

# **ELLORA PAPER MILLS LIMITED**



**44<sup>th</sup> ANNUAL REPORT**  
**2018-2019**

## BOARD OF DIRECTORS as 1<sup>st</sup> April 2018

Shri. Sudhir Chandra Prakash Goenka	: Managing Director
Shri. Bandhooram Balchandram Prasad	: Director
Smt. Kusum Sudhir Goenka	: Woman Director
Shri. Virendra Kumar Agarwal	: Director
Shri. Pramod Kumar Shah	: Director
Shri. Arun Kataruka	: Director
Shri. Sunil Goenka	: Director

## BOARD OF DIRECTORS as on date of this Report:

Shri. Sudhir Chandraprakash Goenka	: Managing Director & Chief Financial Officer
Shri. Bandhooram Balchandram Prasad	: Executive Director & Factory Occupier
Smt. Kusum Sudhir Goenka	: Non- Executive Woman Director
Shri. Pawan Kumar Tantia	: Non-Executive Independent Director
Shri. Prashant Ramkisan Kabra	: Non-Executive Independent Director
Ms. Tanvika Raichana	: Company Secretary & Compliance Officer

## SECRETARIAL AUDITOR:

M/s. H V GOR & CO., COMPANY SECRETARIES  
(ACS: 38377, CP: 14269)  
B-55, KASTURI PLAZA, MANPADA ROAD,  
DOMBIVLI-EAST, THANE-421 201,  
MAHARASHTRA, INDIA

## REGISTERED OFFICE:

379, ASHOKA VAULT BUILDING,  
PT. JAWAHARLAL NEHRU MARG,  
SITA BULDI, NAGPUR- 440 012, MH, IN

## FACTORY:

**VILLAGE:** DEWADA KHURD, POST: TUMSAR,  
**DISTRICT:** BHANDARA, STATE: MAHARASHTRA  
**PIN CODE:** 441 912

## REGISTER & SHARE TRANSFER AGENT:

BIGSHARE SERVICES PRIVATE LIMITED  
1<sup>ST</sup> FLOOR, BHARAT TIN WORKS BUILDING,  
OPP. VASANT OASIS, MAKWANA ROAD,  
MAROL, ANDHERI (EAST), MUMBAI-400 059  
MAHARASHTRA, INDIA

## NOTICE OF THE FORTY FOURTH ANNUAL GENERAL MEETING:

**Notice** is hereby given that the Forty Fourth Annual General Meeting of the Members of Ellora Paper Mills Limited (CIN: L36934MH1977PLC019972) will be held on **Thursday, September 26<sup>th</sup>, 2019** at 11.00 A.M. at 1<sup>st</sup> Floor, Multi Purpose Hall (MPH), Billabong High International School, Main Road No. 27, Wagle Industrial Estate, Thane West, Thane - 400604, 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 31<sup>st</sup> March 2019, 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 Smt. Kusum Goenka (DIN: 05331335) who is liable for retirement by rotation and, being eligible, has offered herself for re-appointment, as the Director of the Company."

3. To, consider, and, if thought 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, as the Statutory Auditors of the Company for the period from 1<sup>st</sup> April, 2019 till 31<sup>st</sup> March, 2020, to hold office till the conclusion of 45<sup>th</sup> Annual General Meeting of the members of the Company."

**AS SPECIAL BUSINESS:**

4. To, consider, and if thought fit, to pass following resolution, with or without modification, as **Special Resolution:**

**“RESOLVED THAT,** pursuant to section 12 of Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, the Registered Office of the Company shall be shifted from 379, Ashoka Vault, Pt. Jawaharlal Nehru Marg, Sita Buldi, Nagpur-440 012 to Dewada Khurd, Post: Tumsar, Bhandara, State: Maharashtra-4441 913”.

**On Behalf of the Board of Directors**

**Ellora Paper Mills Limited**

**Place: Mumbai**

**Date: 16<sup>th</sup> September 2019**

**Sd/-**

**Shri. Sudhir Goenka**

**Director**

**DIN: 01781894**

**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 26<sup>th</sup> September 2019.
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, 1<sup>st</sup> 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), 25<sup>th</sup> Floor, Sir. P. J. Towers, Dalal Street, Mumbai-400 001. The listing fee up to 31<sup>st</sup> March 2019 of both the exchanges has been paid by the Company. The ISIN Number of the Company is: INE384H01023

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](mailto: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](mailto: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 44<sup>th</sup> Annual General Meeting of the members of the Company.

**ANNEXURE TO THE NOTICE**  
**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No-4**

The Registered Office of the Company is situated at 379, Ashoka Vault, Pt. Jawaharlal Nehru Marg, Sita Buldi, Nagpur-440 012. In order to increase the efficiency of the operations of the Company, the Company proposes to shift its Registered Office to its Factory Premises situated at Dewada Khurd, Post: Tumsar, Bhandara, State: Maharashtra-4441 913.

The Board of Directors of the company are recommended the shift of Registered office of the Company from 379, Ashoka Vault, Pt. Jawaharlal Nehru Marg, Sita Buldi, Nagpur-440 012 to Factory Premises situated at Dewada Khurd, Post: Tumsar, Bhandara, State: Maharashtra-4441 913.

The Board of Directors proposed to carry this resolution as Special Resolution and seek support of the Members of the Company.

None of the Directors or key Managerial Persons and/or their relatives are interested or has any concern in this resolution

**44<sup>th</sup> ANNUAL GENERAL MEETING**

Date	<b>26<sup>TH</sup> September 2019</b>
Time	<b>11.00 HR:MM</b>
Venue	1 <sup>st</sup> Floor, Multi Purpose Hall (MPH), Billabong International High School, Main Road No. 27, Wagle Industrial Estate, Thane West, Thane - 400604, Maharashtra, India

**ATTENDANCE SLIP**

<b>Name of the member</b>	
<b>Registered Office Address of the member</b>	
<b>Folio No.</b>	
<b>Number of Shares held</b>	

I, being a member/proxy for the member of the Company, hereby, record my presence at the 44<sup>th</sup> Annual General Meeting of the Company at 1<sup>st</sup> Floor, Multi Purpose Hall (MPH), Billabong International High School, Main Road No. 27, Wagle Industrial Estate, Thane West, Thane - 400604, Maharashtra, India on September 26<sup>th</sup>, 2019 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;**



## 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 44<sup>th</sup> Annual General Meeting of the Company at 1<sup>st</sup> Floor, Multi Purpose Hall (MPH), Billabong International High School, Main Road No. 27, Wagle Industrial Estate, Thane West, Thane - 400604, Maharashtra, India on September 26<sup>th</sup>, 2019 at 11.00 a.m.

\_\_\_\_\_  
Signature of member

\_\_\_\_\_  
Signature of Proxy

## 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:	1 <sup>st</sup> Floor, Multi Purpose Hall (MPH), Billabong International High School, Main Road No. 27, Wagle Industrial Estate, Thane West, Thane - 400604, 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
<b>Ordinary Resolution</b>				
1.	Adoption of Audited Financial Statements and Audit Report & Directors Report for financial year ended 31 <sup>st</sup> March, 2019			
2.	Re-appointment of Smt. Kusum Goenka as Director of the Company, who is liable to retire by rotation, and being eligible, has offered himself for re-appointment.			