

SHREE KARTHIK PAPERS LIMITED



We convert Waste into Wealth to save the
environment

**32nd ANNUAL REPORT
2022-2023**

SHREE KARTHIK PAPERS LIMITED

32nd ANNUAL REPORT 2022-23

BOARD OF DIRECTORS

Sri Vignesh Velu
Chairman & Managing Director

Director

Smt. Selvambal Sengottu Velu

Sri P. Kanagavadivelu
Independent Director

Sri P.C. Narendran
Independent Director

Sri R. Uma Shankar
Independent Director

Company Secretary

Sri V. Rajan

Chief Financial Officer

Smt. S.Ranisri

Statutory Auditors

M/s.T.M. Jeyachandaran & Co.
Chartered Accountants, Chennai

Secretarial Auditor

Sri S. Rengasamy
Practising Company Secretary, Coimbatore

Registered Office

CIN: L21012TZ 1991PLC003570
25, 50 Feet Road, Krishnasamy Nagar
Ramanathapuram, Coimbatore-641045
Phone: 0422 4217174 Fax 0422 4217178
Email id: shreekarthikpapers@yahoo.com

Registrar and Share Transfer Agents

S.K.D.C.Consultants Limited
35, May Flower Avenue, Behind Senthil Nagar,
Sowripalayam Road, Coimbatore-641028
Phone: 0422 4958995 Fax: 0422 2539837

Listed Stock Exchange

BSE Limited (Bombay Stock Exchange
Limited) Floor 25 P.J. Towers, Dalal Street,
Mumbai-400 001

Bankers

Axis Bank Ltd.,
Coimbatore.

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**FOUNDER OF
SHREE KARTHIC PAPERS Limited**

M.S. VELU
(01.02.1943 - 12.09.2021)

SHREE KARTHIK PAPERS LIMITED

CIN: L21012TZ1991PLC003570

Regd.Office: 25, 50 Feet Road, Krishnasamy Nagar, Ramanathapuram, Coimbatore-641045

Email id: shreekarthikpapers@yahoo.com Phone: 0422 4217174 Fax: 0422 4217178

NOTICE

NOTICE is hereby given that the **THIRTY SECOND** Annual General Meeting of the Members of **SHREE KARTHIK PAPERS LIMITED** will be held on Wednesday, the 20th September 2023 at 4.00 P.M. through Video Conferencing (VC) and Other Audio Visual Means (OAVM) to transact the following business:

AS ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements viz. Statement of Profit and Loss Account, Cash Flow Statement for the year ended 31st March 2023, Balance Sheet as on that date, the Reports of the Directors and the Auditors' Report thereon
2. To appoint a Director in place of Smt. Selvambal Sengottu Velu holding DIN No. 01740974 who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

3. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to the provisions of Section 190, 196, 197, 203 read with Schedule V and all other applicable provisions, if any of the Companies Act 2013 and with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Rules made there under including any statutory modifications or re-enactment thereof, for the time being in force, the appointment of Chairman and Managing Director of Sri Vignesh Velu holding DIN 03505424 was approved in the 31st Annual General Meeting held on 26/09/2022 on a remuneration of Rs. 1.00 lakh from 31/03/2022 to 31/08/2024 on such terms and conditions as recommended by the Nomination and Remuneration Committee

with liberty given to the Board of Directors to alter and vary the terms and conditions of the said appointment and/ or remuneration in such manner as may be, subject to the same not exceeding the limits as approved by the shareholders.

RESOLVED FURTHER THAT the consent of the company be and is hereby accorded to enhance the salary to Sri Vignesh Velu, Chairman and Managing Director of the company from Rs.1.00 lakh p.m. to Rs.2.00 lakhs p.m. with effect from 01/04/2023 to 31/08/2024 as CTC (inclusive of all perquisites) and there is no change in the terms and conditions as already stipulated therein.

