

**SHAKUMBHRI PULP AND PAPER MILLS LIMITED**  
**REGD. OFFICE: 4.5 KM, BHOPA ROAD, MUZAFFARNAGAR, UTTAR PRADESH 251001**

CIN: L21012UP1986PLC007671  
GSTIN: 09AABCS9947E1ZZ

Ph. No.-7895512368 website: shakumbhripulp.com  
E-mail: shakumbhri@yahoo.com, shakumbhripaper@gmail.com

**NOTICE**

Notice is hereby given that the 36<sup>th</sup> Annual General Meeting of the shareholders of **M/S SHAKUMBHRI PULP AND PAPER MILLS LIMITED** will be held on Saturday the 28<sup>th</sup> day of September, 2024 at 11:00 A.M. at registered office of the company at 4.5 KM, Bhopa Road, Muzaffarnagar, Uttar Pradesh- 251001 to transact the following businesses:-

**ORDINARY BUSINESS(s):**

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March 2024 along with the report of the Directors and Auditors thereon.
2. Re-appointment of Shri Sanjeev Kumar Sangal (DIN: 00954385), who retires by rotation and being eligible offers himself for re-appointment.
3. Re-appointment of Shri Amit Agarwal (DIN: 01336763), who retires by rotation and being eligible offers himself for re-appointment.
4. Re-appointment of Shri Arjun Kumar Agarwal (DIN: 02614019), who retires by rotation and being eligible offers himself for re-appointment.
5. Re-appointment of Shri Girish Kumar Agarwal (DIN: 06457199), who retires by rotation and being eligible offers himself for re-appointment.
6. Re-appointment of Shri Sunil Kumar Garg (DIN: 09534044), who retires by rotation and being eligible offers himself for re-appointment.

**SPECIAL BUSINESS (s):**

**7. TO APPROVE THE REMUNERATION OF MR. GIRISH KUMAR AGARWAL (DIN: 06457199) AS WHOLE TIME DIRECTOR**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, , 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (the Board), approval of the Members be and is hereby granted for the payment of remuneration to Mr. Girish Kumar Agarwal (DIN: 06457199) as Whole Time Director of the Company, of Rs. 1,00,000/- (Rupees One Lakh only) per month; maximum upto Rs. 3,00,000/- (Rupees Three Lakh Rupees Only) per month as may be determined by the Board of Directors of the company from time to time with in the overall ceiling prescribed under Schedule V of the Companies Act, 2013, for a period from 1<sup>st</sup> October, 2024 upto 29<sup>th</sup> June, 2026, being the remainder period of his appointment as Whole time director of company, which was earlier approved by Members at the 33<sup>rd</sup> Annual General Meeting for a period of 5 (Five) years with effect from 30<sup>th</sup> June, 2021.

**RESOLVED FURTHER THAT** the said remuneration be paid/ extended to Mr. Girish Kumar Agarwal, Whole Time Director even if it exceeds five percent of the net profits of the Company in accordance with sections 197 and 198 of the Act, including any statutory modification(s) or re-enactment(s) thereof.

**RESOLVED FURTHER THAT** the said remuneration be paid/ extended to Mr. Girish Kumar Agarwal, Whole Time Director as minimum remuneration in the event of there being loss or inadequacy of profits; provided that the remuneration shall be within the overall ceiling prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** approval of the Company be accorded to the Board of Directors of the Company (including any Committee

thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

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

**DATED: 12/08/2024**  
**PLACE: Muzaffarnagar**

**Sd/-**  
**AYUSHI GUPTA**  
**(COMPANY SECRETARY)**  
**Membership No. – ACS 28438**

**REGISTERED OFFICE:**

4.5 KM, Bhopa Road, Muzaffarnagar,

Uttar Pradesh 251001

CIN: L21012UP1986PLC007671

Ph. No.-7895512368

E-mail: shakumbhri@yahoo.com, [shakumbhripaper@gmail.com](mailto:shakumbhripaper@gmail.com)

