Kuantum Papers Ltd

The Paper Makers

KPL/SE
16/07/2020

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai 400 001 Scrip Code: **532937** Scrip ID: **KUANTUM**	National Stock Exchange of India Limited Exchange Plaza Plot No. C/1, G Block, Bandra-Kurla Complex Bandra (East) Mumbai 400 051 Trading Symbol: "**KUANTUM- EQ**"

Sub: **Notice of the 23rd Annual General Meeting to be held on 7th August 2020**

Dear Sir,

Pursuant to Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith copy of the Notice of the 23rd Annual General Meeting of the Company being sent to the members by the permitted mode(s).

This is also uploaded on the Company's website www.kuantumpapers.com

Thanking you,

Yours faithfully,
For **Kuantum Papers Ltd**

(Vivek Trehan)
Company Secretary
Encl: a/a

Kuantum Papers Ltd
The Paper Makers
Regd.Office:- Saila Khurd 144529, Distt. Hoshiarpur, Punjab
E-Mail:-kuantumcorp@kuantumpapers.com
Website: www.kuantumpapers.com
CIN: L21012PB1997PLC035243

N O T I C E

NOTICE is hereby given that the 23rd Annual General Meeting of the members of Kuantum Papers Limited will be held on Friday, 7th August 2020 at 11.30 am to transact through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2020 together with the Reports of the Board of Directors and Auditors thereon.

2. To declare dividend on the Preference and Equity Shares.

3. To appoint a Director in place of Shri Jagesh Kumar Khaitan (DIN: 00026264), who retires by rotation and being eligible, offers himself for re-appointment.

4. To consider and if thought fit, to pass with or without modifications, the following resolution as ORDINARY RESOLUTION:

   RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) M/s O P Bagla & Co. LLP, Chartered Accountants, (Firm Registration No. 000018N/N500091), be and are hereby appointed as Statutory Auditors of the Company, (in place of M/s BSR & Co, LLP, Chartered Accountants, the retiring Auditor, Firm Registration No. 101248W/W-100022) for a term of five years commencing from the Company's financial year commencing from FY 2020-21 to hold office from the conclusion of the 23rd Annual General Meeting of the Company till the conclusion of the 28th Annual General Meeting on such remuneration plus applicable taxes, out-of-pocket expenses etc., as may be determined by the Audit Committee and Board of Directors of the Company.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modifications, the following resolution as SPECIAL RESOLUTION:

   "RESOLVED that pursuant to the provisions of Section 196, 197, 198 and 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, if applicable, and subject to the approval of Central Government, if required, and pursuant to the recommendation of Nomination and Remuneration Committee and the Board, the consent and approval of the Company be and is hereby accorded to the re-appointment of Shri Jagesh Kumar Khaitan (DIN No. 00026264), as Chairman of the Company w.e.f. 17th July 2020 for a period of five years on the remuneration, commission, perks and other terms & conditions, as contained in the draft agreement/draft letter of re-appointment and as set out in the Explanatory Statement annexed hereto.

   RESOLVED FURTHER that consent of the shareholders of the company be and is hereby accorded for the remuneration and perquisites within the limits as set out in the draft letter of re-appointment/draft agreement be paid and allowed to Shri Jagesh Kumar Khaitan (DIN No.00026264), during his tenure as Chairman of the Company for any financial years as Minimum Remuneration notwithstanding any loss or inadequacy of profits, during such financial year subject to necessary compliance of schedule V and other applicable provisions of the Companies Act, 2013.

   RESOLVED FURTHER that the Board of Directors/Nomination and Remuneration Committee be and are hereby authorised to alter or vary the terms of appointment of Shri Jagesh Kumar Khaitan, including revision of remuneration, as it may, at its discretion, deem fit during his tenure, so as not to exceed the limits specified in Schedule V to the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) or any amendments made thereto.

   RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and is hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution and to file the requisite returns with the Registrar of Companies/MCA under the provisions of the Companies Act, 2013 and to intimate the stock exchanges as per listing agreement wherever required."

6. To consider and if thought fit, to pass with or without modifications, the following resolution as ORDINARY RESOLUTION:

   "RESOLVED that pursuant to Section 148(3) of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and other applicable provisions if any, consent of the shareholders be and is hereby accorded for the payment of remuneration of Rs. 1,50,000/- (Rupees One lac fifty thousand only) to M/s R.J. Goel & Co., Cost Accountants, Delhi (Firm Registration No. 000026), who were appointed as Cost Auditors by the Board of Directors in their meeting held on 03 July 2020 for carrying out Cost Audit of the Company for the financial year 2020-21, be and is hereby approved and ratified."

7. To consider and if thought fit, to pass with or without modifications, the following resolution as ORDINARY RESOLUTION:

"RESOLVED that pursuant to the provisions of Section 188, 185,186, 177 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of members of the Company be and is hereby accorded for the related party transactions with Kapedome Enterprises Limited for supply of chemicals and materials for an amount not exceeding Rs. 75 crores (Rupees Seventy Five Crore only) in a financial year.

RESOLVED FURTHER that the Board of Directors of the Company and/or a Committee thereof, be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution."

By Order of the Board
For Kuantum Papers Ltd

Vivek Trehan
Company Secretary

Regd. Office:
Paper Mill, Saila Khurd
Distt. Hoshiarpur, Punjab

Dated: 03 July 2020

NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") has permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.

2. Since, the AGM is being conducted through VC/OAVM, there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available

3. Corporate members intending to attend the AGM through authorised representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorising the representatives to attend and vote at the Annual General Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to sikkasushil@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com

4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

5. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 is annexed.

6. Additional information, pursuant to Regulation 36 (3), of the Listing Regulations, in respect of directors reappointing at the Annual General Meeting and Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of special business under item numbers 05 of the Notice is appended hereto and forms part of this Notice.

