

25.04.2024

<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street Mumbai 400 001 Scrip Code: 532937 <b>Scrip ID: KUANTUM</b>	<b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East) Mumbai 400 051 <b>Trading Symbol: KUANTUM</b>
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**Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice**

Dear Sir,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice dated 24<sup>th</sup> April, 2024, seeking approval of the members of the Company, only by way of remote e-voting process for the special resolutions for the following matter:

Re-appointment of Shri Pavan Khaitan (DIN: 00026256) as Vice Chairman & Managing Director for a period of three years.

Postal Ballot Notice along with Explanatory Statement and Instructions for e-voting are being sent only through electronic mode to all the members who have registered their email addresses with the Company/Depository Participants (DPs)/ M/s MAS Services Limited (Company's Registrar and Share Transfer Agents or RTA) and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Friday, the 19<sup>th</sup> day of April, 2024 (Cut-off Date).

In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with relevant rules made thereunder, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company has engaged the services of NSDL to provide remote e-voting facilities to the Members, to enable them to cast their votes electronically.

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

Start Date and Time	9.00 a.m. (IST) on Friday, the 26 <sup>th</sup> day of April, 2024
Close date and Time	5.00 p.m. (IST) on Saturday, the 25 <sup>th</sup> day of May, 2024

The Postal Ballot Notice is available on the Company's website at [www.kuantumpapers.com](http://www.kuantumpapers.com). You are requested to take the same on your record.

**For Kuantum Papers Limited**

**(Gurinder Singh Makkar)**  
**(Company Secretary & Compliance Officer)**  
**M. No.: F5124**



## **POSTAL BALLOT NOTICE**

**[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]**

To,

**The Members,**

**Kuantum Papers Limited**

Notice is hereby given pursuant to provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 03/ 2022 dated 5th May, 2022 and 11/2022 dated 28th December, 2022 and 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") , Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution(s) set out in this notice are proposed to be passed by the Members of Kuantum Papers Limited ('the Company') by means of Postal Ballot, only by remote e-voting process ('remote e-voting' or 'e-voting').

The proposed resolutions along with the Explanatory Statement pursuant to Section 102(1), 110 and other applicable provisions, if any, of the Act read with rules framed thereunder, setting out the material facts and reasons thereof are annexed to this Notice.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company's Registrar and Share Transfer Agent ('RTA')/Depository Participant(s). The communication of assent or dissent of the Members would take place only through the remote e-voting system and the hard copy of Postal Ballot Notice (along with postal ballot forms) and pre-paid business envelope through post will not be sent to the Members for this Postal Ballot.

The Company has engaged the services of National Securities Depositories Limited (hereinafter referred to as "NSDL" or "Service Provider") for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with M/s MAS Services Limited, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice.

***Kuantum Papers Ltd***

🌐 [www.kuantumpapers.com](http://www.kuantumpapers.com) 📧 [kuantumcorp@kuantumpapers.com](mailto:kuantumcorp@kuantumpapers.com) 📧 [kuantumill@kuantumpapers.com](mailto:kuantumill@kuantumpapers.com)

Corp Office W1A FF Tower A Godrej Eternia Plot 70 Indl Area 1 Chandigarh 160 002 Ph - 0172 5172737  
Regd Office & Works Saila Khurd 144 529 Distt Hoshiarpur Punjab CIN - L21012PB1997PLC035243



The postal ballot results will be submitted within 2 (Two) working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

Shareholders/Members are requested to carefully read the instructions and procedures indicated in this Notice to cast their vote electronically. Postal ballot e-Voting Period is as follows:

Start Date and Time	9.00 a.m. (IST) on Friday, the 26 <sup>th</sup> day of April, 2024
Close date and Time	5.00 p.m. (IST) on Saturday, the 25 <sup>th</sup> day of May, 2024

Members whose names appear on the register of **Members / List of Beneficial owners as on the cut-off date i.e. 19.04.2024** will only be considered eligible for the purpose of e-voting.

The Board of Directors of the Company has appointed Mr. Sushil Sikka (Membership no. 4241) of M/s S.K. Sikka & Associates, Practicing Company Secretary as Scrutinizer for conducting the postal ballot, through e-voting process, in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman or any person authorized by him. The results of the Postal Ballot/e-voting shall be declared by placing it, along with Scrutinizer's Report, on the Company's website [www.kuantumpapers.com](http://www.kuantumpapers.com) and on NSDL website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within 2 (Two) working days from conclusion of the e-voting period. Further, the same shall be submitted to the stock exchanges on which the equity shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The results shall also be displayed for at least three days on the Notice board of the company at its Registered office and its Head Office/Corporate Office.

