

**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 Seventh Annual General Meeting of the Members of MOHIT PAPER MILLS LIMITED will be held on Friday the 27<sup>th</sup> Day of September, 2019 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, 2019, including the audited Balance Sheet as at March 31, 2019, 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.

#### **SPECIAL BUSINESS:**

##### **Item No.3 - Increase in remuneration of Mr. Sandeep Jain (DIN-00458048) Managing Director cum CEO**

To approve payment of remuneration to Shri Sandeep Jain (DIN: 00458048), Managing Director cum CEO and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to payment of such remuneration to Shri Sandeep Jain (DIN: 00458048), Managing Director cum CEO, for his remaining term from June 1, 2019, as set out in the statement annexed to the Notice convening this Meeting with the liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the said terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

##### **Item No.4 - Appointment of Mr. Sourabh Mathur (DIN-08354589) as an Independent Director**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED that Mr. Sourabh Mathur (DIN-08354589), who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 14, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Article 66 of Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company."

"RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Mr. Sourabh Mathur (DIN-08354589), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing February 14, 2019 to February 13, 2024, be and is hereby approved."

**Item No.5 - RATIFICATION OF REMUNERATION OF COST AUDITOR**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. H.Tara & Co., Cost Accountants appointed by the Board of Directors of the Company, to conduct the audit of the cost records of Mohit Paper Mills Limited for the financial year 2019-20, the remuneration of ₹ 60,000 /- p.a. (Rupees Sixty Thousand Only) plus taxes as applicable and reimbursement of actual travel and other out of pocket expenses to be paid to the Cost Auditors of the Company for Financial Year 2019-20 as approved by the Board of Director of the Company be and is hereby ratified."

BY ORDER OF THE BOARD OF DIRECTORS



ANANT VATS  
(COMPANY SECRETARY)

PLACE : NEW DELHI

DATED :8<sup>TH</sup> AUGUST, 2019

**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 21<sup>st</sup> Day of September, 2019 to 27<sup>th</sup> Day of September, 2019 (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 2018-19 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 entitled 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.

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.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

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 24<sup>th</sup> Day of September, 2019 (9:00 a.m.) and ends on 26<sup>th</sup> September, 2019 (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 20<sup>th</sup> September, 2019, may cast their vote electronically. The Remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the Remote e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (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) 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"><li>• 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).</li></ul>

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

- (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 the relevant <Company Name> on which you choose to vote i.e. Mohit Paper Mills Limited.
- (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.
- (xviii) 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, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) 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](http://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](mailto: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 linked in the login 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.
  - 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.
- (xx) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

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

**Item No. 3**

Shri Sandeep Jain (DIN: 00458048) was appointed as the Managing Director cum CEO of the Company for a term of three (3) years w.e.f. August 13, 2017. The members of the Company at their annual general meeting held on 28<sup>th</sup> Day of September, 2017 have approved the payment of remuneration to Shri Sandeep Jain w.e.f. August 13, 2017 for (3) years. The Board at its meeting held on May 30, 2019 have approved increase in remuneration for his remaining term from June 1, 2019 to August 12, 2020 for which approval of the members is required. The remuneration proposed to be paid to Shri Sandeep Jain has also been recommended by the Nomination and Remuneration Committee. The remuneration proposed will be within the limits permissible under Schedule V to the Act. Keeping in view, the vast experience of Shri Sandeep Jain, the Board of Directors has recommended the payment of remuneration for the period from June 1, 2019 for his remaining term as set out herein below:

i. Salary of Rs.5,00,000/-(Rupees Five 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.

Except Shri Sandeep Jain, Mrs. Anju Jain, Mr. Mohit Jain, Mrs. Shubhi Jain, none of the other Directors / Key Managerial Personnel of the Company or their relatives are in anyway, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

Statement containing detailed information as per Schedule V of the Companies Act, 2013.

