

02.08.2025

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai 400 001 Scrip Code: 532937 Scrip ID: KUANTUM	National Stock Exchange of India Limited Exchange Plaza Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East) Mumbai 400 051 Trading Symbol: KUANTUM
--	--

Sub: Notice of the 28th Annual General Meeting (AGM)
Dear Sir,

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith copy of the Notice of the 28th Annual General Meeting of the Company scheduled to be held on **Friday, the 29th day of August, 2025 at 11.30 a.m.**, through Video-Conferencing ("VC") or Other Audio Visual Means ("OAVM").

The remote e-voting period will commence on Tuesday, the 26th day of August, 2025 (9.00 a.m. IST) and will end on Thursday, the 28th day of August, 2025 (5.00 p.m. IST). No remote e-voting shall be allowed beyond the said date and time. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd August, 2025 may cast their vote by remote e-voting.

The Notice of the AGM is also available on the website of the Company at www.kuantumpapers.com.

Kindly take the same on records.

Thanking you,
Yours faithfully,
For Kuantum Papers Limited

Gurinder Singh Makkar
Company Secretary and Compliance Officer
M.No.: F5124

NOTICE

Notice is hereby given that 28th Annual General Meeting (AGM) of the Members of the Company will be held on **Friday, the 29th day of August, 2025 at 11.30 a.m.**, through Video-Conferencing ("VC") or Other Audio Visual Means ("OAVM"), to transact the following business:-

ORDINARY BUSINESS

ITEM NO. 1

ADOPTION OF FINANCIAL STATEMENTS

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

"Resolved that the Audited Financial Statements including the Balance Sheet of the Company as at March 31, 2025, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement for the year ended on that date together with all the notes annexed and the Directors' and Auditors' Reports thereon, as circulated to the Members, be and are hereby considered and adopted."

ITEM NO. 2

DECLARATION OF DIVIDEND FOR FINANCIAL YEAR 2024-25, ON EQUITY SHARES

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

"Resolved that a Dividend of Rs. 3/- (i.e. @ 300%) per equity share of face value of Re. 1/- each, as recommended by the Board of Directors of the Company for the financial year 2024-25, be and is hereby declared and the same be paid to the eligible members of the Company as per the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015."

ITEM NO. 3

APPOINTMENT OF SHRI JAGESH KUMAR KHAITAN (DIN: 00026264), DIRECTOR RETIRING BY ROTATION

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

"Resolved that Shri Jagesh Kumar Khaitan (DIN: 00026264), Director, who retires by rotation, be and is hereby reappointed as Director of the Company".

ITEM NO. 4

RE-APPOINTMENT OF M/S O P BAGLA & CO. LLP, CHARTERED ACCOUNTANTS, (FIRM REGISTRATION NO. 000018N/N500091), AS THE STATUTORY AUDITORS OF THE COMPANY

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**

“Resolved that pursuant to the provisions of Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and pursuant to recommendation of the Audit Committee and Board of Directors, approval of the Members be and is hereby accorded to the re-appointment of M/s O P Bagla & Co. LLP, Chartered Accountants, (Firm Registration No. 000018N/N500091), as Statutory Auditors of the Company, for a second term of five consecutive years commencing from the Company's financial year 2025-26, to hold office from the conclusion of the 28th Annual General Meeting of the Company till the conclusion of the 33rd Annual General Meeting to be held in year 2030, on such remuneration plus applicable taxes and out-of-pocket expenses, as may be mutually agreed upon between the Board of Directors (which the term shall include any Committee duly constituted by the Board) and the Statutory Auditors.

Resolved further that the Board or any duly constituted Committee of the Board, be and is hereby authorised to revise/ alter/ modify/ amend the terms and conditions and/ or remuneration, from time to time, as may be mutually agreed with the Auditors, during the tenure of their appointment to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

SPECIAL BUSINESS

ITEM NO. 5

RATIFICATION AND APPROVAL OF REMUNERATION PAYABLE TO COST AUDITORS

To consider and if thought fit, to pass the following Resolution as **Ordinary Resolution**:

“Resolved that pursuant to Section 148(3) of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and other applicable provisions if any, the payment of remuneration of Rs. 2,00,000/- (Rupees Two Lakhs) only plus GST and reimbursement of actual out of pocket expenses, if any, to M/s R.J. Goel & Co., Cost Accountants, Delhi (Firm Registration No. 000026), who were appointed as Cost Auditors by the Board of Directors for carrying out Cost Audit of the Company for the financial year 2025-26, be and is hereby approved, confirmed and ratified.”

ITEM NO. 6

APPOINTMENT OF M/S S.K. SIKKA & ASSOCIATES, COMPANY SECRETARIES, AS SECRETARIAL AUDITORS OF THE COMPANY FOR A TERM OF 5(FIVE) CONSECUTIVE YEARS

To consider and if thought fit, to pass the following Resolution as **Ordinary Resolution**:

“Resolved that pursuant to the provisions of Regulation 24A and other applicable provisions of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 204 and other applicable provisions of the Companies Act, 2013, if any and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and

(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to receipt of such other approvals, consents and permissions as may be required, approval of the Members be and is hereby accorded to the appointment of M/s S.K. Sikka & Associates, Company Secretaries, (Prop. Shri Sushil K Sikka CP 3582), Chandigarh, as Secretarial Auditors of the Company for a term of upto 5(Five) consecutive years, to hold office from the conclusion of 28th Annual General Meeting ('AGM') till the conclusion of 33rd AGM of the Company to be held in the Year 2030, at a remuneration to be fixed by the Board of Directors of the Company or any Committee of the Board of Directors ('the Board').

Resolved further that the Board or any duly constituted Committee of the Board, be and is hereby authorised to revise/ alter/ modify/ amend the terms and conditions and/ or remuneration, from time to time, as may be mutually agreed with the Secretarial Auditors, during the tenure of their appointment to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

ITEM NO. 7

RE-APPOINTMENT OF SHRI JAGESH KUMAR KHAITAN (DIN NO. 00026264) AS CHAIRMAN FOR A PERIOD OF THREE YEARS

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

"Resolved that pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 ("the Act") and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act (including any amendment and/or re-enactment thereof, for the time being in force) and applicable regulations of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations"), and subject to such other approval(s)/ permissions/ sanctions of the Statutory Authorities, as may be necessary, and pursuant to recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the re-appointment of Shri Jagesh Kumar Khaitan (DIN No. 00026264) as Chairman of the Company, for a period of three years commencing from 17th July, 2025, liable to retire by rotation, on such terms and conditions including remuneration, commission and perks as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (which includes a duly constituted Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration in such manner as may be mutually agreed between the Board and Shri Jagesh Kumar Khaitan in accordance with the provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification or re-enactment /amendment thereto at any time/from time to time).

