

MOHIT PAPER MILLS LIMITED
Registered Office: 15A/13, UPPER GROUND FLOOR, EAST PATEL NAGAR, NEW DELHI-110008
TELEPHONE : 011-25886798, TELEFAX : 011-25886797, WEB-SITE : mohitpaper.in
E-Mail: mohit.paper@rediffmail.com
CIN: L21093DL1992PLC116600

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Twenty-Fifth Annual General Meeting of the Members of MOHIT PAPER MILLS LIMITED will be held on Thursday the 28th Day of September, 2017 at 10:00 A.M. at Bharat Banquet Hall, A-5, Naveen Vihar, Rajiv Nagar Extension, Begumpur Main Barwala Road, Delhi-110081 to transact the following business.

ORDINARY BUSINESS:

Item No.1-Adoption of the Financial Statements

To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2017, including the audited Balance Sheet as at March 31, 2017, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

Item No.2-Appointment of director

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

Item No.3-Appointment of Auditors

To make the appointment of auditors of the Company as the term of the previous auditor expires at the ensuing AGM, and to fix their Remuneration and to pass the following resolution as an Ordinary resolution thereof:

"RESOLVED THAT pursuant to the provisions of Section 139,142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, pursuant to the recommendations of the audit committee of the Board of Directors M/s Anil Sood & Associates, Chartered Accountants (Registration Number-04985N), as the auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 30th Annual General Meeting on remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

Item No.4-To Borrow Money

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to 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), to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is Rupees 500 crores (rupees five hundred crores only) over and above the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

Item No.5-Creation of Charge on the Assets of the Company

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to 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) for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and / or nonconvertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company, from time to time, subject to the limits of Rupees 500 crores (Five hundred crores) approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the loan agreement(s), debenture trust deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies) representing various state government and / or other agencies etc. in respect of the said loans / borrowings / debentures / securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies), etc.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and / or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid."

Item No.6-Appointment of Mr. Sandeep Jain as Managing Director cum CEO

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

"RESOLVED THAT pursuant to provisions of Section ,197,198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act,2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force), subject to approval of Central Government as may be required, members hereby approves the appointment of Mr. Sandeep Jain (DIN-00458048) as Managing Director cum CEO as made by the Board of Directors in the meeting held on 30th May,2017 with effect from 13/08/2017 as his tenure expires on that date for a period of three years from that date on the remuneration as follows:

i.Salary of Rs.3,00,000/-(Rupees Three Lakhs only) per month.

In addition to the salary the Managing Director shall also be entitled to the following perquisites and allowances:

ii.Perquisites and allowances:

a.The Managing Director shall be entitled to perquisites and allowances like furnished accommodation whether owned by the Company or taken on lease, house maintenance allowance together with reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings, repair, servants' salaries, medical reimbursement for self and dependent family, medical accident/keyman Insurance, leave travel concession for self and family, club membership subject to maximum of two clubs; such perquisites and allowances will be restricted to an amount equal to his annual salary.

b.The value of the perquisites and allowances would be evaluated as per Income Tax Rules,1962 wherever applicable and at cost in the absence of any such Rule.

c. Company's contribution towards Provident Fund as per the rules of the Company.

d.Provision for use of Company's Car for official duties and telephone at residence shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.

e.Gratuity payable as per rules of the company but not exceeding half months salary for each completed year of service.

RESOLVED FURTHER THAT pursuant to applicable provisions of the Companies Act, 2013 and Section II of Part II of Schedule V, the said remuneration and the perquisites be paid/extended to Mr.Sandeep Jain, Managing Director/CEO, as Minimum remuneration in the event of there being loss or inadequacy of profits."

RESOLVED FURTHER that the Board of Directors of the Company/Nomination and Remuneration Committee be and are hereby authorized to alter, amend or vary the terms and conditions of appointment including remuneration structure, as it may, at its discretion deem fit from time to time, so as not to exceed the limits specified in Schedule V to the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) or any amendments made thereto

RESOLVED FURTHER that any one of the Directors or the Company Secretary of the Company be and is hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

Item No.-7 Loan and Investment by Company

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

"RESOLVED THAT pursuant to Section 186 of the Companies Act, 2013 and other applicable provisions of the Companies Act,2013 and subject to such other approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be accorded to the Board of Directors of the Company to make/give, from time to time, any loan/advance/deposits/investments in shares, debentures and/or other securities and to give, on behalf of the Company, any guarantee and /or provide any security in connection with any loan or loans made by any other person to, or to any other person by, any other person/company/body corporate which shall be subject to aggregate limit of Rupees 500 crores and which may be individual/aggregate in excess of the limits prescribed i.e. over and above 60% of the Company's paid-up share capital, security premium account and free reserves or 100% of the Company's free reserves and security premium amount, whichever is more:

RESOLVED FURTHER THAT the aforesaid loans/investments will be made by the Company out of internal resources or borrowings or in such other manner in such proportion as the Board thinks appropriate, provided that in case of loans, the interest rate shall not be lower than the prevailing yield of 1 year, 3 years, 5 years or 10 years Government security closest to the tenor of loan;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters, arising out of and incidental thereto, and to sign and execute all deeds, applications, documents, and writings, that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient, or incidental thereto for the purpose of giving effect to this Resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution."