website: shakumbhripulp.com

**IMPORTANT NOTES:**

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

| Type of holder | Process to be followed  |            |
|----------------|---|------------|
| Physical       | For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, at<br>Skyline Financial Services Private Limited<br>D-153 A, 1st Floor , Okhla Industrial Area, Phase - I<br>New Delhi-110 020. |            |
|                | Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode   | Form ISR-1 |
|                | Update of signature of securities holder  | Form ISR-2 |
|                | For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014   | Form SH-13 |
|                | Declaration to opt out  | Form ISR-3 |
|                | Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee  | Form SH-14 |
|                | Form for requesting issue of Duplicate Certificate and other service requests for shares /debentures/ bonds, etc., held in physical form  | ISR 4      |
|                | The forms for updating the above details are available at<br><a href="https://shakumbhripulp.com">https://shakumbhripulp.com</a> .and<br><a href="https://www.skylinerta.com/">https://www.skylinerta.com/</a>  |            |
| Demat          | Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.   |            |

5. The Register of Members and Share Transfer Registers will remain closed from 22.09.2024 to 28.09.2024 (Both days inclusive).

6. Skyline Financial Services Private Limited is the Registrar and Share Transfer Agent of the company for both physical and electronic form of shareholdings. All communications relating to shares should be directly addressed to:

Skyline Financial Services Private Limited  
D-153 A, 1st Floor, Okhla Industrial Area, Phase - I  
New Delhi-110020.

7. All documents referred to in the accompanying Notice and Explanatory Statement shall remain open for inspection at the registered office of the Company during business hours on all the working days between 02:00 P.M to 4:00 P.M up to the date of the Meeting.
8. The Ministry of Company Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliance by Companies through electronic mode. We propose to send future communication, in electronic mode to the e-mail address provided by you. So, Shareholders whose e – mail address is not registered with us are requested to please get your email address registered with us, so that your Company can contribute to the safety of environment.
9. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
10. Members may also note that the Notice of the Annual General Meeting will also be available on the Company's website <https://www.shakumbhripulp.com/notices> for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
11. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection during the Annual General Meeting.

## 12. Voting through electronic means

- a. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Ltd.
- b. The instructions for e-voting are as under:

### THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 25<sup>th</sup> September 2024 at 10:00 A.M. and ends on 27<sup>th</sup> September 2024 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21<sup>st</sup> September 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date can attend the meeting; however, they would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates

registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

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

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

| Type of shareholders   | Login Method  |
|--|---|
| Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b> | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |

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

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

| Login type  | Helpdesk details  |
|---|---|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33. |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30          |

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

| <b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b> |   |
|--|---|
| PAN  | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul> |
| Dividend Bank Details<br><b>OR</b> Date of Birth (DOB)   | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>                 |

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@shakumbhripulp.com](mailto:cs@shakumbhripulp.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central

Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911

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

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

Sd/-  
**AYUSHI GUPTA**  
**(COMPANY SECRETARY)**  
**Membership No. – ACS 28438**

**DATED: 12/08/2024**  
**PLACE: Muzaffarnagar**

**REGISTERED OFFICE:**  
4.5 KM, Bhopa Road, Muzaffarnagar,  
Uttar Pradesh 251001  
CIN: L21012UP1986PLC007671  
Ph. No.-7895512368  
E-mail: shakumbhri@yahoo.com, [shakumbhripaper@gmail.com](mailto:shakumbhripaper@gmail.com)  
website: shakumbhripulp.com

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

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 7 of the accompanying Notice dated 12<sup>th</sup> August, 2024.

