


21st ANNUAL REPORT 2008-09

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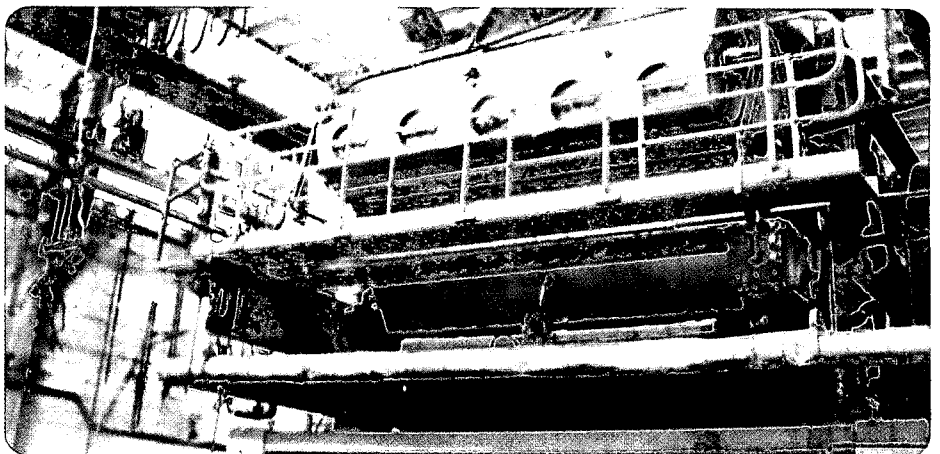
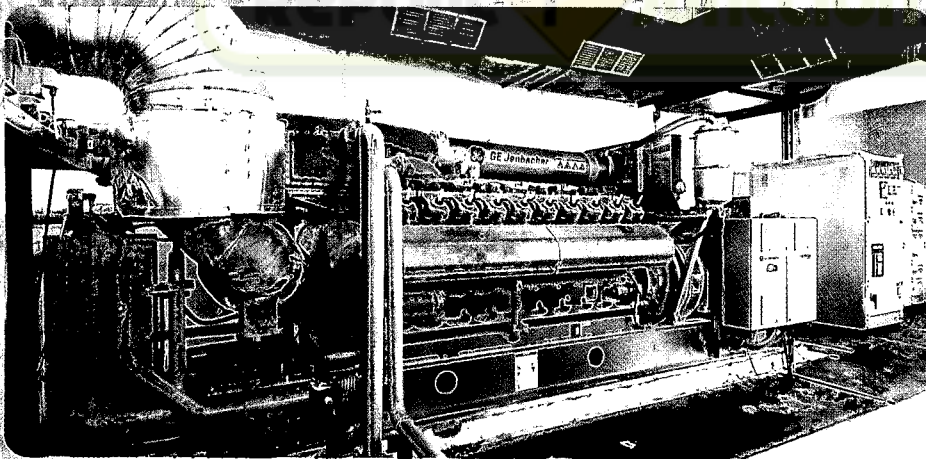
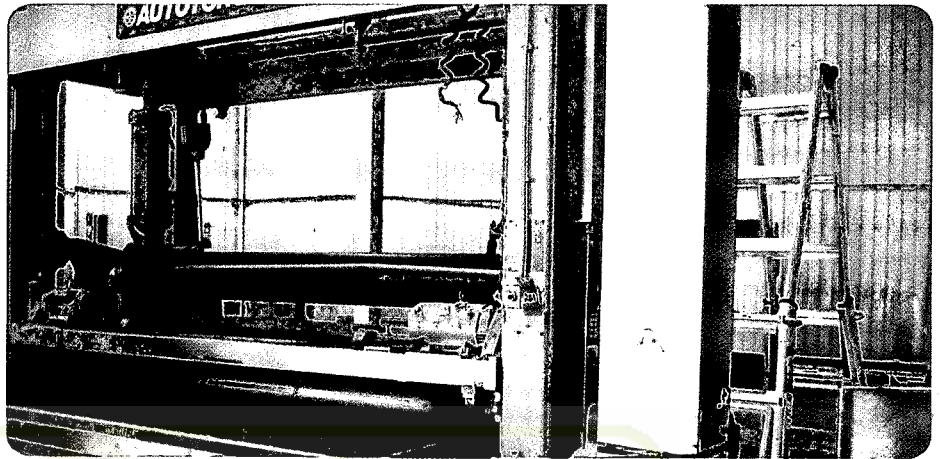
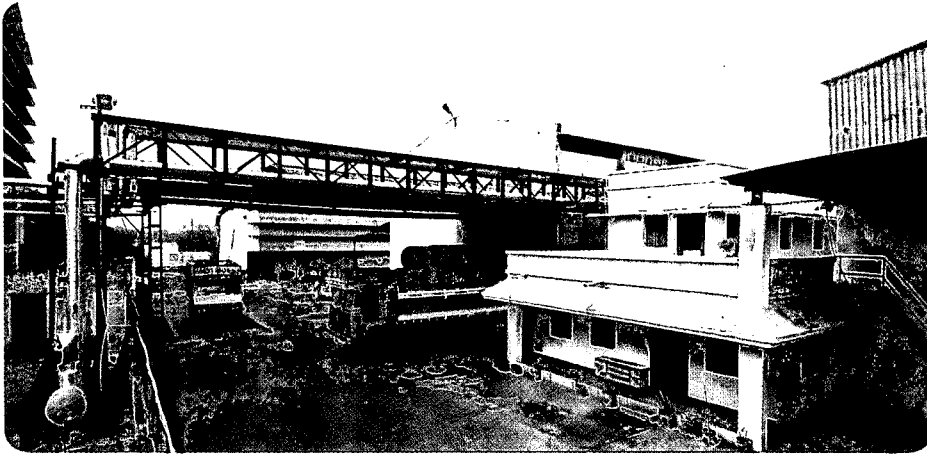
FOR KALPTARU PAPERS LTD.


