

24th ANNUAL REPORT
2014 - 2015



SHREE RAMA NEWSPRINT LIMITED

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BOARD OF DIRECTORS

SHREE KUMAR BANGUR

VIRENDRAA BANGUR

K. L. CHANDAK

LT. GEN. (RETD) ASHOK KAPUR

NARAYAN ATAL

MOHAN M. PHADKE

NAMRATA SHARMA

GANPATRAJ CHOWDHARY (w.e.f. 23.06.2015)

SIDDHARTH CHOWDHARY (w.e.f. 23.06.2015)

KEERTHINARAYANAN A. HEMMIGE (w.e.f. 23.06.2015)

MURLI RANGANATHAN (w.e.f. 23.06.2015)

V. D. BAJAJ

CHAIRMAN

VICE CHAIRMAN

DIRECTOR

INDEPENDENT DIRECTOR

INDEPENDENT DIRECTOR

INDEPENDENT DIRECTOR

INDEPENDENT DIRECTOR

DIRECTOR

DIRECTOR

INDEPENDENT DIRECTOR

INDEPENDENT DIRECTOR

EXECUTIVE DIRECTOR

Bankers

Bank of India

Oriental Bank of Commerce

Central Bank of India

Axis Bank Ltd.

ICICI Bank Ltd.

Registered Office & Factory

Village : Barbodhan, Taluka : Olpad,

District : Surat, Gujarat – 395 005.

Corporate Office :

Shreeniwas House, 4th Floor,
Hazarimal Somani Marg, Fort,
Mumbai - 400 001.

Ph.: 022-22013805 / 728

E-mail : ramanewsprint@ramanewsprint.com

website: www.ramanewsprint.com

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

Auditors

Haribhakti & Co. LLP, Mumbai

Advocates & Solicitors

Khaitan & Co., Mumbai

Sr. Vice President (F & A) &

Company Secretary

Girish Sharma

NOTICE

ANNUAL REPORT 2014 - 2015

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 24TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SHREE RAMA NEWSPRINT LIMITED WILL BE HELD ON WEDNESDAY, 30TH SEPTEMBER, 2015 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 31st March 2015, 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 M/s. Haribhakti & Co. LLP, 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

(3) **Appointment of Cost Auditor of the Company**

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 if any and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), remuneration payable to M/s. Nanty Shah and Associates, Cost Accountants holding membership No. 31497 appointed by the Board of Directors of the Company as Cost Auditors for conducting the audit of the cost records of the Company, for the financial year ending 31st March, 2016, amount not exceeding ₹ 30,000/- excluding out of pocket expenses and applicable Service Tax be and is hereby approved."

(4) **Appointment of Mr. Ganpatraj Chowdhary 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 pursuant to the provisions of Section 152 and other applicable provisions if any of the Companies Act, 2013 and other applicable provisions if any and the Rules made thereunder, Mr. Ganpatraj Chowdhary (DIN: 00344816), who was appointed as an Additional Director of the Company by the Board of Directors on 23rd June, 2015 pursuant to the provisions of Section 161 of the Companies Act, 2013 and whose term of office 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 a Director of the Company liable to retire by rotation."

(5) **Appointment of Mr. Siddharth Chowdhary 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 pursuant to the provisions of Section 152 and other applicable provisions if any of the Companies Act, 2013 and other applicable provisions if any and the Rules made thereunder, Mr. Siddharth Chowdhary (DIN: 01798350), who was appointed as an Additional Director of the Company by the Board of Directors on 23rd June, 2015 pursuant to the provisions of Section 161 of the Companies Act, 2013 and whose term of office 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 a Director of the Company, liable to retire by rotation."

(6) **Appointment of Mr. Keerthinarayanan A. Hemmige 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, Mr. Keerthinarayanan A. Hemmige (DIN: 07182621), who was appointed as an Additional Director by the Board of Directors on 23rd June, 2015 pursuant to the provisions of Section 149 and 161 of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting, 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 22nd June, 2020."

(7) **Appointment of Mr. Murli Ranganathan 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, Mr. Murli Ranganathan (DIN: 00139748), who was appointed as an Additional Director by the Board of Directors on 23rd June, 2015 pursuant to the provisions of Section 149 and 161 of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting, 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 22nd June, 2020."

