

JK PAPER LTD.

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



JKP/SH/2016

5th November 2016

Electronic Filing

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

National Stock Exchange of India
Ltd.

“Exchange Plaza” Bandra-Kurla
Complex, Bandra (E),
Mumbai – 400 051

Scrip Code : 532162

Symbol : JKPAPER
Series : EQ

Dear Sirs,

Re: Notice of Postal Ballot & Postal Ballot Form

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Notice of Postal Ballot dt. 27th October 2016, alongwith Postal Ballot Form of the Company, seeking approval of the Members of the Company, through Postal Ballot for (i) Issue of Non Convertible Debentures along with Warrants, Equity Shares and/or any other eligible securities upto Rs. 500 crore pursuant to a Qualified Institutions Placement (QIP), to Qualified Institutional Buyers, in terms of Chapter VIII of the SEBI ICDR Regulations and (ii) Re-classification of Authorised Capital of the Company.

Submitted for your kind information and necessary records.

Yours faithfully,
For JK Paper Limited

(Suresh Chander Gupta)
Vice President & Company Secretary

Encl: a/a



Admn. Office : Ph.: 91-11-33001132, 33001112, 23311112-5, Fax: 91-11-23712680, Website: www.jkpaper.com
Regd. Office : P.O. Central Pulp Mills, Fort Songadh, Dist. Tapi (Guj.)-394660
Ph: 91-2624-220228 / 220278-80, Fax: 91-2624-220138, E-mail: cpm@cpmj.kjkmall.com
CIN L21010GJ1960PLC018099

JK PAPER LIMITED

CIN: L21010GJ1960PLC018099 Website: www.jkpaper.com

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

Admn. Office: Nehru House, 4 Bahadur Shah Zafar Marg, New Delhi-110 002

Phone: 011-33001132, 23311112-5 E mail ID: sharesjkpaper@jkmall.com



NOTICE OF POSTAL BALLOT

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

TO THE SHAREHOLDERS OF THE COMPANY

NOTICE is hereby given to the shareholders of JK Paper Limited (the "Company") that the resolutions appended below are proposed to be passed by the Shareholders through Postal Ballot/Electronic voting (e-voting) as Special Resolutions, in accordance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as "the Act") read with the Companies (Management and Administration) Rules, 2014 (hereinafter referred as "the Rules") including any statutory modification(s) or re-enactment(s) thereof for the time being in force.

AS SPECIAL BUSINESS

Item No. 1

ISSUE OF NCDs ALONG WITH WARRANTS, EQUITY SHARES AND/OR ANY OTHER ELIGIBLE SECURITIES IN RELIANCE UPON CHAPTER VIII OF THE SEBI (ICDR) REGULATIONS

To consider, and if thought fit, to give assent or dissent to the following Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 42, 62 and 71, and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the applicable rules thereunder and also including any relevant provisions of the Companies Act, 1956 to the extent that such provisions of the **Companies Act**, 1956 have not been superseded by the Companies Act, 2013 (the "Companies Act"), the provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with any other applicable law or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), the listing agreements entered into with the respective stock exchanges where the shares of the Company are listed (the "**Stock Exchanges**"), the provisions of the Foreign Exchange Management Act, 1999, as amended ("**FEMA**"), including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Consolidated Foreign Direct Investment Policy, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued from time to time by the Government of India ("**Gol**"), the Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India ("**SEBI**"), the Registrar of Companies, Gujarat (the "**RoC**"), the Stock Exchanges, and/or any other competent authorities and subject to any required approvals, consents, permissions and/or sanctions from the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce and Industry (Foreign Investment Promotion Board / Secretariat for Industrial Assistance), SEBI, the RoC, the RBI and any other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and / or sanctions, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the "**Board**" which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this Resolution) to create, issue, offer and allot (including with provisions for reservation on firm and /or competitive basis, of such part of issue and for such categories of persons including employees of the Company, as may be permitted under applicable law), either in India or in the course of international offering(s) in one or more foreign markets, equity shares of the Company with a face value of ₹ 10 each (Rupees Ten only) (the "**Equity Shares**"), and/or other financial instruments convertible into or exchangeable for Equity Shares (including warrants, or otherwise, in registered or bearer form), fully convertible debentures, non-convertible debentures ("**NCDs**") along

