

31ST ANNUAL REPORT



BOARD OF DIRECTORS

Ramesh Chaudhary	Non-Executive Chairman
Sandeep Kanoria	Managing Director
Amit Chaudhary	Director
Sanjeev Jalan	Independent Director
Sharwan Kanodia	Independent Director
Anjani Agrawal	Independent Director
Sadhana Kanoria	Women Director

REGISTERED OFFICE

D-8, Sanskruti Prangan,
S. No. 131, Baner – Balewadi Road,
Baner Pune 411 046

WORKS

241, Village Bebedohal,
Tal. Maval, Dist. Pune 411 507

BANKERS

Bank of Baroda

AUDITORS

M/S Ritesh Bajoria & Co.
B-38/1A, Ist` Floor, Mahmoorganj,
Varansai – 221010

REGISTRAR & SHARE TRANSFER AGENT

M/s. Sharex Dynamic (India) Limited.
Unit-1, Luthra Industrial Premises, I Floor, 44-E,
M Vasanti Marg, Andheri-Kurla Road, Safed Pool,
Andheri (E), Mumbai – 400072

GANGA PAPERS INDIA LIMITED
(Formerly known as Kasat Paper & Pulp Limited)
CIN: L21012MH1985PTC035575
Regd.Office D-8 Sanskruti Prangan, S.No. 131, Baner Balewadi Road
Baner, Pune – 411 045

NOTICE

Notice is hereby given that the 31st Annual General Meeting of the Members of the Company will be held on Wednesday the 30th day of September 2015 at 10.30 A.M. at the Registered Office of the Company at D-8, Sanskruti Prangan, S.No. 131, Baner – Balewadi Road, Baner Pune - 411 046 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statement for the period ended 31st March 2015 together with report of the Director's and the Auditor's thereon.
2. To appoint a Director in place of Mr. Amit Chaudhary (DIN – 00080093), who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and, if thought fit, to pass the following resolution, with or without modification(s), 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 made thereunder as amended from time to time, and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. Achal Srivastav & Co. (Registration No.-013385C), Chartered Accountants be and is hereby appointed as Statutory Auditor from the conclusion of ensuing 31st Annual General Meeting till the conclusion of 36th Annual General Meeting to be held for Financial Year ended on 31st March 2020 (subject to ratification by members at every Annual General Meeting held thereon) on such remuneration as may be decided by the Board of Directors of the Company in place of M/s Ritesh Bajoria & Co., Chartered Accountants, (Membership No. 407339), who have shown their unwillingness to continue office as Statutory Auditor at the 31st Annual General Meeting.”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to section 12 or any other applicable provisions if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation by the Board of the Directors of the Company, the consent of members be and is hereby accorded for shifting of the registered office of the Company outside the local limits from D-8, Sanskruti Prangan, S. No. 131, Baner – Balewadi Road, Baner, Pune - 411 046 to 241, Village Bebedohal, Tal. Maval, Dist. Pune 411 507 with immediate effect for smooth functioning of the business operations of the Company.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to furnish necessary paper and documents with the Registrar of Companies, Pune and to do all such act, deeds and things as necessary and incidental expedient to passing of this resolution”.

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

“RESOLVED THAT Ms. Sadhana Kanoria (DIN: 00084309) who was appointed as an Additional Director of the Company by the Board on 05th January, 2015 and who holds office under Section 161 of the Companies Act, 2013, till the date of ensuing Annual General Meeting, be and is hereby appointed as a Director of the Company not liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to do all such acts and to sign, authenticate and execute all such forms and documents as may be necessary for the effective enforcement of this resolution.”

For and on behalf of the Board of Directors

Ganga Papers India Limited

Sd/-

Ramesh Chaudhary

Non-Executive Chairman

DIN 00007319

Place : Pune

Date : 14th August, 2015

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a Poll instead of himself and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case, a Proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such Proxy shall not act as a Proxy for any other person or member.

The Instrument appointing proxy should, however, be deposited at the Registered Office of the Company duly completed and signed not less than forty-eight (48) hours before the commencement of the meeting.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business under Item Nos. 4 and 5 of the Notice to be transacted at the Annual General Meeting is annexed hereto.
3. Corporate members are requested to send board resolution duly certified, authorising their representative to attend and vote on their behalf at the Annual General Meeting.
4. Members holding shares in dematerialised form are requested to intimate any change in their address, bank details, ECS details etc. to their respective Depository Participants and those holding shares in physical form are to intimate the said changes to the Registrar and Transfer Agent of the Company, at their address given below.
5. The Share Transfer Books and the Register of Members of the Company will remain closed on Wednesday, 30th September, 2015 as an Annual Closure for Annual General Meeting.
6. Equity Shares of the Company are under compulsory demat trading by all investors. Those shareholders, who have not dematerialised their shareholding, are advised to dematerialise the same to avoid any inconvenience in future.
7. Brief Profile of Directors proposed to be appointed / re-appointed, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, are provided in the Report on Corporate Governance forming part of the Annual Report.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in dematerialised form are therefore requested to submit their PAN to the Depository Participants

with whom they are maintaining the demat account. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent of the Company, at their address given below.