By Order of the Board
For Shree Rama Newsprint Limited

Place: Mumbai
Date: 11.08.2015

V. D. Bajaj
Executive Director
DIN: 00034710

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 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN 10% 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. 3 to 7 as set out above are annexed hereto. Books of the Company shall remain closed from 22nd September, 2015 to 30th September, 2015 (both days inclusive).
4. Members are requested to notify immediately any change in their Registered Address to the Company's Registrar, **LINK INTIME INDIA PRIVATE LIMITED**, Unit: Shree Rama Newsprint Ltd., C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai – 400078.
5. Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos. for easier identification of attendance at the Meeting.
6. 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.
7. 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.
8. 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.
9. 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
- (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 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:

| | 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) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number printed on the address stickers on the Annual Report. • 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. |
| 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"> • 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 the number of shares held by you as on the cut off date in the Dividend Bank details field. |

- (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 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.
 - 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 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 Saturday 26.09.2015 at 09.00 A.M. and ends on Tuesday 29.09.2015 at 05.00 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 25.09.2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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 under help section or write an email to 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 No. 3

The Board of Directors of the Company at their meeting held on 11th August 2015 has, on recommendation of the Audit Committee appointed M/s. Nanty Shah & Associates as Cost Auditors of the Company for the Financial Year 2015-16 at a remuneration not exceeding ₹ 30,000/- excluding out of pocket expenses and applicable service tax.

As per Section 148 of the Companies Act, 2013 and the rules made thereunder the remuneration payable to the Cost Auditor is to be confirmed by the members of the Company. The Board recommends the resolution at Item No. 3 for the approval of the members as an ordinary resolution.

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. 4

Mr. Ganpatraj Chowdhary (DIN: 00344816) was appointed as an Additional Director of the Company w.e.f. 23rd June 2015 by the Board.

Keeping in view his experience and knowledge, the Board considers that the proposed appointment of Mr. Ganpatraj Chowdhary would be of immense benefit to the Company. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Director.

Further, the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India requires certain additional disclosures with respect to appointment of Independent Director, which are mentioned in the end.

Except Mr. Ganpatraj Chowdhary and Mr. Siddharth Chowdhary, 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. 5

Mr. Siddharth Chowdhary (01798350) was appointed as an Additional Director of the Company on 23rd June 2015 by the Board.

Keeping in view his experience and knowledge, the Board considers that the proposed appointment of Mr. Siddharth Chowdhary would be of immense benefit to the Company. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Director.

Further, the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India requires certain additional disclosures with respect to appointment of Independent Director, which are mentioned in the end.

Except Mr. Ganpatraj Chowdhary and Mr. Siddharth Chowdhary, 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. 6

The Board of Directors have appointed Mr. Keerthinarayanan A. Hemmige (DIN: 07182621) as an Additional & Independent Director of the Company on 23rd June 2015 under the relevant provisions of Section 149 and 161 of the Companies Act, 2013

read with amended Listing Agreement. He will hold the office up to the date 22nd June, 2020. Mr. Keerthinarayanan A. Hemmige is a Commerce graduate and has 20 years of experience in Banking sector.

Keeping in view his experience and knowledge, the Board considers that the proposed appointment of Mr. Keerthinarayanan A. Hemmige would be of immense benefit to the Company. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Keerthinarayanan A. Hemmige as a Director of the Company. He has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent of the Management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Independent Director is now being placed before the Members for their approval.

Further, the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India requires certain additional disclosures with respect to appointment of Independent Director, which are mentioned in the end.

Except Mr. Keerthinarayanan A. Hemmige, none of the other Directors or Key Managerial Personnel (KMP) or their relatives are, in any way, concerned or interested in the passing of this resolution.

ITEM No. 7

The Board of Directors have appointed Mr. Murli Ranganathan (DIN: 00139748) as an Additional & Independent Director of the Company on 23rd June 2015 under the relevant provisions of Section 149 and 161 of the Companies Act, 2013 read with amended Listing Agreement. He will hold the office up to the date 22nd June, 2020. Mr. Murli Ranganathan a management professional has worked as MD/CEO for the past 15 years. He has worked for 11 years as Director of Torrent Power Ltd. and as CEO of the T&D business; responsible for Distribution Operations at Ahmedabad, Gandhinagar, Surat, Bhiwandi and Agra.

Keeping in view his experience and knowledge, the Board considers that the proposed appointment of Mr. Murli Ranganathan would be of immense benefit to the Company. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Murli Ranganathan as a Director of the Company. He has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, he fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent of the Management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Independent Director is now being placed before the Members for their approval.

Further, the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India requires certain additional disclosures with respect to appointment of Independent Director, which are mentioned in the end.

Except Mr. Murli Ranganathan, none of the other Directors or Key Managerial Personnel (KMP) or their relatives are, in any way, concerned or interested in the passing of this resolution.

