



MOHIT PAPER MILLS LIMITED

**TWENTY THIRD ANNUAL REPORT
2014 - 2015**



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
Mrs. Anju Jain

INDEPENDENT DIRECTORS

Mr. Sushil Kumar Tyagi
Mr. Rachit Jain
Mr. Sanjeev Kumar Jain

COMPANY SECRETARY

Mr. Anant Vats

CHIEF FINANCIAL OFFICER

Mr. Arvind Kumar Dixit

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.in
E-Mail: mohit.paper@rediffmail.com

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

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

TELEPHONE : 011-25886798, TELEFAX : 011-25886797, WEB-SITE : mohitpaper.in

E-Mail: mohit.paper@rediffmail.com

CIN: L21093DL1992PLC116600

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Twenty-Third Annual General Meeting of the Members of MOHIT PAPER MILLS LIMITED will be held on Wednesday the 30th Day of September, 2015 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:

Item No.1-Adoption of the Financial Statements

To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2015, including the audited Balance Sheet as at March 31, 2015, the statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

Item No.2-Appointment of director

To appoint a Director in place of Mrs. Shubhi Jain (DIN-06685602), who retires from office by rotation and being eligible offers herself for re-appointment.

Item No.3-Appointment of Auditors

To ratify the appointment of auditors of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:

"RESOLVED THAT pursuant to the provisions of Section 139,142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, pursuant to the recommendations of the audit committee of the Board of Directors and pursuant to the resolution passed by the members at the AGM held on September 30,2014 the appointment of M/s Ajay Shreya & Co., Chartered Accountants (Registration Number-021423N), as the auditors be and is hereby ratified, to hold office till the conclusion of the 25th Annual General Meeting on remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

Item No.4-Appointment of Sushil Kumar Tyagi as an Independent Director

To appoint Shri Sushil Kumar Tyagi (DIN-06362605) 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 requirement of the Listing Agreement and provisions of Section 149,152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules,2014, Mr. Sushil Kumar Tyagi (DIN-06362605) who is a director liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company, for a term of 5 (five) years effective from 30/03/2015, whose office shall not be subject to retirement by rotation.

BY ORDER OF THE BOARD OF DIRECTORS

ANANT VATS
(COMPANY SECRETARY)
PLACE : NEW DELHI



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 26th Day of September to 30th Day of September, 2015 (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 2014-2015 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.
8. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. In view thereof, members who have not furnished PAN are requested to furnish the same as under: a. Members holding shares in electronic form have to submit PAN to their Depository Participant. b. Members holding shares in physical form have to submit PAN to the Registrar and Transfer Agent.
9. Pursuant to Section 72 of the Act read with the Companies (Share Capital and Debentures) Rules, 2014, members are entitled to make nominations and they can send the nominations in Form SH-13 in duplicate to the Registrar and Transfer Agent of the Company.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 26th September, 2015 (9:00 a.m.) and ends on 29th September (5:00 p.m.) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 24th September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shri Prashant Kumar Balodia, P.Balodia & Co., Practicing Company Secretaries, Delhi, has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iv) The shareholders should log on to the e-voting website www.evotingindia.com.
- (v) Click on Shareholders.
- (vi) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (ix) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (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 sequence number which is printed on Postal Ballot / Attendance Slip/Address Label indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. *If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) Members holding shares in physical form will then directly reach 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.
- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the relevant <Company Name> on which you choose to vote i.e. Mohit Paper Mills Limited.



- (xvi) 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 you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) 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.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xix) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (I) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 24th September, 2015 may follow the same instructions as mentioned above for e-Voting.
- (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com



STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

Mr. Sushil Kumar Tyagi (DIN-06362605) is serving on the Board of your company as Independent Director, whose office is liable to retirement by rotation under the Companies Act, 1956.

Now the new Companies Act, 2013 requires that Independent director office is not liable to retirement by rotation and they have to be expressly appointed as Independent under the said Act

Circular Number 14/2014 dated 9th June, 2014 of the Ministry of Corporate Affairs requires that the appointment of Independent director is to be made expressly under the provisions of Section 149 of the Companies Act, 2013. Also Section 149(13) of the said Act states that the provisions relating to retirement of directors by rotation does not apply to Independent directors.

In the opinion of the Board of Directors, Mr. Sushil Kumar Tyagi (DIN-06362605), fulfils the conditions specified in the Companies Act, 2013 and rules made there-under for his appointment as an Independent Director of the Company and is Independent of the Management.

The Company has received a notice under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director.

Upon the appointment of Mr. Sushil Kumar Tyagi (DIN-06362605) as Independent Director by the members of the Company, the appointment shall be formalized by the issue of letter of appointment by the Company to the said Director.

Accordingly the Board recommends the resolution in relation to appointment of Mr. Sushil Kumar Tyagi (DIN-06362605) as an Independent Director of the Company, for the approval by the Shareholders of the Company.

Except Mr. Sushil Kumar Tyagi (DIN-06362605) none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested.

BY ORDER OF THE BOARD OF DIRECTORS

ANANT VATS
(COMPANY SECRETARY)

PLACE : NEW DELHI
DATED : 13.08.2015

**MOHIT PAPER MILLS LIMITED**

Details of the Director seeking appointments/re-appointment at twenty third Annual General Meeting (pursuant to Clause 49VIII(E) of the Listing Agreement.

