

SKPM/SEC.DEPT/2020-21
September 01,2020

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

Dear Sir/Ma'am

Scrip Code:500388

Sub: Notice of 48th Annual General Meeting and e-voting intimation

Dear Sir,

This is to inform you that the 48th Annual General Meeting (AGM) of the Company is scheduled to be held on Tuesday, September 29, 2020 at 10:30 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the business, as set out in the Notice of the AGM only through e-voting facility. A copy of notice convening the 48th AGM of the company being sent to the shareholders of the company is enclosed and the same is also available on the company's website www.skpmil.com.

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

Details of events are as under:

Cut-off date for determining eligible shareholders for remote e-voting	September 22, 2020
E-Voting Start Date	9.00 a.m. on Saturday, September 26, 2020.
E-Voting End Date	5.00 p.m. on Monday, September 28, 2020.
Name of the Agency providing E-voting platform	Link Intime India Private Limited (LIPL)

This is for your information and record.

Thanking You,

For Shree Krishna Paper Mills & Industries Ltd.



Ritika priyam
Company Secretary & Compliance Officer
Mem No: A53502

Encl: As above



NOTICE

NOTICE is hereby given that the 48th Annual General Meeting of the members of **Shree Krishna Paper Mills & Industries Limited** will be held on Tuesday, September 29, 2020 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) facility at 10.30 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, 2020 together with Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Bishwanath Pasari (DIN: 00101519), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, M/s. Radheshyam Sharma & Co Chartered Accountants (Institute of Chartered Accountants of India (ICAI) Firm Registration No.016172N), be and is hereby re-appointed as the Statutory Auditors of the Company, to hold office for a period of five consecutive years commencing from the conclusion of this forty eighth Annual General Meeting till the conclusion of fifty third Annual General Meeting of the Company, at such remuneration and re-imbusement of out of pocket expenses, if any, in each financial year, as recommended by the Audit Committee and mutually agreed to between the Board of Directors and the Statutory Auditors of the Company”.

SPECIAL BUSINESS

4. To consider the re- appointment of Mr. Prakash Narayan Singh (DIN: 00076392) as a Non-Executive Independent Director on the Board of the Company and if thought fit, pass the following resolution as a Special Resolution, with or without modification(s):

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013(‘the Act’) 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) read with Schedule IV to the Act, and of the SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 as amended, and subject to such other requisite approvals as may be required in this regard, Mr. Prakash Narayan Singh (DIN: 00076392), Independent Director, being eligible, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of up to 5 (Five) years with effect from March 27, 2020 to March 26, 2025.

RESOLVED FURTHER THAT the 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 matters connected therewith or incidental thereto.”

5. To consider the re-appointment of Mr. Lal Chand Sharma (DIN: 00196158) as a Non-Executive Independent Director on the Board of the Company and if thought fit, pass the following resolution as a Special Resolution, with or without modification(s):

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (‘the Act’) 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) read with Schedule IV to the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, and subject to such other requisite approvals as may be required in this regard, Mr. Lal Chand Sharma (DIN: 00196158), Independent Director, being eligible, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of up to 5 (Five) years with effect from March 27, 2020 to March 26, 2025.

RESOLVED FURTHER THAT the 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 matters connected therewith or incidental thereto.”

6. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2021 and, in this regard, to consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies



(Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members be and is hereby accorded to ratify the remuneration decided by the Board of Directors, based on the recommendation of the Audit Committee, amounting to ₹ 75,000/- (Rupees Seventy Five Thousand only) plus taxes at the applicable rates and reimbursement of out of pocket expenses to M/s. Vijender Sharma & Co., Cost Accountants, Delhi (Firm Registration No.: 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, 2021.

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, Prahlad Street, Ansari Road, Darya Ganj, New Delhi-110002
CIN: L21012DL1972PLC279773
Tel: 91-11-46263200 Fax: 91-11-23266708
E-mail: info@skpmil.com
Website: www.skpmil.com

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

Ritika Priyam
Company Secretary
Membership No.A53502

Place: New Delhi
Date: August 17, 2020

NOTES:

1. In view of the global COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide General Circular No. 20/2020 dated May 5, 2020 read with General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as Circulars), has allowed companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) facility without the physical presence of the Members at a common venue. In compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.
2. Since this AGM is being held pursuant to MCA circulars through VC/OAVM, physical attendance of members have been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM 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 (the Act).
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 23.09.2020 (Wednesday) to 29.09.2020 (Tuesday) (both days inclusive).
6. Brief resume of Directors seeking appointment and re-appointment as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Secretarial Standards issued by the Institute of Company Secretaries of India is annexed hereto and forms part of the notice.
7. The Annual Report of the Company is also available on the Company's website www.skpmil.com.
8. 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.
9. 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.
10. 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.
11. Pursuant to General Circular No. 20/2020 dated May 5, 2020 issued by the MCA read with General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Notice of the AGM and Annual Report for the year ended March 31, 2020 are being sent electronically to those Members whose email addresses are registered with the DP/RTA. Notice of the AGM along with the Explanatory Statement and the Annual Report for the year ended March 31, 2020, circulated to Members is also available on the websites of the Company i.e. www.skpmil.com.



skpmil.com and on the websites of BSE Limited (Stock Exchange of India Limited) at www.bseindia.com.

