JK PAPER LTD.

Nehru House, 4 Bahadur Shah Zafar Marg, New Delhi-110002

JKP/SH/2018 24th July 2018

Electronic Filing

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

Scrip Code No. 532162

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

Symbol : JKPAPER
Series : EQ

Dear Sirs,

Re: Notice of the 57th Annual General Meeting

1. Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith copy of the Notice convening 57th Annual General Meeting of the Company scheduled to be held on Friday, 17th August, 2018 at 12.30 P.M. at the Registered Office of the Company at P.O. Central Pulp Mills - 394660, Fort Songadh, Distt. Tapi, Gujarat.

2. Further, we wish to intimate you that in compliance of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual Report for the Financial Year 2017-18 of the Company would be sent to the Stock Exchanges within twenty one working days of it being approved and adopted at the abovesaid Annual General Meeting of the Company.

Thanking you,

Yours faithfully,
For JK Paper Limited

(Suresh Chander Gupta)
Vice President & Company Secretary

Encl: a/a

C/c : (Through Speed Post)

National Securities Depository Ltd. Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013	Central Depository Services (India) Ltd. Phiroze Jeejeebhoy Towers, 28th Floor Dalal Street, Mumbai – 400 023	M/s MCS Share Transfer Agent Limited, F-65, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi – 110 020

JK PAPER LIMITED

CIN: L21010GJ1960PLC018099 Website: www.jkpaper.com
Regd. Office: P.O.Central Pulp Mills – 394 660, Fort Songadh, Dist. Tapi, Gujarat
Admin. Office: Nehru House, 4 Bahadur Shah Zafar Marg, New Delhi-110 002
Phone: 011-33001132, 23311112-5 E mail ID: sharesjkpaper@jkmail.com

NOTICE

NOTICE is hereby given that the Fifty Seventh Annual General Meeting of the Members of JK Paper Limited will be held at the Registered Office of the Company at P.O. Central Pulp Mills - 394 660, Fort Songadh, Distt. Tapi, Gujarat, on Friday, the 17th August 2018 at 12.30 P.M. to transact the following business:

1. To receive, consider and adopt the audited financial statements of the Company (including audited consolidated financial statements) for the financial year ended 31st March 2018 and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Shri Dhirendra Kumar (DIN: 00153773), who retires by rotation and, being eligible, offers himself for re-appointment.

As Special Business

4. To consider and if thought fit to pass, with or without modification(s), the following as an Ordinary Resolution:

   "RESOLVED that pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, remuneration of M/s. R.J. Goel & Co., the Cost Auditors, appointed by the Board of Directors of the Company, to conduct audit of the cost records of the Company for the financial year 2018-19 commencing 1st April 2018, of Rs. one lac, excluding G.S.T. as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the cost audit, be and is hereby ratified.

   RESOLVED further that the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things as may be deemed necessary or expedient in connection therewith and incidental thereto."

5. To consider and if thought fit to pass, with or without modification(s), the following as Special Resolution:

   "RESOLVED that pursuant to Sections 42 and 71 of the Companies Act, 2013 (the "Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Act and the rules framed thereunder, as may be applicable (including any statutory modifications or re-enactments thereof for the time being in force), and in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the Memorandum of Association and the Articles of Association of the Company, or any other law, rules, guidelines, regulations for the time being in force and any other circulars, notifications and/or clarifications issued by any relevant authority (including any statutory modifications or re-enactments thereof for the time being in force), and subject to such terms, conditions and modifications as may be considered necessary and proper by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee of the Board, authorised by the Board in this regard), consent of the Members of the Company be and is hereby accorded for making offer(s), invitations, issue and allotment of Indian Rupee denominated rated/unrated, secured/unsecured, listed/unlisted redeemable Non-Convertible Debentures (hereinafter referred to as the "Debentures"), for cash, on a private placement basis, in one or more tranches, for nominal value aggregating upto Rs.500,00,00,000 (Rupees five hundred crores only), during the period of 1 (one) year from the date of passing of this resolution, to bank(s), financial institution(s), international lenders, multilateral financial institutions, agencies, investors and other eligible persons, within the overall borrowing limit of Rs. 35,00,00,00,000 (Rupees thirty five hundred crore only) of the Company.