The proposed resolutions, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting i.e. **Saturday, the 25<sup>th</sup> day of May, 2024.**

**ITEM OF SPECIAL BUSINESS REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT IS AS UNDER:**

**SPECIAL BUSINESS:**

**ITEM NO. 1**

**RE-APPOINTMENT OF SHRI PAVAN KHAITAN (DIN: 00026256) AS VICE CHAIRMAN & MANAGING DIRECTOR FOR A PERIOD OF THREE YEARS**

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 ("the Act") and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act (including any amendment and/or re-enactment thereof, for the time being in force) and



applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“Listing Regulations”), and subject to such other approval(s)/ permissions/ sanctions of the Statutory Authorities, as may be necessary, and pursuant to recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the re-appointment of Shri Pavan Khaitan (DIN: 00026256) as Vice-Chairman & Managing Director of the Company, for a period of three years commencing from April 1, 2024, not liable to retire by rotation, on such terms and conditions including remuneration, commission and perks as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (which includes a duly constituted Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration in such manner as may be mutually agreed between the Board and Mr. Pavan Khaitan provided that such variation or increase, as case may be, is within the overall limits as specified under Section 197 and/or Schedule V of the Companies Act, 2013 read with rules made thereunder (including any statutory modification or re-enactment /amendment thereto at any time/from time to time).

**RESOLVED FURTHER THAT** the approval of the Members of the Company be and is hereby accorded for payment of the remuneration and perquisites within the limits as set out in Notice/Explanatory Statement, to Shri Pavan Khaitan (DIN No.00026256), Vice Chairman & Managing Director during his tenure for any financial year(s) as Minimum Remuneration notwithstanding any loss or inadequacy of profits, during such financial year(s) subject to such compliances and approvals as may be required under Companies Act, 2013 read with Schedule V thereto and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee/official authorized by the Board of Directors for this purpose) be and is hereby authorized to increase, vary or amend the remuneration (within the allocated grades) including salary, allowances, perquisites and benefits, minimum remuneration and other terms of his appointment, from time to time, as deemed expedient or necessary.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee/official authorized by the Board of Directors for this purpose) be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto.”

**By the Order of Board of Directors  
For Kuantum Papers Limited**

**Sd/-  
Gurinder Singh Makkar  
Company Secretary  
M. No.: F5124**

**Place: Chandigarh  
Date: 24.04.2024**

**Kuantum Papers Ltd**

[www.kuantumpapers.com](http://www.kuantumpapers.com) [kuantumcorp@kuantumpapers.com](mailto:kuantumcorp@kuantumpapers.com) [kuantummill@kuantumpapers.com](mailto:kuantummill@kuantumpapers.com)

Corp Office W1A FF Tower A Godrej Eternia Plot 70 Indl Area 1 Chandigarh 160 002 Ph - 0172 5172737  
Regd Office & Works Saila Khurd 144 529 Distt Hoshiarpur Punjab CIN - L21012PB1997PLC035243

**NOTES:**

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, in respect of the business as set out in the Notice is annexed hereto.
2. In compliance with MCA circulars, the Company will send Postal Ballot Notice only by email to all its Members who have registered their email addresses with the Depository Participants (DPs)/ M/s MAS Services Limited (Company’s Registrar and Share Transfer Agents or RTA) and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on **Friday, the 19<sup>th</sup> day of April, 2024 (Cut-off Date)**. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
3. The results of the Postal Ballot/e-voting shall be declared by placing it, along with Scrutinizer’s Report, on the Company’s website [www.kuantumpapers.com](http://www.kuantumpapers.com) and on NSDL E-Voting Website that is [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within 2 (Two) working days from conclusion of the e-voting period. Further, the same shall be submitted to the stock exchanges on which the equity shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The results shall also be displayed for at least three days on the Notice board of the company at its Registered office and its Head Office/Corporate Office.
4. In accordance with the MCA circulars, the Company has made arrangements for the Members to register their email address. Members who have not registered their email address are requested to register the same with the Depository Participants (DPs), if the shares are held in electronic form.
5. In terms of Sections 108, 110 and other applicable provisions of the Act, as amended, read together with the Rules and in compliance with Regulation 44 of the Listing Regulations as amended from time to time, the Company has arranged to provide remote e-voting facility to all the members of the Company. The Company has appointed National Securities Depositories Limited (hereinafter referred to as “NSDL” for providing e-voting facility to its members. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
6. The e-voting facility will be available only during the e-voting period which will commence at **9.00 a.m. (IST) on Friday, the 26<sup>th</sup> day of April, 2024 and shall end at 5.00 p.m. (IST) on Saturday, the 25<sup>th</sup> day of May, 2024**. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
7. To support ‘Green Initiative’ for receiving all communication (including Notice of Postal Ballot) from the Company electronically, members holding shares in dematerialised mode are requested to register/update changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and

- branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant.
8. The voting rights of members shall be in proportion to their share of the paid-up equity share capital as on the Cut-off Date i.e., **Friday, the 19<sup>th</sup> day of April, 2024.**
  9. The proposed resolutions, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting i.e., **Saturday, the 25<sup>th</sup> day of May, 2024.**
  10. A member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and Institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by e-mail to [sikkasushil@gmail.com](mailto:sikkasushil@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and the Company at [kuantumcorp@kuantumpapers.com](mailto:kuantumcorp@kuantumpapers.com).
  11. The documents referred to in this Postal Ballot Notice and the Explanatory Statement will be available for inspection electronically until last date of remote e-voting. i.e. **Saturday, the 25<sup>th</sup> day of May, 2024.** Any member seeking to inspect can send an e-mail to the Company at [kuantumcorp@kuantumpapers.com](mailto:kuantumcorp@kuantumpapers.com) with subject line "Inspection of Documents", mentioning their name, DP Id and Client Id and documents they wish to inspect.
  12. The Company's Registrar and Transfer Agent for its share registry work (Physical and Electronic) is M/s MAS Services Limited. All documents, transmission, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Share Transfer Agents, at the address mentioned below:

Mas Services Limited  
(Registrars & Share Transfer Agent)  
T-34, 2nd Floor, Okhla Industrial Area  
Phase - II, New Delhi - 110 020  
Ph: +91 11 2638 7281 /82 /83  
Fax: +91 11 2638 7384  
Mobile:- +91-8929884917  
Email: [info@masserv.com](mailto:info@masserv.com)  
Visit: [www.masserv.com](http://www.masserv.com)

13. In case of any queries relating to voting by electronic means, please refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available at the Help section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) in case of any grievances connected with facility for voting by electronic means.

**GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:**

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.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</li> </ol>

	<p>see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</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</li> </ol>



**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sikkasushil@gmail.com](mailto:sikkasushil@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Mr. Amit Vishal, Asst. Vice President) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please send ISR-1, SH-13 and ISR2 (if signature not matched with our record) to RTA i.e. Mas Services Limited, T-34 2nd Floor, Okhla Industrial Area Phase-II, New Delhi-110020. (form can be download from [www.masserv.com](http://www.masserv.com) website)
2. In case shares are held in demat mode, please update your email id with your DP and generate password as per instructions given above under e-voting instructions.
3. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



**ANNEXURE TO NOTICE  
EXPLANATORY STATEMENT  
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

The following statement sets out all material facts relating to the resolution to be passed as mentioned in the accompanying Notice:

**SPECIAL BUSINESS:**

**ITEM NO. 1**

**RE-APPOINTMENT OF SHRI PAVAN KHAITAN (DIN: 00026256) AS VICE CHAIRMAN & MANAGING DIRECTOR FOR A PERIOD OF THREE YEARS**

The Members of the Company had, vide Special Resolution passed at the 22<sup>nd</sup> Annual General Meeting of the Company held on Tuesday, the 13<sup>th</sup> August 2019, re-appointed Mr. Pavan Khaitan as Managing Director of the Company for a period of five years from 01<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024, pursuant to the provisions of Section 196, 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 and also approved his remuneration and terms and conditions of appointment. Subsequently, the Board of Directors at its Meeting held on 21<sup>st</sup> May, 2022, had re-designated him as Vice Chairman & Managing Director of the Company.

