

MOHIT PAPER MILLS LIMITED**CIN: L21093DL1992PLC116600****Registered Office: 15A/13, Upper Ground Floor, East Patel Nagar New Delhi-110008****Works: 9km Stone, Nagina Road, Bijnor, Uttar Pradesh- 246701****Telephone: 011-25886798; Website: www.mohitpaper.in;****E-mail: investorsmohitpaper@gmail.com****NOTICE FOR 33RD ANNUAL GENERAL MEETING**

Notice is hereby given that the 33rd Annual General Meeting (“**AGM**” or “**the Meeting**”) of the Members of Mohit Paper Mills Limited (“**the Company**”) will be held on Friday, September 26, 2025 at 04.00 P.M. (IST) through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”) to transact the following businesses:

ORDINARY BUSINESS

Item No.1: To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31st, 2025, together with Report of Board of Directors and Auditors' Report thereon.

In this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Standalone Financial Statements including the Balance Sheet of the Company as at March 31st, 2025, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement for the financial year ended on that date together with all the notes annexed and the Directors' and Auditors' Reports thereon, placed before the meeting, be and are hereby considered and adopted.”

Item No.2: To appoint a director in the place of Mrs. Shubhi Jain (DIN: 06685602) who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment

In this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Shubhi Jain (DIN: 06685602), who retires by rotation and who is eligible for re-appointment be and is hereby reappointed as Non-Executive Non-Independent Director of the Company.”

SPECIAL BUSINESS

Item No.3: Re-appointment of Mr. Sandeep Jain (DIN: 00458048) as Chairman and Managing Director of the Company and to fix his remuneration.

In this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT based on the recommendation of Nomination and Remuneration Committee (NRC) and approval of the Board of Directors of the Company (Board) as well as in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) (“the Act”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and applicable provisions or clauses of the Article of Associations (AoA) of the Company, approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Sandeep Jain (DIN: 00458048) as the Chairman and the Managing Director of the Company, for a period of 5 consecutive years with effect from August 24th, 2025 till August 23rd, 2030 on such terms and conditions as set out in this resolution and in explanatory statement annexed hereto and on payment of such remuneration as may be recommended by the NRC and the Board or a duly constituted Committee thereof, from time to time within the maximum limits of remuneration for Managing Director approved by the members of the Company and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197, 198 and Schedule V of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions of the said Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the relevant provisions of AoA of the Company, and based on the recommendation of the NRC and the Board, the approval of the members of the Company be and is hereby accorded to fix the remuneration of Mr. Sandeep Jain (DIN: 00458048), Chairman and Managing Director of the Company (also being the Promoter) for the period from August 24, 2025 to August 23, 2028, in the event of no profits or inadequate profits, the remuneration payable to Mr. Sandeep Jain shall be as follows:

Salary: Rs. 10,00,000/- (Rupees Ten Lakhs only) per month, inclusive of all perquisites and benefits, on such terms and conditions as set out in the Explanatory Statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT where in any financial year, during the currency of the tenure of Mr. Sandeep Jain (Chairman and Managing Director), the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to the limits and conditions prescribed under Schedule V of the Act, as may be amended from time to time.

RESOLVED FURTHER THAT the Board (which term shall be deemed to include a duly authorised 'Committee' thereof for the time being and from time to time, to which all or any of the powers hereby conferred on the Board by this resolution may have been delegated) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution, without being required to seek any further consent or approval of the member(s) of the Company.”

Item No.4: Re-appointment of Mr. Pradeep Rajput Kumar (DIN: 06685586) as Whole Time Director of the Company and to fix his remuneration:

In this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT based on the recommendation of Nomination and Remuneration Committee (NRC) and approval of the Board of Directors of the Company (Board) as well as in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) (“the Act”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and applicable provisions or clauses of the Article of Associations (AoA) of the Company, approval of the Members of the Company be and is hereby accorded for re-appointment of Pradeep Rajput Kumar (DIN: 06685586) as the Whole Time Director of the Company, for a period of 5 consecutive years with effect from August 24, 2025 till August 23, 2030 on such terms and conditions as set out in this resolution and the explanatory statement annexed hereto and on payment of such remuneration as may be determined by the NRC and the Board or a duly constituted Committee thereof, from time to time within the maximum limits of remuneration for Managing Director approved by the members of the Company.

RESOLVED FURTHER THAT pursuant to the applicable provisions of the SEBI Listing Regulation, and in accordance with the provisions of Sections 196, 197, 198 and Schedule V of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions of the said Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the relevant provisions of AoA of the Company, and based on the recommendation of the NRC and the Board, the approval of the members of the Company be and is hereby accorded to fix the remuneration of Pradeep Rajput Kumar (DIN: 06685586), Whole Time Director of the Company for the period from August 24, 2025 to August 23, 2028, in the event of no profits or inadequate profits, the remuneration payable to Mr. Pradeep Rajput Kumar shall be as follows:

Salary: Upto Rs. 60,000/- (Rupees Sixty Thousand only) per month, inclusive of all perquisites and benefits, on such terms and conditions as set out in the Explanatory Statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT where in any financial year, during the currency of the tenure of Mr. Pradeep Kumar Rajput as Whole Time Director the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to the limits and conditions prescribed under Schedule V of the Act, as may be amended from time to time.

RESOLVED FURTHER THAT the Board (which term shall be deemed to include a duly authorised 'Committee' thereof for the time being and from time to time, to which all or any of the powers hereby conferred on the Board by this resolution may have been delegated) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate,

expedient or desirable to give effect to above resolution, without being required to seek any further consent or approval of the member(s) of the Company.”