7. a) The Register of Members and Share Transfer Books of the Company will remain closed from 1st August, 2020 to 7th August, 2020 (both days inclusive).
   b) The remote e-voting period commences on Tuesday, August 4, 2020 (09:00 am) and ends on Thursday, August 6, 2020 (05:00 pm). No e-voting shall be allowed beyond the said date and time. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 31, 2020, may cast their vote by remote e-voting

8. Shareholders of the Company are informed that pursuant to the provisions of the Companies Act and the relevant rules the amount of dividend which remains unpaid/unclaimed for a period of 7 years is transferred to the 'Investor Education & Protection Fund (IEPF)' constituted by the Central Govt. Accordingly the amount of dividend which remained unpaid/unclaimed for a period of 7 years for the year 2010-11 has already been transferred to IEPF. Shareholders who have not encashed their dividend warrant(s), for the years 2014-15, 2015-16, 2016-17, 2017-18 and 2018-19 are requested to make claim with the Registrar & Share Transfer Agent of the Company immediately.

9. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, **MAS Services Limited,** T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 Ph:- 011-26387281/82/83 Fax:-

011-26387384 quoting registered Folio No. (a) details of their bank account/change in bank account, if any, and (b) change in their address, if any, with pin code number.

In case share are in demat form members are requested to update their bank detail with their depository participant .

The equity share capital of the company is held by 9352 shareholders, out of which 4540 shareholders holding 98.69 % of the capital are in dematerialsed form and the balance 4478 shareholders holding 1.31% of the capital are in physical form. **The shareholders having shares in physical form are requested to dematerialize the shares at the earliest.**

10. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.

11. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to President (Finance) & CFO, atleast one week before the meeting.

12. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/address etc., the members are requested to approach the Company's Registrars and Share Transfer Agent, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/Registrar and Share Transfer Agent, members are requested to quote their folio numbers or DP ID and Client ID for physical or electronic holdings respectively.

13. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, upto the date of meeting.

14. 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 account. Members holding shares in physical form can submit their PAN to the Company/Registrar.

15. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, for consolidation into a single folio.

16. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Annual Report including audited financial statements for the financial year 2020 including notice of 23rd AGM is being sent only through electronic mode to those Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

    In case you have not registered your email id with depository or RTA you may registered your email id in following manner.

Physical Holding	Send a signed request to Registrar and Transfer Agents of the Company, MAS Services Limited at info@masserv.com providing Folio number, Name of the shareholder, scanned copy of the share certificate (Front and Back), PAN(Self attested scanned copy of PAN Card), AADHAR (Self attested scanned copy of Aadhar Card) for registering email address.
Demat Holding	Please contact your Depositary Participant (DP) and register your email address as per the process advised by DP.

As per Income Tax act amendment TDS will be deducted at source if dividend amount is more then Rs. 5000/- please submit copy of pan card if you have not submitted earliear or 15G/15H

17. Additional information, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment is annexed to the notice.

18. **Voting through electronic means:** In compliance with the provisions of Regulation 44 of the Listing Regulations and Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 Company is offering e-voting facility to its members. Detailed procedure is given in the enclosed letter.

INSTRUCTION FOR REMOTE EVOTING , EVOTING AND JOINING OF AGM THROUGH VIDEO CONFERENCING

(i) The shareholders need to visit the e-voting website http://www.evotingindia.com/.

(ii) Click on "Shareholders" module.

(iii) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

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

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

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

	For Shareholders 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) ● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence/PAN number which is mentioned in email..
Dividend Bank Details **OR** Date of	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 (iii).

Birth (DOB)	

(vii) After entering these details appropriately, click on “SUBMIT” tab.

(viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 also to be used by the demat holders for voting on resolutions of any other company for which they are eligible to vote, provided that the 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.

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

(x) Click on the EVSN for the Kuantum Papers Limited.

(xi) 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.

(xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiii) After selecting the resolution on which you have decided to vote, 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.

(xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvi) If a demat account holder has forgotten the 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.

(xvii) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting”.** The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHO WISH TO OBTAINLOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE BUT WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES :

1. For Physical shareholders- Kindly send an email with a scanned request letter duly signed by 1st shareholder, scan copy of front and back of one share certificate, copy of PAN card and Aadhar card to info@masserv.com

2. For Demat shareholders - Kindly update your email id with your depository participant and send copy of client master to info@masserv.com

INSTRUCTIONS FOR JOINING MEETING THROUGH VC:

(i) To join the meeting, the shareholders should log on to the e-voting website http://www.evotingindia.com/ and login as explained above. After logging-in, kindly click on 'live streaming' tab and you will be redirected to 'cisco' website.

In the "Name" field - Put your USERID as informed in e-email..

In the "last name" field - Enter your Name

In the "Email ID" field - Put your email ID

In the "Event password" field - Put the password as "cdsl@1234"

Click join now button.

Now screen will be displayed for downloading CISCO driver for VC. Please click on run temporary file download. Downloading of driver will be start open driver and click on run.

Event will start and you will be in the AGM through Video conferencing.

You can join meeting through laptop, tablet, and desktop.In case you want to join through mobile, you need to download the webex meet app from the respective play store .

