



(CIN: L74899DL1995PLC066194)

Regd. Office: 218 – 222, Aggarwal Prestige Mall, Plot No. 2, Community Center,
Along Road No. 44, Pitampura, New Delhi – 110034
Website: www.neerajpaper.com; Tel.: +91 11 47527700, Fax - +91 11 47527777

NOTICE

Notice is hereby given that the 19th Annual General Meeting of the Shareholders of the Company will be held on Tuesday, 30th September, 2014 at Bipin Chandra Pal Memorial Bhavan, A-81, Chittaranjan Park, New Delhi-110019 at 11.00 A.M. to transact the following Businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as on 31.03.2014 and the Profit & Loss Account for the year ended 31.03.2014 together with the Reports of Directors & Auditors thereon.
2. To appoint a Director in place of Mr. Praveen Kumar Goel (DIN 00014638), who retires by rotation at this meeting and being eligible, offer himself for reappointment.
3. **Appointment of Auditors**

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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s Goel Singhal & Associates, Chartered Accountants (Firm Registration No. 006496C), be and are hereby reappointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty-second Annual General Meeting (AGM) of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

SPECIAL BUSINESS:

4. **Appointment of Mr. Shubhakar Pathak (DIN 02371350) as Independent Director of the company**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Shubhakar Pathak (DIN 02371350) a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, with effect from 30th September, 2014 up to 29th September, 2019.”

5. Appointment of Mr. Ankur Sangal (DIN 01095679) as Independent Director of the company

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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Ankur Sangal (DIN 01095679), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, with effect from 30th September, 2014 up to 29th September, 2019.”

6. Appointment of Ms. Sonal (DIN 06953152) as Independent Director of the company

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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Ms. Sonal (DIN 06953152), in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director and who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, with effect from 30th September, 2014 up to 29th September, 2019.”

7. Appointment of Mr. Deepak Goel (DIN 00200527) as Whole Time Director of the company

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, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, approval of the Company be and is hereby accorded to the appointment of Shri Deepak Goel (DIN 00200527) as Whole Time Director of the Company, for a period of 5 (Five) years with effect from 2nd September 2014, on the terms and conditions including remuneration as set out in the resolution:

RESOLVED FURTHER THAT appointment of Shri Deepak Goel, shall not be subject to retirement by rotation during his tenure as Whole Time Director.

RESOLVED FURTHER THAT Mr. Deepak Goel shall be paid salary of Rs. 50,000/- (Rupees Fifty Thousand only) per month; maximum upto Rs. 5,00,000/- (Rupees Five Lacs Only) per month as may be determined by the Board of Directors of the company from time to time with in the overall ceiling prescribed under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the said remuneration be paid/ extended to Mr. Deepak Goel, Whole Time Director as minimum remuneration in the event of there being loss or inadequacy of profits; provided that the remuneration shall be within the overall ceiling prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

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

8. Appointment of Mr. Praveen Kumar Goel (DIN 00014638) as Whole Time Director of the company

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, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, approval of the Company be and is hereby accorded to the appointment of Shri Praveen Kumar Goel (DIN 00014638) as Whole Time Director of the Company, for a period of 5 (Five) years with effect from 2nd September 2014, on the terms and conditions including remuneration as set out in the resolution:

RESOLVED FURTHER THAT appointment of Shri Praveen Kumar Goel, shall be subject to retirement by rotation during his tenure as Whole Time Director.

RESOLVED FURTHER THAT Mr. Praveen Kumar Goel shall be paid salary of Rs. 50,000/- (Rupees Fifty Thousand only) per month; maximum upto Rs. 5,00,000/- (Rupees Five Lacs Only) per month as may be determined by the Board of Directors of the company from time to time with in the overall ceiling prescribed under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the said remuneration be paid/ extended to Mr. Praveen Kumar Goel, Whole Time Director as minimum remuneration in the event of there being loss or inadequacy of profits; provided that the remuneration shall be within the overall ceiling prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

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

9. Alteration of Article of Association of company

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 Section 14 and any other applicable provisions of the Companies Act, 2013, the Articles of Association of the Company be and is hereby amended by deleting the existing Article 120 and substituting with following new Article 120 :

120. Every Director shall be paid out of the funds of the Company by way of remuneration for his services not exceeding Rs. 10,000/- as the Board may determine for each meeting of the Board or Committee thereof attended by him, subject to the provisions of Companies Act and Rules there under."

