



# Neeraj Paper Marketing Ltd.

CIN: L74899DL1995PLC066194

Regd. Office : 218-222, Agarwal Prestige Mall, Rani Bagh, Pitampura,  
Delhi – 110034 Phone : (91-11) 47527700

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## **NOTICE**

Notice is hereby given that the 27<sup>th</sup> Annual General Meeting of the Shareholders of the Company will be held on Friday, 30<sup>th</sup> September, 2022 at 11.30 A.M. through Video Conferencing /Other Audio Visual Means ("VC/OAVM") facility deemed to be conducted from Registered Office of Company at 218-222, Agarwal Prestige Mall, Near M2K Cinema, Pitampura, Delhi-110034 to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Balance Sheet as on 31.03.2022 and the Profit & Loss Account for the year ended 31.03.2022 together with the Reports of Directors & Auditors thereon.
2. To appoint a Director in place of Mr. Praveen Kumar Goel (DIN 00014638), who retires by rotation at this meeting and being eligible, offer himself for reappointment.
3. **Appointment of Statutory Auditor of the Company**

**“RESOLVED THAT** pursuant to the provisions of Section 139, 141 and 142 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, M/s Goel Singhal & Associates, Chartered Accountants, Muzaffarnagar, (Firm Registration number 006496C) be and is hereby appointed as the Statutory Auditors of the Company in place of M/s. Rajeev Singal & Co., Chartered Accountants (Firm Registration No. 008692C) to hold office from the conclusion of this Annual General Meeting till the conclusion of the thirty second Annual General Meeting, at a remuneration as may be mutually agreed to, between the Board of Directors and Statutory Auditor plus applicable taxes, out-of-pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them.”

**RESOLVED FURTHER THAT** Mr. Deepak Goel (DIN: 00200527), Whole Time Director of the company be and is hereby authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E Forms with Registrar of Companies.”

**SPECIAL BUSINESS:**

**4. 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 10<sup>th</sup> August 2022, 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.”

**5. 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 10<sup>th</sup> August 2022, 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.”

#### **6. Appointment of Gagan Agarwal as Independent Director**

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), Gagan Agarwal (DIN: 07530116), 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. 30<sup>th</sup>September, 2022 to 29<sup>th</sup>September, 2027.”

By Order of the Board  
**For NEERAJ PAPER MARKETING LIMITED**

**DATED: 29<sup>th</sup> August 2022**  
**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**

M/s. Rajeev Singal & Co., Chartered Accountants (Firm Registration No. 008692C) were appointed as statutory auditors of the Company at the 22<sup>nd</sup>AGM held on 28<sup>th</sup> September 2017 to hold office from the conclusion of the said meeting till the conclusion of the 27<sup>th</sup>AGM to be held in the year 2022 and they had expressed their inability to continue for the second term as Statutory Auditor of the Company. Based on the recommendations of the audit committee, the Board of Directors, at its meeting held on 29<sup>th</sup> August, 2022, approved the appointment of Goel Singhal & Associates, Chartered Accountants (ICAI Firm Registration Number 006496C) as the statutory auditors of the Company to hold office for a term of five consecutive years from the conclusion of the ensuing AGM until the conclusion of the 32<sup>nd</sup>AGM to be held in the year 2027. The appointment is subject to approval of the shareholders of the Company. The proposed remuneration to be paid for audit services for the financial year ending March 31, 2023, is Rs. 150,000 (Rupees One Lac Fifty Thousand only) plus applicable taxes and out-of-pocket expenses. Besides the audit services, the Company would also obtain certifications from the statutory auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the audit committee.

The Board of Directors and the audit committee shall approve revisions to the remuneration of the statutory auditors for the remaining part of the tenure. The Remuneration to be paid to the Statutory Auditor for the remaining term i.e. for the F.Y. 2023-24 to F.Y. 2026-27 shall be mutually agreed between the Board of Directors and the Statutory Auditors, from time to time. The Board of Directors, in consultation with the audit committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the statutory auditors.

Considering the evaluation of the performance, experience and expertise of Goel Singhal & Associates and based on the recommendation of the audit committee, it is proposed to appoint them as statutory auditors of the Company for a term of five consecutive years till the conclusion of the 32<sup>nd</sup> AGM of the Company.

