

NOTICE OF THE FORTY THIRD ANNUAL GENERAL MEETING:

Notice is hereby given that the Forty Third Annual General Meeting of the Members of Ellora Paper Mills Limited (CIN: L36934MH1977PLC019972) will be held on **Wednesday, September 26th, 2018** at 11.00 A.M. at 379, Ashoka Vault Building, Pt. Jawaharlal Nehru Marg, Sita Buldi, Nagpur - 440012, Maharashtra, India, to transact the following business:

AS ORDINARY BUSINESS:

1. To consider, approve, and adopt the Audited Financial Statements for the financial year ended 31st March, 2018, and the Independent Auditors' and Directors' Report thereon;
2. To consider, and, if thought fit, to pass following resolution, with or without modification, as **Ordinary Resolution:**
“**RESOLVED THAT**, the consent of the Board of Directors of the Company be and is, hereby, accorded to appoint Shri. Sudhir Goenka (DIN: 01781894) who is liable for retirement by rotation and, being eligible, has offered himself for re-appointment, as the Director of the Company.”
3. To, consider, and, if though fit, to pass following resolution, with or without modification, as **Ordinary Resolution:**
“**RESOLVED THAT**, pursuant to the provisions of Sections 139(1) and 141 of the Companies Act, 2013, read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions of law, if any, for the time being in force in India, including any modification(s) and re-enactment(s) thereof, the consent of the members of the Company be and is, hereby, accorded to appoint M/S Ashok Bairagra & Associates, Chartered Accountants (FRN: 118677W) as the Statutory Auditors of the Company for the period from 1st April, 2018 till 31st March, 2019, to hold office till the conclusion of 44th Annual General Meeting of the members of the Company.”

AS SPECIAL BUSINESS:

4. To, consider, and, if though fit, to pass following resolution, with or without modification, as **Ordinary Resolution:**
 - 4.1 “**RESOLVED THAT**, pursuant to Section 152 of the Companies Act, 2013, and other applicable provisions of law, if any, for the time being in force in India, including any modification(s) and re-enactment(s) thereof, the consent of the members of the Company be and is, hereby, accorded to appoint Shri. Sudhir Goenka (DIN: 01781894), as Executive Director of the Company for the period of 5 years, to hold office till the conclusion of 48th Annual General Meeting of the Company.
 - 4.2 “**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and is, hereby, authorized to do all such acts, deeds, things, and sign all such documents, drafts, as may be deemed necessary to give effect to this resolution.”

5. To, consider, and, if though fit, to pass following resolution, with or without modification, as
Ordinary Resolution:

5.1 “**RESOLVED THAT**, pursuant to Section 152 of the Companies Act, 2013, and other applicable provisions of law, if any, for the time being in force in India, including any modification(s) and re-enactment(s) thereof, the consent of the members of the Company be and is, hereby, accorded to appoint Smt. Kusum Sudhir Goenka (DIN: 05331335), as Executive Director of the Company for the period of 5 years, to hold office till the conclusion of 48th Annual General Meeting of the Company.”

5.2 “**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and is, hereby, authorized to do all such acts, deeds, things, and sign all such documents, drafts, as may be deemed necessary to give effect to this resolution.”

6. To, consider, and, if though fit, to pass following resolution, with or without modification, as
Ordinary Resolution:

6.1 “**RESOLVED THAT**, pursuant to Section 152 of the Companies Act, 2013, and other applicable provisions of law, if any, for the time being in force in India, including any modification(s) and re-enactment(s) thereof, the consent of the members of the Company be and is, hereby, accorded to appoint Shri. Bandhooram Balachandraram Prasad (DIN: 06495880), as Executive Director of the Company for the period of 5 years, to hold office till the conclusion of 48th Annual General Meeting of the Company.”

6.2 “**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and is, hereby, authorized to do all such acts, deeds, things, and sign all such documents, drafts, as may be deemed necessary to give effect to this resolution.”

