



Kvantum Papers Ltd

The Paper Makers

KPL/BSE
November 3, 2018

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

OUTCOME OF EGM HELD ON 03.11.2018

Dear Sir(s),

The Following items as set out in the notice (copy enclosed) were approved by the shareholders in the Extraordinary General Meeting held by the company on 3rd November 2018 at 11.30 a.m at its Registered office.

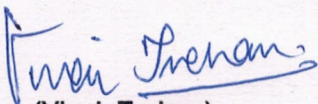
1. The shareholders have approved the resolution for raising of funds by way of debt instrument/ other financial instruments convertible into equity shares including warrants or any other securities convertible into equity shares to institutions and / or any other category of investors through private placement or a Qualified Institutions Placement or debt issue or on a preferential allotment basis or any other combination thereof or any other method in accordance with the applicable laws through Special Resolution
2. Shareholders also increased the borrowing powers u/s 180(1)(c) of the Companies Act, 2013, through Special Resolution.
3. Shareholders also increased the limit under Section 180(1)(a) of the Companies Act, 2013 to sell, lease or otherwise dispose of, to mortgage, create charges on the properties of the Company, through Special Resolution.

Total 50 members (including proxies) attended the meeting as per records of attendance.

You are requested to please take the same on your records.

Yours faithfully,

For Kvantum Papers Limited


(Vivek Trehan)
Company Secretary



CIN : L21012PB1997PLC035243
Regd. Office : Saila Khurd-144 529, Distt. Hoshiarpur (Punjab)
E-Mail : kvantumcorp@kvantumpapers.com, Website : www.kvantumpapers.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the Extraordinary General Meeting of the members of Kvantum Papers Limited will be held at Paper Mill, Saila Khurd-144529, Distt. Hoshiarpur (Punjab) on Saturday, the 3rd November 2018 at 11.30 am to transact the following business:

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the Sections 23, 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 (“2013 Act”) to the extent notified and in effect, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any modification(s) or re-enactment(s) thereof, for the time being in force) and other rules made thereunder, and applicable provisions, if any, of the Companies Act, 1956, (without reference to the provisions thereof that have ceased to have effect upon the notification of the 2013 Act) (collectively, the **“Companies Act”**) (including any amendments thereto or re-enactment thereof), the provisions of the Foreign Exchange Management Act, 1999, as amended or restated (**“FEMA”**), and regulations thereunder including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 (**“FEMA 20 Regulations”**), as amended or restated and the FEMA (Transfer or Issue of any Foreign Security) Regulations, 2004, as amended or restated (**“FEMA 120 Regulations”**), the provisions of Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended or restated (**“FCCB Scheme”**), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended or restated (the **“ICDR Regulations”**), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended or restated (**“Listing of Debt Securities Regulations”**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or restated (**“Listing Obligations Regulations”**) and all other applicable laws including the rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder, and subject to all the necessary approvals, consents, permissions and/or sanctions of the Securities and Exchange Board of India (**“SEBI”**), the Ministry of Finance (Foreign Investment Protection Board/Department of Economic Affairs) and Ministry of Commerce & Industry (Department of Industrial Policy and Promotion/Secretariat for Industrial Assistance), all other ministries, departments or other authorities of the Government of India (**“GOI”**), the Reserve Bank of India (**“RBI”**), the stock exchanges and/or any other competent authorities, and in accordance with applicable laws and regulations including the rules, regulations, guidelines, notifications, circulars and clarifications issued by the GOI, RBI, SEBI, the stock exchanges and/or any other competent authorities from time to time, and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall include any Committee thereof), the consent of the Company be and is hereby accorded to the Board to create, offer, issue 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) with or without a green shoe option, in the course of international and/or domestic offering(s) in one or more foreign markets and/or domestic market, for such number of equity Shares of the Company of face value of Rs.10/- each (**“Equity Shares”**), Global Depository Receipts (GDRs), American Depository Receipts (ADRs), Foreign Currency Convertible Bonds (FCCBs), non-convertible debentures with or without warrants, fully convertible debentures and/or optionally convertible debentures or any other financial instruments convertible into or linked to Equity Shares (including warrants or otherwise, in registered or bearer form), any security convertible into Equity Shares with or without voting/special rights and/or any other instruments and/or combination of instruments with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares, including the issue and allotment of Equity Shares pursuant to a green shoe option, if any (hereinafter collectively referred to as the **“Securities”**) or any combination of Securities in one or more tranches and/or in one or more series (with different tenures), whether rupee denominated or denominated in foreign currency, to any eligible person as permissible under applicable law including qualified institutional buyers, foreign/resident investors (whether institutions, incorporated bodies, mutual funds and/or individuals or otherwise), foreign institutional investors, venture capital

