

**23<sup>rd</sup>** ANNUAL REPORT  
2013 - 2014



**SHREE RAMA NEWSPRINT LIMITED**

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## BOARD OF DIRECTORS

SHREE KUMAR BANGUR

CHAIRMAN

VIRENDRAA BANGUR

VICE CHAIRMAN

K. L. CHANDAK

DIRECTOR

LT. GEN. (RETD) ASHOK KAPUR

INDEPENDENT DIRECTOR

NARAYAN ATAL

INDEPENDENT DIRECTOR

MOHAN M. PHADKE

INDEPENDENT DIRECTOR

NAMRATA SHARMA

INDEPENDENT DIRECTOR

V. D. BAJAJ

EXECUTIVE DIRECTOR

### Bankers

Bank of India  
Oriental Bank of Commerce  
Central Bank of India  
Axis Bank Ltd.  
ICICI Bank Ltd.

### Registrar & Transfer Agent

**LINK INTIME INDIA PVT. LTD.**

**Unit : Shree Rama Newsprint Ltd.**

C – 13, Pannalal Silk Mills Compoud,  
L.B.S Marg, Bhandup (W),  
Mumbai - 400 078.

Ph. : 022-25963838

Fax : 022-25946969

E-mail : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

### Registered Office & Factory

Village : Barbodhan, Taluka : Olpad,  
District : Surat, Gujarat – 395 005.

### Corporate Office :

Shreeniwas House, 4<sup>th</sup> Floor,  
Hazarimal Somani Marg, Fort,  
Mumbai - 400 001.  
Ph.: 022-22070041 / 42  
E-mail : [ramanewsprint@ramanewsprint.com](mailto:ramanewsprint@ramanewsprint.com)  
website: [www.ramanewsprint.com](http://www.ramanewsprint.com)

### Auditors

Haribhakti & Co., Mumbai

### Advocates & Solicitors

Khaitan & Co., Mumbai

### Sr. Vice President (F & A) & Company Secretary

Girish Sharma

## NOTICE

## ANNUAL REPORT 2013 - 2014

**NOTICE** IS HEREBY GIVEN THAT THE 23<sup>rd</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF SHREE RAMA NEWSPRINT LIMITED WILL BE HELD ON SATURDAY, 27<sup>th</sup> SEPTEMBER 2014 AT 2.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT VILLAGE BARBODHAN, TALUKA OLPAD, DISTRICT SURAT, GUJARAT - 395005, TO TRANSACT THE FOLLOWING BUSINESS:

### **ORDINARY BUSINESS**

- (1) To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2014, the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.
- (2) To appoint a Director in place of Shri S. K. Bangur (DIN: 00053237), who retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.
- (3) To appoint M/s. Haribhakti & Company, Chartered Accountants, retiring Auditors, as Statutory Auditors of the Company to hold office from conclusion of the ensuing Annual General Meeting till the conclusion of next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

### **SPECIAL BUSINESS**

- (4) **Ratification of remuneration to Cost Auditor of the Company**

To ratify the remuneration of M/s. Nanty Shah & Associates, Cost Auditor for the financial year ending 31<sup>st</sup> March, 2015 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Nanty Shah and Associates, Cost Auditor holding membership No. 31497 appointed by the Board of Directors of the Company for conducting the audit of the cost records of the Company, if required, for the financial year ending 31<sup>st</sup> March, 2015, be paid remuneration of ₹ 35,000/- plus out of pocket expenses and applicable Service Tax."

- (5) **Appointment of Shri V. D. Bajaj as Director of the Company**

To consider and, if thought fit to pass with or without modification, the following resolution as **Ordinary Resolution**:

**"RESOLVED THAT** Shri V. D. Bajaj (DIN: 00034710), an Additional Director of the Company u/s 260 of the Companies Act, 1956 who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing u/s 160 of the Companies Act 2013, proposing his candidature for the Office of Director, be and is hereby appointed as a Director of the Company not liable to retire by rotation."

