

21ST ANNUAL REPORT
2011-12



Shree Rajeshwaranand Paper
Mills Limited

CONTENTS	PAGE NO.
Notice	1
Directors' Report	4
Report on Corporate Governance	8
Management Discussion and Analysis	14
Auditors' Report	15
Balance Sheet	18
Profit & Loss Account	19
Cash Flow Statement	20
Notes Forming Part of the A/c	21



SHREE RAJESHWARANAND PAPER MILLS LIMITED

21ST ANNUAL REPORT 2011-12

BOARD OF DIRECTORS	:	Mr. Amrish R. Patel Mr. Prakash R. Vora Mr. Udayan D. Velvan Mr. Vishrut K. Vora Mr. Ashok Kumar V. Shah	Chairman Managing Director Executive Director Director Director
BANKERS	:	State Bank of India, MID Corporate Group Industrial Finance Branch, Vadodara – 390 007	
AUDITORS	:	M/s. Sunderji Gosar & Co., Chartered Accountants, Mumbai.	
COST AUDITOR	:	M/s. V. H. Savaliya & Associates, Cost Accountants, Ahmedabad.	
COMPANY LAW CONSULTANTS	:	M/s. Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad.	
REGISTERED OFFICE & FACTORY	:	Village: Govali, Bharuch – Jhagadia Road, Tal: Jhagadia Dist: Bharuch Gujarat – 392 022	
REGISTRAR & SHARE TRANSFER AGENT	:	M/s. Sharex Dynamic (India) Pvt. Ltd. Unit-1, Luthra Industrial Premises, Andheri Kurla Road, Safed Pool, Andheri (E), Mumbai - 400 072.	

Shree Rajeshwaranand Paper Mills Limited

NOTICE

NOTICE is hereby given that the **TWENTYFIRST ANNUAL GENERAL MEETING** of the Members of **SHREE RAJESHWARANAND PAPER MILLS LIMITED** will be held as scheduled below:

Date : 15th September, 2012
Day : Saturday
Time : 1.00 p.m.
Place : At the Registered Office of the Company at:
Village: Govali,
Bharuch – Jhagadia Road,
Tal: Jhagadia, Dist: Bharuch
Gujarat – 392 022

to transact the following business:

ORDINARY BUSINESS:

1. To receive and adopt Audited Profit and Loss Account for the year ended 31st March, 2012 and the Balance Sheet as on that date along with Directors' Report thereon.
2. To appoint a Director in place of Mr. Amrish R. Patel, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting.

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification, the following Resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT Mr. Vishrut K. Vora be and is hereby appointed as a Director of the Company, liable to retire by rotation."

5. To consider and, if thought fit, to pass with or without modification(s) the following Resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 to mortgage or charge by the Board of Directors of the Company of all the immovable and movable properties of the Company wheresoever situated, present and future, and/or conferring power to enter upon and to take possession of assets of the Company in certain events, to or in favour of State Bank of India to secure Financial Assistance of Rs. 33.52 Cr. lent and advanced/agreed to be lent/advanced to the Company by the Bank together with interest thereon at the agreed rate, compound interest, additional interest, liquidated damages, costs, charges, expenses and other monies payable by the Company to the Bank under the Agreements entered into/ to be entered into by the Company in respect of the said Financial Assistance."

"RESOLVED FURTHER THAT the Board of Director of the Company be and is hereby authorised to finalise with the Bank the documents for creating aforesaid mortgage and/or the charge and to do all such acts and things as may be necessary for giving effect to the above resolution."

Registered Office:

Village: Govali,
Bharuch – Jhagadia Road,
Tal: Jhagadia, Dist: Bharuch
Gujarat – 392 022
Date: 16th July, 2012.

By Order of the Board,

Prakash R. Vora
Managing Director

NOTES:

1. The relevant Explanatory Statement, pursuant to Section 173(2) of the Companies Act, 1956, in respect of the Special Business at Item Nos. 4 and 5 set out in the Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF MEETING.
3. Pursuant to section 154 of the Companies Act, 1956, Register of Members and Shares Transfer Books of the Company will remain closed from Saturday, the 8th September, 2012 to Saturday, the 15th September, 2012 (both days inclusive).
4. Members intending to require information about accounts at the meeting are requested to write to the Company at least 10 days in advance of the Annual General Meeting.
5. Members are requested to:

Intimate, if Shares are held in the same name or in the same order and names, but in more than one account to enable the Company to club their said accounts in to one account. Notify immediately the Change if any, in the registered address, to the Company.
6. The Equity Shares of the Company are available for dematerialisation, as the Company has entered into agreement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Those shareholders who wish to hold shares in electronic form may approach their Depository Participant. The ISIN of the Equity Shares is INE617D01017.
7. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all days except Public Holidays between 11.00 A.M. and 1.00 P.M. up to the date of Annual General Meeting.
8. In order to exercise strict control over the transfer documents, Members are requested to send the transfer documents/correspondence, if any, directly to:

SHAREX DYNAMIC (INDIA) PRIVATE LIMITED

Unit – 1, Luthra Industrial Premises,
Andheri Kurla Road,
Safed Pool,
Andheri (E),
Mumbai – 400 072.

