

NIKITA PAPERS LIMITED

CIN: U74899DL1989PLC129066

Website: <https://nikitapapers.com>

A-10, 1st Floor, Near Deepali Chowk Saraswati Vihar Pitampura, North West, New delhi-110034

E-mail id: - nikitapapers@hotmail.com

Ph No. 7300712189

NOTICE OF EXTRA ORDINARY GENERAL MEETING

To,

The Directors,

Members,

Statutory Auditors,

Dear Sir/Madam,

Notice is hereby given that the Extra-Ordinary General Meeting of M/s. NIKITA PAPERS LIMITED to be held on Tuesday 12th March 2024 at 11.00 AM at the Registered office of the company Situated at A-10, 1st Floor, Near Deepali Chowk Saraswati Vihar Pitampura, North West, New delhi-110034, to transact the following businesses:

SPECIAL BUSINESS: -

- 1. APPROVAL FOR APPOINTMENT OF MR. ATUL AERON AS CHIEF FINANCIAL OFFICER (CFO) AND KEY MANAGERIAL PERSONNEL OF THE COMPANY:**

To consider and if thought fit, to pass with or without modification(s) the following resolutions as **Ordinary Resolutions**:

RESOLVED THAT pursuant to the provisions of Section 203 (1) read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel), 2014 and other applicable provision (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 the consent of the Members be and is hereby accorded to appoint Mr. Atul Aeron to perform the duties which may be performed by a Chief financial officer (CFO) and Key Managerial Personnel of the Company under the Companies Act, 2013 and other duties assigned

to him by the Board from time to time on the terms & conditions and remuneration as set by the Board of Directors.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary for giving effect to this resolution.”

2. APPROVAL FOR APPOINTMENT OF MANAGING DIRECTOR:

To consider and if thought fit, to pass with or without modification(s) the following resolutions as **Special Resolutions**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 (to the extent applicable to the Company) and other applicable provisions, if any, of the Companies Act, 2013, read with provisions of Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the Members be and is hereby accorded for the change in designation of be and is hereby accorded for the change in designation of Mr. Ashok Kumar Bansal (DIN 00321238) from Whole Time Director (WTD) to Managing Director (MD) for a period of 5 years, with effect from 12th March 2024 on the following Terms and Conditions set below.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197(3) read with in Part II Section II of Schedule V of the Companies, 2013, Mr. Ashok Kumar Bansal would be entitled to receive remuneration of Rs. 2,50,000/- p.m.(Two Lakh Fifty Thousand only) with such periodical Increment as may be recommended by the board.

In case of loss or inadequacy of profit the remuneration payable to the Managing Director shall be restricted to the maximum permissible as prescribed in Schedule V of The Companies Act, 2014 and other terms and conditions as may be recommended by the members in the meeting.

- A) Salary : Not exceeding 2,50,000/- p.m with such periodical Increment as may be recommended by the board.

- B) Perquisites and other benefits : As per the Companies policy;
- C) Contribution to provident Fund : As per the Companies policy;
- D) Encashment to un-availed leaves : As per the Companies policy;
- E) Gratuity : As per the Companies policy;

For the purpose of calculating the above ceiling the perquisites and allowances shall be evaluated as per income- tax Laws, wherever applicable. In absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

In the event of any re-enactment or re-codification of the Companies Act, 2013 or the Income Tax Act, 1961 or the Amendment thereto, this Resolution shall continue to remain in force and the reference to various provisions of the Companies Act, 2013, or Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the new Act or the amendments thereto or the Rules and notifications issued there under:

Other Terms & Conditions:

- A) The Company and/ or Mr. Ashok Kumar Bansal may terminate this appointment by giving one calendar month prior notice in writing to either party;
- B) During his tenure he shall be liable to retire by rotation."

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the remuneration payable to Mr. Ashok Kumar Bansal (DIN 00321238) Managing Director by way of salary, commission , variable pay, perquisites and allowances shall be governed by the provisions prescribed in section 196 and 197, but in case of no profit or inadequate profit, subject to the limits mentioned in Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the Managing Director, also the Board of Directors be and hereby authorized to make such modification's on the terms and conditions including tenure and remuneration as it may decide from time to time with the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Ashok Kumar Bansal (DIN 00321238), Managing Director and Chief Executive Officer be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary for giving effect to this resolution.”

3. REGULARISATION OF ADDITIONAL DIRECTOR MR. SUDHIR KUMAR BANSAL(DIN: -00321226) AS CHAIRMAN OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s) the following resolutions as **Ordinary Resolution**:

RESOLVED THAT pursuant to provision of Section 160 and 161 and all other applicable provisions of the Companies Act, 2013, if any, read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the regulations contained in the Articles of Association of the Company, Mr. Sudhir Kumar Bansal (DIN: - 00321226) who was appointed as an additional director of the company with effect w.e.f. 10.02.2024 in terms of section 160 and 161 of the companies act 2013 and from whom the company has received consent for his candidature, be and is hereby appointed as the Chairman of the Company

RESOLVED FURTHER THAT pursuant to ~~article 176~~ of Articles of Association of the Company Mr. Sudhir Kumar Bansal, Director of the Company be & is hereby appointed as a Chairman of the Board of Directors with effect of this board meeting and shall preside as Chairman at all the general meetings of the members of the Company, unless elected otherwise.