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

By Order of the Board
For NEERAJ PAPER MARKETING LIMITED

DATED: 2nd September, 2014
PLACE: DELHI

Sd/-
BIRESH KUMAR DAS
(COMPANY SECRETARY)

IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY.**
3. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
5. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
6. Electronic copy of the Annual Report for Financial Year 2013-14 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes 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 for Financial Year 2013-14 is being sent in the permitted mode.
7. Electronic copy of the Notice of the 19th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes 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 Notice of the 19th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
8. Members may also note that the Notice of the 19th Annual General Meeting and the Annual Report for Financial Year 2013-14 will also be available on the Company's website www.neerajpaper.com for their download. The physical copies of the

aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.

9. The Register of Members and Share Transfer Registers will remain closed from Thursday 25.09.2014 to Tuesday 30.09.2014 (Both days inclusive).

10. Beetal Financial and Computer Services Limited is the Registrar and Share Transfer Agent of the company for both physical and electronic form of shareholdings. All communications relating to shares should be directly addressed to:

Beetal Financial & Computer Services Ltd.
Beetal House, 3rd Floor, 99, Madangir
Near Dada Harsukhdas Mandir
New Delhi-110 062

11. All documents referred to in the accompanying Notice and the Explanatory Statement is open for inspection at the registered office of the Company during business hours on all the working days between 11:00 A.M and 1:00 P.M up to the date of the Meeting.

12. The Ministry of Company Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliance by Companies through electronic mode. We propose to send future communication, in electronic mode to the e-mail address provided by you. So, Shareholders whose e - mail address is not registered with us are requested to please get your email address registered with us, so that your Company can contribute to the safety of environment.

13. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.

14. **Voting through electronic means**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 19th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Ltd.

The instructions for e-voting are as under:

E – Voting Instructions:-

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 22nd September, 2014 at 10:00 A.M. & ends on 24th Sept, 2014 at 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 22nd

Aug, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

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

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional Shareholders & Custodians:
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - 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 they have to create 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.
- (xx) Mrs. Shailly Goel, Practicing Company secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxi) The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (xxii) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.neerajpaper.com and on the website of CDSL within two(2) days of

passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

By Order of the Board
For NEERAJ PAPER MARKETING LIMITED

DATED: 2nd September, 2014
PLACE: DELHI

Sd/-
BIRESH KUMAR DAS
(COMPANY SECRETARY)

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4 and 5

Mr. Shubhakar Pathak and Mr. Ankur Sangal are existing Independent Directors under Clause 49 of the Listing Agreement. Upon implementation of the Companies Act, 2013, ('the Act') the Board, at its meeting held on 2nd September 2014, formed an opinion that each of them are persons of integrity and possess relevant expertise and experience for being appointed Independent Directors of the Company. In the opinion of the Board, each of these persons fulfill the conditions specified in the Act and the rules made thereunder and that they are each independent of management. They have also at the said Board Meeting filed declarations u/s 149(7) of the Act stating that they can function as Independent Director within the meaning of Section 149(6) of the Act.

In view of the above position, approval of the Members is sought to formally appoint them Independent Directors as per Section 149(10) of the Act for a period of five years from the conclusion of Company's 19th Annual General Meeting to the conclusion of Company's 24th Annual General Meeting.

The Company and Independent Directors shall abide by the code for Independent Directors specified in schedule V of the Act, and shall be governed and guided by the provisions contained therein. Formal Letters of appointment shall be issued to each Independent Director upon his appointment. The terms and Conditions of appointment shall be open for inspection at the registered office of the Company by any member during normal business hours.

A brief profile of Mr. Shubhakar Pathak and Mr. Ankur Sangal, is annexed to this notice.

