

MOHIT PAPER MILLS LIMITED
Registered Office: 15A/13, UPPER GROUND FLOOR, EAST PATEL NAGAR, NEW DELHI-110008
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CIN: L21093DL1992PLC116600

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Twenty Sixth Annual General Meeting of the Members of MOHIT PAPER MILLS LIMITED will be held on Friday the 28th Day of September, 2018 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, 2018, including the audited Balance Sheet as at March 31, 2018, 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. Anju Jain (DIN-00459540) who retires from office by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

Item No.3-Re-appointment of Mr. Sushil Kumar Tyagi (DIN-06362605) as an Independent Director 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 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. Sushil Kumar Tyagi (DIN-06362605) who was appointed as Independent Director of the Company and whose term expires on 31/03/2019 and in respect of whom the Company have received the notice by member with the requisite amount of deposit under section 160 of the Companies Act, 2013 with the declaration that he meets the criteria for independence as provide in Section 149(6) of the Act, be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of 5 years commencing from 01/04/2019, not liable to retire by rotation.

Item No.4- Re-appointment of Mr. Rachit Jain (DIN-06982727) as an Independent Director 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 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. Rachit Jain (DIN-06982727) who was appointed as Independent Director of the Company and whose term expires on 31/03/2019 and in respect of whom the Company have received the notice by member with the requisite amount of deposit under section 160 of the Companies Act, 2013 with the declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of 5 years commencing from 01/04/2019, not liable to retire by rotation.

Item No.5- Re-appointment of Mr. Sanjeev Kumar Jain (DIN-07018412) as an Independent Director 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 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. Sanjeev Kumar Jain (DIN-07018412) who was appointed as Independent Director of the Company and whose term expires on 31/03/2019 and in respect of whom the Company have received the notice by member with the requisite amount of deposit under section 160 of the Companies Act, 2013 with the declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of 5 years commencing from 01/04/2019, not liable to retire by rotation.

"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 Nos-6-Appointment of Mr. Pradeep Kumar Rajput (DIN-06685586) as Whole-Time-Director.

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 196, 197, 198 and 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013, and the rules (including any statutory modifications or re-enactment(s) thereof, for the time being in force), subject to the approval of Central Government if required and such other consents and permissions as may be necessary, and pursuant to the recommendation of Nomination and Remuneration Committee and the Board, the consent of the Company be and is hereby accorded for the appointment of Mr. Pradeep Kumar Rajput (DIN-06685586) as whole-time-director of the Company for a period of three years w.e.f. 23/11/2017 on the remuneration, commission and other terms & conditions, as set out in the Explanatory Statement annexed hereto."

I.Remuneration

Monthly Remuneration of ₹38000/-

II. Remuneration in the event of loss or inadequacy of profits.

RESOLVED FURTHER Where in any financial year, the Company has no profits or its profits are inadequate, the amount of remuneration and benefits shall be paid, subject to applicable provisions of Schedule V to the Companies Act, 2013.

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 Nos-7 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 2018-19, 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 2018-19 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 : 1ST AUGUST, 2018

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 22nd Day of September, 2018 to 28th Day of September, 2018 (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 2017-2018 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 25th Day of September, 2018 (9:00 a.m.) and ends on 27th September, 2018 (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 21st September, 2018, 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.
- (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 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) 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).

- (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 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 linked in the login 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.
- (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, 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 No.-3

Mr. Sushil Kumar Tyagi Continued to be the Independent Director with effect from 01/04/2014 as per Companies Act, 2013 for 5 years.

As his first term of appointment as Independent Director expires on 31/03/2019 as per the Companies Act, 2013. So he is recommended by the Board to be re-appointed by the shareholders in the Annual General Meeting to be held on 28th September, 2018 by way of special resolution for his second term as per the Companies Act, 2013.

In the opinion of the Board of Directors he fulfill the conditions specified in the Act and the Rules made there under and he has submitted the declaration fulfilling the criteria of independence provided under Section 146(6) of the Companies Act, 2013.

Board is of the view that his continued association will be of immense benefit to the Company and it is desirable to continue to avail his services as Independent Director.

He shall be re-appointed as Independent Director for the period of 5 years with effect from 01/04/2019 for his second term.

In Terms of section 160 of the Companies Act, 2013, the Company has received notice in writing from members along with the deposit of Rupees One Lakh proposing the candidature of Mr. Sushil Kumar Tyagi to be re-appointed as Independent Director as the per the provisions of Companies Act, 2013.

The Board recommends the resolution at Item No. 3 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. Sushil Kumar Tyagi.

Item Nos.-4 and 5

Mr. Rachit Jain and Mr. Sanjeev Kumar Jain were appointed as Independent Directors of the Company pursuant to the approval of Members under the provisions of Companies Act, 2013 through the resolutions passed at the Annual General Meeting held on 30th September, 2014. As per the resolution the term of appointment of these Independent Directors expires on 31st March, 2019.

Their re-appointment have to be approved by the shareholders in the Annual General Meeting by way of Special Resolution. In the opinion of the Board of Directors they fulfill the conditions specified in the Act and the Rules made there under and they have submitted the declarations fulfilling the criteria of independence provided under Section 146(6) of the Companies Act, 2013.