Authorised Signatory / Director



creating wealth from waste

well being of one & all - the ultimate goal



21ST ANNUAL REPORT 2008-2009

Corporate Information

BOARD OF DIRECTORS

Shri. Jaikishan Gupta	Chairman
Shri. Naveen Gupta	Managing Director
Smt. Usha Gupta	Director
Shri. Mitesh S. Shah	Director
Shri. Pareshbabu Pandya	Director

AUDIT COMMITTEE

Shri. Jaikishan Gupta
Shri. Mitesh Shah
Shri. Pareshbabu Pandya

AUDITORS

V D Aggarwal & Co.
Chartered Accountants
B. M-1 Abhipra Complex,
Dilkhush Industrial Area, G T Karnal Road, Azadpur,
Delhi - 110033

BANKER

Indian Overseas Bank,
Stadium Road Branch, Ahmedabad - 380009

COMPANY LAW CONSULTANTS

Ashoka P. Pathak & Co.
Company Secretaries
U/4, Trupti Complex, Opp : Shreeji Petrol Pump,
Nr. Jivrajpark Bus Stand, Jivraj Park,
Ahmedabad - 380051 Tel / Fax No : 079 26631534
e-mail : ashokppathak@yahoo.com

REGISTRARS AND SHARES TRANSFER AGENTS

Pinnacle Share Registry Pvt. Ltd,
Nr. Ashok Mills, Naroda Road, Ahmedabad-380025
Phone No. 079-22204026, 22200591
Fax No. 079-22202963.

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e-mail : investor.service@psrpl.com

REGISTERED OFFICE

701, Avdhesh House,
Opp : Gurudwara, Nr. Thaltej Cross Road,
Ahmedabad - 380054
Tel No : 079 26858510/511
Fax No : 079 26857590
e-mail : contact@kalptaru.co.in

HEAD OFFICE

C 8/10,
Model Town,
Delhi - 110009

WORKS

Khatraj Chokdi,
Village Karoli,
Kalol,
Dist. Gandhinagar,
Gujarat



NOTICE

NOTICE is hereby given that the 21st Annual General Meeting of the Members of M/s. Kalptaru Papers Limited will be held on Tuesday, 29th day of September, 2009 at 10:00 a.m. at the Registered Office of the Company 701, Avdhesh House, Opp : Gurudwara, Nr. Thaltej Cross Road, Ahmedabad – 380054 to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Accounts for the Financial Year ended on 31st March 2009, and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in Place of Shri. Mitesh S. Shah, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a director in Place of Shri. Jaikishan B. Gupta, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Auditors to hold office from the conclusion of this Annual General Meeting of the Company until the conclusion of next Annual General Meeting and fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution.

“RESOLVED THAT M/s. V D Aggarwal & Co., Chartered Accountants be and are hereby appointed Auditors of the Company from the conclusion of this Annual General Meeting of the Company until the conclusion the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors, exclusive of traveling and other out of pocket expenses.”