- (6) **Appointment of Shri V. D. Bajaj as Executive Director of the Company**

To consider and, if thought fit, to pass, with or without modification, the following resolutions as **Special Resolution**:

**"RESOLVED THAT** consent of the members be and is hereby accorded pursuant to provisions of Section 198, 269, 309, 310 and 311 and other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as the "Act") read with Schedule XIII of the Companies Act, 1956, including any statutory modification(s) or re-enactment thereof for the time being in force and approval of the Central Government u/s 269(2) of the Act, if required, to the appointment of Shri V. D. Bajaj as Executive Director of the Company for a period of 3(three) years with effect from 11<sup>th</sup> September, 2013 on the following terms and conditions.

#### **1. EMOLUMENTS:**

- i) Salary: ₹ 4,22,000/- (Rupees Four Lacs Twenty Two Thousand only) per month.
- ii) Special allowance: ₹ 3,050/- (Rupees Three thousand Fifty only) per month.

The Remuneration Committee is authorized to raise salary by giving annual increment.

#### **2. PERQUISITES:**

- i) Housing: Furnished accommodation.
- ii) Medical Reimbursement: Medical and Hospitalization benefits for him and his family by way of reimbursement of expenses actually incurred, the total cost of which to the Company shall not exceed one month's salary in a year or three months' salary over a period of three years.
- iii) Leave: On full pay in accordance with the Rules of the Company.
- iv) Leave Travel Concession: For him and his family once in a year in accordance with the Rules of the Company.
- v) Personal Accident Insurance: Premium as per the Rules of the Company.
- vi) Provident Fund: Contribution to Provident Fund in accordance with the Rules of the Company.
- vii) Gratuity: One half month's salary for each completed year of service.
- viii) Conveyance: Provision of Car for use on the Company's Business. In case Car is not provided, then reimbursement of expenses incurred on conveyance up to ₹ 1,00,000/- (Rupees One Lac only) per month.
- ix) Telephone: Free telephone facility at residence.
- x) Other benefits as are applicable to other senior executives of the Company (including but not limited to production incentive, bonus, ex-gratia, encashment of leave subject to a maximum of Ninety days, compensatory allowance in accordance with the schemes of the Company).

## NOTICE



### 3. MINIMUM REMUNERATION:

If the Company has no profits or its profits are inadequate, the Company will pay to Shri V. D. Bajaj minimum remuneration by way of salary, perquisites and other allowances, on terms and conditions mentioned above, and in accordance with the applicable provisions of Schedule XIII of the Companies Act, 1956 and subject to the approval of the Central Government, if required.

### 4. TERMINATION:

The appointment may be terminated by either party by giving three months' notice of such intention in writing to the other party.

5. Shri V. D. Bajaj will be a Director whose period of office will not be liable to retire by rotation.

6. Shri V. D. Bajaj will not be paid any sitting fees for attending the meetings of Board of Directors or Committees thereof.

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to take such steps and actions and to sign and execute such papers, forms and other documents as may be expedient to give effect to this resolution."

**"RESOLVED FURTHER THAT** in the event of any modification or revision in the provisions of remuneration payable to whole time directors, as set out in Schedule XIII of the Companies Act, 1956, the Remuneration Committee of Directors shall be entitled at its discretion to revise the remuneration payable to Shri V. D. Bajaj from the date of such modification or revision, without any further reference to the Company in general meeting."

**"RESOLVED FURTHER THAT** the consent of the Company be and is hereby granted and deemed to have been granted to pay Shri V. D. Bajaj, in the event of no profits or inadequate profit, minimum remuneration by way of salary, perquisites and other allowance, on terms and conditions mentioned above, and in accordance with Schedule XIII of the Companies Act, 1956 and subject to the approval of Central Government, if required."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company or a Committee thereof be and is hereby authorized to vary and/or revise the remuneration of the said Executive Director within the overall limits approved herein and settle any question or difficulty in connection therewith and incidental thereto."

