



NOTICE

NOTICE is hereby given that the 50th Annual General Meeting of the members of **Shree Krishna Paper Mills & Industries Limited** will be held on Monday, August 1, 2022 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility at 11.00 a.m. (IST) 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, 2022 together with Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Dev Kishan Chanda (DIN: 00407123), who retires by rotation and being eligible, offers himself 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 thereunder (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, 2023 till December 31, 2025, 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, 2023 to December 31, 2025.
- b) **Remuneration:**
 - i. Salary: ₹ 3,00,000/- (Rupees Three Lakhs only) 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 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 Articles of Association of the Company, approval of the shareholders of the Company be and is hereby given 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 ₹ 30 crores (Rupee Thirty Crores 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."

5. To Appoint Mrs. Shikha Singhal (DIN: 03030671) as an Independent Director of the Company, to consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Shikha Singhal (DIN: 03030671) who has been appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective May 3, 2022 in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from May 3, 2022 to May 2, 2027 not subject to retirement by rotation.

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."

6. To Ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2023 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 ₹ 90,000/- (Rupees Ninety 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.: 000180) 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, 2023.

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:

4830/24, Prahla Street,
Ansari Road, Darya Ganj,
New Delhi-110002
CIN: L21012DL1972PLC279773
Tel.: +91 11 46263200
E-mail: info@skpmil.com
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: May 30,2022

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its General Circular dated May 5, 2022 read with Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021 and December 14, 2021 (collectively referred to as "MCA Circulars") has permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being conducted through Video



Conferencing (VC)/ Other Audio Visual Means (OAVM) hereinafter called as "e-AGM".

e-AGM: The Company has appointed Link Intime India Private Limited, Registrars and Transfer Agents, to provide Video Conferencing (VC) / Other Audio Visual Means (OAVM) facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.

2. In terms of the MCA Circulars, the physical attendance of Members has been dispensed with and there is no need to appoint a proxy. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the proxy form and attendance slip are not annexed to this Notice.
3. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013.
4. An Explanatory Statement pursuant to Section 102(1) of the Act relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. The Register of Members and Share Transfer books of the Company will remain closed from July 26, 2022 (Tuesday) to August 1, 2022 (Monday) (both days inclusive).
6. Details of Directors seeking appointment/re-appointment at the 50th Annual General Meeting in pursuance of provisions of the Companies Act, 2013 & Regulation 26(4), Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are given as an Annexure to the Notice.
7. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of Special Business to be transacted at the Annual General Meeting, set out in the Notice, is annexed hereto and forms part of the Notice.
8. The Annual Report of the Company is also available on the Company's website <http://www.skpmil.com/AnnualReport>
9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Link Intime India Pvt. Ltd in this regard.
10. Members holding shares in dematerialized form are requested to intimate all particulars of bank mandates, nominations, power of attorney, change of address,

e-mail address, contact numbers etc. to their Depository Participant (DP). Members holding shares in physical form are requested to intimate such details to the RTA.

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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/RTA.
12. Non-Resident Indian members are requested to inform Company/RTA, regarding:
 - Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code and address of the Bank with pin code number, if not furnished earlier.
13. In compliance with the Ministry of Corporate Affairs ("MCA") vide its Circular dated May 5, 2022 read with Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021 and December 14, 2021 (collectively referred to as "MCA Circulars"), the Annual Report for Financial year ended on March 31, 2022 and Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
To support the 'Green Initiative', Members who have not registered their e-mail address, so far, are requested to register their e-mail address with their Depository Participant for members holding shares in electronic form. Members holding shares in physical form are requested to register their e-mail address with the Registrar & Share Transfer Agent for the purpose of receiving the Notice of AGM and Annual Report. Notice of the AGM along with the Explanatory Statement and the Annual Report for the year ended March 31, 2022, circulated to Members is also available on the website of the Company link at <http://www.skpmil.com/AnnualReport> and on the website of BSE Limited (Stock Exchange of India Limited) at www.bseindia.com.
14. 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.