Resolved further that the approval of the Members of the Company be and is hereby accorded for payment of the remuneration and perquisites within the limits as set out in Notice/Explanatory Statement, to Shri Jagesh Kumar Khaitan (DIN No. 00026264), Chairman during his tenure for any financial year(s) as Minimum Remuneration

notwithstanding any loss or inadequacy of profits, during such financial year(s) subject to such compliances and approvals as may be required under Companies Act, 2013 read with Schedule V thereto and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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

ITEM NO. 8

TO APPROVE THE REVISION IN TERMS AND PAYMENT OF THE MANAGERIAL REMUNERATION TO SHRI PAVAN KHAITAN (DIN: 00026256), VICE CHAIRMAN & MANAGING DIRECTOR

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

“Resolved that in partial modification of the Special Resolution passed by the Shareholders of the Company through Postal Ballot on 25th May, 2024, pursuant to the provisions of Section 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) read with Schedule V to the said Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act (including any amendment and/or re-enactment thereof, for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (‘Listing Regulations’), and subject to such other approval(s)/ permissions/ sanctions of the Statutory Authorities, as may be necessary, pursuant to recommendation of the Nomination and Remuneration Committee and recommendation of Board of Directors, the approval of Members of the Company be and is hereby accorded to the revision in remuneration, commission and perks and terms and conditions of appointment of Shri Pavan Khaitan (DIN: 00026256), Vice Chairman and Managing Director, w.e.f. 01st April, 2025 upto 31st March, 2027, as set out in the Explanatory Statement annexed to this Notice.

Resolved further that the approval of the Members of the Company be and is hereby accorded for payment of the remuneration and perquisites within the limits as set out in Notice/Explanatory Statement, to Shri Pavan Khaitan (DIN No.00026256), Vice Chairman & Managing Director during his remaining tenure for any financial year(s) as Minimum Remuneration notwithstanding any loss or inadequacy of profits, during such financial year(s) subject to such compliances and approvals as may be required under Companies

Act, 2013 read with Schedule V thereto and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Resolved further that with the payment of Remuneration as above to Shri Pavan Khaitan, Vice Chairman and Managing Director, the remuneration of other Whole Time / Executive Directors of the Company shall remain unaffected in spite of the fact that the remuneration payable to them may exceed the limits prescribed in Section 197 of the Companies Act, 2013 in any Financial Year.

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

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

ITEM NO. 9

APPROVAL TO ADVANCE ANY LOAN / GIVE GUARANTEE / PROVIDE SECURITY U/S 185 OF THE COMPANIES ACT, 2013:

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

“Resolved that pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorised by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company whether existing or proposed to be incorporated, or any other person in which any of the Directors of the Company is deemed to be interested in the manner as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the “Entities”), of an aggregate amount not exceeding Rs. 75 Crores (Rupees Seventy Five Crores Only), in its absolute discretion deem beneficial and in the best interest of the Company.

Resolved further that for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all

necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

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

Place : Chandigarh
Date : 20th May, 2025

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

NOTES:

1. The Ministry of Corporate Affairs ('MCA') vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 10/2022, 09/2023 and 09/2024 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, December 28, 2022, September 25, 2023 and September 19, 2024 respectively ('MCA Circulars'), had permitted to hold AGM through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') facility without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI and MCA Circulars, 28th AGM of the Company is being held through VC/OAVM facility which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM. The detailed procedure for participating in the Meeting through VC/OAVM is annexed herewith.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the "Act"), setting out the material facts for each item of special business of the Notice is annexed hereto. The relevant details, pursuant to Regulation 26 (4) and 36 (3) of the SEBI LODR and Secretarial Standard -2 on General Meetings issued by the Institute of Companies Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed herewith.
3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. **SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE ANNUAL GENERAL MEETING AND HENCE THE PROXY FORM AND ATTENDANCE SLIP AND ROUTE MAP ARE NOT ANNEXED TO THE NOTICE.**

However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

Corporate members intending to attend the AGM through authorised representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorising the representatives to attend and vote at the Annual General Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to sikkasushil@gmail.com with a copy marked to the Company at gurindermakkar@kuantumpapers.com and evoting@nsdl.com

4. The Record date for the purpose of Dividend and the cut off date for reckoning the voting rights of the shareholders for purpose of AGM is 22nd August, 2025.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Members can attend and participate in the Annual General Meeting through VC/OAVM only.
6. 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 the Circulars issued by the Ministry of Corporate Affairs, 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
7. In compliance with the aforesaid MCA Circulars and SEBI Circular Nos. SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/

Notice of 28th AGM

PoD-2/P/CIR/2023/4, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated May 12, 2020, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 respectively and further pursuant to Sections 101 and 136 of the Act read with the relevant Rules made thereunder and Regulation 36 of the SEBI Listing Regulations read with SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7 October 2023, the Notice of the Annual General Meeting along with the Annual Report for the financial year 2024-25 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories/RTAs. The Notice of the AGM along with the Annual Report 2024-25 has been uploaded on the website of the Company at www.kuantumpapers.com in accordance with the aforesaid MCA Circulars and circulars issued by SEBI. The Notice is also available on the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and at NSE at www.nseindia.com. the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com. For members who have not registered their email ids so far, are requested to register their email ids for receiving all communications including Annual Report, Notices from the Company electronically.

8. SEBI has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website: www.kuantumpapers.com. Any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated 24th January, 2022 and March 16, 2023, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and to avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form.

Pursuant to Section 72 of the Act, Members are entitled to make a nomination in respect of the shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH-13 to the RTA. Further, Members desirous of cancelling/varying their earlier nomination (pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014), are requested to send their requests in Form No. SH-14 to the RTA. These forms will be made available on request.

All of above required documents/details to be sent to RTA Mas Services Limited, T-34 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi 110020. The shareholders can download the forms mentioned in SEBI circulars from the website of RTA i.e. www.masserv.com & Company website <https://www.kuantumpapers.com>.

9. SEBI vide circular nos. SEBI/HO/OIAE/OIAE_IAD- 1/P/CIR/2023/131 dated July 31, 2023 and SEBI/HO/ OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023 read with master circular no. SEBI/HO/ OIAE/OIAE_IAD-1/P/CIR/2023/145 dated August 11, 2023, had issued guidelines towards an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievance with the Company/its Registrar and Share Transfer Agent directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>). Details in respect of the same are also available on website of the Company at www.kuantumpapers.com. Members can access the SEBI Circulars on the website of SEBI at <https://www.sebi.gov.in/>.

10. SEBI, vide its circular dated 3 November 2021 (subsequently amended by circulars dated 14 December 2021, 16 March 2023 and 17 November 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN, Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any dividend payment in respect of such folios, only through electronic mode with effect from 1 April 2024, only upon furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature. For updation of above detail please complete form ISR-1, ISR2, SH-13 or ISR3 which can be downloaded from website of RTA i.e. www.masserv.com.

