



(CIN: L74899DL1995PLC066194)

Regd. Office: 218 – 222, Aggarwal Prestige Mall, Plot No. 2, Community Center,
Along Road No. 44, Pitampura, New Delhi – 110034

Website: www.neerajpaper.com; Tel.: +91 11 47527700, Fax - +91 11 47527777

NOTICE

Notice is hereby given that the 24th Annual General Meeting of the Shareholders of the Company will be held on Monday, 30th September, 2019 at Bipin Chandra Pal Memorial Bhavan, A-81, Chittaranjan Park, New Delhi-110019 at 11.00 A.M. to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as on 31.03.2019 and the Profit & Loss Account for the year ended 31.03.2019 together with the Reports of Directors & Auditors thereon.
2. To appoint a Director in place of Mr. Amit Agarwal (DIN 01336763), who retires by rotation at this meeting and being eligible, offer himself for reappointment.

SPECIAL BUSINESS:

3. **Appointment of Ms. Neha Agarwal as a Non-Executive Independent Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Neha Agarwal (DIN: 07143026), who meets the criteria for independence as specified in Section 149 (6) of the Act and Regulation 16 (1) (b) of Listing Regulations and has submitted a declaration to that effect and eligible for the appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years w.e.f. 30th September, 2019 to 29th September, 2024.”

4. **Appointment of Ms. Pooja Bhardwaj as a Non-Executive Independent Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time

to time and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Pooja Bhardwaj (DIN: 05158206), who meets the criteria for independence as specified in Section 149 (6) of the Act and Regulation 16 (1) (b) of Listing Regulations and has submitted a declaration to that effect and eligible for the appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years w.e.f. 30th September, 2019 to 29th September, 2024.”

5. Re-appointment of Mr. Ankur Sangal as a Non-Executive Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ankur Sangal (DIN: 01095679), who was appointed as an Independent Director of the Company at the Annual General Meeting held on 30th September, 2014 and who holds office as an Independent Director upto 29th September, 2019 and who meets the criteria for independence as specified in Section 149 (6) of the Act and Regulation 16 (1) (b) of Listing Regulations and has submitted a declaration to that effect and eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years w.e.f. 30th September, 2019 to 29th September, 2024.”

6. Re appointment of Mr. Deepak Goel (DIN 00200527) as Whole Time Director of the company

To consider and if thought fit, to pass with or without modification(s), 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, approval of the Company be and is hereby accorded to the re-appointment of Shri Deepak Goel (DIN 00200527) as Whole Time Director of the Company, for a period of 3 (Three) years with effect from 13th August 2019, on the terms and conditions including remuneration as set out in the resolution:

RESOLVED FURTHER THAT re appointment of Shri Deepak Goel, shall not be subject to retirement by rotation during his tenure as Whole Time Director.

RESOLVED FURTHER THAT Mr. Deepak Goel shall be paid salary of Rs. 1,50,000/- (Rupees One Lac Fifty Thousand only) per month; maximum upto Rs. 5,00,000/- (Rupees Five Lacs 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.

RESOLVED FURTHER THAT the said remuneration be paid/ extended to Mr. Deepak Goel, 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 the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. Re appointment of Mr. Praveen Kumar Goel (DIN 00014638) as Whole Time Director of the company

To consider and if thought fit, to pass with or without modification(s), 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, approval of the Company be and is hereby accorded to the re-appointment of Shri Praveen Kumar Goel (DIN 00014638) as Whole Time Director of the Company, for a period of 3 (Three) years with effect from 13th August 2019, on the terms and conditions including remuneration as set out in the resolution:

RESOLVED FURTHER THAT re appointment of Shri Praveen Kumar Goel, shall be subject to retirement by rotation during his tenure as Whole Time Director.

RESOLVED FURTHER THAT Mr. Praveen Kumar Goel shall be paid salary of Rs. 150,000/- (Rupees One Lac Fifty Thousand only) per month; maximum upto Rs. 5,00,000/- (Rupees Five Lacs 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.

