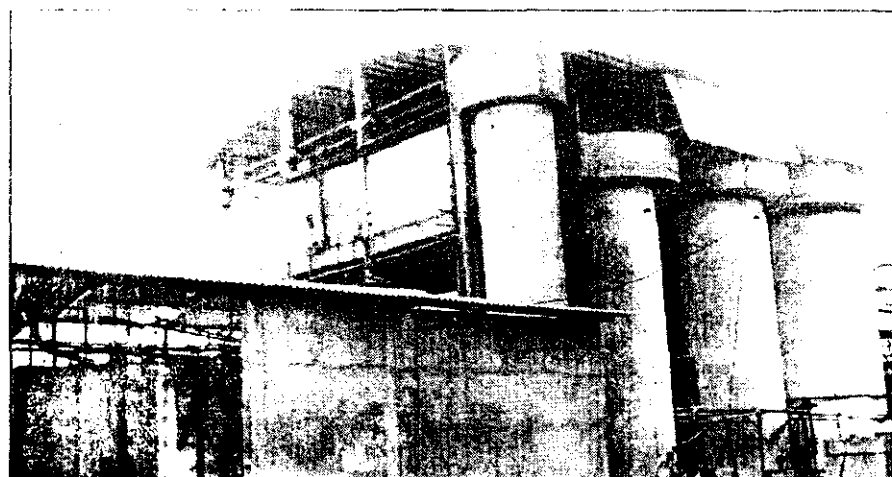
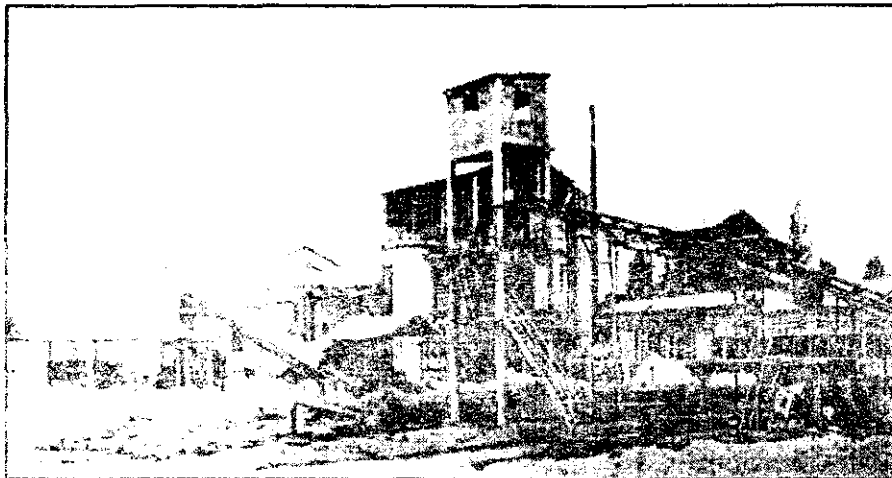


**MOHIT  
PAPER  
MILLS  
LIMITED**

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**EIGHTH ANNUAL REPORT  
1999-2000**



**BOARD OF DIRECTORS****CHAIRMAN & MANAGING DIRECTOR :**

Mr. Surendra Kumar Jain

**WHOLETIME DIRECTORS :**

Mr. Sandeep Jain

Mr. Kuldeep Jain

**OTHER DIRECTORS :**

Mr. Navneet Jain

Mrs. Anju Jain

Mrs. Anjali Jain

**NOMINEE DIRECTOR :**

Mr. M.L.Mitra

Industrial Investment Bank of India Ltd.

**COMPANY SECRETARY :**

Mr. Naresh Gupta

**AUDITORS :**

M/s Tatia Associates,

Chartered Accountants,

R - 160, Greater Kailash - I,

NEW DELHI - 110 048.

**BANKERS :**

Bank of Baroda

**FINANCIAL INSTITUTION :**

Industrial Investment Bank of India Ltd.

**REGISTERED OFFICE :**

Gandhi Market,

BIJNOR - 246701 (U.P)

**CORPORATE OFFICE :**

3/20, Level II, Makan Apartments,

West Patel Nager,

NEW DELHI - 110 008.

**WORKS :**

9th KM Stone,

Nagina Road, BIJNOR (U.P)



### NOTICE

Notice is hereby given that the 8th Annual General Meeting of the Members of MOHIT PAPER MILLS LIMITED will be held on Saturday the 30th day of September, 2000 at 3.00 P.M. at Gandhi Market, Bijnor-246701 (U.P.) to transact the following business:

#### **ORDINARY BUSINESS :**

1. To receive, consider and adopt the audited Profit and Loss account for the financial year ended 31st March, 2000 and the Balance Sheet as on that date together with the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Navneet Jain who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mrs. Anju Jain who retires by rotation and being eligible offers herself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General meeting & to fix their remuneration.