**On Behalf of the Board of Directors
Ellora Paper Mills Limited**

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

**Place: Mumbai
Date: 14th September, 2018**

NOTES:

1. A Member entitled to attend and vote on a poll is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting. The Register of Members and Share Transfer Books will remain closed on 26th September, 2018.
2. Members are requested to address all communication regarding transfer of shares, change of address etc. directly to the Share Transfer Agent of the Company, Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400 059, Maharashtra, India, and in case their shares are held in the dematerialized form, this information should be passed on to their respective Depository Participants without any delay.
3. The Equity Shares of the Company are listed on the Bombay Stock Exchange Ltd. (BSE), 25th Floor, Sir. P. J. Towers, Dalal Street, Mumbai-400 001. The listing fee up to 31st March, 2018 of both the exchanges has been paid by the Company. The ISIN Number of the Company is: INE384H01015
4. Members desirous of availing nomination facility may send their nomination in the prescribed form. Nomination forms can be obtained from the Registrars/ Company.
5. Members desirous of obtaining any information concerning the account and operations of the Company are requested to address their queries to the Whole Time Director, so as to reach the Registered Office of the Company at least Seven days before the date of the Meeting, to enable the Company to make available the required information at the Meeting, to the extent possible.
6. On dematerialization of shares, the nomination registered by the Company automatically stands cancelled. In the case of shares held in electronic (dematerialized) form, the Members are given an option of nomination at the time of opening a demat account. If no nomination is made at the time of opening the demat account, they should approach their respective Depository Participant.
7. As part of the Green Initiative in Corporate Governance, the Ministry of Corporate Affairs(“MCA”), Government of India, through its Circular nos. 17/2011 and 18/2011, dated 21st April, 2011 and 29th April, 2011 respectively, has allowed companies to send official documents through electronic mode. In the spirit of the above circulars and as part of the Company’s Green Initiative, we henceforth propose to send documents like Notice convening the general meetings, Financial Statements, Directors Report, etc. to the e-mail address provided by the members. We, therefore, appeal to the members to register their name in getting the documents in electronic mode by sending an e mail giving their Registered Folio No. and/or DP Id/Client Id to the dedicated e-mail address at info@ellorapaper.com .
8. Members/Proxies are requested to bring the Attendance Slip sent with this Notice duly filled-in for attending the meeting.
9. Members are requested to bring their copy of Annual report to the meeting.

10. In terms of circular no.MRD/DoP/Cir-05/2010 dated 20th May, 2009 issued by Securities and Exchange Board of India (SEBI) it is now mandatory for the transferee of the physical shares to furnish copy of PAN card to the Company or its RTA for registration of transfer of shares. Shareholders are requested to furnish copy of PAN card at the time of transferring their physical shares.
11. As part of the Companies (Management and Administration) Rules, 2014 Companies are allowed to send official documents through electronic mode. We, therefore, appeal to the members to register their name in getting the said documents in electronic mode and to record/ intimate changes therein by sending an email giving their Registered Folio No. and/or DP Id/Client Id to the dedicated e mail address at info@ellorapaper.com.
12. Statement to be annexed to the notice calling General Meeting forms part of the notice pursuant to section 102 of the Companies Act, 2013 read with Commencement Notification of Companies Act 2013 dated 12th September 2013.
13. E-VOTING:
 - i. According to section 108 of Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014 e-voting is mandatory for all listed Companies or Companies having Shareholders not less than one thousand.
 - ii. Since the Company is in process of initiating procedure relating to E-Voting, the Company shall not provide e-voting facility for 43rd Annual General Meeting of the members of the Company.

EXPLANATORY STATEMENT TO THE NOTICE OF 43RD ANNUAL GENERAL MEETING

[pursuant to Section 102 of the Companies Act, 2013]

Item No. 5

Pursuant to Resolution Plan approved by the National Company Law Tribunal, Mumbai Bench, vide order passed on 25th June, 2018, Shri. Sudhir Goenka (DIN: 01781894), who is also Resolution Applicant for Resolution Plan, has been empowered to appoint the managerial personnel of the Company, consequent upon vacation of the Board of Directors of the Company upon approval of resolution plan. In exercise of the powers vested to Shri. Sudhir Goenka (DIN: 01781894) under Resolution Plan, Shri. Sudhir Goenka (DIN: 01781894) appointed Smt. Kusum Goenka (DIN: 05331335) as Additional Director of the Company in the meeting of Board of Directors convened on 17th August, 2018, who shall hold office till the conclusion of the 43rd Annual General Meeting of the Company.

