



JKP/SH/2015

9th September 2015

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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 Sir,

Sub: **Gist of Proceedings of the Extra Ordinary General Meeting held on 2nd September 2015**

The Gist of proceedings of the Extra Ordinary General Meeting (EGM) of the Members of the Company which was duly held on Wednesday, the 2nd September 2015 at 2.30 P.M at the Registered Office of the Company at P.O. Central Pulp Mills- 394660, Fort Songadh, Dist. Tapi, Gujarat, are as under:

1. The members present at the EGM elected Shri O.P.Goyal, Whole-time Director of the Company as the Chairman of EGM.
2. Shri O.P.Goyal, Whole-time Director, chaired the EGM. Shri Udayan Bose, Chairman of the Audit Committee and member of Nomination and Remuneration Committee of the Company was also present at the EGM. The Statutory Auditors from M/s S.S.Kothari Mehta & Co. and Mr. Namo Narain Agarwal, the Secretarial Auditor of the Company were also present at the EGM.
3. Requisite quorum being present, the meeting was called to order. Total 52 Members were present in person or through their authorized representatives and 8 members through their proxies attended the EGM as per the records of Attendance.
4. The Chairman gave an overview to the Members of the proposed issue of 1,19,10,000 Equity Shares of Rs. 10/- each of the Company to the Promoter and constituents of the Promoter Group of the Company on preferential basis for cash at a price of Rs.42/- each (including premium of Rs.32/- each) determined in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 with respect to the relevant date i.e., 3rd August 2015.

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Regd. Office : P.O. Central Pulp Mills, Fort Songadh, Dist. Tapi (Guj.)-394660

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5. The Chairman also apprised the Members that the said Preferential issue is being made with a view to augment the net worth of the Company, which would also strengthen the financial base of the Company and maximize overall value for all shareholders of the Company.

6. The Chairman informed the Members that the certificate dt. 20.08.2015 of M/s S.S.Kothari Mehta & Co., Auditors of the Company certifying that this preferential issue is being made in accordance with the requirements of SEBI (ICDR) Regulations, as placed on the table was open and accessible to the Members.

7. The Chairman further informed the Members that the Company in point no. 2 of para B(e) at page no. 5 of the Statement annexed with the Notice had already clarified that M/s J.K. Fenner (India) Limited, one of the proposed allottees, is a subsidiary of M/s Bengal & Assam Company Limited. But as advised by BSE Ltd., a letter dt. 28.08.2015 submitted by the Company to BSE Ltd., confirming that 88% Equity Shares of J.K.Fenner (India) Ltd., one of the proposed allottees, are held by Bengal & Assam Company Limited was placed on the table and was open and accessible to the Members. Accordingly, no further disclosure is required to the Members pursuant to the SEBI Circular MIRSD/2/2013 dt. 24.01.2013 and proviso to Regulation 73(1)(e) of SEBI (ICDR) Regulations, 2009.

8. The Chairman further informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 and rules made thereunder read with Clause 35B of the Listing Agreement with the Stock Exchanges, the Company had provided electronic voting facility from a place other than the venue of the meeting ("remote e-voting") to the Members of the Company in respect of business to be transacted at the EGM. The remote e-voting commenced on 30th August 2015 from 9.00 A.M. and concluded on 1st September 2015 at 5.00 P.M. Shri Namo Narain Agarwal, Practicing Company Secretary, who was appointed as the Scrutinizer to conduct the voting through Poll and remote e-voting process, was present at the EGM.

9. The Chairman then ordered for a voting by Poll on the Special Resolution contained in the EGM Notice, as under and advised Shri Namo Narain Agarwal, the Scrutiniser, to conduct the Poll process in a fair and transparent manner:

Special Resolution for Issue of 1,19,10,000 Equity Shares of the Company to the Promoter and constituents of the Promoter Group of the Company on a preferential basis as per applicable SEBI Regulations. **(Special Resolution)**.

10. The Scrutiniser began the Poll process by distributing Ballot Papers to the Members and Proxies present.

11. The Chairman further informed the Members that the Scrutiniser would conduct the Poll and Final Results would be declared by Shri Suresh Chander Gupta, Company Secretary, who has been authorized by the Chairman in this regard, after combining the results of both the remote e-voting and the Poll being conducted as aforesaid, and the same would also be posted on the website of the Company by 4th September 2015. The said results, would also be simultaneously sent to BSE Limited, National Stock Exchange of India Ltd. and Central Depository Services (India) Ltd. for placing on their websites, as required.



JK PAPER LTD.

There being no other item of business, the Meeting concluded with a vote of thanks to the Chairman.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For JK Paper Ltd.

(Suresh Chander Gupta)
Company Secretary

P.S. Final Result: The abovesaid Special Resolution was duly passed by the Members with requisite majority as informed separately vide our letter dtd. 4th September 2015 to your exchange(s) and put on the Company's website "www.jkpaper.com" and on the website of CDSL "www.cdslindia.com".