Item No.5: To consider and approve the appointment of Mr. Mohit Jain (DIN: 07203009) to office or place of profit in the Company and to fix his remuneration

In this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and all other applicable provisions of Companies Act, 2013 (“**Act**”) read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re- enactment thereof for the time being in force), the provisions of Regulation 17 (6) (ca) and 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) **as well as** based on the recommendations of the Nomination and Remuneration Committee (NRC), Audit Committee (AC) and approval of the Board of Directors (Board), the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Mohit Jain (Non-Executive, Non-Independent Director) as advisor/ consultant of the Company as detailed in the Explanatory Statement attached hereto (holding the office of place of profit) on remuneration subject to maximum remuneration not exceeding Rs. 5,00,000/- (Rupees Five Lakhs) per month and such other perquisites in accordance with the Act and SEBI Listing Regulations. w.e.f. October 01, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company or a committee thereof has the liberty to alter and vary such in accordance with the provisions of Act and to effect change in designation and responsibilities of the persons holding office or place of profit within the maximum limit approved by the shareholders.

RESOLVED FURTHER THAT the Board (which term shall be deemed to include a duly authorised 'Committee' thereof for the time being and from time to time, to which all or any of the powers hereby conferred on the Board by this resolution may have been delegated) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution, without being required to seek any further consent or approval of the member(s) of the Company.”

Item No. 6: Ratification of Remuneration of Cost Auditor

In this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 (3) and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and on the recommendation of the Audit Committee, the remuneration of Rs. 60,000/- p.a. (Rupees Sixty Thousand) plus applicable taxes and other out of pocket expenses payable to M/s. H. Tara & Co., Cost Accountants for conducting cost audit of records of the Company for the financial year 2025-2026, as approved by the Board of Directors of the Company, be and is hereby ratified.”

Item No 7: To Consider the appointment of Mr. Ankit Jain proprietor of M/s Ankit J & Associates, Practicing Company Secretary, as Secretarial Auditor for a term of upto 5 (Five) consecutive years and to fix their remuneration.

In this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnels) Rules, 2014 [including any statutory modification or re-enactment thereof for the time being in force], and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as amended from time to time, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, Mr. Ankit Jain proprietor of M/s Ankit J & Associates, Practicing Company Secretary (M. No.: A-31103, Peer Review Certificate No. 6942/2025), be and is hereby appointed as the Secretarial Auditor of the Company, for a period of (5) five consecutive years commencing from FY 2025-26 up to FY 2029-30, to conduct the secretarial audit of the Company on such remuneration as set out in explanatory statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors (which term shall be deemed to include 'only Audit Committee' of the Board) be and is hereby authorized to vary, or increase the remuneration or, alter, amend, and modify the remuneration payable to the Secretarial Auditors of the Company from time to time as they deem fit for the remaining financial years.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary be and are hereby severally authorized to do all acts and take such steps as may be necessary, proper, or expedient to give effect to this resolution.”

**By Order of the Board of Directors
For Mohit Paper Mills Limited**

Date: August 12, 2025
Place: New Delhi
Regd. Office: 15A/13, Upper Ground Floor,
East Patel Nagar, New Delhi- 110008
E-mail: Investorsmohitpaper@gmail.com, Website: www.mohitpaper.in

**Sd/-
(Tanvi Jain)
Company Secretary
Membership No. A75299**

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its circulars i.e. General Circular no. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013”, General Circular Nos. 20/2020 dated May 05, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 (collectively referred to as “MCA Circulars”) permitted companies to conduct General Meeting(s) through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) till September 30, 2025 without the physical presence of the Members at a common venue.

Further, Securities and Exchange Board of India (“SEBI”), vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 (“SEBI Circulars”) and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

In compliance with the MCA Circular, SEBI Circulars and applicable provisions of the Companies Act, 2013 (“Act”) and SEBI Listing Regulations, the 33rd Annual General Meeting (“AGM”) of the Company is being convened and conducted through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company

2. In accordance with above said MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report for FY 2024-25 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) and to all other persons so entitled unless any member has requested for the physical copy of the same. A member may a request for physical copy of the same by writing to us at investorsmohitpaper@gmail.com.
3. As per the provisions of 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 through VC, pursuant to the MCA Circulars, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA Circulars and the SEBI Circulars, the facility to appoint proxy to attend and cast vote for the Members will not be available for this AGM, hence the proxy forms, attendance slip and route map of AGM are not attached to the Notice.
4. Institutional Members/Corporate Members (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG format) of their respective Board or governing body Resolution, Authorization, etc., authorizing their representative to attend the AGM through VC/ OAVM on their behalf and to vote through remote e-Voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by e-mail to ankit.llb4@gmail.com with a copy marked to investorsmohitpaper@gmail.com.
5. Relevant documents referred to in the accompanying Notice of the AGM and the Explanatory Statement are open for inspection at the registered office of the Company on all working days,

except Saturdays, between 11:00 a.m. and 1:00 p.m. upto the date of AGM. The requisite statutory registers as well as documents referred in notice shall also be open for inspection through electronic mode during the AGM.

6. The Explanatory Statement pursuant to Section 102 of the Act in respect of the business set out in item no. 3, 4, 5, 6 and 7 above and the relevant details in respect of the Directors seeking appointment/ re-appointment at this AGM as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed hereto.
7. In relation to the 33rd Annual General Meeting (AGM), the first cut-off date was August 29, 2025, which was fixed for determining the eligibility of the members to receive the notice of the AGM. The second cut-off date, also September 19, 2025, was fixed to determine the eligibility of members to e-vote, attend the AGM and vote at the AGM.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email 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/Share Transfer Agent (RTA) in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 dated March 16, 2023. In the absence of any of the required documents in a folio, on or after October 01, 2023, the folio shall be frozen by the RTA. The said form can be downloaded from the Members' Reference, available on the Company's website under Investors <http://www.mohitpaper.in> and is also available on the website of the RTA website i.e. <https://in.mpms.mufig.com/home.html>.
9. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote at the AGM.
10. Non-Resident Indian members are requested to inform Company RTA's/ respective DPs, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company or Share Transfer Agent, for consolidation into a single folio.
12. The Company's Registrar & Transfer Agent (RTA) is MUFG Intime India Private Limited (MUFG).

13. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to write to MUFG, Registrar & Transfer Agent of the Company in the nomination form (i.e. Form No. SH. 13). If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialized form and to the Company's RTA in case the shares are held by them in physical form, quoting their folio number. The nomination form can be downloaded from the Company's website <http://www.mohitpaper.in>.
14. Institutional investors, who are members of the Company, are encouraged to attend and vote at the AGM of the Company.
15. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized 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, Members 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 at <http://www.mohitpaper.in>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
16. SEBI vide its notification no. SEBI/LAD-NRO/GN/2021/48 dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests of transfer of securities including transmission and transposition requests shall be proceed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to get dematerialize the shares held by them in physical form. Members can contact the Company or the Company's RTA, in this regard.
17. SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY'S RTA.
18. Pursuant to the applicable MCA circulars and SEBI circulars, the Company is providing facility of Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and 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 MUFG, RTA of the Company for facilitating VC/OAVM and 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 MUFG.
19. Effective 1st April, 2024, SEBI has mandated that the dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be

made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature of shareholders. Shareholders are requested to complete their KYC by writing to the Company's RTA, at delhi@in.mpms.mufg.com. The forms for updating the same are available at <http://www.mohitpaper.in/index.html>.

20. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, email address ECS details etc. to their respective Depository Participants. Members holding shares in physical form are requested to intimate such changes either to the Company or Share Transfer Agent.
21. The communication address of our Registrar and Share Transfer Agent (RTA) is MUFG Intime India Private Limited, Noble Heights, 1st Floor, Plot No. NH-2, C-1 Block, LSC, near Savitri Market, Janakpuri, New Delhi- 110058, Phone: 011-41410592,93,94, Telefax: 011- 41410591 Website: <https://in.mpms.mufg.com>, E-mail: delhi@in.mpms.mufg.com
22. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the company as on Friday, September 19, 2025 being cut-off date. Members are eligible to cast vote through remote e-voting or voting in the AGM only if they are holding shares as on that date.
23. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
24. Members may note that the Notice and Annual Report will also be available on the Company's website <http://www.mohitpaper.in>, websites of the Stock Exchanges, i.e., BSE Limited at www.bseindia.com and on the website of e-voting provider i.e. MUFG at <https://instavote.linkintime.co.in/>.
25. The Members can join the AGM in the VC mode 15 minutes before 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 will be made available for 1000 members on a first come first served basis as per MCA Circulars. 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.
26. Pursuant to the SEBI circulars and MCA notification, the Company has implemented the "Green Initiative" in terms of Section 101 of the Act to enable electronic delivery of notices/ documents and annual reports to shareholders. As mentioned above, the company has not sent the physically Annual Report along with the Notice of the 33rd AGM for the financial year 2024-25 to the shareholders. In this regard, the e-mail addresses indicated in your respective Depository Participant (DP) accounts which will be periodically downloaded from NSDL/ CDSL will be deemed to be your registered e-mail address for serving notices/ documents including those covered under Section 101 of the Act. The Notice of AGM and the copies of audited financial statements, Directors' Report, Auditors' Report etc. will also be displayed on the website of the Company at <http://www.mohitpaper.in> and at stock exchange BSE i.e. www.bseindia.com.

27. Additionally, Members, who are holding shares in physical/electronic form and their e-mail addresses are not registered with the Company/their respective Depository Participants, may request the soft copy or hard copy, as the case may be of the AGM Notice and Annual Report for the financial year 2024-25 through sending us an email at investorsmohitpaper@gmail.com, mentioning their name, complete address, folio number, number of shares held with the Company along with self-attested scanned copy of the PAN Card and self-attested scanned copy of any one of the following documents viz., Aadhar Card, Driving License, Election Card, Passport, utility bill or any other Govt. document in support of the address proof of the Member as registered with the Company.
28. The Board of Directors of the Company has appointed Mr. Ankit Jain, Proprietor of M/s. Ankit J. & Associates, Practicing Company Secretary, (M. No.: A-31103, Peer Review Certificate No. 6942/2025) as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
29. In accordance with the Regulation 36(1)(b) of the SEBI Listing Regulations, the Company has initiated sending a letter to the shareholders whose e-mail addresses are not registered with the Company/RTA/DPs, providing a web-link for accessing the Annual Report from the website of the Company.
30. **PROCESS AND MANNER FOR ATTENDING THE GENERAL MEETING THROUGH INSTAMEET:**

Open the internet browser and launch the URL: <https://instameet.in.mpms.mufig.com/> & click on "Login"

- Select the "Company" and 'Event Date' and register with the following details: -
- A. **Demat Account No. or Folio No:** Enter your 16-digit Demat Account No. or Folio No
- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company
- B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable
- C. **Mobile No.:** Enter your mobile number.
- D. **Email ID:** Enter your email id, as recorded with your DP/Company.
- Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

31. INSTRUCTIONS FOR SHAREHOLDERS / MEMBERS TO SPEAK DURING THE GENERAL MEETING THROUGH INSTAMEET

- a. Shareholders who would like to speak during the meeting must register their request with the company at least 7 days before the AGM.
- b. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
- c. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
- d. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
- e. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
- f. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

32. INSTRUCTIONS FOR SHAREHOLDERS / MEMBERS TO VOTE DURING THE GENERAL MEETING THROUGH INSTAMEET

- a. Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

- b. Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- c. Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS

download stream) to avoid any disturbance during the meeting.

- d. Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable WI-FI or LAN connection to mitigate any kind of aforesaid glitches.
- e. In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@in.mpms.mufig.co.in contact on: - Tel: 022-49186175.
- f. The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	Tuesday, September 23, 2025 from 09:00 a.m. (IST) onwards
End of remote e-voting	Thursday, September 25, 2025 at 05 : 00 p.m (IST)

- g. The remote e-voting shall not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled upon expiry of the aforesaid period. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, September 19, 2025 may cast their vote through remote e-voting.
- h. The remote e-voting module shall be disabled by MUFG for voting thereafter and the facility will be blocked forthwith.
- i. The facility for joining the AGM through VC/OAVM shall be open at least 15 minutes before the time scheduled to start the Meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.