15. 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.
16. Members holding shares in physical form in single name are advised to make nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013. They are requested to write to RTA of the Company in prescribed form i.e. Form No. SH -13 as per the Companies (Share Capital and Debentures) Rules, 2014. In case of shares held in dematerialized form, the nomination form has to be lodged directly with the respective Depository Participant (DP).

The Company's Registrar & Share Transfer Agent (RTA) is Link Intime India Private Limited. The Communication address of the RTA is Noble Heights, 1st Floor, NH -2, C1-Block LSC, Near Savitri Market, Janakpuri, New Delhi - 110058, email: delhi@linkintime.co.in. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

17. Members are requested to: -
 - a. Quote DP ID and Client ID/Ledger Folio numbers in all their correspondence;
 - b. Approach the RTA for consolidation of multiple ledger folios into one; and
 - c. To avoid inconvenience, get shares transferred in joint names, if they are held in a single name and/or appoint a nominee.
18. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to provide members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system will be provided by Link Intime India Private Limited.
19. Kindly note that the members can opt for only one mode of voting i.e. either through remote e-voting or voting at the AGM through VC or OAVM. Therefore, members who have cast their votes by remote e-voting prior to the

AGM may attend the AGM through VC or OAVM but shall not be entitled to cast their votes again. If a member casts votes by both modes then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

20. Members desiring to exercise their vote by e-voting are requested to carefully read the enclosed instructions which inter-alia provide the process and manner for e-voting, login ID, generating password and time schedule, including the time period during which the votes may be cast etc.
21. In order to scrutinize the e-voting process in a fair and transparent manner and to carry out the required activities, the Company has appointed Shri Manish Kumar Bansal (Advocate) partner of Globiz Legal as the Scrutinizer.
22. Members are requested to notify immediately any change in their address:
 - i) to their Depository Participants (DP) in respect of shares held in dematerialized form, and
 - ii) to the Company at its registered office or its Registrar & Share Transfer Agent, Link Intime India Private Limited in respect of their physical shares, if any, quoting their Folio Number.
23. Since the AGM will be held through VC/OAVM, the route map is not annexed in this notice.
24. Information and other instructions relating to e-voting are given with e-voting communication.

The remote e-voting facility will be available during the following voting period:

- a. Commencement of remote e-voting: From 9.00 a.m. (IST) on July 29, 2022.
- b. End of remote e-voting: Up to 5:00 p.m. (IST) on July 31, 2022.

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 homepage 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 redirected 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/IdesDirectReg.jsp>
- iii) Visit the e-Voting 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-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name 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.cdsindia.com/myeasi/home/login> or www.cdsindia.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.cdsindia.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.cdsindia.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.
2. E-voting page will appear.
3. 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).
4. 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 https://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".

PROCESS AND MANNER FOR ATTENDING THE FIFTIETH ANNUAL GENERAL MEETING THROUGH INSTAMEET:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>



► Select the “**Company**” and ‘**Event Date**’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No.

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**.
- Shareholders/ members holding shares in **physical form** shall provide Folio Number registered with the Company.

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

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email ID, as recorded with your DP/Company.

► Click “Go to Meeting” (You are now registered for Insta Meet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

- Shareholders who would like to speak during the meeting must register their request mentioning their name, demat account number/folio number, email ID, mobile number at least 3 days in advance, with the Company on email ID: cs@skpmil.com on or before 5:00 p.m. (IST) on Friday, July 29, 2022.
- Shareholders will get confirmation on first come first served basis.
- Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
- Other Shareholder may ask questions to the panellist, via active chat-board during the meeting.
- Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/moderator during the meeting, Shareholders/ Members who have not exercised their vote through the remote e-voting can cast the vote as under:

- On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email ID) received during registration for InstaMeet and click on ‘Submit’.
- After successful login, 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”.
- After selecting the appropriate option i.e. “Favour/Against” as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
- Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.