RESOLVED further that the Board be and is hereby authorised to finalise the terms of the Debentures, including but not limited to, the number of tranches, face value, the terms of the issue, issue price including premium, if any, tenor, interest rate, costs, fees and charges payable for the Debentures, security for the Debentures, without requiring any further approval of the Members of the Company.

RESOLVED further that for the purpose of giving effect to the private placement of the Debentures, the Board be and is hereby authorised to make an offer to bank(s), financial institution(s), international lenders, multilateral financial institutions, agencies, investors and other eligible persons, in accordance with the Act and rules thereunder (including any statutory modifications or re-enactments thereof), and all other law, rules, guidelines, regulations for the time being in force.

RESOLVED further that the Board be and is hereby authorised to negotiate, finalise, amend, alter, execute requisite documents, agreements, instruments, and writings and to do all such acts, deeds, matters and things as may be deemed necessary and expedient, and also to delegate all or any of the above powers to a Committee of Directors or any other officers of the Company, to give effect to the aforesaid resolutions.

RESOLVED further that a copy of this resolution may be provided to any person (including any authorised representatives, agents, consultants or officers of such person) under the signatures of a Director of the Company or Vice President & Company Secretary of the Company."

6. To consider and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:

   "RESOLVED that pursuant to Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Shri Bharat Hari Singhania (DIN: 00041156) aged 80 years, who has been a Director of the Company, since 21st May 2013, do continue to be a Director of the Company in the category of Non-Executive Director".

7. To consider and if thought fit to pass, with or without modification(s), the following resolution as a "Special Resolution:

   "RESOLVED that pursuant to Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Shri Dhirendra Kumar (DIN: 00153773) aged 75 years, who has been a Director of the Company since 30th October 2001, liable to retire by rotation, do continue to be a Director of the Company in the category of Non-Executive Director".

8. To consider and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:

   "RESOLVED that pursuant to Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Shri Arun Bharat Ram (DIN: 00694766) aged 77 years, who has been a Non Executive Independent Director of the Company, since 27th September 2014, do continue to be a Director of the Company in the category of Non-Executive Independent Director upto the conclusion of the Annual General Meeting of the Company to be held in the year 2019".

9. To consider and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:

   "RESOLVED that pursuant to Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Shri M.H. Dalmia (DIN: 00009529) aged 77 years, who has been a Non Executive Independent Director of the Company, since 27th September 2014, do continue to be a Director of the Company in the category of Non-Executive Independent Director upto the conclusion of the Annual General Meeting of the Company to be held in the year 2019."

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

By Order of the Board

Suresh Chander Gupta
Vice President & Company Secretary

Date: 16th July 2018

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

   A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Statement pursuant to Section 102 of the Companies Act 2013 (Act), setting out the material facts concerning Item Nos. 4 to 9 of the Notice, is annexed hereto.

3. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting (AGM) are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the AGM.

4. Relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available for inspection by the members at the Registered Office/Administrative Office of the Company on any working day between 2 P.M. to 4 P.M. upto and including the date of the AGM and also at the venue of the meeting.

5. The Register of Members and the Share Transfer Books of the Company have been closed from 10th August 2018 to 17th August 2018 (both days inclusive).

6. The Dividend for the financial year ended 31st March 2018 of Rs. 2.50 per Equity Share (25%) on 17,82,43,585 fully paid equity shares of Rs. 10/- each, as recommended by the Board of Directors, if declared at the AGM, will be paid within three weeks of the date of the AGM to those members whose names are borne on the Register of Members of the Company on 17th August 2018 or to their mandatees. In respect of shares held by the Members in dematerialised form, the dividend will be paid on the basis of details of beneficial ownership to be received from the Depositories for this purpose.

7. In furtherance of the Go Green Initiative of the Government, electronic copy of the Annual Report for 2017-18, the Notice of the 57th AGM of the Company along with Admission Slip and Proxy Form are being sent to all the members whose email addresses are registered with the Company/Depository Participants. Physical copy of the aforesaid documents may be sent on request by any such Member.

