

JKP/SH/2024

23rd February 2024

Electronic Filing

Department of Corporate Services/Listing
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

Scrip Code : 532162

National Stock Exchange of India Ltd.
“Exchange Plaza” Bandra-Kurla
Complex, Bandra (E),
Mumbai – 400 051

Symbol : JKPAPER
Series : EQ

Dear Sir/Madam,

Re: Notice of Postal Ballot

1. Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with Schedule III of the said Regulations, please find enclosed herewith a copy of the Notice of Postal Ballot dt. 12th February 2024, seeking approval of the Members of the Company, through Postal Ballot (through remote e-voting only) for payment of remuneration/fee and extending facilities & benefits to Shri Bharat Hari Singhania as Chairman Emeritus for life time and Strategic Advisor to the Board for a term of five years with effect from 1st April 2024.
2. In accordance with the relevant circulars issued by the Ministry of Corporate Affairs, the said Notice of Postal Ballot is being sent only through electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from NSDL and CDSL as on Friday, 16th February 2024 (cut-off date) and who have registered their email addresses with the MCS Share Transfer Agent Ltd., Registrar and Share Transfer Agent of the Company/Depository Participant(s). In terms of the MCA Circulars, the requirement of sending the physical Notice of Postal Ballot along with Postal Ballot Form in physical form has been dispensed with till 30th September 2024. Accordingly, the Company has not despatched physical copies of Notice of Postal Ballot and Postal Ballot Form to any Member of the Company.
3. In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 read with relevant rules made thereunder and Regulation 44 of the Listing Regulations, the Company is pleased to provide remote e-voting facilities to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically.
4. The remote e-voting period in respect of the resolution mentioned in the Postal Ballot Notice will commence on Sunday, 25th February 2024 at 10:00 A.M. and end on Monday, 25th March 2024 at 5:00 P.M. The voting rights shall be reckoned on the paid-up value of shares registered in the name(s) of the Member(s) as on the cut-off date.

Submitted for your kind information and necessary records.

Yours faithfully,
For JK Paper Limited


(Deepak Gupta)
Company Secretary

Encl: a/a

JK PAPER LIMITED



CIN: L21010GJ1960PLC018099, Website: www.jkpaper.com
Regd. Office: P.O. Central Pulp Mills – 394 660, Fort Songadh, Distt. Tapi, Gujarat
Admin. Office: Nehru House, 4, Bahadur Shah Zafar Marg, New Delhi-110 002
Phone: +91 11 6600 1132, 2331 1112-5, E-mail ID: sharesjkpaper@jkmmail.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs]

TO THE MEMBERS OF THE COMPANY

NOTICE is hereby given to the Members of JK PAPER LIMITED (the “Company”) pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013 (the “Act”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and any other applicable provisions of the Act and the rules made thereunder, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/ 2022 dated December 28, 2022, 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA”) (collectively referred to as “MCA Circulars”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) and other applicable provisions of the Listing Regulations, for the time being in force and as amended from time to time, to transact the special business as set out hereunder by passing Ordinary Resolution by way of postal ballot through voting by electronic means ('remote e-Voting').

Pursuant to Section 102 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and reasons/ rationale thereof is annexed to this Postal Ballot Notice (“Notice”) for your consideration and forms part of this Notice.

The Company has appointed Shri Namo Narain Agarwal, Company Secretary in Practice (Membership No. FCS-234), as the Scrutinizer and failing him, Shri Naveen Kumar Rastogi, Company Secretary in Practice (Membership No. FCS-3685), as the Alternate Scrutinizer, for conducting the Postal Ballot through remote e-Voting process in a fair and transparent manner.

In accordance with MCA Circulars, members can vote only through the remote e-Voting process for which, they are requested to carefully read the instructions given in the Notes forming part of this Notice. Remote e-Voting will commence on Sunday, 25th February 2024 from 10.00 A.M. and will end on Monday, 25th March 2024 at 5.00 P.M.

Based on the Scrutinizer's Report, the Results of remote e-Voting will be declared within two (2) working days from the conclusion of remote e-Voting i.e., on or before Wednesday, 27th March 2024. The results declared along with the Scrutinizer's report shall be placed on the website of the Company at www.jkpaper.com and on the website of Central Depository Services (India) Ltd. (“CDSL”) at www.evotingindia.com and shall simultaneously be forwarded to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The results of remote e-Voting along with the Scrutinizer's report will also be displayed at the Notice Board at the Registered Office and the Administrative Office of the Company.