RESOLVED FURTHER THAT Directors of the Company be and are hereby authorized to sign, execute and file respective forms with the ROC, Kanpur in respect of the said changes in Directorship.

4. REGULARISATION OF ADDITIONAL DIRECTOR, MR. ASHOK KUMAR MITTAL (DIN: 00246177) BY APPOINTING HIM AS INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s) the following resolutions as **Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) Mr. Ashok Kumar Mittal (holding DIN: 00246177), who was appointed as an Additional Director of the Company w.e.f. 24.01.2024 in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Extra ordinary General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for the maximum period up to 23rd January 2029".

5. REGULARISATION OF ADDITIONAL DIRECTOR, MR. AKASH GUPTA (DIN: 07392916) BY APPOINTING HIM AS INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s) the following resolutions as **Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force.

Mr. Akash Gupta (holding DIN: 07392916), who was appointed as an Additional Director of the Company w.e.f. 24.01.2024 in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Extraordinary General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for the maximum period upto 23rd January 2029”.

6. **REGULARISATION OF ADDITIONAL DIRECTOR, MR. SUDHIR KUMAR JAIN (DIN: 10442316) BY APPOINTING HIM AS INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass with or without modification(s) the following resolutions as **Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) Mr. Sudhir Kumar Jain (holding DIN: 10442316), who was appointed as an Additional Director of the Company w.e.f. 24.01.2024 in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Extraordinary General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for the maximum period upto 23rd January 2029”.

7. **CONSTITUTION OF AUDIT COMMITTEE:**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

RESOLVED THAT in pursuance of the provisions of section 178 of the Companies Act, 2013 and rules made there under, as amended from time to time, read with, Committee of the board of directors be and is hereby constituted to be called as "Nomination and Remuneration Committee" with the following members:

1. Mr. SUDHIR KUMAR JAIN INDEPENDENT DIRECTOR & CHAIRMAN
2. Mr. AKASH GUPTA INDEPENDENT DIRECTOR
3. Mr. ASHOK KUMAR MITTAL INDEPENDENT DIRECTOR

FURTHER RESOLVED THAT any member of this Committee may be removed or replaced at any time by the Board. Any member of this committee ceasing to be a director shall also be ceased to be a member of the Committee.

ROLE OF THE COMMITTEE:

1. Formulate the criteria for determining qualification, positive attributes and independence of a director
2. Recommend to the board a policy relating to the remuneration of the directors, key managerial personal and senior management personal or other employees
3. Formulation of criteria for evaluation of independent director and board
4. Recommendation to board, appointment and removal of directors, KMP, and senior management personal
5. To carry out any other function as is mandated by the board from time to time and /or enforced by any statutory notification, amendment or modification as may be applicable.

FURTHER RESOLVED THAT Director of the Company be and is hereby authorized to do all such acts, deeds and things which may be necessary for giving effects to this resolutions.

9. CONSTITUTION OF CSR COMMITTEE:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

RESOLVED THAT in pursuance of the provisions of section 135(1) of the Companies Act, 2013 and rule 5 of the Companies (CSR) Rules, 2014 made there under, as amended from time to time, Committee of the board of directors be and is hereby constituted to be called as "Corporate Social Responsibility Committee" with the following members:

- | | |
|---------------------------|----------------------|
| 1. Mr. ASHOK KUMAR BANSAL | CHAIRMAN |
| 2. Mr. AKASH GUPTA | INDEPENDENT DIRECTOR |
| 3. Mr. SUDHIR KUMAR JAIN | INDEPENDENT DIRECTOR |

FURTHER RESOLVED THAT any member of this Committee may be removed or replaced at any time by the Board. Any member of this committee ceasing to be a director shall also be ceased to be a member of the Committee.

FURTHER RESOLVED THAT the CSR shall consider the permissible CSR activities are activities relating to,

1. eradicating extreme hunger and poverty
2. promotion of education
3. promoting gender equality and empowering women
4. reducing child mortality and improving maternal health
5. combating human immunodeficiency virus, acquired immune deficiency syndrome, malaria and other diseases
6. ensuring environmental sustainability
7. employment enhancing vocational skills
8. social business projects
9. contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government or the State Governments for socio-economic development and relief and funds for the welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women
10. such other matters as may be prescribed

FURTHER RESOLVED THAT Director of the Company be and is hereby authorized to do all such acts, deeds and things which may be necessary for giving effects to these resolutions."