#### **SPECIAL BUSINESS :**

5. To consider, and if thought fit, to pass, with or without modifications, the following Resolution as Special Resolution.

"RESOLVED THAT pursuant to Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company ("the Articles") be and are hereby amended and altered in the manner as set out below :

(A) A new Article viz 7A be inserted after Article 7 to read as below:

#### **Securities in Depository System :**

"7. A (1) For the purpose of this Article

"Beneficial Owner" means a person whose name is recorded as such with a depository;

"SEBI" means the Securities and Exchange Board of India established under Securities and Exchange Board of India Act, 1992.

"Bye-laws" means bye-laws made by depository under Section 26 of the Depositories Act, 1996;

"Depositories Act" means the Depositories Act, 1996, including any statutory modifications or re-enactment thereof for the time being in force;

"Depository" means a company formed and registered under the Companies Act, 1956 and which has been granted a certificate of registration to act as a Depository under the Securities and Exchange Board of India Act, 1992.

"Records" include the records relating to the Company maintained in the form of book or registers or stored



on a computer or on diskettes or floppies or in such other form as may be determined by the Regulations.

**"Regulations"** means the regulations made by the SEBI

**"Security"** means such security or securities as defined in the Securities Contracts (Regulations) Act 1956 or such security or securities as may be specified by SEBI.

- (2) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its securities, rematerialise its securities and/or to offer securities for subscription in a dematerialised form pursuant to the Depositories Act, 1996
- (3) Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by the law, in respect of any security in the manner provided by the Depositories Act, 1996 and the Company shall in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities. If a person opts to hold his security with a depository, the Company shall intimate to such depository the details of allotment of the security, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.
- (4) All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Sections 153, 153A, 153B, 187B, 187C and 372 of the Companies Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owner.
- (5) (a) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of security on behalf of the beneficial owner.  
 (b) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.  
 (c) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by depository.
- (6) Notwithstanding anything contained in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.
- (7) Nothing contained in Section 108 of the Act or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.
- (8) Notwithstanding anything contained in the Act or these Articles, where securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.
- (9) Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a depository.
- (10) The Register and Index of beneficial owners maintained by a depository under the Depositories Act, 1996.



shall be deemed to be the Register and Index of Members and Securityholders for the purposes of these Articles”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper.”

(B) A new Article viz 49A & 49B be inserted after Article 49 to read as under

#### **NOMINATION**

49 A (1) Every Shareholder or debenture holder of the Company, may at any time, nominate a person to whom his shares or debentures shall vest in the event of his death in such manner as may be prescribed under the Act.

2. Where the shares or debentures of the Company are held by more than one person jointly, joint holders may together nominate a person to whom all the rights in the shares or debentures, as the case may be shall vest in the event of death of all the joint holders in such manner as may be prescribed under the Act.
3. Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, where a nomination made in the manner aforesaid purports to confer on any person the right to vest the shares or debentures, the nominee shall, on the death of the shareholder or debenture holder or, as the case may be, on the death of the joint holders become entitled to all the rights in such shares or debentures or, as the case may be all the joint holders, in relation to such shares or debentures, to the exclusion of all other persons, unless the nomination is varied or cancelled in the manner as may be prescribed under the Act.
4. Where the nominee is a minor, it shall be lawful for the holder of the shares or debentures to make the nomination to appoint any person to become entitled to shares in, or debentures of the Company in the manner prescribed under the Act, in the event of his death during the minority.

#### **TRANSMISSION OF SECURITIES**

49 B (1) A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either.

- a. To register himself as holder of the shares or debenture, as the case may be: or
- b. To make such transfer of the share or debenture, as the deceased shareholder or debenture holder, as the case may be, could have made.
2. If the nominee elects to be registered as holder of the share or debenture, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the attested death certificate of the deceased shareholder or debentureholder, as the case may be.
3. A nominee shall be entitled to dividend on shares/interest on debentures and other advantage to which he would be entitled if he was registered holder of the share or debenture. Provided that he shall not, before being registered as a member, be entitled to exercise any right conferred by membership in relation to meetings of the Company.

Provided further that the Board may, at any time, give notice requiring any such person to elect either himself to be registered or to transfer the shares or debenture, and if the notice is not complied with





within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share or debenture, until the requirements of the notice have been complied with.