PRE-REQUISITE FOR JOINING OF MEETING THROUGH DESKTOP OR LAPTOP:

1. System requirement:

✓ Windows 7, 8 or 10

✓ I3

✓ Microphone, speaker

✓ Internet speed minimum 700 kbps

✓ Date and time of computer should be current date and time

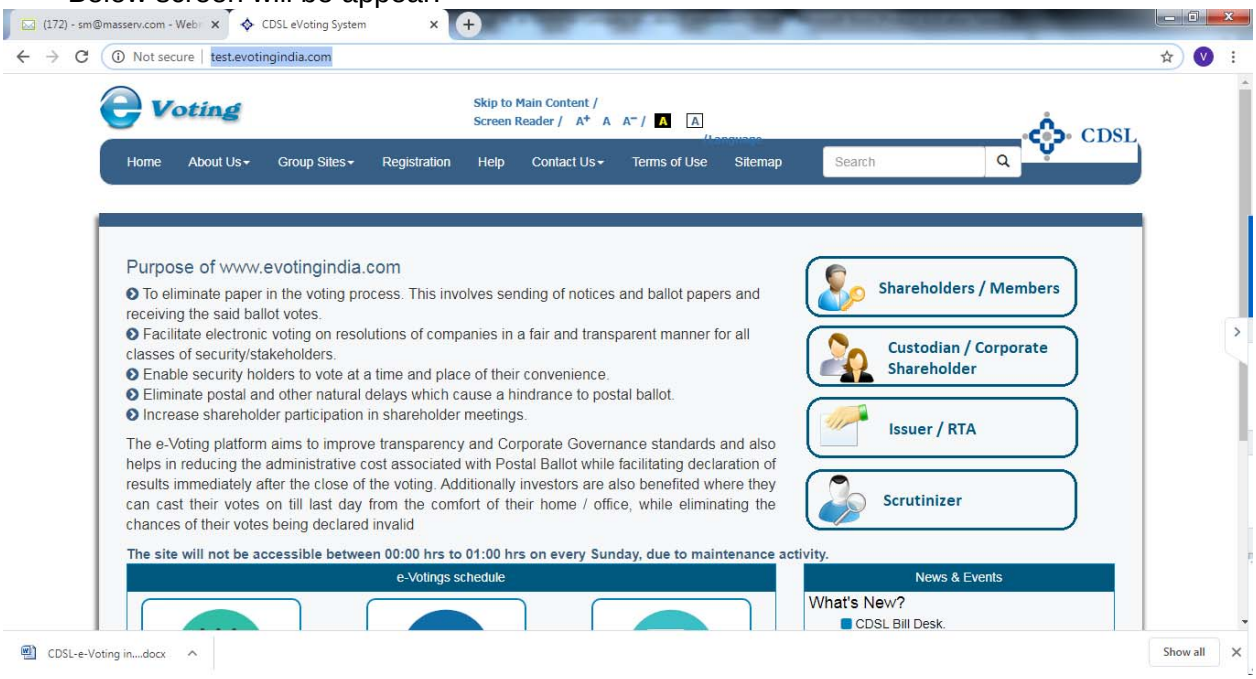
PRE-REQUISITE FOR JOINING OF MEETING THROUGH MOBILE:

✓ Please download webex application from play store

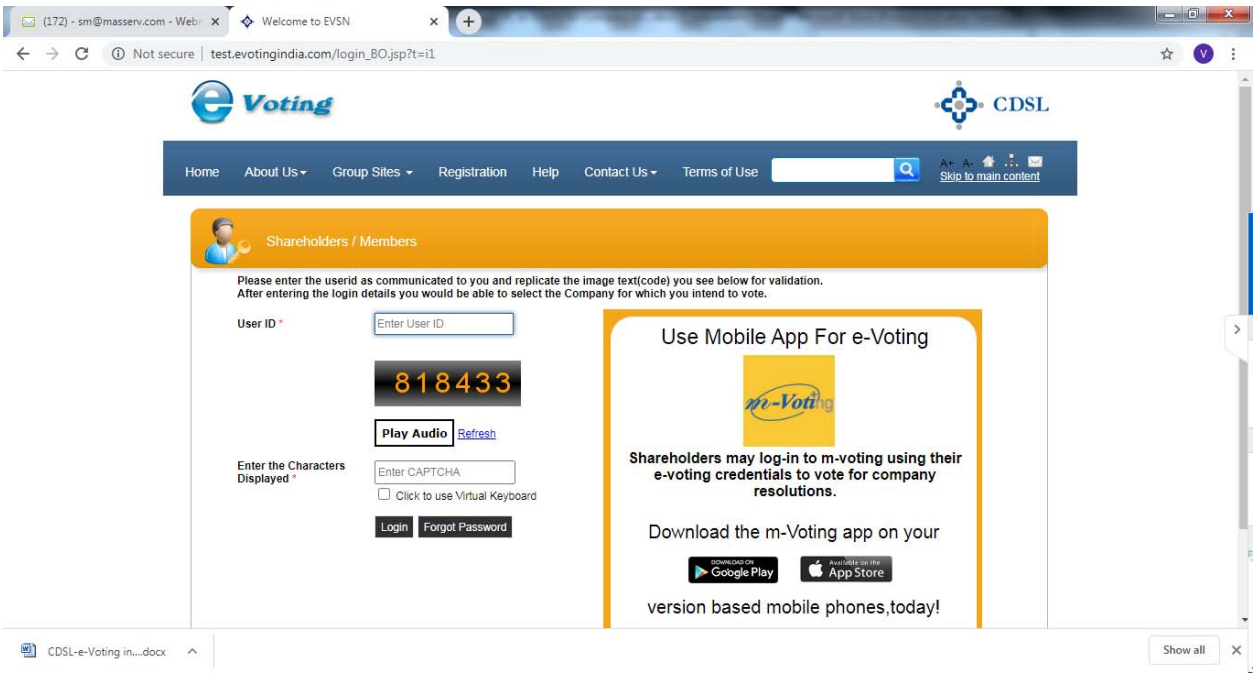
NOTE:IT IS ADVISABLE TO LOGIN BEFOREHAND AT E-VOTING SYSTEM AS EXPLAINED IN E-VOTING INSTRUCTIONSABOVE,TO BE FAMILIAR WITH THE PROCEDURE, SO THAT YOU DO NOT FACE ANY TROUBLE WHILE LOGGING-INDURING THE AGM.

PROCEDURE FOR E-VOTING AND JOINING OF MEETING THROUGH VC (EXPLAINED USING SCREENSHOTS):

i. The shareholders should log on to the e-voting website http://www.evotingindia.com/. Below screen will be appear.