<b>I. GENERAL INFORMATION :</b>	
1. Nature of Industry	Manufacture of Paper (Writing Printing and Poster Paper)
2. Date of Commencement of commercial production	July 1995
3. In case of new companies, expected date of commencement of activities as per prospect by financial institutions appearing in the prospectus	Not Applicable
4. Financial Performance based on given indicators as at 31.03.2019	During the Year Net Sales was recorded as at ₹15599.42 Lakhs as against ₹10260.59 Lakhs in 2017-18. During the year Net Profit before tax is recorded as ₹295.11 Lakhs as against ₹138.81 Lakhs in 2017-18
<b>II. INFORMATION ABOUT APPOINTEE:</b>	
1. Background Details	Mr. Sandeep Jain, aged about 55 years is a Post Graduate and having about 35 years of experience in Operations, Marketing and Sales in paper industry.
2. Past Remuneration Drawn	Last Remuneration Drawn by Mr. Sandeep Jain as Managing Director cum CEO was ₹36 Lakhs per annum
3. Recognition/Awards	Nil
4. Job Profile and his suitability	Mr. Sandeep Jain is the Promoter Director of the Company and is associated with the Company since its inception. He is acting as Managing Director w.e.f. 13.08.2007. He looks after the Operations of the Company. Under his vast experience company has made continued progress year-on-year.
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 and performance
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 his relatives Mrs. Anju Jain (wife and director, Mrs. Shubhi Jain (daughter in law and director), Mr. Mohit Jain (son and GM administration) 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 and shareholding of 2764900 shares in the Company.

III OTHER INFORMATION	
1.Reasons of Loss or inadequate profit	As the Company is capital and labor intensive industry and with increasing cost of fuel and raw-material and decline in the value of rupee with respect to dollar there is less of profit margin.
2.Steps taken or proposed to be taken for improvement	The Company have shown improvement this year with respect to previous years in terms of profit and sales and is on the path of growth.

**Item No.-4.**

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Sourabh Mathur (DIN-08354589), as Additional Directors of the Company and also as Independent Directors, not liable to retire by rotation, for a term of 5 years i.e. from February 14, 2019 to February 14, 2024, subject to approval of the Members. Pursuant to the provisions of Section 161(1) of the Act and Article 66 of the Articles of Association of the Company, he shall hold office up to the date of this Annual General Meeting ("AGM") and is eligible to be appointed as Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing his candidature for the office of Director. The Company has received declarations from Mr. Sourabh Mathur (DIN-08354589), to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfils the conditions specified in the Act, Rules and SEBI Listing Regulations for appointment as Independent Director and they are independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day and will also be kept open at the venue of the AGM till the conclusion of the AGM.


The Board recommends the resolution at Item No. 4 for approval of members of the Company.

None of the Directors of the Company and their relatives or Key Managerial Personnel and their relatives, are in any way, concerned or interested in the said resolution other than Mr. Sourabh Mathur and his relatives.

**Item No.-5**

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of M/s. H.Tara & Co., Cost Accountants to conduct the audit of the cost records of product paper of Mohit Paper Mills Limited for the financial year 2019-20, at a remuneration of ₹ 60,000/- p.a. (Rupees Sixty Thousand Only) plus taxes as applicable and reimbursement at actual travels and other out of pocket expenses in accordance with the provisions of Section 148 and other applicable provisions, if any, of the Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to the Cost Auditors as approved by the Board of Directors is required to be subsequently ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2019-20. None of the Directors and / or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

BY ORDER OF THE BOARD OF DIRECTORS  
  
 ANANT VATS  
 (COMPANY SECRETARY)

PLACE : NEW DELHI  
 DATED : 8<sup>TH</sup> AUGUST, 2019

Details of the Director seeking appointments/re-appointment at Twenty Seventh Annual General Meeting as per Regulation 36 of SEBI (LODR) Regulations, 2015

Name of the Director(with relationship with other Directors inter-se if any)	Mrs. Shubhi Jain (daughter in law of Mr. Sandeep Jain Managing Director and Mrs. Anju Jaini Jain non-executive director)	Mr. Sourabh Mathur
Date of Birth	19/08/1991	01/07/1968
Qualification	Engineering Graduate	Commerce Graduate
DIN	06685602	08354589
No. of other directorship	1	Nil
Shareholding in the Company	1045000 shares	Nil
Category	Non-Executive Director	Independent Director
Remuneration as Director	Nil	Nil
Membership of Committee	Nil	Nil
Expertise	Expertise in engineering and administration.	He has vast experience in Business in fabrication.