Further, relevant FAQs published by SEBI on its website can be viewed at the following link : https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf
11. Pursuant to the provisions of the Income Tax Act, 1961 ("the IT Act"), dividend income is taxable in the hands of the members and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at rates prescribed in the IT Act. In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, Permanent Account Number ('PAN'), Category as per the IT Act with their Depository Participant(s) in case shares are held in demat form and in case shares are held in physical form, with the Company by sending email at gurindermakkar@kuantumpapers.com. It is further informed that in case tax on dividend is deducted at a higher rate in the absence of requisite details/ documents, refund of the excess tax paid may still be claimed by shareholders at the time of filing of income tax return, However, no claim shall lie against the Company for such taxes deducted. Further, shareholders will be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at Income Tax portal.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
 - a. For shares held in electronic form: to their Depository Participants (DPs)
 - b. For shares held in physical form: to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circulars.
13. 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. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
14. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
15. The Register of Members and Share Transfer Books of the Company will remain closed from 23.08.2025 to 29.08.2025 (both days inclusive).
16. The remote e-voting period commences on Tuesday, the 26th day of August, 2025 (9.00 a.m. IST) and shall end on Thursday, the 28th day of August, 2025 (5.00 p.m. IST). No e-voting shall be allowed beyond the said date and time. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd August, 2025 may cast their vote by remote e-voting.
17. Shareholders of the Company are informed that pursuant to the provisions of the Companies Act and the relevant rules the amount of dividend which remains unpaid/unclaimed for a period of 7 years is transferred to the 'Investor Education & Protection Fund (IEPF)' constituted by the Central Govt. Further, the shares in respect of which dividends remain unpaid/unclaimed for

- seven consecutive years, are also liable to be transferred to the demat account of the IEPF Authority. In view of this, members/claimants are requested to claim their dividends from the Company within the stipulated timeline. Accordingly the amount of dividend which remained unpaid/unclaimed for a period of 7 years for the year 2016-17 has already been transferred to IEPF. Shareholders who have not encashed their dividend amount, for the years 2017-18, 2018-19, 2019-20, 2022-23 and 2023-24 are requested to make claim with the Registrar & Share Transfer Agent of the Company immediately. As per the IEPF Rules, the Company has uploaded the information in respect of unclaimed dividends on its website at www.kquantumpapers.com. The same is also available on the website of IEPF at www.iepf.gov.in.
18. Members holding shares in physical form are requested to dematerialize their holdings at the earliest.
 19. SEBI has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agent for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s). Further, the Shareholders holding shares in physical form may kindly note that SEBI, vide its various circulars has mandated that dividend shall be paid only through electronic mode with effect from 1st April, 2024 to the shareholders holding shares in physical form and those who have not updated their KYC. Hence the Shareholders are requested to update their details with Company/RTAs. Members holding shares in demat form are requested to update their bank account details with their respective Depository Participants ("DPs").
 20. Members who would like to express their views or ask questions during the Meeting may register themselves as a speaker by sending their advance request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at gurindermakkar@kquantumpapers.com up to 22nd August, 2025 (5:00 p.m. IST) with regard to the financial statements or any other matter to be placed at the Meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The Members who do not wish to speak during the AGM but have queries may send their queries relating to financial statements or any other matter to be placed at the Meeting up to 22nd August, 2025 (5:00 p.m. IST) mentioning their name, demat account number/folio number, email id, mobile number at gurindermakkar@kquantumpapers.com. These queries will be replied to by the Company suitably by email. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.
 21. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to CFO, atleast one week before the meeting.
 22. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, upto the date of meeting.
 23. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to contact the Company/Registrar for consolidation into a single folio.
 24. **Voting through electronic means:** In compliance with the provisions of Regulation 44 of the Listing Regulations and Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing the facility of remote e-voting to exercise votes on the items of business given in the Notice.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period commences on Tuesday, the 26th day of August, 2025 (9.00 a.m. IST) and shall end on Thursday, the 28th day of August, 2025 (5.00 p.m. IST). No e-voting shall be allowed beyond the said date and time. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd August, 2025 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22nd August, 2025.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<ol style="list-style-type: none"> If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi /Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
--	--

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. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

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

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sikkasushil@gmail.com with a copy marked to evoting@nsdl.com.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an

event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 or send a request to Mr. Amit Vishal at evoting@nsdl.com.

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

1. In case shares are held in physical mode please send ISR-1, SH-13 and ISR2 (if signature not matched with our record) to RTA i.e. Mas Services Limited, T-34 2nd Floor, Okhla Industrial Area Phase-II, New Delhi-110020. (form can be download from www.masserv.com website)
2. In case shares are held in demat mode, please update your email id with your DP and generate password as per instructions given above under e-voting instructions.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM / AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at kuantumcorp@kuantumpapers.com . The same will be replied by the Company suitably.

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

ITEM NO. 4

The Members of the Company, at the 23rd Annual General Meeting of the Company held on 7th August 2020, had approved the appointment of M/s O P Bagla & Co. LLP, Chartered Accountants, (Firm Registration No. 000018N/N500091), as the Statutory Auditors of the Company to hold office from the conclusion of 23rd Annual General Meeting of the Company till the conclusion of the 28th Annual General Meeting to be held in the year 2025. Their present tenure is upto the conclusion of ensuing Annual General Meeting. In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or reappoint an audit firm as statutory auditors for not more than 2 (two) terms of 5 (five) consecutive years. M/s O P Bagla & Co. LLP, Chartered Accountants is eligible for reappointment for a further period of five years.

Brief Profile of Auditors:

M/s O P Bagla & Co. LLP ("the Firm") is a Limited Liability Partnership Firm incorporated in India and is a firm of experienced Chartered Accountants registered with the Institute of Chartered Accountants of India ("ICAI") with Registration No. 000018N/N500091, and Peer Review No. 019272.

The Firm was initially founded in 1967 and it has vast experience of more than 57 years in Statutory Audits, Internal Audits, System Audits, Management Audits, Due Diligence, Concurrent Audit, Financial Reporting, Financial Accounting, Direct taxation, International taxation, Transfer pricing and Corporate laws.

The Firm has a large and diverse client base spread all over the country and overseas engaged in various business activities i.e. from retail business house to large industrial undertakings which are well known in the country. The firm has expertise in direct and indirect taxation work including representation before Assessing Officer, CIT (Appeals) and I.T.A.T. etc.

After taking into consideration several factors which includes independence of the auditors, experience in the industry, competency of the audit team, efficiency in conduct of audit and other factors, the Board of Directors of the Company ('Board') has, based on the recommendation of the Audit Committee, proposed the reappointment of M/s O P Bagla & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company, for the second consecutive term of five years from the conclusion of 28th AGM till the conclusion of 33rd AGM of the Company to be held in the year 2030. The Company has received consent cum eligibility certificate from M/s O P Bagla & Co. LLP, Chartered Accountants, confirming that the reappointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be reappointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder.

The said Firm has also provided confirmation that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board' of the ICAI.