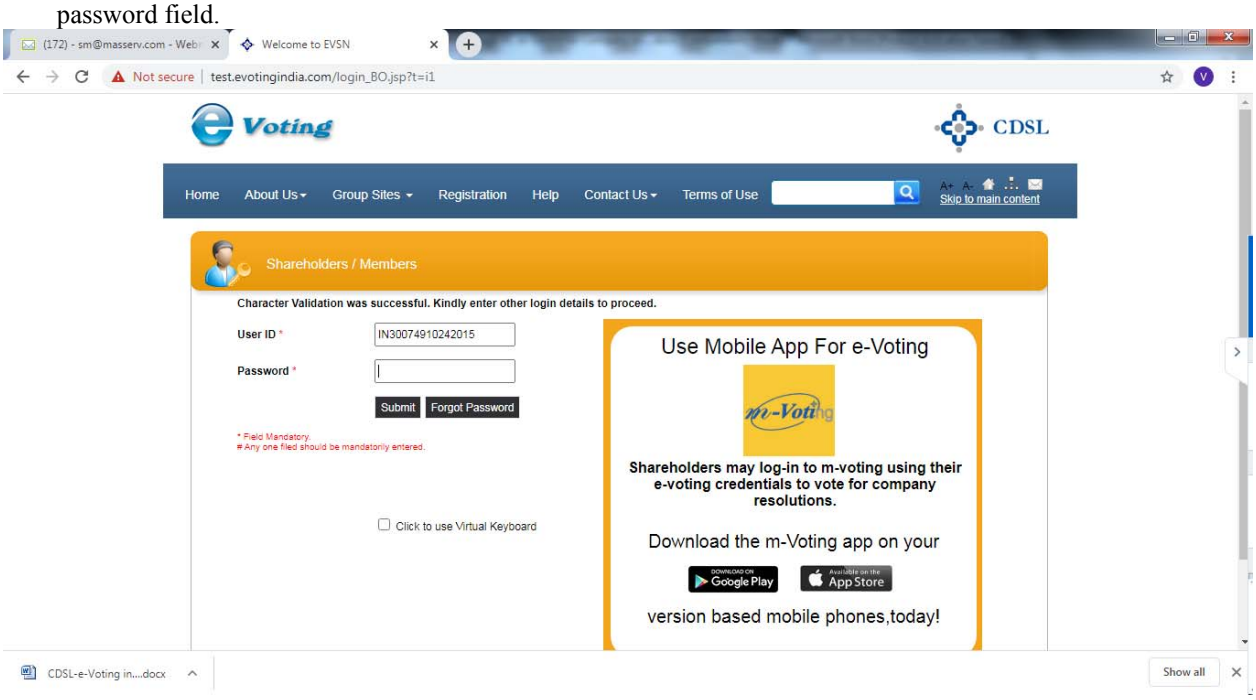


ii. Press Shareholders/Members tab, after which the below screen will be appear.

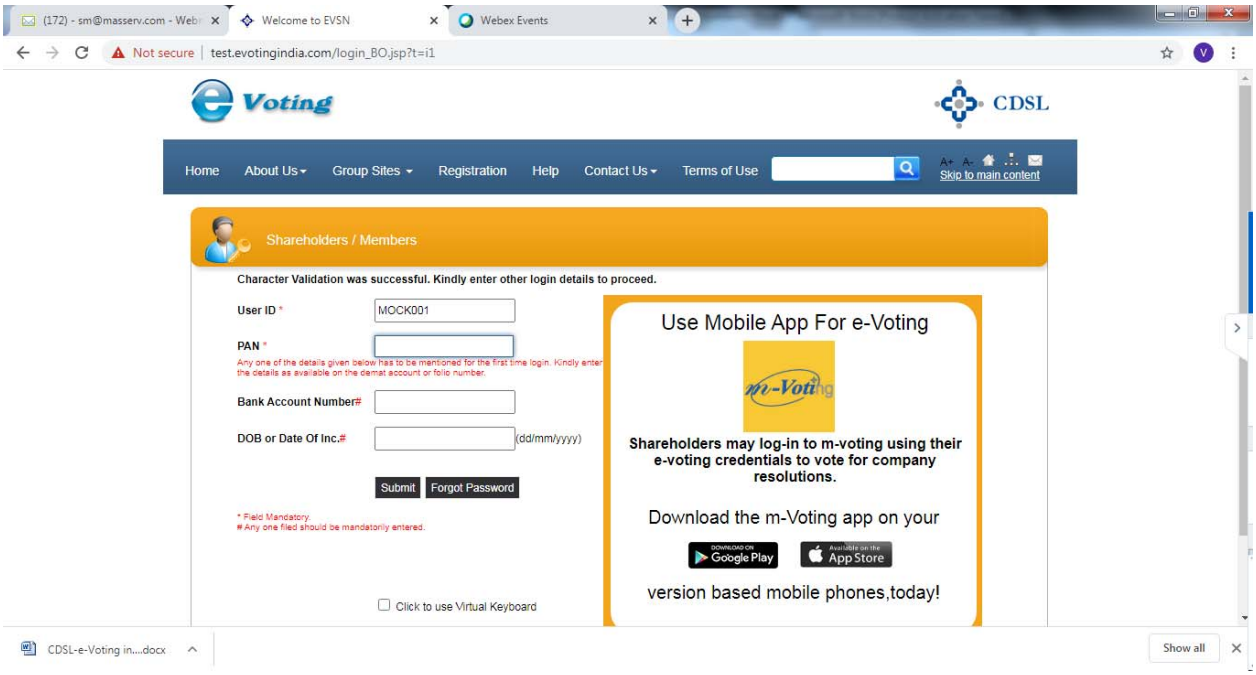


iii. Enter user id as mentioned in your invite email, or read point number (iii) as given above.

