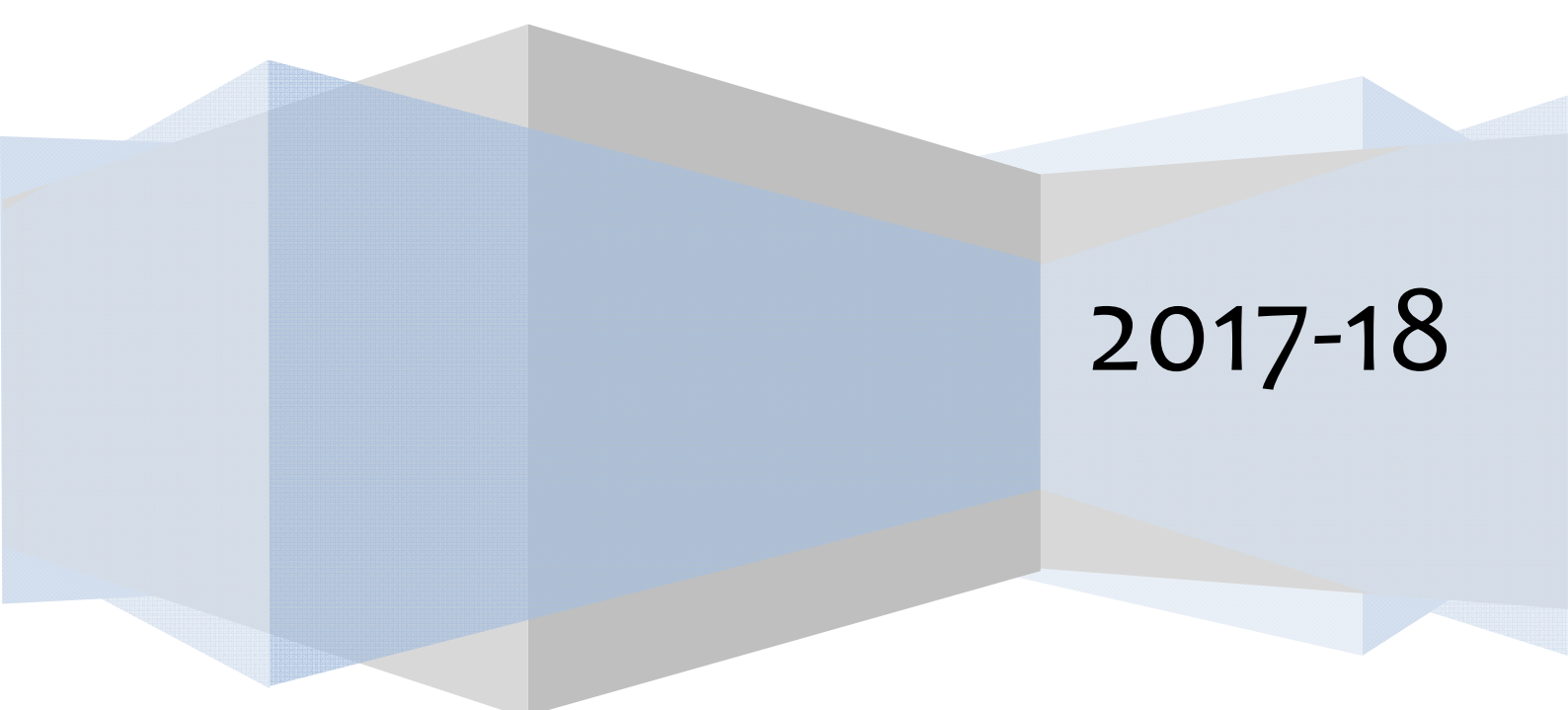


# ARMS PAPER LIMITED

35TH ANNUAL REPORT



2017-18

## **COMPANY INFORMATION**

### **BOARD OF DIRECTORS**

RUSHAL PATEL	: CHAIRMAN
PAWANJITSINGH NEGI	: INDEPENDENT DIRECTOR
NIKHIL RAJPURIA	: INDEPENDENT DIRECTOR
NISHANT KUMAR	: INDEPENDENT DIRECTOR
RIMA MEHTA	: INDEPENDENT DIRECTOR

### **COMPANY SECRETARY**

UDIT VORA

### **BANKERS**

- STATE BANK OF INDIA
- The Kalupur Commercial Co-op. Bank Ltd.

