



MOHIT PAPER MILLS LIMITED

**TWENTY SECOND ANNUAL REPORT
2013 - 2014**



MOHIT PAPER MILLS LIMITED

MOHIT PAPER MILLS LIMITED

BOARD OF DIRECTORS

EXECUTIVE DIRECTORS

Mr. Sandeep Jain
Mr. Sushil Kumar Patidar

NON EXECUTIVE DIRECTORS

Mrs. Shubhi Jain (formerly 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.

CIN:L21093DL1992PLC116600

WEB-SITE:mohitpaper.net

E-Mail: mohitpaper9@bsnl.in

WORKS:

9TH KM Stone,
Nagina Road,
Bijnor -246701 (U.P.)

REGISTRAR & TRANSFER AGENT

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



MOHIT PAPER MILLS LIMITED

MOHIT PAPER MILLS LIMITED

Registered Office: 15A/13, UPPER GROUND FLOOR, EAST PATEL NAGAR, NEW DELHI-110008

TELEPHONE: 011-25886798, TELEFAX: 011-25886797, EMAIL: mohitpaper9@bsnl.in

Website: www.mohitpaper.net, CIN: L21093DL1992PLC116600

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Twenty-Second Annual General Meeting of the Members of MOHIT PAPER MILLS LIMITED will be held on Tuesday 30th Day of September, 2014 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 the financial statements of the Company for the year ended March 31, 2014, including the audited Balance Sheet as at March 31, 2014, the statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Anju Jain, who retires from office by rotation and being eligible offers herself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the audit committee of the Board of Directors M/s Ajay Shreya & Co., Chartered Accountants (Registration Number-021423N), be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 25th Annual General Meeting on remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. To appoint Shri Rachit Jain in place of Shri. Rakesh Kansal as Independent Director and in this regard to consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions, inter alia of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, Shri Rakesh Kansal, who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and does not seek re-appointment, in his place Shri Rachit Jain in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for (5) Five consecutive years for a term upto March, 31, 2019, not liable to retire by rotation.”

5. To appoint Shri Sanjeev Kumar Jain in place of Smt. Rashmi Kansal as Independent Director and in this regard to consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions, inter alia of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, Smt. Rashmi Kansal who was appointed as a



Director liable to retire by rotation and whose term expires at this Annual General Meeting who does not seek re-appointment, in his place Mr. Sanjeev Kumar Jain and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for (5) Five consecutive years for a term upto March, 31st, 2019.

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

“RESOLVED not to fill the vacancy for the time being, the vacancy caused by the retirement of Mr. Devendra Shankar Vishnoi, who retires by rotation at the AGM and does not seek re-appointment.”

7. To approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2015 and in this regard to consider and if thought fit, to pass, with or without modifications(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March, 2015 be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting;

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all act and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

“RESOLVED THAT in supersession of the ordinary resolution passed at the Annual General Meeting held on 30th Day of September, 2008 under section 293(1)(d) of the Companies Act, 1956 and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions if any, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) the Company hereby accords its consent to the Board of Directors of the Company for borrowing any sums of money from time to time whether in Indian rupees or foreign currency, unsecured or secured notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up-capital of the Company and its free reserves and that the total amount upto which the moneys may be borrowed by the Board of Directors and outstanding shall not exceed the sum of ₹50 cores (Rupees fifty crores only) at any time.

“RESOLVED FURTHER that for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty doubts that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

9. To consider and if thought fit to pass with or without modification, the following resolution as an Special Resolution:

“RESOLVED THAT in supersession of the ordinary resolution passed at the Annual General Meeting held on 30th Day



of September, 2011 under section 293(1)(a) of the Companies Act, 1956 and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and all other applicable provisions if any, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) consent of the members be and is hereby accorded to the Board of Directors of the Company for mortgaging/charging/hypothecating all or any of the immovable and movable properties of the Company both present and future and the whole or substantially the whole of the undertaking or the undertakings of the Company on such terms and conditions, as may be agreed to between the Board and Lender(s) in favour of all, or any Banks, financial institutions, investments institutions and their subsidiaries, any other bodies corporate and any other lenders (hereinafter collectively referred to as "the lending agencies") and/or Trustees for the holders of debentures/bonds/other instruments to secure borrowings of the company by way of loans/issue of debentures/bonds/other instruments as may be issued which may exceed the paid-up-capital and free reserves but not ₹ 50 crores (Rupees Fifty crores only) at any time.

"RESOLVED FURTHER that for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty doubts that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

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

"RESOLVED that in supersession of the Special Resolution passed at the Annual General Meeting held on 30th Day of September, 2008 pursuant to Section 163 of the Companies Act, 1956 and pursuant to the provisions of section 94 of the Companies Act, 2013 the Registers to be kept and maintained by the company under Section 88 at the registered office of the company like Register of Members, Index of Members, Register of Debentures, Index of Debentures shall be kept at the following address:

LINK INTIME INDIA PRIVATE LIMITED
44, Community Centre, 2nd Floor, Naraina Industrial Area,
Phase-1, New Delhi-110028."

