



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

Tel. : +91 11 46263200, 23261728

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

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

VOTING STARTS ON	VOTING ENDS ON
Tuesday, January 09, 2024, at 9:00 a.m. (IST)	Wednesday, February 07, 2024, at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 108 and Section 110 of the Companies Act, 2013 (“Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) and other applicable provisions of the Act and Rules, along with the General Circular No. 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 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time, for the approval of the members of Shree Krishna Paper Mills & Industries Limited (hereinafter referred to as “the Company”) through postal ballot by voting through electronic means (**remote e-Voting**) on the Resolution set out hereinafter.

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

In compliance with the provisions of Section 108, MCA Circulars and other applicable provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, SS-2 and the Regulation 44 of the Listing Regulations, the Company is pleased to offer e-Voting facility to all the members of the Company to enable them to cast their votes electronically. The Company has engaged services of M/s. Link Intime India Private Limited (“Registrar”, “RTA” or “Link Intime”) our Registrar, for facilitating e-Voting. The Resolution will be deemed to have been passed on the last date of e-Voting i.e. Wednesday, February 07, 2024. For the process and the manner in which e-Voting has to be undertaken by the members, please refer to the instructions for e-Voting provided in this Notice.

The Postal Ballot Notice is being sent only by electronic mode to those members whose email addresses are registered with the Company/Depository Participants/ Depositories in accordance with the aforesaid MCA Circulars, as on the cut-off date i.e. Friday, January 05, 2024.

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

The Board of Directors has appointed Shri Manish Kumar Bansal (Advocate), partner of Globiz Legal as Scrutinizer for conducting the Postal Ballot, through the e-Voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of the Postal Ballot/e-Voting along with Scrutinizer's Report shall be displayed on the Company's website at www.skpmil.com, website of Link Intime India Private Limited at <https://instavote.linkintime.co.in>, and website of the Stock Exchange i.e. BSE Limited, at www.bseindia.com and shall also be communicated to the Stock Exchange on which the shares of the Company are listed i.e. BSE Limited at www.bseindia.com, within two (2) working days from the conclusion of remote e-Voting i.e. on or before Friday, February 09, 2024.

SPECIAL BUSINESS:

- 1. Approval for Sale, lease or otherwise dispose of two plots of Keshwana units and, in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution :**

“RESOLVED THAT pursuant to the provisions of Section 180 (1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any

statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / dispose off Plot no: SPL-A3 (29.982 Acres) and lease Plot No: SPL-A2 (31.690 Acres) RIICO Industrial Area, Keshwana, Tehsil Kotputli, District Jaipur, Rajasthan to prospective buyer (s) on such terms and conditions at such time(s) and in such form and manner as the Board in its absolute discretion thinks fit for a consideration which the Board may deem appropriate in the best interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to deal, negotiate and sell / transfer /lease/ dispose of above said two plots as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the

Company with power to delegate to any Officers of the Company, with authorities as may be required, arranging delivery and execution of contracts, deeds, agreements and instruments”.

2. To approve the related party transactions with Packmate Green LLP, and in this regard, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for entering into agreement(s)/ contract(s)/ transaction(s) with Packmate Green LLP, a related party, for sale & purchase transaction in respect of paper and other allied products and/ or receipt/payment of commission, on the terms and conditions as specified in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and to sign, execute all such documents, agreements and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

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Tel: +91 11 46263200
E-mail: info@skpmil.com
Website: www.skpmil.com

Place: New Delhi
Date: January 04, 2024

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

Ritika Priyam
Company Secretary
Membership No. A53502

Notes:

1. A Statement pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, January 05, 2024 (“**cut-off date**”) received from the Depositories and whose e-mail address is registered with the Company/ RTA/Depositories.
3. This Postal Ballot Notice will also be available on the Company’s website at www.skpmil.com, website of the Stock Exchange, i.e. BSE Limited at www.bseindia.com, and on the website of Link Intime India Limited at <https://instavote.linkintime.co.in>.
4. Pursuant to Sections 108 and 110 of the Act, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the Company is pleased to provide the facility of remote e-Voting to all the Members as per applicable Regulations relating to e-Voting. The Company has engaged the services of Link Intime India Limited to provide e-Voting facility to its Members. The complete instructions on e-Voting facility provided by the Company are annexed to this Notice, explaining the process of e-Voting.
5. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on cut-off date.

6. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-Voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the cut-off date will only be considered eligible for the purpose of e-Voting. A person who becomes a member after the cut-off date should treat this notice for information purpose only.
7. **The remote e-Voting period commences from 9.00 a.m. (IST) on Tuesday, January 09, 2024 and ends at 5.00 p.m. (IST) on Wednesday, February 07, 2024.** The remote e-Voting will not be allowed beyond the aforesaid date and time and the remote e-Voting module shall be forthwith disabled by Link Intime India Private Limited upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
8. Institutional / Corporate Members shall be entitled to vote through their authorized representatives. Institutional / Corporate Members are requested to send a proof of authorization (Board Resolution/ Power of Attorney/Authority Letter etc.) in favour of their authorized representatives by sending an email to the Company at cs@skpmil.com , not later than 5.00 p.m. on January 31, 2024.
9. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of e-Voting i.e. Wednesday, February 07, 2024.
10. The documents referred to in this Postal Ballot Notice and the Explanatory Statement will be available for inspection electronically until last date of remote e-Voting. Members seeking to inspect the same can send an email from their registered email, to the Company at cs@skpmil.com
11. In terms of SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37 dated March 16, 2023, and SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated September 26, 2023 and SEBI/HO/IMD/IMD-IPOD1/P/CIR/2023/160 dated September 27, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/193 dated December 27, 2023 SEBI has mandated furnishing of PAN, KYC details (i.e. Postal Address with Pin Code, email address, mobile number, bank account details etc.) and nomination details by holders of physical securities in prescribed forms. In view of the same, physical Shareholders are requested to submit their PAN, full KYC details and Nomination details in prescribed Form on or before June 30, 2024. Further, SEBI has also mandated linking PAN with Aadhaar. The requirement of existing investors to link their PAN with their Aadhaar number is not applicable for Non-Resident Indians (NRI), Overseas Citizens of India (OCI) unless the same is specifically mandated by CBDT, Ministry of Finance / any other Competent Government authority. Physical Shareholders are requested to dematerialise their shareholding at the earliest, as pursuant to SEBI Circular, any investor service requests including transfer/ transmissions requests shall be processed in dematerialised mode only. Request for dematerialization can be submitted to Link Intime India Private Limited, RTA of the Company.

INSTRUCTIONS FOR REMOTE E-VOTING

As per the SEBI Circular dated December 09, 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.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
- ii) If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>.
- iii) Visit the e-Voting website of NSDL. Open web browser by typing the URL: <https://eservices.nsd.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.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com and click on New System Myeasi.
- ii) After successful login of Easi/Easiest the user will be able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
- iii) If the user is not registered for Easi/Easiest, option to register is available at <https://evoting.cdslindia.com/Evoting/EvotingLogin>.
- iv) Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

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

You can also login using the login credentials of your demat account through your Depository

Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

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

Individual Shareholders of the Company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off-date for e-Voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHAREHOLDER**’ tab and register with your following details: -
 - A. User ID:** Shareholders holding shares in physical form shall provide Event No. + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format).

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

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

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

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHAREHOLDER**’ tab.
 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-Voting. Select ‘**View**’ icon.
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 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.

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

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

Helpdesk for Individual Shareholders holding securities in demat mode:

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

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

EXPLANATORY STATEMENT

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

Item No. 1

It is informed that the Paper manufacturing unit of the Company situated at RIICO Industrial Area, Village Keshwana, Tehsil Kotputli, Distt. Jaipur (Rajasthan) consist of three plots i.e Plot No: SPL-A (29.558 Acres), Plot No: SPL-A2 (31.690 Acres) and Plot No: SPL-A3 (29.982 Acres).The production activities are being carried out on one Plot i.e Plot No: SPL-A and remaining two plots are lying vacant. To reduce the burden of interest and loan on the Company, the Board proposes to sell/dispose of Plot No: SPL-A3 (29.982 Acres) and lease Plot No: SPL-A2 (31.690 Acres) of the Company. Those Plots are presently mortgaged with the Bankers and the Company has already requested to the banker for release of those Plots.

Members of the Company are further requested to note that Section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the Company, only with the approval of the members of the Company by way of a special resolution.

The Board therefore, recommends the Special Resolution set out in Item. No 1 of the Postal Ballot Notice for approval of the members in terms of Section 180(1)(a) of the Companies Act, 2013 for reducing the financial burden of the Company.

The Board of Directors of the Company recommends the resolution set out in item No. 1 for approval of the Members as a Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the said Special Resolution.

Item No. 2

It is proposed to enter into an agreement/contract/ transaction with Packmate Grreen LLP, a related party as per the provisions of the Companies Act, 2013, for sale & purchase transactions in respect of paper and other allied products and/or receipt/payment of commission. The material terms and conditions are as follows:

Sr. No.	Particulars	Details
1	Name of the Related Party	PACKMATE GRREEN LLP
2	Nature of Relationship	Mr. Naynesh Pasari, Whole - time Director of the Company is partner in Packmate Green LLP. His wife is also Partner in this LLP.
3	Name of the Director or Key Managerial Personnel who is related, if any	Mr. Narendra Kumar Pasari, Managing Director and Mr. Naynesh Pasari, Whole - time Director designated as Executive Director. Mr. Naynesh Pasari, and his wife Mrs. Shradha Pasari have 50-50% partnership in Packmate Grreen LLP.
4	Nature, material terms, monetary value and particulars of the contract or arrangements	The Company shall enter into transaction with Packmate Grreen LLP. for purchase and/or sale of the paper and other allied products and/or receipt/payment of commission in accordance with the prices as may be agreed from time to time for value not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crores only) per annum over and above the prescribed limit under the relevant section of Companies Act for a period of ten (10) years commencing from the declaration of results of Postal ballot.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	The above mentioned transaction is in the ordinary course of business and at arm's length basis.

In terms of the provisions of Section 188 of the Companies Act, 2013 and Rules made thereunder, for entering into related party transactions where the transaction value exceed the thresholds prescribed, prior approval of the Shareholders by way ordinary resolution is required.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors of the Company recommends the resolution set out in item No. 2 for approval of the Members as an **Ordinary Resolution**.

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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: January 04, 2024