8. Physical copy of the Annual Report for 2017-18, the Notice of the 57th AGM of the Company along with Admission Slip and Proxy Form are being sent to those members who have not registered their e-mail addresses with the Company/Depository Participants. The Annual Report for 2017-18 and the Notice of the 57th AGM along with Admission Slip and Proxy Form will also be available on the Company's website www.jkpaper.com.

9. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.

10. Appointment of Director:

Brief resume of the Director proposed to be re-appointed (Item No. 3 of the Notice) is given hereunder:

Name	Shri Dhirendra Kumar
Age (Years)	75
DIN	00153773
Qualification	B.E., New York University (U.S.A.)
Expertise in specific functional areas	Businessman
Date of appointment on the Board of the Company (JK Paper Ltd.)	30.10.2001
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	(a) SPBP Tea Plantation Limited (b) Contemporary Polysacks Limited (c) R D Tea Limited (d) Bengal Tea & Fabrics Limited (e) The Scottish Assam (India) Limited
Membership/Chairmanship of committees of other public companies [includes only Audit Committee and Stakeholders' Relationship Committee in terms of Regulation 26 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]	Member – Audit Committee & Stakeholders' Relationship Committee of Bengal Tea & Fabrics Limited
Number of Equity Shares held in the Company	Nil
Relationship with other Directors and Key Managerial Personnel	Nil
Number of Board Meetings attended during the F.Y. 2017-18	Four

11. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 14, 2017.

12. Remote e-Voting procedure

    In compliance with the provisions of Section 108 of the Companies Act, 2013 read with relevant rules thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members, facility to exercise their right to vote at the 57th AGM by electronic voting system from a place other than the venue of the meeting ("remote e-voting") and the businesses may be transacted through remote e-voting services provided by Central Depository Services (India) Limited (CDSL). Remote e-voting is optional. The facility for voting by ballot/polling paper shall also be made available at the AGM and members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right to cast vote at the AGM.

    The instructions for members for remote e-voting are as under:-

    (i) The voting period begins on 14th August 2018 from 10:00 A.M. and ends on 16th August 2018 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized

form, as on the cut-off date of 7th August 2018, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the AGM date may attend the AGM but would not be entitled to vote at the AGM.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on Shareholders / Members

(v) 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.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on sticker pasted on the envelope of this Notice. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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. 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 as mentioned in instruction (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) 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.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN of JK Paper Limited.

(xiii) 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) If Demat account holder has forgotten the changed 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.

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

(xxi) 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 i.e. 7th August 2018 may follow the same instructions as mentioned above for remote e-voting.

(xxii) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com. The contact details of official responsible to address grievances connected with remote e-voting are Shri Rakesh Dalvi, Manager, Central Depository Services

(India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai – 400013.; Phone No. 1800225533or write an email to helpdesk.evoting@cdslindia.com.

(xxiii) The 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 of 7th August 2018 and a person who is not a member as on a cut off date should treat the Notice for information purpose only.

(xxiv) The Company has appointed Mr. Namo Narain Agarwal, Practising Company Secretary (Membership No. FCS-234) as Scrutinizer to scrutinize the voting (at AGM venue) and remote e-voting process in a fair and transparent manner.

(xxv) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two (2) witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the results of the voting forthwith.

13. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut off date i.e., 7th August 2018 and who has not cast vote by remote-voting and being present at the AGM either personally or through proxy, only shall be entitled to vote at the AGM. Ballot papers will be available at the venue of the AGM.

14. The Results declared alongwith the consolidated Scrutinizer's report shall be placed on the website of the Company www.jkpaper.com and on the website of CDSL e-voting www.evotingindia.com and shall simultaneously be forwarded to the concerned Stock Exchanges. The result of the voting will also be displayed at the Notice Board at the Registered Office and the Administrative Office of the Company.

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

1. The Board at its meeting held on 14th May 2018, as recommended by the Audit Committee, has appointed M/s. R.J. Goel & Co., Cost Accountants, as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2018-19 commencing 1st April 2018 at a remuneration of Rs. one lac, excluding G.S.T. as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the cost audit.

2. In accordance with the provisions of Section 148 of the Companies Act 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration as mentioned above, payable to the Cost Auditors has to be ratified by the Members of the Company.