The Board is of opinion that it would be interest of the Company to appoint Mr. Shubhakar Pathak and Mr. Ankur Sangal as Independent Directors of the Company and Resolutions under the items No. 4 and 5 have been proposed to this end. The Board recommends the resolutions to Members for acceptance. Mr. Shubhakar Pathak and Mr. Ankur Sangal were holding office as retiring Directors and, after their appointment as Independent Directors,

they shall not be liable any further to retirement by rotation and shall hold office for aforesaid fixed term of five years.

Mr. Shubhakar Pathak and Mr. Ankur Sangal should be deemed concerned or interested in the particular Resolutions seeking to appoint each of them as Independent Director. No other Director/Key Managerial personnel or any relative of the Directors or the Key Managerial personnel have any concern or interest in the aforesaid Resolutions.

ITEM NO. 6

Pursuant to the provisions of Section 149 of the Companies Act, 2013, every listed company is required to appoint a woman Director on the Board of the company. The company is also required to appoint an independent director as per the provisions of Clause 49 of Listing Agreement. The Board of Directors of the Company at their meeting held on 2nd September, 2014 formed an opinion that Ms. Sonal is person of integrity and possesses relevant expertise and experience for being appointed Independent Director of the Company. In the opinion of the Board, she fulfill the conditions specified in the Act and the rules made there under and she is independent of management. The Company has also received a notice in writing from a member proposing her candidature for the office of Director and she has also at the said Board Meeting filed declarations u/s 149(7) of the Act stating that she can function as Independent Director within the meaning of Section 149(6) of the Act.

In view of the above position, approval of the Members is sought to appoint her Independent Director as per Section 149(10) of the Act for a period of five years from the conclusion of Company's 19th Annual General Meeting to the conclusion of Company's 24th Annual General Meeting.

The Company and Independent Director shall abide by the code for Independent Directors specified in schedule V of the Act, and shall be governed and guided by the provisions contained therein. Formal Letters of appointment shall be issued to her upon her appointment. The terms and Conditions of appointment shall be open for inspection at the registered office of the Company by any member during normal business hours.

A brief profile of Ms. Sonal, is annexed to this notice.

The Board is of opinion that it would be interest of the Company to appoint Ms. Sonal as Independent Director of the Company and Resolution under the items No. 6 has been proposed to this end. The Board recommends the resolutions to Members for acceptance. After her appointment as Independent Director, her term shall not be liable to retirement by rotation.

Ms. Sonal should be deemed concerned or interested in the particular Resolution. No other Director/Key Managerial personnel or any relative of the Directors or the Key Managerial personnel have any concern or interest in the aforesaid Resolutions.

ITEM NO. 7

Mr. Deepak Goel is the Director of the Company and holding the position of director since incorporation in the company. He is holding the position of Whole time director of the

company since 2008. He is having extensive experience in area of Finance, Accounts, general management and operational aspects of the Company. Considering his contribution to the growth of the company, the Board of Directors in their meeting held on 2nd September, 2014, appointed Mr. Deepak Goel as Whole Time Director of the Company, for a period of 5 (Five) years with effect from 2nd September 2014, on the terms and conditions including remuneration as set out in the resolution within the overall limits laid down under Schedule V of the Companies Act, 2013.

As required under the Act, further particulars pertaining to the Company and the appointee are set out hereinafter.

I General Information

(a) Nature of Industry

At present the company is engaged in sale of paper on commission basis and in trading business of paper and Steel. The company is dealing in trading business of different types of paper such as Kraft Paper, Duplex Board, Poster Paper, writing printing paper etc.

(b) Date or expected date of commencement of commercial production

The company commenced business on 13.04.1995

(c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.

Not applicable

(d) Financial performance based on the given indicators.

Past performance of last two years are given below:

	(INR in Lacs)	
	31.03.2013	31.03.2012
Net Sale/Income from Operations	43665.00	25479.60
Other Income	18.03	5.65
Total Expenditure	42543.36	24820.31
Profit before Finance Charges & Depreciation	1139.67	664.94
Finance Charges	994.90	531.30
Depreciation & Amortization	15.12	13.73
Profit Before Tax	129.65	119.91
Provision for Tax	43.01	39.75
Profit After Tax	86.64	80.16
Paid-Up Share Capital	1100.00	814.29
Reserve & Surplus	1255.49	740.28
Book Value per share	21.41	19.10

(f) Foreign Investments or collaborators if any:

Not Applicable

II Information about the appointees

Mr. Deepak Goel

(a) Background details

Mr. Deepak Goel has good marketing as well as administrative skill. He is actively engaged in the running of existing business of the company since a long time. He has extensive experience in area of Finance, Accounts, general management and operational aspects

(b) Past Remuneration

The remuneration drawn by Mr. Deepak Goel as the Whole Time Director of the Company during the financial year ended 31st March, 2014, has been mentioned in the Report of Board of Directors on Corporate Governance.

