

ELLORA PAPER MILLS LIMITED



42st ANNUAL REPORT
2016-17

BOARD OF DIRECTORS (AS ON 31/03/2017)

Shri Sunilkumar Goenka	- Chairman
Shri Sudhirkumar Goenka	- Managing Director
Smt. Kusum Sudhir Goenka	- Woman Director
Shri Bandhooram Balchandram Prasad	- Director
Shri Arun Kataruka	- Independent Director
Shri Pramod Kumar Shah	- Independent Director
Shri Virender Kumar Agarwal	- Independent Director

SECRETARIAL AUDITOR

M/s SPZ & Associates
A-Wing 202, Kolshet Road, Dhokali Naka,
Cosmos Nest, Thane (W)-400607 (MS)

STATUTORY AUDITOR

R S Bhattad & Associates
33-A Central Bazar Road
Chartered Accountants Ramdaspeth,
Nagpur 440010 (MS)

REGISTERED OFFICE

379, Pandit Jawaharlal Nehru Marg,
Ashoka Vault Building, Sitabuldi,
Nagpur, Pin Code -440 012 (MS)

FACTORY

Village : Dewada Khurd, Post: Tumsar,
District: Bhandara, State: Maharashtra,
PinCode-441 912

REGISTRAR & TRANSFER AGENT

Bigshare Services Private Limited
E-2/3, Ansa Industrial Estate
Sakivihar Road, Sakinaka
Andheri (E), Mumbai
Pin Code – 400 072

NOTICE

NOTICE is hereby given that the 42nd Annual General Meeting of the Members of Ellora Paper Mills Limited will be held on Saturday 30th December, 2017 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 financial statements for the financial year ended on 31st March, 2016, and the reports of the Board of Directors and the Auditors thereon.
- 2) To appoint a director in place of Mr. Sunil Kumar Goenka (DIN 0001781894), who retires by rotation, and being eligible, offers herself for reappointment.
- 3) To consider and, if thought fit to pass the following resolution as an Ordinary Resolution.

RESOLVED THAT subject to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. R. S. Bhattad & Associates, Chartered Accountants, Nagpur (Firm Registration Number with the Institute of Chartered Accountants of India -0135948W), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting to be held for the financial year 2017-18 on such remuneration as may be determined by the Board of Directors."07-12-2017

**For and on behalf of Board of Directors
Ellora Paper Mills Limited
with the approval of Resolution professional**

Nagpur

**Sd/-
Sudhir Goenka
Managing Director
DIN-01781894**

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND APROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the Meeting.
2. Proxy shall not have the right to speak and shall not be entitled to vote except on a poll.
3. A proxy can act on behalf of such number of member or members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company. Provided that a member holding more than 10%, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. The Register of Members and Share Transfer Books of the Company will remain closed from **ELLORA PAPER MILLS LIMITED** Monday, 25th December, 2017 to Saturday, 30th December, 2017 (Both days inclusive)
5. All the correspondence pertaining to shareholding, transfer of shares, transmission etc. should be lodged at the Company's Share Registrar and Transfer Agent : to our Share Transfer Agent, M/s Bigshare Services Private Limited having office at E-2/3, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai-400072.
6. Members are requested to immediately inform about their change of address, change of e-mail address or consolidation of folios, if any, to the Company's Share Registrar and Transfer Agent.
7. Securities and Exchange Board of India (SEBI) vide circular ref. no. CIR/CFD/DIL/7/201 1 dated October 5, 2011 and consequent changes in Clause 32 of the Equity Listing Agreement and the Companies Act, 2013 allows that Companies can send full Annual Reports in electronic mode to its Members who have registered their e-mail addresses for the purpose. Those shareholders who have not got their email address registered or wish to update a fresh email address may do so by submitting the attached E-mail Registration-Cum Consent Form to the Registrar and Transfer Agent of the Company consenting to send the Annual Report and other documents in electronic form at the said e-mail address.
8. As part of the Green Initiative circulars issued by the Ministry of Corporate Affairs, the Notice and Annual Report of the Company is being sent to the shareholders at their respective e-mail addresses registered with the Company. However, shareholders requiring a physical copy of the Annual Report and Notice may write to the Company The Annual Report along with the Notice of the Annual General Meeting is available on the website of the Company i.e.
9. The physical copies of the Annual Reports will be available at the Company's Registered Office for inspection during normal business hours on working days till the date of the meeting.
10. The shareholders who wish to nominate, any person to whom his securities shall vest in the event of his death may do so by submitting the attached nomination Form to the Company or the Registrar and Transfer Agent of the Company. A nomination may be cancelled, or varied by nominating any other person in place of the present nominee, by the holder of securities who has made the nomination, by giving a notice of such cancellation or variation.
11. The instructions for members for voting electronically are as under:-
 - (i) The voting period begins on 25/12/2017 at 09.00 a.m and ends on 27/12/2017 at 05.00 pm 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 01/12/2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (i) Log on to the e-voting website www.evotingindia.com
 - (ii) Click on Shareholders / Members
 - (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both 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).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (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 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.
 - 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 linked in the login should be mailed to 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy :

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (B) The voting period begins on <Date and Time> and ends on <Date and Time>. 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 <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.****Item No. 2**

Mr. Sunil Goenka who retires by rotation, and being eligible, offers herself for reappointment as director in terms of section 160 of the Companies Act 2013. The Board has also formed an opinion that she is a person of integrity and possesses the relevant expertise and experience and he shall be liable to retire by rotation.