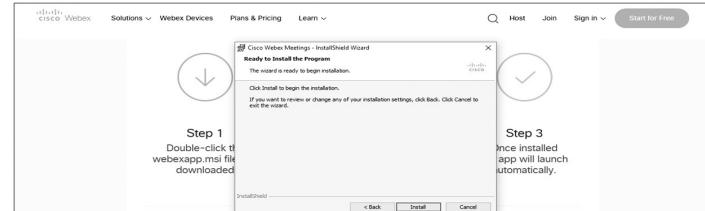
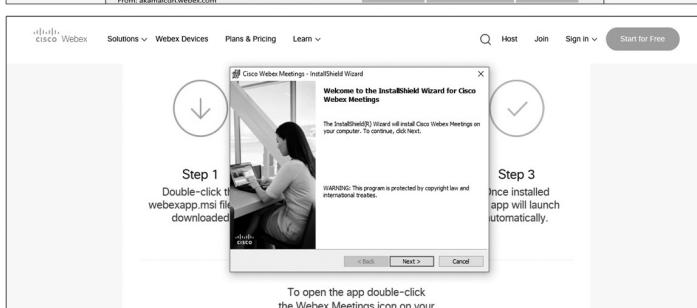
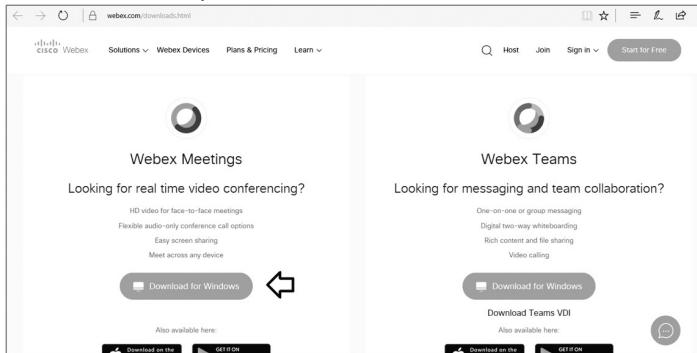
Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case Shareholders/Members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMeet

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMeet, Shareholders/Members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

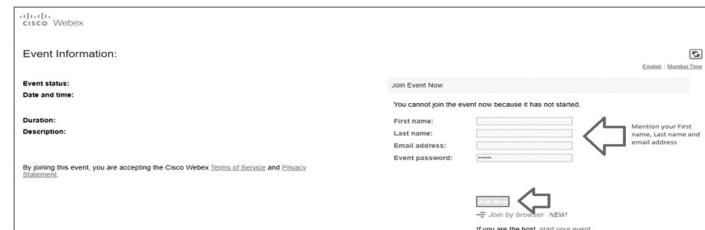
a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>



Or

b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on join now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on join now.
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application. Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on join now.



GENERAL GUIDELINES FOR SHAREHOLDERS

- The voting rights of 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. July 25, 2022).
- 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, may obtain the login ID and password by sending a request at <https://instameet@linkintime.co.in>
- The Scrutinizer shall after the conclusion of voting at the General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 3 days of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.



- The results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. www. skpmil.com and on the website of Link Intime India Private Limited immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE, Mumbai.

Annexure I

Details of Directors seeking appointment/re-appointment

Disclosure required under Regulation 26(4) and 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 in respect of Directors seeking appointment/re-appointment:

Particulars	Mr. Narendra Kumar Pasari	Mrs. Shikha Singhal
DIN	00101426	03030671
Date of Birth(Age in years)	01-10-1955(66 Years)	02.01.1982 (40 Years)
Date of Appointment	11-03-1974	03-05-2022
Qualification	Commerce Graduate	Commerce Graduate
Experience in specific functional areas	Rich experience in the paper industry and allied activities.	More than 10 years of rich experience in the field of accounting, marketing, export import, finance and other allied areas.
Directorship held in other listed entities	NIL	NIL
Membership/Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	NIL	NIL
Number of shares held in the Company	NIL	NIL
Terms and Condition of appointment/re-appointment	As Per policy of Director, KMP and Senior Management (weblink mentioned in Board Report)	As Per policy of Director, KMP and Senior Management (weblink mentioned in Board Report)
Relationship with any Director(s)/ KMP of the Company	NIL	NIL
Number of Board Meeting attended during the year	As mentioned in the Corporate Governance Report	As mentioned in the Corporate Governance Report

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, 2020. Since the term of his office is going to expire on December 31, 2022, the Board of Directors of the Company at its meeting held on May 30, 2022 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, 2023 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, wherein 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 2021-22, 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/Key Managerial Personnel or their relatives except Mr. Narendra Kumar Pasari (DIN: 00101426), is concerned or interested financially or otherwise directly or indirectly in respect of the proposed resolution.