3. The resolution is accordingly recommended for approval of the Members.

4. None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid resolution.

Item No. 5

1. In terms of Sections 42 and 71 of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, a Company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe to the securities has been previously approved by the shareholders of the Company by a special resolution. In case of an offer or invitation to subscribe to non-convertible debentures on private placement basis, the Company can obtain previous approval of its shareholders by means of a special resolution once a year for all the offers or invitations for such non-convertible debentures during the year.

2. For the purpose of proposed expansion project at Unit CPM, other capital expenditures of the Company, future growth opportunities, and refinancing of existing high cost debt, the Company may offer or invite subscription to secured/unsecured redeemable non-convertible debentures, in one or more tranches on a private placement basis.

3. A resolution therefore is being sought, to borrow funds by offer or invitation to subscribe rated/unrated, listed/unlisted, secured/unsecured redeemable non-convertible debentures of the aggregate nominal value of upto Rs. 500,00,00,000 (Rupees five hundred crores only) in dematerialised form on a private placement basis, in one or more tranches ("Debentures"). This resolution would be valid for a period of one year from the date of the passing of this resolution at this Annual General Meeting (AGM).

4. The terms and conditions at which the Debentures will be issued will be determined by the Board of Directors of the Company in accordance with applicable law and in consultation with the appropriate advisors.

5. The Resolution is accordingly recommended for approval of the Members as a Special Resolution.

6. None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested financially or otherwise, in the aforesaid resolution.

7. Relevant documents would be available for inspection by the Members at the Registered Office/Administrative Office of the Company on any working day between 2.00 P.M. to 4.00 P.M. upto and including the date of AGM and also at the venue of the meeting.

Item No. 6

1. Shri Bharat Hari Singhania has been a Director of the Company since 21st May 2013 and holds the position of Chairman of the Company (Non-Executive) since then.

2. Pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Applicable w.e.f. 1st April 2019), the Company is required to take approval of the Members by means of a Special Resolution for continuation of Directorship of Shri Bharat Hari Singhania, who is aged 80 years, by giving justification thereof. The resolution is accordingly recommended for approval of the Members by means of a Special Resolution.

3.1 Shri Bharat Hari Singhania, is an Industrialist with about 61 years of experience in managing various industries including Cement, Automotive Tyres, Paper, Jute, Synthetics, Paints, high yielding Hybrid Seeds, Audio Magnetic Tapes, Sugar, etc.

3.2 Shri Bharat Hari Singhania is also the Chairman of Bengal & Assam Company Ltd. and JK Agri-Genetics Ltd., Chairman & Managing Director of JK Lakshmi Cement Ltd., Managing Director of JK Tyre & Industries Ltd. and Director of other Companies. He is also Chancellor of JK Lakshmipat University, Jaipur.

3.3 Shri Bharat Hari Singhania is also the President of J K Organisation, an Industrial Group founded over 100 years ago. The Group is a multi-business, multi-product and multi-location group.

3.4 Shri Bharat Hari Singhania was the past President of Indian Chamber of Commerce, past Chairman of Indian Jute Mills Association and Indian Jute Industries Research Association, Kolkata and has been involved with a large number of industry and professional bodies. He has been a Member of various Government bodies and Trade delegations. He has travelled widely in India & overseas and has intense knowledge of various industries and finance sector.

3.5 Shri Bharat Hari Singhania is heading various philanthropic organisations of JK Group such as Lakshmipat Singhania Education Foundation, Lakshmipat Singhania Medical Foundation and Pushpawati Singhania Hospital & Research Institute. He is also actively associated with many other Academic Institutions which are run by JK Group. He has a passion for promoting educational institutions, health care, cultural & philanthropic activities in various parts of the country.

3.6 With a progressive attitude and inherent leadership skills, Shri Singhania has provided strategic direction to the Company and immensely contributed in its functioning and growth. As a Chairman of the Board, Shri Singhania has harmoniously conducted the meetings, actively participated in discussions and ensured that the policies, processes and compliances are strengthened in the Company, benchmarked with the best and duly observed.