12. 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.

13. **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.**

14. 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 M/s 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.

15. Members are requested to: -

- Quote DP ID and Client ID/Ledger Folio numbers in all their correspondence;
- Approach the RTA for consolidation of multiple ledger folios into one; and
- To avoid inconvenience, get shares transferred in joint names, if they are held in a single name and/or appoint a nominee.

16. 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.

17. 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.

18. 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.

19. 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 Partners as the Scrutinizer.

20. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses with their Depository Participant for members holding shares in electronics form. Members holding shares in physical form are requested to register their e-mail addresses with the Registrar & Share Transfer Agent for the purpose of receiving the Notice of AGM and Annual Report.

21. Members are requested to notify immediately any change in their address:

- to their Depository Participants (DP) in respect of shares held in dematerialized form, and
- 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.

22. Since the AGM will be held through VC/OAVM, the route map is not annexed in this notice.

23. 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:

- Commencement of remote e-voting: From 9.00 A.M. (IST) on 26.09.2020 .
- End of remote e-voting: Up to 5:00 P.M. (IST) on 28.09.2020.

24. As shares of the Company are traded under compulsory demat, members are requested to dematerialise their shareholding to avoid any inconvenience.



INSTRUCTIONS FOR REMOTE E-VOTING

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

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

▶ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

A. User ID: Enter your User ID

- 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 Event No + 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. 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/ members holding shares in **CDSL demat account shall provide either ‘C’ or ‘D’, above**
- Shareholders/ members holding shares in **NSDL demat account shall provide ‘D’, above**
- Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘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).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.
4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon for Shree Krishna Paper Mills & Industries Limited/Event number “200146”
5. E-voting page will appear.

6. 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).
7. 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.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL 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.

If you have forgotten the password:

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on ‘Submit’.
- In case shareholders/members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/members 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.
- 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 the 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”. Shareholders/members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/members have any queries regarding e-voting, they may refer the Frequently Asked Questions (‘FAQs’) and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 - 4918 6000.



PROCESS AND MANNER FOR ATTENDING THE FORTY EIGHT 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).

Members can log in and join 15 minutes prior to the schedule time of the AGM and window for joining the meeting shall be kept open till the expiry of 15 minutes after the scheduled time. The Company is providing VC/OAVM facility to members to attend the AGM. The said facility will be available for 1000 Members on first come first served basis. This will not include large Members (i.e. Members with 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, chairpersons of the audit committee, nomination & remuneration committee and stakeholders’ relationship committee, auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

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 Saturday,

26.09.2020.

1. Shareholders will get confirmation on first cum first served basis depending upon the provision made by the client.
2. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
3. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
4. 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 Insta Meet:

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:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”.
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for Insta Meet and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. 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’.
5. 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.
6. 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 Insta Meet 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 from 10:30 A.M. (IST) till the expiry of 15 minutes after the AGM is over. 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 Insta Meet. 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.

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 of i.e. September 22, 2020.

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 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 result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE, Mumbai.

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

Particulars	Mr. Prakash Narayan Singh	Mr. Lal Chand Sharma	Mr. Bishwanath Pasari
DIN	00076392	00196158	00101519
Date of Birth(Age in years)	20-01-1948(72 Years)	01-01-1953(67 Years)	08-08-1930(90 Years)
Date of Appointment	01-07-2010	30-07-2002	17-12-1980
Qualification	B.Text.	Commerce Graduate	Matriculation
Experience in specific functional areas	More than 45 years of rich experience in the field of accounting, marketing, export import, finance and other allied areas.	More than 40 years of rich experience in the field of paper trading, accounts, finance and other allied areas.	Rich experience of about 67 years in trading business
Directorship held in other listed entities	NIL	NIL	NIL
Membership/ Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders’ Relationship Committee)	Member of Audit Committee, Nomination and Remuneration committee, Stakeholder Relationship Committee, Corporate Social Responsibility Committee in SKPMIL.	Audit Committee in SKPMIL	Member of Audit Committee of Bishwanath Traders and Investments Limited
Number of shares held in the Company	NIL	NIL	200
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)	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	He is father of Mr. Narendra Kumar Pasari, Managing Director of the Company
Number of Board Meeting attended during the year	As mentioned in the Corporate Governance Report	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

M/s. Radheshyam Sharma & Co, Chartered Accountants (ICAI Firm Registration No: 016172N) were appointed as Statutory Auditors of the Company by the Members at the 43rd Annual General Meeting(AGM) held on 29.09.2015 to hold office as Statutory Auditors from the conclusion of AGM held in the year 2015 till the conclusion of 48th AGM of the Company to be held in the year 2020. Accordingly, their present term gets completed on conclusion of this AGM in terms of the said approval and Section 139 of the Act, read with the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the Company (‘the Board’), in their meeting held on August 17, 2020 on the recommendation of the Audit Committee (‘the Committee’), recommended for the approval of the Members, the re-appointment of M/s. Radheshyam Sharma & Co, Chartered Accountants, as the Statutory Auditors of the Company for a period of five years from the conclusion of 48th AGM till the conclusion of the 53rd AGM. M/s. Radheshyam Sharma & Co, Chartered Accountants, Statutory Auditors have conducted the statutory audit of the Company from FY 2015-16 to FY 2019-20



and their performance was found to be satisfactory. Before recommending their re-appointment, the Committee considered various parameters like capability to serve a diverse and complex business landscape with expertise in respect of paper industry as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found them suitable to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