32. REMOTEE-VOTING INSTRUCTIONS FOR SHAREHOLDERS

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a. Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b. Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c. Click on “MUFG” or “evoting link displayed alongside Company's Name” and you will be redirected to Link IntimeInsta Vote website for casting the vote during the remote e-voting period

OR

User who have not registered for NSDL IDeAS facility:

- a. To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on “<https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>”
- b. Proceed with updating the required fields.
- c. Post registration, user will be provided with Login ID and password.
- d. After successful login, click on “Access to e-voting”.
- e. Click on “MUFG” or “evoting link displayed alongside Company's Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Shareholders / Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience



INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH CDSL

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have not registered for CDSL Easi/Easiest facility:

- a. Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b. Click on New System Myeasi
- c. Login with user id and password
- d. After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., MUFG, for voting during the remote e-voting period.
- e. Click on “MUFG” or “evoting link displayed alongside Company's Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a. To register, visit URL: [https:// web.cdslindia.com /myeasitoken/ Registration/ Easi Registration](https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration)
- b. Proceed with updating the required fields.
- c. Post registration, user will be provided Login ID and password.
- d. After successful login, user able to see e-voting menu.
- e. Click on “MUFG” or “evoting link displayed alongside Company's Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a. Visit URL: <https://www.cdslindia.com/>
- b. Go to e-voting tab.
- c. Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d. System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e. After successful authentication, click on “MUFG” or “evoting link displayed alongside Company's Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH DEPOSITORY PARTICIPANT

- a. Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.
- b. Login to DP website
- c. After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- d. Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- e. After successful authentication, click on “MUFG or “evoting link displayed alongside Company's Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>

2. Click on “**Sign Up**” under '**SHARE HOLDER**' tab and register with your following details:

A. **User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format)

D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

❖ *Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

❖ *Shareholders holding shares in **NSDL form**, shall provide 'D' above*

➤ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

➤ Click “confirm” (Your password is now generated).

1. Click on 'Login' under '**SHARE HOLDER**' tab.

2. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.

2. E-voting page will appear.

3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).

4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'.

A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

34. GUIDELINES FOR INSTITUTIONAL SHAREHOLDERS (“CORPORATE BODY/ CUSTODIAN/MUTUAL FUND”):

STEP 1 – Registration

a. Visit URL: <https://instavote.linkintime.co.in>

b. Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”

- c. Fill up your entity details and submit the form.
- d. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr. No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@in.mpms.mufg.com
- e. Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f. While first login, entity will be directed to change the password and login process is completed.

STEP2 –Investor Mapping

- a. Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b. Click on “Investor Mapping” tab under the Menu Section
- c. Map the Investor with the following details:

A. Investor ID' -

- i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
- ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*

B. Investor's Name - Enter full name of the entity

C. Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.

D. Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.

E. Click on Submit button and investor will be mapped now.

F. The same can be viewed under the “Report Section”.

STEP3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a. Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b. Click on 'Votes Entry' tab under the Menu section.
- c. Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d. Enter '16-digit Demat Account No.' for which you want to cast vote.
- e. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).

- f. After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

METHOD 2- VOTES UPLOAD:

- a. Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b. You will be able to see the notification for e-voting in inbox.
- c. Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d. Download sample vote file from 'Download Sample Vote File' option.
- e. Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f. Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

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.co.in or call at : 022 - 4886 7000 and 022 - 2499 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 22 55 33

- a) Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:
Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.
- b) Helpdesk for Individual Shareholders holding securities in demat mode:
Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Forgot Password:

- a. Individual shareholders holding securities in physical form has forgotten the password:
If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on

the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>.

- Click on 'Login' under '**SHARE HOLDER**' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

- User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
- User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID
- User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

b. Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>.

- Click on "**Login**" under "**Corporate Body/ Custodian/Mutual Fund**" tab and further Click "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".
- In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

c. Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Date: August 12th, 2025

Place: New Delhi

**By Order of the Board of Directors
For Mohit Paper Mills Limited**

Sd/-

(Tanvi Jain)

Registered office: 15A/13, Upper Ground Floor,
East Patel Nagar, New Delhi- 110008

Website: www.mohitpaper.in, E-mail: investorsmohitpaper@gmail.com

CIN: L21093DL1992PLC116600, Telephone: 011-25886798

Company Secretary

Membership No. A75299

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 3:**

Mr. Sandeep Jain (DIN: 00458048) was re-appointed as the Chairman and Managing Director of the Company for a period of five consecutive years at the 28th Annual General Meeting (AGM), effective from August 24, 2020 and up to August 23, 2025. Further, his remuneration was revised at the 31st AGM for remaining period of his tenure ending on August 23, 2025. As his term expired on August 23, 2025 therefore pursuant to the section 196, 197, 198, 203 and schedule V of the Act read with relevant rule and applicable regulations of the SEBI Listing Regulation, the Board of Directors (Board) based on the recommendation of the Nomination and Remuneration Committee (NRC) but subject to the approval of the members of the Company has re-appointed Mr. Sandeep Jain (DIN: 00458048) as Chairman and Managing Director of the Company at the meeting held on August 12, 2025, for a period of 5 consecutive years with effect from August 24, 2025 till August 23, 2030. His remuneration and appointment has been proposed and recommended by the NRC and the Board. He shall be considered as KMP under section 203 of the Companies Act, 2013. Mr. Sandeep Jain, is one of the founding members of the Company and has been associated with it since its inception. With over 38 years of extensive experience in the production and marketing of paper and various grades of finished papers, he has played a pivotal role in the Company's consistent growth. His expertise spans across administration, sales, and strategic management.

Mr. Sandeep Jain has confirmed that he is not disqualified to be appointed as Chairman and Managing Director and he is not debarred from appointment pursuant to any order of SEBI or any other Authority as well as provided the requisite declaration/confirmation to his appointment. Mr. Sandeep Jain holds 27,64,900 shares in the Company.

Further based on the recommendation of NRC and the Board, approval of the members of the Company is required to fix the remuneration of Mr. Sandeep Jain for the period from August 24, 2025 to August 23, 2028 in the event of no profits or inadequate profits.