Terms & Conditions :-

- 1) **Designation: Chairman and Managing Director.**
- 2) **Term: 17 months** with effect from 01/04/2023 to 31/08/2024
- 3) **Salary: Rs.2,00,000 p.m** as CTC (inclusive of all perquisites),

There is no change in the terms and conditions as already stipulated therein.

Resolved further that the Board/ Nomination and Remuneration Committee of Directors of the company be and is hereby authorized to do all acts, deeds, matters and things as may be considered necessary desirable or expedient for giving effect to this resolution".

"Resolved further that the Board of Directors in their meeting held on 31st March 2023 recommend the resolution set out under the Special Business for the approval of the ensuing Annual General Meeting".

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

Re-Appointment of Independent Directors of the company

“Resolved that pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time, Sri Palanisamy Kanagavadivelu (holding DIN 01856028), who was appointed as an Independent Director and who holds office as an Independent Director upto March 31, 2024 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, from 01.04.2024 to 31.03.2029”.

- 5 To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution.

Re-Appointment of Independent Directors of the company

“Resolved that pursuant to the provisions of Sections 149,152 and other applicable provisions of the Companies Act 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time, Sri Chinna Palanisamy Narendran (holding DIN 00090432), who was appointed as an Independent Director and who holds office as an Independent Director upto March 31, 2024 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years 01.04.2024 to 31.03.2029 .”

6. To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution.

Re-Appointment of Independent Directors of the company

“Resolved that pursuant to the provisions of Sections 149,152 and other applicable provisions of the Companies Act 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time, Sri R. Uma Shankar (holding DIN 08062869), who was appointed as an Independent Director and who holds office as an Independent Director upto March 31, 2024 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years 01.04.2024 to 31.03.2029.”

7. To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution.

“RESOLVED THAT, the consent of the members be and is hereby accorded in terms of Section 180(1) (a) and other applicable provisions, if any of the Companies Act 2013 to the Board of Directors of the company to pledge, mortgage and/ or charge in all or any part of the movable or immovable properties of the company and the whole or part of the undertaking of the company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the company and the whole of the undertaking of the company together with power to take over the management of the business or concern of the company in certain events to or in favour of Banks, Financial Institutions to secure the amount borrowed by the company or any third party from time to time for the due payment of the principal together with interest, charges, costs, expenses and all other monies payable by the company or any third party in respect

of such borrowings and to sell or otherwise dispose off the whole or substantially the whole of the undertaking of the company where the company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s)/ interest on such terms and conditions at such time(s) and in such form and manner and with such ranking as to priority as the Board in its absolute discretion thinks fit provided that the maximum limit of the obligations secured by such security interest created by the company or such sell or substantial interest/ undertaking does not exceed Rs. 9.21 (Rupees Nine crore and Twenty One lakhs only) at one time.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolution.

RESOLVED FURTHER THAT the mortgage/ charge created/ to be created/ or agreements/ documents/ executed/ to be executed and all acts done in terms of the above resolution by and with authority of the Board of Directors be and are hereby confirmed and ratified”.

By Order of the Board

Place: Coimbatore

V. Rajan

Date: 27.05.2023

Company Secretary

NOTES FOR THE MEMBERS' ATTENTION

1. The Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020, 13th April 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 13th January, 2021, 05th May 2022 and 28th December, 2022 and the Securities and Exchange Board of India vide their circulars dated 12th May, 2020, 15th January, 2021, 13th May 2022 and 5th January, 2023 (collectively referred to as MCA circulars) permitted the holding of the Annual General Meeting (AGM) through VC/OAVM without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act 2013 (Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (SEBI (Listing Regulations) and MCA and SEBI circulars, the AGM of the company is being held at through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and attendance Slip are not annexed to this Notice.
3. In case of joint holders, the Member whose name appears as the first holder in the Order of names as per the Register of Members of the company will be entitled to vote at the AGM.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to : rengasamy52@gmail.com with a copy marked to helpdesk.evoting@cDSLindia.com
5. The International Securities Identification Number given to the company is INE538D01015.
6. Explanatory statement of material facts pursuant to Section 102 of the Companies Act 2013 with respect to the special business set out in the Notice and relevant details pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for item Nos. 3 to 7 of the notice is annexed hereto.
7. The Register of Members and Share Transfer Books of the company will remain closed from 14th September 2023 to 20th September 2023 (both days inclusive) in compliance with Regulation 42 of SEBI (LODR) 2015 and Section 91 of the Companies Act 2013.