Board is of the view that their continued association will be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors.

They shall be re-appointed for the period of 5 years commencing from 01/04/2019 for the second term.

In Terms of section 160 of the Companies Act, 2013, the Company has received notice in writing from members for proposing the candidature of Mr. Rachit Jain and Mr. Sanjeev Kumar Jain to be re-appointed as Independent Directors as the per the provisions of Companies Act, 2013.

The Board recommends the resolution at Item No. 4 and 5 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 resolutions other than Mr. Rachit Jain and Mr. Sanjeev Kumar Jain.

Item No-6

Mr. Pradeep Kumar Rajput (DIN-06685586) has vast experience in Manufacturing of Paper. He is engaged with the paper industry including Mohit Paper Mills Limited since more than 20 years. He has worked with leading industries and has also got the experience of quality control and effluent treatment.

The Board and Nomination and Remuneration Committee have appointed Mr. Pradeep Kumar Rajput as additional director till the conclusion of this Annual General meeting with the designation of whole time director in their meeting held on 23/11/2017 and 22/11/2017 respectively subject to the approval of members of the Company in the ensuing Annual General Meeting for a period of 3 years commencing from 23/11/2017 at a salary given below:

I. Remuneration

Monthly Remuneration of ₹38,000/-

II. Remuneration in the event of loss or inadequacy of profits.

Where in any financial year, the Company has no profits or its profits are inadequate, the amount of remuneration and benefits shall be paid, subject to applicable provisions of Schedule V to the Companies Act, 2013.

Company have also received the notice with the deposit of requisite amount under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of whole time director.

Accordingly the Board recommends the resolution in relation to appointment of Pradeep Kumar Rajput (DIN-06685586) as whole time director of the Company, for the approval by the Shareholders of the Company.

Except Mr. Pradeep Kumar Rajput (DIN-06685586) none of the other Directors and their relatives or Key Managerial Personnel of the Company and their relatives is concerned or interested in the said resolution.

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


I. GENERAL INFORMATION :	Manufacture of Paper & Soda Ash
1. Nature of Industry	30.09.1992
2. Date of Commencement of commercial production	Not Applicable
3. In case of new companies, expected date of commencement of activities as per project by financial institutions appearing in the prospectus	
4. Financial Performance based on given indicators as at 31.03.2018	During the Year Net Sales was recorded as at ₹10260.59 Lakhs as against ₹9364.59 Lakhs in 2016-2017. During the year Net Profit before tax is recorded as ₹138.81 Lakhs as against ₹132.93 Lakhs in 2016-2017
II. INFORMATION ABOUT APPOINTEE:	
1. Background Details	Mr. Pradeep Kumar Rajput, aged about 51 years is a Post Graduate and having about 20 years of experience in Production, Quality Control, Effluent Treatment.
2. Past Remuneration Drawn	Last Remuneration Drawn by Mr. Pradeep Kumar Rajput as General Manager was ₹4.50 Lacs per annum
3. Recognition/Awards	Nil
4. Job Profile and his suitability	Mr. Pradeep Kumar Rajput was General Manager in Mohit Paper Mills Limited since many years and was promoted to whole time director.
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. Pradeep Kumar Rajput being the concerned person is deemed interested or concerned in the said resolution. Mr. Pradeep Kumar Rajput 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 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

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 2018-19, 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. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2018-19. 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.7 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

BY ORDER OF THE BOARD OF DIRECTORS


ANANT VATS
(COMPANY SECRETARY)

PLACE : NEW DELHI
DATED : 1ST AUGUST, 2018

Details of the Director seeking appointments/re-appointment at Twenty Sixth 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)	Anju Jain (wife of Mr. Sandeep Jain Managing Director and mother in law of Mrs. Shubi Jain non-executive director)	Pradeep Kumar Rajput
Date of Birth	15/12/1965	01/07/1968
Qualification	Post Graduate	Post Graduate
DIN	00459540	06685586
No. of other directorship	1	Nil
Shareholding in the Company	2622501 shares	Nil
Category	Non-Executive Director	Whole Time Director
Remuneration as Director	Nil	38,000 per month
Membership of Committee	Nil	Nil
Expertise	Expertise in economics and administration.	He has vast experience in Manufacturing in Paper

Name of the Director (with relationship with other Directors inter-se if any)	Rachit Jain	Sanjeev Kumar Jain	Sushil Kumar Tyagi
Date of Birth	15/12/1992	26/02/1970	18/10/1960
Qualification	B.Tech	B. E (Production)	Graduate
DIN	06982729	07018412	06362605
No. of other directorship	Nil	Nil	Nil
Shareholding in the Company	Nil	Nil	Nil
Category	Independent Director	Independent Director	Independent Director
Remuneration as Director	Nil	Nil	Nil
Membership of Committee	3	3	3
Expertise	Experience in IT Industries (ERP Sales)	He has vast experience in Administration and Marketing and Finance	He has vast experience in Production and Administration