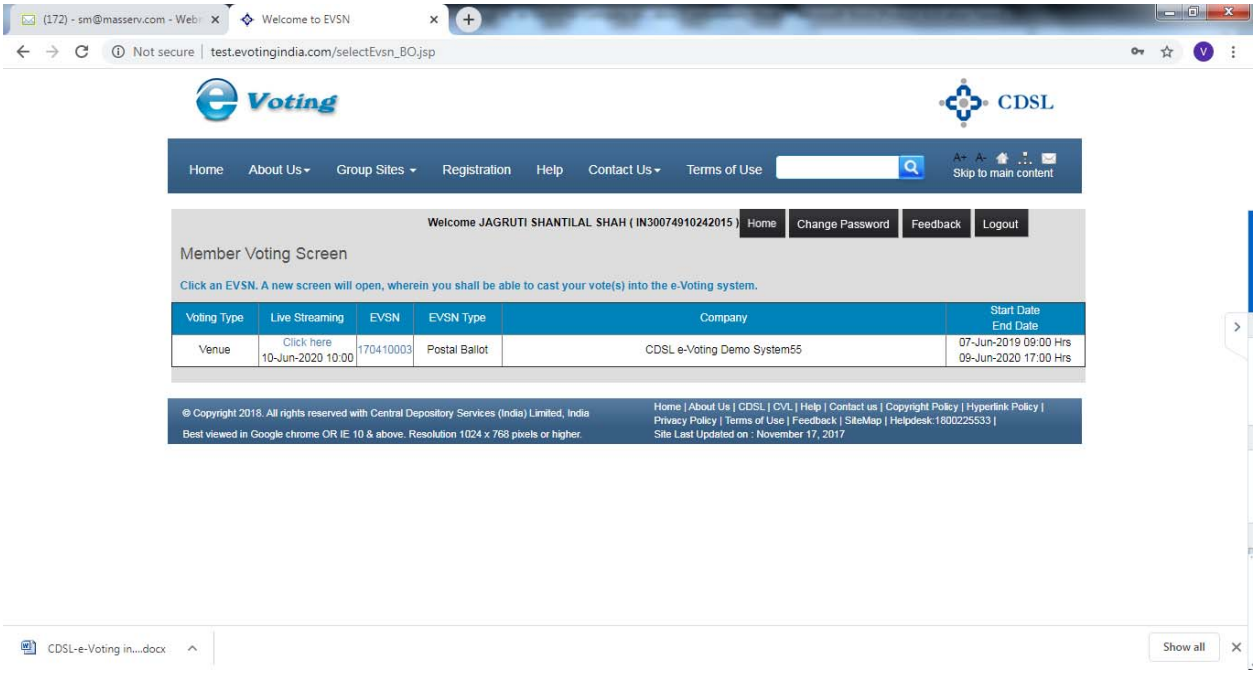
Since you are a registered user, below screen will be appear. Enter your existing CDSL password in password field.



iv. In case you are 1st time user of CDSL e-voting system, then below screen will be appear.

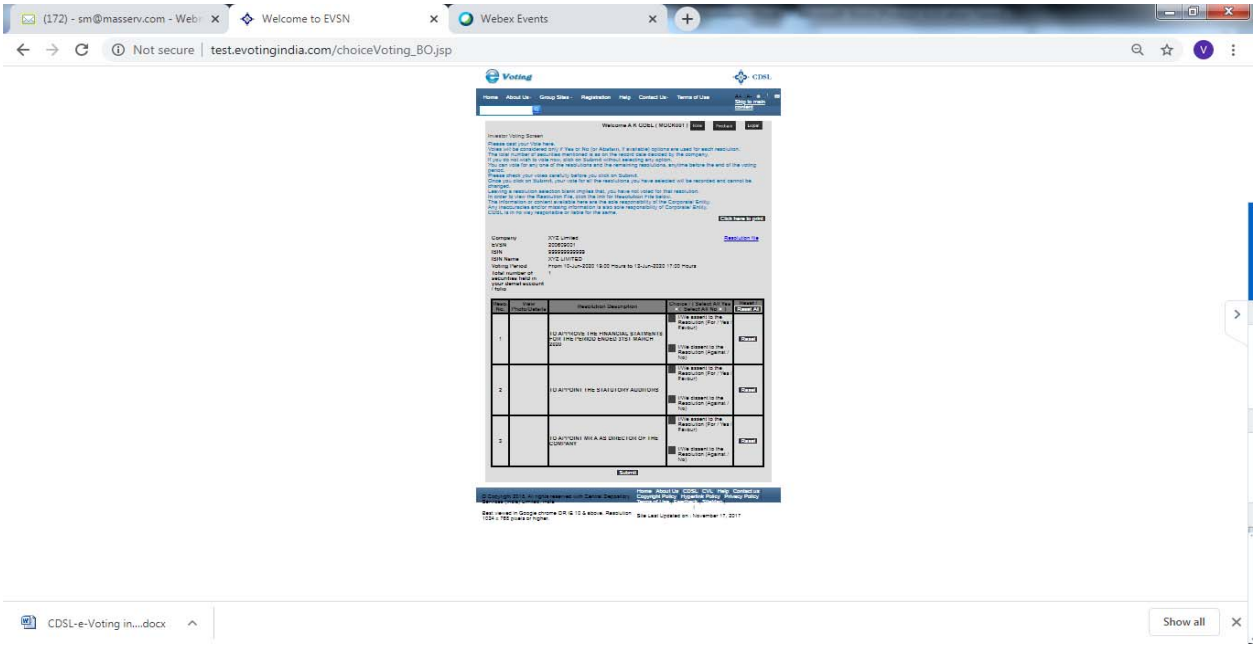


v. Enter your PAN and bank detail/DOB or follow instruction as given point number (vi) above or mentioned in invite email; then below screen will be appear.

