



ANNUAL REPORT

FOR THE YEAR

2014-15

Heera Plaza, 4th Floor,
Near Telephone Exchange,
Central Avenue,

Nagpur – 440 008

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CIN No : L15142MH1994PLC076009

MALU PAPER MILLS LIMITED

Founder

Late Shri Bhanwarlal Malu
(1924 - 2007)

Non Executive Chairman

Shri Damodarlal Malu

Managing Director

Shri Punamchand Malu

Joint Managing Director

Shri Banwarilal Malu

Non Executive Directors

Shri Vasudeo Malu

Independent Directors

Shri Chandrakant Thakar
Shri Satyanarayan Rathi

Shri Shyamsunder Sarda
Smt. Shrutika Inani

Bankers

State Bank of India
Axis Bank Ltd
Bank of Baroda
Bank of India
Jammu & Kashmir Bank

Statutory Auditors

M/s. Demble Ramani & Co.

Internal Auditors

M/s. Samria & Co.

CFO & Compliance Officer

Shri Girish Malpani

Registered and Corporate Office

Heera Plaza, 4th Floor, Near Telephone
Exchange, Central Avenue, Nagpur
440008

Plants**Kraft Division**

Village Borujwada, Nagpur Saoner
Road,
Taluka: Saoner, District: Nagpur

**Newsprint & Writing Printing
Division**

Village Hetti Surla, Nagpur Bhopal
Road,
Taluka: Saoner, District: Nagpur

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MALU PAPER MILLS LIMITED

Regd. Office: Heera Plaza, 4th floor, Near Telephone Exchange, Nagpur -400008
CIN:L15142MH1994PLC076009

NOTICE

Notice is hereby given to the shareholders of Malu Paper Mills Limited that the 22nd Annual General Meeting of the members will be held on Tuesday, the 22th day of September, 2015 at **the registered office of the Company at 'Heera Plaza, 4th Floor, Near Telephone Exchange Square, Central Avenue, Nagpur** at 11.00 A.M. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2015 and the Profit and Loss Account for the year ended on that date along with the reports of Director and Auditors thereon.
2. To appoint a Director in place of Shri Damodar Lal Malu (DIN: 00301120), who retire by rotation and being eligible, offer himself for re-appointment.
3. To appoint a Director in place of Shri Vasudeo Malu (DIN: 00301313), who retire by rotation and being eligible, offer himself for re-appointment.
4. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS :

To consider and if thought fit to pass with or without modification(s) the following resolution as Special resolution :

5. **"RESOLVED** that pursuant to the provisions of sections 196 and 197 read with the Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and such other approvals, permissions and sanctions, and pursuant to the recommendation of Nomination and Remuneration Committee, and subject to the approval of Members, Shri Punamchand Malu be and is hereby re-appointed as Managing Director of the company for a further period of five (5) years w.e.f 01/04/2015 on a remuneration as decided by Board be accorded by the company.

FURTHER RESOLVED that Board of Directors be and is hereby authorised to vary, alter, increase, enhance, or widen the scope of remuneration and perquisites to the extent specified in Schedule V and other applicable provisions, if any, of the Act as amended from time to time.

FURTHER RESOLVED that where in any financial year during tenure of the Managing Director, the company has no profits or its profit are inadequate, the company may pay to the Managing Director, the minimum remuneration as calculated by Schedule V by way of salary subject to receipt of requisite approvals if any.

FURTHER RESOLVED that for the purpose of giving effect to this resolution, any Director of the company be authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

To consider and if thought fit to pass with or without modification(s) the following resolution as Special resolution:

6. **RESOLVED** that pursuant to the provisions of sections 196 and 197 read with the Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and such other approvals, permissions and sanctions, and pursuant to the recommendation of Nomination and Remuneration Committee, and subject to the approval of Members, Shri Banwarilal Malu be and is hereby re-appointed as Joint Managing Director of the company for a further period of five (5) years w.e.f 01/04/2015 on a remuneration as decided by Board be accorded by the company.

FURTHER RESOLVED that Board of Directors be and is hereby authorised to vary, alter, increase, enhance, or widen the scope of remuneration and perquisites to the extent specified in Schedule V and other applicable provisions, if any, of the Act as amended from time to time.