AS SPECIAL BUSINESS

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

“RESOLVED that pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such other approvals and permissions as may be required, approval of the members of the Company be and is hereby accorded for payment of remuneration/fee and extending facilities & benefits to Shri Bharat Hari Singhania as Chairman Emeritus for life time and Strategic Advisor to the Board for a term of five years, with effect from 1st April, 2024, as recommended by the Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company and as set out in the Statement, annexed hereto and forming part of this Notice, with authority to the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the aforesaid remuneration/fee and facilities & benefits in such manner as may be agreed to between the Board of Directors and Shri Bharat Hari Singhania.

RESOLVED further that in the event of any statutory amendment, modification or relaxation in the Act by the Central Government and/or any other Competent Authority, the Board of Directors be and is hereby authorised to vary the terms and conditions (including payments and facilities provided to Shri Bharat Hari Singhania) in accordance with the applicable law without any further reference to, or requirement to seek approval of the members of the Company.

RESOLVED further that the Board of Directors of the Company including Committee thereof as authorised by the Board, be and is hereby authorised to do all such acts, deeds and things and as may be necessary, proper, expedient, desirable, incidental and consequential thereto and settle any question or difficulty that may arise, for the purpose of giving effect to this resolution, without being required to seek any further consent or approval of the members of the Company which shall be deemed to be given hereof.”

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

By Order of the Board
For JK Paper Limited

Date: 12th February 2024

Deepak Gupta
Company Secretary

NOTES

1. A Statement under Section 102 of the Act, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.
2. In conformity with the applicable provisions of the Act and the Rules made thereunder read with MCA Circulars, the Notice of Postal Ballot is being sent only through electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Friday, 16th February 2024 (“cut-off date”) and who have registered their e-mail addresses with MCS Share Transfer Agent Limited, Registrar and Share Transfer Agent (RTA) of the Company, or the Depository Participant(s). In terms of the said MCA Circulars, the requirement of sending the physical Notice of Postal Ballot along with the Postal Ballot Form in physical form has been dispensed with till 30th September, 2024. Accordingly, physical copies of Notice of Postal Ballot and Postal Ballot Form are not being despatched to any Member.
3. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at sharesjkpaper@jkmail.com along with the copy of the signed request letter mentioning their name, folio no. and address, self-attested copy of the PAN Card, and self-attested copy of any document (eg.: Aadhar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participant(s). In case of any queries/difficulties in registering the e-mail address, Members may write to sharesjkpaper@jkmail.com.
4. Voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date and only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes. A person who is not a Member as on a cut-off date should treat the Notice for information purpose only.
5. Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members of the Company in respect of the Ordinary Resolution contained in the Notice of Postal Ballot dated 12th February 2024 is being taken through remote e-Voting.
6. Voting Rights in the Postal Ballot cannot be exercised by a proxy.
7. The Scrutinizer's decision on the validity of the votes cast through Postal Ballot shall be final.
8. The results of the Postal Ballot shall be declared within two (2) working days from the conclusion of remote e-Voting i.e, on or before Wednesday, 27th March 2024. The Resolution set out in the Notice of Postal Ballot, if passed by requisite majority, shall be deemed to have been passed on the last date specified for remote e-Voting i.e. 25th March 2024.
9. All the requisite documents, if any, pursuant to Section 102(3) of the Act read with MCA Circulars will be available for inspection in electronic mode between 2:00 P.M. to 4:00 P.M. on all working days (except Saturdays) upto the last date specified for casting vote through remote e-Voting. Members seeking to inspect such documents can send an email on sharejkpaper@jkmail.com.
10. The Notice of Postal Ballot is available on the website of the Company at www.jkpaper.com and on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. Notice of Postal Ballot is also available on the website of CDSL at www.evotingindia.com.

11. **Remote e-Voting procedure:**

In compliance with the provisions of Sections 108 and 110 of the Act read with relevant rules made thereunder, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of CDSL to provide remote e-Voting facility to its Members. The detailed procedure with respect to remote e-Voting is mentioned below:

The instructions for Members with respect to remote e-Voting are as under:

Step 1 : Access through Depositories i.e., CDSL/NSDL e-Voting system in case of individual members holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of members holding shares in physical mode and non-individual members in demat mode.

- (i) The voting period begins on Sunday, 25th February 2024 from 10.00 A.M. and ends on Monday, 25th March 2024 at 5.00 P.M. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-Voting facility to its members, in respect of all member's resolution. However, it has been observed that the participation by the public non-institutional members/retail members is at a negligible level.

Currently, there are multiple e-Voting service providers (ESPs) providing e-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the members.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-Voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.

