supervision and control of the Board of Directors of the Company. Considering his rich experience and keeping in view of the valuable service and significant contributions to the Company, the Board is of the opinion that the Company shall be benefitted by his re-appointment on the Board.

- (5) Remuneration proposed

- i. Salary: ₹ 3,00,000/- per month with an annual increment of such amount per month as per discretion of the Board or any committee thereof.
- ii. HRA @50% of the salary per month
- iii. Perquisites & other benefits: It shall include medical expenses reimbursement for self and family, leave travel concession for self and family, club fee and personal accident insurance, education expenses, leave encashment, provident fund, gratuity, car, telephone and bonus etc. as per Company's policy as may be amended from time to time.

- (6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)

The proposed remuneration is justified in consideration of the responsibilities shouldered by him and it is also commensurate with the nature and size of the Company.

- (7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Mr. Narendra Kumar Pasari has no pecuniary relationship directly or indirectly with the Company other than his remuneration in the capacity of Managing Director. He is the son of Mr. Bishwanath Pasari, Promoter and Director of the Company.

III. Other Information:

- (1) Reasons of loss or inadequate profits

During the last quarter, the performance of the Company was affected due to sharp reduction in sales price of major finished product i.e. newsprint paper while there was no such corresponding decrease in the raw material cost.

- (2) Steps taken or proposed to be taken for improvement

The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The Company has also strategically planned to address the issue of productivity and increase profits and has put in place measures to reduce cost and improve the bottom-line.

- (3) Expected increase in productivity and profits in measurable terms

The Company is likely to grow in forthcoming period but this cannot be exactly measured in monetary terms for various factors.

IV. Disclosures:

- (1) Remuneration package of the managerial person: Fully described in the notice as stated above.
- (2) Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2018-19: The requisite details of remuneration etc. of Managing Director are included in the Corporate Governance Report, forming part of the Annual Report of FY 2018-19 of the Company.



Item No. 4

As per the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, approval of the shareholders by way of a special resolution is required for continuation of directorship of the non-executive directors of the Company who have attained the age of 75 years.

Our non-executive Director, Mr. Bishwanath Pasari have attained the age of 75 years and the Board has approved the continuation of their directorship subject to the passing of special resolution by the shareholders.

Mr. Bishwanath Pasari, is a Non-Executive Director of our Company and was appointed on the Board in 1980. The incumbent is in good physical condition and of sound and alert mind and the Board is confident about him being able to function and discharge his duties in an able and competent manner. Considering his seniority, expertise and vast experience, which has benefited the Company immensely, the Board recommends his continuation as director.

Except, Mr. Narendra Kumar Pasari, who is the son of Mr. Bishwanath Pasari, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution as a Special Resolution for approval of the members.

Item No. 5

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Vijender Sharma & Co., Cost Accountants, Delhi to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020, at a remuneration of ₹ 75,000/- per annum plus taxes at the applicable rates and reimbursement of out of pocket expenses in connection with the audit, subject to ratification by members.

In terms of the provisions of Section 148 (3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be ratified by the members of the Company. Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors during the year 2019-20 as set out in the resolution for the aforesaid services to be rendered by them.

None of the Directors, Key Managerial Personnel or their relatives are interested in this resolution.

The Board recommends the resolution as an Ordinary Resolution for approval of the members.

Registered Office:

4830/24, Prahlad Street,
Ansari Road, Darya Ganj,
New Delhi-110002

CIN: L21012DL1972PLC279773

Tel: 91-11-46263200 Fax: 91-11-23266708

E-mail: info@skpmil.com

Website: www.skpmil.com

By order of the Board of Directors

For Shree Krishna Paper Mills & Industries Limited

Sonam Katyal

Company Secretary

Membership No. 33550

Place: New Delhi

Date: August 12, 2019