4. Keeping in view vast business experience and knowledge of Shri Singhania, it will be in the interest of the Company to continue his directorship. Accordingly, Board recommends his continuation as a Director of the Company in the category of Non-Executive Director.

5. Except Shri Bharat Hari Singhania, Chairman 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 Resolution.

6. Relevant documents would be available for inspection by the Members at the Registered Office/Administrative Office of the Company on any working day between 2.00 P.M. to 4.00 P.M. upto and including the date of AGM and also at the venue of the meeting.

Item No. 7

1. Shri Dhirendra Kumar has been a Director of the Company since 30th October 2001, liable to retire by rotation.
2. Pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Applicable w.e.f. 1st April 2019), the Company is required to take approval of the Members by means of a Special Resolution for continuation of Directorship of Shri Dhirendra Kumar, who is aged 75 years, by giving justification thereof. The resolution is accordingly recommended for approval of the Members by means of a Special Resolution.
3. Shri Dhirendra Kumar is B.E (Mech) from New York University, and has vast experience in the business of Tea and is an eminent personality of Tea Industry. Mr. Kumar is associated with a number of Chambers/Organizations, including Tea Association of India, Indian Tea Association, Calcutta Tea Traders Association, Bharat Chamber of Commerce etc. He has also held the position of president of Bharat Chamber of Commerce and Tea Association of India. He is holding directorship in a number of companies in the private sector.
4. Keeping in view vast industry experience of Shri Dhirendra Kumar, it will be in the interest of the Company to continue his directorship. Accordingly, Board recommends his continuation as a Director of the Company in the category of Non-Executive Director.
5. Except Shri Dhirendra Kumar and his 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 Resolution.
6. Relevant documents would be available for inspection by the Members at the Registered Office/Administrative Office of the Company on any working day between 2.00 P.M. to 4.00 P.M. upto and including the date of AGM and also at the venue of the meeting.

Item No 8

1. Shri Arun Bharat Ram has been a Non Executive Independent Director of the Company since 27th September 2014.
2. Pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Applicable w.e.f. 1st April 2019), the Company is required to take approval of the Members by means of a Special Resolution for continuation of Directorship of Shri Arun Bharat Ram, who is aged 77 years, by giving justification thereof. The resolution is accordingly recommended for approval of the Members by means of a Special Resolution.

3.1 Shri Arun Bharat Ram, Chairman of SRF Limited, is an alumna of the University of Michigan, USA, from where he graduated in Industrial Engineering. As Chairman of SRF Limited, Sh. Arun Bharat Ram is credited with turning his family owned multi-business organization into a world class conglomerate. Today, SRF's business portfolio covers Fluorochemicals, Specialty Chemicals, Packaging Films, Technical Textiles and Engineering Plastics.

3.2 Sh. Arun Bharat Ram also serves as the Chairman of SRF Foundation which runs one of the largest community programs in the Country, imparting education and vocational training programs to underprivileged children and youth and also works in the areas of creating awareness on issues related to health and hygiene, natural resource

management and affirmative action on a sustainable basis. He is also the Chairman of Lady Shri Ram College for Women in Delhi and The Shri Ram Schools in Delhi and Gurgaon.

4. Keeping in view vast knowledge and experience of Shri Arun Bharat Ram, it will be in the interest of the Company to continue his directorship. Accordingly, Board recommends his continuation as a Director of the Company in the category of Non-Executive Independent Director upto the conclusion of the Annual General Meeting of the Company to be held in the year 2019.

5. Except Shri Arun Bharat Ram and his 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 Resolution.

6. Relevant documents would be available for inspection by the Members at the Registered Office/Administrative Office of the Company on any working day between 2.00 P.M. to 4.00 P.M. upto and including the date of AGM and also at the venue of the meeting.

Item No 9

1. Shri M.H.Dalmia has been a Non Executive Independent Director of the Company since 27th September 2014.

2. Pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Applicable w.e.f. 1st April 2019), the Company is required to take approval of the Members by means of a Special Resolution for continuation of Directorship of Shri M.H.Dalmia, who is aged 77 years, by giving justification thereof. The resolution is accordingly recommended for approval of the Members by means of a Special Resolution.