RESOLVED FURTHER THAT the said remuneration be paid/ extended to Mr. Praveen Kumar Goel, 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 the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board
For NEERAJ PAPER MARKETING LIMITED

DATED: 13TH AUGUST 2019
PLACE: DELHI

Sd/-
MANSI
(COMPANY SECRETARY)

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

ITEM NO. 3& 4

Mr. Shubhakar Pathak and Ms. Sonal who were appointed as Independent Directors of the Company for the term of five consecutive years with effect from 30th September 2014. The said term will be completed on 30th September 2019, and they have expressed their inability to continue as Independent Director for the Second term.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 13th August 2019 approve and recommend the appointment of Ms. Neha Agarwal (DIN: 07143026) and Ms. Pooja Bhardwaj (DIN: 05158206) as the Non-Executive Independent Director of the Company to hold office as a Non-Executive Independent Director of the Company for a first term of five consecutive years w.e.f 30th September, 2019 to 29th September, 2024."

The brief profile and other details of Ms. Neha Agarwal and Ms. Pooja Bhardwaj required as per Regulation 36(2) of the Listing Regulations and Secretarial Standard - 2 are provided in Annexure to this Notice.

The Company has received declaration of independence from the proposed directors confirming that they met the criteria of independence as specified in Section 149 (6) of the Act and Regulation 16 (1) (b) the Listing Regulations and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge duties with an objective independent judgment and without any external influence. The Board after assessing veracity of the same is of the opinion that they fulfill the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and Rules made there under and the Listing Regulations and they are independent of the management. Further, Ms. Neha Agarwal and Ms. Pooja Bhardwaj are not disqualified to act as Director of the Company. They had also given a declaration that they are not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

The letters of appointment of both setting out the terms and conditions of the said appointment are available for inspection at the Registered Office of the Company on all days except Sundays or Public holidays between 2.00 p.m.to 4.00 p.m. upto the date of the AGM and also at the AGM.

Pursuant to the provisions of Section 149 of the Act read with Schedule IV of the Act, appointment of Independent Directors shall be approved by the members of the Company.

The Board recommends the Special Resolution set out in Item No. 3 &4 of the Notice, for approval of the members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except the appointees and their relatives are concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 5

At the Annual General Meeting (AGM) held on 30th September, 2014, Mr. Ankur Sangal (DIN: 01095679), was appointed as a Non-Executive Independent Director of the Company for a first term of 5 consecutive years i.e. upto 29th September, 2019.

Mr. Ankur Sangal is associated with the Company from past eight years as Director of the Company. He participates in various discussions and provides his valuable suggestions to the Board and promotes effective participation of all Directors in the meetings. His rich knowledge, skills, wide experience and contributions have immensely benefited the Company.

Mr. Ankur Sangal, aged 38 years, is fit and capable of discharging his duties as Independent Director of the Company. Considering all the aforesaid factors and on the basis of report of performance evaluation of Mr. Ankur Sangal, the Nomination and Remuneration Committee recommended to the Board that his continued association will immensely benefit the Company. Pursuant to the recommendation of NRC and report of performance evaluation and in order to reap benefits of his rich and varied experience, the Board at its meeting held on 13th August 2019 approved and recommended re-appointment of Mr. Ankur Sangal (DIN: 01095679), as a Non-Executive Independent Director of the Company for a second term of five consecutive years with effect from 30th September, 2019 to 29th September, 2024.

Mr. Ankur Sangal has given consent for the said re-appointment and he is not disqualified from being re-appointed as a director of the Company under Section 164 of the Companies Act, 2013 ("Act"). Further, the Company has received declaration of independence from Mr. Ankur Sangal confirming that he meets the criteria of independence as specified in Section 149 (6) of the Act and Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

The Board after assessing veracity of the same is of the opinion that he fulfills the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and rules made there under and the Listing Regulations and he is independent of the management. Mr. Ankur Sangal has also given a declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

The details of Mr. Ankur Sangal required under Regulation 36(2) of the Listing Regulations and Secretarial Standard - 2 are provided in Annexure to the Notice. The draft letter of re-appointment of Mr. Ankur Sangal setting out the terms and conditions of the said re-appointment is available for inspection at the Registered Office of the Company on all days except Sundays or Public holidays between 2.00 p.m. to 4.00 p.m. upto the date of the AGM and also at the AGM.