### **REGISTERED OFFICE**

802 AVDHESH HOUSE,  
NR. DEVANG PARK,  
OPP. GURUDWARA  
S.G. Highway, THALTEJ  
Ahmedabad-380 054  
Tel.: +91 79 2685 5714  
Email : [armspaperltd@gmail.com](mailto:armspaperltd@gmail.com)  
CIN: L21098GJ1983PLC006041

### **STATUTORY AUDITORS**

M/S. J. R. PUROHIT & Co.  
Chartered Accountants  
Ahmedabad

### **REGISTRAR & SHARE TRANSFER AGENTS**

LINK INTIME INDIA PVT. LTD.,  
506-508, AMARNATH BUSINESS CENTRE-1  
(ABC-1), BESIDES GALA BUSINESS CENTRE  
NEAR XT XAVIER'S COLLEGE CORNER  
OFF C G ROAD , ELLISBRIDGE  
AHMEDABAD 380006  
Tel No : +91 79 26465179 /86 / 87  
E-mail id : ahmedabad@linkintime.co.in

### **LISTING**

BSE LIMITED (SCRIP CODE 532397)

## **NOTICE**

**NOTICE** is hereby given that the 35<sup>th</sup> Annual General Meeting of the Members of **M/S. ARMS PAPER LIMITED** will be held on **Saturday, the 29<sup>th</sup> day of September, 2018** at 3:30 pm at **Gujarat paper Makers' Association**, 802, 8<sup>th</sup> Floor, Avdhesh House, Opp. Guru Govind Gurudwara, Sarkhej - Gandhinagar Highway, Thaltej, Ahmedabad- 380 054 to transact the following business:-

### **ORDINARY BUSINESS**

- 1] To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2018 and Statement of Profit and Loss for the year ended on that date together with Directors' and the Auditors' Report thereon.
- 2] To consider, and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s. J. R. Purohit & Co. (Firm Registration No. 111841W), Chartered Accountants, Ahmedabad, as the Statutory Auditors of the Company to hold office commencing from the conclusion of this Annual General Meeting of the Company till the Conclusion of next Annual General Meeting of the Company, at a remuneration as may be decided by the Board of Directors of the Company as per the recommendation of the Audit Committee".

### **SPECIAL BUSINESS**

- 3] To consider, and if thought fit, to pass with or without modification, the following resolution as an special resolution:

**To amend the Main Object Clause of the Memorandum of Association of the Company.**

**"RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s), consent(s), permissions and sanctions, if any, from the Central Government, and/or any other appropriate authority(ies), which the Board of Directors is authorised to accept as it may deem fit, the approval of the members of the Company be and is hereby accorded for effecting the following modifications, additions and amendments in the existing Memorandum of Association of the Company:-

*"To carry on the business of buying, selling, reselling, manufacturing, importing, exporting, transporting, storing, developing, promoting, marketing, supplying, trading or dealing in any manner whatsoever in all type of goods and to act as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, consultant, collaborator, stockist, liasioner, job worker, export house of goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including by-products, spares or accessories thereof, on retail as well as on wholesale basis in India or elsewhere."*

**"RESOLVED FURTHER THAT** the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by any appropriate authority and accepted by the Board, be adopted as the Memorandum of Association of the Company."

- 4] To consider, and if thought fit, to pass with or without modification, the following resolution as an special resolution:

**To adopt new set of Memorandum of Association of the Company**

**"RESOLVED THAT** pursuant to provisions of Section 4 and Section 13 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made thereunder including any amendments, re-enactment or statutory modification thereof, approval of the members be and is hereby accorded to amend the Memorandum of association of the Company as per the draft circulated with the notice of this meeting with respect to the object clause (Clause III) of the Memorandum of Association of the Company and such other amendments as may be required to align the Memorandum of Association with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Mr. Rushal Patel (DIN : 06575447) or Mr. Pawanjitsingh Negi (DIN : 02729393) Directors of the Company or Mr. Udit Vora, Company Secretary of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution.

**RESOLVED FURTHER THAT** Mr. Rushal Patel (DIN : 06575447) or Mr. Pawanjitsingh Negi (DIN : 02729393) Directors of the Company or Mr. Udit Vora, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies, Ahmedabad/ Ministry of Corporate Affairs), in connection with the amendment of Memorandum of Association of the Company, as approved by the Board and the members of the Company and/ or generally to give effect to the foregoing resolutions.

**RESOLVED FURTHER THAT** Mr. Rushal Patel (DIN : 06575447) or Mr. Pawanjitsingh Negi (DIN : 02729393) Directors of the Company or Mr. Udit Vora, the Company Secretary of the Company, be and are hereby authorised to issue/ provide certified true copies of these resolutions."

- 5] To consider, and if thought fit, to pass with or without modification, the following resolution as an special resolution:

**To adopt new set of Articles of Association of the Company**

**"RESOLVED THAT** pursuant to the provisions of section 14 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, the new set of Articles of Association (as circulated along with notice of this meeting) be and are hereby approved and

adopted in substitution for, and to the exclusion, of the existing Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** Mr. Rushal Patel (DIN : 06575447) or Mr. Pawanjitsingh Negi (DIN : 02729393) Directors of the Company or Mr. Udit Vora, Company Secretary of the Company be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution.”