Regd. Office :

701, Avdhesh House,
Opp : Gurudwara,
Nr. Thaltej Cross Road,
Ahmedabad – 380054
Gujarat

By Order of the Board
For, Kalptaru Papers Limited

Jaikishan B. Gupta
Chairman

Date : 24th day of June, 2009

NOTES :-

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, VOTE INSTEAD OF HIMSELF, SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting.

2. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the company on all working days, except Sundays, between 11:00 a.m. and 1:00 p.m. up to the date of the meeting.
3. The Company has already notified closure of Registrar of Members and Share Transfer Books from From Wednesday, 23rd day of September, 2009 To Tuesday, 29th day of September, 2009 (both days inclusive).
4. The Equity Shares of the Company are available for Dematerialization, as the Company has entered into an agreement with National Securities Depository Limited (NSDL) and The Central Depository Services Limited (CDSL). Those Shareholders who wish to hold the Company's Share in electronic form may approach their Depository participants.
5. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent M/s. Pinnacle Shares Registry Pvt. Ltd., Near Ashoka Mills, Naroda Road, Ahmedabad-380 025. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or Company's Registrar and Share Transfer Agent.
6. Members / Proxies should feel in the Attendance Slip for attending the meeting and they are requested to bring their Attendance Slip along with their copy of Annual Report to the meeting. Members who hold shares in dematerialized form are requested to write their Clint ID and DP ID and those who hold shares in physical form are requested to write their Folio No in Attendance Slip for attending the meeting.
7. Members are requested to intimate to the company, queries, if any, on the accounts at least ten days before the meeting to enable the Management to keep the required information available at the meeting.

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Ahmedabad – 380054
Gujarat

By Order of the Board
For, Kalptaru Papers Limited

Date : 24th day of June, 2009

Jaikishan B. Gupta
Chairman



ANNEXURE TO THE NOTICE

Notes on Directors seeking appointment / re-appointment at the annual general meeting as required under the revised Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

Profile of Directors being Appointed / Re-appointed :

Item No 2

Name	Shri. Mitesh S. Shah
Qualification	
Experience	Expertise in specific functions of Marketing and Productions.
Other directorship	NIL
Chairman / Member of the Committees of the Board of the other companies on which he is a director	NIL
No. of shares held in the company	1000 Equity Shares of Rs.10/- each
Disclosure of the relationships	Shri. Mitesh S. Shah is not, in any way, concerned / interested / related with any of the other directors of the company.

Item No 3

Name	Shri. Jaikishan B. Gupta
Qualification	
Experience	Expertise in specific functions of Marketing and Finance.
Other directorship	Kalptaru Alloys Private Limited Kalptaru Softech Private Limited Kalptaru Infosoft Private Limited Kalptaru Fincap Limited Kalptaru Insurance Brokers Limited
Chairman / Member of the Committees of the Board of the other companies on which he is director	He is the Chairman of Kalptaru Alloys Private Limited, Kalptaru Softech Private Limited, Kalptaru Infosoft Private Limited, Kalptaru Fincap Limited and Managing Director of Kalptaru Insurance Brokers Limited.
No. of shares held in the company	420670 Equity Shares of Rs.10/- each
Disclosure of the relationships	Shri. Jaikishan Gupta, Chairman of the Company and he is Husband of Smt. Usha J. Gupta, Director of the Company and Father of Shri. Naveen Gupta, Managing Director of the Company.



DIRECTORS' REPORT

To,
The Members,
Kalptaru Papers Limited,
Ahmedabad.

Your directors are presenting herewith their 21st Annual Report together with the Audited Statements of Accounts for the period ended on 31st March, 2009.

FINANCIAL RESULTS :

Particulars	(Rs. in Lac)	
	Current year Ended on 31/03/2009	Previous year Ended on 31/03/2008
Turnover	5224.25	3757.54
Other Income	68.97	40.39
Profit / Loss before Taxation	-376.86	308.43
Deferred Tax Credit	153.11	-98.84
Adjustments relating to previous year	-18.21	0.55
Less : Provision for Taxation	00.00	34.95
Fringe Benefit Tax	3.41	2.32
Net Profit / Net Loss during the year	-245.37	172.87
Balance Brought Forward	715.35	581.69
Amount available for appropriation	469.97	754.56
Appropriations :		
Proposed dividend	00.00	39.21
Balance carried to Balance Sheet	469.97	715.35

DIVIDEND :

As the Company incurred Loss during the year, your directors do not recommend any dividend during the current year under review.