Pursuant to Regulation 36(5) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby informed that for the Financial Year 2025-26, they shall be paid a remuneration of Rs. 18 Lakhs (Rs. Eighteen Lakhs) only plus applicable taxes and out-of-pocket expense. For next financial year, the remuneration shall be such as may be mutually agreed upon between the Board of Directors (which the term shall include any Committee duly constituted by the Board) and the Statutory Auditors. There is no material change in the fees considering the size of the Company. Considering the size of the operations of the Company, scope of services and experience, profile and calibre of the proposed Auditors, the fees is reasonable and is commensurate with the experience and scope of work. The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark. Considering the above factors into account, the Board has recommended their appointment for a second term of five consecutive years, as Statutory Auditors of the Company, for approval of the Members by way of Ordinary Resolution.

Besides the audit services, the Company may also obtain certifications from the Statutory Auditors under various statutory regulations and certifications required by customers, 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 or Audit Committee.

None of the Directors, Key Managerial Personnel or their relatives, are concerned or interested, in the resolution at Item No. 4 of this Notice.

The Board recommends passing of the resolution at Item No. 4 as an Ordinary Resolution.

ITEM NO. 5

RATIFICATION AND APPROVAL OF REMUNERATION PAYABLE TO COST AUDITORS

Pursuant to the provisions of Section 148 of the Companies Act, 2013 ("the Act"), read with the Companies (Cost Records and Audit) Rules, 2014, your Company is required to have the audit of its cost records conducted by a cost accountant in practice. The Board of Directors of the Company, on the recommendation of the Audit Committee, had considered and approved the appointment of M/s R.J. Goel & Co., Cost Accountants, Delhi (Firm Registration No. 000026), who were eligible for being appointed as Cost Auditors of the Company for the financial year 2025-26 as Cost Auditor of the Company, at a remuneration of Rs. 2,00,000/- (Rupees Two Lakhs) only plus GST and reimbursement of actual out of pocket expenses, if any, incurred by them in connection with the audit. In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

M/s R.J. Goel & Co., Cost Accountants, Delhi (Firm Registration No. 000026) have the necessary experience in the field of cost audit and they have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification and approval of the remuneration payable to the Cost Auditor for the financial year 2025-26.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5

The Board recommends the resolution for the approval of the members set out at Item No. 5 as Ordinary Resolution.

ITEM NO. 6

APPOINTMENT OF M/S S.K. SIKKA & ASSOCIATES, COMPANY SECRETARIES, AS SECRETARIAL AUDITORS OF THE COMPANY FOR A TERM OF 5(FIVE) CONSECUTIVE YEARS

Pursuant to the amended provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors at their respective meetings held on 29th May, 2025, have approved and recommended the appointment of M/s S.K. Sikka & Associates, Company Secretaries, (Prop. Shri Sushil K Sikka, C.P. 3582), Peer Reviewed Company Secretaries in Practice as Secretarial Auditors of the Company for a term of upto 5(Five) consecutive years to hold office from the conclusion of this 28th Annual General Meeting ('AGM') till the conclusion of 33rd AGM of the Company to be held in the Year 2030. Other details in terms of Regulation 36(5) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

- a. **Term of appointment:** Upto 5(Five) consecutive years from the conclusion of this 28th AGM till the conclusion of 33rd AGM.
- b. **Proposed Fees:** Fee of Rs. 2,00,000/- (Rupees Two Lakhs) plus applicable taxes and other out-of-pocket expenses in connection with the secretarial audit for Financial Year ending 31st March, 2026 and for subsequent year(s) of their term, such fee as determined by the Board, on recommendation of Audit Committee. The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark. The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee as above and will be determined by the Board in consultation with the Secretarial Auditors and as per the recommendations of the Audit Committee.

Notice of 28th AGM

- c. **Basis of recommendations:** The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI Listing Regulations with regard to the full time partners, secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.
- d. **Credentials and Brief Profile :** M/s S.K. Sikka & Associates, Company Secretaries, (Prop. Shri Sushil K Sikka, C.P. 3582), is a sole proprietorship firm registered as a Practicing Company Secretaries with the Institute of Company Secretaries of India (ICSI) since January, 2001.

It has immense knowledge and experience in dealing with matters relating to Company Law, Securities Laws, Legal Due Diligence, and Capital Market Transactions.

S K Sikka & Associates' key offerings other than Secretarial Audit functions also include setting up companies, approvals from all the government departments including approvals from the Registrar of Companies, Regional Director-Ministry of Corporate Affairs, Foreign Investment Promotion Board (FIPB)-Secretariat of Industrial Approvals (SIA), Reserve Bank of India (RBI), Foreign Exchange Regulations.

M/s S.K. Sikka & Associates also holds a valid Peer Review Certificate. M/s S.K. Sikka & Associates have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and SEBI LODR Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and SEBI LODR Regulations.

Besides the secretarial audit services, the Company may also obtain certifications from them under various statutory regulations and certifications required by customers, 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 or Audit Committee

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommends the resolution set out at Item No. 6 for approval of the Members as an Ordinary Resolution.

ITEM NO. 7**RE-APPOINTMENT OF SHRI JAGESH KUMAR KHAITAN (DIN NO. 00026264) AS CHAIRMAN FOR A PERIOD OF THREE YEARS**

The Members of the Company, vide Special Resolution passed at the 23rd Annual General Meeting held on 07th August, 2020, had appointed Shri Jagesh Kumar Khaitan as Chairman of the Company w.e.f. 17th July 2020 for a period of five years, pursuant to the provisions of Section 196, 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 and also approved his remuneration and terms and conditions of appointment. The present term of Shri Jagesh Kumar Khaitan is upto 16th July, 2025.

On the recommendations of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company ("Board") has, at its meeting held on 29.05.2025, approved the re-appointment of Shri Jagesh Kumar Khaitan (DIN: 00026264) as the Chairman for a further period of three years with effect from 17th July, 2025, subject to the approval of the members by way of Special Resolution, on the terms of remuneration given below:

(1) Salary

Basic Salary @ Rs. 8,80,000/- (Rupees Eight Lakhs Eighty Thousand Only) per month in the grade of Rs. 8,80,000/- -- 55,000/- – 9,90,000/- per month.