with warrants and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holder to convert or subscribe to Equity Shares pursuant to a green shoe option, if any (all of which are hereinafter collectively referred to as the "**Securities**") or any combination of Securities, in one or more tranches, whether Rupee denominated or denominated in foreign currency, through public and/or private offerings and/or on preferential allotment basis, including without limitation through a qualified institutions placement ("**QIP**") in accordance with Chapter VIII of the SEBI ICDR Regulations, or any combination thereof or by issue of prospectus and / or placement document and/or other permissible/requisite offer document to any eligible person(s), including but not limited to qualified institutional buyers (as defined in the SEBI ICDR Regulations) ("**QIBs**") in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/resident investors institutional investors, venture capital funds (foreign or Indian), alternative investment funds, foreign institutional investors, foreign portfolio investors, Indian and/or bilateral and/or multilateral financial institutions, non-resident Indians, stabilizing agents, state industrial development corporations, insurance companies, provident funds, pension funds and/or any other categories of investors whether or not such investors are members of the Company (collectively referred to as the "**Investors**"), as may be decided by the Board at its discretion and permitted under applicable laws and regulations for an aggregate amount not exceeding ₹ 500 crore (Rupees five hundred crore) or equivalent thereof in any foreign currency, inclusive of such premium as may be fixed on such Securities at such a time or times, in such a manner and on such terms and conditions including security, rate of interest, discount (as permitted under applicable law) etc., as may be deemed appropriate by the Board in its absolute discretion, including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and / or underwriter(s) and / or other advisor(s) for such QIP. The number and /or price of Eligible Securities (including the underlying Equity Shares) shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.

RESOLVED FURTHER THAT if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as "**Eligible Securities**" within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination thereof as may be decided by the Board shall be completed within 12 (twelve) months from the date of approval of the shareholders of the Company by way of a special resolution for approving QIP or such other time as may be allowed under the SEBI ICDR Regulations at a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations, provided that the Board may, in accordance with applicable law, offer a discount of not more than 5% (five per cent.) or such percentage as permitted under applicable law on such price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations. The Eligible Securities shall be allotted on as fully paid-up (subject to allottees having the option to pay either full or part consideration for warrants, with the balance consideration being payable at or by the time of exercise of such warrants, where the tenure of any convertible or exchangeable Eligible Securities shall not exceed 60 (sixty) months from the date of allotment), and the aggregate of all QIPs made by the Company in the same financial year shall not exceed five times the net worth of the Company as per the audited balance sheet of the previous financial year.

RESOLVED FURTHER THAT in the event that the Equity Shares are issued to QIBs under Chapter VIII of the SEBI ICDR Regulations, the "relevant date" for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to QIBs under Chapter VIII of the SEBI ICDR Regulations, the "relevant date" for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities are entitled to apply for Equity Shares or such other time as may be permitted by the SEBI ICDR Regulations, subject to any relevant provisions of applicable laws, rules, regulations as amended from time to time.

RESOLVED FURTHER THAT the relevant date for the determination of the applicable price for the issue of any other Eligible Securities shall be as per the regulations/guidelines prescribed by the SEBI, the Ministry of Finance, the RBI, the GOI through their various departments, or any other regulator, as the case may be, and the pricing of any Equity Shares issued upon the conversion of such Eligible Securities shall be made subject to and in compliance with the applicable rules and regulations.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- a) the Eligible Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- b) any Equity Shares that may be created, offered, issued and allotted by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Eligible Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking pari passu with the existing Equity Shares in all respects.