REVIEW OF FINANCIAL PERFORMANCE AND OPERATIONS :

During the year under report, the company has a gross turnover of Rs.5224.25 Lac as compared to Rs. 3757.54 Lac during the previous year and the operations for the year under review has resulted into net loss of Rs.245.37 Lac.

Loss of Rs.376.87 Lac for the year under consideration has occurred on account of merging of the revenue loss of Rs.646.96 Lac of Satpuda Unit against the revenue profit of Rs.270.09 Lac at Khatraj Unit, a continues profit making Unit of the Company.

During the year under review company refurbished the plant of Shree Satpuda Parisar Sahakari Sakhas Karkhana Limited, as per agreement entered between the company and Shree Satpuda Tapi Parisar Sahakari Sakhas Karkhana Limited. The refurbishment of the plant was completed on 30th September, 2008 and the production was started on 01st October, 2008 but due to non availability of baggasse, which is a base raw material for the production through this plant, the company deferred the production activity temporarily. However, out of total expenses incurred on refurbishment of the plant amounting to Rs.882.83 Lac, Rs.870.56 Lac is recoverable in subsequent year on restart of the

production as per term and conditions of the Agreement. As per agreement exclusive production right is with the company for 10 years.

As non availability of baggasse, the basic raw material for the paper mill in company's new unit situated at Satpuda Industries Complex, the company is going to re-start manufacturing activities in Satpuda Unit on waste paper by adding advanced equipments by the end of the current year.

The Tissue Paper Unit of the Company will commence its production during the last quarter of the current financial year 2009-2010, and the Tissue Paper Unit will produced value added items like tissue paper, OTC paper and electrical grade paper. On commencement of this unit production and sales of the company will be increased manifold.

Despite of all odds, your company could achieve sustained growth in business during the current year due to continued pursuit of its strategy to work with innovative ideas and developing of new areas of its activities and thereby reducing cost of products through process innovation.



A detailed analysis of the financial results is given in the Management Discussion and Analysis Report, which forms part of this Report.

FINANCE :

The Company is at present enjoying financial assistance in the form of working capital facilities and term loan from Indian Overseas Bank, Stadium Road Branch, Ahmedabad, Axis Bank, Ahmedabad & Indiabulls Home. During the year under review, the company regularly paid the principal and interest to the Bank.

PUBLIC DEPOSITS :

The Company has not accepted any deposits as defined under section 58A of the Companies Act, 1956 read with Companies (Acceptance of Deposits) Rules, 1975, as amended during the year under review.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS / OUTGO :

The information relating to conservation of Energy, Technology, Absorption and Foreign Exchange Earning / Outgo as required under section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 is given by way of annexure attached hereto which forms part of this report.

PARTICULARS OF EMPLOYEES :

Provision of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 are not applicable to the Company, since none of the employees of the Company was in receipt of total remuneration exceeding of Rs.24,00,000/- p.a. or Rs.2,00,000/- p.m. for part of the year during the financial year under review.

BOARD OF DIRECTORS :

In accordance with provisions of Section 256 of the Companies Act, 1956, Shri. Mitesh S. Shah, and Shri. Jaikishan B. Gupta retire by rotation at the forthcoming Annual General Meeting and being eligible offers themselves for re-appointment.

COMPOSITION OF AUDIT COMMITTEE :

The Board of directors of the company has constituted an Audit Committee comprising two independent Non-Executive Directors viz. Shri. Paresh Pandya, Chairman (having financial and accounting knowledge), Shri. Mitesh Shah and one Non-Executive Director Shri Jaikishan Gupta. The constitution of Audit Committee meets with the requirements under Section 292A of the Companies Act, 1956 and Clause 49 of the Listing agreement of the Stock Exchanges as well.

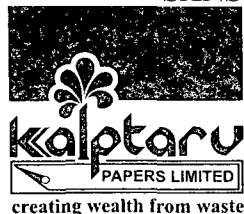
ACCOUNTING STANDARDS AND FINANCIAL REPORTING :

The Company incorporates the accounting standards as and when issued by the institute of Chartered Accountants of India. The Company complied with the Stock Exchange and legal requirement concerning the Financial Statements at the time of preparing them for the Annual Report.

CORPORATE GOVERNANCE :

Your Company follows the principles of effective Corporate Governance. The Company has complied with the mandatory provisions of Corporate Governance as prescribed in the revised Clause 49 of the Listing Agreement executed with the Stock Exchange(s).