### **ITEM NO. 7**

Mr. Girish Kumar Agarwal is the Director of the Company since 2013. He is having extensive experience in area of Marketing, General management, Business Management and operational aspects of the Company. Considering his prospective contribution to the growth of the company, the Board of Directors in their meeting held on 30<sup>th</sup> June, 2021, appointed Mr. Girish Kumar Agarwal as Whole Time Director of the Company, for a period of 5 (Five) years with effect from 30<sup>th</sup> June, 2021. However, the payment of remuneration was approved for a period of 3 years till 30<sup>th</sup> September, 2024 within the overall limits laid down under Schedule V of the Companies Act, 2013. Therefore, payment of remuneration to Mr. Girish Kumar Agarwal (DIN: 06457199) as Whole Time Director of the Company, for a period from 1<sup>st</sup> October, 2024 upto 29<sup>th</sup> June, 2026, being the remainder period of his appointment as Whole time director of company is required to be approved by the shareholders of the company. The Board of directors, pursuant to the recommendations of the Nomination and Remuneration Committee approved the payment of remuneration to Mr. Girish Kumar Agarwal in their meeting held on 12<sup>th</sup> August, 2024. Mr. Girish Kumar Agarwal is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. The details of remuneration is set out in the resolution proposed.

As required under the Act, further particulars pertaining to the Company and the appointee are set out hereinafter.

### **I General Information**

#### **(a) Nature of Industry**

At present the company is engaged in manufacturing of the papers such as Kraft Paper.

#### **(b) Date or expected date of commencement of commercial production**

The company commenced business on 06.02.1986.

#### **(c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.**

Not applicable

#### **(d) Financial performance based on the given indicators.**

|                                 | <b>31.03.2024</b> |
|---------------------------------|-------------------|
| Net Sale/Income from Operations | 7710.46           |
| Other Income                    | 59.21             |
| Total Income                    | <b>7769.67</b>    |
| Profit Before Tax               | (74.30)           |
| Profit After Tax                | <b>(62.30)</b>    |
| Paid-Up Share Capital           | 385.50            |
| Other Equity                    | 752.06            |

#### **(e) Foreign Investments or collaborators if any:**

Not Applicable

## II Information about the appointee

### Mr. Girish Kumar Agarwal

#### (a) Background details

Mr. Girish Kumar Agarwal has good marketing as well as administrative skill. He is actively engaged in the running of existing business of the company since a long time. He has extensive experience in area of Marketing, General management, Business Management and operational aspects.

#### (b) Past Remuneration

Mr. Girish Kumar Agarwal is drawing remuneration of Rs. 100,000/- Per month as a whole time director of the company as per approval granted by the shareholders of the company in AGM held on 30<sup>th</sup> September, 2021.

#### (c) Recognition or awards

None

#### (d) Job profile and his suitability:

Subject to the superintendence, control and direction of the Board, Mr. Girish Kumar Agarwal will manage and superintend the business affairs and properties of the Company and do all such lawful acts and things in relation to such management and superintendence as he shall think fit and reasonable.

#### (e) Remuneration proposed

Rs. 1,00,000/- (Rupees One Lakh only) per month; maximum upto Rs. 3,00,000/- (Rupees Three Lakh Rupees Only) per month as may be determined by the Board of Directors of the company from time to time with in the overall ceiling prescribed under Schedule V of the Companies Act, 2013, for a period from 1<sup>st</sup> October, 2024 upto 29<sup>th</sup> June, 2026, being the remainder period of his appointment as Whole time director of company.

#### (f) 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 w.r.t. the country of Origin.)

The remuneration structure of Mr. Girish Kumar Agarwal is not higher than what is drawn by his peers in comparable Companies. Profile of Mr. Girish Kumar Agarwal is attached in annexure of the notice.

#### (g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any;

Mr. Girish Kumar Agarwal is a Whole time director of the company. Other than this, he does not have any pecuniary relationship with the company except drawing remuneration from company as whole time director. He is not related to any other director or key managerial personnel.

#### (h) Other Listed Entities in which he holds directorship and membership in Committees of Board

None

## III. Other information:

#### (1) Reasons of loss or inadequate profits

Since the company is engaged in manufacturing of Kraft paper and due to market variation the Profit of the company are not adequate to pay the remuneration to the Directors as per standards.

#### (2) Steps taken or proposed to be taken for improvement

The company is very confident to continue to achieve a sustained good performance and adequate profits in the years ahead and continuously trying to increase productivity by capturing new markets to increase its sales & profitability.

