31ST

ANNUAL REPORT

2022-2023

MOHIT PAPER MILLS LIMITED

CIN: L21093DL1992PLC116600

BOARD OF DIRECTORS

EXECUTIVE DIRECTORS		
Mr. Sandeep Jain	Chairman cum Managing Director	(DIN: 00458048)
Mr. Pradeep Rajput Kumar	Whole Time Director	(DIN: 06685586)
NON EXECUTIVE DIRECTORS		
Mrs. Shubhi Jain	Director	(DIN: 06685602)
Mrs. Anju Jain	Director	(DIN: 00459540)
Mr. Mohit Jain	Director	(DIN: 07203009)
NON EXECUTIVE INDEPENDENT DIRECTORS		
Mr. Sushil Kumar Tyagi	Director	(DIN: 06362605)
Mr. Rachit Jain	Director	(DIN: 06982727)
Mr. Sanjeev Kumar Jain	Director	(DIN: 07018412)
Mr. Sourabh Mathur	Director	(DIN: 08354589)
Mr. Rakesh Juyal	Director	(DIN: 09698162)

COMPANY SECRETARY

Mr. Shivam Sharma

CHIEF FINANCIAL OFFICER (CFO)

Mr. Arvind Kumar Dixit

STATUTORY AUDITORS

M/s Pankaj Goyal & Co.
Chartered Accountants
Muzaffarnagar

INTERNAL AUDITORS

M/s MAA and Company
Chartered Accountants
New Delhi

COST AUDITORS

M/s H. TARA & Co.
Cost Accountants
New Delhi

SECRETARIAL AUDITORS

M/s Agarwal S. & Associates
Company Secretaries
New Delhi

BANKERS:

UNION BANK OF INDIA, YES BANK

LISTED ON:

BSE Limited (BSE)

REGISTERED OFFICE:

Mohit Paper Mills Limited,15A/13, Upper Ground Floor,
East Patel Nagar, New Delhi-110008
Telephone: 011-25886798
Website: www.mohitpaper.in
E-mail: investorsmohitpaper@gmail.com

31st ANNUAL GENERAL MEETING
[through Video Conference (VC) /
Other Audio Visual Means (OAVM)]
Date: September 29, 2023 (Friday)
Time: 04.00 P.M. (IST)

WORKS:

Mohit Paper Mills Limited, 9 KM Stone, Nagina Road, Bijnor- 246701 (U.P.)
Telephone: 01342- 283051
E-Mail: investorsmohitpaper@gmail.com, mohit.paper@rediffmail.com

REGISTRAR & TRANSFER AGENT:

LINK INTIME INDIA PRIVATE LIMITED
Noble Heights 1st Floor, Plot No. NH-2, C-1 Block, LSC Near Savitri Market Janakpuri, New Delhi-110058,
Phone: 011-41410592,93,94, Telefax: 011- 41410591 Website: www.linkintime.co.in,
E-mail: delhi@linkintime.co.in, sunil.mishra@linkintime.co.in

CONTENTS

NOTICE OF THE 31ST ANNUAL GENERAL MEETING 1
REPORT ON CORPORATE GOVERNANCE 56
MANAGEMENT DISCUSSION AND ANALYSIS REPORT 82
FINANCIAL STATEMENTS 93

MOHIT PAPER MILLS LIMITED
CIN: L21093DL1992PLC116600
Registered Office: 15A/13, Upper Ground Floor, East Patel Nagar, New Delhi-110008
Works: 9km Stone, Nagina Road, Bijnor, Utter Pradesh- 246701
Telephone: 011-25886798 Website: www.mohitpaper.in
E-mail: investorsmohitpaper@gmail.com

NOTICE OF THE 31ST ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty First (31st) Annual General Meeting ("AGM" or "the Meeting") of the Members of Mohit Paper Mills Limited ("the Company") will be held on Friday, September 29, 2023 at 04.00 P.M. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS

Item No.1: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with Boards' Report and Auditors' Report thereon, and in this regard, to pass the following resolution as Ordinary Resolution:

"RESOLVED THAT the Audited Standalone Financial Statements including the Balance Sheet of the Company as at March 31, 2023, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement for the year ended on that date together with all the notes annexed and the Directors' and Auditors' Reports thereon, placed before the meeting, be and are hereby considered and adopted."