10. CONSTITUTION OF STAKEHOLDER RELATIONSHIP COMMITTEE:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as **Ordinary Resolution**:

RESOLVED THAT in pursuance of the provisions of section 178(5) of the Companies Act, 2013 and rules made there under, as amended from time to time, Committee of the board of directors be and is hereby constituted to be called as "Stakeholder Relationship Committee" with the following members:

1. Mr. ASHOK KUMAR MITTAL INDEPENDENT DIRECTOR & CHAIRMAN
2. SUDHIR KUMAR JAIN INDEPENDENT DIRECTOR
3. Mrs. SANDHYA BANSAL DIRECTOR

FURTHER RESOLVED THAT any member of this Committee may be removed or replaced at any time by the Board. Any member of this committee ceasing to be a director shall also be ceased to be a member of the Committee.

FURTHER RESOLVED THAT This Committee supervises all grievances of Shareholders and Investors and its terms of reference include the following:

Allotment and listing of shares in future

1. Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares and issue of duplicate/split/consolidated share certificates;
2. Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer/transmission of shares and debentures;
3. Reference to statutory and regulatory authorities regarding investor grievances;
4. To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
5. And to do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers

FURTHER RESOLVED THAT the Stakeholder Relationship Committee shall consider and resolve the grievances of the Security holders of the Company.

11. Approval of initial public offer of equity shares of the Company through a fresh issue and offer for sale of equity shares of the Company:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as **Special Resolution**:

“RESOLVED THAT, subject to approval of the shareholders of the Company and pursuant to the provisions of Sections 23, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) (“Companies Act”), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, and the rules made thereunder, amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by Government of India (“GoI”), Securities Exchange Board of India (“SEBI”) or Reserve Bank of India (“RBI”), Department for Promotion of Industry and Internal Trade (“DPIIT”) and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively, the “Applicable Laws”), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company and the uniform listing agreements to be entered into between the Company and the respective stock exchanges where the Equity Shares are proposed to be listed (“the Stock Exchanges”), and subject to any approvals from the GoI, the Registrar of Companies, Maharashtra at Mumbai (“RoC”), SEBI, RBI, the Department of Economic Affairs, Ministry of Finance, Government of India (“DEA”), Ministry of Commerce and Industry, Government of India, DPIIT, Insurance Regulatory and Development Authority of India and all other appropriate statutory authorities and departments (the “Regulatory Authorities”), and such other approvals, consents, waivers, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include a duly authorized committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the consent and approval of the Board be and is hereby accorded to create, offer, issue and allot equity shares of face value of ₹ 10/- each of the Company (the “Equity Shares”) up to an aggregate of Rs. 25 Crore pursuant to a fresh issues (the “Fresh Issue”) together with an offer for sale, up to an aggregate up to 25,00,000,000 Equity Shares comprising of an offer for sale by certain existing shareholders of our Company (collectively, the “Selling Shareholders” and such offer for sale, the “Offer for Sale” the Offer for Sale together with the Fresh Issue, the

"Offer"), at a price to be determined in consultation with the book running lead manager appointed in respect of the Offer ("BRLMs"), by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Law, at such premium or discount per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLMs in accordance with the SEBI ICDR Regulations, out of the authorized share capital of the Company to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may, decide, including anchor investors and qualified institutional buyers, one or more of the members of the Company, eligible employees (through a reservation or otherwise), Hindu Undivided Families, foreign portfolio investors, venture capital funds, alternative investment funds, non-resident Indians, state industrial development corporations, insurance companies, provident funds, pension funds, National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, systemically important non-banking financial companies, Indian mutual funds, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws (collectively referred to as the "Investors") by way of the Offer in consultation with the BRLMs and/or underwriters and/or the stabilizing agent pursuant to a green shoe option and/or other advisors or such persons appointed for the Offer and on such terms and conditions as may be finalised by the Board in consultation with the BRLMs through an offer document, prospectus and/or an offering memorandum, as required, and the decision to determine the category or categories of investors to whom the transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLMs, underwriters and/or other advisors as may be appointed for the Offer on such terms as may be deemed appropriate by the Board, and that the Board in consultation with the BRLMs may finalise all matters incidental thereto as it may in its absolute discretion thinks fit. Further, in consultation with the stock exchanges an oversubscription, to the extent of 1% of the Offer may be made for the purpose of making allotment in minimum lots, while finalizing the basis of allotment.

RESOLVED FURTHER THAT the Board may invite the existing shareholders of the Company to participate in the Offer by making an Offer for Sale in relation to such number of Equity Shares held by them, and which are eligible for the Offer for Sale in accordance with the SEBI ICDR Regulations, as the Board may determine in consultation with the BRLMs and the Selling Shareholders (to the extent applicable), subject to the consent and approvals from SEBI, GoI, RBI, RoC, the DEA, Ministry of Commerce and Industry, Government of India, DIPP, Insurance Regulatory and Development Authority of India and the Stock Exchanges, and/or such other approvals, permissions and sanctions of all other concerned Regulatory Authorities, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions, at a price to be determined by the book building process in terms of the SEBI ICDR Regulations, for cash at such premium per share as may be fixed and determined by the Company in consultation with the BRLMs, to such category of persons as may be permitted or in accordance with the SEBI ICDR Regulations or other applicable law, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the BRLMs and/or underwriters and/or other advisors or such persons appointed for the Offer.