Appointment of Mr. Sunil Goenka would be of immense benefit to the Company. The resolution as set out in item No. 2 in the notice be approved by the shareholders, by way of Ordinary Resolution.

None of the Directors or Key Managerial Persons and/or their relatives except Sunil Goenka has any concern or interest, financial or otherwise, in this resolution

REPORT OF THE BOARD OF DIRECTORS TO THE MEMBERS OF ELLORA PAPER MILLS LIMITED

1. Presentation

Your directors have pleasure in presenting the 42nd Annual Report together with the Audited Accounts for the year ended on 31st March, 2017.

2. Financial Results

The financial results of the operation for the year under review are as follows:

(Rs. In Lakhs)

Particulars	2016-2017	2015-2016
Sales	2303.90	2378.43
Profit before exceptional and extraordinary items and tax	(86.37)	(123.83)
Less Exceptional Items		
Profit before extraordinary items and tax	(86.37)	(123.83)
Less- Extraordinary items		
Profit/(Loss) Before Tax	(86.37)	(123.83)
Less : Tax Expenses		
• Current Tax	3.44	
• Deferred Tax Expenses/ (Income)	(54.67)	39.04
Profit/(Loss) after tax for the year	(35.15)	(84.79)
Profit/(Loss) carried forward to Balance Sheet	(35.15)	(84.79)
Basis and Diluted EPS (In Rs)	(1.76)	(4.24)

3. Review of Operations

During the year under review, the Company has posted a sale of Rs. 2303.90 lakhs as against Rs. 2378.43 Lakhs during the previous year. The loss after tax has decreased from Rs.89.05 lakhs to Rs. 35.15 lakhs because of continued dedicated effort of the management.

4. Public Deposits

During the period under review, your Company has not accepted any deposit within the meaning of the Chapter V to Companies Act, 2013.

5. Dividend Your Directors do not recommend any dividend for the year 2015-2016.

6. Transfer of Reserve The Company has not transferred any amount to the general reserve.

7. Safety & 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.

8. Conservation of energy, technology absorption and foreign exchange earnings and outgo

Information in accordance with provision of section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 regarding Conservation of energy, **ELLORA PAPER MILLS LIMITED** technology absorption and foreign exchange earnings and outgo is given in “**Annexure -A**” forming part of this report

9. Subsidiary/Joint Ventures/Associate Companies and their performance

During the period under review, the Company has no subsidiary, Joint Venture or Associates Company.

10. Particulars of Employee

Details of Managerial Remuneration as required pursuant to provision of section 197 of the Companies Act 2013 and rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in “**Annexure-B**” forming part of this report.

11. Director Responsibility Statement

In accordance with the provisions of Section 134(3)© & (5) of the Companies Act, 2013, your Directors state as - (a) in the preparation of the annual accounts, the applicable accounting standards have been followed and there is no material departure; (b) the directors have selected such accounting policies and applied them consistently and 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 at the end of the financial year and of the profit of the company for that period; (c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities; (d) the directors have prepared the annual accounts on a going concern basis; and (e) the Director have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; (f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and are operating effectively

12. Directors and Key Managerial Personnel**A) Changes in Directors and Key Managerial Personnel**

During the period under review, there has been no change in the constitution of Board of Directors of the Company.

B) Declaration by an Independent Director(s)

The independent directors have individually declared to the Board that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 at the time of their respective appointment and there is no change in the circumstances as on the date of this report which may affect their status as an independent director.

C) Formal Annual Evaluation

The annual performance evaluation was carried out which included evaluation of the Board, independent directors, non-independent directors, executive directors, Chairman, Committees of the Board, quantity, quality and timeliness of information to the Board. The independent directors evaluated all non-independent directors, the Board, the Chairman and the information to the **ELLORA PAPER MILLS LIMITED** Board. The Board evaluated performance of the independent directors, the Board itself, the Chairman, the Executive Directors, the Committees of the Board, the information provided to the Board. All results were satisfactory.

13. Meeting

A) Board of Director- The Board of Directors were meet four (4) time during the financial year 20 16-17

14. Auditors

A) Statutory Auditors: Your Company's Auditors, M/s R. S Bhattad & Associates, Chartered Accountants, who have been appointed up to the conclusion of the Annual General Meeting to be held in the year 2019, have given their consent to continue to act as the Auditors of the Company for the remaining tenure. Members are requested to consider their re-appointment as the Auditors of the Company and to fix their remuneration by passing an ordinary resolution under Section 139 of the Companies Act, 2013.

B) Cost Auditors: The Company is not required to appoint Cost Auditor as cost audit is not applicable to the Company.

C) Secretarial Auditors: The Board of Directors has re-appointed Mr. Sunil Zore, Practicing Company Secretary (Certificate of Practice No. 11837) and Proprietor of M/s SPZ & Associates, Company Secretaries, as the Secretarial Auditor of the Company for the year 20 17-18.