



**MOHIT PAPER MILLS LIMITED**

**BOARD OF DIRECTORS**

**EXECUTIVE DIRECTORS**

Mr. Sandeep Jain  
Mr. Sushil Kumar Patidar

**NON EXECUTIVE DIRECTORS**

Mrs. Shubhi Goyal  
Mrs. Anju Jain

**INDEPENDENT DIRECTORS**

Mr. Sushil Kumar Tyagi  
Mr. Rakesh Kansal  
Mrs. Rashmi Kansal  
Mr. Devender Shankar Vishnoi

**COMPANY SECRETARY**

Mr. Anant Vats

**AUDITORS**

M/s Ajay Shreya & Company  
Chartered Accountants  
New Delhi

**BANKERS**

BANK OF BARODA

**REGISTERED OFFICE**

15A/13, Upper Ground Floor  
East Patel Nagar,  
New Delhi-110008.

**WORKS:**

9<sup>th</sup> KM Stone,  
Nagina Road,  
Bijnor-246701 (U.P.)

**REGISTRAR & TRANSFER AGENT**

LINKINTIME INDIA PRIVATE LIMITED  
44, Community Centre, 2<sup>nd</sup> Floor, Naraina  
Industrial Area,  
Phase-1, New Delhi-110028,  
Phone: 011-41410592, 93, 94  
Telefax: 41410591  
E-mail: delhi@linkintime.co.in

**NOTICE TO THE SHAREHOLDERS**

Notice is hereby given that the 21st Annual General Meeting of MOHIT PAPER MILLS LIMITED will be held on Monday 30th Day of September, 2013 at 10:00 A.M. at Bharat Banquet Hall, A-5, Naveen Vihar, Rajiv Nagar Extension, Begumpur Main Barwala Road, Delhi-110081 to transact the following business.

**ORDINARY BUSINESS:**

1. To receive, consider and adopt Balance Sheet as at 31<sup>st</sup> March, 2013 and Profit and Loss for the year ended on that date, the Report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Rakesh Kansal who retires from office by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mrs. Rashmi Kansal who retires from office by rotation and being eligible offers herself for re-appointment.
4. To consider and, if thought fit, to pass, with or without, modifications, if any, the following as an ORDINARY RESOLUTION:

“RESOLVED THAT M/s Ajay Shreya & Co., Chartered Accountants, the retiring auditors of the Company, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on remuneration to be decided by the Board of Directors.”

**SPECIAL BUSINESS:**

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

“RESOLVED THAT pursuant to the provisions, inter alia of Section 198, 269 and 309, 310, 311, 314, read with Schedule XIII and other applicable provisions of the Companies Act, 1956 including any (modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Central Government if required, and such other approvals as may be necessary, the approval of the Company be and is hereby accorded to the appointment of Mr. Sushil Kumar Patidar as Whole Time Director for a period of 3 years with effect from 11<sup>th</sup> Day of April, 2013 on the terms and conditions as set out below.

- a. Salary: of Rs. 75,000/- w.e.f. 11/04/2013 per month for the term.
- b. Medical Reimbursement : Reimbursement of expenses for self and family subject to the ceiling of one months salary in a year.
- c. In case the accommodation is provided by the Company 7.5% of the salary shall be deducted by the Company and if gas, electricity is also provided than 2.5% salary shall be deducted by the Company.
- d. Leave Travel Concession : For Self and Family once in a year in accordance with the rules framed by the company.



- e. Reimbursement of expenses incurred for the business of the company as per the rules of the Company.
  - f. Conveyance : Company's Car with Driver for official use.
  - g. Telephone : Mobile and Telephone facility at the residence for official purpose.
- In addition to the above remuneration, he shall also be entitled to the following benefits

Provident Fund : Company's contribution to the Fund as per the rules of the Company. Gratuity : Payable at a rate not exceeding half a month's salary for each completed year of service.

Where in any financial year, the company has no profits or its profits are inadequate during the term of his office, the aforesaid remuneration shall be continued to be paid within the provisions prescribed under schedule XIII of the Companies Act, 1956.