RESOLVED FURTHER THAT subject to the approval of shareholders, in accordance with Applicable Laws, the Board be and is hereby authorized on behalf of the Company to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Laws, including without limitation, eligible employees (the "Reservation") or to provide a discount to the issue price to retail individual bidders or eligible employees (the "Discount"); and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.

"RESOLVED FURTHER THAT subject to the approval of shareholders in a general meeting, in accordance with the provisions of Sections 23, 62(1)(c), 42 and any other applicable provisions, if any, of the Companies Act, 2013, in-principle approval of the Board

is hereby accorded to allot such number of Equity Shares as may be decided by it as permitted under Applicable Laws, to certain investors prior to filing of the red herring prospectus with SEBI ("Pre-IPO Placement"), at such other price as the Board may, determine, in consultation with the BRLMs, underwriters, placement agents and / or other advisors, in light of the then prevailing market conditions and in accordance with the Companies Act, 2013, the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines. In the event of happening of Pre-IPO Placement, the size of the Offer would be reduced to the extent of Equity Shares issued under Pre-IPO Placement."

RESOLVED FURTHER THAT the Equity Shares issued or transferred pursuant to the Offer shall be listed at one or more recognized stock exchanges in India.

RESOLVED FURTHER THAT the Equity Shares issued or transferred pursuant to the Offer shall be subject to the Memorandum of Association and the Articles of Association of the Company, as applicable and shall rank paripassu in all respects with the existing Equity Shares of the Company including rights in respect of dividend.

RESOLVED FURTHER THAT all monies received out of the Offer shall be transferred to a separate bank account referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Offer shall be refunded within such time, as specified by SEBI and in accordance with applicable law, or the Company and/or the Selling Shareholders shall pay interest on failure thereof, as per applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any transfer of Equity Shares pursuant to the Offer, the Board and any other committee thereof, in consultation with the BRLMs, be and is hereby authorized to determine the terms of the Offer including the class of investors to whom the Equity Shares are to be transferred, the number of Equity Shares to be transferred in each tranche, issue price, premium amount, discount (as allowed under Applicable Laws), listing on one or more Stock Exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLMs, underwriters, escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or

give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, Offer, transfer of the Equity Shares and such other activities as may be necessary in relation to the Offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such Committee thereof as the Board may constitute in its behalf.”

RESOLVED FURTHER THAT subject to compliance with Applicable Laws, such Equity Shares as are not subscribed may be disposed of by the Board in consultation with the BRLMs to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering or placing them with banks/financial institutions/investment institutions/mutual funds /bodies corporate/such other persons or otherwise.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally or jointly authorized to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director of Company Secretary, be forwarded to concerned authorities for necessary actions.”

12. ADOPTION OF VIGIL MECHANISM

RESOLVED THAT a Vigil Mechanism / Whistle Blower Policy, pursuant to the provisions of S.177(9) of the Companies Act, 2013, placed before the members, duly authenticated by the Chairman, be and is approved.

RESOLVED FURTHER THAT Ayush Bansal, be and is hereby appointed as Vigilance Officer to hear the grievances of the employees with any person in the company and take steps to resolve the issues amicably and report the same to the Managing Director or to the Chairman of the Company.

RESOLVED FURTHER THAT offences of serious nature may be brought to the attention of the Chairman of the Audit Committee of the Company who shall after hearing the concerned person award appropriate punishment to the offender."



Date: - 10.02.2024

Place: -Delhi

Certified True Copy

NIKITA PAPERS LIMITED

A handwritten signature in blue ink, appearing to read 'Ashok Kumar Bansal', written over a horizontal line.