### (7) Appointment of Shri Mohan M. Phadke as Independent Director of the Company

To consider and, if thought fit, to pass, with or without modification, the following resolutions as **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 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 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the

Listing Agreement, Shri Mohan M. Phadke (DIN: 06825479), who was appointed as an Additional Director pursuant to the provisions of Section 260 of the Companies Act, 1956 who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing u/s 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 and to hold office for 5 (five) consecutive years for a term up to the conclusion of the 28<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019."

### (8) Appointment of Smt. Namrata Sharma as Independent Director of the Company

To consider and, if thought fit, to pass, with or without modification, the following resolutions as **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 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 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Smt. Namrata Sharma (DIN: 02136222), who was appointed as an Additional Director pursuant to the provisions of Section 260 of the Companies Act, 1956 who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing u/s 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to the conclusion of the 28<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019."

### (9) Appointment of Lt. Gen. (Retd.) Ashok Kapur as Independent Director of the Company

To consider and, if thought fit, to pass, with or without modification, the following resolution as **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 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 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Lt. Gen. (Retd.) Ashok Kapur (DIN: 2592202), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing u/s 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 and to hold office for 5 (five) consecutive years for a term up to the conclusion of the 28<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019."

**(10) Appointment of Shri Narayan Atal as Independent Director of the Company**

To consider and, if thought fit, to pass, with or without modification, the following resolution as **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 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 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Narayan Atal (DIN: 00237626), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing u/s 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 and to hold office for 5 (five) consecutive years for a term up to the conclusion of the 28<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019.”

**(11) Empowering the Board to borrow money upto a limit of ₹ 750 crores u/s 180(1)(c)**

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

**“RESOLVED THAT** in supersession of the Ordinary Resolution passed at the 9<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2000, the consent of the Company be and is hereby accorded under the provisions of Section 180(1)(c) of the Companies Act, 2013, to the Board of Directors of the Company for borrowing from time to time all such sums of money as it may deem requisite for the purpose of the business of the Company, notwithstanding that the monies to be borrowed by the Company together with the monies, if any, already borrowed by the Company (neither of which sums shall include the temporary loans, if any, obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the maximum amount of monies so borrowed by the Board shall not at any time exceed ₹ 750 crores (Rupees Seven Hundred Fifty crores)”

**(12) Empowering the Board to create mortgage/ security upto a limit of ₹ 750 crores u/s 180(1)(a)**

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

**“RESOLVED THAT** in supersession of the Ordinary Resolution passed at the 9<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2000, the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, to mortgaging and/or charging by the Board of Directors of the Company of all the moveable and/or immoveable properties of the Company wheresoever situated, both present and future, and the whole undertaking(s) of the Company (subject to prior charges in favour of the Company's bankers

for cash credit and other facilities) together with the power of the mortgagee/s to take over the management of the business and concern of the Company in certain events, in order to secure Rupee Term Loans/ Foreign Currency Loans and the issue of Partly Convertible Debentures and Non Convertible Debentures or any other debts taken by the Company for amounts not exceeding in the aggregate ₹ 750 crores (Rupees Seven Hundred Fifty crores) obtained/ to be obtained from the Financial Institutions and/or Banks or issued/to be issued by the Company or to be privately placed with the Financial Institutions and/or Banks and/ or Mutual Funds or any other person as the case may be, and interest at the respective agreed rates, compound/ additional interest, in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, costs, charges and expenses, remuneration of the Trustees and all other monies payable in respect of the aforementioned borrowings as may be agreed to by the Board of Directors of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to finalize with the Financial Institutions, Banks, Mutual Funds and Trustees for the Debenture holders, the documents for creating the aforesaid mortgages and/or charges and to do all such acts and things as may be required for giving effect to the Resolution.”

By Order of the Board

For SHREE RAMA NEWSPRINT LIMITED

Girish Sharma

Sr. Vice President (F&A) & Company Secretary

Place : Mumbai

Date : 09.08.2014

**Registered Office:**

Village Barbodhan,  
Taluka Olpad, District Surat,  
Gujarat – 395 005.