Name of the Director	Shubhi Jain	Sushil Kumar Tyagi
Date of Birth	19/08/1992	18/10/1960
Qualification	Engineering Graduate	Graduate
DIN	06685602	06362605
No. of other directorship	Nil	Nil
Shareholding in the Company	1045000 shares	Nil
Membership of Committee	No	Member of the following Mohit Paper Mills Limited Committees: -Remuneration and Nomination Committee -Stakeholder Relationship Committee -Audit Committee
Expertise	Expertise in engineering and administration	He has a handful of experience in acting as production manager for various companies.

**MOHIT PAPER MILLS LIMITED****DIRECTORS' REPORT**

To the Members of Mohit Paper Mills Limited,
The Board of Directors have pleasure in presenting the 23rd Annual Report together with the Audited Accounts of the Company for the year ended, 31st March, 2015. The working of the company during the year under review has been highlighted below:

1. FINANCIAL RESULT**(Amount ₹)**

		Current Year 31.03.2015		Current Year 31.03.2014
Gross Sales & Other Income		95,65,41,955		92,79,32,283
-before Interest, Depreciation & Tax				
Interest & Finance Charges		7,82,34,441		7,47,89,832
Operating Profit		2,87,46,159		2,81,09,408
Depreciation	3,82,50,774		3,65,20,815	
Less : Depreciation for earlier years written back & Dep. on revalued Assets	11,82,511	3,70,68,263	13,87,410	3,51,33,405
Net of Adjustments:				
Depreciation on revalued Assets	11,82,511		13,87,410	
Less: Amount Transferred from capital reserve	11,82,511		13,87,410	
NET PROFIT BEFORE TAX		1,24,20,019		1,15,47,019

The Company has not transferred any amount to the reserves during the current year except the surplus in the Statement of Profit & Loss for the year ended on 31.03.2015, which has been carried over in the Balance Sheet. Gross Sales and Other Income for the year was ₹95.65 crores as against ₹92.79 crores in the previous year.

Corporate Overview

During the year the production was 24,188.600 M.T. as compared to 24,012.560 M.T. in the previous year. Gross Sales has increased from ₹92.79 crores to ₹95.651 crores. Net Profit before tax of the Company has increased from ₹115.47 Lacs to 124.20 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.

Share Capital

Authorized Share Capital of the Company is ₹17,50,00,000/- divided into 17500000 Equity Shares of ₹10/- each and Issued, Subscribed and Paid-up Capital of the Company is ₹14,00,00,000/- divided into 14000000 Equity Shares of ₹10/- each. There was no change in the Share Capital during the year.

Dividend

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

Deposits

During the year, the Company has not accepted any deposits from the public falling within the purview of section 73 of the Act, read with the (Companies Acceptance of Deposits) Rules, 2014.

Particulars of loans, guarantees or investments

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 forms part of the notes to the financial statements provided in this Annual Report.

Transfer to General Reserve

The Company have not transferred any amount to the reserves during the current year except the surplus in the statement of profit and loss for the year ended on 31.03.2015, which has been carried over in the Balance Sheet.

**Subsidiaries, Associate Companies**

There are no subsidiaries or associate company so there is no requirement of statement in FORM AOC-1, under section 129(3) rule 5 of the Companies (Accounts) Rules, 2014

Particulars of contracts or arrangements made with related parties

Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 in the prescribed Form AOC-2 is appended as Annexure-B to the Boards report

Material changes and commitments affecting the financial position between the end of the financial year and date of report

There have been no material changes and commitments affecting the financial position between the end of the financial year and date of the report.

Nomination and Remuneration Policy

As Company is covered under sub-section (1) of section 178, companies policy on directors appointment and remuneration including criteria for determining qualifications, positive attributes, independence is formulated and annexed as "Annexure F".

Directors

Mrs Anju Jain retires from office by rotation and being eligible offers herself for re-appointment and was re-appointed in the annual general meeting held on 30.09.2014. During the year Independent directors Mr. Rakesh Kansal, Mr. Devendra Shankar Vishnoi and Mrs. Rashmi Kansal retired by rotation at the annual general meeting held on 30.09.2014.

Mr. Rachit Jain and Mr. Sanjeev Kumar Jain were appointed as Independent directors on the Board for five years by the shareholders in the annual general meeting held on 30.09.2014 in place of the retiring directors.

Mrs. Shubhi Jain retires at the ensuing annual general meeting and being eligible offer herself for re-appointment.

Mr. Sushil Kumar Tyagi retires by rotation at the ensuing annual general meeting and being eligible offers himself for re-appointment as Independent Director for 5 years.

Mr. Arvind Kumar Dixit was appointed as Chief Financial Officer by the Board of Directors with effect from 21.06.2014

The Company has received declarations from the independent directors of the Company confirming that they meet with the criteria of independence as prescribed both under section 149(7) of the Companies Act, 2013 and under clause 49 of the Listing Agreement with the Stock Exchange.

Extract of Annual Return

The extract of the Annual Return in Form MGT-9 is annexed herewith as Annexure-C.

Number of Meetings of the Board

The Board met 6 times during the financial year, the details of which are given in the corporate governance report that forms part of this Annual Report.

Declaration by Independent Director

The Company have received necessary declaration from each independent director under section 149(7) of the Companies Act, 2013

Director's responsibility statement as required under Section 134(3)(c) of the Companies Act, 2013

Pursuant to the requirement under section 134(3)(c) of the Companies Act, 2013 with respect to directors responsibility statement, it is hereby confirmed that:

- In preparation of the annual accounts for the financial year ended March 31, 2015, the applicable accounting standards have been followed.
 - The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the period.
 - The directors have taken proper and sufficient care towards the maintenance of adequate accounting records in accordance with the provisions of this act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
 - The directors have prepared the annual accounts on-going concern basis.
 - The directors have laid down internal financial controls, which are adequate and are operating effectively.
- The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.