



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

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

Tel.: +91 11 46263200, 23261728

Corporate Identity Number: L21012DL1972PLC279773 | **Website:** www.skpmil.com | **Email:** info@skpmil.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended, and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

VOTING STARTS ON	VOTING ENDS ON
Wednesday, November 30, 2022 at 09:00 a.m. (IST)	Thursday, December 29, 2022 at 05:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 108 and Section 110 of the Companies Act, 2013 ("Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable provisions of the Act and Rules, along with the General Circular Nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively read with other relevant circulars, including General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 5, 2022, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time, for the approval of the members of Shree Krishna Paper Mills & Industries Limited (hereinafter referred to as "the Company") through postal ballot by voting through electronic means (remote e-voting) on the Special Resolution set out hereinafter.

The proposed resolutions and the Explanatory Statement pursuant to Section 102(1) of the Act, read with Rules framed thereunder; setting out the material facts concerning the resolutions mentioned in this Postal Ballot Notice ("Notice"), are annexed hereto.

In compliance with the provisions of Sections 108, MCA Circulars and other applicable provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, SS-2 and the Regulation 44 of the Listing Regulations, the Company is pleased to offer e-voting facility to all the members of the Company to enable them to cast their votes electronically. The Company has engaged services of M/s. Link Intime India Private Limited ("Registrar", "RTA" or "Link Intime") our Registrar, for facilitating e-voting. The Resolution will be deemed to have been passed on the last date of e-voting i.e. Thursday, December 29, 2022. For the process and the manner in which e-voting has to be undertaken by the members, please refer to the instructions for e-voting provided in this Notice.

The Postal Ballot Notice is being sent only by electronic mode to those members whose email addresses are registered with the Company/ Depository Participants/ Depositories in accordance with the aforesaid MCA Circulars, as on the cut-off date i.e. **Friday, November 25, 2022**.

Members may note that the Postal Ballot Notice shall also be available on the Company's website at www.skpmil.com, website of Link Intime India Private Limited at <https://instavote.linkintime.co.in> and website of the Stock Exchange, i.e. BSE Limited, at www.bseindia.com.

The Board of Directors has appointed Shri Manish Kumar Bansal (Advocate), partner of Globiz Legal as Scrutinizer for conducting the Postal Ballot, through

the e-voting process, in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of the Postal Ballot/e-voting along with Scrutinizer's Report shall be displayed on the Company's website at www.skpmil.com, website of Link Intime India Private Limited at <https://instavote.linkintime.co.in> and website of the Stock Exchange, i.e. BSE Limited, at www.bseindia.com, and shall also be communicated to the stock exchange on which the shares of the Company are listed i.e. BSE Limited at www.bseindia.com, within two (2) working days from the conclusion of remote e-voting i.e. on or before Saturday, December 31, 2022.

SPECIAL BUSINESS:

1. To approve the continuation of Directorship of Mr. Prakash Narayan Singh (DIN: 00076392) as a Non-executive Independent Director of the Company and, in this regard, to consider and if thought fit, to pass the following resolution 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. Prakash Narayan Singh (DIN: 00076392), who is attaining the age of 75 years on 19.01.2023 as a Non-executive Independent Director of the Company till his current tenure of appointment i.e. up to March 26, 2025."

"RESOLVED FURTHER THAT the Board of Directors 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 to give effect to this resolution and for matters connected therewith or incidental thereto".

2. To approve the continuation of Directorship of Mr. Dev Kishan Chanda (DIN: 00407123) as a Non-executive Director of the Company and, in this regard, to consider and if thought fit, to pass the following resolution 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. Dev Kishan Chanda (DIN: 00407123), who is attaining the age of 75 years on 13.10.2023 as a Non-executive Director of the Company."

"RESOLVED FURTHER THAT the Board of Directors 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 to give effect to this resolution and for matters connected therewith or incidental thereto".