### (3) Expected increase in productivity and profits in measurable terms

The Company has been able to achieve increase in Sales and productivity and profit figures in its Manufacturing business. Based upon the expected growth in the paper business, the Company is confident of reporting positive results going forward.

Productivity and profits of the Company are expected to increase by 5% in the coming years.

#### IV. Disclosures:

The remuneration of Mr. Girish Kumar Agarwal has already been mentioned in the resolution. Except the monthly remuneration, there is no fixed component and performance linked incentives and stock option granted to him.

Details as required under Regulation 36(2) of the Listing Regulations and Secretarial Standard - 2 are stated hereunder:

| Sr. No. | Name of Directors  | Girish Kumar Aggarwal   |
|---------|--|---|
| 1       | Director Identification Number (DIN)   | 6457199   |
| 2       | Date of Birth (Age)  | 14.02.1960 (64 years)   |
| 3       | Permanent Account Number (PAN)   | AHBPA9708M  |
| 4       | Date of Initial Appointment on the Board   | 01.02.2013  |
| 5       | Experience in specific functional area   | 34 Years  |
| 6       | Expertise in specific functional area  | Shri Girish Kumar Agarwal has good marketing and administrative skill.  |
| 7       | No. of equity shares held in the Company   | 62,500 shares   |
| 8       | Qualification  | Graduate  |
| 9       | List of other Directorships*   | NIL   |
| 10      | Membership/Chairman of Committees of the other Companies*  | NIL   |
| 11      | Term and condition for Appointment / Re-appointment  | He is Whole Time Director whose term is liable to retire by rotation. However, rotation as director shall not effect his tenure as Whole Time Director, if reappointed.   |
| 12      | Proposed Remuneration  | Rs. 1,00,000/- (Rupees One Lakh only) per month; maximum upto Rs. 3,00,000/- (Rupees Three Lakh Rupees Only) per month as may be determined by the Board of Directors of the company from time to time with in the overall ceiling prescribed under Schedule V of the Companies Act, 2013, for a period from 1 <sup>st</sup> October, 2024 upto 29 <sup>th</sup> June, 2026, being the remainder period of his appointment as Whole time director of company. |
| 13      | Last drawn Remuneration  | Rs. One Lac per month   |
| 14      | No. of Board meeting attended during the year  | SEVEN   |
| 15      | Listed Entity from which the director has resigned in past 3 years   | NIL   |
| 16      | Relationships with other Directors, Manager and other Key Managerial Personnel of the company if any, inter se | NIL   |

The Board considers that having regard to the contribution of Mr. Girish Kumar Agarwal towards remarkable growth of operational activities of the Company during his current tenure, the payment of remuneration to Mr. Girish Kumar Agarwal as Whole Time Director of the Company for the remainder of his term is fully justified.

As such the Board recommends the Special Resolution set out in item 7 of the Notice convening the meeting for the approval of the Shareholders. Except the appointee or his relatives, no other Director/Key Managerial personnel or any relative of Director or Key Managerial Personnel have any concern or interest in the said resolution.

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

**DATED: 12/08/2024**  
**PLACE: Muzaffarnagar**

**Sd/-**  
**AYUSHI GUPTA**  
**(COMPANY SECRETARY)**  
**Membership No. – ACS 28438**

**REGISTERED OFFICE:**

4.5 KM, Bhopa Road, Muzaffarnagar,

Uttar Pradesh 251001

CIN: L21012UP1986PLC007671

Ph. No.-7895512368

E-mail: shakumbhri@yahoo.com, [shakumbhripaper@gmail.com](mailto:shakumbhripaper@gmail.com)