Item No.2: To re-appoint Mrs. Shubhi Jain (DIN: 06685602), director liable to retire by rotation and in this regard to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Shubhi Jain (DIN: 06685602) who retires by rotation at this Meeting and being eligible for re-appointment has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, who is liable to retire by rotation."

SPECIAL BUSINESS

Item No.3: To consider the approval for remuneration of Mr. Sandeep Jain (DIN: 00458048), Managing Director of the Company in case of no profit or in adequate profits.

In this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in partial modification of resolution passed in this regard by the members of the Company at 28th Annual General Meeting (hereinafter called "AGM") held on September 28, 2020 and pursuant to Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)Regulations, 2015 ("SEBI Listing Regulations") and other applicable provisions, if any, and pursuant to provisions Section 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approvals/permissions, if any, as may be required, and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the "Board") which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution, the consent of the members of the Company be and is hereby accorded for revision in the remuneration of Mr. Sandeep Jain (DIN: 00458048), Managing Director

of the Company with effect from October 01, 2023 for the remaining period of his tenure ending on August 23, 2025.

RESOLVED FURTHER THAT the remuneration payable to Mr. Sandeep Jain, Managing Director with effect from October 01, 2023 shall be as under:-

Salary: Rs.10,00,000/- (Rupees Ten Lakhs) per month inclusive of all perquisites on the terms and conditions as mentioned in the Explanatory Statement.

RESOLVED FURTHER THAT the consent and ratification of the Members of the Company be and is hereby accorded that Mr. Sandeep Jain, Managing Director of the Company be paid remuneration by way of Salary, Perquisites and allowances upto a maximum of Rs. 10,00,000/- (Rupees Ten Lakhs Only) per month as minimum remuneration for the remaining period in case the Company has no profits or its profits are inadequate.

RESOLVED FURTHER THAT the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Act read with Schedule V of the Act thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT where in any financial year, during the currency of the tenure of Mr. Sandeep Jain as Managing Director the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to the limits and conditions prescribed under Schedule V of the Act, as may be amended from time to time.

RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company, as approved by the resolution passed at the 28th Annual General Meeting of the Company held on September 28, 2020 shall remain unchanged.

RESOLVED FURTHER THAT the Board (which term shall be deemed to include a duly authorised 'Committee' thereof for the time being and from time to time, to which all or any of the powers hereby conferred on the Board by this resolution may have been delegated) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution, without being required to seek any further consent or approval of the member(s) of the Company**."**

Item No. 4: To consider the approval for remuneration of Mr. Pradeep Rajput Kumar (DIN: 06685586), Whole Time Director of the Company in case of no profit or in adequate profits.

In this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in partial modification of resolution passed in this regard by the members of the Company at 28th Annual General Meeting held on September 28, 2020 and pursuant to Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)Regulations, 2015 ("SEBI Listing Regulations") and other applicable provisions, if any or applicable, and pursuant to provisions Section 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approvals/permissions, if any, as may be required, and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the "Board") which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution, the consent of the members of the Company be and is hereby accorded for revision in the remuneration of Mr. Pradeep Rajput Kumar (DIN: 06685586), Whole Time Director of the Company with effect from October 01, 2023 for the remaining period of his tenure ending on August 23, 2025.

RESOLVED FURTHER THAT the remuneration payable to Mr. Pradeep Rajput Kumar, Whole Time Director with effect from October 01, 2023 shall be as under:-

Salary: Rs.1,00,000/- (Rupees One Lakh) per month inclusive of all perquisites on the terms and conditions as mentioned in the Explanatory Statement.

RESOLVED FURTHER THAT, the consent and ratification of the Members of the Company be and is hereby accorded that Mr. Pradeep Rajput Kumar, Whole Time Director of the Company be paid remuneration by way of Salary, Perquisites and allowances upto a maximum of Rs. 1,00,000/- per month as minimum remuneration for the remaining period in case the Company has no profits or its profits are inadequate.