3. To give loans/guarantees, providing securities and making of investments in securities 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 subject to Section 186 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, as may be amended, from time to time and Memorandum and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company for giving any loan to any person or other body corporate, giving guarantee or providing any security in connection with the loan given to any person or body corporate and/or acquiring by way of subscription, purchase or otherwise the securities of any other body corporate upto an amount, the aggregate outstanding of which should not exceed at any given time, an amount of ₹100 crores (Rupees One Hundred Crore only) over and above the limits specified in Sec 186 (2) of the Companies Act 2013."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to negotiate and decide from time to time, terms and conditions, execute necessary documents, papers, agreements etc. for investments to be made, loans/guarantees to be given and securities to be provided to any person and /or anybody corporate, to do all such acts, deeds and things and to give such directions

as may be necessary or expedient as the Board in its absolute discretion, may deem fit and its decision shall be final and binding and to settle any question, difficulty that may arise in this regard and to delegate all or any of these powers to any Committee of Directors or Director or Officer of the Company or any other person."

4. To consider and approve the re-appointment and increase in remuneration of Mr. Naynesh Pasari who holds an office or place of Profit in the Company and to pass, the following resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to Section 188(1) (f) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or enactment thereof for the time being in force) read with Rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014 and pursuant to the recommendation made by Nomination and Remuneration Committee and Audit Committee in the meeting held on November 24, 2022 approval of the members be and is hereby accorded for re-appointment of Mr. Naynesh Pasari, a relative of Mr. Narendra Kumar Pasari, Managing Director of the Company, as the Business Development Advisor of the Company, for a period of five years commencing from January 1, 2023 on such remuneration as may be decided by the Board of Directors, provided that the aggregate remuneration payable to Mr. Naynesh Pasari shall not exceed Rs.6,00,000/- per month."

"RESOLVED FURTHER THAT the Board of Directors 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 to give effect to this resolution and for matters connected therewith or incidental thereto".

Registered Office:
4830/24, Prahlad Street,
Ansari Road, Darya Ganj,
New Delhi-110002
CIN: L21012DL1972PLC279773
Tel.: +91 11 46263200
E-mail: info@skpmil.com
Website: www.skpmil.com
Place: New Delhi
Date: November 24, 2022

By order of the Board of Directors
For Shree Krishna Paper Mills & Industries Limited

Ritika Priyam
Company Secretary
Membership No.A53502

NOTES:

1. A Statement pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, November 25, 2022** ("cut-off date") received from the Depositories and whose e-mail address is registered with the Company/RTA/Depositories.
3. This Postal Ballot Notice will also be available on the Company's website at www.skpmil.com, website of the Stock Exchange, i.e. BSE Limited at www.bseindia.com and on the website of Link Intime India Limited.
4. In compliance with the provisions of Sections 108 and 110 of the Act and the Rules made thereunder, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting Facility provided by Listed Entities, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of Link Intime India Private Limited to provide remote e-voting facility to its Members. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
5. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on cut-off date.
6. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the cut-off date will only be considered

eligible for the purpose of e-voting. A person who becomes a member after the cut-off date should treat this notice for information purpose only.

- 7. The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, November 30, 2022 and ends at 5.00 p.m. (IST) on Thursday, December 29, 2022.** The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by Link Intime India Private Limited upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
8. Institutional / Corporate Members shall be entitled to vote through their authorized representatives. Institutional / Corporate Members are requested to send a proof of authorization (Board Resolution/Power of Attorney/Authority Letter etc.) in favour of their authorized representatives by sending an email to the Company at cs@skpmil.com, not later than 5.00 p.m. on December 22, 2022.
9. **The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of e-voting i.e. Thursday, December 29, 2022.**
10. The documents referred to in this Postal Ballot Notice and the Explanatory Statement will be available for inspection electronically until last date of remote e-voting. Members seeking to inspect the same can send an email from their registered email, to the Company at cs@skpmil.com.

INSTRUCTIONS FOR REMOTE E-VOTING

As per the SEBI Circular dated December 9, 2020, individual Shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual Shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in

demat mode with NSDL

- i) Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
- ii) If you are 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>.
- iii) Visit the e-Voting website of NSDL. Open web browser by typing the URL: <https://eservices.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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

- 2. Individual Shareholders holding securities in demat mode with CDSL**
- i) Existing users who have opted for Easi / Easiest, can login through their user ID and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://>

web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.

- ii) After successful login of Easi/Easiest the user will be able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
- iii) If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
- iv) Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in 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 provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

3. Individual Shareholders (holding securities in demat mode) login through their Depository Participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual Shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the Company, holding shares in physical form / Non-Individual

Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "**Sign Up**" under '**SHAREHOLDER**' tab and register with your following details: -

A. User ID: Shareholders holding shares in physical form shall provide Event No. + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format).