website: shakumbhripulp.com

Annexure - Details of Proposed Directors

| Sr. No. | Name of Directors  | Arjun Kumar Agarwal  | Sanjeev Singhal  | Grish Kumar Aggarwal  | Amit Agarwal  | Sunil Kumar Garg  |
|---------|--|--|--|---|---|---|
| 1       | Director Identification Number (DIN)   | 2614019  | 954385   | 6457199   | 1336763   | 9534044   |
| 2       | Date of Birth (Age)  | 04-10-1965 (58 years)  | 24-05-1962 (61 years)  | 14-02-1960 (64 years)   | 01-07-1974 (50 years)   | 01-05-1967 (57 years)   |
| 3       | Permanent Account Number (PAN)   | ACIPA7822R   | ALUP55340Q   | AHBP A9708M   | ACCPAL463F  | AASFG9890   |
| 4       | Date of Initial Appointment on the Board   | 01.06.2009   | 01.06.2009   | 01.02.2013  | 01.02.2013  | 11.03.2022  |
| 5       | Experience in specific functional area   | 29 Years   | 30 Years   | 34 Years  | 22 Years  | 32 years  |
| 6       | Expertise in specific functional area  | Shri Arjun Kumar Agarwal has good accounting and financial knowledge.    | Shri Sanjeev Singhal is experienced person having good administrative skill. | Shri Arjun Kumar Agarwal has good marketing and administrative skill.   | Shri Amit Agarwal is an experienced person having good marketing skill.   | Mr. Sunil Kumar Garg is an experienced person. He is a practicing advocate. |
| 7       | No. of equity shares held in the Company   | 2,49,100 shares  | 42,150 shares  | 62,500 shares   | 701,000 shares  | 90,000 shares   |
| 8       | Qualification  | Graduate   | Graduate   | Graduate  | Graduate  | LL.B, Graduate  |
| 9       | List of other Directorships*   | NIL  | NIL  | NIL   | 1) BINDAL PULP AND PAPERS PRIVATE LIMITED<br>2) NEERAJ PAPER MARKETING LIMITED<br>3) BINDAL INDUSTRIES LIMITED<br>4) BINDAL ROLLING MILLS LIMITED<br>5) BRINA GOPAL-TRADERS PVT.LTD.    | NIL   |
| 10      | Membership/Chairman of Committees of the other Companies*  | NIL  | NIL  | NIL   | Member - Audit Committee and Nomination and Remuneration Committee of Neeraj Paper Marketing Limited<br>Chairman - Stakeholder Relationship Committee of Neeraj Paper Marketing Limited | NIL   |
| 11      | Term and condition for Appointment / Re-appointment  | He is Non-Executive Director whose term is liable to retire by rotation. | He is Non-Executive Director whose term is liable to retire by rotation.     | He is Whole Time Director whose term is liable to retire by rotation. However, rotation as director shall not effect his tenure as Whole Time Director, if reappointed.   | He is Non-Executive Director whose term is liable to retire by rotation.  | He is Non-Executive Director whose term is liable to retire by rotation.    |
| 12      | Proposed Remuneration  | No Remuneration is proposed  | No Remuneration is proposed  | Rs. 1,00,000/- (Rupees One Lakh only) per month; maximum upto Rs. 3,00,000/- (Rupees Three Lakh Rupees Only) per month as may be determined by the Board of Directors of the company from time to time with in the overall ceiling prescribed under Schedule V of the Companies Act, 2013, for a period from 1st October, 2024 upto 29th June, 2026, being the remainder period of his appointment as Whole time director of company. | No Remuneration is proposed   | No Remuneration is proposed   |
| 13      | Last drawn Remuneration  | NIL  | NIL  | Rs. One Lac. per month  | NIL   | NIL   |
| 14      | No. of Board meeting attended during the year  | SEVEN  | SEVEN  | SEVEN   | FIVE  | SEVEN   |
| 15      | Listed Entity from which the director has resigned in past 3 years   | NIL  | NIL  | NIL   | NIL   | NIL   |
| 16      | Relationships with other Directors, Manager and other Key Managerial Personnel of the company if any, inter se | NIL  | NIL  | NIL   | NIL   | NIL   |

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

**Form No. MGT-11**

**Proxy form**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

|                      |  |
|----------------------|--|
| Name of the member/s |  |
| Registered address   |  |
| E-mail Id            |  |
| Folio No/ Client Id  |  |
| DP ID                |  |

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

|           |  |
|-----------|--|
| Name      |  |
| Address   |  |
| E-mail Id |  |
| Signature |  |