**Brief profile of Goel Singhal & Associates**

Goel Singhal & Associates was constituted and registered with the Institute of Chartered Accountants of India with Registration No. 006496C. The registered office of the Firm is in Muzaffarnagar, Uttar Pradesh. M/s Goel Singhal & Associates, Chartered Accountant firm is having experience of more than 30 years. The firm is catering to various clients in diverse sectors. They are giving service in the Area of Accountancy, Audit, Taxation, Financial consultancy etc. The Firm has been Peer reviewed.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution.

The Board recommends the resolution set forth in item no. 3 for the approval of members.

**ITEM NO. 4**

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 10<sup>th</sup> August 2022, 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 10<sup>th</sup> August 2022, 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)	
	<b>31.03.2021</b>	<b>31.03.2020</b>
Net Sale/Income from Operations	10908.36	14426.71
Other Income	0.96	1.49
Total Expenditure	10854.13	14428.20
Profit before Finance Charges & Depreciation	279.67	329.21
Finance Charges	182.13	221.12
Depreciation & Amortization	42.35	44.59
Profit Before Tax after exceptional items	55.19	63.50
Provision for Tax	14.23	(12.89)
Profit After Tax	40.96	76.39
Paid-Up Share Capital	1100	1100
Reserve & Surplus	1465.62	1427.59

### (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 31<sup>st</sup> March, 2022, 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 4 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. 5**

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 10<sup>th</sup> August 2022, 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 10<sup>th</sup> August 2022, 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.

**(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:

	31.03.2021	31.03.2020
Net Sale/Income from Operations	10908.36	14426.71
Other Income	0.96	1.49
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Provision for Tax	14.23	(12.89)
Profit After Tax	40.96	76.39
Paid-Up Share Capital	1100	1100
Reserve & Surplus	1465.62	1427.59

**(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 31<sup>st</sup> March, 2022, 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 5 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.

## **ITEM NO. 6**

Mr. Ankur Sangal who was appointed as Independent Directors of the Company for the term of five consecutive years with effect from 30<sup>th</sup> September 2019, resigned w.e.f 30<sup>th</sup> September 2022 and has expressed his inability to continue as Independent Director for the remaining term due to some personal commitments.

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 29<sup>th</sup> August 2022 approve and recommend the appointment of Mr. Gagan Agarwal (DIN: 07530116) as a Non-Executive Independent Director of the Company for a term of five consecutive years w.e.f 30<sup>th</sup> September, 2022 to 29<sup>th</sup> September, 2027."

The brief profile and other details of Mr. Gagan Agarwal 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 director confirming that he met the criteria of independence as specified in Section 149 (6) of the Act and Regulation 16 (1) (b) the 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 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 thereunder and the Listing Regulations and he is independent of the management.

Further, Mr. Gagan Agarwal is not disqualified to act as Director of the Company. He 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 letter of appointment setting out the terms and conditions of the said 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 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. 6 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.

## IMPORTANT NOTES:

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, General Circular No. 02/2021 dated 13<sup>th</sup> January 2021 and General Circular No. 02/2022, dated 05<sup>th</sup> May, 2022.

The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM 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 and 13<sup>th</sup> January 2021, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. 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 AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
4. The attendance of the Members attending the AGM 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, this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with and the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Hence, Attendance Slip and Proxy Form including Route Map are not annexed to this notice. 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 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 has been uploaded on the website of the Company at <https://www.neerajpaper.com/index.php?page=notices>. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM 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, General Circular No. 02/2021 dated 13<sup>th</sup> January 2021 and General Circular No. 02/2022, dated 05th May, 2022.

8. 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.
9. 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.
10. In accordance with, the General Circular No. 02/2022 dated 5th May, 2022 issued by MCA and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
11. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by March 31, 2023, and linking PAN with Aadhaar by March 31, 2022 vide its circular dated November 3, 2021 and December 15, 2021. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrar. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, **BEETAL Financial & Computer Services Pvt Ltd. at [Beetalfinancial.com](http://Beetalfinancial.com)**. Members may follow the process detailed below for registration of email id and KYC details.