RESOLVED FURTHER THAT in addition to all applicable Indian laws, the Securities issued pursuant to this Resolution shall also be governed by all applicable laws of any foreign jurisdiction where such Eligible Securities are or are proposed to be marketed or listed, or that may in any other manner apply in this relation.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolutions described above, the Board or any committee thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors to whom the Eligible Securities are to be issued and allotted, number of Eligible Securities to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/conversion of the Eligible Securities, if any, rate of interest, execution of various agreements, deeds, instruments and other documents, including the private placement offer letter, creation of mortgage/ charge in accordance with the provisions of the Companies Act in respect of any Eligible Securities as may be required either on pari passu basis or otherwise, as it may in its absolute discretion deem fit, necessary, proper or desirable, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Eligible Securities and utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the RoC, the lead managers, or other authorities or agencies involved in or concerned with the issue of Eligible Securities and as the Board or any committee thereof may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this Resolution may be exercised by the Board or any committee thereof as the Board has constituted or may constitute in this behalf, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board or any committee thereof be and is hereby authorized to engage/appoint lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, advisors and all such agencies as may be involved or concerned in such offerings of Eligible Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and to seek the listing of such Eligible Securities on one or more national and/or international stock exchange(s).

RESOLVED FURTHER THAT subject to applicable law, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of directors or any whole-time Director or directors or any other officer or officers of the Company to give effect to the aforesaid resolutions."

Item No. 2

Re-classification of the Authorised Capital

To consider, and if thought fit, to give assent or dissent to the following Special Resolution:

"RESOLVED THAT, pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014, including any statutory amendment(s) or modification(s) thereto or re-enactment(s) thereof for the time being in force, to the extent notified and in effect and pursuant to the provisions of Articles of Association of the Company, the Authorised Capital of the Company

be and is hereby reclassified from Rs. 500,00,00,000/- divided into 20,00,00,000 Equity Shares of Rs.10/- each, and 3,00,00,000 Preference Shares of Rs. 100/- each to Rs. 500,00,00,000/- divided into 30,00,00,000 Equity Shares of Rs.10/- each, and 2,00,00,000 Preference Shares of Rs. 100/- each, as detailed in the Statement annexed to this Notice.

RESOLVED FURTHER THAT, pursuant to provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014, including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force, to the extent notified and in effect, the existing Clause V of the Memorandum of Association of the Company be and is hereby deleted, and in its place the following Clause V be substituted:

V. The Authorised Capital of the Company is Rs. 500,00,00,000/- (Rupees Five Hundred Crore Only) divided into 30,00,00,000 (Thirty Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 2,00,00,000 (Two Crore) Preference Shares of Rs. 100/- (Rupees Hundred Only) each with power to increase, reduce, vary, alter or modify and divide, sub-divide or consolidate the nominal value of the shares in the Capital for the time being and to classify or reclassify the whole or part of the Unclassified Share Capital into one or more classes and/or denominations and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges and conditions as may be determined or in accordance with the regulations of the Company for the time being and to vary, modify or abrogate any such rights, privileges and conditions or restrictions attached thereto, whether in regard to dividend, voting, return of capital or otherwise and in such manner as may be permitted by the Companies Act 2013 or any statutory modification or re-enactment thereof and as provided by the Articles of Association of the Company.

RESOLVED FURTHER THAT for giving effect to this Resolution, the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee or authorised person(s) which the Board has constituted or appointed to exercise its powers, as the case may be, including the powers, conferred by this Resolution) be and is hereby authorized to take such steps and to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the reclassification of Authorised Capital of the Company, and to take such actions or to give such directions as may be necessary or desirable and to obtain any approval, permission, sanction which may be necessary or desirable, as they may deem fit and to pay fees, remuneration, expenses relating thereto, with power to settle all questions, difficulties that may arise in regard to such reclassification as it may in its discretion deem fit in the best interest of the Company.

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

By Order of the Board
For JK Paper Limited

Date: 27th October 2016

Suresh Chander Gupta
Vice President & Company Secretary

NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the Resolutions is annexed herewith.
2. Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the resolution contained in the Notice dated 27th October 2016 is being taken through Postal Ballot/E-voting.
3. The Company has appointed Mr. Namo Narain Agarwal, Practicing Company Secretary (Membership No. FCS-234), as the Scrutinizer for conducting the Postal Ballot / E-voting in a fair and transparent manner.

4. The Notice is being sent to all the Members/Beneficiaries, whose names appear in the Register of Members/Record of Depositories as on 21st October 2016.
5. In furtherance of the Go Green Initiative of the Government, Postal Ballot Notice along with Postal Ballot Form is being sent to all the Members through e-mail, whose e-mail-ids are registered with the Company/Depository Participants and to all other members by post/courier along with Postal Ballot Form.
6. In compliance with the provisions of Section 108 and 110 of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer E-voting facility as an option to all the Members, to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. E-voting is optional for Members.
7. Please note that Members can opt for only one mode of voting i.e., through Postal Ballot or E-voting. In case of voting by both the modes, voting done through E-voting shall prevail and Postal Ballot Form of such Member will be ignored.
8. Members who have been sent this Notice electronically and who do not wish to avail e-voting facility organized by the Company through Central Depository Services (India) Ltd., can download the same from the website of the Company at www.jkpaper.com or may send a request to VP & Company Secretary, JK Paper Ltd., Secretarial Department, Gulab Bhawan, (Rear Block- 3rd Floor), 6 A, B.S.Z. Marg, New Delhi-110002 or sent email at sharesjkpaper@jkm.com, for obtaining the Postal Ballot Notice and Postal Ballot Form in physical form.
9. There will be one Postal Ballot Form/E-voting for every Folio/Client ID irrespective of the number of joint holders.
10. Voting Rights in the Postal Ballot cannot be exercised by a proxy.
11. Members are requested to carefully read the instructions printed on the Postal Ballot Form (appended hereto), record their assent (for) or dissent (against) therein by filling necessary details and affixing their signature at the designated place in the Form and send the same duly completed in the enclosed Stamped Self Addressed Envelope so as to reach the Scrutinizer by 5.00 P.M. on or before 5th December 2016, being the last date for receipt of Postal Ballot Forms. The Postal Ballot Forms received after this date will be treated as if the reply from the Member has not been received.
12. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny of the Postal Ballot Forms (including E-voting) on or before 7th December 2016.
13. The Scrutinizer's decision on the validity of a Postal Ballot/E-voting will be final.
14. The Chairman and in his absence any Director/Officer of the Company authorised by the Chairman will declare/ announce the result of the Postal Ballot/E-voting on or before 7th December 2016. The resolution of Postal Ballot of the E-voting shall be deemed to have been passed on 5th December 2016, being the last date for receipt of duly completed postal ballot form or e-voting.
15. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.jkpaper.com and on the website of CDSL and communicated to BSE Ltd. and National Stock Exchange of India Ltd.
16. All the documents referred to in the Notice and Statement pursuant to Section 102 of the Companies Act, 2013, shall be open 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 the date of declaration of the result of Postal Ballot.

The instructions for e-voting are as under:

- (i) The voting period begins on 6th November, 2016 from 10:00 A.M. and ends on 5th December 2016 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 i.e., 21st October 2016 may cast their vote electronically.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on 'Shareholders' tab.
- (iv) 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.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <p>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.</p> <p>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.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <p>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).</p>

- (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 for 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 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) 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, Deputy Manager, Central Depository Services (India) Limited, 16th Floor, P.J. Towers, Dalal Street, Fort Mumbai – 400 001; Phone No. 18002005533 or write an email to helpdesk.evoting@cdslindia.com.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

