

SHREE KARTHIK PAPERS LIMITED



We convert Waste into Wealth to save the
environment

**32nd ANNUAL REPORT
2022-2023**

SHREE KARTHIK PAPERS LIMITED

32nd ANNUAL REPORT 2022-23

BOARD OF DIRECTORS

Sri Vignesh Velu
Chairman & Managing Director

Director

Smt. Selvambal Sengottu Velu

Sri P. Kanagavadivelu
Independent Director

Sri P.C. Narendran
Independent Director

Sri R. Uma Shankar
Independent Director

Company Secretary

Sri V. Rajan

Chief Financial Officer

Smt. S.Ranisri

Statutory Auditors

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

Secretarial Auditor

Sri S. Rengasamy
Practising Company Secretary, Coimbatore

Registered Office

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

Registrar and Share Transfer Agents

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

Listed Stock Exchange

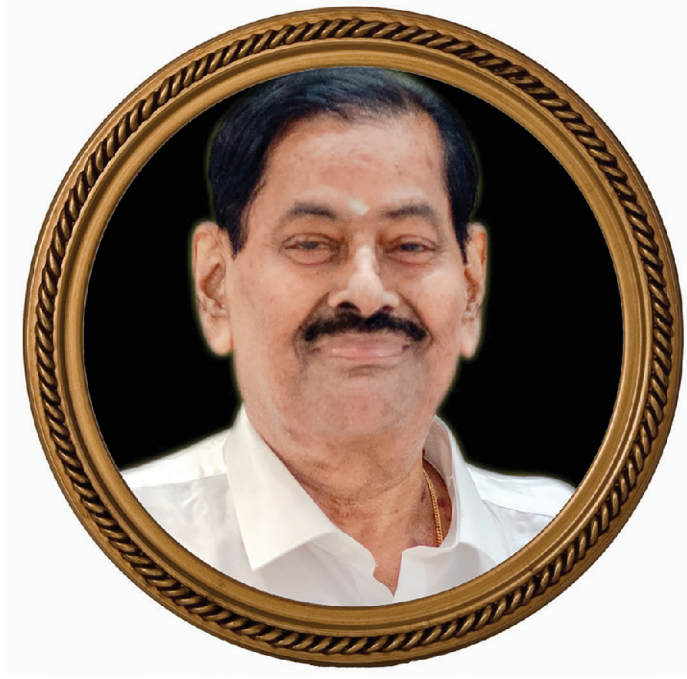
BSE Limited (Bombay Stock Exchange
Limited) Floor 25 P.J. Towers, Dalal Street,
Mumbai-400 001

Bankers

Axis Bank Ltd.,
Coimbatore.

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**FOUNDER OF
SHREE KARTHIK PAPERS Limited**

M.S. VELU
(01.02.1943 - 12.09.2021)

SHREE KARTHIK PAPERS LIMITED

CIN: L21012TZ1991PLC003570

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

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

NOTICE

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

AS ORDINARY BUSINESS

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

SPECIAL BUSINESS

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

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

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

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

Terms & Conditions :-

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

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

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

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

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

Re-Appointment of Independent Directors of the company

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

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

Re-Appointment of Independent Directors of the company

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

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

Re-Appointment of Independent Directors of the company

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

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

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

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

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

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

By Order of the Board

Place: Coimbatore

V. Rajan

Date: 27.05.2023

Company Secretary

NOTES FOR THE MEMBERS' ATTENTION

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

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

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

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

19. The cut off date for determining the eligibility to vote by electronic means in the general meeting shall be 13th September 2023.

20. The Board has appointed Sri. S. Rengasamy Practising Company Secretary, Coimbatore 641036 as Scrutinizer for conducting the e-voting process in a fair and transparent manner.

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

22. The results of voting shall be declared at the Registered Office of the Company within 2 days of the conclusion of the Annual General Meeting by the chairman of the meeting and displayed on the website of the company.

ANNEXURE

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

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

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

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

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

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

Item No.3

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

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

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

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

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

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

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

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

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

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

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

He is holding 6100 equity shares of the company.

He attended 5 Board Meetings during the year 2022-23

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

Smt. Selvambal is related to Sri Vignesh Velu.

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

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