funds, foreign venture capital investors, Indian and/or multilateral financial institutions, foreign portfolio investors, mutual funds, stabilizing agents and/or other entities, authorities and/or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the "Investors") whether or not such Investors are members of the Company as may be decided by the Board in their discretion and permitted under applicable laws and regulations, of an aggregate amount up to Rs.100 crore (Rupees One hundred crores only) or its equivalent in Indian Rupees or one or more foreign currencies, inclusive of such premium as may be fixed on such Securities by offering the Securities in one or more countries through public issue(s) of prospectus, private placement(s), follow on offer or a combination thereof at such time or times, at such price or prices, at a discount or premium to the market price or prices, including discounts as permitted under applicable law in such manner and on such terms and conditions including security, rate of interest, conversion etc., as may be decided by and 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 all other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors wherever necessary in consultation with the lead managers, or other advisor(s) for such issue(s), either in foreign currency or equivalent Indian rupees inclusive of such premium as may be determined by the Board, in any convertible foreign currency, as the Board in its absolute discretion may deem fit and appropriate.

RESOLVED FURTHER THAT pursuant to the provisions of Section 62 of the 2013 Act and other applicable provisions, if any, of the Companies Act, including the applicable rules made thereunder, the provisions of Chapter VIII of the ICDR Regulations, Listing of Debt Securities Regulations, Listing Obligations Regulations, FEMA, FEMA 20 Regulations, FEMA 120 Regulations, and other applicable laws, the Board may, at its absolute discretion, issue, offer and allot Equity Shares, fully convertible debentures, partly convertible debentures, optionally convertible debentures, non-convertible debentures with or without warrants or any securities which are convertible into or exchangeable with Equity Shares (collectively referred to as "**Securities**") of an aggregate amount up to Rs.100 crore (Rupees One hundred crores only) or its equivalent in Indian Rupees or one or more foreign currencies, inclusive of such premium, as specified above, to qualified institutional buyers (as defined by the ICDR Regulations) pursuant to a qualified institutions placement, as provided under Chapter VIII of the ICDR Regulations and such securities shall be fully paid up and the allotment of such Securities shall be completed within 12 months from the date of passing of this resolution or such other time as may be allowed under the ICDR Regulations from time to time.

RESOLVED FURTHER THAT in the event that Equity Shares are issued to qualified institutional buyers under Chapter VIII of the 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 or the committee of directors duly authorized by the Board decides to open the proposed issue of Equity Shares, and the price so determined as per Regulation 85 of the ICDR Regulations shall not be less than the price determined in accordance with the pricing formula provided therein.

RESOLVED FURTHER THAT in the event that convertible securities and/or warrants which are convertible into Equity Shares and/or Securities of the Company (whether, immediately on or after a designated date and in any event within 60 (sixty) months from the date of allotment in accordance with the ICDR Regulations) are issued along with non-convertible debentures to qualified institutional buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of such securities/warrants, shall be the date of the meeting in which the Board or the committee of directors duly authorised by the Board decides to open the issue of such equity shares or convertible securities, as the case may be.