NOTICE

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DETAILS OF THE DIRECTORS SEEKING APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (In pursuance of Clause 49 of the Listing Agreement and Secretarial Standards issued by Institute of Company Secretaries of India)

| | Item No. 4 of the Notice | Item No. 5 of the Notice | Item No. 6 of the Notice | Item No. 7 of the Notice |
|---|---|---|--|--|
| Name of Director | Mr. Ganpatraj Chowdhary | Mr. Siddharth Chowdhary | Mr. Keerthinarayanan A. Hemmige | Mr. Murli Ranganathan |
| Date of Birth/ Age | 23.03.1963 52 years | 30.08.1984 31 years | 18.03.1965 50 years | 11.04.1955 60 years |
| Date of Appointment on Board | 23.06.2015 | 23.06.2015 | 23.06.2015 | 23.06.2015 |
| No. of Meetings of the Board attended during the FY 2014-15 | N.A. | N.A. | N.A. | N.A. |
| Qualifications | B. Com | B. Com, MBA in International Accounts & Business Finance | B. Com | Master of Tech., B.E., Management Development Programme |
| Expertise in specific functional areas | Industrialist And Business Field | Finance Sector | Banking Sector | Management Professional |
| Terms & Conditions of Appointment | Non Executive Director | Non Executive Director | Independent Director for 5 (five) consecutive years for a term upto 22 nd June, 2020. | Independent director for 5 (five) consecutive years for a term upto 22 nd June, 2020. |
| Remuneration Paid | No remuneration other than Sitting Fees for attending Board and/ or Committee Meetings, if any. | No remuneration other than Sitting Fees for attending Board and/ or Committee Meetings, if any. | No remuneration other than Sitting Fees for attending Board and/ or Committee Meetings, if any. | No remuneration other than Sitting Fees for attending Board and/ or Committee Meetings, if any. |
| Relationship with other Directors/ Manager and other KMP of the Company | Father of Mr. Siddharth Chowdhary | Son of Mr. Ganpatraj Chowdhary | No relationship | No relationship |
| Directorship in other Companies | Riddhi Siddhi Gluco Biols Ltd., The All India Starch Manufacturers' Association Pvt. Ltd., Creelotex Engineers Pvt. Ltd., Vicas Vehicles Pvt. Ltd., Vascroft Design Pvt. Ltd., Revival Infrastructure and Recreation Pvt. Ltd., Safari Infrastructure Pvt. Ltd., Adi Finechem Ltd. & Jain International Trade Organisation. | Safari Biotech Ltd., Telecon Infotech Pvt. Ltd., Riddhi Siddhi Gluco Biols Ltd. | NIL | NIL |
| Membership of Committees of Board of other Companies | NIL | NIL | NIL | NIL |
| Shareholding in the Company | NIL | NIL | NIL | NIL |

By Order of the Board
For **SHREE RAMA NEWSPRINT LIMITED**

Place: Mumbai
Date: 11.08.2015

V. D. Bajaj
Executive Director
DIN: 00034710

BOARD'S REPORT



To

The Members of

SHREE RAMA NEWSPRINT LIMITED

Your Directors are pleased to present the 24th Annual Report and the Audited Accounts for the Financial Year ended 31st March 2015.

FINANCIAL RESULTS

(₹ in lacs)

| | Year Ended 31.03.2015 | Year Ended 31.03.2014 |
|--|--------------------------|--------------------------|
| Revenue from operations | 37675.44 | 40844.76 |
| Profit before Interest, Depreciation and Tax | (3589.17) | 1750.80 |
| Finance Cost | (4585.27) | 4868.19 |
| Profit before Depreciation and Tax | (8174.44) | (3117.39) |
| Depreciation | 1237.86 | (3477.03) |
| Profit /(Loss) before Tax and Exceptional items | (9412.30) | (6594.42) |
| Exceptional Items | - | 5245.56 |
| Deferred Tax / (Credit) | - | 202.06 |
| Extraordinary Items | 5159.50 | 5245.56 |
| Net Profit / (Loss) from ordinary activities | (4252.80) | (1550.92) |

Performance:

During the year under review, the Company produced only Newsprint variety on its machines. The Indian Newsprint Manufacturing Industry which has an installed capacity of about 2.5 million MTS per annum, could operate at 50% of the capacity with a production of 1.24 million MTS, whereas the imports were of the order of about 1.4 million MTS. In this background, the capacity utilization of the Company stood at 84% during the year 2014-15 as against 94% during the year 2013-14. The average selling price of Newsprint continued to decline during the year due to cheaper imports mainly from Russia, Korea, Europe, USA & Canada. The decline in selling price was so steep that it eroded the profit margins and even EBIDTA went into negative territory.

The Company is focusing on improving the operating efficiencies of the plant and reduce both the fixed and variable cost in order to arrest the erosion in profitability and is hopeful of improving its performance during 2015-16.

DIVIDEND:

Due to the Loss incurred by Company during the year under review, the directors are not able to recommend dividend for the year 2014-15.