(2) Perquisites and allowances

- i) The Chairman shall also be entitled to perquisites and allowances like furnished accommodation or house rent allowance in lieu thereof subject to a ceiling of 60% of the salary, reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs, servants' salaries, medical reimbursement for self and dependent family, medical accident/Keyman Insurance, company maintained car, telephone, leave travel concession for self and family, club membership subject to maximum of two clubs and such other benefits/amenities and other privileges as may from time to time be available to other executives, such perquisites and allowances will be restricted to an amount equal to the annual salary. The expenses in connection with the spouse accompanying Chairman while on business tours in India and Abroad to be borne by the company.
- ii) For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per the Income-tax Rules, wherever applicable. In the absence of such Rules, perquisites and allowances shall be evaluated at actual cost.
- iii) Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund to the extent these either singly or together are not taxable under the Income Tax Act, Gratuity payable as per the Rules of the Company and encashment of leave at the end of the tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

(3) Commission

The Chairman shall be entitled to commission in addition to the salary, perquisites and allowances, as mentioned above, calculated with reference to the profits of the Company earned during a particular financial year as may be determined by the Board of Directors subject to the same not exceeding an amount calculated at the rate of 2.5% (two and half percent) of the profits calculated as per Section 198 of the Companies Act, 2013, as may be decided by the Board (including a Committee thereof) as payable from time to time as per performance of the Company and executive directors and the same shall be payable on quarterly/half yearly or yearly basis as may be determined by the Board or a Committee thereof.

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

(5) Shri Jagesh Kumar Khaitan shall be liable to retire by rotation.

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

Approval of the members is also sought by passing of special resolution pursuant to Regulation 17(6)(e) of the Listing Regulations. Also, as Shri Jagesh Kumar Khaitan has already attained the age of 70 years, pursuant to Section 196(3)(a) of the Companies Act, 2013 the resolution which is being proposed to the shareholders is special Resolution.

The Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 signifying his intention to propose the appointment/re-appointment of Shri Jagesh Kumar Khaitan as an executive Chairman of the Company.

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

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

Justification for reappointment of Shri Jagesh Kumar Khaitan as Chairman of the Company after attaining the age of 70 years and brief profile:

Sh. Jagesh Kumar Khaitan, aged 80 years, a Graduate with Marketing Management and Strategic Management courses from IIM, Ahmedabad, has been associated with the edible oil industry/paper industry for the last 55 years and has been the Chairman of Kquantum Papers Ltd. since 17th July 2010.

Shri Jagesh Kumar Khaitan was also an active member of American Oils Chemists' Society, USA and also associated with various trade associations and Chamber of Commerce & Industry and is member of Managing Committee of PHD Chamber of Commerce & Industry.

He has been on the Board of Directors of various reputed companies. He has been conferred the honour of "Legend" by Globe Oil India in recognition of his services and contribution to edible oil industry. Also he was the recipient of a prestigious award 'UDYOG RATNA' honored by PHD Chamber of Commerce & Industry given by the then Chief Minister of Punjab, in the year 2005, towards his excellent and dedicated contribution to the State of Punjab through the industry. He has to his credit vast experience, in the fields of paper industry, production, marketing, fund management and governance.

His vast experience and knowledge is coming to the aid and benefit of the Company. His astute direction adds value to the operations and helps in formulating the policies of the Company. He has 55 years of varied experience and in view of his contribution to the organization, he would be undoubtedly an asset for the organization in future also. Considering the vast experience and contribution made by Shri Jagesh Kumar Khaitan, the Board recommends his re-appointment as a Chairman of the Company for a period of three years w.e.f. 17th July, 2025, for approval of shareholders of the Company by way of Special Resolution.

Information about Shri Jagesh Kumar Khaitan, as required under Section II of Part II of Schedule V of the Act:

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

Financial performance based on given indicators (As per Audited Financial Statements)	(Rs. In Lakhs)			
	Particulars	2024-25	2023-24	2022-23
	Sales & other income	1,11,312.38	1,21,693.66	1,31,316.26
	Profits Before Taxes	15,537.79	24,761.06	20,296.29
	Net Profit (Loss) after tax	11,518.08	18,382.57	13,615.18
Foreign investments or collaborations, if any	The Company has not entered into any material Foreign collaboration and no direct capital investment has been made in the Company. Foreign Investors, mainly comprising NRIs, FIIs and/or Foreign Nationals are investors in the Company on account of past issuances of securities/secondary market purchases. The Company has one Indian holding Company viz. Kapedome Enterprises Ltd.			
II. Information about the appointee				
Background details	Name and Designation	Shri Jagesh Kumar Khaitan, Chairman		
	Date of Birth	10.02.1945		
	Father's Name	Shri Tulsi Parshad Khaitan		
	Nationality	Indian		
	Qualifications	Graduate with Marketing Management and Strategic Management courses from IIM, Ahmedabad.		
Past remuneration	2024-25- Rs. 2,19,01,529/- 2023-24- Rs. 2,48,42,686/- 2022-23-Rs. 2,42,90,706/-			
Recognition or awards	Recipient of a prestigious award 'UDYOG RATNA' honored by PHD Chamber of Commerce & Industry given by the then Chief Minister of Punjab, in the year 2005.			
Job profile and his suitability	<p>Sh. Jagesh Kumar Khaitan, aged 80 years, a Graduate with Marketing Management and Strategic Management courses from IIM, Ahmedabad, has been associated with the edible oil industry/paper industry for the last 55 years and has been the Chairman of Kuantum Papers Ltd. since 17th July 2010.</p> <p>Shri Jagesh Kumar Khaitan was also an active member of American Oils Chemists' Society, USA and also associated with various trade associations and Chamber of Commerce & Industry and is member of Managing Committee of PHD Chamber of Commerce & Industry. He has been on the Board of Directors of various reputed companies. He has been conferred the honour of "Legend" by Globe Oil India in recognition of his services and contribution to edible oil industry. Also he was the recipient of a prestigious award 'UDYOG RATNA' honored by PHD Chamber of Commerce & Industry given by the then Chief Minister of Punjab, in the year 2005, towards his excellent and dedicated contribution to the State of Punjab through the industry. He has to his credit vast experience, in the fields of paper industry, production, marketing, fund management and governance.</p>			
Remuneration proposed	Details of proposed remuneration are presented in the resolution and also in the statement under Section 102 of the Companies Act, 2013.			

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration is as per Section 197 & 198 of the Companies Act, 2013 read with Schedule V and is comparable with the industry standards for a director of similar profile.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Shri Jagesh Kumar Khaitan is Promoter Director of the Company and presently holds 14,47,580 (1.66%) equity shares in the Company. He draws remuneration from the Company. He is father of Mr. Pavan Khaitan, Vice Chairman & Managing Director.
III. Other information	
Reasons of loss or inadequate profits	<p>The Company is a profit making Company and for the financial year 2024-25, the Profits before Tax of the Company stood at Rs. 15,537.79 Lakhs and Net profits stood at Rs. 11,518.08. Financially, the Company is performing very well. It is expected that for current and succeeding years, the profits of the Company will continue to be adequate. The Company is influenced by general reversionary trend in the industry, government policies and unprecedented volatility in prices of raw materials, Indian Economy conditions and competition.</p> <p>The Company remains committed to generating higher returns for its stakeholders. The pivot to value added products, use of new technologies, efficient management in Sales and Marketing as well as new capabilities have helped the Company to achieve growth in recent years. The Company will continue to take actions for improvement in its performance. As a matter of abundant caution, members' approval is being sought for payment of remuneration, in the event of loss or inadequate profit in the financials, as defined in the said respective resolutions read with their explanatory statements.</p> <p>The Company sees a large headroom for growth and plans to continue investments to take advantage of the opportunity. While the investments may impact margins in the near term, these are expected to help the Company to scale its businesses and sustain growth and profitability in the long run.</p>
Steps taken or proposed to be taken for improvement	The Company sees a large headroom for growth and will continue to take advantage of the opportunities available. The Company has taken various initiatives viz. product innovation, enhancements of production capacities and customers base, reduction of various costs, better market penetration, exploring new buyers, overseas buyers and improvement in realization etc. It is expected that the performance of Company will improve during the next financial year through initiatives taken by the Company for increasing its productivity and efficiency. The aforesaid steps taken / to be taken by the Company are expected to improve further the Company's performance and profitability in the future.
Expected increase in productivity and profits in measurable terms	The turnover and profitability will also improve further, but are not measurable as the same are influenced by various factors such as market prices of raw materials and cost of various inputs etc..
IV. Disclosures	
i. All elements of remuneration package such as salary, benefits, bonuses, stock options,	The other Information and disclosures as required under Schedule V of the Companies Act, 2013, wherever applicable is provided in the Notice / Explanatory Statements / Corporate Governance Report and / or Annexures