# NOTICE



## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.  
A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY 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 MAY APPOINT A SINGLE PERSON AS PROXY. HOWEVER, SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
2. Proxies in order to be effective must be received by the Company not less than 48 hours before the commencement of the Meeting.
3. The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 in respect of Item Nos. 4 to 12 set out above is annexed hereto. Books of the Company shall remain closed from 19th September, 2014 to 27th September, 2014 (both days inclusive).
4. Pursuant to the requirement of Clause 49 of the Listing Agreement, a statement containing brief resume of the Directors who are seeking appointment/re-appointment under item no. 2 and item nos. 5-10 is annexed hereto.
5. Members are requested to notify immediately any change in their Registered Address to the Company's Registrar, **LINK INTIME INDIA PVT. LIMITED**, Unit: Shree Rama Newsprint Ltd., C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai – 400078.
6. Members, who hold shares in de-materialized form, are requested to bring their Client ID and DP ID Nos. for easier identification of attendance at the Meeting.
7. Shareholders seeking any information with regard to the Accounts are requested to write to the Company at an early date to enable the Management to keep the information ready.
8. The documents referred to in this Notice are open for inspection by any Member at the Registered Office of the Company during the Company's business hours on any working day up to the date of the Annual General Meeting and will also be available for inspection at the Meeting.
9. Pursuant to the Green Initiative taken by the Government, your Company shall send Annual Report and other communications from time to time to the shareholders electronically to the e-mail address provided by them.
10. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for availing Electronic Voting facility which is required as per provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014. Members having shares in physical form are requested to intimate their e-mail Ids to Registrar & Share Transfer Agents viz., Link Intime India Pvt. Ltd., and members holding shares in electronic form are requested to intimate their e-mail Ids to Depository Participants with whom they have maintained their Demat Account.

The instructions for members for voting electronically are as under:-

### In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select "Shree Rama Newsprint Ltd." from the drop down menu and click on "SUBMIT"
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>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.</li> <li>In case the folio number is less than 8 digits enter the applicable number of 0's 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 then enter RA00000100 in the PAN field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter <b>the number of shares held by you as on the cut off date in the Dividend Bank details field.</b></li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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

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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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for "Shree Rama Newsprint Ltd." on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

### In case of members receiving the physical copy:

- a. Please follow all steps from sr. no. (i) to sr. no. (xvii) above to cast vote.
- b. The voting period begins on 21.09.2014 at 9.00 AM and ends on 23.09.2014 at 6.00 PM. During this period shareholders'

of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22.08.2014 (Record Date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- c. 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

A Member can opt for only one mode of voting, i.e., either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

### ANNEXURE TO THE NOTICE

#### STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

##### ITEM Nos. 5 & 6

Your Directors vide board resolution by circulation dated 11<sup>th</sup> September 2013 had appointed Shri V. D. Bajaj as Additional Director of the Company. He was also appointed as Executive Director subject to the approval of the members of the Company in the ensuing general meeting.

Shri V. D. Bajaj who is 63, is Masters in Commerce–Gold Medalist. He has about 41 years of Industrial Experience with some renowned Paper mills including 7 years as Executive Director in the Company from 2004 to 2011.

Shri V. D. Bajaj shall carry out such duties as may be entrusted to him from time to time by the Board of Directors.

The appointment of Shri V. D. Bajaj was made in accordance with the conditions specified in Schedule XIII of the Companies Act, 1956, subject to the approval of the members of the Company and Central Government, if required.

An abstract of terms and conditions of appointment of Shri V. D. Bajaj as an Executive Director u/s 302 of the Companies Act, 1956 along with memorandum of interest was sent to the members on 27<sup>th</sup> September 2013.

The proposed appointment and remuneration of Shri V. D. Bajaj as Executive Director complies with the provisions of section 152, 196 & 197 read with Schedule V of the Companies Act, 2013.

The Directors are of the view that having regard to Shri V. D. Bajaj's educational qualification and varied experience, his appointment as Executive Director will be in the interest of the Company and its Shareholders and, accordingly, commend the resolution of Item No. 6 for your approval.

