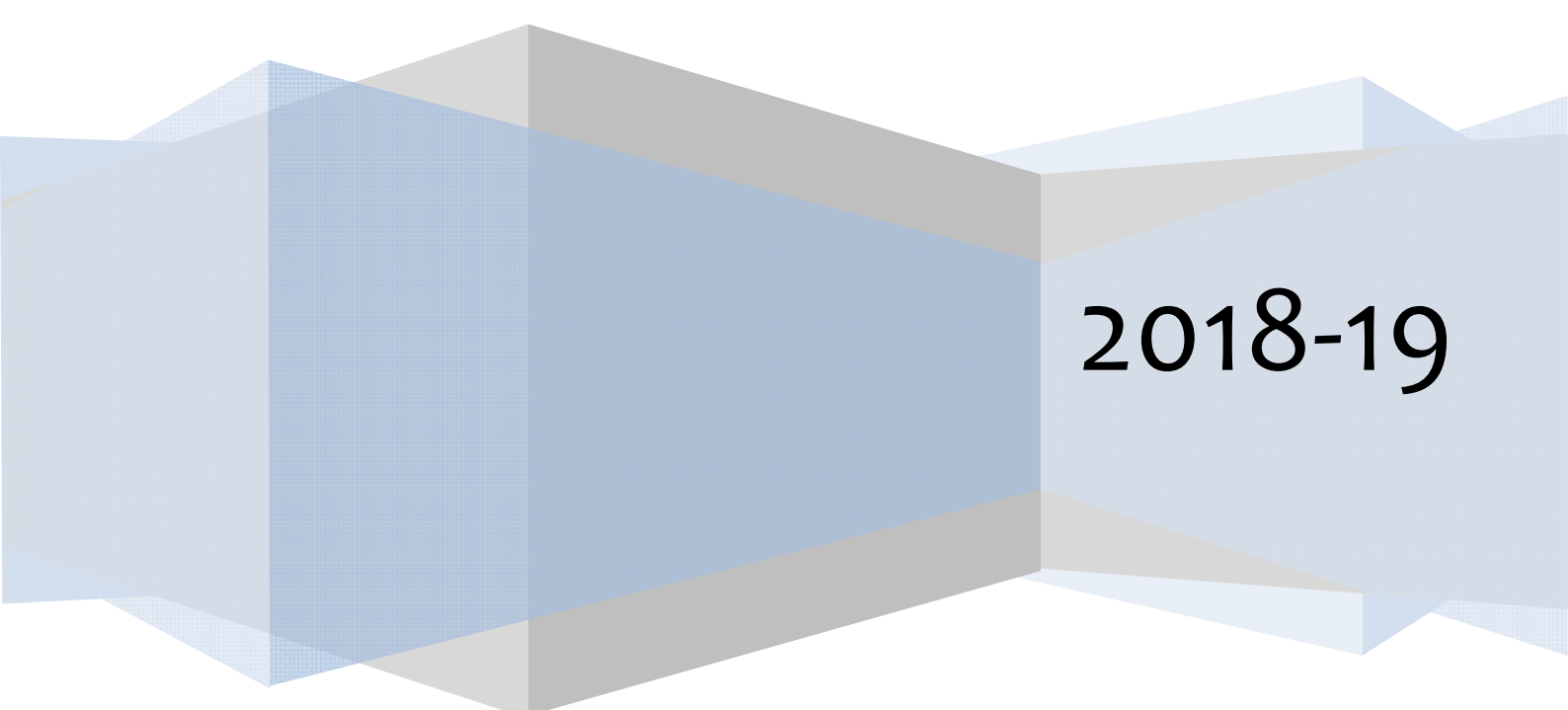


ARMS PAPER LIMITED

36TH ANNUAL REPORT



2018-19

COMPANY INFORMATION

BOARD OF DIRECTORS

PAWANJITSINGH NEGI	: INDEPENDENT DIRECTOR
SHASHIKANT THAKAR	: DIRECTOR
SANJAY GUPTA	: WHOLE TIME DIRECTOR
SANOSHKUMAR PANDEY	: DIRECTOR AND CFO

COMPANY SECRETARY

UDIT VORA

BANKERS

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

REGISTERED OFFICE

201 AVDHESH HOUSE,
NR. DEVANG PARK,
OPP. GURUDWARA
S.G. Highway, THALTEJ
Ahmedabad-380 054
Tel.: +91 79 2685 5714
Email : armspaperltd@gmail.com
CIN: L51100GJ1983PLC006041

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 36th Annual General Meeting of the Members of **M/S. ARMS PAPER LIMITED** will be held on **Thursday, the 29th day of August, 2019** at 11:00 am at 201, 2nd 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 31st March, 2019 and Statement of Profit and Loss for the year ended on that date together with Directors' and the Auditors' Report thereon.
- 2] To appoint a Director in place of Shri Pawanjitsingh Negi (DIN 02729393), who retires by rotation and being eligible, offers himself for re-appointment.
- 3] To consider, and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 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 appoints M/s. Shah and Shah (Firm Registration No. 131527W), 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, in place of M/s. J. R. Purohit & Co., whose two terms of Five years ends at the ensuing Annual General Meeting, 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

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

"RESOLVED THAT pursuant to Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013, Mr. Shashikant Thakar (DIN 02887471), who was appointed as an Additional Director with effect from 24th April, 2019, and holds office upto the date of ensuing General Meeting be and is hereby appointed as an Director of the Company".

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

"RESOLVED THAT pursuant to Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013, Mr. Santoshkumar Pandey (DIN : 08415079), who was appointed as an Additional Director with effect from 24th April, 2019, and holds office upto the date of ensuing General Meeting be and is hereby appointed as an Director of the Company".