RESOLVED FURTHER THAT pursuant to Regulation 85(1) of the SEBI ICDR Regulations, the Board be and is hereby authorized to, at its absolute discretion, offer a discount of not more than 5% or such percentage as permitted under applicable law on the price as may be determined pursuant to the Chapter VIII of the ICDR Regulations.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board or the committee of directors duly authorized by the Board decides to open the issue of such Securities in accordance with the FCCB Scheme and other applicable pricing provisions issued by the Ministry of Finance, and the price so determined shall be in accordance with the pricing formula provided under the FCCB Scheme.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors be and is hereby authorized to finalise, settle and execute such documents/deeds/writings /papers/agreements and to accept all such changes/modifications as may be required and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer, issue and allotment of securities including but not limited to making any applications etc. to concerned regulatory and governmental authorities if required, finalization and approval for the preliminary as well as placement document or offer document(s), determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, discounts permitted under applicable law (now or

hereafter), premium amount on issue /conversion of the Securities, if any, rate of interest, execution of various transaction documents, including creation of mortgage/hypothecation/charge over all the immovable and/or moveable properties of the Company, wherever situate, both present and future and on the whole or in a part of the undertaking of the Company as per the provisions of Section 180 (1)(a) of the Companies Act, which *inter alia* includes the existing mortgage/hypothecation/charge or which it may create in future in favour of any public financial institutions, banks, mutual funds, bodies corporate etc. to secure any facilities/financial assistance including any other monies which may be payable to them and incidental to such facilities so availed and to execute such documents or writing as may be considered necessary or proper, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution for the existing as well as future creation of hypothecation/mortgage/charge both for securing any facilities it may avail including for issue of any related securities as a condition of the issue of the said securities as also for securing the said securities as may be required either on pari passu basis or otherwise.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the authorities involved in such issues but subject to such conditions as the SEBI/GOI/RBI or such other appropriate authorities may impose at the time of their approval and as agreed to by the Board.

RESOLVED FURTHER THAT without prejudice to the generality of the above, issue of Securities in international offering may have all or any term or combination of terms in accordance with the international practice.

RESOLVED FURTHER THAT the Board be and is hereby authorised to enter into and execute all such arrangements/agreements with any Lead Managers/Underwriters/Guarantors/Depository (ies)/Custodians/Registrar/Advisors and all such agencies as may be involved in cash or otherwise including by way of payment of commission, brokerage, fees, expenses incurred in relation to the issue of Securities and other expenses, if any or the like.

RESOLVED FURTHER THAT the Company and/or any agency or body authorised by the Company may issue Global Depository Receipts and/or other form of securities mentioned herein above representing the underlying equity shares and/or securities issued by the Company in registered or bearer form with such features and attributes as are prevalent in capital markets for instrumentations of this nature and to provide for the tradability or free transferability thereof as per the prevailing practices and regulations in the capital markets.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise the mode and the terms of issue and to allot such number of Equity Shares/Securities as may be required to be issued and allotted upon conversion of any Securities referred to in the paragraph(s) above as may be necessary in accordance with the terms of offering and all such shares to rank pari passu with the existing Equity Shares of the Company in all respects, excepting such rights as to dividend as may be provided under the terms of issue and in the offer document.

RESOLVED FURTHER THAT subject to necessary approvals, consents, permissions, the Board be and is hereby authorised to convert the Foreign Currency Convertible Bonds into GDR/ ADRs or any other permitted Securities and list at Singapore Stock Exchange or Luxembourg Stock Exchange or NYSE or in any other overseas Stock Exchanges.

RESOLVED FURTHER THAT the Company and/or any entity, agency or body authorized and/or appointed by the Company, may issue depository receipts representing the underlying Securities issued by the Company in negotiable registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability and free transferability thereof as per international practices and regulations (including listing on one or more stock exchange(s) inside or outside India) and under the forms and practices prevalent in the international market for Securities listing and trading, in the stock/securities exchange so that the convertible securities or ADRs and/or GDRs are registered or listed.