Minimum Remuneration: Where in any financial year, during the currency of the tenure of Mr. Sandeep Jain (Chairman and Managing Director), the Company has no profits or its profits are inadequate, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being item no. 3 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

a. Proposed Remuneration Basic Pay: Rs. 10,00,000/- per month (Rupees Ten Lakhs Only).

b. Allowances and Perquisites: Mr. Sandeep Jain, in addition to remuneration shall be entitled to perquisites and allowances like furnished accommodation whether owned by the Company or taken on lease/rent, house maintenance allowance together with reimbursement of expenses or allowance for utilities such as gas, electricity, water, telephone (mobile), furnishings; repair, servants salaries, medical reimbursement, foreign tour for business and personal purpose for self and dependent family, medical accident/key Man Insurance, leave travel concession for self and family, club membership subject to maximum of two clubs, such perquisites and allowances will be restricted to an amount equal to his annual salary.

c. The value of the perquisites and allowances would be evaluated as per Income Tax Rules, 1962 wherever applicable and at cost in the absence of any such Rule.

d. Company's contribution towards Provident Fund as per the rules of the Company, if any,

e. Gratuity payable as per rules to the company but not exceeding half months salary for each completed year of service.

f. Any other benefits, facilities, allowance and expenses as may be allowed under Company rules/schemes in monetary or non-monetary forms will be provided, as per required but subject to the recommendation of nomination and remuneration committee and approval of Board of Directors, as the case may be.

In view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Act which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section, subject to the following:

- (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination & Remuneration Committee of the Company;
- (ii) There is no default in repayment of any of its debts or interest payable thereon.
- (iii) The members shall pass Special Resolution to approved this resolution and the NRC approved the remuneration for the period of three year form the date of re-appointment in this current term.

Considering Mr. Sandeep Jain experience in paper industry, and the trend in the industry, the terms of his remuneration are considered to be fair, just and reasonable and are commended for your approval.

Statement containing the information as required under Section-II, Part-II of Schedule V to the Companies Act, 2013:

I. GENERAL INFORMATION		
1	Nature of Industry	Manufacturing of paper and paper product
2	Date or expected date of commencement of commercial production	Date of Commencement of the Business is June 30, 1992.
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	The details of financial performance of the Company for the year 2024-2025 and 2023- 2024 are provided in the Financial Statements which forms part of Annual Report for FY 2024-25.
5	Foreign investments or collaborations, if any	The Company has not entered into any material foreign collaboration and no direct capital investment has been made/entered in during the financial year 2024-2025. 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 under the permissible limit of the Centre Government/Reserve Bank of India or any other authority, as required. The Company has no subsidiaries/holding companies/Joint Ventures as on 31.03.2025.

II. INFORMATION ABOUT THE APPOINTEE		
1	Background details	Mr. Sandeep Jain (DIN: 00458048) aged 61 (approx.) years, holding the position of Chairman and Managing Director in the Company. He is serving since incorporation of the Company in Board of Directors of the Company. He has very rich experience of Operations, sales and administration and handling the same in the Company
2	Past remuneration	As revised by members in 31 st AGM of the Company
3	Recognition or awards	NA
4	Job profile and his suitability	Mr. Sandeep Jain is the promoter of the Company and associated with the Company since its incorporation as the part of Board of Directors. He is acting Managing Director of the Company and handling operation, sales, administration department of the Company. He has very rich experience of paper industry and under his vast experience the Company is progressing day by day.
5	Remuneration proposed	Rs. 10,00,000/- (Rupees Ten Lakhs Only) per month
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	<p>The remuneration as proposed of Mr. Sandeep Jain is comparable to that drawn by the peers in the similar capacity in the industry.</p> <p>Moreover, by virtue of his position as Managing Director of the Company, he is serving on the Board of Company since its incorporation i.e. more than 33 (approx) years and devotes his substantial time in overseeing the operations/sales/ administration of the Company.</p>
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director , if any	None of the director or Key Managerial Personnel or their relatives except Mr. Sandeep Jain being the concerned person and his relative Mrs. Anju Jain, Director (wife), Mrs. Shubhi Jain, Director (daughter-in-law) and Mr. Mohit Jain, Director (son) are deemed interested or concerned in the said resolution. Mr. Sandeep Jain is not having any pecuniary relationship directly or indirectly with the Company other than approved remuneration and shareholding of 27,64,900 equity shares in the Company. Other details mentioned in the Related Party Transactions, Notes of the financial of the company for the financial year ended March, 2025.

III. OTHER INFORMATION		
1	Reasons of loss or inadequate profits	The Company is in manufacturing industry and investments in plant and machinery and raw material is an ongoing process. We are paper manufacturing industry in rural area and agro based industry so that the Company is capital- and labour-intensive industry and with increasing cost of fuel and raw material and decline in the value of profit, so that our profit is inadequate for remuneration of Managing Director.
2	Steps taken or proposed to be taken for improvement	The Company have shown improvement this year with respect to previous years in terms of profit and sales and is on the path of growth. The Company has also strategically planned to increase profits and has put in place measures to reduce cost and improve the bottom-line
3	Expected increase in productivity and profits in measurable terms.	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance. The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of remuneration pursuant to Section 196, Section 197 and Schedule V of the Companies Act, 2013.
IV. DISCLOSURES		
	The information, as required, is provided under Annual Report 2025. The remuneration package proposed to be given to Mr. Sandeep Jain is as per the details given in the resolution. The Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel	

None of the Directors and/or Key Managerial Personnel of the Company and their relatives thereof except Mr. Mohit Jain (Director), Mrs. Anju Jain (Director) and Mrs. Shubhi Jain (Director) are concerned or interested financially or otherwise in the said resolution.

The Board of Directors of your Company recommend the Resolution set out in Item No. 3 as Special Resolution for your approval.

