

ELLORA PAPER MILLS LIMITED

38th ANNUAL REPORT

2012-13

ELLORA PAPER MILLS LIMITED

38th Annual Report 2012-13

Board of Directors : Shri C. P. Goenka - Managing Director
: Shri Sudhir Goenka - Executive Director
: Shri Sandeep Goenka - Director

Bankers : State Bank of India

Statutory Auditors : M/s. Bhattad Rathie & Co.,
Chartered Accountants
Ramdaspeth, Nagpur-440010

Registered Office : 379, Pandit Jawaharlal Nehru Marg,
Ashoka Vault Building, Sitabuldi
Nagpur – 440 012

Factory : Village : Dewada Khurd; Post: Tumsar
District: Bhandara;
State: Maharashtra – 441 912

**Registrar &
Transfer Agent** : Bigshare Services Private Limited
E-2/3, Ansa Industrial Estate,
Sakivihar Road, Sakinaka,
Andheri (E), Mumbai – 400 072

NOTICE

NOTICE is hereby given that the 38th Annual General Meeting of the Members of Ellora Paper Mills Limited will be held on Monday 30th September 2013, at 11:00 A.M. at the Registered Office of the company at 379, Pandit Jawaharlal Nehru Marg, Ashoka Vault Building, Sitabuldi, Nagpur – 440 012 to transact the following businesses:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2013, the statement of Profit and Loss for the year ended on that date and the reports of the Auditors and Directors thereon.
- 2) To appoint R.S Bhattad & Associates in place of retiring Auditors Bhattad Rathi & Co. and to fix their remuneration and 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 provisions of Section 224 of the Companies Act, 1956, M/s. R .S. Bhattad & Associates, Chartered Accountants, Nagpur be and is hereby appointed as Statutory Auditor of the Company to hold the office from the conclusion of this Annual General Meeting to the conclusion of next Annual General Meeting on a remuneration as may be agreed upon between the Board of Directors and Auditors."
- 3) Shri Sudhir Goenka, Executive Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting. being eligible, offered himself for reappointment

**For and behalf of Board of Directors of
ELLORA PAPER MILLS LIMITED**

**2nd September, 2013
Nagpur**

**Sd/-
Sudhir Goenka
Executive Director**

NOTES:

- 1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company. The instrument appointing proxy in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before commencement of the 38th Annual General Meeting of the Company.
- 2) The register of members of the Company will remain closed from 25th September, 2013 to 30th September, 2013 (both days inclusive).
- 3) Corporate members intending to send their authorised representatives to attend the 38th Annual General Meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
- 4) Members are requested to notify immediately the change, if any, in their registered address.
- 5) Members / proxies are requested to bring their attendance slip along with their copy of Annual Report to the Annual General Meeting.

REPORT OF THE BOARD OF DIRECTOR'S TO THE MEMBERS

To,
The Shareholders of
Ellora Paper Mills Limited

The Directors hereby present the 38th Annual Report along with the Audited Balance Sheet of your Company as at 31st March, 2013 and the statement of Profit and Loss for the year ended on that date. The summarized financial results for the year are as follows:

Particulars	2012-13(Rs)	2011-12 (Rs)
Sales/Revenue	18,04,85,661	23,78,65,679
Other Operating Income	15,36,69,385	49,59,345
Profit/(Loss) Before Interest, Depreciation, Extraordinary Items and Taxes	5,07,25,668	(1,14,59,045)
Less: Interest	13,20,097	36,69,145
Depreciation	1,11,94,705	1,29,17,701
Profit/(Loss) Before Extraordinary Items and Taxes	3,82,10,866	(2,80,45,891)
Less: Extraordinary item	-	-
Profit/(Loss) Before Tax	3,82,10,866	(2,80,45,891)
Less : Tax Expenses		
• Current Tax	17,48,324	-
• Deferred Tax Expenses/ (Income)	2,56,18,523	(42,74,073)
Profit/(Loss) after tax for the year	1,08,44,019	(2,37,71,818)
Add : Excess provision of earlier years written back	-	-
Profit/(Loss) carried forward to Balance Sheet	1,08,44,019	(2,37,71,818)
Basis and Diluted EPS (In Rs)	5.42	(11.89)

REVIEW OF OPERATION

During the year under review, the Company has posted sales turnover of Rs. 1804.86 lacs as against Rs. 2378.66 lacs during the previous year. The paper plant division production was down at 6,101 MT as compared to previous financial year 2011-2012 for 7,968.00 tons. The Company is confident of increasing its production of paper and reducing downtime thereby increasing the efficiency and also to generate revenue by utilizing the best capacity available with the Company.