Item No.8 To charge fees under section 20 of the Companies Act, 2013

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 20 and other applicable provisions (if any), of the Companies Act, 2013 read with its rules (including any statutory modification(s) or re-enactment thereof, for the time being in force), for delivery of any documents through a particular mode of delivery, the fees to be charged to the shareholder(s) who request for such delivery be and are hereby fixed at the actual cost of each such delivery or such fees as may be decided by the Board of Directors from time to time.

BY ORDER OF THE BOARD OF DIRECTORS



ANANT VATS
(COMPANY SECRETARY)

PLACE : NEW DELHI
DATED : 10.08.2017

NOTES:

1. A member entitled to attend and vote at the above meeting may appoint one or more Proxies to attend and vote on poll instead of himself/herself. The Proxy need not be a member of the Company. Proxy to be valid, shall be deposited with the Company not later than forty eight hours before the time for holding the meeting. A person can act as proxy on behalf of members not exceeding (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, however such person shall not act as proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The explanatory statement to the special business is attached in accordance with the provisions of section 102 of the Companies Act, 2013.
4. The Register of Members and the Share Transfer Books of the Company shall remain closed from 23rd Day of September, 2017 to 28th Day of September, 2017 (both days Inclusive).
5. Members holding shares in electronic mode are requested to intimate any change in their address to their Depository Participant(s). Members holding shares in Physical form are requested to advise any change in their address immediately to the Company/Registrar and Share Transfer agent.
6. Members / Proxies are requested to bring copy of the Annual Report and attendance slip to the meeting.
7. Electronic copy of the Annual Report for 2016-2017 containing the notice of Annual General Meeting, attendance slip, proxy form of the Company is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report along with the notice of Annual General Meeting, attendance slip, proxy form of the Company are being sent in the permitted mode.
8. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. In view thereof, members who have not furnished PAN are requested to furnish the same as under:
 - a. Members holding shares in electronic form have to submit PAN to their Depository Participant.
 - b. Members holding shares in physical form have to submit PAN to the Registrar and Transfer Agent.
9. Pursuant to Section 72 of the Act read with the Companies (Share Capital and Debentures) Rules, 2014, members are entitles to make nominations and they can send the nominations in Form SH-13 in duplicate to the Registrar and Transfer Agent of the Company.

10. VOTING THROUGH ELECTRONIC MEANS

In terms of Regulation 44(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and compliance to the Rule 20 of the Companies (Management and Administration) Rules, 2014 or amendments made thereto, the Company is pleased to offer Remote e-voting facility besides physical ballot, for its members at the Annual General Meeting which will enable them to cast their votes electronically and to pass the resolutions.

For this purpose, the Company has appointed M/s CDSL as a Remote e-voting platform for facilitating its members to vote electronically.

The instructions for shareholders voting electronically are as under:

- (i) The Remote e-voting period begins on 25th September, 2017 (9:00 a.m.) and ends on 27th September, 2017 (5:00 p.m.) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (specified date) of 22nd September, 2017, may cast their vote electronically. The Remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shri Prashant Kumar Balodia, Partner of PDS & Co., Practicing Company Secretaries, Delhi, has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iv) The shareholders should log on to the Remote e-voting website www.evotingindia.com.
- (v) Click on Shareholders.
- (vi) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (ix) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip/Address Label indicated in the PAN field. Members who have not updated their Pan with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot-Attendance slip/Address Label indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the relevant <Company Name> on which you choose to vote i.e. Mohit Paper Mills Limited.
- (xiv) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xix) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xxi) Note for Non – Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 22nd September, 2017 may follow the same instructions as mentioned above for remote e-Voting.
- (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

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

Item Nos.- 4 and 5

The Members of the Company had, authorised the Board of Directors (which term shall be deemed to include any Committee of the Board) to borrow money(ies) on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) and for creation of charge on moveable and immovable properties of the Company as security in favour of lending agencies for a sum not exceeding Rupees 500 crores (rupees five hundred crores only), over and above the aggregate of the paid-up share capital and free reserves of the Company. Keeping in view your Company's business requirements and growth plans, it is considered desirable to increase the said borrowing limits under the provisions of Section 180(1)(c) of the Companies Act, 2013 (the "Act"). The borrowings by a Company, in general, are required to be secured by mortgage or charge on all or any of the moveable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board from time to time, in consultation with the lender(s). Your consent is required under the provisions of Sections 180(1)(c) and 180(1)(a) of the Act, to increase the borrowing limits and to mortgage and / or create a charge on any of the moveable and / or immovable properties and / or the whole or any part of the undertaking(s) of your Company to secure its borrowings.