Pursuant to the provisions of Section 149(10) of the Act, an independent director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a special resolution by the company.

The Board of Directors recommends the resolution as set out in Item No. 5 of the Notice for approval of members of the Company by way of Special Resolution as per the requirement of Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Ankur Sangal and his relatives are concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 6

Mr. Deepak Goel is the Director of the Company and holding the position of director since incorporation in the company. He is holding the position of Whole time director of the company since 2008. He is having extensive experience in area of Finance, Accounts, general management and operational aspects of the Company. Considering his contribution to the growth of the company, the Board of Directors in their meeting held on 13th August 2019, on the recommendation of the Nomination & Remuneration Committee, recommend the re-appointment of Mr. Deepak Goel as Whole Time Director of the Company, for a period of 3 (Three) years with effect from 13th August 2019, on the terms and conditions including remuneration as set out in the resolution within the overall limits laid down under Schedule V of the Companies Act, 2013.

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 sale of paper on commission basis and in trading business of paper and Steel. The company is dealing in trading business of different types of paper such as Kraft Paper, Duplex Board, Poster Paper, writing printing paper etc.

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

The company commenced business on 13.04.1995

(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.

Past performance of last two years are given below:

	(INR in Lacs)	
	31.03.2018	31.03.2017
Net Sale/Income from Operations	32858.26	37242.10
Other Income	38.70	22.66
Total Expenditure	32727.62	37151.36
Profit before Finance Charges & Depreciation	1122.70	1080.97
Finance Charges	931.10	940.92
Depreciation & Amortization	32.26	26.55
Profit Before Tax after exceptional items	(157.25)	113.40
Provision for Tax	52.70	38.43
Profit After Tax	(209.95)	74.97
Paid-Up Share Capital	1100	1100
Reserve & Surplus	1311.63	1529.59

(f) Foreign Investments or collaborators if any:

Not Applicable

II Information about the appointees

Mr. Deepak Goel

(a) Nature of Expertise

Mr. Deepak Goel 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 Finance, Accounts, general management and operational aspects

(b) Past Remuneration

The remuneration drawn by Mr. Deepak Goel as the Whole Time Director of the Company during the financial year ended 31st March, 2019, has been mentioned in the Report of Board of Directors on Corporate Governance.

(c) Recognition or awards

None

(d) Job profile and his suitability:

Subject to the superintendence, control and direction of the Board, Mr. Deepak Goel 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

As mentioned in Resolution.

(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. Deepak Goel is not higher than what is drawn by his peers in comparable Companies.

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

Mr. Deepak Goel being a promoter will not be entitled to remuneration under any other head. He is not related to any other director in the Company.

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

None

III. Other Information:

(i) Reason of Loss or inadequate profit

Since the Company is engaged in trading of paper and paper products and due to market variations the profits of the company are not adequate to pay the remuneration to the Directors as per standards.

(ii) 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.

(iii) Expected increase in productivity and profits in measurable terms

The Company has been able to achieve significant increase in productivity in its business, as evidenced by significant growth in all its products trading. 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 10% in the coming years.

Disclosures

(a) The remuneration package of Mr. Deepak Goel has already been mentioned in the resolution.

(b) The necessary disclosures as required under the Act have already been made in the Report of the Board of Directors on Corporate Governance.

The Board considers that having regard to the significant contribution of Mr. Deepak Goel towards remarkable growth of operational activities of the Company during his current tenure, the appointment of Mr. Deepak Goel as Whole time Director of the Company for a further period of three years is fully justified. As such the Board commends the Special Resolution set out in item 6 of the Notice convening the meeting for the approval of the Shareholders.