Shree Rajeshwaranand Paper Mills Limited

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956.

In conformity with the provisions of Section 173(2) of the Companies Act, 1956, following Explanatory Statement sets out all material facts relating to the Special Business mentioned at Item Nos. 4 and 5 of the accompanying notice dated 16th July, 2012 and should be taken as forming part of the notice.

In respect of Item No. 4:

The Board of Directors of the Company in their meeting held on 9th May, 2012 appointed Mr. Vishrut K. Vora as a Director of the Company.

As per the Articles of Association of the Company and section 260 of the Companies Act, 1956, he will hold the office up to the date of this General Meeting.

As required under the provisions of Section 257 of the Companies Act, 1956, notice has been received from some of the members signifying their intention to propose him as candidate for office of the Director.

Mr. Vishrut K. Vora is concerned or interested in the said business, since it relates to his appointment as Director of the Company. Except him, none of the Directors is in any way concerned or interested in the said business.

In respect of Item No. 5:

State Bank of India, MID Corporate Industrial Finance Branch, Vadodara has sanctioned Financial Assistance to Rs. 33.52 Crores. The Financial Assistance sanctioned by the Bank are to be secured by hypothecation of goods/ Machinery/ Book Debts and other movables and also Mortgage over the fixed assets/ immovable properties of the Company wheresoever situated in favour of State Bank of India.

Section 293(1) (a) of the Companies Act, 1956 provides, inter alia, that the Board of Directors of a Public Company shall not, without the consent of such public in General Meeting sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole, of any such undertaking.

Since the mortgaging by the Company of its immovable and movable properties as aforesaid in favour of the Bank may be regarded as, disposal of the Company's properties/undertakings, it is necessary for the members to pass a resolution under Section 293(1)(a) of the Companies Act, 1956.

Copy of Sanction Letter, Agreement, Deed of Hypothecation, Mortgage Deed, correspondence of the Company with the Bank and copies of the relevant documents are open for inspection at the Registered Office of the Company between 11.00 A.M. to 1.00 P.M. on any working day prior to the date of the meeting.

None of the Directors is in any way concerned or interested in the aforesaid resolution.

Your Directors recommend the Resolutions.

Registered Office:

Village: Govali,
Bharuch – Jhagadia Road,
Tal: Jhagadia, Dist: Bharuch
Gujarat – 392 022
Date: 16th July, 2012.

By Order of the Board,

Prakash R. Vora
Managing Director

DIRECTORS' REPORT

Dear Shareholders,

The Directors present the TWENTYFIRST ANNUAL REPORT together with the Audited Statement of Accounts for the Financial Year 2011-12 ended 31st March, 2012.

1. FINANCIAL RESULTS:

(₹ in lacs)

Particulars	2011-12	2010-11
Profit before Interest and Depreciation	786.31	700.54
Less: Interest	333.44	279.29
Profit before Depreciation	452.87	421.25
Less: Depreciation	239.65	220.26
Profit before Tax	213.22	200.98
Less: Provision for Taxation	37.84	42.07
Less : Prior period adjustments	8.61	11.00
Less: Deferred Tax Liability	11.67	23.49
Net Profit	155.10	124.44
Add: Balance Brought Forward	433.50	309.06
Balance carried to Balance Sheet	588.60	433.50

2. DIVIDEND:

With a view to conserve the resources for the working capital requirement of the Company, the Board of Directors has not recommend any dividend on the Equity Shares for the year under review.

3. REVIEW OF OPERATIONS:

The Company achieved production of 23546 M.T. of Newsprint/Writing and Printing paper during the year under review compared to 22973 M.T. during 2010-11. The Company achieved sales of 23490 M.T. during the year under review compared to 23041 M.T. during 2010-11.

The Company has earned Profit before Interest and Depreciation of Rs. 786.31 Lacs during the year under review compared to Rs. 700.54 Lacs during 2010-11. The above results have been achieved by efficiently running the plant resulting into less consumption of raw material (Waste Paper) per unit of Production (Newsprint Paper).

After providing for Depreciation, Prior period adjustments and Taxation, the Net Profit for the year under review stood higher at Rs. 155.10 Lacs compared to Rs. 124.44 Lacs during 2010-11.

4. CAPACITY EXPANSION AND CAPITAL EXPENDITURE:

The Company has spent approx. Rs. 290 lacs during the year under review for increasing the installed capacity to 100 M.T. per day as well as for providing facilities for better quality of production.