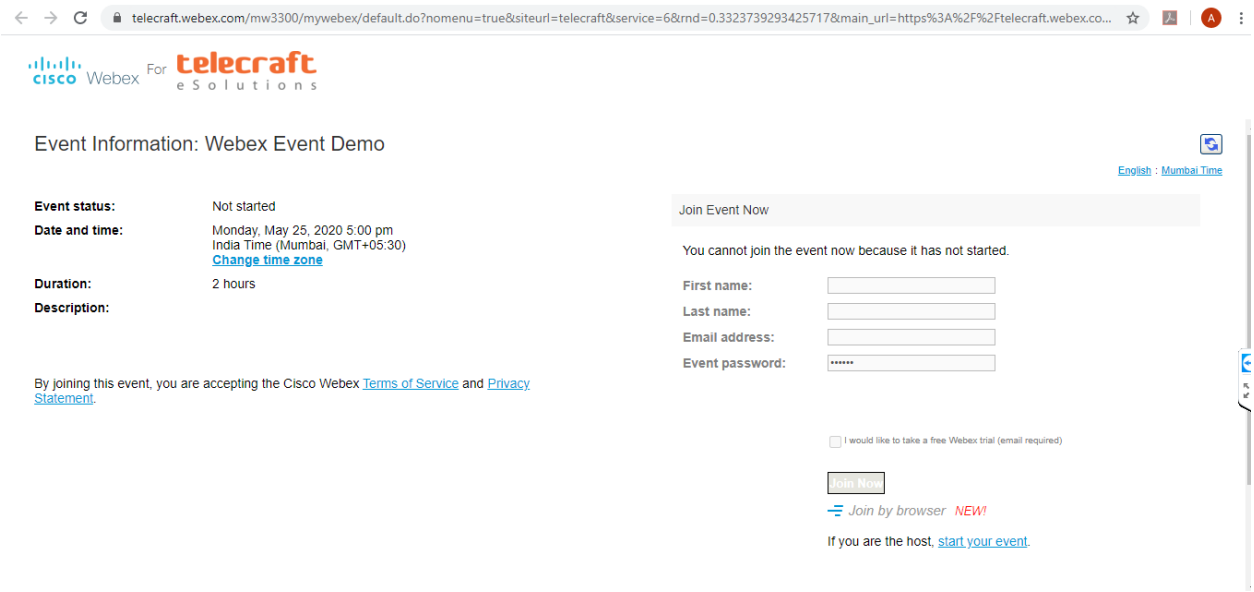


vi. For e-voting, press EVSN number given in EVSN column; and for joining AGM through video conferencing, click on "Click here" tab under the live streaming column.

E-voting screen will be shown as below, where you can cast your vote and press submit button given at the bottom of the screen.



Screen for login into Video Conferencing is shown below:



<u>Fill the details as:</u>

In the “Name” field - Enter your USERID as given in email

In the “last name” field - Enter your Name

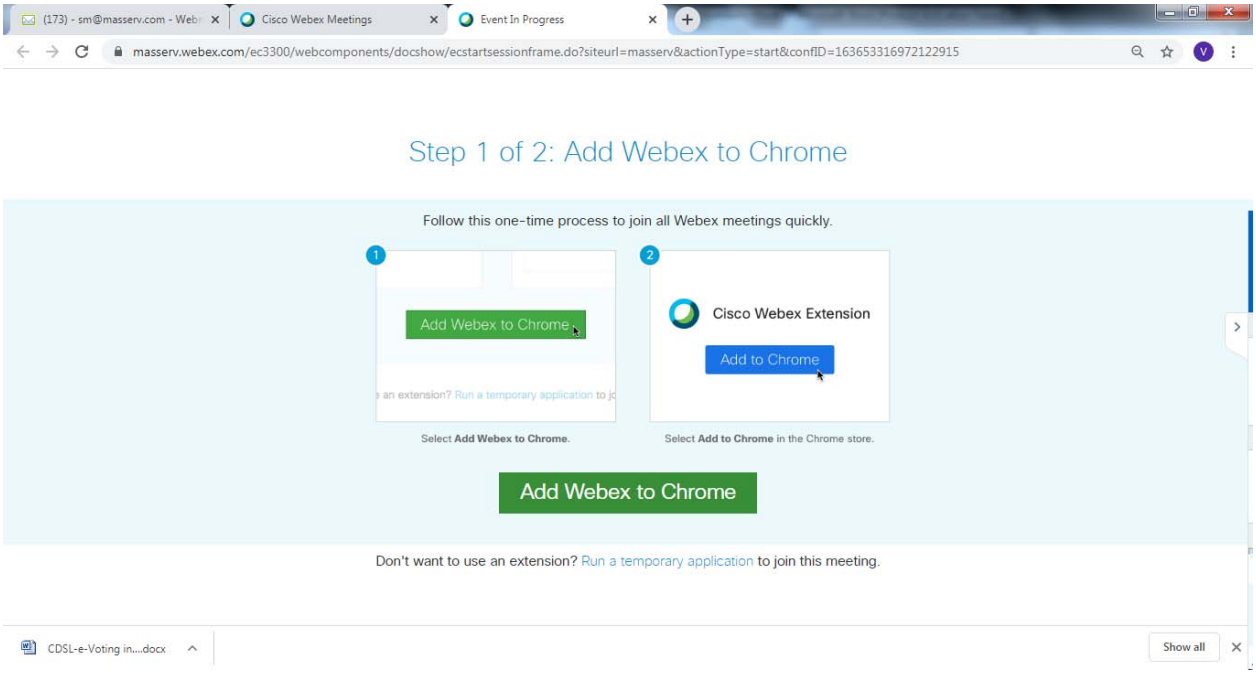
In the “Email ID” field - Put your email ID

In the “Event password” field - Put the password as “cdsl@1234”

Click join now button.