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

“RESOLVED THAT pursuant to Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013, Mr. Sanjay Gupta (DIN 08415091), who was appointed as an Additional Director with effect from 24th April, 2019, and holds office upto the date of ensuing 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:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies act, 2013 and subject to the approval of the Ministry of Corporate Affairs consent of the Company is be and hereby accorded to change the name of the Company from Arms Paper Limited to Konndor Industries Limited”.

“RESOLVED FURTHER THAT Mr. Shashikant Thakar (DIN 02887471), Director of the Company, be and are hereby severally authorized to make necessary application for change of name to Ministry, Stock Exchange and any other authorities.”

“RESOLVED FURTHER THAT Mr. Shashikant Thakar (DIN 02887471), Director of the Company is further authorised to do all such acts, deeds, things and matters as may be required or necessary in this matter for and on behalf of the Company”.

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

“RESOLVED THAT pursuant to Section 180 (1) (c) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the provisions of the Articles of Association of the Company and subject to approval, if any, of the Central Government, the Reserve Bank of India, or any other regulatory bodies or authorities or quasi-judicial bodies, the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose), be and is hereby authorized to borrow monies, from time to time, for the purpose of the business of the Company, from any one or more banks, Indian and foreign financial institutions and other persons, firms, bodies corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers / financial institutions / bodies corporate / persons / firms etc., in the ordinary course of business) and remaining outstanding at any point of time may exceed the Paid-up Capital of the Company and its free reserves provided that the total amount up to which the monies so borrowed by the Board and which shall remain outstanding at any given point of time shall not exceed Rs. 500 crores (Rupees Five Hundred Crores Only).

RESOLVED FURTHER THAT the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorized to do all such acts, deeds, filings, matters and things and execute all such deeds, documents, instruments and writings as may be required, with powers to settle all questions, difficulties or doubts that may arise in this regard as the Board may in its sole and absolute discretion deem fit and delegate all or any of its powers herein conferred to any Director(s) and / or officer(s) of the Company, if required, as it may in its absolute discretion deem it necessary or desirable.”

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

“**RESOLVED THAT** pursuant to Section 180(1)(a) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of the Company, the consent of the Members be and is hereby granted to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose) to mortgage, charge and / or hypothecate, in addition to the existing mortgages / charges / hypothecation created by the Company, in such form and manner and with such ranking and at such a time and on such terms as the Board may determine, the moveable and / or immoveable properties of the Company, wheresoever situate, both present and future, of whole or substantially the whole of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default in favour of any person including but not limited to banks, financial institutions, corporate bodies, trustee of debenture holders and/ or any other lending agencies or other persons (the “Lenders”) for the purpose of securing (i) the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and/ or Indian rupee currency) and/ or (ii) securities (comprising fully / partly convertible debentures and/ or non-convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rates notes / bonds or other debt instruments) which may be issued or allotted by the Company, from time to time, subject to the limits approved by the Members from time to time under Section 180(1)(c) of the Companies Act, 2013, as the case may be, together with interest at the respective agreed rates, additional interest, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the agent(s) / trustees, premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the loan agreement(s), debenture trust deed(s) or any other document, entered into/ to be entered into between the Company and the Lender(s), in respect of the said loan / borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of Security as may be stipulated in that behalf and agreed to between the Board and the Lender(s).

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorized to finalize and settle with the Lenders, the terms and conditions of such mortgage or charge and execute such documents / deeds / writings / papers / agreements for creation of the aforesaid mortgage and charge as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and

to settle any question, difficulty or doubt that may arise with regard to creating mortgages / charges as aforesaid.”

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 100 Crores (Rupees One Hundred Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

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

“RESOLVED THAT subject to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions 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 Company hereby approves the appointment of Mr. Sanjay Gupta (DIN 08415091) as Whole-time Director of the Company, at a monthly remuneration of Rs. 30,000/- with a maximum remuneration up to Rs. 1,00,000/- per month for a period of 5 years with effect from 24th April, 2019 upon such terms and conditions as set out in the Statement pursuant to Section 102(1) of the Companies Act, 2013, annexed to the Notice of the Annual General Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any duly authorized Committee of the Board) to alter, vary and modify, from time to time, the terms and conditions of the said re-appointment including the remuneration annually and/or otherwise, in such manner as may be decided by them and agreed upon by Mr. Sanjay Gupta (DIN 08415091),

and in accordance with the limits prescribed under Schedule V to the Companies Act, 2013 or any statutory amendment(s) and modification(s) thereto.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, the remuneration payable to Mr. Sanjay Gupta (DIN 08415091), as the Whole-time Director by way of salary, perquisites, commission and other allowances, shall not exceed 5% of the net profits of the Company computed in the manner as provided in Section 198 of the Companies Act, 2013 and 10% in aggregate for all the working directors of the Company”.

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the tenure of Mr. Sanjay Gupta (DIN 08415091), Whole-time Director of the Company, the remuneration, perquisites and other allowances shall be governed by the limits prescribed in Section II of Part II of Schedule V to the Companies Act, 2013, as amended from time to time.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters or things and they may take such steps as necessary, expedient or desirable in this regard”.

For and on Behalf of the Board of Directors

Place : Ahmedabad
Date : 12th July, 2019

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 22nd August, 2019 to 29th August, 2019 (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. 1st April, 2019 and only demat trading will be allowed.
- 13] Members are requested to bring the copy of the Annual Report at the meeting.

14]. 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 36th 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 26th August, 2019 (09:00 a.m.) and ends on 28th August, 2019 (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 22nd August, 2019, 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.
- (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 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:

	For Members holding shares in Demat Form and Physical Form
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">• 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.

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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> 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).

- (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.