RESOLVED FURTHER THAT the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Act read with Schedule V of the Act thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT where in any financial year, during the currency of the tenure of Mr. Pradeep Rajput Kumar as Whole Time Director the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to the limits and conditions prescribed under Schedule V of the Act, as may be amended from time to time.

RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole Time Director of the Company, as approved by the resolution passed at the 28th Annual General Meeting of the Company held on September 28, 2020 shall remain unchanged.

RESOLVED FURTHER THAT the Board (which term shall be deemed to include a duly authorised 'Committee' thereof for the time being and from time to time, to which all or any of the powers hereby conferred on the Board by this resolution may have been delegated) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution, without being required to seek any further consent or approval of the member(s) of the Company**."**

Item No. 5: To consider the approval for remuneration of Mr. Mohit Jain (DIN: 07203009) and holding an office or place of profit in the Company

In this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to provisions of Section 188(1)(f) and all other applicable provisions of Companies Act, 2013 ("Act") read with rules made thereunder (including any statutory modification (s) or re-enactment thereof, for the time being force) and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as per the recommendations of the Nomination and Remuneration Committee, Audit Committee and approval of the Board of Directors in their respective meeting (s) held on August 25, 2023 and the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Mohit Jain (Non-Executive Director) as advisor/ consultant of the Company as office of place of profit on remuneration for an amount of Rs. 5,00,000/- (Rupees Five Lakhs) per month and such other perquisites in accordance with the Act and SEBI Listing Regulations. w.e.f. October 01, 2023.

RESOLVED FURTHER THAT the Board of Directors of the Company or a committee thereof be and is hereby authorized to finalise and decide the change in designation and/or revisions in the remuneration payable to Mr. Mohit Jain from time to time in accordance with the Company's policy.

RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee thereof be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution, without being required to seek any further consent or approval of the member(s) of the Company."

Item No. 6: To consider the re-appointment of Mr. Sourabh Mathur (DIN: 08354589) as the Non-Executive Independent Director of the Company for a second term of five consecutive years.

In this regard, to consider and if thought fit, to pass the following resolution, with or without modification, as a **Special Resolution:**

"RESOLVED THAT pursuant to recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as "the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Sourabh Mathur (DIN: 08354589) whose current period of office is expiring on February 13, 2024 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with Regulation 16 (1) (b) of SEBI Listing Regulations, as amended from time to time, and who is eligible for reappointment for a second term under the provisions of the Act and Rules made thereunder and SEBI Listing Regulations as a Non-Executive Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a period of 5 (Five) consecutive years w.e.f. February 14, 2024 upto February 13, 2029, on the Board of the Company.

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) or the Company Secretary of the Company be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

Item No. 7: To consider and approve the alteration of Memorandum of Association of the Company.

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with rules made thereunder and as per applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereto for the time being in force), and subject to the necessary approvals, consents and permissions required, if any, of the Registrar of Companies, and/or any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or advised by any such appropriate authority(ies), the consent of Members of the Company be and is hereby accorded for effecting amendments in the existing Objects clauses of the Memorandum of Association of the Company by inserting following new clause "Clause 33" of Clause III (B) of the MOA,

Clause 33.

"To borrow, raise loans in any form, create indebtedness, to receive, grants or advances (whether interest free or not) equity loans, or raise any moneys required for the objects and purposes of the Company upon such terms and in such manner and with or without security as may from time to time be determined, by the issue of debentures, debentures stocks, and/or other securities. Any person claiming payment, whether on account of principal or interest or otherwise in respect of the moneys so borrowed or raised shall be entitled to claim such payment out of the funds, properties and other assets of the Company which alone shall be deemed to be liable to make good all claims and demands whatsoever under and in respect of the moneys so borrowed or raised, and not the personal funds, property and other assets of the members of Board of Directors or Members of the Company, or their successors and assigns, who shall not be deemed to have incurred any personal liability or render themselves or himself personally subject or liable to any claim or demand".