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

"RESOLVED THAT subject to the provisions of Section 188 and other provisions, if applicable, of the Companies Act, 2013, consent of the members is hereby accorded for the increase of remuneration of Mr. Mohit Jain (DGM Administration and Marketing) from ₹ 45,000/- per month to ₹ 75,000/- per month with effect from 1st April 2014.

"RESOLVED THAT the Board is further authorized to increase the remuneration of Mr. Mohit Jain, as the Board may decide from time to time subject to the provision and rules under the Companies Act, 2013."

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

"RESOLVED THAT Pursuant to Section 188 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the consent of the audit committee and the board of directors, the consent of the company be and is hereby accorded for entering into contract or arrangement with the related parties as defined under the Act and the Rules made there-under, as per details and on terms and conditions as set out under



Item No.12 of the Explanatory Statement annexed to this Notice.”

RESOLVED FURTHER THAT pursuant of Section 188 and all other applicable provisions, if any, of the Companies Act,2013 subject to such approvals, consents ,sanctions and permissions as may be necessary, consent of the members of the Company be accorded to the Board of Directors of the Company to enter into/contracts and /or agreements with Related Parties as defined under the Act with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials or services or property or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate company or any other transaction of whatever nature with related parties.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters, arising out of and incidental thereto, and to sign and execute all deeds, applications, documents, and writings, that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient, or incidental thereto for the purpose of giving effect to this Resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.”

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

“RESOLVED THAT in partial modification of the earlier resolution passed on 29th September,2012 ,consent of the members is hereby accorded pursuant to Section 197,198 of the Companies Act,2013 read with schedule V of the Companies Act, 2013 and any other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel)(Rules,2013) for increase in remuneration of Mr. Sandeep Jain, Managing Director of the Company with effect from 1st April 2014 for the remaining tenure at the remuneration, perquisite and other benefits and upon the terms and conditions as set out herein below:

i. Salary of ₹2,00,000/-(Rupees Two Lacs only) per month in the scale of (2,00,000-10,000-2,50,000) as may be determined by the Board of Directors of the Company from time to time.

In addition to the salary the Managing Director shall also be entitled to the following perquisites and allowances:

ii. Perquisites and allowances:

a. The Managing Director shall be entitled to perquisites and allowances like furnished accommodation whether owned by the Company or taken on lease, house maintenance allowance together with reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings, repair, servants' salaries, medical reimbursement for self and dependent family, medical accident/keyman Insurance, leave travel concession for self and family, club membership subject to maximum of two clubs; such perquisites and allowances will be restricted to an amount equal to his annual salary.

b. The value of the perquisites and allowances would be evaluated as per Income Tax Rules,1962 wherever applicable and at cost in the absence of any such Rule.

c. Company's contribution towards Provident Fund as per the rules of the Company.

d. Provision for use of Company's Car of official duties and telephone at residence shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.

e. Gratuity payable as per rules of the company but not exceeding half months salary for each completed year of service.

RESOLVED FURTHER THAT pursuant to applicable provisions of the Companies Act, 2013 and Section II of Part II



of Schedule V, the said remuneration and the perquisites be paid/extended to Mr. Sandeep Jain, Managing Director, as Minimum remuneration in the event of there being loss or inadequacy of profits.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to revise the remuneration of Mr. Sandeep Jain, Managing Director from time to time in their absolute discretion in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take necessary steps for giving effect to the aforesaid resolution."

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

"RESOLVED THAT pursuant to Section 186 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and subject to such other approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be accorded to the Board of Directors of the Company to make/give, from time to time, any loan/advance/deposits/investments in shares, debentures and/or other securities and to give, on behalf of the Company, any guarantee and /or provide any security in connection with any loan or loans made by any other person to, or to any other person by, any other person/company/body corporate which shall be subject to aggregate limit of ₹ 50 crores and which may be individual/aggregate in excess of the limits prescribed i.e. over and above 60% of the Company's paid-up share capital, security premium account and free reserves or 100% of the Company's free reserves and security premium amount, whichever is more:

RESOLVED FURTHER THAT the aforesaid loans/investments will be made by the Company out of internal resources or borrowings or in such other manner in such proportion as the Board thinks appropriate, provided that in case of loans, the interest rate shall not be lower than the prevailing yield of 1year, 3year, 5year or 10 year Government security closest to the tenor of loan;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters, arising out of and incidental thereto, and to sign and execute all deeds, applications, documents, and writings, that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient, or incidental thereto for the purpose of giving effect to this Resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution."