ASHOK KUMAR BANSAL

Director

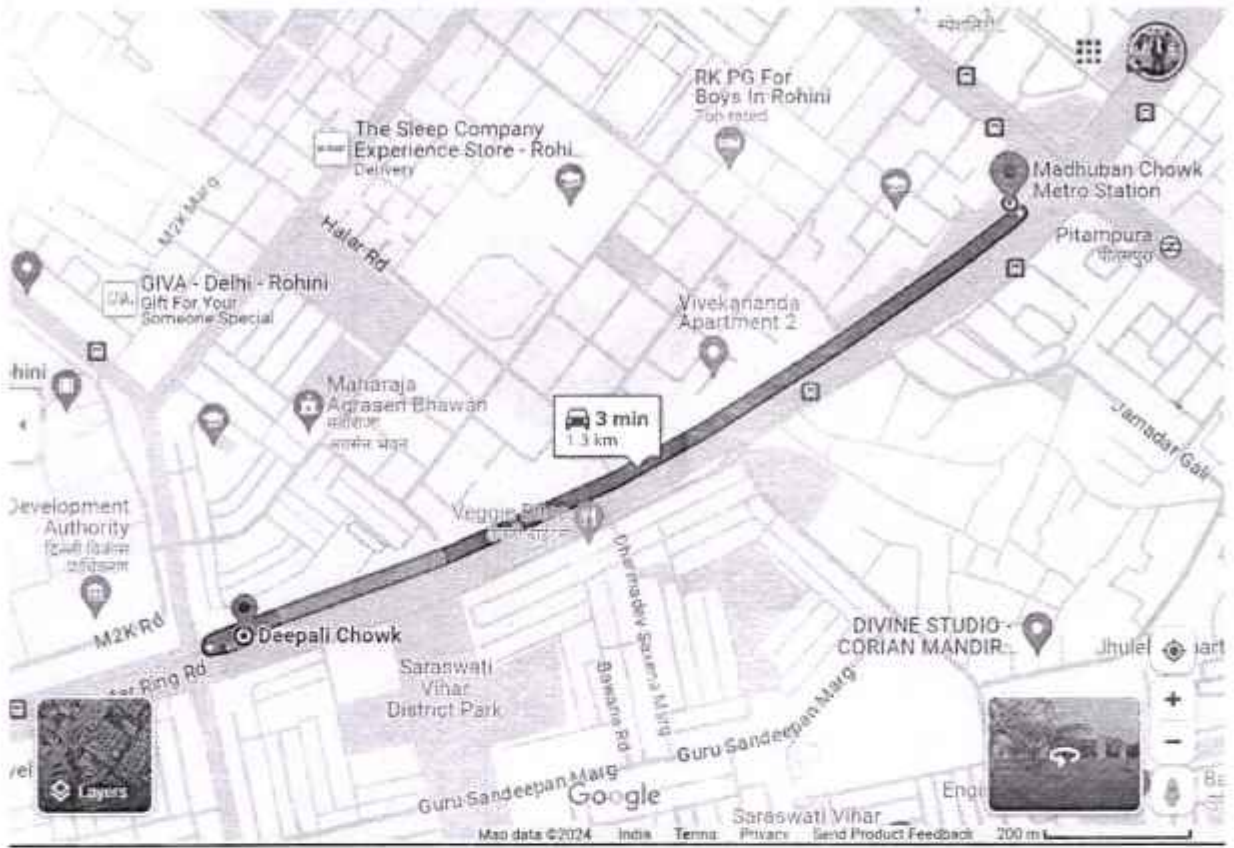
DIN No. 00321238

NOTES: -

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to Special business at this meeting, is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote on poll instead of himself and the proxy need not be member of the Company. The instrument appointing proxies should, however, be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
3. A person can act as proxy on behalf of the members not exceeding fifty and holding in the

3. A person can act as proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member.
4. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing to attend and vote on their behalf at the Meeting.
5. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No along with their copy of Annual Report to the meeting.
6. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, except Saturdays during 10.00 am to 01.00 p.m. up to the date of the Meeting.
8. To support the "Green Initiative", Members who have not registered their emails addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices and Circulars etc. from the Company electronically.
9. The members are requested to send all their communications to the Registrar & Share Transfer Agent HARMILAP SHARE TRANSFER AGENT, Shop No:2&3, Ground Floor, Plot No: A-90 &91, Harmilap Tower, Indra Nagar, Delhi-110033.
10. Shareholders desiring any information as regards the proposed resolutions are requested to write to the Company in advance so as to enable the Management to keep the information ready at the meeting.
11. The complete particulars of the venue of the meeting including route map and prominent land mark for easy location are as given under:

Venue of the meeting: A-10, 1st Floor, Near DeepaliChowkSaraswatiViharPitampura, North West, New delhi-110034, Landmark: DeepaliChowkSaraswatiVihar



For & On the behalf of the Board
NIKITA PAPERS LIMITED

Date: - 10.02.2024

Place: -Delhi

ASHOK KUMAR BANSAL

Director

DIN No. 00321238

NIKITA PAPERS LIMITED

CIN: U74899DL1989PLC129066

Website: <https://nikitapapers.com>

A-10, 1st Floor, Near Deepali Chowk Saraswati Vihar Pitampura, North West, New delhi-110034

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

The following statement sets out all material facts relating to all Special Businesses mentioned in the accompanying Notice:

ITEM No. 1

As per the requirement of sections pursuant to the provisions of Section 203 (1) read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel), 2014 and other applicable provision (including any modification or re-enactment thereof), if any, of the Companies Act, 2013. The company has received the consent in writing from Mr. Atul Aeron in form DIR-2 pursuant to the Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules 2014 The director shall follow the code of conduct of the company and perform the duties as prescribed by the directors from time to time subject to the provisions of section 166 of the Companies act, 2013.