RESOLVED FURTHER THAT such of these Securities as are not subscribed may be disposed off by the Board in its absolute discretion in such a manner, as the Board may deem fit and as permissible by law.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any officers of the Company to give effect to the aforesaid resolutions and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of Equity Shares, filing of offer document with authorities as required, affixing the Seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments and opening bank accounts and demat accounts."

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

“RESOLVED THAT in supersession of the earlier resolution passed at the Annual General meeting held on 8 August 2014 and pursuant to section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which expression shall be deemed to include any committee constituted by the Board) for borrowing any sum or sums of money from time-to-time, from banks, financial institutions, bodies corporate, firms or such other persons whether in India or abroad and by issue of convertible/non-convertible securities (including fully/partly/optionally convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments) or otherwise as it may deem fit, at its discretion, and by the issue of any instrument, commercial paper or otherwise as the Board may deem fit, any sum or sums of monies which, together with the monies already borrowed by the Company, whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge on the Company’s assets, licenses and properties, whether immovable or movable or stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress, finished goods and all or any of the undertaking of the Company, notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company, apart from temporary loans (i.e. short term loans, cash credit arrangement etc.) obtained or to be obtained from the Company’s bankers in the ordinary course of business, will or may exceed the aggregate of the paid-up share capital of the Company and its free reserves, so that the aggregate amount borrowed by the Board of Directors and outstanding at any point in time shall not exceed the sum of Rs.750 Crores (Rupees Seven Hundred Fifty Crores Only);

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required and to delegate all or any of the powers herein conferred to any Committee of Directors or the Managing Director or any other Director or any other Officer(s) of the Company or any other person(s) to give effect to this Resolution.”

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

“RESOLVED THAT in supersession of the earlier resolution passed through postal ballot approved on 27 March 2015 and pursuant to section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and Rules framed thereunder, as amended from time to time, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which expression shall be deemed to include any committee constituted by the Board) to sell, lease or otherwise dispose off and/or create such mortgages and/or charges in addition to the existing mortgages, charges, hypothecations and other encumbrances, if any, created/ to be created by the Company, on such terms and conditions and at such time or times and in such form or manner as the Board may direct, on the whole or substantially the whole or any one or more of the Company’s undertakings or all its undertakings, including the present and/or future properties, whether movable or immovable, comprised in any existing and/or new undertakings of the Company, as the case may be, with power to take over the business and management of the Company in certain events, in favour of Banks/Financial Institutions/ NBFCs/Qualified Institutional Buyers (“**QIBs**”), other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or debentures and/or rupee/foreign currency convertible bonds and/or other securities (hereinafter collectively referred to as ‘Loans’), borrowed or to be borrowed by the Company in such manner and on such terms as may be decided by the Board in terms of the shareholders’ resolution; provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said Loans, shall not at any time exceed in the aggregate of Rs.750 Crores (Rupees Seven Hundred Fifty Crores Only);

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required and to delegate all or any of the powers herein conferred to any Committee of Directors or the Managing Director or any other Director or any other Officer(s) of the Company or any other person(s) to give effect to this Resolution.”

By Order of the Board
For Kuantum Papers Ltd

Regd. Office:
Paper Mill, Saila Khurd
Distt. Hoshiarpur, Punjab
Dated: 6 October 2018

Vivek Trehan
Company Secretary

NOTES:

1. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 is annexed.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll to vote instead of himself. The proxy need not be a member of the company. A blank form of proxy is enclosed and if intended to be used, it should be deposited duly completed at the Registered Office of the company not less than forty eight hours before the scheduled time of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company 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 a proxy and such person shall not act as a proxy for any other person or shareholder.

3. All documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days during business hours up to the date of the Extraordinary General Meeting. The copies of such documents shall also available for inspection at venue of the EGM.
4. Companies/Bodies Corporate Members are requested to send a certified copy of the Board resolution authorizing their representatives to attend and vote at the meeting pursuant to provisions of Section 113 of the Act.
5. Voting through electronic means: Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 Company is offering e-voting facility to its members. Detailed procedure is giving in the enclosed letter.