You can join meeting through laptop, tablet, and desktop.In case you want to join through mobile, you need to download the webex meet app from the respective play store .

vii. Once you click on ‘Join now’ tab, the following screen will be appear :



viii. Now, Kindly click on ‘Run a temporary application’, after which a Webex driver will get downloaded. After downloading webex driver, run the application and you will be directed to the AGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 4

M/s BSR & Co., LLP Chartered Accountants (Firm Registration Number 101248W/W-100022) were appointed statutory auditors of the company in the 13th Annual General Meeting (AGM) and they were reappointed in the 18th AGM for a period of 5 years till the conclusion of 23rd AGM. Since they cannot act as a statutory auditor of the Company after the completion of their second term which is upto the conclusion of 23rd AGM as per the provisions of Companies Act, 2013, It is proposed to appoint M/s O P Bagla & Co. LLP, Chartered Accountants, (Firm Registration No. 000018N/N500091), as the Statutory Auditors of the Company to hold office from the conclusion of this 23rd AGM until the conclusion of the 28th AGM, at such remuneration as may be determined by the Audit Committee and Board of Directors of the Company subject to the approval of shareholders of the Company in the forthcoming AGM.

Your Directors recommend the resolution for approval by the members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution

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

Item no. 5

Shri Jagesh Kumar Khaitan was reappointed as Chairman of the Company w.e.f. 17th July 2015 for a period of five years by the members of the Company in their meeting held on 18 September 2015. As his term is upto 16th July 2020, Nomination and Remuneration Committee and Board have proposed to re-appoint Shri Jagesh Kumar Khaitan as Chairman of the Company w.e.f. 17th July 2020 for a period of five years at a salary given below:

(1) Salary

Salary @ Rs 6,60,000 per month in the grade of Rs. 6,60,000-55,000-8,80,000

(2) Perquisites and allowances

i) The Chairman shall also be entitled to perquisites and allowances like furnished accommodation or house rent allowance in lieu thereof subject to a ceiling of 60% of the salary, reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs, servants' salaries, medical reimbursement for self and dependent family, medical accident/Keyman Insurance, company maintained car, telephone, leave travel concession for self and family, club membership subject to maximum of two clubs.

ii) For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of such Rules, perquisites and allowances shall be evaluated at actual cost.

iii) Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund to the extent these either singly or together are not taxable under the Income Tax Act, Gratuity payable as per the Rules of the Company and encashment of leave at the end of the tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

(3) Commission

The Chairman shall be entitled to commission in addition to the salary, perquisites and allowances, as mentioned above alongwith other directors, calculated with reference to the net profit of the Company in a particular financial year as may be determined by the Board of Directors at the end of each financial year subject to the overall ceilings as stipulated in Section 197 of the Companies Act, 2013 and the relevant rules.

(4) The total remuneration payable to any one managing director; or whole-time director or manager shall not exceed five per cent of the net profits of the company and if there is more than one such director remuneration shall not exceed ten percent of the net profits to all such directors and manager taken together, as laid down under section 197 and 198 of the Companies Act, 2013.

(5) Shri Jagesh Kumar Khaitan will not be entitled to sitting fee for attending meetings of the Board or Committee(s) thereof.

(6) Shri Jagesh Kumar Khaitan shall be liable to retire by rotation.

The Board of the Company on recommendation made by the Nomination and Remuneration Committee has approved the appointment and remuneration, subject to the approval of the members.

Your Directors recommend the resolution for approval by the members of the Company.

The resolution at Item No. 5 of the Notice alongwith explanatory statement thereto may be treated as abstract of the terms and memorandum of interest pursuant to the provisions of the Companies Act, 2013.

Justification for reappointment of Shri Jagesh Kumar Khaitan as Chairman of the Company after the attaining the age of 70 years

Sh. Jagesh Kumar Khaitan, aged 75 years, a Graduate with Marketing Management and Strategic Management courses from IIM, Ahmedabad, has been associated with the edible oil industry/paper industry for the last 50 years and has been the Chairman of Kuantum Papers Ltd. since 17th July 2010.

His vast experience and knowledge is coming to the aid and benefit of the Company. His astute direction adds value to the operations and helps in formulating the policies of the Company.

He has 52 years of varied experience and in view of his contribution to the organization, he would be undoubtedly an asset for the organization in future also.

Shri Jagesh Kumar Khaitan is interested or concerned in the proposed resolution. Shri Pavan Khaitan being related to Shri Jagesh Kumar Khaitan, may also be deemed to be interested in the said resolution. None of the other Directors and/or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The particulars/statement as required pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Schedule V of the Companies Act, 2013 are annexed with the Notice.

The members are requested to consider and approve the above resolution as Special Resolution.

Item No. 6

Pursuant to section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the members of the Company are required to approve and ratify the payment of remuneration of Rs. 1,50,000/- (Rupees One lac fifty thousand only) to the Cost Auditors as approved by the Board of Directors in their meeting held on 3 July 2020 for the Financial Year 2020-21.

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

The Board recommends the resolution for the approval of the members set out at Item No. 6 as Ordinary Resolution.

Item No. 7

Pursuant to the provisions of Section 188, 185,186, 177 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, shareholders' approval is being sought. The consent is being sought for related party transactions with M/s Kapedome Enterprises Limited, Holding Company, for supply of materials used in manufacturing process in a financial year.

All related parties shall abstain from voting on the resolution.

Accordingly the Board recommends the resolution for the approval of the Members as set out at Item no. 7 as ordinary resolution.

By Order of the Board

For Kuantum Papers Ltd

Vivek Trehan
Company Secretary

Regd. Office:
Paper Mill, Saila Khurd
Distt. Hoshiarpur, Punjab
Dated: 3 July 2020.