Step 1 : Access through Depositories i.e., CDSL/NSDL e-Voting system in case of individual members holding shares in demat mode.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual members holding securities in Demat mode CDSL/NSDL** is given below:

Type of Members	Login Method
Individual Members holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the

	<p>e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> 3. If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Members holding securities in Demat mode with NDSL Depository</p>	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL : https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
<p>Individual Members (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login Type	Helpdesk Details
Individual Members holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Members 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.: 022-4886 7000 and 022-2499 7000

Step 2 : Access through CDSL e-Voting system in case of members holding shares in physical mode and non-individual members in demat mode.

(iv) Login method for Remote e-Voting for **Physical members and members other than individual holding in Demat form.**

1. The members should log on to the e-Voting website www.evotingindia.com
2. Click on “Shareholders/Members” module.
3. Now enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

	For Physical members and other than individual members holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat members as well as physical members) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vii) For members holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN of **JK Paper Limited** on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Members and Custodians –For Remote Voting only.**
 - Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual members are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address sharesjkpaper@jkm.com , if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

12. Process for those members whose email/mobile no. are not registered with the Company/Depositories.

1. For Physical members- please provide necessary details like Folio No., Name of member, scanned copy of the share certificate (front and back), self attested copy of PAN card and AADHAR card by email to Company at sharesjkpaper@jkm.com /RTA at admin@mcsregistrar.com.
2. For Demat members - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat members – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

13. **Other Common Instructions:**

- (i) If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
- (ii) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Annexed to the Notice of Postal Ballot dated 12th February 2024

Shri Bharat Hari Singhania who has been Chairman of the Company since 21st May 2013, has decided to curtail his close involvement in various businesses wherein he has been associated for several decades. Accordingly, he has expressed his desire to step down as Chairman and Director of the Company with effect from 1st April 2024.

Shri Bharat Hari Singhania, is an Industrialist with about seven decades of experience in managing various industries including Cement, Automotive Tyres, Paper, Jute, Synthetics, Paints, high yielding Hybrid Seeds, Audio Magnetic Tapes, Sugar, etc. He has served as President of various Industry Bodies/Associations and has been actively involved with educational, health and other philanthropic institutions.

Shri Bharat Hari Singhania is also President of J.K. Organisation, a multinational group head-quartered in India with a heritage of more than 125 years having in its fold reputed corporates which are leaders in various segments. The Group has multi-business, multi-product and multi-location operations, with its footprints in various countries across the globe. It has overseas manufacturing operations in Mexico, Indonesia, Romania, Belgium, Portugal and UAE.

Besides above, Shri Bharat Hari Singhania is Chancellor of JK Lakshmipat University established in Rajasthan, providing education in Undergraduate, Post Graduate and Doctoral Programmes in Engineering, Design and Business. The University has been assigned Grade A by National Assessment and Accreditation Council (NAAC) and has won various Awards and recognitions. University has evolved academic partnership with various leading foreign universities viz. University of Florida, US, University of Massachusetts, University of Birmingham, UK, etc.

During his tenure as Chairman of the Company, Shri Bharat Hari Singhania has provided strategic direction to the Company and immensely contributed in its functioning and growth by giving guidance on critical and strategic matters. His matured guidance has enabled the Company to profitably & successfully expand and diversify its operations. The Company has diversified and expanded its operations significantly not only in writing & printing paper but also diversified itself into packaging segment where it has now with the recent expansion become one of the leading manufacturers of Virgin Fibre Board in the Country. It has through its subsidiary entered into business of corrugated packaging. The Company has also made several acquisitions – The Sirpur Paper Mills, Horizon Packs and Securipax, collectively being the largest producer of corrugated packaging in organized segment, and JKPL Utility Packaging Solutions (Manipal), which has enabled the Company to diversify into business of monocartons and labels. As Chairman of the Board, Shri Bharat Hari Singhania has harmoniously and effectively conducted the meetings. His approach had always been democratic while conducting the meetings and ensured that the policies, processes and compliances are duly observed and benchmarked with the best in the industry. He has been a great motivator and force behind the progress of the Company.