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

Item No. 1

The Company is required to strengthen its financial position by augmenting the long term financial resources. Therefore, in view of this and possible means of finance, thereof, it is proposed to seek enabling authorization from the Shareholders to the Board to undertake various options to raise funds for long term resources from the market, domestic or foreign for issue of any type of securities including issue of Equity Shares/Global Depository Receipts (GDRs)/American Depository Receipts (ADRs)/Foreign Currency Convertible Bonds (FCCBs)/Qualified Institutional Placement/ Non-Convertible Debentures with or without warrants/ Fully Convertible Debentures and / or Optionally Convertible Debentures or any preferential issue or other financial instruments convertible into or linked to Equity Shares with or without any special rights and/or any other financial instruments.

It is, therefore, proposed that the Board of Directors be authorised by way of an enabling resolution to raise funds through issue of Securities in domestic and/or international markets, in accordance with the provisions contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and/or Depository Receipts in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipts Mechanism) Scheme, 1993 and/or any other Securities for an amount not exceeding Rs 100 Crore in one or more tranches, in such form, on such terms, in such manner, at such price and at such time as may be considered appropriate by the Board to the various category of investors in the domestic and/ or international markets for financing various strategic initiatives including, inter-alia, to strengthen capital base of Company and for general corporate purposes and/or such other purpose(s) as the Board, in its absolute discretion, thinks most beneficial to the Company.

Therefore, it is proposed to create, offer, issue and allot Equity shares, GDRs, ADRs, FCCBs, SPNs, FCDs, OCDs, NCDs with warrants and/ or such other securities convertible into or linked to Equity Shares and/or any other instruments and/or combination of instruments to the extent of Rs. 100 crore in one or another manner and in one or more tranches.

The detailed terms and conditions for the offer will be determined in consultation with the Advisors, Lead Managers, Underwriters and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and other relevant factors. The pricing of the international issue will be free market pricing and may be at a premium or discount to the market price in accordance with international practices, subject to applicable Indian laws and guidelines. The same would be subject to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. It is not possible at present to decide pricing and exact number of securities or shares to be offered, therefore, an enabling resolution is proposed to be passed to give adequate flexibility and discretion to the Board to finalize the terms of the issue. The Securities issued pursuant to the offering(s) would be listed on the Indian Stock Exchanges and/or internationally recognized stock exchange and may be represented by Securities or other Financial Instruments outside India.

The Special Resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board may in its absolute discretion deem fit.

The Special Resolution, if passed, will have the effect of allowing the Board of Directors to issue and allot Securities to the investors who may or may not be the existing shareholders of the Company. Since the proposed Special Resolution may result in issue of shares of the Company otherwise than to the existing members of the Company in the manner laid down under

Section 62 of the Companies Act, 2013, consent of the Shareholders is being sought pursuant to the provisions of Sections 23, 41, 42, 62 and 71 and all other applicable provisions of the Companies Act, 2013 and the Listing Regulations.

Save and except the above, none of the Directors or their relatives and Key managerial personnel or their relatives are, in any way, concerned or interested in the resolutions set out at item no. 1 of the accompanying Notice.

The Board recommends passing of the Resolution set out in Item No. 1 of the accompanying Notice as special resolution.

Copies of the relevant documents are available for inspection by the members at the Registered Office of the Company during business hours on any working day and will also be available at the meeting.

Item No. 2

The Members had, at Annual General Meeting held on 8 August 2014, accorded their consent to the Board by way of Special Resolution under Section 180(1)(c) of the Companies Act, 2013 to borrow by way of loans and any other credit facilities up to the limit of Rs. 500 Crores.