(c) Recognition or awards

None

(d) Job profile and his suitability:

Subject to the superintendence, control and direction of the Board, Mr. Deepak Goel will manage and superintend the business affairs and properties of the Company and do all such lawful acts and things in relation to such management and superintendence as he shall think fit and reasonable.

(e) Remuneration proposed

As mentioned in Resolution.

(f) Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of Origin.)

The remuneration structure of Mr. Deepak Goel is not higher than what is drawn by his peers in comparable Companies.

(g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any;

Mr. Deepak Goel being a promoter will not be entitled to remuneration under any other head.

III. Disclosures:

(a) The remuneration package of Mr. Deepak Goel has already been mentioned in the resolution.

(b) The necessary disclosures as required under the Act have already been made in the Report of the Board of Directors on Corporate Governance.

The Board considers that having regard to the significant contribution of Mr. Deepak Goel towards remarkable growth of operational activities of the Company during his current tenure, the appointment of Mr. Deepak Goel as Whole time Director of the Company for a further period of five years is fully justified. As such the Board commends the Special Resolution set out in item 7 of the Notice convening the meeting for the approval of the Shareholders.

Except the appointee, no other Director/Key Managerial personnel nor any relative of Director or Key Managerial Personnel have any concern or interest in the said resolution.

ITEM NO. 8

Mr. Praveen Kumar Goel is the Director of the Company and holding the position of director since incorporation in the company. He is holding the position of Whole time director of the company since 2008. He is having extensive experience in area of Marketing business of the Company. Considering his contribution to the growth of the company, the Board of Directors in their meeting held on 2nd September, 2014, appointed Mr. Praveen Kumar Goel as Whole Time Director of the Company, for a period of 5 (Five) years with effect from 2nd September 2014, on the terms and conditions including remuneration as set out in the resolution within the overall limits laid down under Schedule V of the Companies Act, 2013.

As required under the Act, further particulars pertaining to the Company and the appointee are set out hereinafter.

I General Information

(a) Nature of Industry

At present the company is engaged in sale of paper on commission basis and in trading business of paper and Steel. The company is dealing in trading business of different types of paper such as Kraft Paper, Duplex Board, Poster Paper, writing printing paper etc.

(b) Date or expected date of commencement of commercial production

The company commenced business on 13.04.1995

(c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.

Not applicable

(d) Financial performance based on the given indicators.

Past performance of last two years are given below:

(INR in Lacs)

	31.03.2013	31.03.2012
Net Sale/Income from Operations	43665.00	25479.60
Other Income	18.03	5.65
Total Expenditure	42543.36	24820.31
Profit before Finance Charges & Depreciation	1139.67	664.94
Finance Charges	994.90	531.30
Depreciation & Amortization	15.12	13.73
Profit Before Tax	129.65	119.91
Provision for Tax	43.01	39.75
Profit After Tax	86.64	80.16
Paid-Up Share Capital	1100.00	814.29
Reserve & Surplus	1255.49	740.28
Book Value per share	21.41	19.10

(f) Foreign Investments or collaborators if any:

Not Applicable

II Information about the appointees

Mr. Praveen Kumar Goel

(a) Background details

Mr. Praveen Kumar Goel has good marketing as well as administrative skill. He is actively engaged in the in the marketing business of the company since a long time. He is running of this business efficiently since a long time. He has good experience in the field of marketing business.

(b) Past Remuneration

The remuneration drawn by Mr. Praveen Kumar Goel as the Whole Time Director of the Company during the financial year ended 31st March, 2014, has been mentioned in the Report of Board of Directors on Corporate Governance.

(c) Recognition or awards

None

(d) