

**SHAKUMBHRI PULP AND PAPER MILLS LIMITED**

**REGD. OFFICE: 4.5 KM, BHOPA ROAD, MUZAFFARNAGAR, UTTAR PRADESH 251001**

CIN: L21012UP1986PLC007671

Ph. No.-7895512368 website: shakumbhripulp.com

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**NOTICE**

Notice is hereby given that the 35<sup>th</sup> Annual General Meeting of the shareholders of **M/S SHAKUMBHRI PULP AND PAPER MILLS LIMITED** will be held on Thursday, the 28<sup>th</sup> day of September, 2023 at 11:00 A.M.at registered office of the company at 4.5 KM, Bhopa Road, Muzaffarnagar, Uttar Pradesh- 251001 to transact the following businesses:-

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**ORDINARY BUSINESS(s):**

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup>March 2023 along with the report of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Sanjeev Kumar Sangal, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Shri Amit Agarwal, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Shri Arjun Kumar Agarwal, who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint a Director in place of Shri Girish Kumar Agarwal, who retires by rotation and being eligible offers himself for re- appointment.
6. To appoint a Director in place of Shri Sunil Kumar Garg, who retires by rotation and being eligible offers himself for re- appointment.

**SPECIAL BUSINESS (s):**

**7. Appointment of Ms. Mukesh Jain as Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Article of Association of the company, approval and recommendation of Nomination and Remuneration Committee and that of the Board of Directors of the company, Ms Mukesh Jain (DIN: 10276699), who meets the criteria for independence as specified in Section 149 (6) of the Act and Regulation 16 (1) (b) of Listing Regulations and has submitted a declaration to that effect and eligible for the appointment of the Company and in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the Company,

not liable to retire by rotation, to hold office for a term of five consecutive years w.e.f. 28<sup>th</sup> September, 2023 to 27<sup>th</sup> September, 2028.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**8. Appointment of Ms. Mona as Independent Director**

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

“**RESOLVED** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Article of Association of the company, approval and recommendation of Nomination and Remuneration Committee and that of the Board of Directors of the company, Ms Mona (DIN: 10276671), who meets the criteria for independence as specified in Section 149 (6) of the Act and Regulation 16 (1) (b) of Listing Regulations and has submitted a declaration to that effect and eligible for the appointment of the Company and in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years w.e.f. 28<sup>th</sup> September, 2023 to 27<sup>th</sup> September, 2028 .

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**9. To approve the increase in borrowing limits under Section 180(1)(c) of the Companies Act, 2013**

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

“**RESOLVED THAT** in supersession of the earlier resolution passed by the Members of the Company and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, SEBI Regulations and the Articles of Association of the Company, consent of the Members be and is hereby accorded to 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), to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate etc, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company, its free reserves and Securities Premium amount, subject to such aggregate borrowings shall not at any time exceed Rs. 100 crores (Rupees One hundred crores only) or the aggregate of the paid-up share capital of the Company, its free reserves and Securities Premium amount, whichever is higher and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit and sign and execute all such deeds, agreements and any other documents as may be required and take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**10. To approve creation of charges on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013.**

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

“**RESOLVED THAT** in supersession of the earlier resolution passed by the Members of the Company and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, SEBI Regulations and the Articles of Association of the Company, consent of the Members be and is hereby accorded to 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) for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and at such time and on such terms and with such ranking as to priority as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency), from time to time, in terms of the Loan Agreement(s), or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) etc. in respect of the said loans or borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s), together with interest all other costs, charges and expenses, and all other monies payable by the Company in respect of said loan for which the charge is to be created subject to the limits approved under Section 180(1)(c) of the Act shall not, at any time exceed Rs. 100 Crore (Rupees One hundred crores only) or the aggregate of the paid-up share capital of the Company, its free reserves and Securities Premium amount, whichever is higher.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**By Order of the Board of Directors  
FOR SHAKUMBHRI PULP & PAPER MILLS LIMITED**

**Dated: 28/08/2023  
Place: Muzaffarnagar**

**Sd/-  
AYUSHI GUPTA  
(COMPANY SECRETARY)**

## IMPORTANT NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY(50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT(10%)OF THE TOTAL SHARE CAPITAL OF THE COMPANY.**
2. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc. must be supported by an appropriate resolution/authority, as applicable.
3. Details under Listing Regulations and Revised Secretarial Standards - 2 on General Meetings, in respect of the Directors seeking appointment/re-appointment at the General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
4. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by September 30, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrar. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, Skyline Financial Services Private Limited at <https://www.skylinerta.com/>. Members may follow the process detailed below for registration of email id and KYC details.

Type of holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, at  Skyline Financial Services Private Limited D-153 A, 1st Floor , Okhla Industrial Area, Phase - I New Delhi-110 020.	
	Form for availing investor services to register PAN,  email address, bank details and other KYC details  or changes / update thereof for securities held in  physical mode	<a href="#">Form ISR-1</a>

	Update of signature of securities holder	<a href="#">Form ISR-2</a>
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	<a href="#">Form SH-13</a>
	Declaration to opt out	<a href="#">Form ISR-3</a>
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	<a href="#">Form SH-14</a>
	Form for requesting issue of Duplicate Certificate and other service requests for shares /debentures/ bonds, etc., held in physical form	<a href="#">ISR 4</a>
	The forms for updating the above details are available at <a href="https://shakumbhripulp.com">https://shakumbhripulp.com</a> and <a href="https://www.skylinerta.com/">https://www.skylinerta.com/</a>	
<a href="#">Demat</a>	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

5. The Register of Members and Share Transfer Registers will remain closed from 22.09.2023 to 28.09.2023 (Both days inclusive).
6. Skyline Financial Services Private Limited is the Registrar and Share Transfer Agent of the company for both physical and electronic form of shareholdings. All communications relating to shares should be directly addressed to:

Skyline Financial Services Private Limited  
D-153 A, Ist Floor ,Okhla Industrial Area, Phase - I  
New Delhi-110020.
7. All documents referred to in the accompanying Notice and Explanatory Statement shall remain open for inspection at the registered office of the Company during business hours on all the working days between 02:00 P.M to 4:00 P.M up to the date of the Meeting.
8. The Ministry of Company Affairs has taken a “Green Initiative in Corporate Governance” by allowing paperless compliance by Companies through electronic mode. We propose to send future communication,

in electronic mode to the e-mail address provided by you. So, Shareholders whose e – mail address is not registered with us are requested to please get your email address registered with us, so that your Company can contribute to the safety of environment.

9. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
10. Members may also note that the Notice of the Annual General Meeting will also be available on the Company's website <https://www.shakumbhripulp.com/notices> for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
11. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection during the Annual General Meeting.

## 12. Voting through electronic means

- a. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Ltd.
- b. The instructions for e-voting are as under:
  - (i) The voting period begins on 25<sup>th</sup> September 2023 at 10:00 A.M. and ends on 27<sup>th</sup> September 2023 at 05:00 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 (record date) of 21<sup>st</sup> September 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Shareholders who have already voted prior to the meeting date can attend the meeting; however, they would not be entitled to vote at the meeting venue.
  - (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI **circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e voting is in progress as per the information provided by company. On clicking the e voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service If the providers' website directly.</li> <li>3) user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDEAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.



Individual Shareholders holding securities in Demat mode with **NSDL**

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details <b>OR</b> 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. <ul style="list-style-type: none"><li>• 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 (3).</li></ul>

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

- (vii) 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 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@shakumbhripulp.com](mailto:cs@shakumbhripulp.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES**

1. For Physical shareholders- please provide necessary details like Folio No., Name of 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) by email to **Company/RTA email id**.
2. For Demat shareholders - please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call ontoll free no. 1800 22 55 33.

- (xvii) Facility for voting by way of polling shall also be made available at the meeting and the members attending the meeting who have not already cast their vote by e-voting shall be able to exercise their right at the meeting.
- (xviii) Mrs. Shailly Goel, Practicing Company secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting process and casting vote through the Poll during the meeting in a fair and transparent manner.
- (xix) The Scrutinizer shall, immediately after the conclusion of the voting at the general meeting, first count the votes cast at the AGM and there after unblock the votes cast through remote e-Voting as well as ballot forms in the presence of at least two (2) witnesses not in the employment of the Company and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of AGM, who shall then countersign and declare the result of the voting forthwith.
- (xx) The Results shall be declared after receiving the Consolidated Scrutinizer's Report from the Scrutinizer. The result declared shall be placed on the Company's website [www.https://shakumbhripulp.com](https://shakumbhripulp.com) and on the website of CDSL and communicated to the Stock Exchanges.
- (xxi) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

**By Order of the Board of Directors  
FOR SHAKUMBHRI PULP & PAPER MILLS LIMITED**

**Sd/-  
AYUSHI GUPTA  
(COMPANY SECRETARY)**

Dated: 28/08/2023  
Place: Muzaffarnagar

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO THE SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 7**

In order to broad base the Board, Pursuant to the provisions of Section 149 of the Companies Act, 2013 (“the Act”) read with the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 11<sup>th</sup> August 2023 approve and recommend the appointment of Ms. Mukesh Jain (DIN: 10276699) as a Non-Executive Independent Director of the Company for a term of five consecutive years w.e.f 28<sup>th</sup> September, 2023 to 27<sup>th</sup> September, 2028 for the approval of the Shareholders in the forthcoming annual General Meeting.

The Company has received consent in Form DIR-2 and declaration of independence from the proposed director confirming that she met the criteria of independence as specified in Section 149 (6) of the Act and Regulation 16 (1) (b) the Listing Regulations and that she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge duties with an objective independent judgment and without any external influence. The Board after assessing veracity of the same is of the opinion that she fulfills the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and Rules made there under and the Listing Regulations and she is independent of the management.

Further, Ms. Mukesh Jain (DIN: 10276699) is not disqualified to act as Director of the Company. She has also given a declaration that she is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. Further, she has given a declaration that she is in compliance with the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to her registration with data bank of Independent directors maintained by Indian Institute of Corporate Affairs.

The Board noted Ms. Mukesh Jain skills and experience are aligned with the role and capabilities identified by Nomination and Remuneration Committee. The Board is satisfied that appointment of Ms. Mukesh is justified since she is a well experienced person and having knowledge of accounts and finance. She will provide strategic guidance to the Company with a view to ensuring long-term viability and strength.

The brief profile and other details of Ms. Mukesh Jain (DIN: 10276699) required as per Regulation 36(2) of the Listing Regulations and Secretarial Standard - 2 are provided in Annexure to this Notice.

The letter of appointment setting out the terms and conditions of the said appointment is available for inspection at the Registered Office of the Company on all days except Sundays or Public holidays between 2.00 p.m. to 4.00 p.m. up to the date of the AGM and also at the AGM.

Pursuant to the provisions of Section 149 of the Act read with Schedule IV of the Act and Regulation 25 of LODR Regulations, appointment of Independent Directors shall be approved by the members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except the appointees and their relatives are concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Special Resolution set out in Item No. 7 of the Notice, for approval of the members of the Company.

## **ITEM NO. 8**

In order to broad base the Board, Pursuant to the provisions of Section 149 of the Companies Act, 2013 (“the Act”) read with the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 11<sup>th</sup> August 2023 approve and recommend the appointment of Ms. Mona (DIN: 10276671) as a Non-Executive Independent Director of the Company for a term of five consecutive years w.e.f 28<sup>th</sup> September, 2023 to 27<sup>th</sup> September, 2028 for the approval of the Shareholders in the forthcoming annual General Meeting.

The Company has received consent in Form DIR-2 and declaration of independence from the proposed director confirming that she met the criteria of independence as specified in Section 149 (6) of the Act and Regulation 16 (1) (b) the Listing Regulations and that she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge duties with an objective independent judgment and without any external influence. The Board after assessing veracity of the same is of the opinion that she fulfills the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and Rules made there under and the Listing Regulations and she is independent of the management.

Further, Ms. Mona (DIN: 10276671) is not disqualified to act as Director of the Company. She has also given a declaration that she is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. Further, she has given a declaration that she is in compliance with the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to her registration with data bank of Independent directors maintained by Indian Institute of Corporate Affairs.

The Board noted Ms. Mona skills and experience are aligned with the role and capabilities identified by Nomination and Remuneration Committee. The Board is satisfied that appointment of Ms. Mona is justified since she is having experience in the area of General Management and Operational Aspects..

The brief profile and other details of Ms. Mona (DIN: 10276671) required as per Regulation 36(2) of the Listing Regulations and Secretarial Standard - 2 are provided in Annexure to this Notice.

The letter of appointment setting out the terms and conditions of the said appointment is available for inspection at the Registered Office of the Company on all days except Sundays or Public holidays between 2.00 p.m.to 4.00 p.m. up to the date of the AGM and also at the AGM.

Pursuant to the provisions of Section 149 of the Act read with Schedule IV of the Act and Regulation 25 of LODR Regulations, appointment of Independent Directors shall be approved by the members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except the appointees and their relatives are concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Special Resolution set out in Item No. 8 of the Notice, for approval of the members of the Company.

## **ITEM NO. 9**

Pursuant to provisions of Section 180(1) (c) of the Companies Act, 2013 if any, the Company can borrow money exceeding its paid-up capital, free reserves and Securities Premium amount, that is to say, reserves not set apart for any specific purpose, only with the approval of the shareholders accorded by way of a special resolution.

Shareholders of the company earlier approved and authorized the Board of Directors to borrow upto Rs. 50 Crore. Now, the Board propose to pass a resolution to borrow from time to time any sum or sums of money which along with sums already borrowed by the company (apart from temporary loans obtained from the company’s banker in the ordinary course of business) may exceed the aforesaid limit but not exceeding Rs. 100 Crores and seeks your

approval for the same. The amount of borrowing from time to time shall be used for the business purpose of the company. The Board has unanimously approved the above proposal at its meeting held on 28<sup>th</sup> August, 2023.

None of the Directors and Key Managerial Personnel of the Company is concerned or interested in the said resolution, financially or otherwise, except to the extent of their shareholding, if any.

The proposed resolution outlined above is in the interest of the Company and the Board Recommends the Special resolution set out in Item No. 9 of the Notice, for approval of the members of the Company.

#### **ITEM NO. 10**

Pursuant to provisions of Section 180(1) (a) of the Companies Act, 2013, in order to facilitate securing the borrowing availed / to be availed by the Company, by way of loans, debentures or any other securities or otherwise, in foreign currency or in Indian rupees, it is proposed to obtain the approval of the shareholders by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to create charge/ mortgage/ hypothecation /pledge on the Company's assets including tangible and intangible, both present and future, or provide other securities in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), from time to time up to the limits approved or as may be approved by the shareholders from time to time under Section 180(1)(c) of the Companies Act, 2013. The amount of borrowing from time to time shall be used for the business purpose of the company. The Board has unanimously approved the above proposal at its meeting held on 28<sup>th</sup> August, 2023

None of the Directors and Key Managerial Personnel of the Company is concerned or interested in the said resolution, financially or otherwise, except to the extent of their shareholding, if any.

The proposed resolution outlined above is in the interest of the Company and the Board Recommends the Special resolution set out in Item No. 10 of the Notice, for approval of the members of the Company.

**By Order of the Board of Directors  
FOR SHAKUMBHRI PULP & PAPER MILLS LIMITED**

**Sd/-  
AYUSHI GUPTA  
(COMPANY SECRETARY)**

Dated: 28/08/2023  
Place: Muzaffarnagar

Annexure- Details of Proposed Directors

Sr.No.	Name of Directors	Arjun Kumar Agarwal	Sanjeev Singhal	Girish Kumar Aggarwal	Amit Agarwal	Sunil Kumar Garg	Ms. Mukesh Jain	Ms. Mona
1	Director Identification Number (DIN)	2614019	954385	6457199	1336763	9534044	10276699	10276671
2	Date of Birth (Age)	04.10.1965 (57 years)	24.05.1963 (60 years)	14.02.1960 (63 years)	01.07.1974 (49 years)	01.05.1967 (56 years)	05.07.1959 (64 years)	11.09.1973 (49 years)
3	Permanent Account Number (PAN)	ACJPA7822R	ALUPS5340Q	AHBPA9708M	ACCPA1463F	AASPG9890J	BPGPI5969D	BGCPM4673A
4	Date of Initial Appointment on the Board	01.06.2009	01.06.2009	01.02.2013	01.02.2013	11.03.2022	Appointment is proposed for the first time w.e.f.date of AGM i.e. 28/09/2023. therefore, details not applicable	Appointment is proposed for the first time w.e.f.date of AGM i.e. 28/09/2023. therefore, details not applicable
5	Experience in specific functional area	28 Years	29 Years	33 Years	21 Years	31 years	15 years	5 years
6	Expertise in specific functional area	Shri Arjun Kumar Agarwal has good accounting and financial knowledge.	Shri Sanjeev Singhal is experienced person having good administrative skill.	Shri Girish Kumar Aggarwal has good marketing and administrative skill.	Shri Amit Agarwal is an experienced person having good marketing skill.	Mr. Sunil Kumar Garg is an experienced person. He is a practicing advocate.	Ms. Mukesh Jain is well experienced and having knowledge in accounts and finance	Ms. Mona is having experience in the area of General Management and Operational Aspects.
7	No. of equity shares held in the Company	2,49,100 shares	42,150 shares	62,500 shares	701,000 shares	90,000 shares	Nil	Nil
8	Qualification	Graduate	Graduate	Graduate	Graduate	LL.B, Graduate	M.A (Economics)	Graduate
9	List of other Directorships*	NIL	NIL	NIL	1) BINDAL PULP AND PAPERS PRIVATE LIMITED 2) NEERAJ PAPER MARKETING LIMITED 3) BINDAL INDUSTRIES LIMITED 4) BINDAL ROLLING MILLS LIMITED 5) BRINA GOPAL TRADERS PVT.LTD.	NIL	NIL	NIL

Annexure- Details of Proposed Directors

Sr. No.	Name of Directors	Arjun Kumar Agarwal	Sanjeev Singhal	Girish Kumar Aggarwal	Amit Agarwal	Sunil Kumar Garg	Ms. Mukesh Jain	Ms. Mona
10	Membership/Chairman of Committees of the other Companies*	NIL	NIL	NIL	Member - Audit Committee and Nomination and Remuneration Committee of Neeraj Paper Marketing Limited Chairman - Stakeholder Relationship Committee of Neeraj Paper Marketing Limited	NIL	NIL	NIL
12	Term and condition for Appointment / Re-appointment	He is Non-Executive Director whose term is liable to retire by rotation.	He is Non-Executive Director whose term is liable to retire by rotation.	He is Whole Time Director whose term is liable to retire by rotation. However, rotation as director shall not effect his tenure as Whole Time Director, if reappointed.	He is Non-Executive Director whose term is liable to retire by rotation.	He is Non-Executive Director whose term is liable to retire by rotation.	As per Resolution No. 7 of this Notice read with Explanatory Statement	As per Resolution No. 8 of this Notice read with Explanatory Statement
13	Proposed Remuneration	No Remuneration is proposed	No Remuneration is proposed	No Remuneration is proposed. Already drawing remuneration as Whole Time Director	No Remuneration is proposed	No Remuneration is proposed	No Remuneration is proposed	No Remuneration is proposed
14	Last drawn Remuneration	NIL	NIL	Rs. One Lac per month	NIL	NIL	Not applicable since appointment is proposed for the first time	Not applicable since appointment is proposed for the first time
15	No. of Board meeting attended during the year	SEVEN	SEVEN	SEVEN	FIVE	SEVEN	Not applicable since appointment is proposed for the first time	Not applicable since appointment is proposed for the first time
16	Listed Entity from which the director has resigned in past 3 years	NIL	NIL	NIL	NIL	NIL	NIL	NIL
17	Relationships with other Directors, Manager and other Key Managerial Personnel of the company if any, inter se	NIL	NIL	NIL	NIL	NIL	NIL	NIL
18	The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	N.A	N.A	N.A	N.A	N.A	The role requires the expertise of Finance and Accounting skill and the proposed director is having experience in finance and accounts. Therefore, fulfill the criteria and meet requirement for appointment.	The role requires the expertise of General Management and Operational Aspects and the proposed director is having experience in the respective area. Therefore, fulfill the criteria and meet requirement for appointment.