The Board of Directors of the Company, in order to augment the resources of the Company, has been exploring various fund-raising options from banks, financial institutions, bodies corporate, firms or such other persons whether in India or abroad and by issue of convertible/non-convertible securities (including fully/partly/optionally convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments) or otherwise as it may deem fit, for its operational plans. The present outstanding loans alongwith the proposed loans shall exceed the present limit of 500 crores. Accordingly the borrowing powers by Board need to be enhanced.

Save and except the above, none of the Directors or their relatives and Key managerial personnel or their relatives are, in any way, concerned or interested in the resolutions set out at item no. 2 of the accompanying Notice.

Accordingly the Board recommends passing of the Resolution set out in Item No. 2 of the accompanying Notice as special resolution.

Copies of the relevant documents are available for inspection by the members at the Registered Office of the Company during business hours on any working day and will also be available at the meeting.

Item No. 3

The Members on 27 March 2015 through postal ballot approved/ accorded their consent to the Board by way of Special Resolution under Section 180(1)(a) of the Companies Act for creation of mortgages/charges on all or any of the movable and/or immovable properties of the Company, for securing the borrowing upto Rs. 500 Crores.

The Board of Directors of the Company, in order to augment the resources of the Company, has been exploring various fund-raising options from banks, financial institutions, bodies corporate, firms or such other persons whether in India or abroad and by issue of convertible/non-convertible securities (including fully/partly/optionally convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments) or otherwise as it may deem fit, for its operational plans. Present mortgages/charges created along with the proposed mortgages/charges to be created shall exceed the present limit of Rs. 500 crores. Accordingly the limits under section 180(1)(a) of the Companies Act needs to be enhanced.

Save and except the above, none of the Directors or their relatives and Key managerial personnel or their relatives are, in any way, concerned or interested in the resolutions set out at item no. 3 of the accompanying Notice.

Accordingly the Board recommends passing of the Resolution set out in Item No. 3 of the accompanying Notice as special resolution.

Copies of the relevant documents are available for inspection by the members at the Registered Office of the Company during business hours on any working day and will also be available at the meeting.

By Order of the Board
For Kuantum Papers Ltd

Regd. Office:

Paper Mill, Salla Khurd
Distt. Hoshiarpur, Punjab
Dated: 6 October 2018

Vivek Trehan
Company Secretary



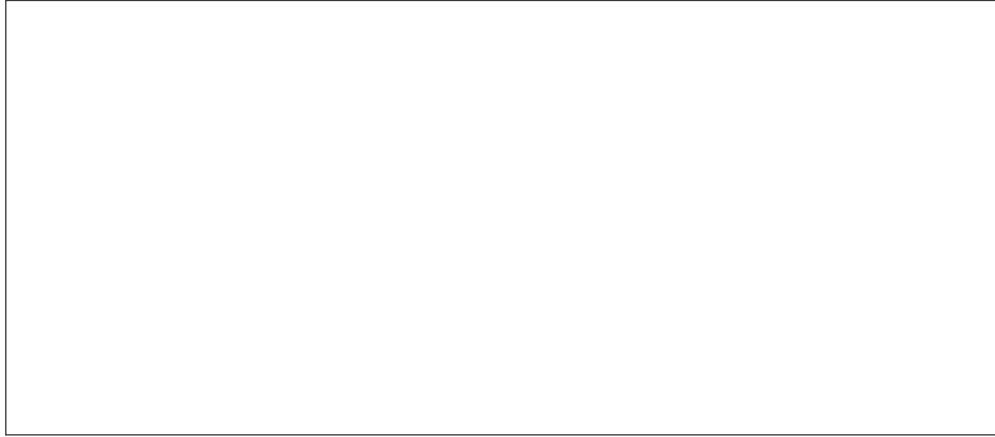
Kvantum Papers Ltd

The Paper Makers

CIN : L21012PB1997PLC035243

Regd. Office : Saila Khurd 144 529, Distt. Hoshiarpur, Punjab

E-Mail : kvantumcorp@kvantumpapers.com, Website : www.kvantumpapers.com



ELECTRONIC VOTING PARTICULARS

| EVEN (E-Voting Event Number) | USER ID | PASSWORD/PIN | NO. OF SHARES |
|---|----------------|---------------------|----------------------|
| | | | |

The e-voting facility will be available during the following voting period:

| | |
|--------------------------|---|
| Commencement of E-voting | From 09.00 a.m. (IST) on October 31, 2018 |
| End of E-voting | Upto 05.00 p.m. (IST) on November 02, 2018 |

The cut-off date (i.e. the record date) for the purpose of E-voting is 27th October, 2018.