<p>pension etc. of all the directors:</p> <p>ii. Details of fixed component and performance linked incentives along with the performance criteria:</p> <p>iii. Service contracts, notice period, severance fees:</p> <p>iv. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable..</p>	<p>The Company has not issued any Stock Options.</p>
--	--

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

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

Name Of Director and DIN	Shri Jagesh Kumar Khaitan (DIN: 00026264)
Date of Birth/Age	10.02.1945 (80 years)
Nationality	Indian
Date of Appointment / Reappointment	17 th July, 2020
Qualification	Graduation with Marketing Management and Strategic Management courses from IIM, Ahmedabad
Nature and Expertise in specific functional area	<p>Shri Khaitan was also an active member of American Oils Chemists' Society, USA and also associated with various trade associations and Chamber of Commerce & Industry and is member of Managing Committee of PHD Chamber of Commerce & Industry.</p> <p>He has been on the Board of Directors of various reputed companies. He has been conferred the honour of "Legend" by Globe Oil India in recognition of his services and contribution to edible oil industry. Also he was the recipient of a prestigious award 'UDYOG RATNA' honored by PHD Chamber of Commerce & Industry given by the then Chief Minister of Punjab, in the year 2005, towards his excellent and dedicated contribution to the State of Punjab through the industry. His vast experience and knowledge is coming to the aid and benefit of the Company. His astute direction adds value to the operations and helps in formulating the policies of the Company.. He has to his credit vast experience of more</p>

	than three decades, in the fields of paper industry, production, marketing, fund management and governance.
Number of shares held in company	14,47,580 (1.66%)
List of Directorship and Committee membership in Listed Companies other than Kquantum Papers Limited	Nil
Terms and conditions for appointment	In terms of Section 152(6) of the Companies Act 2013, Mr. Jagesh Kumar Khaitan is liable to retire by rotation. Further, Mr. Jagesh Kumar Khaitan is also proposed to be re-appointed as Chairman of the Company for a period of 3 years w.e.f. 17 th July, 2025 on terms and conditions contained in Notice/Explanatory Statement.
Remuneration last drawn	Details are given in this Explanatory Statement / Corporate Governance Report
Details of remuneration	Details are given in this Explanatory Statement / Corporate Governance Report
Date of first (original) Appointment on the Board	23/06/2007
No. of Meetings of Board attended during the FY 2024-25	5
Listed entities (except Kquantum Papers Limited) in which the person holds the directorship and the chairmanship / membership of committees of the board along with listed entities from which the person has resigned in the past three years.	Nil
Directorships held in other companies /branches	Kapedome Enterprises Limited, PHD Chamber of Commerce and Industry, Pinnacle Holdings Private Limited
Memberships / Chairmanships of committees of other Companies	Nil
Disclosure of relationships between Directors /KMP inter-se	Shri Jagesh Kumar Khaitan is father of Shri Pavan Khaitan, Vice Chairman & Managing Director.

List of core skills / expertise/ competencies identified by the Board and those actually available: Leadership, Governance, Technology, Board Experience, Sales, marketing, Innovation, Finance, Production.	Leadership, Governance, Industry Experience, Marketing, Finance, Funds Management, Corporate Affairs, Banking, Cost Reduction, Human Resources, Supply Chain.
---	---

The said remuneration and other terms and conditions as set out in the said Resolution/Explanatory Statement may also be treated as an abstract of the terms of appointment of Shri Jagesh Kumar Khaitan as Chairman of the Company and a memorandum setting out terms and conditions of appointment and remuneration as required under Section 190 of the Act.

Shri Jagesh Kumar Khaitan, the proposed appointee himself is interested or concerned in the proposed resolution. Shri Pavan Khaitan being related to Shri Jagesh Kumar Khaitan, may also be deemed to be interested in the said resolution. His relatives are deemed to be interested in the Resolution to the extent of their shareholding interest, if any, in the Company. Save and except as above, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the said Resolution.

The Board of Directors of the Company, on recommendation made by the Nomination and Remuneration Committee has approved the re-appointment and remuneration, subject to the approval of the members. Since the Company has immensely benefited during Shri Jagesh Kumar Khaitan's tenure as Chairman, the Board recommends the resolution for his re-appointment as set out at Item No. 7 of the accompanying Notice for approval of the members of the Company by way of Special Resolution.

ITEM NO. 8

TO APPROVE THE REVISION IN TERMS AND PAYMENT OF THE MANAGERIAL REMUNERATION TO SHRI PAVAN KHAITAN(DIN: 00026256),VICE CHAIRMAN & MANAGING DIRECTOR

The Shareholders of the Company, by way of Special Resolution passed through Postal Ballot on 25th May, 2024, had appointed Shri Pavan Khaitan as Vice Chairman & Managing Director w.e.f. 01st April, 2024 for a period of three years and approved the terms and conditions and remuneration payable during this tenure.

The performance of the Company has been quite satisfactory for the financial year 2024-25, despite challenges faced by Indian Paper industry as a whole. In view of the valuable contribution made by Shri Pavan Khaitan, Vice Chairman & Managing Director, towards the sustained growth and strategic upliftment of the Company, the Board at its meeting held on 16th May, 2025, upon the recommendation of Nomination and Remuneration Committee, had approved revision in terms and conditions and remuneration of Shri Pavan Khaitan w.e.f. 01st

April, 2025 upto 31st March, 2027, subject to the approval of shareholders by way of Special Resolution.

Pursuant to Section 197(1) of the Companies Act, 2013, the total managerial remuneration payable by a public company, to its directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed eleven per cent of the net profits of that company for that financial year computed in the manner laid down in section 198 of the Companies Act, 2013.