**“RESOLVED FURTHER THAT** Mr. Rushal Patel (DIN : 06575447) or Mr. Pawanjitsingh Negi (DIN : 02729393) Directors of the Company or Mr. Udit Vora, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies, New Delhi/ Ministry of Corporate Affairs), in connection with the adoption of the new set of Articles of Association of the Company, as approved by the Board and the members of the Company and/ or generally to give effect to the foregoing resolutions.”

**“RESOLVED FURTHER THAT** Mr. Rushal Patel (DIN : 06575447) or Mr. Pawanjitsingh Negi (DIN : 02729393) Directors of the Company or Mr. Udit Vora, the Company Secretary of the Company, be and are hereby severally authorised to issue/ provide certified true copies of these resolutions.”

- 6] To consider, and if thought fit, to pass with or without modification, the following resolution as an special resolution:

**Re-Appointment of Mr. Rushal Patel as Director**

**“RESOLVED THAT** pursuant to Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Rushal Patel (DIN 06575447, and holds office upto the date of ensuing Annual General Meeting, be and is hereby appointed as an Director of the Company”.

- 7] To consider, and if thought fit, to pass with or without modification, the following resolution as an special resolution:

**Re-Appointment of Mr. Pawanjitsingh Negi as Independent Director**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Pawanjitsingh Negi (DIN : 02729393), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-

appointed as an Independent Director of the Company to hold office for a period of five years up to 40<sup>th</sup> Annual General Meeting of the Company.”

**For and on Behalf of the Board of Directors**

**Place : Ahmedabad**  
**Date : 13<sup>th</sup> August, 2018**

**Udit Vora**  
**Company Secretary**  
**A38017**

**NOTES:**

- 1] **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE, INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, IN ORDER TO BE EFFECTIVE MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- 2] The Register of Members and the Share Transfer Books of the Company will remain closed from 22<sup>nd</sup> September, 2018 to 29<sup>th</sup> September, 2018 (both days inclusive).
- 3] Members/Proxies should bring the enclosed Attendance Slip duly filled in for attending the meeting along with a copy of the Annual Report. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf in the meeting.
- 4] Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold the shares in physical form are requested to write their Folio Number(s) in the Attendance Slip for attending the meeting.
- 5] Members holding shares in physical form are requested to notify the change in their addresses, Bank details etc., if any, to the Company at the registered office of the Company or to M/s. Link Intime India Private Limited – Registrar & Share Transfer Agents, by quoting their folio numbers. Members holding shares in electronic mode may update such details with their respective Depository Participants [DPs].
- 6] Members holding shares in physical form can avail of the nomination facility by filing Form 2B (in duplicate) with the Company or its Registrar & Share Transfer Agent which will be made available on request and in case of shares held in dematerialized form, the nomination has to be lodged with their DPs’.
- 7] Members of the Company who have multiple accounts in identical names or joint accounts in the same order are requested to send all the share certificates to the Registrar & Share Transfer Agents **M/s. Link Intime India Private Limited** or to the Registered Office of the Company for consolidation of all such shareholdings into one account to facilitate better service.

- 8] Members desirous of obtaining any information concerning the Accounts and Operations of the Company are requested to address their questions to the Company Secretary of the Company so as to reach at least seven days before the date of the meeting, so that the information may be made available at the meeting, to the best extent possible.
- 9] In all correspondence with the Company or with its Share Transfer Agents, members are requested to quote their folio number and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID.
- 10] The shares of the Company are in compulsory demat segment. Those members who still continue to hold shares in physical form, are requested to get their shares dematerialized at the earliest.
- 11] Securities and Exchange Board of India has made it mandatory for every participant in the securities/capital market to furnish Income Tax Permanent Account Number (PAN). Accordingly, all the shareholders (including joint holders) holding shares in physical form are requested to submit copy of their PAN Card for the purpose of transfer to our Registrar & Share Transfer Agents, M/s. Link Intime India Private Limited.
- 12] Securities and Exchange Board of India has made it mandatory for every shareholder who is holding their shares in physical form, to submit their PAN Card and Bank details for verification and updation of records. The Trading of Shares in physical form will be disallowed w.e.f. 5<sup>th</sup> December, 2018 and only demat trading will be allowed.
- 13] Members are requested to bring the copy of the Annual Report at the meeting.
- 14] **Submission of KYC for all physical shareholders**

Pursuant to SEBI Circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20.04.2018 all security holders holding securities in physical mode are required to re-submit their PAN and Bank details to its RTA, failing which they will be put under strict vigilance. Format of providing details is attached to the Annual Report.

15]. **Voting through electronic means:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to its members facility to exercise their right to vote at the 35<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business(es) contained therein may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 25<sup>th</sup> September, 2018 (09:00 a.m.) and ends on 27<sup>th</sup> September, 2018 (05:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22<sup>nd</sup>

September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip/Address Slip.</li></ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"><li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.



- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant "Arms Paper Limited" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**For and on Behalf of the Board of Directors**

**Place : Ahmedabad**  
**Date : 13<sup>th</sup> August, 2018**

**Udit Vora**  
**Company Secretary**  
**A38017**