Except the appointee, no other Director/Key Managerial personnel nor any relative of Director or Key Managerial Personnel have any concern or interest in the said resolution.

ITEM NO. 7

Mr. Praveen Kumar Goel is the Director of the Company and holding the position of director since incorporation in the company. He is holding the position of Whole time director of the company since 2008. He is having extensive experience in area of Marketing business of the Company. Considering his contribution to the growth of the company, the Board of Directors in their meeting held on 13th August 2019, on the recommendation of the Nomination & Remuneration Committee, recommend the re-appointment of Mr. Praveen Kumar Goel as Whole Time Director of the Company, for a period of 3 (Three) years with effect from 13th August 2019, on the terms and conditions including remuneration as set out in the resolution within the overall limits laid down under Schedule V of the Companies Act, 2013.

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 sale of paper on commission basis and in trading business of paper and Steel. The company is dealing in trading business of different types of paper such as Kraft Paper, Duplex Board, Poster Paper, writing printing paper etc.

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

The company commenced business on 13.04.1995

(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.

Past performance of last two years are given below:

	31.03.2018	31.03.2017
		(INR in Lacs)
Net Sale/Income from Operations	32858.26	37242.10
Other Income	38.70	22.66
Total Expenditure	32727.62	37151.36
Profit before Finance Charges & Depreciation	1122.70	1080.97
Finance Charges	931.10	940.92
Depreciation & Amortization	32.26	26.55
Profit Before Tax after exceptional items	(157.25)	113.40
Provision for Tax	52.70	38.43
Profit After Tax	(209.95)	74.97
Paid-Up Share Capital	1100	1100
Reserve & Surplus	1311.63	1529.59

(f) Foreign Investments or collaborators if any:

Not Applicable

II Information about the appointees

Mr. Praveen Kumar Goel

(a) Nature of Expertise

Mr. Praveen Kumar Goel has good marketing as well as administrative skill. He is actively engaged in the in the marketing business of the company since a long time. He is running of this business efficiently since a long time. He has good experience in the field of marketing business.

(b) Past Remuneration

The remuneration drawn by Mr. Praveen Kumar Goel as the Whole Time Director of the Company during the financial year ended 31st March, 2019, has been mentioned in the Report of Board of Directors on Corporate Governance.

(c) Recognition or awards

None

(d) Job profile and his suitability:

Subject to the superintendence, control and direction of the Board, Mr. Praveen Kumar Goel 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

As mentioned in Resolution.

(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. Praveen Kumar Goel is not higher than what is drawn by his peers in comparable Companies.

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

Mr. Praveen Kumar Goel being a promoter will not be entitled to remuneration under any other head. He is not related to any director in the company.

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

None

III. Other Information:

(i) Reason of Loss or inadequate profit

Since the Company is engaged in trading of paper and paper products and due to market variations the profits of the company are not adequate to pay the remuneration to the Directors as per standards.

(ii) 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.

(iii) Expected increase in productivity and profits in measurable terms

The Company has been able to achieve significant increase in productivity in its business, as evidenced by significant growth in all its products trading. 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 10% in the coming years.

Disclosures

(a) The remuneration package of Mr. Praveen Kumar Goel has already been mentioned in the resolution.

(b) The necessary disclosures as required under the Act have already been made in the Report of the Board of Directors on Corporate Governance.

The Board considers that having regard to the significant contribution of Mr. Praveen Kumar Goel towards remarkable growth of operational activities of the Company during his current tenure, the appointment of Mr. Praveen Kumar Goel as Whole time Director of the Company for a further period of three years is fully justified. As such the Board commends the Special Resolution set out in item 8 of the Notice convening the meeting for the approval of the Shareholders.

Except the appointee, no other Director/Key Managerial personnel or any relative of Director or Key Managerial Personnel have any concern or interest in the said resolution.

None of the persons specified in Section 102 of the Companies Act, 2013, viz., the Directors, Manager, Key Managerial Personnel(s) and their relatives are concerned or interested in the above resolution.