None of the Directors, Key Managerial Personnel and their relatives, are in any way, concerned or interested in the said resolutions. The resolutions as set out in item nos. 4 and 5 of this Notice are accordingly commended for your approval.

Item No.-6

Mr. Sandeep Jain was acting as Managing Director of the Company. As his term expires on 13/08/2017 he was re-appointed as Managing Director and CEO of the Company by the Board of Directors in the meeting held on 30/05/2017 with effect from 13/08/2017 subject to the approval of shareholders or Central Government as required. His remuneration is been proposed and recommended by the Nomination and Remuneration Committee of the Board. He shall be considered as Key Managerial Personnel under Section 203 of the Companies Act, 2013.

The appointment of Mr. Sandeep Jain is appropriate and in the best interest of the Company. Thus, the Board of Directors recommends the resolution set out at Item no.6 of the notice for your approval.

Except, Mr. Sandeep Jain, Mrs. Anju Jain, Mrs. Shubhi Jain, Mr. Mohit Jain, none of the other directors, Key Managerial Personnel or their relatives are interested or concerned in the resolution relating to appointment of Mr. Sandeep Jain.

DETAILED INFORMATION AS PER SCHEDULE V OF THE COMPANIES ACT, 2013:

I.GENERAL INFORMATION :	Manufacture of Writing and Printing Paper & Soda Ash
1.Nature of Industry	
2.Date of Commencement of commercial production	30.09.1992
3.In case of new companies, expected date of commencement of activities as per project by financial institutions appearing in the prospectus	Not Applicable
4.Financial Performance based on given indicators as at 31.03.2017	During the Year Gross Sales was recorded as at Rs.9648.26 Lakhs as against Rs.10220.61 Lakhs in 2015-2016.Net Profit during the year is recorded as Rs.103.19 Lakhs as against Rs.87.93 Lakhs in 2015-2016
II. INFORMATION ABOUT APPOINTEE:	
1.Background Details	Mr. Sandeep Jain, aged about 53 years is a Post Graduate and having about 30 years of experience in Administration, Marketing and Sales
2.Past Remuneration Drawn	Last Remuneration Drawn by Mr. Sandeep Jain as Managing Director is Rs.24,00,000 per annum
3.Recognition/Awards	Nil
4.Job Profile and his suitability	Mr. Sandeep Jain is the promoter Director the company and is associated with the company since its incorporation. He is acting as Managing Director w.e.f.13.08.2007. He looks after the Day to Day affairs of the Company. Under his vast experience, the Company looks at building sustainable and profitable business.
5.Remuneration Proposed	The proposed remuneration is as mentioned in the Notice.

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

Item Nos.- 4 and 5

The Members of the Company had, authorised the Board of Directors (which term shall be deemed to include any Committee of the Board) to borrow money(ies) on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) and for creation of charge on moveable and immovable properties of the Company as security in favour of lending agencies for a sum not exceeding Rupees 500 crores (rupees five hundred crores only), over and above the aggregate of the paid-up share capital and free reserves of the Company. Keeping in view your Company's business requirements and growth plans, it is considered desirable to increase the said borrowing limits under the provisions of Section 180(1)(c) of the Companies Act, 2013 (the "Act"). The borrowings by a Company, in general, are required to be secured by mortgage or charge on all or any of the moveable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board from time to time, in consultation with the lender(s). Your consent is required under the provisions of Sections 180(1)(c) and 180(1)(a) of the Act, to increase the borrowing limits and to mortgage and / or create a charge on any of the moveable and / or immovable properties and / or the whole or any part of the undertaking(s) of your Company to secure its borrowings.

None of the Directors, Key Managerial Personnel and their relatives, are in any way, concerned or interested in the said resolutions. The resolutions as set out in item nos. 4 and 5 of this Notice are accordingly commended for your approval.

Item No.-6

Mr. Sandeep Jain was acting as Managing Director of the Company. As his term expires on 13/08/2017 he was re-appointed as Managing Director and CEO of the Company by the Board of Directors in the meeting held on 30/05/2017 with effect from 13/08/2017 subject to the approval of shareholders or Central Government as required. His remuneration is been proposed and recommended by the Nomination and Remuneration Committee of the Board. He shall be considered as Key Managerial Personnel under Section 203 of the Companies Act, 2013.