Board has fixed the Remuneration for statutory audit ₹ 90,000 plus applicable taxes, travelling and other out-of-pocket expenses incurred by them in connection with the statutory audit of the Company. The Board may revise the fee payable to the Statutory Auditors, as per the recommendation of the Audit Committee, as may be mutually agreed with the Statutory Auditors of the Company. The fees for services in the nature of limited review, statutory certification and other professional work etc. will be in addition to the audit fee as above. M/s. Radheshyam Sharma & Co, Chartered Accountants is a Firm Registered with the ICAI, with Firm Registration No. 016172N. M/s. Radheshyam Sharma & Co, have given their consent to act as the Statutory Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under the Act.

Item No.4

Mr. Prakash Narayan Singh (DIN: 00076392), was appointed as an Independent Director on the Board of the Company for a period of five years with effect from March 27, 2015.

Considering the fact that his first term expired on March 26, 2020 and based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on February 13, 2020 approved (subject to the approval of members by a special resolution) his appointment for second term for a period of upto 5 (Five) years with effect from March 27, 2020. Detailed process of performance evaluation of Independent Directors is included in the Corporate Governance Report of the Annual Report.

Mr. Prakash Narayan Singh (DIN: 00076392), is proposed to be re-appointed as an Independent Director for a second term of upto 5 (Five) years with effect from March 27, 2020. In terms of Section 149 of the Act, an Independent Director is eligible for reappointment for a second term on passing of a Special Resolution.

The Company has also received a declaration from Mr. Prakash Narayan Singh (DIN: 00076392), that he meets the

criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations and intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Director) Rules 2014. He has further affirmed that he is not debarred from holding the office of an Independent Director by virtue of any SEBI order or any other such Authority. In the opinion of the Board, Mr. Prakash Narayan Singh (DIN: 00076392), fulfils the conditions specified in the Act and rules made thereunder for his re-appointment as an Independent Director of the Company and is independent of the management.

Mr. Prakash Narayan Singh (DIN: 00076392), is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Details of his attendance in various Board Meetings held during the Financial Year 2019-20 are included in the Corporate Governance Report of the Annual Report.

None of the Directors/Key Managerial Personnel or their relatives except Mr. Prakash Narayan Singh (DIN: 00076392), is concerned or interested financially or otherwise in the said Resolution.

The Board of the Company recommends the resolution set out at Item No. 4 for the approval of the members as a Special Resolution.

Item No.5

Mr. Lal Chand Sharma (DIN: 00196158), was appointed as an Independent Director on the Board of the Company for a period of five years with effect from March 27, 2015.

Considering the fact that his first term expired on March 26, 2020 and based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on February 13, 2020 approved (subject to the approval of members by a special resolution) his appointment for second term for a period of upto 5 (Five) years with effect from March 27, 2020. Detailed process of performance evaluation of Independent Directors is included in the Corporate Governance Report of the Annual Report.

Mr. Lal Chand Sharma (DIN: 00196158), is proposed to be re-appointed as an Independent Director for a second term of upto 5 (Five) years with effect from March 27, 2020. In terms of Section 149 of the Act, an Independent Director is eligible for reappointment for a second term on passing of a Special Resolution.

The Company has also received a declaration from Mr. Lal



Chand Sharma (DIN: 00196158), that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations and intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Director) Rules 2014. He has further affirmed that he is not debarred from holding the office of an Independent Director by virtue of any SEBI order or any other such Authority. In the opinion of the Board, Mr. Lal Chand Sharma (DIN: 00196158), fulfils the conditions specified in the Act and rules made thereunder for his re-appointment as an Independent Director of the Company and is independent of the management.

Mr. Lal Chand Sharma (DIN: 00196158), is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Details of his attendance in various Board Meetings held during the Financial Year 2019-20 are included in the Corporate Governance Report of the Annual Report.

None of the Directors/Key Managerial Personnel or their relatives except Mr. Lal Chand Sharma (DIN: 00196158), is concerned or interested financially or otherwise in the said Resolution.

The Board of the Company recommends the resolution set out at Item No. 5 for the approval of the members as a 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, 2021, at a remuneration of Rs.75,000/- per annum plus taxes at the applicable rates and reimbursement of out of pocket expenses in connection with the audit, subject to ratification by members.

In terms of the provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be ratified by the members of the Company. Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors during the year 2020-21 as set out in the resolution for the aforesaid services to be rendered by them.

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

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

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Website: www.skpmil.com

Place: New Delhi
Date: August 17, 2020

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

Ritika Priyam
Company Secretary
Membership No.A53502