The company also seeks the approval of the shareholders by way of ordinary resolution as per the provisions of 203 (1) read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel), 2014 and other applicable provision (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 and for the appointment of Mr. Atul Aeron as the Chief Executive Officer and Key Managerial Personnel of the Company under the Companies Act, 2013 and other duties assigned to him by the Board from time to time on the terms & conditions and remuneration as set by the Board of Directors.

The Board recommends the passing of the resolution as an 'Ordinary resolution' as set out in Item No. 1 in the Notice convening the meeting.

None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested in the proposed resolution, except Mr. Atul Aeron.

ITEM No. 2

As per the requirement of pursuant to the provisions of Sections 196, 197 and 203 (to the extent applicable to the Company) and other applicable provisions, if any, of the Companies Act, 2013, read with provisions of Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the Members be and is hereby accorded for the change in designation of be and is hereby accorded for the change in designation of Mr. Ashok Kumar Bansal (DIN 00321238) from Whole Time Director (WTD) to Managing Director (MD) for a period of 5 years, with effect from 12th March, 2024 on the following Terms and Conditions set below.

- A) Pursuant to the provisions of Section 197(3) read with in Part II Section II of Schedule V of the Companies, 2013, Mr. Ashok Kumar Bansal would be entitled to receive remuneration of Rs. 2,50,000/- p.m (Two Lacsonly) with such periodical Increment as may be recommended by the board.

In case of loss or inadequacy of profit the remuneration payable to the Managing Director shall be restricted to the maximum permissible as prescribed in Schedule V of The Companies Act, 2014 and other terms and conditions as may be recommended by the members in the meeting.

- B) Salary : Not exceeding 2,50,000/- p.m with such periodical Increment as may be recommended by the board.
- C) Perquisites and other benefits : As per the Companies policy;
- D) Contribution to provident Fund : As per the Companies policy;
- E) Encashment to un-availed leaves : As per the Companies policy;
- F) Gratuity : As per the Companies policy;

For the purpose of calculating the above ceiling the perquisites and allowances shall be evaluated as per income- tax Laws, wherever applicable. In absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

In the event of any re-enactment or re-codification of the Companies Act, 2013 or the Income Tax Act, 1961 or the Amendment thereto, this Resolution shall continue to remain in force and the reference to various provisions of the Companies Act, 2013, or Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the new Act or the amendments thereto or the Rules and notifications issued there under:

Other Terms & Conditions:

A) The Company and/ or Mr. Ashok Kumar Bansal may terminate this appointment by giving one calendar month prior notice in writing to either party;

B) During his tenure he shall be liable to retire by rotation."

The Board recommend the Resolution set out in the Notice for the approval of the Members.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

ITEM No. 3

The Board of Directors of the Company had appointed Mr. Sudhir Kumar Bansal as an Additional Director with effect from February 10, 2024 pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing General Meeting.

Your company is in receipt of notice from members proposing candidature of Mr. Sudhir Kumar Bansal as Director of the company, who possess requisite qualification and expertise to be appointed in the Board.

The Company has received his consent letter in Form DIR-2 pursuant to Companies (Appointment and Qualification of Directors) Rules, 2014 and Declaration in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that Mr. Sudhir Kumar Bansal is not disqualified to act as the Director of the Company pursuant to section 164 of the Companies Act, 2013. In terms of the provisions of the Act your Board recommends appointment of Mr. Sudhir Kumar Bansal to be approved by the member by way of Ordinary Resolution

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

ITEM No. 4, 5 & 6

The Board of Directors of the Company had appointed Mr. Ashok Kumar Mittal, Akash Gupta & Sudhir Kumar Jain as an Additional Director with effect from January 24, 2024 pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing General Meeting.

The Company has received from Mr. Ashok Kumar Mittal, Akash Gupta & Sudhir Kumar Jain, a consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

Further, the provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into force with effect from April 1, 2014 which requires every Public Company fulfilling the prescribed criteria as laid down in Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 to appoint an Independent Director on its Board and the Independent Director shall not be included in the total number of directors for retirement by rotation.

Accordingly, in terms of provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors of the Company had appointed (subject to the approval of the members at the ensuing General Meeting), Mr. Ashok Kumar Mittal, Akash Gupta & Sudhir Kumar Jain, as an Independent Director of the Company within the meaning of Section 2(47) read with Section 149(6) of the Companies Act, 2013 for a term of 5 consecutive years commencing from January 24, 2024.

Ashok Kumar Mittal Completed Graduation (B. Sc) in 1976 from DAV College, Muzaffar Nagar(UP). He started Automobile Dealership in Sep. 1976 which continued upto March 2004. Chemical Industry in 1997 and continue till date with the status of largest manufacture of Ferrous Sulphate(Fertilizer) in India. He is Promoter & Managing Director of Bhawani Acids & Alkalies Pvt. Ltd. He is also Director of Kamaan Healthcare Pvt. Ltd.