- (i) Pursuant to the relevant Sections of the Companies Act, 2013 including, without limitation, Section 62 of the Companies Act, 2013, any offer or issue of securities in the Company to persons other than members of the Company requires prior approval of the members by way of Special Resolution.
- (ii) Your Directors draw your attention to the fact that the Company requires additional capital for (i) Further growth opportunities including organic and inorganic expansion; (ii) ongoing capital expenditure of the Company; and/or (iii) General Corporate purpose as permissible in accordance with applicable laws. Accordingly, it is proposed that equity or equity linked debt capital raising be undertaken by the Company, which would involve creating, offering, issuing and allotting securities, including through issuance of Equity Shares, non-convertible debentures along with warrants and/or other eligible securities, as defined under Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“**SEBI ICDR Regulations**”, and such securities, “**Eligible Securities**”) to eligible investors (including to qualified institutional investors as defined under the SEBI ICDR Regulations), as stated in the resolution at such price or prices, at a discount (subject to applicable law) or premium to market price or prices in such manner and on such terms and conditions as may be deemed appropriate by the Board of Directors of the Company (“**Board**”, which term shall be deemed to include any committee thereof) at its discretion, taking into consideration market conditions and other relevant factors and wherever necessary in consultation with lead managers and other advisors, either in one or more foreign currencies or Indian Rupees inclusive of such premium as may be determined by the Board, all in accordance with applicable laws. The Company intends to issue Eligible Securities for an aggregate amount not exceeding Rs. 500 crore (Rupees five hundred crore only) or its equivalent in any foreign currency, in one or more tranches. This is an enabling Resolution and the Company will issue new Eligible Securities, subject to applicable law and necessary compliances.
- (iii) This Special Resolution, among other things, seeks to enable the Board of Directors (including any duly authorised committee thereof) to undertake a Qualified Institutions Placement (“**QIP**”) to Qualified Institutional Buyers in accordance with the SEBI ICDR Regulations as prescribed under Chapter VIII of the SEBI ICDR Regulations for the purposes mentioned above, without the need for fresh approval from the shareholders.
- (iv) Basis or Justification of Price: The pricing of the Securities to be issued to Qualified Institutional Buyers pursuant to Chapter VIII of the SEBI ICDR Regulations shall be determined by the Board in accordance with the regulations on pricing of securities determined in accordance with Chapter VIII of the SEBI ICDR Regulations. The “Relevant Date” for this purpose, in case of allotment of Equity Shares, will be the date when the Board decides to open the issue, or, in case of convertible securities, either the date of the meeting in which the Board or a committee thereof decides to open the issue of the convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares as provided under Chapter VIII of the SEBI ICDR Regulations. The resolution enables the Board of Directors, in accordance with applicable laws, to offer a discount of not more than 5% (five per cent.) or such percentage as permitted under applicable law on the price determined pursuant to the SEBI ICDR Regulations.

- (v) The Special Resolution also enables the Board to issue Eligible Securities in tranches, at such times, at such prices and to such person(s) including institutions, bodies incorporated and/or individuals or otherwise as the Board deems fit. The Company with this resolution intends to retain the right and flexibility to issue any of the Eligible Securities.
- (vi) The detailed terms and conditions for the offer will be determined by the Board in consultation with the lead manager(s) and other advisors appointed in relation to the proposed issue and such other authorities as may be required, taking into consideration market conditions and in accordance with applicable law. The Equity Shares allotted or arising out of conversion of any Eligible Securities will be listed and traded on stock exchanges where Equity Shares of the Company are currently listed ("Stock Exchanges"), subject to obtaining necessary approvals. The offer/ issue/ allotment/ conversion/ redemption of Eligible Securities would be subject to obtaining regulatory approvals, if any by the Company. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any provisions of the listing agreements entered into with the Stock Exchanges.
- (vii) The Resolution is accordingly recommended for approval of the Members as a Special Resolution.
- (viii) 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.
- (ix) Relevant document 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 the date of declaration of the result of Postal Ballot.