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

**Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

**Shareholders holding shares in NSDL form, shall provide 'D' above*

► Set the password of your choice (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).

► Click "confirm" (Your password is now generated).

3. Click on 'Login' under '**SHAREHOLDER**' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see

the notification for e-voting. Select '**View**' icon.

- E-voting page will appear.
- Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- After selecting the desired option i.e. Favour / Against, 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.

Guidelines for Institutional Shareholders:

Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at <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.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional Shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholder holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on '**Login**' under '**SHAREHOLDER**' tab and further Click '**forgot password?**'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case Shareholder is having valid email address, password will be sent to his / her registered e-mail address. Shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No. + Folio Number registered with the Company.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Shareholders/ Members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, Shareholders/ Members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Annexure

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the following information is furnished about the Directors proposed to be re-appointed:

Name of the Director	Mr. Prakash Narayan Singh	Mr. Dev Kishan Chanda
DIN	00076392	00407123
Nationality	Indian	Indian
Date of Birth(Age in years)	20-01-1948 (74 Years)	14-10-1948 (74 Years)
Qualification	B.Tech.	Commerce Graduate
Date of First Appointment	01-07-2010	23-02-2021
Terms and Condition of appointment/re-appointment	Re-appointed as an Independent Director for a period of 5 (five) years with effect from March 27, 2020 to March 26, 2025.	Appointed as a Non-Executive Non Independent Director of the Company in professional category, liable to retire by rotation with effect from February 23, 2021.
Experience in specific functional areas	More than 47 years of rich experience in the field of accounting, marketing, export import, finance and other allied areas.	More than 54 years of rich experience in the field of accounting, marketing, export import, finance and other allied areas.
Skills and capabilities required for the role and the manner in which the proposed Director meets such requirements	Experience in the field of accounting, marketing, export import, finance, Corporate Governance, Compliance & Risk Management and other allied areas. The Company believes that his skills, knowledge, and experience on the Board will complement the effective functioning of the Company.	Experience in the field of accounting, marketing, export import, finance, Corporate Governance and other allied areas. The Company believes that his skills, knowledge, and experience on the Board will complement the effective functioning of the Company.
Number of meetings of the Board attended during the year	During the current financial year 2022-23, attended 8 Board meetings.	During the current financial year 2022-23, attended 8 Board meetings.
Directorship held in other listed entities	NIL	NIL
Membership/Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	Member of Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee, Corporate Social Responsibility Committee in SKPMIL.	Member of Audit Committee, Stakeholder Relationship Committee, Corporate Social Responsibility Committee in SKPMIL.
Number of shares held in the Company	NIL	NIL
Last remuneration drawn	NIL	NIL
Detail of remuneration sought to be paid	NIL	NIL
Relationship with any Director(s)/ KMP of the Company	None	None
Listed entities from which the Director has resigned in the past three years	NIL	NIL

EXPLANATORY STATEMENT (Pursuant to Section 102 of the Companies Act, 2013)

Item No. 1

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

Our Non-executive Independent Director, Mr. Prakash Narayan Singh (DIN: 00076392) will attain the age of 75 years on 19.01.2023 and the Board has approved the continuation of his directorship subject to the passing of special resolution by the members.

Mr. Prakash Narayan Singh, is a Non-executive Independent Director of our Company and was re-appointed on the Board to hold office for a second term of up to 5 (Five) years with effect from March 27, 2020 to March 26, 2025. 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 efficient manner. Considering his seniority, expertise and vast experience, which has benefited the Company immensely, the Board recommends his continuation as Director.

None of the Director (s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Prakash Narayan Singh, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 1 of the Notice.

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

Item No. 2

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

Our Non-executive Director, Mr. Dev Kishan Chanda (DIN: 00407123), will attain the age of 75 years on 13.10.2023 and the Board has approved the continuation of his directorship subject to the passing of special resolution by the members.

Mr. Dev Kishan Chanda (DIN: 00407123), is a Non-Executive Non Independent Director of our Company and was appointed on the Board w.e.f. February 23, 2021. 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.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Dev Kishan Chanda, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 2 of the Notice.