He involved in other Social Activities

Active in many social organisations with various position held

* Joined Lions Club International as member in Sep. 1979.*

Executive member of V V Inter College Management Committee ,Shamli from 1985 - 1990

President of Lions Club Shamli in 1999 - 2000 and 2018 - 2019

*Life member and Chairman of LalaGangasharan Lions Eye Hospital Charitable Trust from 2021 - 2023.

Akash Gupta is a Fellow Chartered accountant with 10+ years experience in the filed of finance, tax & Planing. Already worked with many MNCs and domestic company, apart from that awarded honourabledoctrate from Mother Theresa University.

Sudhir Kumar Jain Born on 26-12-1959 qualified in 1985 his CA. He did his articleship from S. C. Varma & Co. Karol bagh New Delhi. He started his practice at Shamli in October 1985 as proprietor of Jain Sudhir & Associates. He has wide experience of projects financing, Bank Branch Audit, Company Audit, Income Tax since 1985.

The Company has received a notice in writing from shareholder along with the requisite deposit pursuant to Section 160 of the Act, proposing the candidature of Mr. Ashok Kumar Mittal, Akash Gupta & Sudhir Kumar Jain for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act.

In the opinion of the Board, Mr. Ashok Kumar Mittal, Akash Gupta & Sudhir Kumar Jain, who is proposed to be appointed as an Independent Director of the Company with effect from January 24, 2024 for a period of 5 years, fulfils the conditions specified under Section.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution.

ITEM No. 7,8,9& 10

In order to comply with the provisions of the Companies Act, 2013, the Company needs to constitute the committee.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The relevant documents are available for inspection by the members during working hours in registered office of the company.

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

Accordingly, the Board recommends the resolution set out at item no. 7,8,9& 10 for approval of members as an Ordinary resolution.

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 11

Approval of initial public offer of equity shares of the Company through a fresh issue and offer for sale of equity shares of the Company

The Company intends to list its equity shares ("Equity Shares") on one or more recognized stock exchanges in India, to enable the shareholders to have a formal market place for dealing with the Company's equity shares. For this purpose, it is intended to undertake an initial public offering of the Equity Shares of the Company ("Offer"). The Company intends to undertake the Offer and list the Equity Shares at an opportune time in consultation with the with the book running lead managers ("BRLMs") and other advisors in relation to the Offer and subject to Applicable Laws and regulatory approvals, to the extent necessary.

In view of the above and in terms of Sections 23, 62(1)(c), and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, each as amended (the "Companies Act"), the approval of the Members of the Company is required through a special resolution.

The Company proposes to create, offer, issue, allot and/or transfer such number of Equity Shares up to an aggregate amount of ₹ 25,00,000,00 (including share premium), including by way of a fresh issuance of Equity Shares, out of the authorized share capital of the Company ("Fresh Issue"), on such terms and at such price or prices and at such time as may be considered appropriate by the board of directors of the Company ("Board") or a duly authorized committee thereof, in consultation with the BRLMs appointed for the Offer, to the various categories of permitted investors who may or may not be the shareholder(s) of the Company in the initial public issue by way of book building method under the SEBI ICDR Regulations. Further, the board of directors of the Company also recorded the consent letters sought by way of the docket for the Offer for Sale and the resolutions, as applicable, provided by the shareholders who consented to participate in the Offer by way of an offer for sale. The Equity Shares, if any, allotted vide the Offer shall rank in all respects paripassu with the existing equity shares of the Company.

The proceeds from the Fresh Issue will be utilized for the purposes that shall be disclosed in the draft red herring prospectus to be filed with the Securities and Exchange Board of India in connection with the Offer. The Board has the authority to modify the objects on the basis of the requirements of the Company, subject to applicable laws. The price at which the Equity Shares will be allotted through the Offer, as well as the price band within which bidders in the Offer will be able to put in bids for Equity Shares offered in the Offer shall be determined and finalized by the Company in consultation with the BRLMs to the Offer, in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

The Company will not make an issue of Equity Shares to any of the promoters, or members of the promoter group of the Company in the Offer. However, except for the directors (who are promoters or part of the promoter group), directors or key managerial personnel of the Company may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI ICDR Regulations, the Companies Act, and any other applicable laws.

With respect to the Offer, the Company will be required to file a draft red herring prospectus (the "DRHP") with the Securities and Exchange Board of India ("SEBI") and the Stock Exchanges, and subsequently file a red herring prospectus (the "RHP") with the Registrar of Companies, Maharashtra at Pune ("RoC") and thereafter with SEBI, and the Stock Exchanges and file a prospectus with the RoC and thereafter with SEBI and the Stock Exchanges in respect of the Offer (the "Prospectus", and together with the DRHP and the RHP, the "Offer Documents"), in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Companies Act, 2013, and the rules notified thereunder (including any statutory modification(s) or re-enactment

thereof, for the time being in force) (collectively referred to as the "Companies Act") and other applicable laws.