Type of holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Beetal Financial & Computer Services Private Limited either by email to <a href="mailto:beetalfinancial.com">beetalfinancial.com</a> or by post to <b>BEETAL HOUSE, 3rd Floor, 99, Madangir, Behind LSC, New Delhi - 110062 Ph. 011-29961281-283 , 26051061, 26051064 Fax 011-29961284</b>	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	<a href="#">Form ISR-1</a>
	Update of signature of securities holder	<a href="#">Form ISR-2</a>
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	<a href="#">Form SH-13</a>
	Declaration to opt out	<a href="#">Form ISR-3</a>

	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	<a href="#">Form SH-14</a>
	Form for requesting issue of Duplicate Certificate and other service requests for shares /debentures/ bonds, etc., held in physical form	<a href="#">ISR 4</a>
	The forms for updating the above details are available at <a href="http://www.neerajpaper.com">www.neerajpaper.com</a> and <a href="http://www.beetalfinancial.com/downloadf.aspx">http://www.beetalfinancial.com/downloadf.aspx</a>	
<a href="#">Demat</a>	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

12. Members holding shares in physical mode and who have not updated their KYC details like email addresses, PAN and nomination details with the Company are requested to update their email addresses by writing to the Company at [mansi@neerajpaper.com](mailto:mansi@neerajpaper.com) or with RTA of Company along with the copy of the signed Form ISR-1 , ISR-2 and SH-13 or other forms as applicable available on company and RTA website i.e. [www.neerajpaper.com](http://www.neerajpaper.com) and <http://www.beetalfinancial.com/downloadf.aspx>. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants.
13. The Register of Members and Share Transfer Registers will remain closed from 24.09.2022 to 30.09.2022 (Both days inclusive).
14. 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, 3<sup>rd</sup> Floor, 99, Madangir**  
**Near Dada Harsukhdas Mandir**  
**New Delhi-110 062**
15. All documents referred to in the accompanying Notice shall be available for inspection through electronic mode on the request of the shareholder sent on [mansi@neerajpaper.com](mailto:mansi@neerajpaper.com).
16. 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 during the Annual General Meeting on login at CDSL e-voting system.
17. 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.

## 1. 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 27<sup>th</sup> 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:

**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 27<sup>th</sup> September, 2022 at 10.00 A.M and ends on 29<sup>th</sup> September, 2022 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 23<sup>rd</sup> September 2022 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	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS'</li> </ol>

<p>securities in demat mode with <b>NSDL</b></p>	<p>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 &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can 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 &amp; voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></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 &amp; 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
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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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

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

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>

Dividend Bank Details 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"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>
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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) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login 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.
- Alternatively Non Individual shareholders are required 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; mansi@neerajpaper.com, 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 **10 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 **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at mansi@neerajpaper.com. 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.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 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:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

- (xvii) Mrs. Shailly Goel, Practicing Company secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting process and casting vote through the e-voting system during the meeting in a fair and transparent manner.

- (xviii) The Scrutinizer shall, immediately after the conclusion of the voting at the general meeting, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of AGM, who shall then countersign and declare the result of the voting forthwith.
- (xix) 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](http://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: 29<sup>th</sup> August 2022  
PLACE: DELHI

### Annexure- Details of Proposed Directors

Sr. No.	Name of Directors	Parveen Kumar Goel	Deepak Goel	Gagan Agarwal
1	<b>Director Identification Number (DIN)</b>	00014638	00200527	07530116
2	<b>Date of Birth</b>	02.07.1963	28.06.1963	10.09.1982
3	<b>Permanent Account Number (PAN)</b>	AEPPG5274B	AATPG8581B	ATHPA1857F
4	<b>Date of Appointment on the Board</b>	09/03/1995	09/03/1995	30/09/2022
5	<b>Experience in specific functional area</b>	29 Yrs	30 Yrs	16 Yrs
6	<b>Expertise in specific functional area</b>	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.	Shri Gagan Agarwal has experience of approx 16 years in the field of finance and accounts.
7	<b>No. of equity shares held in the Company (as on 31st March, 2014)</b>	1,17,000	11,000	0
8	<b>Qualification</b>	Graduate	Graduate	Bcom and CA intermediate
9	<b>List of other Directorships</b>	NIL	NIL	NIL
10	<b>Membership/Chairman of Committees of the other Companies</b>	NIL	NIL	NIL
11	<b>Relationships, if any, between Directors inter se</b>	-	-	-
12	<b>The skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>			The role required the expertise of Finance and Accounting skills for better understanding of financial statements of the Company so the proposed director is fulfilling the criteria and meeting such requirements of the Company.