8. Members holding shares in electronic form are hereby informed that bank particulars, change of address if any, PAN No. are to be intimated to their respective Depository Participants. The company or its Registrar cannot act on any request directly received from members holding shares in electronic form for any change of bank particulars or address if any.
9. Members holding shares in physical form are requested to send any change in their address, bank details, share transfers/transmissions, duplicate certificate if any, to Registrar and Share Transfer Agent (RTA), SKDC Consultants Limited, Surya, 35 May Flower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore-641028 quoting reference of the Folio No.
10. Members holding shares in physical form are encouraged to nominate a person to whom their shareholding in the Company shall vest in the event of their demise. Nomination forms will be sent to the Members, on request, by the RTA.
11. As per the green initiative taken by the Ministry of Corporate Affairs, Members are advised to register their email address with the Registrar and Share Transfer Agents M/s. S.K.D.C. Consultants Limited, in respect of shares held in physical form and with the concerned depository participant in respect of shares held in demat form to enable the company to serve documents in electronic form.
12. The Members vide resolution dated 23rd September, 2018 had appointed M/s. T.M. Jeyachandran & Co., Chartered Accountants (Firm Registration No.12309S), Chennai as statutory auditors of the Company from the conclusion of 28th Annual General Meeting (2019) till the conclusion of 33rd Annual General Meeting (2024) subject to ratification of such appointment by members at every AGM. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the Thirty Second AGM.
13. As per SEBI directive, it is mandatory for the transferees to furnish self-attested copy of the PAN (Permanent Account Number) card to the Company/RTA for registration of transfer/transmission/transposition of shares in the physical form.
14. Information as required to be provided pursuant to the requirements of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 with regard to the Directors seeking appointment/re-appointment at the AGM is given to the notice.
15. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.shreekarthikpapers.in, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.
16. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
17. Pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further Amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 3, 2018 requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in dematerialized form with the depositories. Therefore, shareholders are requested to take action to dematerialize of the equity shares of the company promptly.
18. The Securities and Exchange Board of India (SEBI) has mandated submission of Income tax Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members

holding shares in physical form should submit the PAN details to the Company or its Registrar and Share Transfer Agents .

A Member who needs any clarification on accounts or operations of the Company shall send his/her queries addressed to the Company's email id shreekarthikpapers@yahoo.com so as to reach him on or before 14th September, 2023. Such queries will be replied to by the Company suitably, during the AGM or through a separate e-mail

19. The cut off date for determining the eligibility to vote by electronic means in the general meeting shall be 13th September 2023.
20. The Board has appointed Sri. S. Rengasamy Practising Company Secretary, Coimbatore 641036 as Scrutinizer for conducting the e-voting process in a fair and transparent manner.

21. The Scrutinizer shall, after scrutinising the votes cast at the AGM and through Remote e-voting not later than 2 (two) days from the conclusion of the AGM make a consolidated Scrutinizer's report and submit the same to the Chairman. The results of the voting on the resolutions shall be announced by the Chairman on 22nd September 2023. The results declared along with the Scrutinizers report shall be placed on the website of www.evotingindia.com and also shall be communicated to BSE Limited.
22. The results of voting shall be declared at the Registered Office of the Company within 2 days of the conclusion of the Annual General Meeting by the chairman of the meeting and displayed on the website of the company.