Provided that the company in general meeting may, authorise the payment of remuneration exceeding eleven per cent of the net profits of the company, subject to the provisions of Schedule V.

Further Regulation 17(6)(e) of SEBI Listing Regulations, 2015 requires a special resolution for remuneration to executive directors who are promoters or members of the promoter group in case where :

- (i) the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity:

He is presently paid a remuneration by way of Basic Salary @ Rs. 20,00,000/- (Rupees Twenty Lakh Only) per month (as upto 31st March, 2025), plus HRA @ 60%, other perks, and commission on profits. The details of his remuneration for the year 2024-25 are provided in Corporate Governance Report of the Annual Report 2024-25.

The approval of Members by way of Special Resolution is proposed to be sought to pay the following proposed revised remuneration, perks (excluding retiral benefit etc. as provided in Schedule V of the Act for exclusion) and commission to Mr. Pavan Khaitan, Vice-Chairman & Managing Director, during the period of his tenure from April 1, 2025 till March 31, 2027:

(1) Salary

Basic Salary @ Rs. 30,00,000/- (Rupees Thirty Lakh Only) per month for period from 01st April, 2025 to 31st March, 2026 and Rs. 33,00,000/- (Rs. Thirty Three Lakhs only) per month for the period from 01st April, 2026 to 31st March, 2027.

(2) Perquisites and allowances

- i) The Vice Chairman & Managing Director shall also be entitled to perquisites and allowances like furnished accommodation or house rent allowance in lieu thereof subject to a ceiling of 60% of the salary, reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs, servants' salaries, medical reimbursement for self and dependent family, medical accident/Keyman Insurance, company maintained car, telephone, leave travel concession for self and family, club membership subject to maximum of two clubs and such other

benefits/amenities and other privileges as may from time to time be available to other executives, such perquisites and allowances will be restricted to an amount equal to the annual salary. The expenses in connection with the spouse accompanying Vice Chairman & Managing Director while on business tours in India and Abroad to be borne by the company.

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

(3) Commission

The Vice Chairman & Managing Director shall be entitled to commission in addition to the salary, perquisites and allowances, as mentioned above, calculated with reference to the profits of the Company earned during a particular financial year as may be determined by the Board of Directors subject to the same not exceeding an amount calculated at the rate of 2.5% (two and half percent) of the profits calculated as per Section 198 of the Companies Act, 2013, as may be decided by the Board (including a Committee thereof) as payable from time to time as per performance of the Company and executive directors and the same shall be payable on quarterly/half yearly or yearly basis as may be determined by the Board or a Committee thereof.

- (4) Shri Pavan Khaitan will not be entitled to sitting fee for attending meetings of the Board or Committee(s) thereof.
- (5) Shri Pavan Khaitan shall not be liable to retire by rotation.
- (6) All other terms and conditions of his appointment shall remain unchanged.

The approval of Members by way of Special Resolution is also proposed to be sought to pay revised remuneration, commission and perks (excluding retiral benefit etc. as provided in Schedule V of the Act for exclusion) to Mr. Pavan Khaitan, Vice-Chairman & Managing Director, as minimum remuneration, even in the event of inadequacy of profits or no profits in the Company, if any, for that financial year, in which there is inadequacy or absence of profits, during the period commencing from April 1, 2025 till March 31, 2027, as permissible through a special resolution as prescribed under Section II of Part II of Schedule V of the Act (as amended/modified from time to time, for the time being in force), subject to such compliances and approvals as may be required under Companies Act, 2013 read with Schedule V thereto and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Further, subject to approval of the Shareholders, with the payment of Remuneration as above to Shri Pavan Khaitan, Vice Chairman and Managing Director, the remuneration of other Whole Time Directors and Executive Directors of the Company shall remain unaffected in spite of the fact that the remuneration payable to them may exceed the limits prescribed in Section 197 of the Companies Act, 2013 in any Financial Year.

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

I. General Information				
Nature of industry	Manufacture of agro and wood-based Writing & Printing, Copier and Specialty Papers.			
Date or expected date of commencement of commercial production	Not Applicable (The Company is an existing company)			
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
Financial performance based on given indicators (As per Audited Financial Statements)	(Rs. In Lakhs)			
	Particulars	2024-25	2023-24	2022-23
	Sales & other income	1,11,312.38	1,21,693.66	1,31,316.26
	Profits Before Taxes	15,537.79	24,761.06	20,296.29
	Net Profit (Loss) after tax	11,518.08	18,382.57	13,615.18
Foreign investments or collaborations, if any	The Company has not entered into any material Foreign collaboration and no direct capital investment has been made in the Company. Foreign Investors, mainly comprising NRIs, FIIs and/or Foreign Nationals are investors in the Company on account of past issuances of securities/secondary market purchases. The Company has one Indian holding Company viz. Kapedome Enterprises Ltd.			
II. Information about Shri Pavan Khaitan				
Background details	Name and Designation	Shri Pavan Khaitan, Vice Chairman & Managing Director		
	Date of Birth	31.05.1968		
	Father's Name	Shri Jagesh Kumar Khaitan		
	Nationality	Indian		
	Qualifications	Shri Pavan Khaitan is a Graduate in Commerce from Panjab University and a qualified Chartered Accountant.		
Past remuneration	2024-25- Rs. 5,28,70,870/- 2023-24- Rs. 4,50,90,339/- 2022-23 - Rs. 4,43,15,362/-			
Recognition or awards	IARPMA Excellence Award. IPPTA President 2024-26			

Job profile and his suitability	Mr. Pavan Khaitan, aged around 56 years is a Graduate in Commerce from Panjab University and a Chartered Accountant. He is presently Vice Chairman & Managing Director of the Company. He joined the company in 1997 and has been spearheading various initiatives that have rationalized the cost, enhanced quality, focused on specialty paper and ultimately optimizing the resources to their fullest. He has been instrumental in undertaking projects including debottlenecking and overall upgradation of the paper mill. Under his aegis, the backward integration cum upgradation project of the Company had been successfully completed. Mr. Pavan Khaitan has now positioned the Company on a transformative journey. He has taken numerous initiatives at the group level on areas of expansions, plants set up, marketing, financial management, risk management, human resources etc.
Remuneration proposed	Details of proposed remuneration are presented in the resolution and also in the statement under Section 102 of the Companies Act, 2013.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration is as per Section 197 & 198 of the Companies Act, 2013 read with Schedule V and is comparable with the industry standards for a director of similar profile.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Pavan Khaitan is Promoter Director of the Company and presently holds 14,72,650 (1.69%) equity shares in the Company. He is son of Mr. Jagesh Kumar Khaitan, Chairman of the Company.
III. Other information	
Reasons of loss or inadequate profits	<p>The Company is a profit making Company and for the financial year 2024-25, the Profits before Tax of the Company stood at Rs. 15,537.79 Lakhs and Net profits stood at Rs. 11,518.08 Lakhs. Financially, the Company is performing very well. It is expected that for current and succeeding years, the profits of the Company will continue to be adequate. The Company is influenced by general reversionary trend in the industry, government policies and unprecedented volatility in prices of raw materials, Indian Economy conditions and competition.</p> <p>The Company remains committed to generating higher returns for its stakeholders. The pivot to value added products, use of new technologies, efficient management in Sales and Marketing as well as new capabilities have helped the Company to achieve growth in recent years. The Company will continue to take actions for improvement in its performance. As a matter of abundant caution, members' approval is being sought for payment of remuneration, in the event of loss or inadequate profit in the financials, as defined in the said respective resolutions read with their explanatory statements.</p> <p>The Company sees a large headroom for growth and plans to continue investments to take advantage of the opportunity. While the investments may impact margins in the near term, these are expected to help the Company to scale its businesses and sustain growth and profitability in the long run.</p>
Steps taken or proposed to be taken for improvement	The Company sees a large headroom for growth and will continue to take advantage of the opportunities available. The Company has taken various initiatives viz. product innovation, enhancements of production capacities and customers base,