In terms of the SEBI ICDR Regulations, the entire pre-Offer equity share capital of the Company (other than the Equity Shares offered under the Offer), shall be locked-in for a period of one year from the date of allotment pursuant to the Offer, subject to exceptions under the SEBI ICDR Regulations.

Further, in terms of the SEBI ICDR Regulations, Equity Shares held by the shareholders prior to the Offer and locked-in for a period of six months may be transferred to any other person holding Equity Shares which are locked in along with the Equity Shares proposed to be transferred, subject to the continuation of the applicable lock-in and the transferee being ineligible to transfer such Equity Shares until expiry of the lock-in period, and compliance with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Further, the Company shall be entitled to take all decisions in relation to the Offer in accordance with applicable laws. The Company reserves the right, at its sole discretion, to modify or vary the terms and conditions of the participation of such shareholder(s) in the Offer for Sale, including where any relevant approvals are not obtained in a timely manner or at all.

No change in control of the Company or its management of its business is intended or expected pursuant to the Offer.

The Equity Shares are proposed to be listed on the BSE Limited, the National Stock Exchange of India Limited and any other stock exchange as determined by the Board at its absolute discretion and the Company will be required to enter into listing agreements with each of the Stock Exchanges.

The Board recommends the resolutions set out at Item No.11 of the Notice for your approval as a Special Resolution.

Accordingly, approval of the Members of the Company is sought to issue Equity Shares under Section 62(1)(c) and other applicable provisions of the Companies Act.

None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act) are concerned or interested in the proposed resolution, except to the extent of their shareholding and in the ordinary course of business.

ITEM NO.12

The Companies Act, 2013 and the recent changes in the Listing Agreement with stock exchanges have put greater emphasis on transparency in the internal governance by the corporates. Considering the growing number of reported incidents related to alleged corrupt practices in corporate sector in India, the establishment of Whistle Blower Mechanism by the listed companies, which was earlier not a mandatory requirement, has now been made compulsory by SEBI. In addition, the Companies Act, 2013 has mandated establishment of Vigil Mechanism for director and employees to report genuine concern and any misdoings within their company. The Mechanism is also to provide for necessary safeguards to protect whistle blowers from victimization.

As per Section 177(9) and Section 177 (10) of the Companies Act, 2013 company needs to adopt vigil mechanism for director and employees to report concerns about unethical behavior etc.,

Accordingly, the Board recommends the resolution set out at item no. 12 for approval of members as an Ordinary resolution.

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.



For & On the behalf of the Board
NIKITA PAPERS LIMITED

A handwritten signature in blue ink, appearing to read "Ashok Kumar Bansal", with a horizontal line underneath.

Date: - 10.02.2024

Place: -Delhi

ASHOK KUMAR BANSAL

Director

DIN No. 00321238

NIKITA PAPERS LIMITED

CIN: U74899DL1989PLC129066

Website: <https://nikitapapers.com>

A-10, 1st Floor, Near Deepali Chowk Saraswati Vihar Pitampura, North West, New delhi-110034

E-mail id: - nikitapapers@hotmail.com

Ph No. 7300712189

ATTENDENCE SLIP

Name	
Registered Address	
E-mail id	
Folio No.	

I confirm that I am a member/proxy for a member of the Company.

I hereby record my presence at the Extra-Ordinary General Meeting of the Company to be held on Tuesday 12th March 2024 at 11.00 AM at the Registered office of the company situate at A-10, 1st Floor, Near Deepali Chowk Saraswati Vihar Pitampura, North West, New delhi-110034

Name of the Member/Proxy

Signature of attending Member/ Proxy holder(s)

Note: Members attending the meeting in person or by proxy are requested to complete this attendance slip and handed over at the entrance of the Meeting Hall.

NIKITA PAPERS LIMITED

CIN: U74899DL1989PLC129066

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E-mail id: - nikitapapers@hotmail.com

Ph No. 7300712189

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Company's (Management and Administrative) Rule, 2014]

CIN No:	U74899DL1989PLC129066
Name of the Company:	NIKITA PAPERS LIMITED
Registered office:	A-10, 1 st Floor, Near Deepali Chowk, Saraswati Vihar Pitampura, North West, New Delhi-110034

Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

I/We being member (s) of theShares of the above named Company, hereby appoint

1. Name.....

Address.....

E-mail Id.....

Signature.....or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary general meeting of the Company, to be held on the Tuesday 12th March 2024 at 11.00 AM the Registered office of the Company A-10, 1st Floor, Near Deepali Chowk Saraswati Vihar Pitampura, North West, New delhi-110034 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr.	Resolution (Special Business)
-----	-------------------------------

No.	
1.	

Signed this..... day of..... 20....

Affix
Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.