9. The Ministry of Corporate Affairs (MCA), Government of India, had taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and had issued circulars stating that service of notice / documents including Annual Report can be done by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of dematerialised holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill-up the e-mail Updation Form available at Company's web-site www.gangapapers.in and submit the same to the Registrar and Transfer Agent of the Company, at their address given below. The Notice of the Annual General Meeting along with the Annual Report 2014-15 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company.

10. Voting through electronic means for Annual General Meeting

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and modifications and amendments thereof and Clause 35B of the Listing Agreement the Company is pleased to provide members facility to exercise their right to vote at the 31st Annual General Meeting (AGM) by electronics means and the business may be transacted through e-voting services provided through Central Depository Services Limited (CDSL):

The instructions for e-voting are as under:-

- (i) The voting period begins on 27th September, 2015 (9.00 a.m.) and ends on 29th September, 2015 (5.00 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 24th September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.

- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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 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. Eg. If your name is Ramesh Kumar with sequence 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 (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for GANGA PAPERS INDIA LIMITED.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **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.

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

(xx) Mr. Sridhar Mudaliar, Partner of SVD & Associates, Company Secretaries, (Membership No. FCS: 6156) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the physical ballots received from members who don't have access to the e-voting process) in a fair and transparent manner.

(xxi) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

11. For members who wish to vote using Ballot Paper Pursuant to Clause 35B of the Listing Agreement, Members who do not have access to remote e-voting facility may fill in the Ballot Paper enclosed with the Notice (a copy of the same is also part of the soft copy of the Notice) and submit the same in a sealed envelope to the Scrutinizer appointed by the Board of Directors of the Company, Mr. Sridhar Mudaliar, Partner of SVD & Associates, Company Secretaries, at C/o Ganga Papers India Limited, Registered Office at D-8 ,Sanskriti Prangan Baner-Balewadi Road, Baner, Pune - 411046 so as to reach not later than 29th September, 2015 by 5:00 p.m. Ballot Paper received after this date will be treated as invalid.

12. A member shall opt for only one mode of voting i.e either through remote e-voting or by Ballot Paper. If the member casts vote through both the modes, the votes in the electronic system would be considered and the Ballot Paper would be ignored

13. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gangapapers.in and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

ANNEXURE TO THE NOTICE MENTIONED OVERLEAF

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4

Pursuant to section 12 or any other applicable provisions if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), prior members approval is required to be taken for shifting of registered office outside the local limits. The Board of Directors feels that in order to have smooth functioning of the business operations of the Company it would be pertinent to shift the registered office of the Company from D-8, Sanskruti Prangan, S. No. 131, Baner – Balewadi Road, Baner Pune 411 046 to 241, Village Bebedohal, Tal. Maval, Dist. Pune 411 507.

Your Directors recommend the passing of the resolution no 5 as Special Resolution.

None of Key Managerial Personnel or their relatives except board of Directors unless and only at behest of the Company, are concerned or interested in the resolutions.

Item No: 5

Ms. Sadhana Kanoria was appointed as an additional director of the Company by the board on 05th January, 2015 and she holds office till the date of ensuing Annual General Meeting. Considering her qualification and experience your directors consider it prudent to appoint her as Director of the Company, which in turn will help the Company reach greater heights.

In order to facilitate the same, approval of members is sought by way of ordinary resolution. None of the Directors or Key Managerial Personnel or their relatives are concerned or interested in the above resolution except Ms. Sadhana Kanoria.

The proposed appointment is in the interest of the Company and your Directors recommend the same for your approval.

For Ganga Papers India Limited

Sd/-

Ramesh Chaudhary

Non-Executive Chairman

DIN 00007319

Place : Pune

Date : 14th August, 2015

GANGA PAPERS INDIA LIMITED**CIN- L21012MH1985PTC035575**

Registered Office: D-8, Sanskruti Prangan, S. NO. 131, Baner-Balewadi Road, Baner, Pune-411045 Phone No.

: +91 20 66206581, Fax No. : +91 20 66206582, Website: www.gangapapers.in,E-mail : gangapapers@gmail.com**Form No. 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(s):
Registered Address:
E-mail ID:
Folio No/Client ID:
DP ID:

I/We, being the member (s) of _____ equity/preference shares of the above named company, hereby appoint

1. Name:_____ Address:_____

E-mail Id:_____ Signature_____, or failing him

2. Name:_____ Address:_____

E-mail Id:_____ Signature_____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the Company, to be held on the 30th Day of September, 2015 at D-8, Sanskruti Prangan, S NO. 131, Baner-Balewadi Road, Baner, Pune-411045 at 10:30 AM and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Vote (Please mention no. of shares)		
Ordinary Business		For	Against	Abstain
1.	Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 and the reports of the Board of Directors and Auditors thereon.			
2.	Appointment of a Director in place of Mr. Amit Chaudhary (DIN – 00080093), who retires by rotation and being eligible offers himself for re-appointment			
3.	Appointment of M/s. Achal Srivastav & Co. (Registration No.-013385C), Chartered Accountants in place of M/s Ritesh Bajoria & Co., Chartered Accountants, (Membership No. 407339)			
Resolution	Resolution	Vote		