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

Item No. 3

Pursuant to Section 186 (2) of the Companies Act, 2013 (Act) and the Companies (Meetings of Board and its Powers) Rules, 2014, the Board of Directors is authorized to give loan, guarantee or provide security in connection with a loan to any other body corporate or person and/ or to acquire by way of subscription, purchase or otherwise, the securities including shares, debentures etc. or any other body corporate, up to amount aggregate of which should not exceed 60% of the paid up capital, free reserves and securities premium account or 100% of free reserves and securities

premium account of the Company, whichever is higher. In case the Company exceeds the above mentioned limits then, prior approval of Members by way of a Special Resolution is required to be obtained. The Company is undertaking various business activities and would, therefore, be required to provide financial assistance / support by way of giving of loans / guarantees, providing of securities, making investment in securities in order to expand its business activities and also for optimum utilization of funds. Accordingly, Board of Directors, of the Company may be authorized to give loans, guarantees or provide securities or investment as mentioned above, up to an amount, the aggregate outstanding of which should not exceed, at any given time ₹100 crores (Rupees One Hundred Crore only), which shall be over and above the said limit as specified in section 186 (2) of the Act. The Board of Directors had, in its meeting held on November 24, 2022 considered and approved, subject to the approval of Members, this proposal and recommends this resolution to the Members for their approval by way of Special Resolution.

None of the Director or their relatives are interested in the said Resolution.

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

Item No. 4

Mr. Naynesh Pasari is a qualified MBA in the stream of Finance from Walthan, USA. He is son of Mr. Narendra Kumar Pasari, Managing Director of the Company. He is presently serving the Company as Business Development Advisor of the Company. During his services, the Business of the Company has grown over the years and the Board hope this growth will continue in future also. Mr. Naynesh Pasari with his exposure in Corporate Management has developed good understanding of managerial skills enhancing the good corporate management. Considering his rich experience, valuable services and significant contribution, the Board has decided to increase his remuneration. Since he is relative of Mr. Narendra Kumar Pasari, Managing Director of the Company and his proposed remuneration exceeds the limits prescribed under Section 188(1)(f) of the Companies Act, 2013 read with applicable rules and as per the recommendation and approval of Nomination and Remuneration Committee and Audit Committee,

approval of the Members is required. His scope of work would cover his full involvement in the corporate management aspects of the Company. In addition, he would also be in charge of operations on the back office support for sales and marketing. In the light of explanations and justifications given above, it is proposed to re-appoint Mr. Naynesh Pasari as the Business Development Advisor for a period of 5 years commencing from January 1, 2023 and increase his remuneration. The remuneration proposed to be paid to Mr. Naynesh Pasari is commensurate with his experience and is in line with industry standards prevalent in India. The Board recommends this resolution.

In view of the applicability of the provision of Section 188(1)(f) of the Companies Act, 2013, the resolution is required to be passed as an Ordinary Resolution .

Additional information required to be disclosed pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014:

S. No	Particulars	Details
1.	Name of Related Party	Mr. Naynesh Pasari
2.	Name of Director or Key Managerial Personnel who is related, if any, and nature of relation.	Mr. Narendra Kumar Pasari, Managing Director of the Company. He is Father of Mr. Naynesh Pasari.
3.	Nature, material terms, monetary value and particulars of the contract or arrangement.	Mr. Naynesh Pasari is currently serving as Business Development Advisor. Now, keeping in view of his experience and growth to the Company, his re-appointment is proposed and remuneration would be increased by such amount as may be decided by the Board of Directors, provided that the aggregate remuneration payable to Mr. Naynesh Pasari shall not exceed Rs.6,00,000/- per month.
4.	Other terms and conditions	The above mentioned transaction is in the ordinary course of business and at arm's length basis.

None of the Director except Mr. Narendra Kumar Pasari, Managing Director who is the relative of Mr. Naynesh Pasari and/or key managerial personnel of the Company and their relatives, is interested in this resolution.

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

Registered Office:

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Website: www.skpmil.com

By order of the Board of Directors
For Shree Krishna Paper Mills & Industries Limited

Ritika Priyam

Company Secretary
Membership No.A53502

Place: New Delhi

Date: November 24, 2022