3. Shri M.H. Dalmia is a leading Indian businessman, from a prominent business family with consolidated revenue of US$250 million. He leads a number of companies with diversified interests, including cement, industrial ceramics, mechanical engineering and mining. He has led Group in various sectors and international operations and has held leadership positions in various Indian business associations. He is a Bachelor of Chemical Engineering from Jadavpur University (1961), Calcutta and was awarded gold medal for top rank. He is President, OCL India Ltd. a leading cement and industrial ceramics company. He is also a Director of other companies.

4. Keeping in view vast experience of Shri M.H.Dalmia, it will be in the interest of the Company to continue his directorship. Accordingly, Board recommends his continuation as a Director of the Company in the category of Non-Executive Independent Director upto the conclusion of the Annual General Meeting of the Company to be held in the year 2019.

5. Except Shri M.H.Dalmia and his 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 Resolution.

6. Relevant documents would be available for inspection by the Members at the Registered Office/Administrative Office of the Company on any working day between 2.00 P.M. to 4.00 P.M. upto and including the date of AGM and also at the venue of the meeting.

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

By Order of the Board

Suresh Chander Gupta
Vice President & Company Secretary

Date: 16th July 2018

FOR ATTENTION OF THE MEMBERS

1. Members/Proxies should bring the Admission Slip sent herewith duly filled in for attending the Meeting.

2. For prompt attention, requests for transfer of Equity Shares and related correspondence should be addressed to the Company's Registrar & Share Transfer Agent (RTA): M/s MCS Share Transfer Agent Ltd, F–65, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi 110 020. For other matters, kindly write to the Secretarial Department of the Company at Gulab Bhawan (Rear Block) 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi- 110002.

3. Please check the address including the Pin code in the address slip pasted on the envelope and advise correction, if any, therein. Also please do indicate the Pin Code number of your delivery post office while notifying change in your address to RTA where shares are held in physical form.

4. SEBI has mandated that securities of listed companies can be transferred only in dematerialised form from December 2018 onwards. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form. Dematerialisation facility is available both on NSDL and CDSL. Company's ISIN No. is INE789E01012.

5. Members having multiple folios are requested to write to the RTA for consolidation of the Folios.

6. Dividend Warrants:

   As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is mandatory for the company to print the bank account details of the investors in dividend payment instrument. Accordingly, the Members are requested to register/update their correct bank account details with the Company/RTA/Depository Participant, as the case may be.

7.1 Unclaimed dividends - Transfer to Investor Education and Protection Fund:

   Pursuant to the provisions of Section 124 read with Section 125 and other applicable provisions, if any, of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of 7 years from the date the dividend became due for payment is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. Accordingly, the Company had, during the financial year 2017-18, transferred the unpaid and unclaimed dividend amount, pertaining to Financial Year 2009-10 (Final Dividend) and Financial Year 2010-11 (Interim Dividend), to the IEPF.

   The unclaimed Dividend for the financial year ended 31st March 2012 will become due for transfer to the IEPF on 13th August 2019.

   Members who have not claimed their Dividend for the Financial Years 2011-12 onwards may send their unclaimed Dividend Warrants for revalidation/write to the Secretarial Department of the Company at the address given at point no. 2 above.

7.2 Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of 30 days of such shares becoming due to be transferred to the IEPF

Account. Accordingly, the Company has, during financial year 2017-18, transferred 12,021 Equity Shares of Rs. 10/- each to the IEPF Account on which the dividends had remained unpaid or unclaimed for seven consecutive years or more as on the due dates of transfer, i.e. October 31, 2017 and January 28, 2018, after following the prescribed procedure.

8. As mandated by SEBI, Members holding shares in physical form are required to submit their Permanent Account Number (PAN) and Bank details to the RTA/Company, if not registered with the Company.