The Board of Directors of the Company recommends the resolution set out at Item No. 3 for approval of the Members as a **Special Resolution**.

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		
	31.03.2022	31.03.2021	31.03.2020
Revenue from operations	10347.57	6,940.60	10,127.58
Net Profit/(Loss) after tax	(131.46)	(327.44)	(536.60)



(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 66 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: ₹ 1,50,000/- (Rupee One Lakh Fifty Thousand only) 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, club fee, personal accident insurance, leave encashment, provident fund, 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/- (Rupee Three Lakhs only) 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.

III. Other Information:

(1) Reasons of loss or inadequate profits

The outbreak of Covid-19 pandemic has caused significant disturbance in the economic activities. The disturbance in the supply chain, unavailability of the personnel, imposition of travel restriction etc. have impacted the business operations in term of sales and production. Consequently profitability of the Company has been adversely affected.

(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 2021-22. The requisite details of remuneration etc. of Managing Director are included in the Corporate Governance Report, forming part of the Annual Report of FY 2021-22 of the Company.



Item No. 4

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 Shareholders 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 ₹ 30 crores (Rupee Thirty Crores 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 May 30, 2022 considered and approved, subject to the approval of Shareholders, this proposal and recommends this resolution to the Shareholders for their approval by way of Special Resolution.

The documents, if any, referred to in this item 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 Board of Directors of the Company recommends the resolution set out at Item No. 4 for approval of the Members as a **Special Resolution**.

Item No. 5

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company has appointed Mrs. Shikha Singhal (DIN - 03030671) as an Additional Director in the capacity of Non-Executive Independent Director of the Company to hold office for a period from May 3, 2022 to May 2, 2027, not liable to retire by rotation, subject to consent of the Members of the Company at the ensuing AGM.

The Company has received a declaration from Mrs. Shikha Singhal confirming that she meets the criteria of independence

under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Mrs. Shikha Singhal's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Mrs. Shikha Singhal aged 40 years holds a Bachelor's Degree in Arts specialized in Economics from St. Stephen's College, University of Delhi, North Campus, Delhi. She is having more than 10 years of rich experience in the field of Finance and Marketing. She is a person of integrity and possesses relevant expertise in the respective areas. The Board of Directors is of the opinion that it would be in the interest of the Company to appoint her as an Independent Director for a period of five years with effect from May 3, 2022 to May 2, 2027.

In the opinion of the Board, Mrs. Shikha Singhal fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her appointment as an Independent Director of the Company and is independent of the management. The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail her services as Independent Director.

The documents, if any, referred to in this item 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.

Additional information in respect of Mrs. Shikha Singhal pursuant to under Regulation 26(4) and 36(3) of the Listing Regulations and Secretarial Standard-2 issued by The Institute of Company Secretaries of India is annexed to this Notice of Annual General Meeting as **Annexure I**.

Save and except the above, none of the other 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 of Directors of the Company recommends the resolution set out at Item No. 5 for approval of the Members as an **Special Resolution**.

Item No. 6

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 (Firm Registration No.: 000180) to conduct the audit of the cost records of the Company for



the financial year ending March 31, 2023, at a remuneration of ₹ 90,000/- (Rupee Ninety Thousand only) 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 approved by the members of the Company. Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors during the year 2022-23 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 of Directors of the Company recommends the resolution set out at Item No. 6 for approval of the Members as an **Ordinary Resolution**.

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: May 30, 2022

By order of the Board of Directors

For Shree Krishna Paper Mills & Industries Limited

Ritika Priyam

Company Secretary
Membership No.A53502