	reduction of various costs, better market penetration, exploring new buyers, overseas buyers and improvement in realization etc. It is expected that the performance of Company will improve during the next financial year through initiatives taken by the Company for increasing its productivity and efficiency. The aforesaid steps taken / to be taken by the Company are expected to improve further the Company's performance and profitability in the future.
Expected increase in productivity and profits in measurable terms	The turnover and profitability will also improve further, but are not measurable as the same are influenced by various factors such as market prices of raw materials and cost of various inputs etc.
IV. Disclosures	
i. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors: ii. Details of fixed component and performance linked incentives along with the performance criteria: iii. Service contracts, notice period, severance fees: iv. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable:.	The other Information and disclosures as required under Schedule V of the Companies Act, 2013 , wherever applicable is provided in the Notice / Explanatory Statements / Corporate Governance Report and / or Annexures The Company has not issued any Stock Options.

Additional information on Director recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI Listing Regulation, and Secretarial Standard-2 as prescribed by the Institute of Company Secretaries of India including the information of directors, whose Remuneration is being fixed/ varied

Name Of Director and DIN	Shri Pavan Khaitan (DIN: 00026256)
Date of Birth/Age	31.05.1968 (56 years)
Nationality	Indian
Date of Appointment / Re-appointment	01 st April, 2024
Qualification	Graduation in Commerce, Chartered Accountant.
Nature and Expertise in specific functional area	Mr. Pavan Khaitan, aged around 56 years is a Graduate in Commerce from Panjab University and a Chartered Accountant. He is presently acting as Vice Chairman & Managing Director of the Company. He joined the Company in 1997 and has been spearheading various initiatives that have rationalized the cost, enhanced quality, focused on specialty paper and ultimately optimizing the resources to their fullest. He has been instrumental in undertaking projects including debottlenecking and overall upgradation of the paper mill. Under his aegis, the backward integration cum upgradation project of the Company had been successfully completed . Mr. Pavan Khaitan has now positioned the Company on a transformative journey . He has taken numerous initiatives at the group level on areas of expansions, plants set up, marketing, financial management, risk management, human resources etc.

Number of shares held in company	14,72,650 (1.69%) equity shares in the Company.
List of Directorship and Committee membership in Listed Companies other than Kquantum Papers Limited	NIL
Terms and conditions for appointment	As per details given in the Notice and Explanatory Statement
Remuneration last drawn	As per details given in the Notice and Explanatory Statement and Corporate Governance Report
Details of remuneration sought to be paid	As per details given in the Notice and Explanatory Statement and Corporate Governance Report
Date of first (original) Appointment on the Board	23/06/2007
No. of Meetings of Board attended during the FY 2024-25	5
Listed entities (except Kquantum Papers Limited) in which the person holds the directorship and the chairmanship/ membership of committees of the board along with listed entities from which the person has resigned in the past three years.	Existing Directorship in other Listed Company: NIL Past Directorship in other listed entities: Nil
Directorships held in other companies/branches	Pinnacle Holdings Private Limited, Kapedome Enterprises Limited
Memberships/Chairmanships of committees of other Companies	NIL
Disclosure of relationships between Directors /KMP inter-se	Shri Pavan Khaitan is son of Shri Jagesh Kumar Khaitan, Chairman.
List of core skills / expertise/ competencies identified by the Board and those actually available: Leadership, Governance, Technology, Board Experience, Sales, marketing, Innovation, Finance, Production.	Finance, Accounting, Taxation, Auditing, Legal, and Risk Management, and Compliance, Production and Industry, Marketing, Funds Management, Corporate Affairs, Banking, Cost Reduction, Human Resources, Supply Chain, Leadership, Technology, Corporate Governance.

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

Mr. Pavan Khaitan, himself and Mr. Jagesh Kumar Khaitan, Chairman, being relative of Mr. Pavan Khaitan are interested in the Resolution set out at Item No. 8 of the Notice with regard to his revision in terms and remuneration. His relatives are deemed to be interested in the Resolution to the extent of their shareholding interest, if any, in the Company. Save and except as above, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the said Resolution.

The Board recommends the resolution as set out at Item No. 8 of the accompanying Notice for approval of the members of the Company by way of Special Resolution.

ITEM NO. 9

APPROVAL TO ADVANCE ANY LOAN / GIVE GUARANTEE / PROVIDE SECURITY U/S 185 OF THE COMPANIES ACT, 2013:

Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity/ies) covered under the category of a person in whom any of the director of the Company is interested as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

The Company may need to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the "Entities"), from time to time, for the purpose of capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item no. 9 of the Notice.

The key particulars and material terms of the transaction of the loan/guarantee/security are as under –

Name of the related party	Group Companies/Holding Company/ any person/entities in whom any of the director of the Company is interested as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013
Name of director(s) or key managerial person who is related	The following are common directors with Companies or interested in any manner: Shri Jagesh Kumar Khaitan, Chairman Shri Pavan Khaitan, Vice Chairman & Managing Director
Nature of relationship between the Companies	Common directors with Companies or interested in any manner
Particulars of loans to be given, or guarantee to be given or security to be provided	Loan(s) (including loan represented by way of Book Debt) and/or Guarantee(s), and/or providing of security(ies) in connection with any Loan of an aggregate outstanding amount not exceeding Rs. 75 crores (Rupees Seventy Five Crores only).
Purpose	For principal business activities including matters connected and incidental thereto.
Interest Rate	Such rate as may be determined by the Board of Directors of the Company, not lesser than the prevailing bank rate.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only. It is proposed to grant loan or give guarantee or provide security in respect of any loan granted/to be granted as aforesaid and the proposed loan shall be at the interest rate not lesser than prevailing bank rate and shall be used by the borrowing Company for its principal business activities only.

The Board of Directors recommend the resolution set forth in Item no. 9 of the Notice for your approval as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

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

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

Place : Chandigarh
Date : 20th May, 2025