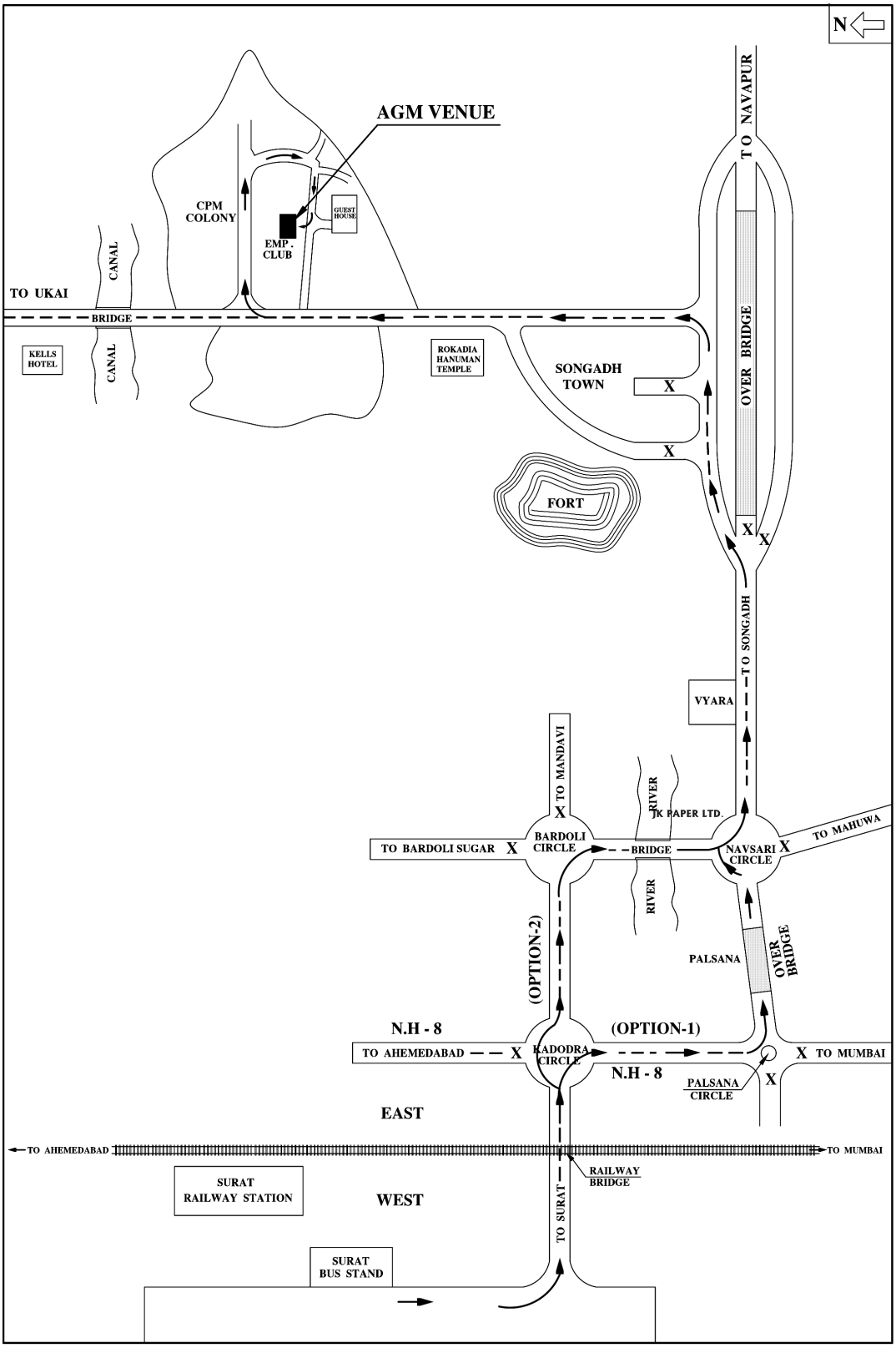
9. Nomination: Pursuant to Section 72 of the Companies Act, 2013, individual Members holding Equity Shares of the Company either singly or jointly may nominate an individual to whom all the rights in the Shares in the Company shall vest in the event of death of the sole/all joint Members. Member holding shares in physical form, may send their nomination in the prescribed Form SH-13, duly filled in, to the Secretarial Department at the address mentioned above. Members holding shares in dematerialised form are requested to contact their Depository Participant for recording their nomination.

10. Members are requested to quote their Folio No./DP ID- Client ID and details of shares held in physical/demat mode, e-mail ids and Telephone No. for prompt reply to their communications.