A separate section on Corporate Governance is included in the Annual Report and Certificate from Company's Auditors confirming the compliance with the code of Corporate Governance as enumerated in



Clause-49 of the listing agreement with the Stock Exchange is annexed hereto.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT :

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement executed with the Stock Exchanges, is presented in a separate section forming part of the Annual Report.

DEMATERIALISATION OF EQUITY SHARES :

As per direction of the SEBI and the Bombay Stock Exchange Limited, the shares of the Company are under compulsory demat form. The Company has established connectivity with both the Depositories i.e. National Securities Depository Limited [NSDL] and Central Depository Services India Limited [CDSL] and the demat activation number allotted to the Company is ISIN : INE783C01019. Presently shares are held in electronic and physical mode (94.18% of shares in demat, 5.82% in physical mode.)

LISTING :

The Equity Shares of the Company are listed in the Stock Exchange, Mumbai (BSE) which has the connectivity in most of the cities across the country

AUDITORS :

M/s. V. D. Aggarawal & Co., Chartered Accountants, Delhi, retire at the conclusion of this ensuing Annual General Meeting. The Company has received a certificate under Section 224 (1) (B) of the Companies Act, 1956 to the effect that their re-appointment, if made will be in accordance to the limit specified in the said Section. You are requested to consider their re appointment as Auditors of the Company for the Current Year.

AUDITORS REPORT :

The comments in the Auditors Report with Notes on Accounts referred to the Auditor's Report are self explanatory and, therefore do not call for any further explanation.

INDUSTRIAL RELATIONS :

The directors are happy to note that the industrial relations continued to remain cordial during the year. The directors express their appreciation towards the workers, staffs and executive staffs for their coordination and hope for a continued harmonious relations.

DIRECTORS' RESPONSIBILITY STATEMENT :

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956 with respect to Director's Responsibilities Statement, it is hereby confirmed :

- (i) that in the preparation of the Annual Accounts for the Financial Year ended 31st March, 2009, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) that the Director had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the Financial Year and of the Profit or Loss of the Company for the Company for the year under review;
- (iii) that the Directors had taken proper and sufficient care for the maintenance of Adequate accounting records in according with the provisions of the Companies Act 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- (iv) that the Directors had prepared the accounts for the Financial Year ended 31st March, 2009, on a going concern basis.

INSURANCE :

The company has made the necessary arrangement for adequately insuring its insurable interests.

ACKNOWLEDGEMENT :

Your directors would like to express their grateful appreciation for the assistance and co-operation received from the Government, Banks, Customers, Suppliers and Business associates during the year under review. The Directors also express their gratitude to the shareholders for the confidence reposed towards the Company. Your Directors wish to place on record their deep sense of appreciation to all the employees for their commendable team work and enthusiastic contribution during the year.

Regd. Office :

701, Avdhesh House,
Opp : Gurudwara,
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Gujarat
Date : 24th day of June, 2009

By Order of the Board
For, Kalptaru Papers Limited

Jaikishan B. Gupta
Chairman

“ I grow
weary to be hold

The selfish and the
strong still terrorise

Without reapproach
or check ”

“ Lives of all
greatmen remind us

We can make our
lives subline

And departing
leave behind us

Footprints on the
sands of time ”

ANNEXURE FORMING PART OF DIRECTOR'S REPORT

Disclosure of particulars with respect to conservation of energy as required under Section 217(1)(e) read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of Report of Board of Directors for the year ended on 31st March, 2009.

I ENERGY CONSERVATION MEASURES :

Energy Conservation is the most essential part in today's working. It is the duty of every individual at all levels to save energy as far as possible. Saving energy is not one time job but constant effort are required for the same. The management has formed Committee to look into the matter and suggest latest measures to save steam and power.

Variable Drives have been installed to save energy. Energy efficient Motors / Pumps have been installed to achieve energy savings.

II TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION :

Use of the latest technology is the dire need of the industry if it has to survive and keep pace with others in the changed environment.

Keeping in view the above, a new boiler has been installed with latest automation instruments to save power and fuel.

III FOREIGN EXCHANGE EARNINGS AND OUTGO:

Foreign exchange earned	:	NIL
Foreign exchange outgo (Traveling)	:	Rs.3.42 Lac



THE WAY TO HAPPINESS

- Keep your head free from hate,
your mind from worry
 - Live simply, expect little, give much.
 - Fill your life with love.
 - Forget self, think of other
- Try this for a week and you
will be surprised.