PUBLIC DEPOSITS

During the period under review, your Company has not accepted any deposits within the meaning of Section 58A of the Companies Act, 1956 and the rules made there under

DIVIDEND

Your Directors feel that it is prudent to plough back the profit and conserve the resources for the future operation and growth of the Company and therefore Board of Directors do not recommend any dividend for the year 2012-2013.

SAFETY AND POLLUTION CONTROL

The Company continues to give top priority to safety and pollution control aspects. It has strictly been following the requisite guidelines as received from Pollution Control Board from time to time.

PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

Information in accordance with the provisions of section 217(1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988, regarding Energy Conservation, Technology Absorption and Foreign Exchange Earnings & Outgo is given in **"Annexure A"** forming part of this Report.

Ellora Paper Mills Limited

PERSONNEL

During the year under review, there were no employees drawing remuneration in excess of the prescribed limits and whose particulars are required to be given in compliance with the provisions contained in Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975. Hence the same statement has not been attached.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 217 (2AA) of the Companies Act, 1956, the Board of Directors of the Company hereby state and confirm that:

- (a) In the preparation of the accounts for the financial year ended 31st March, 2013, the applicable accounting standards have been followed.
- (b) Appropriate accounting policies have been selected and applied consistently and have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for the year under review.
- (c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (d) The annual accounts have been prepared on a going concern basis.

DIRECTORS

Shri Sunil Goenka, Director of the Company is retired in the 37th Annual General Meeting of the Company held on 29th September, 2012. Shri Sudhir Goenka, Executive Director of the Company who is liable to retire by rotation in the ensuing 38th Annual General Meeting, being eligible offered himself for re-appointment.

AUDITORS' REPORT

Auditors' Report for the year ended 31st March, 2013 is attached hereunder which is self explanatory.

APPOINTMENT OF STATUTORY AUDITORS

M/s Bhattad Rathi & Co., Chartered Accountants, Nagpur, Statutory Auditors of the Company retires at the ensuing Annual General Meeting and have not offered himself for reappointment as Statutory Auditors of Company for the financial year 2013-14.

The board proposed to appoint M/s R.S Bhattad and Associates, Chartered Accountants, Nagpur, to appoint as Statutory Auditors of the company in the ensuing Annual General Meeting for financial year 2013-14 who shall hold office of Statutory Auditors till the conclusion of the next Annual General Meeting.

M/s R.S Bhattad and Associates, Chartered Accountants, Nagpur, have confirmed that they are eligible for the appointment and their appointment, if confirmed, shall be within the specified limits as stipulated under Section 224(1B) of the Companies Act, 1956. The Members are requested to appoint M/s R.S Bhattad and Associates, Chartered Accountants, Nagpur, as the Statutory Auditors of the Company

COST AUDIT

The Cost Audit of the Cost Accounts of the Company for the year ended on 31st March, 2013, is being carried out by M/S G. R. Paliwal & Co, Cost Accountants, Nagpur. They will submit their report on completion of the audit to the Central Government as required under the relevant rules.

Ellora Paper Mills Limited

LISTING OF SHARES

The equity shares of the company are listed on The Bombay Stock Exchange Limited, Mumbai. They are also dematerialized and made live in the CDSL and NSDL systems. M/s. Bigshare Services Private Limited have been appointed as the R & T Agent of the company. Shareholders may contact them at “ E-2/3, Ansa Industrial Estate , Sakivihar Road, Saki Naka, Andheri (E), Mumbai-400072” regarding transfer, dematerialization, etc., of shares.

SECRETARIAL COMPLIANCE CERTIFICATE:

Pursuant to section 383A of the Companies Act, 1956, a secretarial compliance certificate issued by Mr. Sunil Zore, Practicing Company Secretary is furnished as “**Annexure B**” forming part of this Report.

ACKNOWLEDGEMENTS:

Your Directors express their gratitude to the Government of India, Government of Maharashtra, Bankers and Valued Customers for their continuing goodwill and support to the Company.

Your Directors wish to place on record their deep appreciation for the dedication and loyalty shown by the officers, staff members and workers of the Company. Your Directors sincerely acknowledge the continued trust and confidence you, the shareholders, have placed in the Company.

**By order of the Board
For ELLORA PAPER MILLS LIMITED**

**NAGPUR
2nd September, 2013**

**C.P. Goenka
MANAGING DIRECTOR**

**Sudhir Goenka
EXECUTIVE DIRECTOR**

ANNEXURE 'A' TO THE DIRECTORS' REPORT

Information as required under the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988

1. CONSERVATION OF ENERGY:

(a) Energy consumption in total and per unit of production in form "A".