BY ORDER OF THE BOARD OF DIRECTORS

ANANT VATS
(COMPANY SECRETARY)

PLACE : NEW DELHI
DATED : 13.08.2014



NOTES:

1. A member entitled to attend and vote at the above meeting may appoint one or more Proxies to attend and vote on poll instead of himself/herself. The Proxy need not be a member of the Company. Proxy to be valid, shall be deposited with the Company not later than forty eight hours before the time for holding the meeting. A person can act as proxy on behalf of members not exceeding (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, however such person shall not act as proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The explanatory statement to the special business is attached in accordance with the provisions of section 102 of the Companies Act, 2013.
4. The Register of Members and the Share Transfer Books of the Company shall remain closed from 28th Day of September to 30th Day of September, 2014 (both days Inclusive).
5. Members holding shares in electronic mode are requested to intimate any change in their address to their Depository Participant(s). Members holding shares in Physical form are requested to advise any change in their address immediately to the Company/Registrar and Share Transfer agent..
6. Members / Proxies are requested to bring copy of the Annual Report and attendance slip to the meeting.
7. Electronic copy of the Annual Report for 2013-2014 containing the notice of Annual General Meeting, attendance slip, proxy form of the Company is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report along with the notice of Annual General Meeting, attendance slip, proxy form of the Company being sent in the permitted mode.



Voting through Electronic means:

1. In compliance with provisions of Section 105 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company will provide e-voting facility to the members. All business to be transacted at the annual general meeting can be transacted through the electronic voting system.
2. The notice of annual general meeting will be sent to the members, whose name appear in the register of members/depositories as at closing hours of business, on Friday, 29th August, 2014.
3. The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cutoff date (record date) of 29th August, 2014.
4. The Company has appointed Mr. Prashant Kumar Balodia, Partner M/s P. Balodia & Co. Practicing Company Secretaries as the scrutinizer for conducting the e-voting process in the fair and transparent manner.
5. The scrutinizer will submit his final report to Chairman of the Company within three working days after the conclusion of e-voting period.
6. The results of annual general meeting shall be declared by the Chairman or his authorized representative or anyone Director of the Company on/after annual general meeting within the prescribed time limits.
7. The scrutinizer's decision on the validity of e-voting will be final.

Instructions of Voting through electronic mode

- A. In case of members receiving e-mail:
- i. If you are holding shares in demat form and have earlier logged on to www.evotingindia.com and casted your vote for Electronic Voting Sequence Number (EVSN) of any Company, then your existing login id and password are to be used.
 - ii. If you have forgotten the password then enter the User ID and Captcha Code. Then, click on forgot password & enter the details as prompted by the system.

Procedure for shareholders casting their vote electronically for the first time

- iii. To initiate the voting process, log on to the e-voting website www.evotingindia.com.
- iv. Click on "Shareholders" tab to cast your votes.
- v. Thereafter, select the relevant Electronic Voting Sequence Number(EVSN) alongwith "Company Name" from the drop down menu and click on "SUBMIT" for voting.
- vi. Now fill up the following details in the appropriate boxes:

	For Members holding shares in DEMAT Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN	Enter your alpha -numeric PAN issued by the Income Tax Department when prompted by the system while e voting (applicable for both demat shareholders as well as physical shareholders)	Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0' before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 than enter RA000000100 in the PAN field
Dividend Bank Details#	Enter your bank account for the purpose of dividend as registered with your depository participant in case of electronic shares or with the company in respect of physical shares.	
DOB#	Enter your date of birth as recorded in your demat account or in the company records in respect of your shareholding in the company.	



- # Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the no. of shares held by you on 29th August, 2014 in the Dividend Bank details field.
- vii. After entering these details appropriately click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach "Password Creation" menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Now select the relevant Electronic Voting Sequence Number (EVSN) alongwith "Company Name" on which you choose to vote.
- xi. On the voting page, you will see "Resolution Description" and against the same the option "Yes/No" for voting. Select the option "Yes" or "No" as desired. The option "Yes" implies that your assent to the resolution and option "No" implies that your dissent to the resolution.
- xii. Click on the "Resolution File Link" if you wish to view the entire resolutions.
- xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take our print of the voting done by you by clicking on "Click here to print" option on the voting page.
- B. In case of members receiving the physical copy of notice of the annual general meeting (for members whose e-mail ids are not registered with the company/depository participant(s) or requesting physical copy)
- xvi. Please follow all steps from sl.no. (i.) to sl.no.(xiv) above, to cast vote.
- C. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
- D. The voting period begins on 9.00 a.m., Monday 22nd September, 2014 and ends on 5.30 p.m., Wednesday, 24th September, 2014. During this period shareholders of the company, holding shares either in physical form or in de-materialized form, as on the cut-off-date on 29th August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- E. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQ's) and e-voting manual available at www.evotingindia.com under "HELP" section or write an e-mail to helpdesk.evoting@cdslindia.com.