Item No. 4

Mr. Pradeep Rajput Kumar (DIN: 06685586) was re-appointed as Whole Time Director of the Company for a period of five consecutive years at the 28th Annual General Meeting (AGM), effective from August 24, 2020 and up to August 23, 2025. Further, his remuneration was revised at the 31st AGM for remaining period of his tenure ending on August 23, 2025. As his term expired on August 23, 2025 therefore pursuant to the section 196, 197, 198, 203 and schedule V of the Act read with relevant rule and applicable regulations of the SEBI Listing Regulation, the Board of Directors (Board) based

on the recommendation of the Nomination and Remuneration Committee (NRC), but subject to the approval of the members of the Company has re-appointed Mr. Pradeep Kumar Rajput as Whole Time Director of the Company at the meeting held on August 12, 2025, for a period of 5 consecutive years with effect from August 24, 2025 till August 23, 2030. His remuneration and appointment has been proposed and recommended by the NRC and the Board. He shall be considered as KMP under section 203 of the Companies Act, 2013. Mr. Pradeep Rajput Kumar, is executive director of the Company and has been associated with it more than 8 years. With over 30 years of extensive experience in the administration, pollution and lab department, he has played a pivotal role in the Company's consistent growth. His expertise spans across administration and governance.

Mr. Pradeep Rajput Kumar has confirmed that he is not disqualified to be appointed as the Whole Time Director and he is not debarred from appointment pursuant to any order of SEBI or any other Authority as well as provided the requisite declaration/confirmation to his appointment.

Further based on the recommendation of NRC and the Board, approval of the members of the Company is required to fix the remuneration of Mr. Pradeep Rajput Kumar for the period from August 24, 2025 to August 23, 2028 in the event of no profits or inadequate profits.

Minimum Remuneration: Where in any financial year, during the currency of the tenure of Mr. Sandeep Jain as Chairman and Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being item no. 4 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

- a. Proposed Remuneration Basic Pay: upto Rs. 60,000/- per month (Rupees Sixty Thousand Only).
- b. Allowances and Perquisites: Perquisites and allowances provided by the Board as time to time.

In view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section, subject to the following:

- (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination & Remuneration Committee of the Company;
- (ii) There is no default in repayment of any of its debts or interest payable thereon.
- (iii) The members shall pass Special Resolution to approved this resolution and the NRC approved the remuneration for the period of three year form the date of re-appointment in this current term.

Considering Mr. Pradeep Kumar Rajput experience in paper industry, and the trend in the industry, the terms of his remuneration are considered to be fair, just and reasonable and are commended for your approval.

Statement containing the information as required under Section-II, Part-II of Schedule V to the Companies Act, 2013:

I. GENERAL INFORMATION		
1	Nature of Industry	Manufacturing of paper and paper product
2	Date or expected date of commencement of commercial production	Date of commencement of business is June 30, 1992.
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	The details of financial performance of the Company for the year 2023-2024 and 2024-2025 are provided in the Annual Report which forms part of Annual Report for FY 24-25.
5	Foreign investments or collaborations, if any	The Company has not entered into any material foreign collaboration and no direct capital investment has been made/entered in during the financial year 2024-2025. 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 under the permissible limit of the Centre Government/Reserve Bank of India or any other authority, as required. The Company has no subsidiaries/holding companies/Joint Ventures as on 31.03.2025.
II. INFORMATION ABOUT THE APPOINTEE		
1	Background details	Mr. Pradeep Rajput Kumar (DIN: 06685586) aged about 59 years held the Whole-Time Director position in the Company. He is associate with the Board since 2017 with this position. He has very rich experience of administration and technical
2	Past remuneration	As revised by members in 31 st AGM of the Company
3	Recognition or awards	NA
4	Job profile and his suitability	Mr. Pradeep Rajput Kumar is associated with the Board since 2017. At present he is acting Whole Time Director of the Company and handling administration, pollution and lab department of the Company. He has very rich experience of paper industry and under his vest experience the Company is progressing day by day
5	Remuneration proposed	Upto Rs. 60,000/- (Rupees Sixty Thousand Only) per month
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration as proposed of Mr. Pradeep Rajput Kumar is comparable to that drawn by the peers in the similar capacity in the industry. Moreover, in his position as

		Whole Time Director of the Company. Mr. Pradeep Rajput Kumar is serving the Board since 2017 and devotes his substantial time in overseeing the lab department and administration of the Company.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or any other directors, if any.	None of director or Key Managerial Personnel or their relatives are deemed interested or concerned in the said resolution except Mr. Pradeep Rajput Kumar. Mr. Pradeep Rajput Kumar is not having pecuniary relationship directly or indirectly with the Company other than approved remuneration, shareholding of NIL equity shares in the Company and other details mentioned in the Related Party Transactions, Notes of the financial of the company for the financial year ended March, 2025
III. OTHER INFORMATION		
1	Reasons of loss or inadequate profits	The Company is manufacturing industry and investments in plant and machinery and raw material in an ongoing process. We are paper manufacturing industry in rural area and agro based industry so that the Company is capital and labour intensive industry and with increasing cost of fuel and raw material and decline in the value of profit, so that our profit is inadequate for remuneration of Managing Director
2	Steps taken or proposed to be taken for improvement	The Company have shown improvement this year with respect to previous years in terms of profit and sales and is on the path of growth. The Company has also strategically planned to increase profits and has put in place measures to reduce cost and improve the bottom-line.
3	Expected increase in productivity and profits in measurable terms.	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance. The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of remuneration pursuant to Section 196, Section 197 and Schedule V of the Companies Act, 2013.
IV. DISCLOSURES		
The information, as required, is provided under Annual Report 2025. The remuneration package proposed to be given to Mr. Pradeep Rajput Kumar is as per the details given in the resolution. The Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel.		

None of the Directors and/or Key Managerial Personnel of the Company and their relatives thereof except Mr. Pradeep Rajput Kumar is concerned or interested financially or otherwise in the said resolution.

The Board of Directors of your Company recommend the Resolution set out in Item No. 4 as Special Resolution for your approval.

Item No.5

Pursuant to the provisions of the Companies Act, 2013 (Act), SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (SEBI Listing Regulation) and based on the recommendation of the Nomination & Remuneration Committee (NRC), Audit Committee (AC), the Board of the Directors (Board) recommended and appointed Mr. Mohit Jain, Non-executive director (DIN: 07203009) in their meeting held on August 12, 2025 as advisor/ consultant holding a place of profit. Mr. Mohit Jain is associated with the Company from 2013 and member of the Board since 2022 and gave his best for growth of the Company.

Therefore, the Board, the NRC and the AC in their respective meetings held on August 12, 2025, acknowledged that Mr. Mohit Jain possesses extensive knowledge and vast experience in the paper industry, which has significantly benefitted the Company's development and growth in the past years. The Board, the NRC and the AC agreed that Mr. Mohit Jain's expertise in paper industry, strategy planning, policy development, governance, risk & compliance makes him exceptionally well-suited to the Company. Further he will also provide expert advisory and carry out other duties, responsibilities, functions on regular basis and/or time to time in relation to the management and/or marketing activity of the Company on the written or oral request by the Board. Considering the experience, qualification and role of Mr. Mohit Jain, the Board has decided to appoint him as the advisor/ consultant

Accordingly, the Board based on the recommendations of the NRC and the AC has decided to designate Mr. Mohit Jain as an advisor/ consultant (Non- Executive Director and holding a place of profit) effective from October 01, 2025 subject to maximum remuneration not exceeding Rs. 5,00,000/- (Rupees Five Lakhs) per month and such other perquisites in accordance with the Act and SEBI Listing Regulations. The provisions of section 188(1) of the Companies Act, 2013 govern the Related Party Transactions, pursuant to which the Company is require to obtain prior approval of the Board of Directors and in certain cases approval of the shareholders is also required for the related party's appointment to any office or place of profit.

Pursuant to Regulation 17(6)(ca) read with 23 of the SEBI Listing Regulation, since the remuneration payable to Mr. Mohit Jain (Non-Executive Director) is over and above the fifty per cent of the total annual remuneration payable to all other non-executive directors, the Company requires shareholders' approval every year by way of special resolution.

It is to be mentioned that appointment of Mr. Mohit Jain as advisor/ consultant and salary payable to Mr. Mohit Jain for holding office or place of profit in the Company, are in ordinary course of business and at arm's length basis.

Required information or details pursuant to the Rule 15(3) of the Companies (Meetings of the Board and its Power) Rules, 2014 of Mr. Mohit Jain seeking approval of related party transaction under Section 188(1)(f) of the Act:

<u>Sr. No.</u>	<u>Particulars</u>	<u>Details/Information</u>
a.	Name of the Related Party	Mr. Mohit Jain (Non-Executive Director) (DIN: 07203009)
b.	Name of the directors or key managerial personnel who is related	None of the Directors, Key Managerial Personnel and their relatives, except Mr. Sandeep Jain, Mrs. Anju Jain and Mrs. Shubhi Jain and their relative, are in anyway, concerned or interested, financially or otherwise in the said resolution.
c.	Nature of relationship	Mr. Mohit Jain is son of Mr. Sandeep Jain, Managing Director and Mrs. Anju Jain, Director and husband of Mrs. Shubhi Jain, Director and holds 17,30,818 equity share of the Company.
d.	Nature, material terms, monetary value and particulars of the contract or arrangement	On the recommendation of NRC and AC, the Board give its consent for the appointment of Mr. Mohit Jain, Director (Non-Executive Director) as adviser/ consultant (officer and holding place of profit) for providing expert advisory and to carry out other duties, responsibilities, functions on regular basis and/or time to time in relation to the management and/or marketing activity of the Company on the written or oral request by the Board and he is also eligible to get remuneration up to the maximum limit of Rs. 5,00,000/- p.m. w.e.f. October 01, 2025.
e.	Any other information	As required al relevant information is provided herein in the explanatory statement under the item no. 5.

Disclosure under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is provided in the Annexure to the Explanatory Statement.

This Explanatory Statement also serves as an appropriate disclosure under the SEBI Listing Regulations

None of the Directors and/or Key Managerial Personnel of the Company and their relatives thereof except Mr. Sandeep Jain (Chairman & Managing Director), Mrs. Anju Jain (Director) and Mrs. Shubhi Jain (Director) are concerned or interested financially or otherwise in the said resolution.

The Board of Directors of your Company recommends that the Resolution under Item No. 5 be passed in the interest of your Company.

Item No. 6

The Board of Directors of the Company in their meeting held on August 12, 2025, on the recommendation of the Audit Committee, had appointed M/s H. Tara & Co., Cost Accountants to conduct the audit of the cost records of Mohit Paper Mills Limited for the financial year 2025-26 at a remuneration of Rs. 60,000/- p.a. (Rupees Sixty Thousand Only) plus applicable taxes and reimbursement of other out of pocket expenses.

In accordance with the provisions of Section 148 and other applicable provisions, if any, of the

Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, prescribes that the remuneration payable to the Cost Auditors has to be approved by the Board of Directors, based on the recommendation of the Audit Committee, and further it is to be ratified by the Shareholders. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item No.6 of the Notice of the AGM.

None of the Directors and/or Key Managerial Personnel (KMP) of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 06 of the Notice

The Board of Directors of your Company recommends that the Resolution under Item No. 6 be passed in the interest of your Company as special resolution for your approval.

Item No. 7

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification (s) or re-enactment (s) thereof, for the time being in force and other prescribed regulations, every listed company and certain other prescribed categories of the Companies are required to annex a Secretarial Audit Report, issued by practicing company secretary, to their Board's Report, prepared under Section 134 of the Companies Act, 2013.

Furthermore, pursuant to recent amendments to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), every listed entity and its material Subsidiaries in India are required to conduct Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Individual Secretarial Auditor or Secretarial Audit firm for a maximum of one or two terms of five consecutive years as the case may be, with shareholders' approval to be obtained at the Annual General Meeting.

On the recommendation of Audit Committee (AC), the Board of Directors (Board) at its meeting held on August 12, 2025, has appointed Mr. Ankit Jain proprietor of M/s Ankit J & Associates, Practicing Company Secretary (M. No. A-31103, Peer Review Certificate No. 6942/2025) as the Secretarial Auditor for a period of 5 (five) consecutive years commencing from FY' 2025-26 to FY' 2029-30 subject to the approval of the shareholders at the Annual General Meeting, at a remuneration as mutually decided by the Board and Secretarial Auditor.