The appointment of Mr. Sandeep Jain is appropriate and in the best interest of the Company. Thus, the Board of Directors recommends the resolution set out at Item no.6 of the notice for your approval.

Except, Mr. Sandeep Jain, Mrs. Anju Jain, Mrs. Shubhi Jain, Mr. Mohit Jain, none of the other directors, Key Managerial Personnel or their relatives are interested or concerned in the resolution relating to appointment of Mr. Sandeep Jain.

DETAILED INFORMATION AS PER SCHEDULE V OF THE COMPANIES ACT, 2013:

I.GENERAL INFORMATION :	
1.Nature of Industry	Manufacture of Writing and Printing Paper & Soda Ash
2.Date of Commencement of commercial production	30.09.1992
3.In case of new companies, expected date of commencement of activities as per project by financial institutions appearing in the prospectus	Not Applicable
4.Financial Performance based on given indicators as at 31.03.2017	During the Year Gross Sales was recorded as at Rs.9648.26 Lakhs as against Rs.10220.61 Lakhs in 2015-2016.Net Profit during the year is recorded as Rs.103.19 Lakhs as against Rs.87.93 Lakhs in 2015-2016
II. INFORMATION ABOUT APPOINTEE:	
1.Background Details	Mr. Sandeep Jain, aged about 53 years is a Post Graduate and having about 30 years of experience in Administration, Marketing and Sales
2.Past Remuneration Drawn	Last Remuneration Drawn by Mr. Sandeep Jain as Managing Director is Rs.24,00,000 per annum
3.Recognition/Awards	Nil
4.Job Profile and his suitability	Mr. Sandeep Jain is the promoter Director the company and is associated with the company since its incorporation. He is acting as Managing Director w.e.f.13.08.2007. He looks after the Day to Day affairs of the Company. Under his vast experience, the Company looks at building sustainable and profitable business.
5.Remuneration Proposed	The proposed remuneration is as mentioned in the Notice.

6.Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person.	The Company is engaged in the manufacture of Paper. The payment of remuneration is commensurate with the current market situation, industry trend, experience.
7.Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel , if any	None of the directors or Key Managerial personnel or their relatives except Mr. Sandeep Jain being the concerned person and Mr. Mohit Jain, Mrs.Anju Jain, Mrs. Shubhi Jain as relatives of Mr. Sandeep Jain are deemed interested or concerned in the said resolution. Mr. Sandeep Jain is not having any pecuniary relationship directly or indirectly with the Company other than approved remuneration.
III OTHER INFORMATION	
1.Reasons of Loss or inadequate profit	As the Company is Capital intensive industry so the profit margin is less and with increase in cost of fuel and raw-material and decline in the value of a rupee
2.Steps taken or proposed to be taken for improvement	The Company will take every necessary and possible step for its improvement and future growth.

Item no.-7

Pursuant to Section 186 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, the Company can make loans to, give guarantee, provide securities to and make investments in the securities of any other person/other bodies corporate to the extent of 60% of its paid-up share capital and free reserves and security premium account or 100% of its reserves and security premium account, whichever is higher, with the approval of the Board of Directors. Where the aggregate of loans and investments made, guarantees given and securities provided exceeds the aforesaid limits, prior approval of the shareholders is required by way of special resolution.

Company constantly review the opportunities for expansion of its business operations either directly or through its holding/subsidiaries/joint venture/associate companies/other bodies corporate or persons and so it is proposed that the Board of Directors of the Company be authorized to invest by way of subscription and/or purchase of securities, grant of loan(s), giving of guarantee(s) and/or providing of security(ies) for an amount not exceeding Rupees 500 crores. Since the above investment, loans, guarantees, and/or securities proposed together with the aggregate of loans made, guarantees given, securities provided and investments made from time to time by the Company may exceed the limit prescribed approval of the shareholders is required for the same

The proposal outlined above is in the interest of the Company and the Board commends the resolution set out in the accompanying Notice.

Except Directors and Key Managerial Personnel's or their relatives of the Company who are/may be Directors/Shareholders in one or more Persons/bodies corporate hereinabove, no other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution.

Item no.-8

Pursuant to Section 20 of the Companies Act, 2013, the Company can decide the fees/charges to be charged to/recovered from the Shareholders for sending the documents, notices, Annual Reports, correspondence related to Company through a particular mode as may be requested by the shareholders. The proposed ordinary resolution is put up for the approval of shareholders to enable the Company to charge/recover the costs of sending the documents through a particular mode of delivery requested by any shareholder.

None of the directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed ordinary resolution.

BY ORDER OF THE BOARD OF DIRECTORS



ANANT VATS
(COMPANY SECRETARY)

PLACE : NEW DELHI
DATED : 10.08.2017