**"RESOLVED FURTHER THAT** Board of Directors and / Remuneration Committee be and is hereby further authorized to revise, alter and vary the terms and conditions of remuneration of Shri Sushil Kumar Patidar from time to time, subject to the provisions of the Companies Act, 1956

6. To consider and, if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** Mrs. Shubhi Goyal , who was co-opted as an Additional Director of the Company with effect from 15<sup>th</sup> July, 2013 under Section 260 of the Companies Act, 1956 and in respect of whom the Company has received notice from a member u/s 257 of the Companies Act, 1956 proposing the candidature of Mrs. Shubhi Goyal for the office of Director be and is hereby appointed as a Director of the Company."

BY ORDER OF THE BOARD OF DIRECTORS

ANANT VATS  
(COMPANY SECRETARY)

PLACE : NEW DELHI  
DATED : 14/08/2013



**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy and such proxy need not be a member of the Company. The instrument appointing proxy should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. The information as required to be provided under the Listing Agreement entered into with Stock Exchanges regarding the directors who are proposed to be appointed / re-appointed and the related explanatory statement pursuant to section 173 (2) in respect of the business under item no. 5, as set out are attached herewith.
3. The Register of Members and the Share Transfer Books of the Company shall remain closed from 28<sup>th</sup> Day of September to 30<sup>th</sup> Day of September, 2013 (both days inclusive).
4. Members are requested to notify to the Company any change in their address quoting ledger folio number.
5. Members who hold shares in Dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
6. Members / Proxies are requested to bring copy of the Annual Report with them, as copies of the Report will not be distributed at the meeting.
7. Members / Proxies should fill the Attendance Slip for attending the meeting.
8. The Ministry of Corporate Affairs ("Ministry") has undertaken a "Green Initiative in Corporate Governance" by allowing paperless compliance by companies through electronic mode. Shareholders are requested to send their e-mail ID in the format given below with the company to receive communication through electronic mode as permitted by Circular No.17/2011 dated 21<sup>st</sup> April, 2011 and Circular No.18/2011 dated 29<sup>th</sup> April, 2011 issued by the Ministry of Corporate Affairs.

**E-COMMUNICATION REGISTRATION FORM**

(In terms of Circular No. 17/2011 dated 21<sup>st</sup> April, 2011 issued by the Ministry of Corporate Affairs)

Folio No. .... Name of 1st Registered Holder.....Name of Joint Holder(s)  
.....Registered Address : .....E-mail ID (to be registered)  
.....

I/We shareholder(s) of Mohit Paper Mills Limited agree to receive communication from the Company in electronic mode.

Please register my above e-mail in your records for sending communication through e-mail.

Signature

Date : ..... (First Holder)

**Note:** Shareholder(s) are requested to keep the company informed as and when there is any change in the e-mail address.

**BRIEF PARTICULARS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING (As required under Clause 49IV(G) of the Listing Agreement entered into with the Stock Exchanges) :**

1.NAME	MR. RAKESH KANSAL
AGE	52 YEARS
QUALIFICATION	LLB
EXPERIENCE	27 YEARS EXPERIENCE IN ADVOCACY
OTHER DIRECTORSHIPS	NIL
DESIGNATION	INDEPENDENT DIRECTOR
2.NAME	MRS. RASHMI KANSAL
AGE	45 YEARS
QUALIFICATION	GRADUATE
EXPERIENCE	NIL
OTHER DIRECTORSHIPS	NIL
DESIGNATION	INDEPENDENT DIRECTOR
3.NAME	MR. SUSHIL KUMAR PATIDAR
AGE	52 YEARS
QUALIFICATION	ENGINEERING GRADUATE
EXPERIENCE	30 YEARS OF PROFESSIONAL EXPERIENCE
OTHER DIRECTORSHIPS	NIL
DESIGNATION	WHOLETIME DIRECTOR
4.NAME	MRS. SHUBHI GOYAL
AGE	21 YEARS
QUALIFICATION	ENGINEERING GRADUATE
OTHER DIRECTORSHIPS	NIL
DESIGNATION	NON- EXECUTIVE DIRECTOR



**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956  
ITEM NO. 5**

Mr. Sushil Kumar Patidar has a vast experience in the manufacturing of Paper, he is engaged with the paper industry for more than 30 years. He has worked with the leading paper manufacturers of the Country.