\* List of other directorship and Membership/ Chairman of Committees of other companies does not include Committee membership / Chairmanship of Shakumbhari Pulp and Paper Mills Limited



**Form No. MGT-11**  
**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/Client Id	
DPID	

I/We, being the member/s of \_\_\_\_\_ No. of Equity Shares of the above named Company,  
hereby

Name	
Address	
E-mail Id	
Signature	

Or failing him

Name	
Address	
E-mail Id	
Signature	

Or failing him

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 35<sup>th</sup> Annual General Meeting of the Company, to be held on the Thursday, 28<sup>th</sup> September, 2023 at 4.5 KM, Bhopa Road, Muzaffarnagar, Uttar Pradesh- 251001 at 11:00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Res No.</b>	<b>Resolution</b>	<b>FOR*</b>	<b>AGAINST*</b>
1.	Adoption of the Audited Financial Statement of the Company for the financial year ended 31 <sup>st</sup> March 2023 along with the report of the Directors and Auditors thereon.		
2.	Re-appointment of Shri Sanjeev Kumar Sangal, who retires by rotation and being eligible offers himself for re-appointment.		
3.	Re-appointment of Shri Amit Agarwal, who retires by rotation and being eligible offers himself for re-appointment.		
4.	Re-appointment of Shri Arjun Kumar Agarwal, who retires by rotation and being eligible offers himself for re-appointment.		
5.	Re-appointment of Shri Girish Kumar Agarwal, who retires by rotation and being eligible offers himself for re-appointment.		
6.	Re-appointment of Sunil Kumar Garg, who retires by Rotation and being eligible offers himself for re-appointment.		
7.	Appointment of Ms. Mukesh Jain as Independent Director		
8.	Appointment of Ms. Mona as Independent Director		
9.	To approve the increase in borrowing limits under Section 180(1)(c) of the Companies Act, 2013		
10.	To approve creation of charges on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013		

Signed this .....day of..... 2023

Affix Revenue Stamp
---------------------------

Signature of Shareholder:

Signature of Proxy holder(s):

**\*Notes:**

- 1. Please put a 'X' in the Box in the appropriate column against the respective Resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.**
- 2. A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as Proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. Members holding more than ten percent of the total Share Capital of the Company carrying voting rights may appoint a single person as Proxy, who shall not act as Proxy for any other Member.**
- 3. This form of Proxy, to be effective, should be deposited at the Registered Office of the Company at 4.5 KM, Bhopa Road, Muzaffarnagar, Uttar Pradesh- 251001 not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.**

**ATTENDANCE SLIP**

**Please fill Attendance Slip and hand it over at the entrance of the meeting hall**

1.	Name(s) of Member(s) including Joint holders ,if any (in Block Letter(s))	
2.	Registered Address of the Sole/First named Member	
3.	Registered Folio No. /*DP ID No. and Client ID No. (* Applicable to Members holding shares in dematerialized form)	
4.	Number of Shares held	

I/We hereby record my/our presence at the 35<sup>th</sup> Annual General Meeting of the Company, to be held on the Thursday, 28<sup>th</sup> September, 2023 at 11:00 A.M. at 4.5 KM, Bhopa Road, Muzaffarnagar, Uttar Pradesh- 251001.

\_\_\_\_\_

Signature of Member/ Proxy

**Form No. MGT-12**  
**Polling Paper**

Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: **SHAKUMBHRI PULP AND PAPER MILLS LIMITED**  
Registered Office: 4.5 KM BHOPA ROAD MUZAFFARNAGAR UTTAR PRADESH- 251001, INDIA  
CIN: L21012UP1986PLC007671

**BALLOT PAPER**

S. No	Particulars	Details
1.	Name of the first named Shareholder(In Block Letters)	
2.	Postal address	
3.	Registered Folio No. / *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

S. No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31stMarch 2023 along with the report of the Directors and Auditors thereon.			
2.	To appoint a Director in place of Shri Sanjeev Kumar Sangal, who retires by rotation and being eligible offers himself for re-appointment			
3.	To appoint a Director in place of Shri Amit Agarwal, who retires by rotation and being eligible offers himself for re-appointment			
4.	To appoint a Director in place of Shri Arjun Kumar Agarwal, who retires by rotation and being eligible offers himself for re-appointment			
5.	To appoint a Director in place of Shri Girish Kumar Agarwal, who retires by rotation and being eligible offers himself for re- appointment.			
6.	To appoint a Director in place of Shri Sunil Kumar Garg, who retires by rotation and being eligible offers himself for re- appointment			
7.	Appointment of Ms. Mukesh Jain as Independent Director			
8.	Appointment of Ms. Mona as Independent Director			
9.	To approve the increase in borrowing limits under Section 180(1)(c) of the Companies Act, 2013			
10.	To approve creation of charges on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013.			

Place:

Date: 28/09/2023

(Signature of Shareholder)

# ROUTE MAP