11. This Notice also contains a route map of the venue of AGM.

JK PAPER LIMITED

ROUTE MAP TO VENUE OF AGM TO BE HELD ON 17th August 2018



JK PAPER LIMITED

CIN: L21010GJ1960PLC018099 Website: www.jkpaper.com
Regd. Office: P.O.Central Pulp Mills – 394 660, Fort Songadh, Dist. Tapi, Gujarat
Admin. Office: Nehru House, 4 Bahadur Shah Zafar Marg, New Delhi-110 002
Phone: 011-33001132, 23311112-5, E mail ID: sharesjkpaper@jkmail.com

ADMISSION SLIP

Folio No.	DP ID #
No. of Shares held	Client ID #

I hereby record my presence at the 57th Annual General Meeting of the Company being held at P.O. Central Pulp Mills – 394660, Fort Songadh, Distt. Tapi, Gujarat on Friday, the 17th August, 2018 at 12.30 P.M.

Name of the Member (in block letters)	
Name of the Proxy-holder/ Authorised representative* (in block letters)	

Applicable for investors holding shares in dematerialised form.
* Strike out whichever is not applicable.

Signature of the Member/Proxy/Authorised representative*

Notes:
1. A Member/Proxy/Authorised representative wishing to attend the meeting must complete this Admission Slip before coming to Meeting and hand it over at the entrance.
2. If you intend to appoint a proxy, please complete, stamp, sign and deposit the Proxy Form given below at the Company's Registered Office at least 48 hours before the time fixed for the Meeting.

JK PAPER LIMITED

CIN: L21010GJ1960PLC018099 Website: www.jkpaper.com
Regd. Office: P.O.Central Pulp Mills – 394 660, Fort Songadh, Dist. Tapi, Gujarat
Admin. Office: Nehru House, 4 Bahadur Shah Zafar Marg, New Delhi-110 002
Phone: 011-33001132, 23311112-5, E mail ID: sharesjkpaper@jkmail.com

PROXY FORM

Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014.

Name of the Member(s) :	
Registered address :	
E-mail Id :	
Folio No./ DP ID/Client Id :	

I / We ..... being the member(s) of JK Paper Limited, holding..... shares hereby appoint :

(1) Name ..... Address .....
E-mail Id ..... Signature ..... or failing him/her

(2) Name ..... Address .....
E-mail Id ..... Signature ..... or failing him/her

(3) Name ..... Address .....
E-mail Id ..... Signature .....

as my/ our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 57th Annual General Meeting of the Company to be held on Friday, the 17th August 2018 at 12.30 P.M. at P.O. Central Pulp Mills – 394660, Fort Songadh, Distt. Tapi, Gujarat and at any adjournment thereof in respect of the resolutions as are indicated below:

Resolution Number	Resolution
1	Consideration and adoption of audited Financial Statements (including consolidated financial statements) for the financial year ended 31st March 2018 and the Reports of the Board of Directors and Auditors thereon.
2	Declaration of Dividend.
3	Re-appointment of Sh. Dhirendra Kumar (DIN: 00153773) as a Director, who retires by rotation.
4	Ratification of remuneration payable to M/s R.J.Goel & Co., Cost Auditors for the financial year ending 31st March 2019.
5	Issue of NCDs upto Rs. 500 crore on private placement basis.
6	Continuation of Shri Bharat Hari Singhania (DIN: 00041156) to be a Non-Executive Director of the Company.
7	Continuation of Shri Dhirendra Kumar (DIN: 00153773) to be a Non-Executive Director of the Company.
8	Continuation of Shri Arun Bharat Ram (DIN: 00694766) to be a Non-Executive Independent Director of the Company.
9	Continuation of Shri M.H. Dalmia (DIN: 00009529) to be a Non-Executive Independent Director of the Company.

Signed this ..... day of ..... 2018.

AFFIX REVENUE STAMP

Signature of Shareholder(s):_____ Signature of Proxy holder(s):_____

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. A Proxy need not be a member of the Company.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company. A member holding more than 10% of the total share capital of the company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. A proxy holder may vote either for or against each resolution.