6. To consider, and if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution

"RESOLVED THAT in pursuance of provisions of section 268,269, 309,310 & 311 read with schedule XIII of the Companies Act 1956 and other applicable provisions if any, consent of the company be and is hereby given to the payment of increased remuneration to Shri Surendra Kumar Jain, Managing Director of the Company w.e.f. 1st August, 2000 as set out in the explanatory statement attached hereto with a liberty to the Board of Directors to make and/or accept any variation in the terms and conditions of appointment of Shri Surendra Kumar Jain within the limits laid down under schedule XIII of the Companies Act. 1956"

7. To consider, and if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution

"RESOLVED THAT in pursuance of provisions of section 268,269, 309,310 & 311 read with schedule XIII of the Companies Act 1956 and other applicable provisions if any, consent of the company be and is hereby given to the payment of increased remuneration to Shri Sandeep Jain, Whole-time Director of the Company w.e.f. 1st August, 2000 as set out in the explanatory statement attached hereto with a liberty to the Board of Directors to make and/or accept any variation in the terms and conditions of appointment of Shri Sandeep Jain within the limits laid down under schedule XIII of the Companies Act. 1956"

8. To consider, and if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution

"RESOLVED THAT in pursuance of provisions of section 268,269, 309,310 & 311 read with schedule XIII of the Companies Act 1956 and other applicable provisions if any, consent of the company be and is hereby given to the payment of increased remuneration to Shri Kuldeep Jain, Whole-time Director of the Company w.e.f. 1st August, 2000 as set out in the explanatory statement attached hereto with a liberty to the Board of Directors to make and/or accept any variation in the terms and conditions of appointment of Shri Kuldeep Jain within the limits laid down under schedule XIII of the Companies Act. 1956"

BY ORDER OF THE BOARD  
FOR MOHIT PAPER MILLS LTD

PLACE : BIJNOR  
DATE : AUGUST 07, 2000

(NARESH GUPTA)  
COMPANY SECRETARY

#### NOTES :

1. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of company.
2. Proxy forms must reach the company's registered office atleast 48 hours prior to the time for holding the meeting.
3. Register of members and Share transfer books of the company will remain closed from 16.09.2000 to 30.09.2000 (Both days inclusive).
4. The relative explanatory statements pursuant to Section 173(2) of the Companies Act in respect of Item No. 5 to 8 are annexed hereto.



## ANNEXURE TO THE NOTICE

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

#### **Item No. 5**

The Depositories Act, 1996 has introduced the System of Depositories and has enabled the Company to De-materialise the shares of the Company instead of Shares being in physical form. The investors have been provided the facility of the dealing in securities in electronic mode. Consequently, certain provisions of the Companies Act, 1956 and of the Securities Contract (Regulations) Act, 1956 relating to the issue, holding, transfer and transmission etc of the Shares and other securities have been amended to facilitate the implementation of the above system.

In order to bring the provisions of Articles of Association in consonance with the latest provisions of the Companies Act, 1956 and the Depositories Act, 1996, it is proposed to suitably amend the articles set out in the resolution. The company will arrange to get its shares admitted in the depository system.

In terms of section 31 of the Companies Act, 1956 the special resolution for amending/altering the provisions of the Articles is placed before the shareholders for approval.

Further, amendments made in the Companies Act 1956 have enabled the shareholders to avail the facility of nomination by the holder of securities. In order to bring Articles of Association of the company in line with the amended provisions of the Companies Act 1956, it is proposed to amend the Articles contained in resolution in respect of nomination.

Your Directors recommend the resolution(s) for your approval.

The Documents referred to the notice & explanatory statement will be available for inspection at the registered office of the company on any working day during business hours of the company.

None of the Directors may be deemed to be concerned or interested in the aforesaid resolution

#### **ITEM No. 6**

Shri Surendra Kumar Jain was appointed as Managing Director of the company for a period of five years w.e.f. 16.08.97 without remuneration and the shareholders in their Annual General Meeting held on 30.09.98, had approved the payment of remuneration to him. The Board of Directors in its meeting held on 31.07.2000 reviewed the overall performance of Mr. Surendra Kumar Jain and keeping in view the contributions made by him in overall progress of the Company decided to revise his remuneration structure w.e.f. 1.8.2000 for the remaining period of five years i.e. upto 15.08.2002 on the following terms and conditions, subject to approval of the shareholders in the Annual General Meeting.

- i) Salary Rs. 50,000/- per month subject to deduction of tax at source
- ii) Medical reimbursement :  
Reimbursement of expenses for self and family subject to a ceiling of one months salary in a year.
- iii) Leave Travel Concession :  
For self and family once a year incurred in accordance with the rules framed by the company.