FORM – A

Form for disclosure of particulars with respect to conservation of energy

Particulars	Unit	2012-13	2011-12
(A) Power and Fuel Consumption			
1 Electricity			
a. Purchase Units	KWH	5336300	6713846
Total Cost	Rs.(In	346.34	377.13
Rate / Unit	lacs)	6.49	5.62
b. Own Generation	Rs./KWH	-	289020
	KWH		
2 Coal			
(Grade B,C or ROM depending upon availability)			
Quantity	M.T.	82	342
Total Cost	Rs. In lacs	10.07	10.07
Average Rate	Rs./MT	3013	30.13
3 Furnace Oil		NIL	NIL
4 Others/Internal Generation			
Rice Husk			
Quantity	M.T.	4557	6178
Total Cost	Rs. In lacs	169.51	169.51
Average Rate	Rs./MT	2744	2744
(B) Consumption per unit of production–Paper (M.T.)			
Particulars	Unit	2012-2013	2011-2012
Electricity	KWH	879	879
Furnace Oil	M.T.	NIL	NIL
Coal	M.T.	0.043	0.043
Rice Husk	M.T.	0.78	0.78

II. TECHNOLOGY ABSORPTION

a. Research & Development (R&D)
absorption of Technology

The Company has no separate R&D Department
The Company has not imported any technology.

III. FOREIGN EXCHANGE EARNINGS AND OUTGO (Rs.in Lacs)

	2012-2013	2011-2012
a. Foreign Exchange Earnings	Nil	NIL
b. Foreign Exchange Outgo	Nil	NIL

**ANNEXURE 'B' TO THE DIRECTORS' REPORT
SECRETARIAL COMPLIANCE CERTIFICATE**

Registration No. of the Company: 11-019972

Nominal Capital: Rs. 3,00,00,000/-

Paid-up Capital: Rs. 1,99,36,750/-

The Members

ELLORA PAPER MILLS LIMITED

Nagpur (M.S.)

I have examined the registers, records, books and papers of **ELLORA PAPER MILLS LIMITED** (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended 31st March, 2013 (financial year from 01.04.2012 to 31.03.2013). In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company and its officers, I certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in **Annexure 'A'** to this certificate as per provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in **Annexure 'B'** to this certificate, with the Registrar of Companies / Central Government / Regional Director / Company Law Board or other authorities within the time prescribed under the Act,
3. The Company being a public limited Company, the company has minimum number of shareholder and minimum prescribed paid up capital.
4. The Board of Directors duly met 5 (Five) times respectively on 28.05.2012, 13.06.2012, 13.08.2012, 14.11.2012, 04.02.2013 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company has closed its Register of Members for the period of five days from 25.09.2012 to 29.09.2012 (both days inclusive) during the financial year and has complied with the requirements of section 154 of the Act.
6. The annual general meeting for the financial year ended on 31st March, 2012 was held on 29.09.2012 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. No extra-ordinary general meeting was held during the financial year.
8. The Company has not advanced any loans to its Directors or persons or firms or Companies referred to under section 295 of the Act during the financial year.
9. The Company has complied with the provisions of section 297 of the Act in respect of contracts specified in that section.

10. The Company has made necessary entries in the register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, members or Central Government.
12. The Company has not issued any duplicate share certificate during the financial year.
13. (i) The Company has delivered all the certificates on lodgment thereof for transfer or transmission in accordance with the provisions of the Act during the financial year. There was no allotment of shares during the financial year.

(ii) The Company was not required to deposit any amount in a separate bank Account as no dividend was declared during the financial year.

(iii) The Company was not required to post warrants for dividends to any members of the Company.

(iv) The Company was not required to transfer any amounts in Investor Education and Protection Fund as there were no outstanding balances in unpaid dividend account or application money due for refund or matured deposits or matured debentures and interest accrued thereon which have remained unclaimed or unpaid for the period of seven years.

(v) The Company has duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted and the re-appointment of Director retiring by rotation has been duly made.
15. The Company has not appointed any Managing Director/Whole Time Director / Manager during the financial year..
16. The Company has not appointed any sole-selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/or such authorities prescribed under various provisions of the Act during the financial year.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any shares or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. As there were no outstanding preference shares or debentures, question of redemption does not arise.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.

23. The Company has not accepted public deposits within the meaning of 58A of the Act read with the Companies (Acceptance of Deposits) Rules, 1975.
24. The Company has not made any borrowings during the financial year.
25. The Company has made loans or advances but has not given any guarantees or provided securities to other bodies corporate and has made necessary entries in the Register kept for the purpose. The Company has not complied with the provisions of section 372A of the Act in that behalf.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one State to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to objects of the Company during the year under scrutiny..
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the financial year.
31. There was no prosecution initiated against or show cause notice received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. The Company has deposited both employee's and employer's contribution to Provident Fund. As such , the Company has not constituted any specific Fund / Trust for the said purpose and hence, the provisions of section 418 of the Act are not applicable.

Date : 2nd September, 2013
Place : Nagpur

Sd/-
CS Sunil Zore
Practicing Company Secretary
ACS 22144 (CP No. 11837)