TRANSFER TO RESERVES:

In view of losses, the Company has not proposed to transfer any amount to any reserves of the Company.

FIXED DEPOSIT:

Company has not accepted or renewed any deposit during the year.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

The Company does not have any subsidiary or associate company within the meaning of Section 2(6) of the Companies Act, 2013.

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure I".

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The details of related party disclosures and transactions as prescribed in Form AOC-2 is attached as Annexure V. All the transaction are done at arms length and pertain to F.Y. 2014-15 period only and as approved in the Board and Audit Committee Meetings held during the F.Y. 2014-15.

NUMBER OF MEETINGS OF THE BOARD

During the year, four Board Meetings were convened and held on 13th May, 2014, 9th August, 2014, 28th October, 2014 and 2nd February, 2015. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Board of Directors appointed Mr. Ganpatraj Chowdhary and Mr. Siddharth Chowdhary as an Additional Director w.e.f. 23.06.2015 who will hold their positions till the date of the ensuing Annual General Meeting.

The Board of Directors also appointed Mr. Keerthinarayanan A. Hemmige and Mr. Murli Ranganathan as Additional Independent Director w.e.f. 23.06.2015 who will hold their positions till the date of the ensuing Annual General Meeting.

The Company has received notices u/s 160 of the Companies Act, 2013, proposing the candidature of Mr. Ganpatraj Chowdhary and Mr. Siddharth Chowdhary for appointment of directors at the ensuing Annual General Meeting.

The Board of Directors of the Company also took note of the resignation of Mr. Girish Sharma Sr. Vice President (F&A) and Company Secretary w.e.f 25.06.2015

DIRECTORS' RESPONSIBILITY STATEMENT PURSUANT TO SECTION 134(3)(c) OF THE COMPANIES ACT, 2013:

The Directors hereby confirm that:-

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the

company for that period;

3. the directors had taken proper and sufficient care for 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;
4. the directors had prepared the annual accounts on a going concern basis;
5. the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
6. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS:

Pursuant to Section 149(6) of the Companies Act, 2013, Independent Directors of the Company have made a declaration confirming the compliance of the conditions of the independence stipulated in the aforesaid section.

DETAILS OF COMMITTEE OF DIRECTORS:

Composition of Audit Committee of Directors, Nomination and Remuneration Committee of Directors and Stake Holders Relationship/ Grievances Committee of Directors, number of meetings held of each Committee during the financial year 2014-15 and meetings attended by each member of the Committee as required under the Companies Act, 2013 are provided in Corporate Governance Report.

ANNUAL EVALUATION BY THE BOARD OF ITS OWN PERFORMANCE, ITS COMMITTEES AND INDIVIDUAL DIRECTORS:

The Board of Directors of the Company has initiated and put in place evaluation of its own performance, its Committees and individuals. The result of the evaluation is satisfactory and adequate and meets the requirements.

INTERNAL CONTROL SYSTEMS:

The Company has an adequate system of internal control procedures which is commensurate with the size and nature of business. Detailed procedural manuals are in place to ensure that all the assets are safeguarded, protected against loss and all transactions are authorised, recorded and reported correctly. The internal control systems of the Company are monitored and evaluated by internal auditors and their audit reports are periodically reviewed by the Audit Committee of the Board of Directors.

APPOINTMENT AND REMUNERATION POLICY:

The Board has, on the recommendation of the Nomination & Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management and their remuneration which is available on Company's website at www.ramanewsprint.com

WHISTLE BLOWER POLICY:

The Company has formulated a Whistle Blower Policy to establish a vigil mechanism for Directors, Employees and other Stakeholders of the Company to report concerns about illegal and unethical practices, unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy which is available at the Company's website at www.ramanewsprint.com

RISK MANAGEMENT:

During the year, the Management of the Company had evaluated the existing Risk Management Policy of the Company. The Risk Management policy has been reviewed and found adequate and sufficient to the requirement of the Company. The Management has evaluated various risk and that there is no element of risk identified that may threaten the existence of the Company.

LISTING OF SHARES

Equity Shares of Company continue to be listed on Bombay Stock Exchange Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE). The Company has duly paid listing fees to the stock exchanges.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars with respect to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo as required u/s 134(3)(m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are furnished as Annexure – II to this Report and forms part of it.

CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION & ANALYSIS

Report on Corporate Governance and Management Discussion and Analysis is made part of this Annual Report.

As required by the Listing Agreements, the Certificate of Auditors on Corporate Governance compliance is also annexed to this Annual Report.

The Certificate from CEO/CFO was placed before the Board of Directors at its meeting held on 27.05.2015.

PARTICULARS OF EMPLOYEES

The information required under section 197(12) of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as per Annexure - III