Mr. Ankit Jain proprietor of M/s. Ankit J & Associates, Company Secretaries has confirmed that he is not disqualified from being appointed as Secretarial Auditor and that he has no conflict of interest. Mr. Ankit Jain has further furnished a declaration that he has not taken up any prohibited non secretarial audit assignments for the Company, its holding and subsidiary companies, if any. Mr. Ankit Jain has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations.

Mr. Ankit Jain consented to his appointment as the Secretarial Auditor of the Company and also confirmed that he fulfills all the criteria as specified in Clause (a) of regulation 24A (1A) of the SEBI Listing Regulations and that he have not incurred any of disqualifications as specified by the Securities and Exchange Board of India.

The terms and conditions of the appointment of Mr. Ankit Jain include tenure of five (5) consecutive years, commencing from 01st April 2025 upto 31st March 2030 at a remuneration of Rs. 90,000/- (Rupee Ninety Thousand only) for FY 2025-26 and as may be mutually agreed between the Board and the Secretarial Auditor for subsequent years.

Accordingly, approval of the shareholders is sought for appointment of Mr. Ankit Jain proprietor of M/s. Ankit J. & Associates as the Secretarial Auditor of the Company for the period of 5 years commencing from FY' 2025-26 to FY' 2029-30.

The Board recommends the Ordinary Resolution set out at Item No. 07 of the accompanying Notice for approval by the Members. None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

**By Order of the Board of Directors
For Mohit Paper Mills Limited**

Date: August 12, 2025
Place: New Delhi

Sd/-

(Tanvi Jain)

Registered office: 15A/13, Upper Ground Floor,
East Patel Nagar, New Delhi- 110008
Website: www.mohitpaper.in, E-mail: investorsmohitpaper@gmail.com
CIN: L21093DL1992PLC116600, Telephone: 011-25886798

Company Secretary
Membership No. A75299

Additional Information on Directors recommended for appointment/re-appointment as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards-2 as prescribed by the Institute of Company Secretaries of India

Name of Director	<u>Mrs. Shubhi Jain</u>	<u>Mr. Sandeep Jain</u>	<u>Mr. Pradeep Rajput Kumar</u>	<u>Mr. Mohit Jain</u>
DIN	06685602	00458048	06685586	07203009
Age	34	62	58	36
Qualifications	Engineering Graduate	Post Graduate	Post Graduate	Graduate (Honors)
Brief Profile, experience and expertise in specific functional area	Mrs. Shubhi Jain is engineer and having skills/ expertise /competencies fundamental as mentioned in Corporate Governance report	Mr. Sandeep Jain is commerce post graduate and having skills/ expertise /competencies fundamental as mentioned in Corporate Governance report	Mr. Pradeep Rajput kumaris post graduate and having skills/ expertise/ competencies fundamental as mentioned in Corporate Governance report	Mr. Mohit Jain is commerce graduate (Honors) and having skills/expertise/ competencies fundamental as mentioned in Corporate Governance report
Term and conditions of re-appointment	To be reappointed as Non- Executive Director on existing terms.	To be reappointed as Chairman and Managing Director on existing terms.	To be reappointed as Whole Time Director on existing terms.	To appoint at profit or place of profit under the provisions of Section 188(1)(f) of the Act and Regulation 17(6)(ca) read with 23 of the SEBI Listing Regulation
Details of Remuneration sought to be paid	Only Sitting Fee for attending the Board/ Committee Meetings	Rs. 10,00,000/- per month	Upto Rs. 60,000/- per month	Upto the maximum limit of Rs. 5,00,000 per month
Details of remuneration last drawn	Only Sitting Fee for attending the Board/ Committee Meetings	As revised by members in 31st AGM of the Company	As revised by members in 31st AGM of the Company	Upto Rs. 5,00,000/- per month
Date of first appointment on the Board	July 15, 2013	June 30, 1992	November 23, 2017	September 05, 2022
Shareholding in the Company	Mrs. Shubhi Jain is holding 10,45,000 Equity Shares as on March 31, 2025 and as on the date of this Notice	Mr. Sandeep Jain is holding 27,64,900 Equity Shares as on March 31, 2025 and as on the date of this Notice	NIL	Mr. Mohit Jain is holding 17,30,818 Equity Shares as on March 31, 2025 and as on the date of this Notice
Relationship with other Directors, Manager and other Key Managerial Personnel of the	Mrs. Shubhi Jain is wife of Mr. Mohit Jain (Non Executive Director), and	Mr. Sandeep Jain is husband of Mrs. Anju Jain (Non Executive Director), and	None	Mr. Mohit Jain is husband of Mrs. Shubhi Jain (Non-Executive Director), and Son

Company	Daughter-in law of Mr. Sandeep Jain (Chairman and Managing Director) and Mrs. Anju Jain (Non Executive Director)	Father-in-law of Mrs. Shubhi Jain (Non Executive Director) and father of Mr. Mohit Jain (Non Executive Director)		of Mr. Sandeep Jain (Chairman and Managing Director) and Mrs. Anju Jain (Non-Executive Director).
Number of Board meetings attended during the year 2024-25	(6/6)	(6/6)	(6/6)	(6/6)
Directorship held in other Indian Listed Companies	None	None	None	None
Directorship in other Companies	Centurion Industries Private Limited	Mohit Tissues Private Limited	None	None
Chairman/Member of Committees of Board of Director of other Listed Companies	None	None	None	None
Resignation from Directorships of Listed Entities in last three years.	None	None	None	None

Date: August 12, 2025
Place: New Delhi

**By Order of the Board of Directors
For Mohit Paper Mills Limited**

Registered office: 15A/13, Upper Ground Floor,
East Patel Nagar, New Delhi- 110008

Website: www.mohitpaper.in, E-mail: investorsmohitpaper@gmail.com

CIN: L21093DL1992PLC116600, Telephone: 011-25886798

**Sd/-
(Tanvi Jain)**

Company Secretary

Membership No. A75299