FURTHER RESOLVED that where in any financial year during tenure of the Managing Director, the company has no profits or its profit are inadequate, the company may pay to the Managing Director, the minimum remuneration as calculated by Schedule V by way of salary subject to receipt of requisite approvals if any.

FURTHER RESOLVED that for the purpose of giving effect to this resolution, any Director of the company be authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.

To consider and if thought fit to pass with or without modification(s) the following resolution as Special resolution:

7. “RESOLVED THAT pursuant to section 188 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), the consent of the members, be and is hereby accorded to the appointment of Shri Narayan Malu, son of Shri Banwarilal Malu, Joint Managing Director of the Company, to hold and continue to hold an office or place of profit as Vice President (Project) (or any other designation which the Board of Directors of the Company may decide from time to time) on the monthly remuneration of Rs.1,00,000/- per month with effect from 01st October, 2014.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to grant annual increments from time to time upto 20% of the last salary drawn and to promote Mr. Narayan Malu to higher grade as and when required.

RESOLVED FURTHER THAT the Board of Directors of the Company be and they are hereby authorised to take, perform and execute such further steps, acts, deeds and matters, as may be necessary, proper or expedient to give effect to this resolution.”

To consider and if thought fit to pass with or without modification(s) the following resolution as Special resolution:

8. “RESOLVED THAT pursuant to Section 180 and all other applicable provisions, if any, of the Companies Act, 2013, the consent of the Members be and is hereby accorded to the Board of Directors to borrow such sums of money (including by way of debentures secured or unsecured, loans, bonds or otherwise), at any time or from time to time as may be required for the purpose of the business of the Company in excess of the aggregate of the paid up Share Capital of the Company and its free Reserves i.e. to say, Reserves not set apart for any specific purpose, subject to the condition that such borrowing together with the money which is already borrowed (apart from temporary loans obtained by the Company from its bankers/other entities in the ordinary course of

business) shall not at any time exceed Rs. 500 crores (Rupees Five hundred Crores only).”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/ papers/agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard to borrowing as aforesaid.”

Registered Office:

Heera Plaza, 4th floor,
Central Avenue
Nagpur- 440008
Date: 31st August, 2015

**By order of the Board
For MALU PAPER MILLS LIMITED**

Sd/-

Punamchand Malu
Managing Director
(DIN:00301030)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. **A PROXY FORM IS APPENDED WITH THE ADMISSION SLIP.**

PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES, ETC. MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION / AUTHORITY, AS APPLICABLE. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. The Statement pursuant to section 102(1) of the Companies Act, 2013 in respect of the business set out under the notice is annexed hereto.
3. The Register of Members and share transfer books of the Company will remain closed from 14th September 2015 to 22nd September 2015 both days inclusive.
4. Documents referred to the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during office hours on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. upto the date of Annual General Meeting and will also be available for inspection at the meeting.
5. Members/Proxies should bring attendance slips duly signed for attending the meeting.

6. Members holding shares in dematerialised form are requested to notify all the changes with respect of their address, e-mail id, ECS mandate and bank details to their depository participant.

Members (those holding shares in the physical form only) are requested to notify / send the following to the Registrar/ Transfer Agent,

- a. Particulars of their bank account and e-mail id, in case the same have not been sent earlier;
 - b. Any changes in their address/e-mail id/ECS mandate/ bank details;
 - c. Share certificate(s) held in multiple accounts in identical name or joint names in the same order of names, for consolidation of such shareholding in one account.
7. For the convenience of the members, an attendance slip is annexed with the proxy form. Photocopies of the slip will not be entertained for issuing gate pass for attending annual general meeting. However in case of non- receipt of notice of annual general meeting, members are requested to write to the company at its head office for issuing duplicate of the same. Members are requested to affix their signature at the space provided and fill up the particulars and hand over the attendance slip at the place of the meeting.
 8. Members/Proxy holders are requested to bring their copies of the annual report with them to the annual general meeting, as extra copies will not be provided.
 9. Any member desirous of getting any information on accounts or operations of the company is required to forward his/her queries to the company at least ten days prior to the meeting so that the required information can be made available at the meeting.
 10. The copy of notice shall also be made available at our official website www.malupaper.com. In case any shareholder could not receive the same, he can download it or go through our website.
 11. For any communication, the shareholders may also send requests to the Company's investor email id info@malupaper.com
 12. Pursuant to the provision of section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended and clause 35B of the Listing Agreement, the company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
 13. The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
 14. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 15. The instructions for shareholders voting electronically are as under:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is

pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 19th September , 2015 (9:00 am) and ends on 21st September, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15th September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "MPML remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL :
<https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Malu Paper Mills Ltd".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to

vote, to the Scrutinizer through e-mail to cs.yoga@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>
<u>PASSWORD/PIN</u>	

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 15th September, 2015.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 15th September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or santosh.jaiswal@linkintime.co.in.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM).
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Ms. Yuga Kothalkar Company Secretary (Membership No. 028673) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” or “Poling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.malupaperc.om and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
16. The Voting rights of members shall be in proportion to the paid up value of their shares in the equity capital of the company as on cut off date being 15th September 2015.

EXPLANATORY STATEMENT

ITEM NO.5

Shri Punamchand Malu, Managing Director had also voluntary decided not to withdraw his salary taking into consideration the economic recession faced by the company effective from October 2009.

The term of appointment of Shri Punamchand Malu expired in 31/03/2015. He was re appointment by the Board of Directors for 5 years w.e.f. 01/04/2015 subject to approval of the members of the Company at the ensuing Annual General Meeting on the terms and conditions as approved by the Board.

The re-appointment of Shri Punamchand Malu will be in accordance with sections 196, 197 and other applicable provisions, if any, read with provisions of Schedule V of the Companies Act, 2013 without requiring the approval of Central Government.

The Directors recommend the Special Resolutions for your approval

Except for Shri Punamchand Malu and Shri Damodarlal Malu, no Director of the Company is concerned or interested in the said resolution.

ITEM NO.6

Shri Banwarilal Malu, Joint Managing Director had also voluntary decided not to withdraw his salary taking into consideration the economic recession faced by the company effective from October 2009.

The term of appointment of Shri Banwarilal Malu also expired in 31/03/2015. He was re appointment by the Board of Directors for 5 years w.e.f. 01/04/2015 subject to approval of the members of the Company at the ensuing Annual General Meeting on the terms and conditions as approved by the Board.

The re-appointment of Shri Banwarilal Malu will be in accordance with sections 196, 197 and other applicable provisions, if any, read with provisions of Schedule V of the Companies Act, 2013 without requiring the approval of Central Government.

The Directors commend the Resolution for the approval of the members.

Except for Shri Banwarilal Malu and Shri Vasudeo Malu, no Director of the Company is concerned or interested in the said resolution.

ITEM NO.7

Shri Narayan Malu, Vice President (Purchase) was appointed at the Thirteenth Annual general meeting held on 28-08-2006 looking after existing operation of the company. But considering the economic recession faced by the company, he voluntarily decided not to withdraw his salary w.e.f 01.09.2009.

In order to recognize his services and to retain him for the company's interest the Board decided to give monthly remuneration from Rs.1,00,000/- w.e.f 01st October, 2014.

Your Directors recommend this Special resolution for your approval.

No Director, except Shri Banwarilal Malu is in any way concerned or interested in the resolution.

ITEM NO.8

The Company has already obtained the approval of shareholders for under Section 293 (1) (d) of the Companies Act, 1956. However According to the provision of Section 180 of the Companies Act, your Directors again propose the said resolution for your approval allowing the Board to borrow financial facility up to the maximum of Rs.500 Crores (Rupees five hundred Crores).

No Director of the Company is in any way concerned or interested in the proposed resolution.

Registered Office:

Heera Plaza, 4th floor,
Central Avenue
Nagpur- 440008
Date: 31st August, 2015

**By order of the Board
For MALU PAPER MILLS LIMITED**

Sd/-

Punamchand Malu
Managing Director
(DIN:00301030)