5. FUTURE PLANS:

As informed earlier, the installed capacity to manufacture Newsprint/Writing & Printing Paper is increased to 100 M.T. per day. The Management is planning to increase the installed capacity in a phased manner and to further modernise the plant for saving of various energies such as power, steam etc.

6. DIRECTORS:

- (i) One of your Directors viz. Mr. Amrish R. Patel retires by rotation in terms of the Articles of Association of the Company. However, being eligible offers him for reappointment.

Shree Rajeshwaranand Paper Mills Limited

- (ii) The Board of Directors appointed Mr. Vishrut K. Vora as Director of the Company w.e.f. 9th May, 2012. The Board recommends your approval to his appointment as provided in the notice of Annual General Meeting.
- (iii) One of your Directors viz. Mr. Maulik P. Vyas ceased to be Director upon resignation w.e.f. 9th May, 2012.

7. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement of Section 217 (2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) that 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 31st March, 2012 being end of the financial year 2011-12 and of the profit of the Company for the year;
- (iii) that the Directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the Directors had prepared the annual accounts on a going concern basis.

8. LISTING :

The Equity Shares of the Company are listed on Bombay Stock Exchange. The Company is regular in payment of Annual Listing Fees. The Company has paid Listing fees upto the year 2012-13.

9. DEMATERIALISATION OF EQUITY SHARES:

Shareholders have an option to dematerialise their shares with either of the depositories viz NSDL and CDSL. The ISIN No. allotted is INE617D01017.

10. PERSONNEL AND H. R. D.:

The industrial relations continued to remain cordial and peaceful and your Company continued to give ever increasing importance to training at all levels and other aspects of H. R. D.

11. CORPORATE GOVERNANCE:

The Report on Corporate Governance as per Clause 49 of the Listing Agreement is annexed.

12. GENERAL:

12.1 INSURANCE:

The Company's properties including building, plant and machinery, stocks, stores etc. continue to be adequately insured against risks such as fire, riot, strike, civil commotion, malicious damages, machinery breakdown etc.

12.2 PARTICULARS OF EMPLOYEES:

None of the employees of the Company is drawing remuneration requiring disclosure of information under Section 217(2-A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975.

12.3 DEPOSITS:

At the end of the Financial Year there were no overdue deposits.

12.4 COST AUDIT:

The Board of Directors have appointed M/s. V.H. Savaliya & Associates, Cost Accountants, Ahmedabad as Cost Auditors to conduct cost audit for the year ended on 31st March, 2012 and also for the year to be ended on 31st March, 2013.

13. AUDITORS:

The present Auditors of the Company M/s. Sunderji Gosar & Co., Chartered Accountants, Mumbai will retire at the ensuing Annual General Meeting. They have submitted certificate for their eligibility for re-appointment under Section 224(1 B) of the Companies Act, 1956. The notes of Auditors on accounts are self-explanatory.

14. PARTICULARS AS REQUIRED UNDER COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988 REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information required under Rule 2 of the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, relating to the conservation of Energy and Technology Absorption forms part of this report and is given by way of Annexure.

15. ACKNOWLEDGMENT:

Your Directors express their sincere thanks and appreciation to Promoters, Shareholders, Suppliers and Customers for their constant support and co-operation.

Your Directors also place on record their gratitude to the Banks, Financial Institutions and Government Departments for their confidence reposed in the Company.

For and on behalf of the Board,

Place : Jhagadia
Date : 16th July, 2012.

Amrish R. Patel
Chairman

Shree Rajeshwaranand Paper Mills Limited**ANNEXURE - I****FORM - A**

Disclosure of particulars with respect to Conservation of Energy:		
	2011-12	2010-11
(A) Power and fuel Consumption		
1. Electricity		
(a) Purchased Power (units)	12151620	11934390
Total Amount (₹ in lacs)	781.12	711.65
Rate (unit)	6.43	5.96
(b) Own generation Through Diesel Generator	N.A.	N.A.
2. Coal/Lignite		
Consumption (Qty. in Tonnes)	11085.00	10330.00
Total Amount (₹ in lacs)	347.35	283.56
Average Rate per KG. (₹)	3.13	2.75
(B) Consumption of Electricity units per ton of production:		
Newsprint/Writing & Printing Paper		
Production (M.T)	23545.93	22973.391
Consumption per M.T. of Production:		
Electricity (Unit)	516.08	519.49
Coal/Lignite (Qty in KG)	470.78	449.65
B. TECHNOLOGY ABSORPTION :		
1. No research & development is carried out by the company.		
2. No new technology is adopted or innovated.		
C. FOREIGN EXCHANGE EARNINGS & OUTGO:		
1. Total Foreign Exchange used (₹ in lacs)	302.32	44.68
2. Total Foreign exchange earnings	NIL	NIL

For and on behalf of the Board,

Place : Jhagadia
Date : 16th July, 2012.

Amrish R. Patel
Chairman