



25th Annual Report 2012-2013



Factory Machines

BOARD OF DIRECTORS

SHRI JAIKISHAN B. GUPTA	- Chairman
SHRI NAVEEN J. GUPTA	- Managing Director
SHRI PARESH PANDYA	- Director
SHRI RAMESH CHAND	- Director
SHRI SHIVRATAN SHARMA	- Director

AUDIT COMMITTEE

SHRI RAMESH CHAND
SHRI PARESH PANDYA
SHRI SHIVRATAN SHARMA

SHAREHOLDERS' AND INVESTORS' GRIEVANCE COMMITTEE

SHRI JAIKISHAN GUPTA
SHRI NAVEEN GUPTA

COMPANY SECRETARY

MS. SHRIMA DAVE

STATUTORY AUDITOR

V. D. AGGARWAL & CO.
Chartered Accountants, Delhi

BANKER

INDIAN OVERSEAS BANK
Stadium Road Branch, Ahmedabad

REGISTRARS & SHARES TRANSFER AGENTS

LINK INTIME INDIA PVT. LTD.
HEAD OFFICE :
13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West),
Mumbai-400078. Tel.: 91-22-2596 3838. Fax: 91-22-2594 6969
E-mail : mumbai@linkintime.co.in

BRANCH OFFICE :
Unit No. 303, 3rd Floor, Shoppers Plaza V, Opp. Municipal Market,
Behind Shoppers Plaza II, Off C G Road, Ahmedabad-380009.
Tel.: 079-26465179. E-mail: ahmedabad@linkintime.co.in

REGISTERED OFFICE

701, Avdhesh House, Opp. Gurudwara, Near Thaltej Chokdi, Ahmedabad-380054
Tel.: 079 26858510/511, 40230230. Fax : 079 30171202.
E-mail : contact@kalptaru.co.in Website : www.kalptaru.co.in

HEAD OFFICE

C 8/10, Model Town, Delhi-110009

WORKS

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

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Important Communication to Shareholders

"Green Initiative in the Corporate Governance"

Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued a circular No.17/2011 on April 21, 2011 stating that the service of document to shareholders by a Company can be made through electronic mode.

Keeping in view the underlying theme and to support this green initiative of Government in the right spirit, members who holds shares in electronic mode and who have not registered their email addresses, so far, are requested to register their email address and changes therein from time to time, with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill the below mentioned prescribed form, giving their consent to receive the Notices calling general meetings, audited financial statements, auditors' report, directors' report, explanatory statement or any other communication in electronic mode, and register the said form with Link Intime India Pvt. Ltd. The said form is also available on the Company's website www.kalptaru.co.in

Please note that you will be entitled to be furnished, free of cost, with a physical copy of the notice, balance sheet and all other documents required by law to be attached thereto including the profit & loss account and auditors' report etc., upon receipt of a requisition from you, any time, as a member of the Company.

We are sure you would appreciate the "Green Initiative" taken by MCA and your Company's desire to participate in such initiatives.

Email Address Registration Form

(For members who holds shares in Physical Forms)

KALPTARU PAPERS LIMITED

Registered Office : 701, Avdhesh House, Opp: Gurudwara, Nr. Thaltej Cross Road, Ahmedabad - 380054

Ledger Folio No. _____ No. of Share(s) held : _____

NAME OF THE SHAREHOLDER / JOINT HOLDER : _____

Email Address : i) _____ ii) _____

Contact No. (R) _____ M) _____

I hereby give my / our consent to receive the Notices calling general meetings, audited financial statements, auditors' report, directors' report, explanatory statement and all other documents required by law to be attached thereto or any other communication in electronic mode at my/our above mentioned email ID.

Signed this _____ day of _____, 2013.

Note :

- 1) Members are requested to send their duly completed form as above to the Registrar and Transfer Agent (RTA) namely Link Intime India Pvt. Ltd., Unit No. 303, 3rd Floor, Shoppers Plaza V, Opp. Municipal Market, Behind Shoppers Plaza II, Off C G Road, Ahmedabad-380009. Tel.: 079-26465179.
- 2) Members are also requested to inform about any change in their email ID immediately to RTA.
- 3) This form is also available on the Company's website www.kalptaru.co.in



NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of the Members of M/S. Kalptaru Papers Limited will be held on Wednesday, 25th day of September, 2013 at 10:00 a.m. at the Registered Office of the Company situated at 701, Avdhesh House, Opp. Gurudwara, Near Thaltej Chokdi, Ahmedabad - 380054 to transact the followings:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Accounts for the Financial Year ended on 31st March 2013 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri. Jai Kishan Gupta, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri. Paresh Pandya, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Statutory 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, Delhi, be and are hereby re-appointed as Statutory Auditors of the Company from the conclusion of this Annual General Meeting of the Company until the conclusion of 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."