On the recommendations of the Nomination and Remuneration Committee ("**NRC**"), the Board of Directors of the Company ("**Board**") has, at its meeting held on 01.02.2024, approved the reappointment of Mr. Pavan Khaitan as the Vice Chairman & Managing Director for a further period of three years with effect from 01<sup>st</sup> April 2024 to 31<sup>st</sup> March, 2027, subject to the approval of the members by way of Special Resolution, on the terms of remuneration given below:

**(1) Salary**

Basic Salary @ Rs. 20,00,000/- (Rupees Twenty Lakh Only) per month in the grade of Rs. 20,00,000 – 2,00,000 – 24,00,000 per month.

**(2) Perquisites and allowances**

- i) The Vice Chairman & Managing Director shall also be entitled to perquisites and allowances like furnished accommodation or house rent allowance in lieu thereof subject to a ceiling of 60% of the salary, reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs, servants' salaries, medical reimbursement for self and dependent family, medical accident/Keyman Insurance, company maintained car, telephone, leave travel concession for self and family, club membership subject to maximum of two clubs and such other benefits/amenities and other privileges as may from time to time be available to other executives, such perquisites and allowances will be restricted to an amount equal to the annual salary. The expenses in connection with the spouse accompanying Vice Chairman & Managing Director while on business tours in India and Abroad to be borne by the company.

- ii) For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per the Income-tax Rules, wherever applicable. In the absence of such Rules, perquisites and allowances shall be evaluated at actual cost.
- iii) Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund to the extent these either singly or together are not taxable under the Income Tax Act, Gratuity payable as per the Rules of the Company and encashment of leave at the end of the tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

### **(3) Commission**

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

- (4) Shri Pavan Khaitan will not be entitled to sitting fee for attending meetings of the Board or Committee(s) thereof.

- (5) Shri Pavan Khaitan shall not be liable to retire by rotation.

The approval of Members by way of Special Resolution is being sought to pay above-stated remuneration and perks (excluding retiral benefit etc. as provided in Schedule V of the Act for exclusion) to Mr. Pavan Khaitan, Vice-Chairman & Managing Director, as minimum remuneration, even in the event of inadequacy of profits or no profits in the Company, if any, for that financial year, in which there is inadequacy or absence of profits, during the period of three years commencing from April 1, 2024 till March 31, 2027, as permissible through a special resolution as prescribed under Section II of Part II of Schedule V of the Act (as amended/modified from time to time, for the time being in force), subject to such compliances and approvals as may be required under Companies Act, 2013 read with Schedule V thereto and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Approval of the members is also sought by passing of special resolution pursuant to Regulation 17(6)(e) of the Listing Regulations.

The Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 signifying his intention to propose the appointment/re-appointment of Mr. Pavan Khaitan as Director/Managing Director of the Company.

Further, the Company has received his consent to act as a Director & Key Managerial Personnel (KMP) in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules), Intimation in Form DIR-8 in terms of the Rules to the effect that he is not disqualified under the provisions of Section 164(2) of the Act; Shri Pavan Khaitan has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.



In terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), a listed entity shall ensure that the approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Hence approval of the Members is being sought by way of special resolution for his re-appointment for a period of three years w.e.f. 01<sup>st</sup> April, 2024.

In terms of Regulation 17(1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, With effect from April 1, 2024, the continuation of a director serving on the board of directors of a listed entity shall be subject to the approval by the shareholders in a general meeting at least once in every five years from the date of their appointment or reappointment, as the case may be.

Shri Pavan Khaitan is a Graduate in Commerce from Panjab University and a Chartered Accountant. He joined the company in 1997 and has been spearheading various initiatives that have rationalized the cost, enhanced quality, focused on specialty paper and ultimately optimizing the resources to their fullest. He has been instrumental in undertaking projects including debottlenecking and overall upgradation of the paper mill. Under his aegis, the backward integration cum upgradation project of the Company had been successfully completed. Mr. Pavan Khaitan has now positioned the Company on a transformative journey. He has taken numerous initiatives at the group level on areas of expansions, plants set up, marketing, financial management, risk management, human resources etc.