IMPORTANT NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A 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. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
4. Details under Listing Regulations and Revised Secretarial Standards - 2 on General Meetings, in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
5. Electronic copy of the Annual Report for Financial Year 2018-19 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 Annual Report for Financial Year 2018-19 is being sent in the permitted mode.
6. Electronic copy of the Notice of the 24th 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 the 24th 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 in the permitted mode.

7. Members may also note that the Notice of the 24th Annual General Meeting and the Annual Report for Financial Year 2018-19 will also be available on the Company's website www.neerajpaper.com 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.
8. The Register of Members and Share Transfer Registers will remain closed from 23.09.2019 to 30.09.2019 (Both days inclusive).
9. Beetal Financial and Computer Services 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:

Beetal Financial & Computer Services Ltd.

Beetal House, 3rd Floor, 99, Madangir
Near Dada HarsukhdasMandir
New Delhi-110 062

10. All documents referred to in the accompanying Notice are open for inspection at the registered office of the Company during business hours on all the working days between 11:00 A.M and 1:00 P.M up to the date of the Meeting.
11. 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.
12. 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 by the members at the Annual General Meeting.

13. 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 24th 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:

E - Voting Instructions:-

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 27th September, 2019 at 10.00 A.M and ends on 29th September, 2019 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 23rd September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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 as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.

- (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 23rd September, 2019 may follow the same instructions as mentioned above for e-Voting.
- (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cDSLindia.com.
- (iii) 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.
- (XX) Mrs. Shailly Goel, Practicing Company secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (XXI) The Scrutinizer shall, immediately after the conclusion of the voting at the general meeting, first count the votes casted at the Meeting and thereafter 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 make within a period not exceeding three (3) days from the conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman, or an authorized person by him, of the Company.
- (XXII) 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.neerajpaper.com and on the website of CDSL and communicated to the Stock Exchanges.

By Order of the Board
For NEERAJ PAPER MARKETING LIMITED

Sd/-
MANSI
(COMPANY SECRETARY)

DATED: 13TH AUGUST 2019
PLACE: DELHI

Annexure- Details of Proposed Directors

Sr. No.	Name of Directors	Parveen Kumar Goel	Deepak Goel	Ankur Sangal	Amit Agarwal	Pooja Bhardwaj	Neha Agarwal
1	Director Identification Number (DIN)	00014638	00200527	01095679	01336763	05158206	07143026
2	Date of Birth	02.07.1963	28.06.1963	28.08.1981	01.07.1973	16.10.1980	26/01/1988
3	Permanent Account Number (PAN)	AEPFG5274B	AATPG8581B	BCMPS2380C	ACCPA1463F	ARUPK1321M	BGOPA1745B
4	Date of Appointment on the Board	09/03/1995	09/03/1995	09/04/2011	09/03/1995	30/09/2019	30/09/2019
5	Experience in specific functional area	29 Yrs	30 Yrs	13 Years	17 Yrs	8 Yrs	5 yrs
6	Expertise in specific functional area	Shri Praveen Kumar Goel, is well experienced person. He has good marketing skill. He is actively engaged in the marketing business of the company since a long time.	Shri Deepak Goel, is well experienced person. He has extensive experience in area of Finance, Accounts, General Management and Operational Aspects.	Mr. Ankur Sangal is experienced person having wide knowledge of Accounts and Finance.	Shri Amit Kumar, has good marketing & administrative skill. He is actively engaged in the marketing business.	Ms. Pooja Bhardwaj, being a Company Secretary, has legal and secretarial experience having wide knowledge of corporate laws.	Ms Neha Agarwal is experienced person having accounting and technical knowledge
7	No. of equity shares held in the Company (as on 31st March, 2014)	1,17,000	11,000	NIL	NIL	NIL	NIL
8	Qualification	Graduate	Graduate	Master in Computer Application	Graduate	Company Secretary	Master in Computer Application
9	List of other Directorships	1. CORAL MINERALS PRIVATE LIMITED	NIL	1. URS CERTIFICATION LIMITED	1. BINDAL INDUSTRIES LIMITED	1. Agarwal Duplex Board Mills Ltd	1. Tehri Pulp and Paper Limited
				2. URS INSPECTION LIMITED	2. BINDAL ROLLING MILLS LIMITED		2. Bindals Papers Mills Limited
				3. URS ASSESSMENT AND TRAINING LIMITED	3. BINDAL PULP AND PAPERS PRIVATE LIMITED		
				4. URS INSPECTION (INDIA) PRIVATE LIMITED	4. BRINA GOPAL TRADERS PVT. LTD.		
				5. URS VERIFICATION PRIVATE LIMITED	5. SHAKUMBHRI PULP AND PAPER MILLS LIMITED		
				6. AGARWAL DUPLEX BOARD MILLS LIMITED			
10	Membership/Chairman of Committees of the other Companies	NIL	NIL	1. Chairman - Audit Committee- Agarwal Duplex Board Mills Ltd 2. Member - Nomination and Remuneration Committee- Agarwal Duplex Board Mills Ltd	NIL	Member - Nomination and Remuneration Committee- Agarwal Duplex Board Mills Ltd	1. Member - Nomination and Remuneration Committee and Audit Committee- Bindals Papers Mills Limited 2. Member - Nomination and Remuneration Committee and Audit Committee- Tehri Pulp and Papers Limited
11	Relationships, if any, between Directors inter se	-	-	-	-	-	-