----- TEAR HERE -----



Kvantum Papers Ltd

The Paper Makers

CIN : L21012PB1997PLC035243

Regd. Office : Saila Khurd 144 529, Distt. Hoshiarpur, Punjab

E-Mail : kvantumcorp@kvantumpapers.com, Website : www.kvantumpapers.com

ATTENDANCE SLIP

Regd. Folio No. / DP ID - Client ID : _____

Name & Address of First/Sole Shareholder : _____

No. of Shares held : _____

I hereby record my presence at the Extraordinary General Meeting of the Company to be held on Saturday, the 3rd day of November, 2018, at 11.30 a.m. at its Registered Office Saila Khurd 144 529, District Hoshiarpur, Punjab.

Signature of Member/Proxy

Notes:

- a) Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- b) Member / Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed.

The procedure and instructions for remote e-voting is given hereunder for reference:

- I. **In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):**
 - a. Open e-mail and open PDF file viz. "KPL-remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>.
 - c. Click on Shareholder-Login.
 - d. Put user ID and password as initial password noted in step (a) above. Click Login.
 - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - g. Select "EVEN" of "**Kuantum Papers Limited**".
 - h. Now you are ready for remote e-voting as Cast Vote page opens.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sikkasushil@gmail.com with a copy marked to evoting@nsdl.co.in.
- II. **In case of Members receiving Physical copy of Notice of Extraordinary General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)**
 - a. Initial password is provided in the box overleaf.
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsd.com or call on toll free no.: 1800-222-990.
- B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- D. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 27th October, 2018.
- E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 27th October, 2018 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or info@masserv.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsd.com or contact NSDL at the following toll free no.: 1800-222-990.
- F. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- G. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.
- H. Mr. Sushil K Sikka, Practicing Company Secretary (Membership No. FCS - 4241 & CP No. 3582), Proprietor M/s S K Sikka & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- I. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- J. The Scrutinizer shall after the conclusion of voting at the EGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- K. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.kuantumpapers.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited, Mumbai.

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]

CIN : L21012PB1997PLC035243
Name of the Company : KUANTUM PAPERS LTD.
Registered office : Salia Khurd, 144 529, Distt. Hoshiarpur, Punjab

| | |
|---------------------------------|---|
| Name of the member (s) : | : |
| Registered address : | : |
| E-mail ID : | : |
| Folia No. / Client ID : | : |
| DP ID : | : |

I/We, being the member (s) of.....shares of the above named company, hereby appoint

1. Name :
Address :
E-mail id :

Signature.....or failing him

2. Name :
Address :
E-mail id :

Signature.....or failing him

3. Name :
Address :
E-mail id :

Signature.....

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Saturday, the 3rd November 2018 at 11:30 a.m. at Salia Khurd, 144529, Distt. Hoshiarpur, Punjab and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

| Special Business | |
|-------------------------|--|
| 1 | Issue of securities pursuant to the Sections 23, 41, 42, 62, 71 of the Companies Act, 2013 |
| 2 | Increase in the borrowing limits pursuant to section 180(1)(c) of the Companies Act, 2013 |
| 3 | Authority under Section 180(1)(a) of the Companies Act, 2013 to sell, lease or otherwise dispose of, to mortgage/ create charges on the properties of the Company. |

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

Affix
Revenue
Stamp

Signature of Shareholder



Signature of Proxy holder (s)

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.