Mr. Pavan Khaitan, the proposed appointee himself and Mr. Jagesh Kumar Khaitan, Chairman, being relative of Mr. Pavan Khaitan are interested in the Resolution set out at Item No. 1 of the Notice with regard to his Appointment. His relatives are deemed to be interested in the Resolution to the extent of their shareholding interest, if any, in the Company. Save and except as above, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the said Resolution.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

**Information about Mr. Pavan Khaitan, as required under Section II of Part II of Schedule V of the Act:**

<b>I. General Information</b>	
Nature of industry	Manufacture of agro and wood-based Writing & Printing, Copier and Specialty papers.
Date or expected date of commencement of commercial	Not Applicable (The Company is an existing company)
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

Financial performance based on given indicators (As per Audited Financial Statements)	<b>(Rs. In Lakhs except EPS)</b>			
	<b>Particulars</b>	2022-23	2021-22	2020-21
	Sales & other income	1,31,316.26	83,424.85	41,391.79
	Profits Before Taxes	20,296.29	770.42	(3,182.98)
	Net Profit (Loss) after tax	13,615.18	1,342.26	(1,272.70)
Foreign investments or collaborations, if any	The Company has not entered into any material Foreign collaboration and no direct capital investment has been made in the Company. Foreign Investors, mainly comprising NRIs, FIIs and/or Foreign Nationals are investors in the Company on account of past issuances of securities/secondary market purchases. The Company has one Indian holding Company viz. Kapedome Enterprises Ltd.			
<b>II. Information about the appointee</b>				
Background details	Name and Designation	Mr. Pavan Khaitan, Vice Chairman & Managing Director		
	Date of Birth	31.05.1968		
	Father's Name	Shri Jagesh Kumar Khaitan		
	Nationality	Indian		
	Qualifications	Shri Pavan Khaitan is a graduate in Commerce from Panjab University and a qualified Chartered Accountant.		
Past remuneration	2022-23 – Rs. 4,43,15,362/- 2021-22 – Rs. 2,55,10,235/- 2020-21 - Rs. 65,15,972/-			
Recognition or awards	IARPMA Excellence Award			
Job profile and his suitability	Mr. Pavan Khaitan, aged around 55 years is a Graduate in Commerce from Panjab University and a Chartered Accountant. He is proposed to be re-appointed as Vice Chairman & Managing Director of the company. He joined the company in 1997 and has been spearheading various initiatives that have rationalized the cost, enhanced quality, focused on specialty paper and ultimately optimizing the resources to their fullest. He has been instrumental in undertaking projects including debottlenecking and overall upgradation of the paper mill. Under his aegis, the backward integration cum upgradation project of the Company had been successfully completed. Mr. Pavan Khaitan has now positioned the Company on a transformative journey. He has taken numerous initiatives at the group level on areas of expansions, plants set up, marketing, financial management, risk management, human resources etc.			
Remuneration proposed	Details of proposed remuneration are presented in the resolution and also in the statement under Section 102 of the Companies Act, 2013.			

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration is as per Section 197 & 198 of the Companies Act, 2013 read with Schedule V and is comparable with the industry standards for a director of similar profile.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Pavan Khaitan is Promoter Director of the Company and presently holds 14,72,650 (1.69%) equity shares in the Company. He is son of Mr. Jagesh Kumar Khaitan, Chairman of the Company.
<b>III. Other information</b>	
Reasons of loss or inadequate profits	<p>The Company is a profit making Company and for the financial year 2022-23, the Gross profits of the Company stood at Rs. 31,182.27 Lakhs and Net profits stood at Rs. 13,615.18 Lakhs. Financially, the Company is performing very well. It is expected that for current and succeeding years, the profits of the Company will continue to be adequate. The Company is influenced by general reversionary trend in the industry, government policies and unprecedented volatility in prices of raw materials, Indian Economy conditions and competition.</p> <p>The Company remains committed to generating higher returns for its stakeholders. The pivot to value added products, use of new technologies, efficient management in Sales and Marketing as well as new capabilities have helped the Company to achieve growth in recent years. The Company will continue to take actions for improvement in its performance. As a matter of abundant caution, members' approval is being sought for payment of remuneration, in the event of loss or inadequate profit in the financials, as defined in the said respective resolutions read with their explanatory statements.</p> <p>The Company sees a large headroom for growth and plans to continue investments to take advantage of the opportunity. While the investments may impact margins in the near term, these are expected to help the Company to scale its businesses and sustain growth and profitability in the long run.</p>
Steps taken or proposed to be taken for improvement	The Company sees a large headroom for growth and will continue to take advantage of the opportunities available. The Company has taken various initiatives viz. product innovation, enhancements of production capacities and customers base, reduction of various costs, better market penetration, exploring new buyers, overseas buyers and improvement in realization etc. It is expected that the performance of Company will further improve during the next financial year as initiatives taken by the Company for increase its productivity and efficiency. The aforesaid steps taken / to be taken by the Company are expected to improve further the Company's performance and profitability in the future.
Expected increase in productivity and profits in measurable terms	The turnover and profitability will also improve further, but are not measurable as the same are influenced by various factors such as market prices of raw materials and cost of various inputs etc.