ANNEXURE

Details of Director seeking re-appointment at the 32nd Annual General Meeting vide item nos. 2

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

Name	Smt. Selvambal Sengottu Velu
DIN No.	01740974
Date of Birth	15.07.1950
Date of appointment	18.12.1991
Expertise in functional areas	General Management
No. Of shares held	14229200
Directorship held in other companies	Shree Ganesh Gears Private Limited Shree Vignesh Wind Mill Private Limited
Chairmanships/Memberships of the Committees of the Board of Directors of other companies (As on 31st March, 2023)	None
Number of Board Meetings attended by her during 2022-23	5
Related to the promoters and managerial personnel	Sri. Vignesh Velu

The Board recommends the reappointment of Smt. Selvambal Sengottu Velu as a Director of the Company. She is liable to retire by rotation.

Except Sri. Vignesh Velu, none of the Directors of the Company is concerned or interested, financially or otherwise in the Item No. 2.

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

Item No.3

Sri Vignesh Velu holding DIN 03505424 appointed as Chairman and Managing Director of the company for a period 29 months commencing from 31.03.2022 TO 31.08.2024 on such terms and conditions approved in the 31st AGM on 26.09.2022.as recommended by the Nomination and Remuneration Committee and no change in the remuneration payable to him.

Nomination and Remuneration Committee of Directors and the Board were of the opinion, after evaluating the performance, appropriate mix of skills, experience, competency and other attributes, that his continued association would be of immense benefit to the Company and it is desirable to enhance his salary from Rs.1.00 lakh to Rs.2.00 lakhs with effect from 01.04.2023..

Based on the recommendations of the Nomination and Remuneration Committee and the Audit Committee, the Board of Directors of the Company had approved the remuneration payable to Sri Vignesh Velu for the remaining period from 01.04.2023 to 31.08.2024.

The approval of the members is being sought to appoint Sri Vignesh Velu as Chairman and Managing Director and the terms, conditions and stipulations and the remuneration payable to him.

The terms and conditions proposed are after taking into account of the financial position of the Company and keeping in line with the remuneration package that is necessary to encourage good and experienced professional managers with a sound career record to the important position as that of the Chairman and Managing Director.

The details as required under Schedule V of the Companies Act, 2013 and brief bio-data of Sri. Vignesh Velu and other disclosures as per Secretarial Standard 2 are furnished and forms a part of this notice.

Pursuant to Section 197 and Schedule V of the Companies Act, 2013, the managerial personnel are eligible to receive minimum remuneration and remuneration in excess of the limits as specified in Companies Act, 2013 upon receipt of approval of the

Shareholders by means of an Ordinary Resolution. If the Company is not able to earn sufficient profits for payment of remuneration to the Directors in view of extra-ordinary conditions like lock downs etc. approval of the Shareholders is being sought under an Ordinary Resolution, to ensure payment of minimum remuneration to Sri. Vignesh Velu, Chairman and Managing Director.

Accordingly, the Board recommends these resolution as an Ordinary resolution in relation to the remuneration of Sri. Vignesh Velu as Chairman and Managing Director as set out in Item No. 3 of the notice for approval of shareholders

Sri Vignesh Velu, aged about 40 years is having 15 years experience in general management of affairs of the company. He was appointed on the Board of Directors of the company on 01.04.2011 as a Director. He has been appointed as a Whole time Director of the company with effect from 01.08.2016 for a period of five years and fixed the remuneration payable to him as set out in the text of the resolution and re-appointed as Whole time Directors for a period of three years from 01.09.2021 to 31.08.2024. In view of sudden demise of Sri M.S. Velu, he has been appointed as Chairman and Managing Director of the company from 31.03.2022 to 31.08.2024.

He is not a member in Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of the company.

He is holding 6100 equity shares of the company.

He attended 5 Board Meetings during the year 2022-23

He is also a Director in Shree Ganesh Gears Private Limited and Sree Vignesh Wind Mills Private Limited.

Smt. Selvambal is related to Sri Vignesh Velu.

None of the Directors or Key Managerial Personnel of the company or their relatives except Smt. Selvambal and their relatives are in any way concerned or interested financially or otherwise in this resolution.

The explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act

2013 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Item No. 4,5 and 6

Sri Palanisamy Kanagavadivelu (holding DIN 01856028), Sri Chinna Palanisamy Narendran (holding DIN 00090432), Sri R. Uma Shankar (holding DIN 08062869), were appointed as an Independent Directors of the Company and they hold office as an Independent Directors of the Company up to March 31, 2024 (“first term”). The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Sri Palanisamy Kanagavadivelu, Sri Chinna Palanisamy Narendran and Sri R. Uma Shankar as an Independent Directors of the Company for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by them during their tenure, the continued association of Sri Palanisamy Kanagavadivelu, Sri Chinna Palanisamy Narendran and Sri R. Uma Shankar would be beneficial to the Company and it is desirable to continue to avail their services as an Independent Directors. Accordingly, it is proposed to re-appoint Sri Palanisamy Kanagavadivelu, Sri Chinna Palanisamy Narendran and Sri R. Uma Shankar as an Independent Directors of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Sri Palanisamy Kanagavadivelu, Sri Chinna Palanisamy Narendran and Sri R. Uma Shankar are not disqualified from being appointed as a Directors in terms of Section 164 of the Act and has given their consent to act as a Directors.

The Company has also received declarations from Sri Palanisamy Kanagavadivelu, Sri Chinna Palanisamy Narendran and Sri R. Uma Shankar that they meet the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

In the opinion of the Board, fulfils the conditions for Sri Palanisamy Kanagavadivelu, Sri Chinna Palanisamy Narendran and Sri R. Uma Shankar fulfils the conditions for appointment as an Independent Directors as specified in the Act and the Listing Regulations. Sri Palanisamy Kanagavadivelu, Sri Chinna Palanisamy Narendran and Sri R. Uma Shankar are independent of the management.

Details of Sri Palanisamy Kanagavadivelu, Sri Chinna Palanisamy Narendran and Sri R. Uma Shankar are provided in the Notice.

No remuneration is paid by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board.

Copy of draft letter of appointment of Sri Palanisamy Kanagavadivelu, Sri Chinna Palanisamy Narendran and Sri R. Uma Shankar as Independent Directors setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Sri Palanisamy Kanagavadivelu, Sri Chinna Palanisamy Narendran and Sri R. Uma Shankar are interested in the resolution set out at Item No. 4, 5&6 of the Notice with regard to their reappointment. Relatives of Sri Palanisamy Kanagavadivelu, Sri Chinna Palanisamy Narendran and Sri R. Uma Shankar may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board commends the Special Resolutions set out at Item No. 4, 5&6 of the Notice for approval by the members.

The explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act 2013 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Item No.7

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting.

The Board recommends these resolution for the approval of the members as Special Resolutions. The Company has got credit facilities/loan sanctioned for Rs.9.21 crores (Nine crores and twenty one lakhs only)by bankers. and Created Mortgage /charge in favour of bankers. for expanding business operations of the Company, The Board Proposes to ratify the same.

The Board recommends the resolution as set out at item No. 7 of the notice for your approval.

None of the Directors or Key Managerial Personnel of the company or their relatives are in any way concerned or interested financially or otherwise in this resolution.

The explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act 2013 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

By Order of the Board

Place: Coimbatore

V. Rajan

Date : 27.05.2023

Company Secretary

Statement of information relevant to Sri. Vignesh Velu, Chairman and Managing Director of the Company as per Schedule V of the Companies Act, 2013.

I. GENERAL INFORMATION

1. Nature of Industry : Paper Industry.
2. Date or expected date of commencement of commercial production:

The Company was incorporated on 18th December 1991 and commenced commercial production.
3. In case of new Companies, expected date of

commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

4. Financial performance based on given indicators:

(Rs. in Lakhs)

Particulars	2022-23	2021-22
Sales and Other Income	8426.72	4429.15
Profit/(Loss) Before Tax	47.01	7.78
Profit/(Loss) after tax	41.72	3.69
Paid up Equity Capital	955.50	955.50
Other Equity	-747.27	-797.58
Earning Per share	0.22	0.02