Considering his long association, vast experience, knowledge and wisdom in the business of the Company, the Directors were of the view that it would be in the interest of the Board of Directors and the Company to continue to get benefit of his valuable knowledge and experience. The Directors were also of the view that Shri Bharat Hari Singhania as Chairman of the Company, adhered to core values of J.K. Organisation and always ensured that governance norms are followed by the Company. Present success and growth of the Company owes to his visionary leadership which has enabled the Company to grow financially and earn respected position amongst well governed corporates. He had also quite well mentored the Management of the Company in taking higher responsibilities and harmonizing the best practices in the J.K. Organisation Group. In view of this, the Directors felt that the Board of Directors and the Company cannot afford to lose his wisdom and guidance, and therefore unanimously requested Shri Bharat Hari Singhania to accept the position of Chairman Emeritus & Strategic Advisor to the Board. At the insistence of the Board of Directors, Shri Bharat Hari Singhania gave his consent to accept the position of Chairman Emeritus & Strategic Advisor to the Board. Accordingly, the Board of Directors, based on recommendations of the Nomination and Remuneration Committee and Audit Committee, appointed Shri Bharat Hari Singhania as Chairman Emeritus for life time & Strategic Advisor to the Board for a term of five years commencing from 1st April 2024, and determined terms of appointment which is further renewable by the Board at its discretion.

As Chairman Emeritus & Strategic Advisor, Shri Bharat Hari Singhania will, inter alia, mentor and guide the Board and Management of the Company on the matters relating to business strategy, corporate governance and other policy matters, and such other matters for which the Board/Management may seek his advice. Further, he shall be permanent invitee to the meetings of the Board of Directors and may also attend meetings of any Committee of the Board as an invitee, on request by the concerned Committee/Board of Directors. If he attends any of the Board/Committee meeting, it shall be in capacity as an invitee only, with no voting rights and shall not be deemed to be a party to any decision of the Board or its Committees. Shri Bharat Hari Singhania as the Chairman Emeritus & Strategic Advisor shall not be deemed to be a Director for any purposes of the Companies Act, 2013 ("the Act") or any other statute or rules made thereunder for the time being in force.

Shri Bharat Hari Singhania being relative of Shri Harsh Pati Singhania, Vice Chairman and Managing Director of the Company, is a related party in terms of Section 2(76) of the Act and his position as the Chairman Emeritus & Strategic Advisor, shall be considered as holding of Office or Place of Profit, as per the provisions of Section 188(1)(f) of the Act and Rules made thereunder. Accordingly, prior approval of members of the Company by a resolution is required, where a Director or relative of Director is appointed to an office or place of profit in the Company and the remuneration payable exceeds Rs. 2.5 lac per month. However, the proposed transaction is not a material related party transaction in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The key particulars as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

1. Name of the related party - Shri Bharat Hari Singhania
2. Name of the director or key managerial personnel who is related, if any - Shri Harsh Pati Singhania, Vice Chairman and Managing Director
3. Nature of relationship - Shri Bharat Hari Singhania is father of Shri Harsh Pati Singhania, Vice Chairman and Managing Director
4. Nature, material terms, monetary value and particulars of the contract or arrangement – Shri Bharat Hari Singhania as Chairman Emeritus for life time and Strategic Advisor to the Board for a term of 5 years w.e.f. 1st April 2024, is proposed to be paid remuneration/fee of Rs. 2.75 crore per annum with an annual increment upto 10%, as may be determined by the Board/Nomination and Remuneration Committee, and reimbursement of Official expenses relating to travelling, maintenance of Office with support staff and facilities, car with driver, medical expenses in India and abroad, telephone and other communication facilities, and such other reimbursements/facilities as may be determined by the Board/Nomination and Remuneration Committee, from time to time, which is further renewable by the Board at its discretion.
5. Any other information relevant or important for the members to make a decision on the proposed resolution - None.

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

Except Shri Bharat Hari Singhania and Shri Harsh Pati Singhania, Vice Chairman & Managing Director and their relatives to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

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

By Order of the Board
For JK Paper Limited

Deepak Gupta
Company Secretary

Date: 12th February 2024

FOR ATTENTION OF THE MEMBERS

Members are requested to intimate and/or update changes, if any, pertaining to their name and KYC details such as postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations and bank details such as, name of the bank, branch details, bank account number, MICR code, IFSC code, etc. are as under:

- a. For shares held in Demat form: Please update said details with your Depository Participants (DPs). For Individual Demat Shareholders – Please update your E-mail address and Mobile no. with your respective DPs which are mandatory while e-Voting.
- b. For shares held in physical form: Please provide Form ISR-1, ISR-2 and Form SH-13 ('Nomination Form') duly filled as per instructions stated therein along with the supporting documents to the Company's Registrar and Share Transfer Agent ('RTA'), MCS Ltd. at F-65, First Floor, Okhla Industrial Area, Phase- I, New Delhi- 110 020, or E-mail: admin@mcsregistrars.com. Members may access the relevant Forms available on the website of the Company at <https://jkpaper.com/investor-services/>