Or failing him

|           |  |
|-----------|--|
| Name      |  |
| Address   |  |
| E-mail Id |  |
| Signature |  |

Or failing him

|           |  |
|-----------|--|
| Name      |  |
| Address   |  |
| E-mail Id |  |
| Signature |  |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36<sup>th</sup> Annual General Meeting of the Company, to be held on the Saturday, 28<sup>th</sup> September, 2024 at 4.5 KM, Bhopa Road, Muzaffarnagar, Uttar Pradesh- 251001 at 11:00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

| <b>Res No.</b> | <b>Resolution</b>  | <b>FOR*</b> | <b>AGAINST*</b> |
|----------------|--|-------------|-----------------|
| 1.             | Adoption of the Audited Financial Statement of the Company for the financial year ended 31 <sup>st</sup> March 2024 along with the report of the Directors and Auditors thereon. |             |                 |
| 2.             | Re-appointment of Shri Sanjeev Kumar Sangal (DIN: 00954385), who retires by rotation and being eligible offers himself for re-appointment.                                       |             |                 |
| 3.             | Re-appointment of Shri Amit Agarwal (DIN: 01336763), who retires by rotation and being eligible offers himself for re-appointment.   |             |                 |
| 4.             | Re-appointment of Shri Arjun Kumar Agarwal (DIN: 02614019), who retires by rotation and being eligible offers himself for re-appointment.  |             |                 |
| 5.             | Re-appointment of Shri Girish Kumar Agarwal (DIN: 06457199), who retires by rotation and being eligible offers himself for re- appointment.                                      |             |                 |
| 6.             | Re-appointment of Shri Sunil Kumar Garg (DIN: 09534044), who retires by rotation and being eligible offers himself for re- appointment.  |             |                 |
| 7.             | To approve the remuneration of Mr. Girish Kumar Agarwal (DIN: 06457199) as whole time director   |             |                 |

Signed this .....day of..... 2024

Signature of Shareholder:

Signature of Proxyholder(s):

Affix  
Revenue  
Stamp

**\*Notes:**

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

## ATTENDANCE SLIP

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

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

I/We hereby record my/our presence at the 36<sup>th</sup> Annual General Meeting of the Company, to be held on the Saturday, 28<sup>th</sup> September, 2024 at 11:00 A.M. at 4.5 KM, Bhopa Road, Muzaffarnagar, Uttar Pradesh- 251001.

\_\_\_\_\_  
Signature of Member / Proxy

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

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

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

**BALLOT PAPER**

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

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

| S. No. | Item No.   | No. of Shares held by me | I assent to the resolution | I dissent from the resolution |
|--------|--|--------------------------|----------------------------|-------------------------------|
| 1.     | Adoption of the Audited Financial Statement of the Company for the financial year ended 31 <sup>st</sup> March 2024 along with the report of the Directors and Auditors thereon. |                          |                            |                               |
| 2.     | Re-appointment of Shri Sanjeev Kumar Sangal (DIN: 00954385), who retires by rotation and being eligible offers himself for re-appointment.                                       |                          |                            |                               |
| 3.     | Re-appointment of Shri Amit Agarwal (DIN: 01336763), who retires by rotation and being eligible offers himself for re-appointment.   |                          |                            |                               |
| 4.     | Re-appointment of Shri Arjun Kumar Agarwal (DIN: 02614019), who retires by rotation and being eligible offers himself for re-appointment.  |                          |                            |                               |
| 5.     | Re-appointment of Shri Girish Kumar Agarwal (DIN: 06457199), who retires by rotation and being eligible offers himself for re- appointment.                                      |                          |                            |                               |
| 6.     | Re-appointment of Shri Sunil Kumar Garg (DIN: 09534044), who retires by rotation and being eligible offers himself for re- appointment.  |                          |                            |                               |
| 7.     | To approve the remuneration of Mr. Girish Kumar Agarwal (DIN: 06457199) as whole time director   |                          |                            |                               |

Place:  
Date: 28/09/2024 (Signature of Shareholder)

## Route Map for Venue of AGM