In order to implement the Resolution Plan and undergo the resolution process, the Company is of the point of view that Smt. Kusum Goenka (DIN: 05331335), who retires at the conclusion of 43rd Annual General Meeting, shall be appointed as Executive Director of the Company, and thus, the Board of Directors recommend her appointment as Executive Director of the Company for the period of 5 years.

The Board of Directors propose to carry this motion as Ordinary Resolution, and seek support of Shri. Sudhir Goenka (DIN: 01781894), member of the Company.

The Board of Directors mention that none of the directors of the Company, except Shri. Sudhir Goenka (DIN: 01781894) and Smt. Kusum Sudhir Goenka (DIN: 05331335), are interested in passing of this resolution, except in the capacity of the members of the Company.

ITEM NO. 6:

Pursuant to Resolution Plan approved by the National Company Law Tribunal, Mumbai Bench, vide order passed on 25th June, 2018, Shri. Sudhir Goenka (DIN: 01781894), who is also Resolution Applicant for Resolution Plan, has been empowered to appoint the managerial personnel of the Company, consequent upon vacation of the Board of Directors of the Company upon approval of resolution plan. In exercise of the powers vested to Shri. Sudhir Goenka (DIN: 01781894) under Resolution Plan, Shri. Bandhooram Balchandraram Prasad (DIN: 06495880) appointed Shri. Bandhooram Balchandraram Prasad (DIN: 06495880) as Additional Director of the Company in the meeting of Board of Directors convened on 17th August, 2018, who shall hold office till the conclusion of the 43rd Annual General Meeting of the Company.

In order to implement the Resolution Plan and undergo the resolution process, the Company is of the point of view that Shri. Bandhooram Balchandraram Prasad (DIN: 06495880) who retires at the conclusion of 43rd Annual General Meeting, shall be appointed as Executive Director of the Company, and thus, the Board of Directors recommend her appointment as Executive Director of the Company for the period of 5 years.

The Board of Directors propose to carry this motion as Ordinary Resolution, and seek support of Shri. Sudhir Goenka (DIN: 01781894), member of the Company.

The Board of Directors mention that none of the directors of the Company, except, Shri. Bandhooram Balchandram Prasad (DIN: 06495880), are interested in passing of this resolution, except in the capacity of the members of the Company.

ITEM NO. 4:

Pursuant to Resolution Plan approved by the National Company Law Tribunal, Mumbai Bench, vide order passed on 25th June, 2018, Shri. Sudhir Goenka (DIN: 01781894), who is also Resolution Applicant for Resolution Plan, has been empowered to appoint the managerial personnel of the Company, consequent upon vacation of the Board of Directors of the Company upon approval of resolution plan. The Board of Directors of the Company, as appointed by Shri. Sudhir Goenka (DIN: 01781894), appointed Shri. Sudhir Goenka (DIN: 01781894) as the Additional Director of the Company, to hold office till the conclusion of 43rd Annual General Meeting of the members of the Company.

The Board of Directors is of the view that, in order to implement the Resolution Plan and carry out resolution process, it is requisite to appoint Shri. Sudhir Goenka (DIN: 01781894) as Executive Director of the Company, since he has been vested with powers to implement and carry out the Resolution process as per the Resolution Plan. Thus, the Board of Directors of the Company, recommends the appointment of Shri. Sudhir Goenka (DIN: 0178894) as the Executive Director of the Company for the period of 5 years, to hold office till the conclusion of 48th Annual General Meeting of the members of the Company.

The Board of Directors propose to carry this motion as Ordinary Resolution, and seek support of Shri. Sudhir Goenka (DIN: 01781894), member of the Company.

The Board of Directors mention that none of the directors of the Company, except, Shri. Sudhir Goenka (DIN: 01781894) and Smt. Kusum Sudhir Goenka (DIN: 05331335), are interested in passing of this resolution, except in the capacity of the members of the Company.

