

JKP/SH/2020

28<sup>th</sup> December 2020

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Department of Corporate Services/Listing BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, <u>Mumbai</u> – 400 001	National Stock Exchange of India Ltd. “Exchange Plaza” Bandra-Kurla Complex, Bandra (E), <u>Mumbai</u> – 400 051
Scrip Code No. 532162	Symbol: JKPAPER Series : EQ

Dear Sir/Madam,

**Re: Intimation of Alteration in Memorandum of Association and Articles of Association of the Company**

1. Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that members of the Company by way of Special Resolutions passed through Postal Ballot on 27<sup>th</sup> December 2020, have by requisite majority approved the (i) adoption of altered Memorandum of Association (MOA) in substitution of existing MOA and (ii) adoption of new Articles of Association (AOA) in substitution of existing AOA of the Company. The voting results of the aforesaid resolutions in the prescribed format have been separately intimated to you.
2. Brief details of alterations made in MOA and AOA are given below.
3. **Alteration of Memorandum of Association**
  - a The existing MOA was adopted by the Company at the time of its incorporation in 1960 and is based on the provisions of the erstwhile Companies Act, 1956. Subsequently, some of the clauses were amended/inserted, from time to time, to cater to specific requirements. Consequent to the enactment of the Companies Act, 2013 (the “Act”), the structure/format of the MOA has undergone change.
  - b Further, over the years, there have been significant developments/changes in technology, business practices, economic and commercial environment, both at the international and domestic level, which have led to emergence of various new business opportunities, both in manufacturing and service sectors.
  - c Accordingly, to make existing MOA consistent with and align it with the provisions of the Act and also enable the Company to explore various suitable business opportunities and carry on such other businesses to expand its area of operations, it was considered expedient to adopt altered MOA in substitution of existing MOA.

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d Highlights of alteration in MOA are as follows:

- The erstwhile Clause III (Object Clause) of MOA of the Company did not specifically differentiate between the Company's main objects and objects which are necessary for furtherance of main objects. The Object Clause therefore, has been divided into two parts: (i) Clause III. A - The objects to be pursued by the Company on its incorporation; and (ii) Clause III. B - Matters which are necessary for furtherance of objects specified in Clause III. A. Some of the new sub-clauses have been inserted and some existing sub-clauses have been substituted. However, presently, there is no change in principal activities of the Company. It continues to carry on the business of manufacturing/production and sale of Writing and Printing Paper and Packaging Board of various varieties and kinds.
- Clause IV (Liability Clause) has been substituted to clarify that the liability of the members is limited to the amount unpaid on the shares. This has been done in conformity with the provisions of the Act.

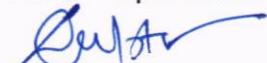
**4. Adoption of new Articles of Association**

- a The existing AOA was adopted by the Company at the time of its incorporation in 1960 based on the provisions of the erstwhile Companies Act, 1956. Subsequently, some of the clauses were amended/inserted, from time to time, to cater to specific requirements.
- b Consequent to the enactment of the Companies Act, 2013 (the "Act"), regulatory provisions have undergone comprehensive changes which has necessitated several amendments in AOA of the Company including deletion of certain redundant Articles.
- c Since the changes required for aligning the erstwhile AOA with the Act and Rules made thereunder were numerous, it was considered expedient to adopt new AOA in substitution of existing AOA.
- d Highlights of alteration in AOA are as follows:
- The AOA has been restructured and aligned with the provisions of the Act and Rules made thereunder.
  - References to sections, sub-sections, clauses etc. of the Companies Act, 1956, have been substituted with the provisions of the Act.
  - Provisions of the Act, which permit the Company to do certain acts when authorised by AOA, or which require the Company to do acts in a prescribed manner unless the AOA otherwise provide, have been specifically included.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,  
For JK Paper Limited



(Deepak Gupta)  
Company Secretary