The other Information as required under Schedule V of the Companies Act, 2013 , wherever applicable is provided in the Notice/ Explanatory Statements and/or Annexures.

The above may also be treated as an abstract of the terms of appointment of Mr. Pavan Khaitan as Vice Chairman & Managing Director of the Company and a memorandum setting out terms and conditions of appointment and remuneration as required under Section 190 of the Act.

The Board of Directors of the Company, on recommendation made by the Nomination and Remuneration Committee has approved the appointment and remuneration, subject to the approval of the members. Since the Company has immensely benefited during Shri Pavan Khaitan's tenure as Managing Director, the Board recommends the resolution for his re-appointment as set out at Item No. 1 of the accompanying Notice for approval of the members of the Company by way of Special Resolution.

**By the Order of Board of Directors  
For Kuantum Papers Limited**

**Sd/-  
Gurinder Singh Makkar  
Company Secretary  
M. No.: F5124**

**Place: Chandigarh  
Date: 24.04.2024**

**ANNEXURE TO THE EXPLANATORY STATEMENT:**

Additional information on Director recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI Listing Regulation, and Secretarial Standards-2 as prescribed by the Institute of Company Secretaries of India.

<b>Name Of Director and DIN</b>	<b>Shri Pavan Khaitan (DIN: 00026256)</b>
Date of Birth/Age	31.05.1968
Nationality	Indian
Date of Appointment / Reappointment	01 <sup>st</sup> April, 2024 (subject to approval of Members by Special Resolution)
Qualification	Graduation in Commerce, Chartered Accountant.
Nature and Expertise in specific functional area	Mr. Pavan Khaitan, aged around 55 years is a Graduate in Commerce from Panjab University and a Chartered Accountant. He is proposed to be re-appointed as Vice Chairman & Managing Director of the company. He joined the company in 1997 and has been spearheading various initiatives that have rationalized the cost, enhanced quality, focused on specialty paper and ultimately optimizing the resources to their fullest. He has been instrumental in undertaking projects including debottlenecking and overall upgradation of the paper mill. Under his aegis, the backward integration cum upgradation project of the Company had been successfully completed. Mr. Pavan Khaitan has now positioned the Company on a transformative journey. He has taken numerous initiatives at the group level on areas of expansions, plants set up, marketing, financial management, risk management, human resources etc..
Number of shares held in company	14,72,650 (1.69%) equity shares in the Company.
List of Directorship and Committee membership in Listed Companies other than Kuantum Papers Limited	NIL
Terms and conditions for appointment	As per details given in the Notice and Explanatory Statement
Remuneration last drawn	As per detail given in the Explanatory Statement to item no. 1 of the Notice
Details of remuneration sought to be paid	As per detail given in the Explanatory Statement to item no. 1 of the Notice
Listed entities (except Kuantum Papers Limited) in which the person holds the directorship and the chairmanship/ membership of committees of the board along with listed entities from which the person has resigned in the past three years.	Existing Directorship in other Listed Company: NIL  Past Directorship in other listed entities: Nil
Directorships held in other companies/branches	Pinnacle Holdings Private Limited, Kapedome Enterprises Limited



Memberships/Chairmanships of committees of other Companies	NIL
Disclosure of relationships between Directors /KMP inter-se	Shri Pavan Khaitan is son of Shri Jagesh Kumar Khaitan, Chairman.
List of core skills / expertise/ competencies identified by the Board and those actually available:  Leadership, Governance, Technology, Board Experience, Sales, marketing, Innovation, Finance, Production.	Finance, Accounting, Taxation, Auditing, Legal, and Risk Management, and Compliance, Production and Industry, Marketing, Funds Management, Corporate Affairs, Banking, Cost Reduction, Human Resources, Supply Chain, Leadership, Technology, Corporate Governance.

**By the Order of Board of Directors  
For Kuantum Papers Limited**

**Sd/-  
Gurinder Singh Makkar  
Company Secretary  
M. No.: F5124**

**Place: Chandigarh  
Date: 24.04.2024**