Shri V. D. Bajaj is interested in the Resolutions at Item no. 5 and 6 since it concerns to his appointment as Director & his own remuneration.

None of the other Directors or Key Managerial Personnel (KMP) or their relatives are, in any way, concerned or interested in the passing of these resolutions.

The following additional information as required by Schedule V to the Companies Act, 2013 is given below:

#### I. GENERAL INFORMATION:

##### (i) Nature of Industry:

Manufacturing and sale of Newsprint and Writing & Printing Paper.



# NOTICE



**(ii) Date of commencement of commercial production:**

The company commenced commercial production in August 1996.

**(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not applicable, as the company is an existing company.

**(iv) Financial performance based on given indicators – as per audited financial results for the year ended 31st March, 2014:**

(₹ in lacs)

Particulars	31.03.2014	31.03.2013	31.03.2012
Sales (Gross)	40,440.00	37,844.39	34,860.03
Profit/ Loss before tax	(1,348.86)	(7,974.67)	(8,262.30)
Profit/ Loss after tax	(1,550.92)	(5,668.98)	(5,552.68)
Shareholders' Funds	3,734.81	5,285.73	10,954.71

**(v) Foreign investments or collaborators: NIL**

## II. INFORMATION ABOUT THE APPOINTEE:

**(i) Background details:**

Shri V. D. Bajaj, who is 63, is Masters in Commerce (Gold Medalist) and has about 41 years of Industrial Experience with some renowned Paper mills including 7 years as Executive Director in the Company from 2004 to 2011. He joined the Paper Industry in the year 1970 as Management Trainee in M/s. J.K. Paper Mills, Rayagada (Orissa) and rose upto the rank of Vice President (Works)- heading the entire unit operations. He was associated with The West Coast Paper Mills Ltd. in September, 1998 as President (Corporate), to look after marketing & sales, purchases, co-ordination with Mills and other related corporate functions.

Shri V. D. Bajaj has a rich and varied work experience in Paper Industry and taking into consideration his qualifications and expertise, he is best suited for the responsibilities as assigned to him by the Board of Directors of the Company.

**(ii) Past remuneration during the financial year ended 31st March, 2014:**

Being appointed as Executive Director w.e.f. 11.09.2013

**(iii) Recognition or awards:**

The information is already covered in the section "Background details".

**(iv) Job Profile and his suitability:**

Shri V. D. Bajaj is responsible for the operations and the affairs of the Company and he shall perform such other duties and services as may be entrusted to him, subject to the supervision of the Board of Directors. Taking into consideration his qualifications and expertise in the relevant fields, he is best suited for the responsibilities currently assigned to him by the Board of Directors.

**(v) Remuneration proposed:**

The remuneration of Shri V. D. Bajaj is set out above.

**(vi) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

The substantive remuneration of Shri V. D. Bajaj is not out of tune with the remuneration in similar sized industries in same segment of business.

**(vii) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

Other than the remuneration stated above, Shri V. D. Bajaj has no other pecuniary relationship, directly or indirectly with the Company.

## III. OTHER INFORMATION:

**(i) Reasons of loss or inadequate profits:**

The performance of the Company during the year ended 31<sup>st</sup> March 2014, as explained in the Board's Report annexed, was adversely affected due to higher input cost without commensurate increase in the selling prices.

**(ii) Steps taken or proposed to be taken for improvement, and**

**(iii) Expected increase in productivity and profits in measurable terms:**

With the continuing growth and demand and optimum capacity utilization coupled with infusion of fresh funds out of leveraging of surplus assets, the Company expects improved performance in future.

## IV. DISCLOSURES:

The information and Disclosures of the remuneration package of the Executive Director have been mentioned in the Annual Report in the Corporate Governance Report Section under the heading "Details of remuneration for the year ended 31st March 2014"

Shri V. D. Bajaj satisfies all the conditions set out in Part-I of Schedule V and section 164 and 196 of the Companies Act, 2013.