- iv) Personal Accident Insurance :  
Personal Accident Insurance of an amount, the premium of which shall not exceed Rs. 1000/- per annum.
- v) Provident Fund and Superannuation Fund :  
Company's contribution towards Provident Fund and Superannuation Fund as per rules of the company.
- vi) Gratuity :  
Gratuity as per rules of the company but not exceeding half month's salary for each completed year of service
- vii) Car and Telephone :  
Provision of car of Company for business and personnel use and the facility of telephone at residence.

This may also be treated as notice required under section 302 of the Companies Act.

Your Directors recommend the resolution for approval of the members of the Company

Shri Surendra Kumar Jain being himself, Shri Kuldeep Jain, Shri Sandeep Jain, Shri Navneet Jain, Smt. Anju Jain, Smt. Anjali Jain, being his relatives are deemed to be interested or concerned in the said resolution.

#### ITEM No. 7

Mr. Sandeep Jain was appointed as Whole time Director of the company for a period of five years w.e.f. 16.08.97 without remuneration and the shareholders in their Annual General Meeting held on 30.09.98 had approved the payment of remuneration to him. The Board of Directors in its meeting held on 31.07.2000 reviewed the overall performance of Mr. Sandeep Jain and keeping in view the contribution made by him in overall progress of the Company decided to revise his remuneration structure w.e.f. 1.8.2000 for the remaining period of five years i.e. upto 15.8.2002 on the following terms and conditions subject to approval of the shareholders in the Annual General Meeting.

- i) Salary Rs. 40,000/- per month subject to deduction of tax at source
- ii) Medical reimbursement:  
Reimbursement of expenses for self and family subject to a ceiling of one month salary in a year.
- iii) Leave Travel Concession:  
For self and family once a year incurred in accordance with the rules framed by the company.
- iv) Personal Accident Insurance:  
Personal Accident Insurance of an amount, the premium of which shall not exceed Rs. 1000/- per annum.
- v) Provident Fund and Superannuation Fund:  
Company's contribution towards Provident Fund and Superannuation Fund as per rules of the company.
- vi) Gratuity:  
Gratuity as per rules of the company but not exceeding half month's salary for each completed year of service



## vii) Car and Telephone:

Provision of car for Company for business and personnel use and the facility of telephone at residence.

## viii) Children Education Allowance @ Rs. 100 per month per child upto maximum of two children

This may also be treated as notice under required section 302 of the Companies Act.

Your Directors recommend the resolution for approval of the members of the Company

Shri Sandeep Jain being himself, Shri Surendra Kumar Jain, Shri Kuldeep Jain, Shree Navneet Jain, Smt. Anju Jain, Smt. Anjali Jain, being his relatives are deemed to be interested or concerned in the said resolution.

**ITEM No. 8**

Mr. Kuldeep Jain was appointed as Whole time Director of the company for a period of five years w.e.f. 16.08.97 without remuneration and the shareholders in their Annual General Meeting held on 30.09.98 had approved the payment of remuneration to him. The Board of Directors in its meeting held on 31.07.2000 reviewed the overall performance of Mr. Kuldeep Jain and keeping in view the contributions made by him in overall progress of the Company decided to revise his remuneration structure w.e.f. 1.8.2000 for the remaining period of five year i.e. 15.08.2002 on the following terms and conditions subject to approval of the shareholders in the Annual General Meeting.

i) Salary Rs. 40,000/- per month subject to deduction of tax at source

ii) Medical reimbursement:

Reimbursement of expenses for self and family subject to a ceiling of one month salary in a year.

iii) Leave Travel Concession:

For self and family once a year incurred in accordance with the rules framed by the company.

iv) Personal Accident Insurance:

Personal Accident Insurance of an amount, the premium of which shall not exceed Rs. 1000/- per annum.

v) Provident Fund and Superannuation Fund:

Company's contribution towards Provident Fund and Superannuation Fund as per rules of the company.

vi) Gratuity:

Gratuity as per rules of the company but not exceeding half month's salary for each completed year of service

vii) Car and Telephone:

Provision of car of Company for business and personnel use and the facility of telephone at residence

viii) Children Education Allowance

@ Rs. 100 per month per child upto maximum of two children

This may also be treated as notice under section 302 of the Companies Act.

Your Directors recommend the resolution for approval of the members of the Company

Shri Kuldeep Jain being himself, Shri Surendra Kumar Jain, Shri Sandeep Jain, Shri Navneet Jain, Smt. Anju Jain, Smt. Anjali Jain, being his relatives are deemed to be interested or concerned in the said resolution.

Registered Office  
Gandhi Market,  
Nagina Road,  
Bijnor

BY ORDER OF THE BOARD  
FOR MOHIT PAPER MILLS LTD.

DATE : AUGUST 07, 2000

NARESH GUPTA  
COMPANY SECRETARY