5. Foreign Investments and collaboration if any : Nil

II. INFORMATION ABOUT THE APPOINTEE

1. Background details of Sri. Vignesh Velu : Refer explanatory statement to item No. 3.
2. Past remuneration: Rs. 12.00 Lakhs P.A.
3. Recognition or awards : Refer explanatory statement to item No. 3.
4. Job profile and his suitability :

He is responsible for performance of all the divisions of the Company. With his vast experience in the Paper industry, both in technical and administrative capacities, he is found suitable for the job.
5. Remuneration proposed: Details of proposed remuneration has been disclosed in Item No. 3 of this Notice
6. 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) : Taking into consideration of the size of the Company, profile of Sri. Vignesh Velu, responsibility undertaken by him and the industry standard, the remuneration paid / payable is commensurate with the remuneration packages payable to Managerial Personnel in similar Companies.
7. Pecuniary relationship directly or indirectly

with the Company or relationship with the managerial personnel, if any : Besides the remuneration being received, the Chairman and Managing Director does not have any pecuniary relationship with the Company. He is related to Smt. Selvambal Director of the Company..

III. OTHER INFORMATION

1. Reasons for Net Profit/ loss or inadequate profits:

As the paper market is highly volatile, the margin due to fluctuation in raw material and selling prices and severe competition may become very thin. In view of this, the company is earned a meagre profit during this year.

2. Steps taken or proposed to be taken for improvement.

The Company has expanded and modernised its Paper unit with new compact systems. In addition, cost control measures have been implemented to meet the stiff competition.

3. Expected increase in productivity and profits in measurable terms.

As per the current year projections, in view of the installation of new compact systems, productivity is expected to improve atleast by 2% and the

operational profits to the extent of 3%.

IV. DISCLOSURES

The following disclosures shall be mentioned in the 'Board of Directors' report under the heading "Corporate

Governance", if any, attached to the financial statement.

1. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. Of all the directors: Details are disclosed in the Corporate Governance Report.

2. Details of fixed component and performance linked incentives along with the performance criteria:

Details are disclosed in the Corporate Governance Report.

3. Service contracts, notice period, severance fees : Details are disclosed in the Corporate Governance Report.

4. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable: The Company has not issued any Stock option.

Additional information on Directors recommended for appointment / re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard issued by ICSI

Name	Sri Vignesh Velu
DIN No.	03505424
Date of Birth	08.01.1983
Date of appointment of the Board	01.04.2011
Date of appointment of Whole time Director	01.09.2016, and 01.09.2021
Date of appointment of Chairman and Managing Director	31.03.2022
Inter- se relationship with Other Directors and Key Managerial Personnel	He is not related to Independent Directors and Key Managerial Personnel except Smt. Selvambal Directors of the company.
Qualification	
Experience/Expertise in functional areas	15 years experience in this field and over all management of the company
No. Of shares held	6100 Equity shares
Board Position held	Chairman and Managing Director
Remuneration, Terms and conditions of appointment	As specified in item No.3 of the Notice
No. Of Board Meetings held	5
Directorship in other Companies	Two Private Limited companies viz. Shree Ganesh Gears Private Limited Sree Vignesh Wind Mills Private Limited

CDSL e-Voting System – Fore-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended),

and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include

large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.shreekarthikpapers.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after

due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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 17.09.2023 at 9.00 A.M. and ends on 19.09.2023 at 5.00 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 13.09.2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date 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 and joining virtual meetings 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 CDSL Depository	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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: https://eservices.nsd.com 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 or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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 e-Voting and joining virtual meetings 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.
- 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> • 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.

Dividend Bank Details OR 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"> • 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.
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- (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 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.
 - 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;shreekarthikpapers@yahoo.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **14 days prior to**

- meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **14 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
 10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk. evoting@cdslindia.com or contact toll free no. 1800 22 55 33

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

Place: Coimbatore
Date:27.05.2023

By Order of the Board
V. Rajan
Company Secretary