SPECIAL BUSINESS :

5. **TO CONSIDER AND IF THOUGHT FIT TO PASS, WITH OR WITHOUT MODIFICATION THE FOLLOWING AS AN ORDINARY RESOLUTION**

"RESOLVED THAT in accordance with the provisions of Section 198, 269, 309, 310, 311 and 317 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof, approval be and is hereby accorded to the re-appointment of Shri Naveen Gupta as a Managing Director of the Company, for a further period of 5(five) years with effect from 1st March, 2013 on the terms and conditions including remuneration as are set out hereunder and in the Articles of Agreement for re - appointment of Managing Director."

FUNCTIONS: Shri Naveen Gupta shall have substantial power of management subject to direction, control and supervision of the Board of Directors of the Company.

REMUNERATION: The Company shall, in consideration of the performance of his duties, pay to Shri Naveen Gupta the following remuneration :

1	Salary	Maximum monthly remuneration of Rs.1,00,000/-
2	Conveyance	Free use of Company's car with driver for official purpose.
3	Traveling/Boarding/Lodging	Actual expenditure to be reimbursed - Boarding/Lodging by the Company for outstation journey for official work, in India or abroad.
4	Leave Travel	Entitled to travel with family by any Concession mode, i.e. air/ train/ road once in two years for visiting any place in India.
5	Medical Benefit	Actual Expenses incurred for Managing Director and his family
6	Other Perquisites	As may be determined by the Board of Directors from time to time and may be payable monthly or otherwise provided that the perquisites shall be evaluated as per Income Tax Act and Rules wherever applicable. The remuneration for a part of the year, if any, shall be computed on pro rata basis.

SITTING FEES: As long as Shri Naveen Gupta functions as the Managing Director, he shall not be paid any sitting fees for attending the meetings of the Board of Directors/ Committee thereof.

"FURTHER RESOLVED THAT where in a financial year during the currency of his tenure, the Company has no profits or its profits are inadequate the remuneration payable to him shall not exceed the ceiling prescribed in Section II of Part II of Schedule XIII of the Companies Act for the year, which will be payable to him as minimum remuneration for that year."

Regd. Office:

701, Avdhesh House,
Opp. Gurudwara,
Near Thaltej Chokdi,
Ahmedabad - 380054. Gujarat

Date: 29th May, 2013

**By Order of the Board
For, Kalptaru Papers Limited**

**Jaikishan B. Gupta
Chairman**

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.**

AND THE 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.

- An explanatory statement pursuant to section 173(2) of the Companies Act, 1956, in respect of special business in the Notice is annexed hereto. The relevant details has stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges(s), in respect of Directors seeking appointments / re-appointments as directors under Item Nos. 2, 3 and 5 above, are also annexed hereto.
- 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.
- The Register of Members and the Share Transfer Books of the Company will remain closed From Friday, 20th day of September, 2013 To Wednesday, 25th day of September, 2013 (both days inclusive).
- 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.
- 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. Link Intime India Pvt. Ltd., 13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078. 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. As per Circular No. MRD/ Dop/ Cir-05/2009 dated 20th May 2009 issued by Securities and Exchange Board of India (SEBI), it is mandatory to quote PAN for transfer of shares in physical form. Therefore, the transferee(s) are required to furnish a copy of their PAN to the Registrar and Share Transfer Agent of the Company.
- Members / Proxies should fill 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 Client 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.
- The Annual Report of the Company for the year 2012-13, circulated to the members of the Company, will also be uploaded on the Company's website www.kalptaru.co.in
- 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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Date: 29th May, 2013

**By Order of the Board
For, Kalptaru Papers Limited**

**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 Jai Kishan Gupta
Qualification	Graduate from Delhi University
Experience	He has experience of more than three and half decades in marketing and manufacturing papers and its allied products, products metals or non ferrous metals. He is associated with the Company since incorporation. Under his able guidance and direction, the Company has achieved phenomenon growth and prosperity.
Other Directorship	Kalptaru Alloys Pvt. Ltd. Kalptaru Fincap Limited Kalptaru Infosoft Pvt. Ltd. Kalptaru Insurance Brokers Limited
Chairman / Member of the Committees of the Board of the other companies on which he is a director	None
No. of shares held in the company	4,20,670 Equity Shares of ₹ 10/- each
Disclosure of the relationships	Shri Jai Kishan Gupta, Chairman of the Company is father of Shri Naveen Gupta- Managing Director of the Company.

Item No 3

Name	Shri Paresh Pandya
Qualification	Post Graduate in Philosophy, LLB
Experience	Over 30 years as Management Consultant
Other Directorship	None
Chairman / Member of the Committees of the Board of the other companies on which he is a director	None
No. of shares held in the company	1,000 Equity Shares of ₹ 10/- each.
Disclosure of the relationships	Shri Paresh Pandya is not, in any way, concerned / interested / related with any of the other directors of the company.