Neeraj Paper Marketing Ltd.

L74899DL1995PLC066194
218 - 222, Agarwal Prestige Mall,
Plot No. 2, Community center, Along Road No. 44,
Pitampura, New Delhi - 110034

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 24th Annual General Meeting of the Company, to be held on the Monday, 30th September, 2019 at Bipin Chandra Pal Memorial Bhavan, A-81, Chittaranjan Park, New Delhi-110019 at 11:00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Res No.	Resolution	FOR*	AGAINST*
1.	Adoption of the Audited Balance Sheet and the Profit & Loss Account together with the Reports of Directors & Auditors thereon for the financial year ended 31 st March, 2019.		
2.	Reappointment of Mr. Amit Agarwal (DIN 01336763), who retires by rotation at this meeting and being eligible, offer himself for reappointment.		
3.	Appointment of Ms. Neha Agarwal as a Non-Executive Independent Director of the Company		
4.	Appointment of Ms. Pooja Bhardwaj as a Non-Executive Independent Director of the Company		
5.	Re-appointment of Mr. Ankur Sangal as a Non-Executive Independent Director of the Company		
6.	Re-appointment of Mr. Deepak Goel (DIN 00200527) as Whole Time Director of the company		
7.	Re-appointment of Mr. Praveen Kumar Goel (DIN 00014638) as Whole Time Director of the company		

Signed this..... day of..... 2019

Affix
Revenue
Stamp

Signature of Shareholder :

Signature of Proxy holder (s) :

***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 218 - 222, Aggarwal Prestige Mall, Plot No. 2, Community Center, Along Road No. 44, Pitampura, New Delhi - 110034 not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.



Neeraj Paper Marketing Ltd.

(CIN: L74899DL1995PLC066194)

Regd. Office: 218 – 222, Aggarwal Prestige Mall, Plot No. 2, Community Center,
Along Road No. 44, Pitampura, New Delhi – 110034

Website: www.neerajpaper.com; Tel.: +91 11 47527700, Fax - +91 11 47527777

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. (* Applicable to Members holding shares in dematerialized form)	
4.	Number of Shares held	

I/We hereby record my/our presence at the 24THAnnual General Meeting of the Company, to be held on the Monday, 30th September, 2019 at 11:00 a.m. at Bipin Chandra Pal Memorial Bhavan, A-81, Chittaranjan Park, New Delhi-110019.

Signature of Member / Proxy

ROUTE MAP FOR VENUE OF AGM