**On Behalf of the Board of Directors
Ellora Paper Mills Limited**

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

**Place: Mumbai
Date: 14th September, 2018**

Annexure II

**CONSENT TO CONVENE FIRST ANNUAL GENERAL MEETING OF THE COMPANY AT
SHORTER NOTICE**

To
The Board of Directors
Ellora Paper Mills Limited
Nagpur

Dear Sir

I, [•] (Insert Name of the member), [•] (Insert Folio no.), residing at [•] (Insert address of member), holder of [•] (Insert number of equity shares held), Equity Shares of Rs. 10/- (Rupees Ten only) each amounting to [•] (Insert Percentage), hereby, give my consent to convene and conduct 43rd AGM of the Company on Wednesday, September 26th, 2018, at 11.00 a.m. at the Registered Office of the Company situated at 379, Ashoka Vault Building, Pt. Jawaharlal Nehru Marg, Sita Buldi, Nagpur - 440012, Maharashtra, India, at shorter notice.

Yours truly

Signature

[•] (Insert Name of the member)

[•] (Insert Folio No.)

Date:

Place:

Annexure III

43rd ANNUAL GENERAL MEETING

Date	26 TH September, 2018
Time	11.00 HR:MM
Venue	379, Ashoka Vault Building, Pt. Jawaharlal Nehru Marg, Sita Buldi, Nagpur - 440012, Maharashtra, India

ATTENDANCE SLIP

Name of the member	
Registered Office Address of the member	
Folio No.	
Number of Shares held	

I, being a member/proxy for the member of the Company, hereby, record my presence at the 43rd Annual General Meeting of the Company at 379, Ashoka Vault Building, Pt. Jawaharlal Nehru Marg, Sita Buldi, Nagpur - 440012, Maharashtra, India on Wednesday, September 26th, 2018 at 11.00 a.m.

Name of the Member/Proxy	Signature of Member/Proxy

1. Please hand over the attendance slip at the entrance of the venue of the meeting;
2. The attendance is valid only in case shares are held on the date of meeting;

Annexure IV

**Form MGT-11
PROXY FORM**

**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]**

Name of the member	
Registered Address	
Folio No.	
Email ID	

I/We, being the member(s) of _____ (insert number of shares) of the above named Company, hereby, appoint,

1	Name: _____ Email ID: _____ Address: _____ _____ Signature: _____ or failing him; _____
2	Name: _____ Email ID: _____ Address: _____ _____ Signature: _____ or failing him; _____

As my/our proxy to attend and vote (on a poll) for me/us and my/our behalf at the 43rd AGM of the Company to be held at 379, Ashoka Vault Building, Pt. Jawaharlal Nehru Marg, Sita Buldi, Nagpur - 440012, Maharashtra, India on Wednesday, September 26th, 2018 at 11.00 a.m.

Signature of member

Signature of Proxy

Annexure V

**FORM MGT-12
POLLING PAPER**

**[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies
(Management and Administration) Rules, 2014]**

Name of the Company	ELLORA PAPER MILLS LIMITED
CIN:	L36934MH1977PLC019972
Registered Office:	379, Ashoka Vault Building, Pt. Jawaharlal Nehru Marg, Sita Buldi, Nagpur - 440012, Maharashtra, India

BALLOT PAPER / POLL PAPER

Sr	Particulars	Details
1.	Name of First-named Shareholder	
2.	Postal Address:	
3.	Folio No.	

I, hereby, exercise my vote in respect of Ordinary Resolution enumerated below by recording my assent or dissent to the said resolution in following manner:

Sr	Resolution	Number of Shares held by me	I assent to the resolution	I dissent from the resolution
Ordinary Resolution				
1.	Adoption of Audited Financial Statements and Audit Report & Directors Report for financial year ended 31 st March, 2018			
2.	Re-appointment of Shri. Sudhir Goenka as Director of the Company, who is liable to retire by rotation, and being eligible, has offered himself for re-appointment.			
3.	Appointment of M/s. Kuralkar Shastri & Co, Chartered Accountants, as Statutory Auditors of the Company			
4.	Appointment of Shri. Sudhir Goenka as Executive Director			
5.	Appointment of Smt. Kusum Sudhir Goenka as Executive Director			
6.	Appointment of Shri. Bandhooram Balchandraram Prasad as Executive Director			

**Date: 14th September, 2018
Place: Mumbai**

Signature of Member/Proxy