Item No 5

Name	Shri Naveen Gupta
Qualification	Graduate in Commerce
Experience	He has experience of more than two decades in marketing and manufacturing papers and its allied products, products metals or non ferrous metals. He is associated with the Company since incorporation. Under his able guidance and direction, the Company has achieved phenomenon growth and prosperity.
Other Directorship	Kalptaru Alloys Pvt. Ltd. Kalptaru Fincap Limited Kalptaru Infosoft Pvt. Ltd.
Chairman / Member of the Committees of the Board of the other companies on which he is a director	None
No. of shares held in the company	311820 Equity Shares of ₹ 10/- each.
Disclosure of the relationships	Shri Naveen Gupta, Managing Director of the Company is the son of Shri Jai Kishan Gupta, Chairman of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

The Explanatory statement pursuant to section 173 (2) of the Companies Act, 1956 set out all material facts relating to the Special Business mentioned in the accompanying Notice are as follows:

ITEM NO 5

As the existing tenure of Shri Naveen Gupta was expired on 28th February, 2013, Board of Directors of the Company in its meeting held on 13/02/2013 has re-appointed him as a Managing Director of the company for a further period of five years with effect from 01/03/2013, subject to the approval of Members.

On re-appointment, his office shall not be held to be liable to retire by rotation.

A brief profile of Shri Naveen Gupta is setout hereabove as required under Clause 49 of the Listing Agreement.

Broad particulars of the terms and conditions of re-appointment of and remuneration payable to Shri Naveen Gupta are set out hereabove and in the Articles of Agreement for re - appointment of Managing Director.

The resolution at Item No. 5 of the Notice seeks Members' approval for the re-appointment of Shri Naveen Gupta, as Managing Director, in terms of the applicable provisions of the Act. Your director recommends the resolution for approval of the members.

This shall be treated as circulation of abstract to the members as required under section 302 of the Companies Act, 1956.

Shri Jai Kishan Gupta, Chairman of the Company may be considered as concerned and interested as being the relative of Shri Naveen Gupta and Shri Naveen Gupta is interested in the resolution as it relates to his re-appointment. None of the other directors of the Company is, in any way, concerned or interested in the resolution.

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Near Thaltej Chokdi,
Ahmedabad - 380054. Gujarat

Date: 29th May, 2013

**By Order of the Board
For, Kalptaru Papers Limited**

**Jaikishan B. Gupta
Chairman**

DIRECTORS' REPORT

To,
The Members,
Kalptaru Papers Limited,
Ahmedabad.

Your directors are presenting herewith their 25th Annual Report together with the Audited Statements of Accounts for the period ended on 31st March, 2013.

PERFORMANCE HIGHLIGHTS:

(₹ in Lac)

Particulars	Current year Ended on 31/03/2013	Previous year Ended on 31/03/2012
Revenue from Operations	7588.19	9955.97
Other Income	8.43	43.11
Profit/Loss before exceptional & extraordinary items & tax	(146.10)	(30.98)
Exceptional Items	0.00	0.00
Extraordinary Items	0.00	0.00
Profit /Loss before Tax	(146.10)	(30.98)
Current Tax	0.00	0.00
Deferred Tax	(36.85)	7.68
P/L from the period from continuing Operations	(109.25)	(23.30)
P/L from the period from discontinuing Operations	0.00	0.00
P/L for the period	(109.25)	(23.30)

DIVIDEND:

To conserve the resources for the expansion projects under pipeline and loss incurred during the year under review, your directors do not recommend any dividend for the financial year ended on 31st March, 2013.

BUSINESS PERFORMANCE & PROSPECTS:

During the year under report, the company has a turnover of ₹ 7588.19 Lac as compared to ₹ 9955.97 Lac during the previous year and the operation for the year under review has resulted into net loss of ₹ 109.25 Lac in compared to previous year's loss of ₹ 23.30 Lac.

Your company will achieve sustained growth in business by continuing pursuit of our strategy to work with innovation ideas, developing new areas of its activities and reducing cost of products through process innovation. Directors are hoping better performance during the current year.

QUALITY, HEALTH, SAFETY & ENVIRONMENT (QHSE) AND CORPORATE SOCIAL RESPONSIBILITY :

'Quality, Health, Safety and Environment (QHSE) are our core values. Simply stated, our goals are: give best to all, no accidents, no harm to people and no damage to environment. Health, Safety and Security of everyone who works at Kalptaru are critical to our business.'

Kalptaru's commitment towards excellence in Health, Safety and Environment is one of the company's core values by complying with the Laws and Regulations first, and then going beyond the mandate to keep our planet safe for future generations. Minimizing the environment impact of our operations assumes utmost priority.

The company is unwavering in its policy of 'safety of persons overrides all production targets' which drives all employees to continuously break new grounds in safety management for the benefit of the people, property, environment and the communities in which Kalptaru operates. Our comprehensive QHSE Policy, as well as dedicated measures by conducting the Risk Assessment, Identification of significant environment aspects of all manufacturing plants and signatory commitment of Responsible Care, Greatest emphasis is given to safety measures for minimizing accidents and incidents.

The Company continued extending helping hand towards Social and Economic Development of the villages and the community located closed to its operations and also providing assistance to improving the quality of life.