Brief resume of Shri V. D. Bajaj, nature of his expertise, name of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships among directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges are provided in the Corporate Governance Report forming part of the Annual Report.

### ITEM No. 7

The Board of Directors had appointed Shri Mohan M. Phadke as an Additional Director of the Company on 31<sup>st</sup> January 2014. Shri Mohan M. Phadke, M.Sc. in Metallurgy & Material Science from Carnegie-Mellon University, USA, alongwith Master of Management from Asian Institute of Management, Philippines, has a rich and varied work experience of over 38 years with renowned companies.

A Notice u/s 160 of the Companies Act, 2013 along with the deposit of requisite amount has been received from a

member signifying his intention to propose the name of Shri Mohan M. Phadke as a candidate for the office of Director of the Company. He is eligible for the appointment and is independent of the management. He fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder, for appointment as Independent Director of the Company. Your Directors are of the opinion that appointment of Shri Mohan M. Phadke will be in the interest of the Company and hence commend the same for approval of members.

None of the other Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested in the passing of this resolution.

**ITEM No. 8**

The Board of Directors has appointed Smt. Namrata Sharma as an Additional Director of the Company on 09<sup>th</sup> August 2014. Smt. Namrata Sharma is B.E. (Electricals) & MD (Alternative Medicine) and has a varied work experience of about 20 years with renowned companies.

A Notice u/s 160 of the Companies Act, 2013 along with the deposit of requisite amount has been received from a member signifying his intention to propose the name of Smt. Namrata Sharma as a candidate for the office of Director of the Company. She is eligible for the appointment and is independent of the management. She fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder, for appointment as Independent Director of the Company. Your Directors are of the opinion that appointment of Smt. Namrata Sharma will be in the interest of the Company and hence commend the same for approval of members.

None of the other Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested in the passing of this resolution.

**ITEM No. 9**

Lt. Gen. (Retd.) Ashok Kapur will retire by rotation at the ensuing Annual General Meeting as per the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Lt. Gen. (Retd.) Ashok Kapur being eligible, offers himself for appointment as Independent Director on the Board of the Company. In line with the requirements of the Companies Act, 2013, it is therefore proposed to appoint Lt. Gen. (Retd.) Ashok Kapur as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years.

A Notice u/s 160 of the Companies Act, 2013 along with the deposit of requisite amount has been received from a member signifying his intention to propose the name of Lt. Gen. (Retd.) Ashok Kapur as a candidate for the office of Director of the Company. He is eligible for the appointment and he is independent of the management. He fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder, for appointment as Independent Director of the Company. Your Directors are of the opinion that appointment of Lt. Gen. (Retd.) Ashok Kapur will be in the interest of the Company and hence commend the same for approval of members.

None of the other Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested in the passing of this resolution.

**ITEM No. 10**

Shri Narayan Atal has been an Independent Director of the Company pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges since 31.08.2013. Shri Narayan Atal, being eligible, is proposed to be appointed as Independent Director pursuant to provisions of Section 149 read with Schedule IV of the Companies Act, 2013, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to the conclusion of the 28<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019.

A Notice u/s 160 of the Companies Act, 2013 along with the deposit of requisite amount has been received from a member signifying his intention to propose the name of Shri Narayan Atal as a candidate for the office of Director of the Company. He is eligible for the appointment and he is independent of the management. He fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder, for appointment as Independent Director of the Company. Your Directors are of the opinion that appointment of Shri Narayan Atal will be in the interest of the Company and hence commend the same for approval of members.

None of the other Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested in the passing of this resolution.

**ITEM Nos. 11 & 12**

The Section 180(1)(a)&(c) of the Companies Act, 2013 and the rules made thereon requires special resolution to be passed in respect of borrowings and sale, lease or otherwise disposal of the whole or substantially the whole of the undertaking of the Company. The members of the Company had earlier passed an ordinary resolution in the Annual General Meeting held on 30<sup>th</sup> September, 2000 for the same amount.

None of the other Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested in the passing of this resolution.

The Directors recommend the resolution for your approval.