



Regd. Office : Paper Mill Saila Khurd 144 529, Distt. Hoshiarpur, Punjab
Phone : 01884-502737, Fax : 01884-502700, E-mail : kquantumcorp@kquantumpapers.com
CIN : L21012PB1997PLC035243, Website : www.kquantumpapers.com

NOTICE

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 Friday, the 27th March 2020 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 ORDINARY RESOLUTION:

“**Resolved** that pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and Rules thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable, and subject to the provisions of Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any, required from any competent authority, and as approved by the Board of Directors of the Company, approval of the Shareholders be and is hereby accorded, for sub-dividing the equity shares of the Company, such that each equity share having nominal value of Rs.10/- (Rupees Ten Only) be sub-divided into 10 (Ten) Equity Shares having nominal value of Re. 1/- (Rupee One Only) each fully paid-up.

Resolved Further that pursuant to the Sub-division of equity shares of the Company, all the Authorized, Issued, Subscribed and Paid-up Equity Shares of nominal value of Rs. 10/- (Rupees Ten Only) each existing on the Record date to be fixed by the Board of Directors of the Company (which shall include any Committee thereof), shall stand sub-divided into 10 (Ten) Equity Shares of nominal value of Re. 1/- (Rupee One Only) each fully paid up, as given below:

Particulars	Pre Sub-Division Equity Shares			Post Sub-Division Equity Shares		
	No. of Equity Shares	Face Value (in Rs.)	Equity Share Capital (in Rs.)	No. of Equity Shares	Face Value (in Re.)	Equity Share Capital (in Rs.)
Authorised Share Capital (Equity)	2,50,00,000	10/-	25,00,00,000	25,00,00,000	1/-	25,00,00,000
Paid up Capital (Equity)	87,26,363	10/-	8,72,63,630	8,72,63,630	1/-	8,72,63,630

Resolved Further that upon sub-division of equity shares as aforesaid, the existing share certificates of the equity shares of the face value of Rs. 10/- (Rupees Ten Only) each in the physical form shall be deemed to have been automatically cancelled and be of no effect from the Record date, and no letter of allotment shall be issued to the allottees of the new equity shares of Re. 1/- (Rupee one only) each on sub-division and the Company without requiring the surrender of the old/existing share certificate(s), directly issue and dispatch the new share certificates of the Company, in lieu of such old/existing share certificates within the period prescribed or that may be prescribed in this behalf, from time to time and in the case of shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary

accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares before subdivision.

Resolved Further that the Board of Directors of the Company (the “Board”, which expression shall also include a duly authorized Committee thereof) be and are hereby severally authorized to: (a) delegate execution and filing of necessary applications, declarations, and other documents with stock exchanges, depositories, Registrar and Transfer Agents and/or any other statutory authority(ies), if any; (b) cancel the existing physical share certificates; (c) settle any question or difficulty that may arise with regard to the subdivision of the Shares as aforesaid or for any matters connected herewith or incidental hereto; and (d) do all such acts, deeds, things, including all other matters incidental thereto in order to implement the foregoing resolution.

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

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

“**Resolved** that pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification or re-enactment(s) thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be substituted with the following Clause:

The Authorised Share Capital of the Company is Rs. 55,00,00,000/- (Rupees Fifty five Crores only) divided into 25,00,00,000 Equity Shares of Re. 1/- (Rupee One only) each and 3,00,00,000 Redeemable Preference Shares of Rs. 10/- (Rupees ten only) each with the rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for time being with the power to increase and reduce the capital and to divide the shares in the capital for the time being into several classes and to attach thereof respectively preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such a manner as may for the time being be provided by the regulations of the Company.

Resolved Further that the Board of Directors of the Company (the “Board”, which expression shall also include a duly authorized Committee thereof) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Officer(s) of the Company as may be required to give effect to the above resolution.

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

Paper Mill, Saila Khurd
Distt. Hoshiarpur, Punjab
Dated: 12 February 2020

By Order of the Board
For Kuantum Papers Ltd

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 paid up 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. The route map of the venue of the meeting is attached herewith.
6. **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 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company is offering e-voting facility to its members. Detailed procedure is given in the enclosed letter.

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

Item No. 1

Equity shares of the Company are listed and are being traded on BSE Limited and National Stock Exchange of India Limited. In order to improve the liquidity of the Company's share and to make it more affordable for small investors as also to broad base the small investors, the Board of Directors of the Company, in its meeting held on 12 February 2020 has recommended to sub-divide (split) the nominal value of each Equity Share having a present face value Rs. 10/- (Rupees Ten Only) each into 10 (Ten) Equity Shares of Re. 1/- (Rupee One Only) each, subject to the approval of the Members. Article 60 of the Articles of Association of the Company permits sub-division of shares subject to approval of Members.

The Record Date for the aforesaid sub-division of the Equity Shares will be fixed after obtaining the approval from members of the Company in this Extraordinary General Meeting.

Upon approval of the shareholders for sub-division of equity shares, in case the equity shares are held in physical form, the old share certificate(s) of face value of Rs. 10/- each will stand cancelled on the record date and the new share certificate(s) of nominal value of Re 1/- each, fully paid-up, will be dispatched to the shareholders. In case the equity shares are in dematerialized form, the sub-divided equity shares will be directly credited to the shareholder's demat account on the record date in lieu of their existing equity shares.

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.

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

Item No. 2

The proposed Sub-division of the equity shares of Rs. 10/- (Rupees Ten only) each into Ten equity shares of Re. 1/- (Rupee One Only) each requires amendment in capital clause of Memorandum of Association of the Company.

Accordingly Clause V of the Memorandum of Association is proposed to be amended as set out in Item No. 2 of the accompanying Notice reflecting the corresponding changes in the Authorized Share Capital of the Company consequent to the proposed Sub- division i.e. from Rs. 55,00,00,000/- (Rupees Fifty Five Crores only) divided into 2,50,00,000 Equity Shares of Rs. 10/- (Rupees ten only) each and 3,00,00,000 Redeemable Preference Shares of Rs. 10/-(Rupees ten only) to Rs. 55,00,00,000/- (Rupees Fifty five Crores only) divided into 25,00,00,000 Equity Shares of Re. 1/- (Rupee One only) each and 3,00,00,000 Redeemable Preference Shares of Rs. 10/-(Rupees ten only) each.

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.

Paper Mill, Saila Khurd
Distt. Hoshiarpur, Punjab
Dated: 12 February 2020

By Order of the Board
For Kuantum Papers Ltd

Vivek Trehan
Company Secretary

ROUTE MAP