Annexure

Details of Director seeking appointment/re-appointment at the 23rd Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]

Name of the Director	Sh. Jagesh Kumar Khaitan **(DIN: 00026264)**
Date of Birth/Age	10th February, 1945/75 Years
Nationality	Indian
Brief Resume of the Director and nature of his Expertise in specific functional area	Sh. Jagesh Kumar Khaitan, aged 75 years, a Graduate with Marketing Management and Strategic Management courses from IIM, Ahmedabad has been associated with the industry for the last 50 years. He is the Chairman of Kuantum Papers Ltd. since 17th July 2010. Shri Khaitan was also an active member of American Oils Chemists' Society, USA and also associated with various trade associations and Chamber of Commerce & Industry and is member of Managing Committee of PHD Chamber of Commerce & Industry. He has been on the Board of Directors of various reputed companies. He has been conferred the honour of "Legend" by Globe Oil India in recognition of his services and contribution to edible oil industry. Also he was the recipient of a prestigious award **'UDYOG RATNA'** honored by PHD Chamber of Commerce & Industry given by the then Chief Minister of Punjab, in the year 2005, towards his excellent and dedicated contribution to the State of Punjab through the industry. His vast experience and knowledge is coming to the aid and benefit of the Company. His astute direction adds value to the operations and helps in formulating the policies of the Company.
Relationship with Directors and Key Managerial Personnel	Father of Sh. Pavan Khaitan, Managing Director
Board Membership of other companies	1. Kapedome Enterprises Limited

	2. Pinnacle Holdings Private Limited 3. PHD Chamber of Commerce and Industry
Membership of Committee of the Board	Member Stakeholders Relationship Committee-Kuantum Papers Ltd.
Number of shares held in the Company	265157 Equity Shares

Statement as required under Schedule V of the Companies Act, 2013

I. General Information

1. Nature of Industry: Manufacturing of writing and printing paper

2. Date or expected date of commencement of commercial production: The Company was incorporated on 28th May 1997. The commercial production of the unit was started in the year 1980. At that time it was a division of another company and demerged on 1.04.2006 and the business was transferred/vested in the present company.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

4.

(Rs. in Lacs)

1. Financial Performance based on given indicators	**Year ending 31.03.2020** Sales Turnover 74,273.10 Capital Employed 1,40,203.28 Net worth 82,622.00. Profit after tax 7,167.61
2. Foreign Investments or Collaborations, if any	Not Applicable

II. Information about the Appointee:

Sh. Jagesh Kumar Khaitan, Chairman

1) Background Details	Sh. Jagesh Kumar Khaitan, aged 75 years, a Graduate with Marketing Management and Strategic Management courses from IIM, Ahmedabad, has been associated with the edible oil industry/paper industry for the last 50 years. Prior to the current post of Chairman, Kuantum Papers Ltd., he was the Chairman & Managing Director of the Company and before that he was Vice Chairman & Managing Director Amrit Banaspati Co. Ltd., having business interest in edible oil, writing & printing paper and allied products. He is a Promoter Director of the Company.
2) Past Remuneration	Remuneration comprises of salary, perquisites, retirement benefits and commission the details of which are : (Rs. Lacs) **2019-20** Basic Salary and allowances : 126.72. PF & Perquisities : 12.05 Commission : 23.13 **Total** : **161.90**

3) Recognition or Awards	He has been conferred the honour of "Legend" by Globe Oil India in recognition of his services and contribution to edible oil industry. Also he was the recipient of a prestigious award **'UDYOG RATNA'** honored by PHD Chamber of Commerce & Industry given by the then Chief Minister of Punjab, in the year 2005, towards his excellent and dedicated contribution to the State of Punjab through the industry.
4) Job Profile and Suitability	He is the Chairman of Kuantum Papers Ltd. since 17th July 2010 and is responsible for strategic Decisions and planning and is running the affairs of the Company under the supervision of the Board of Directors of the Company. He is also the Member of various Board Sub-committees.
5) Remuneration proposed.	As per details given in the notice in Resolution no. 5 and the Explanatory Statement.
6) Comparative remuneration profile with respect to industry, size of the Company profile of the position and person(in case of expatriates the relevant details would be w.r.t. the country of his origin).	Remuneration package is commensurate with his competence, wide experience and responsibility in the Company and also with remuneration paid by comparable companies for similar positions.
7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Only to the extent of his entitlement towards his remuneration and is related to Shri Pavan Khaitan, Managing Director.

III. Other Information

1. **Reasons for inadequate profits**

   Not applicable, as the Company has posted a net profit after tax of Rs. 7,167.61 lacs for the year ended 31.03.2020.

2. **Steps taken or proposed to be taken for improvement**

   Not applicable, as the Company has adequate profits.

3. **Expected increase in productivity and profits in measurable terms**

   Not applicable, as the Company has adequate profits.

IV. Disclosures

1. All elements of remuneration package such as salary, benefits, bonuses, stock option, pension, etc.

The information and disclosures of the remuneration package of the Chairman have been mentioned in the Annual Report in the Corporate Governance Report and the

proposed remuneration details are given in the notice in Resolution no. 5 and the Explanatory Statement.

2. **Details of fixed component and performance linked incentives alongwith the performance criteria**

   The Chairman is only entitled to commission in addition to the salary, perquisites and allowances, as mentioned above, with reference to the net profit of the Company in a particular financial year as may be determined by the Board of Directors at the end of each financial year subject to the overall ceilings as stipulated in Section 197 and all other applicable provisions of the Companies Act, 2013.

3. **Service Contract, notice period , Severance fees**

   The information has been mentioned in the Annual Report in the Corporate Governance Report and the proposed remuneration details are given in the notice in the Explanatory Statement. He satisfy the conditions set out under section 196(3) of the Act for being eligible for his appointment and he is not disqualified from being appointed as Director in terms of Section 164 of the Act.

4. **Stock option details, if any**

   The Company does not have any stock option scheme.