The Board of Directors at the meeting held on 11.04.2013 have appointed Mr. Sushil Kumar Patidar as the Whole Time Director for a period of 3 years effective from 11.04.2013, and the remuneration has been fixed as approved by the Remuneration Committee who has taken diligence in deciding the same.  
The remuneration has been re-decided by the Board in the meeting held on 14.05.2013 as recommended by the remuneration committee.

The Remuneration payable to Mr. Sushil Kumar Patidar shall be subject to Section 198, 269 and 309, 310, 311, 314, read with Schedule XIII and other applicable provisions of the Companies Act, 1956 including any (modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Central Government if required. Mr. Sushil Kumar Patidar does not hold any other directorship in other Company.

None of the Directors of the Company except Mr. Sushil Kumar Patidar is in any way interested or concerned in the resolution.

The above may also be treated as an abstract referred to in Section 302 of the Companies Act, 1956

**The Resolution is accordingly commended for your acceptance.**

**ITEM NO. 6**

Mrs. Shubhi Goyal is appointed as Additional Director on 15<sup>th</sup> Day of July 2013 to Broad base the Board. She is Engineering Graduate and will prove to be fruitful to the Company by providing with the technical knowhow to the Company. She will hold office of Director upto the date of ensuing Annual General Meeting. The Company have received the notice from a member proposing the candidature of Mrs. Shubhi Goyal for the office of Director under the provisions of Section 257 of the Companies Act, 1957

**BY ORDER OF THE BOARD OF DIRECTORS**

**ANANT VATS  
(COMPANY SECRETARY)**

**PLACE: NEW DELHI  
DATED: 14.08.2013**

**DIRECTORS' REPORT**

To the Members,

The Board of Directors has pleasure in presenting the 21<sup>st</sup> Annual Report together with the Audited Accounts of the Company for the year ended, 31<sup>st</sup> March, 2013.

The working of the company during the year under review has been highlighted below:

**1. FINANCIAL RESULTS**

		Current Year (Rs.) 31.03.2013		Previous Year (Rs.) 31.03.2012
Gross Sales & Other Income		71,29,40,081		68,12,98,922
Operating Profit				
-before Interest & Depreciation		4,40,85,990		3,06,95,524
Interest & Finance Charges		2,25,55,752		1,60,90,751
Depreciation	2,89,92,722		2,80,26,717	
Less : Depreciation for earlier years written back & Dep. on revalued Assets	1,78,65,990	1,11,26,733	2,31,15,178	49,11,539
Net of Adjustments:				
Depreciation on revalued Assets	1,45,52,71		17,06,340	
Less: Amount Transferred from capital reserve	1,45,52,71	-	17,06,340	-
<b>NET PROFIT BEFORE TAX</b>		<b>1,04,03,505</b>		<b>96,93,234</b>

The Company has not transferred any amount to the reserves during the current year except the surplus in the Profit & Loss Account for the year ended on 31.03.2013, which has been carried over in the Balance Sheet. Gross Sales and Other Income for the year was Rs. 71.29 crores as against Rs. 68.12 crores in the previous year.

**2. DIVIDEND**

The Directors do not recommend any dividend for the year under review.

**3. PUBLIC DEPOSITS UNDER SECTION 58 A**

During the year, the company has not accepted any Public Deposits during the year under review.

**4. SHARE CAPITAL**

The Authorized Capital was increased to Rs.17,50,00,000/- divided into 1,75,00,000 equity shares of Rs.10 each. The Company have issued Equity Shares of Rs. 3,00,00,000 divided into 30,00,000 equity shares of Rs.10/- each to the Non Promoters on Preferential basis during the year. So the Issued and Paid up Capital was increased to Rs.14,00,00,000 divided into 1,40,00,000 equity shares of Rs.10/- each.