Item No. 2

- (i) The present Authorised Capital of the Company is Rs. 500,00,00,000/- divided into 20,00,00,000 Equity Shares of Rs.10/- each, and 3,00,00,000 Preference Shares of Rs. 100/- each. To meet the future business requirements of the Company, it is proposed to reclassify the present Authorised Capital of Rs. 500,00,00,000/- into 30,00,00,000 Equity Shares of Rs.10/- each, and 2,00,00,000 Preference Shares of Rs. 100/- each. Consequential changes would also be required to be made in Clause V of the Memorandum of Association of the Company.
- (ii) In terms of the applicable provisions of the Companies Act, 2013, the reclassification of the Authorised Capital requires approval of the Members of the Company by way of Special Resolution. Accordingly, the resolution at Item No. 2 of the Notice seeks approval of the Members for reclassification of the Authorised Capital and consequential changes in Clause V of the Memorandum of Association of the Company.
- (iii) A copy of the Memorandum and Articles of Association depicting above proposed changes, is 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 the date of declaration of the result of Postal Ballot.
- (iv) The Resolution is accordingly recommended for approval of the Members as a Special Resolution.
- (v) 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.

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

By Order of the Board
For JK Paper Limited

Date: 27th October 2016

Suresh Chander Gupta
Vice President & Company Secretary

JK PAPER LIMITED

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



POSTAL BALLOT FORM

1. Name and Address of the sole / first named shareholder
2. Name(s) of the joint holders, if any
3. Registered Folio No./DPID No./ Client ID No.* (*Applicable to shareholders holding shares in dematerialized form)
4. Number of Equity share(s) held
5. I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the businesses stated in the Notice of the Company dated 27th October 2016 by sending my/our assent (FOR) or dissent (AGAINST) to the said Special Resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Description of the Resolution	No. of Equity Shares for which vote cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution for issue of Non Convertible Debentures along with Warrants, Equity Shares and/or any other eligible securities upto Rs. 500 crore pursuant to a qualified institutions placement, to Qualified Institutional Buyers, in terms of Chapter VIII of the SEBI ICDR Regulations.			
2.	Special Resolution for re-classification of Authorised Capital			

Place :

Date :

Signature of Shareholder

NOTES:

1. Please read the instructions carefully printed overleaf before exercising the vote.
2. Last date for receipt of Postal Ballot Forms by the scrutinizer is Monday, 5th December 2016 by 5.00 P.M.

INSTRUCTIONS FOR VOTING IN PHYSICAL FORM

- (i) A shareholder desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer in the enclosed Stamped Self Addressed Envelope, so as to reach him by 5.00 P.M. on or before 5th December 2016. The Postal Ballot Forms received after this date will be treated as if the reply from the shareholder has not been received.
- (ii) Envelopes containing Postal Ballots, if sent by courier at the expense of the registered Member will also be accepted.
- (iii) The votes should be cast either in favour or against the resolution by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) mark in both the columns will render the form invalid.
- (iv) The Postal Ballot Form should be completed and signed by the sole/first named Member and in his absence, by the next named Member, as per specimen signature registered with the Company/RTA.
- (v) Incomplete, unsigned or incorrectly filled, defaced, torn, mutilated or overwritten Postal Ballot Forms will be rejected. The Scrutiniser's decision on the validity of the Postal Ballots will be final.
- (vi) In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/authority letter, together with attested specimen signature(s) of the authorised Signatory(ies).
- (vii) Shareholders are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
- (viii) Shareholders are requested not to send any other paper along with Postal Ballot Form in the enclosed Stamped Self Addressed Envelope and any extraneous paper found in the envelope will be destroyed by the Scrutinizer.
- (ix) A shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in Point No. (i) above.
- (x) The Postal Ballot will not be exercised by a Proxy.
- (xi) There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of joint holders.
- (xii) The Company is pleased to offer e-voting facility as an alternate to all the shareholders of the Company to enable them to cast their votes electronically instead of despatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.