**5. CORPORATE OVERVIEW**

During the year the production has increased from 19980.674 M.T. to 20297.766 M.T. Gross Sales has increased from Rs. 68.12 Crores to Rs. 71.29 crores. Net Profit before tax of the Company has increased from Rs. 96.93 Lacs to Rs.104.04 Lacs.

The Performance of the Company was better than the last year. The situation of the global market has improved which shows in the improvement of the performance of your Company.

**6. DIRECTORS**

Mr. Rakesh Kansal and Mrs. Rashmi Kansal retires by rotation at this Annual General Meeting and being eligible offer themselves for re-appointment. Mr. Devendra Shankar Vishnoi have resigned from the office of Director Mr. Hardesh Kumar Gupta have resigned from the office of whole time director and Mr. Sushil Kumar Patidar has been appointed as whole time director in the Board Meeting held on 11.04.2013 subject to the approval of shareholders in the Annual General Meeting.

**7. INSURANCE**

The Assets of the company including Buildings, Plant & Machinery, Stocks and Stores have been adequately secured.

**8. AUDITORS**

M/s AJAY SHREYA & CO. CHARTERED ACCOUNTANTS, Auditors of the Company, retire from their office. They are eligible for re-appointment and have furnished certificate to the effect that their appointment if made will be in accordance with the limits specified in sub-section (1B) of Section 224 of the Companies Act, 1956. Your directors recommend their re-appointment for the Accounting Year 2013-2014.

**9. AUDITORS REPORT**

The Auditor's Report on the Accounts is self-explanatory and no comments are required.

**10. COST AUDITORS**

M/s H. Tara & Co. were appointed as Cost Auditors for conducting the cost audit of the Company for the year ended March 31, 2013.

**11. DISCLOSURE OF PARTICULARS UNDER SECTION 217 (1) (e) OF THE COMPANIES ACT, 1956.**





Under the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules 1988, the detailed information is enclosed as per Annexure (A).

## **12. DIRECTORS RESPONSIBILITY STATEMENT PURSUANT TO SECTION 217(2AA) OF THE COMPANIES ACT, 1956**

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

- i. That in the preparation of the Annual Accounts for the financial year ended 31<sup>st</sup> March, 2013 the applicable Accounting Standards had been followed and there has been no material departures;
- ii. That the selected accounting policies were applied consistently and the directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at the end of financial year and of the profit of the Company for the year under review;
- iii. That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance 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 annual accounts have been prepared on 'going concern basis'.

## **13. CORPORATE GOVERNANCE**

Your Company has complied with all the mandatory requirements of Corporate Governance. A detailed report on Corporate Governance and Management Discussion and Analysis forming part of the Director's Report is enclosed as Annexure (B).

## **14. PARTICULARS OF EMPLOYEES**

None of the employee of the Company was in receipt of total remuneration of Rs. 60,00,000/- during the financial year under review or Rs. 5,00,000/- per month. Hence, the information U/s 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 are not required to be furnished.

## **15. SAFETY AND ENVIRONMENT**

The company continued to maintain a good safety record. The plants of the company are environment friendly and maintain all safety measures.

## **16. INDUSTRIAL RELATIONS**

Industrial relations remained cordial during the year. The company received full cooperation and support from all its employees without which it would not have been possible to achieve consistent good performance.



**17. DISCLOSURE PURSUANT TO CLAUSE 43A OF THE LISTING AGREEMENT**

The equity shares of the Company, are Listed at the following stock exchanges:

1. The Delhi Stock Exchange Ltd.  
DSE House, 3/1, Asaf Ali Road  
New Delhi - 110002
2. The Bombay Stock Exchange Ltd.  
Phiroze Jeejeebhoy Towers,  
25<sup>th</sup> Floor, Dalal Street  
Mumbai - 400001

**18. ACKNOWLEDGEMENT**

Your Directors would like to express their thanks to the financial institutions and banks for their co-operation and assistance from time to time. The directors would also like to record appreciation to the members of staff and workers, who despite of constraints have been working hard for the company and are maintaining cordial relations.

FOR AND ON BEHALF OF BOARD OF DIRECTORS

SANDEEP JAIN  
(CHAIRMAN)

PLACE : NEW DELHI  
DATED : 30/05/2013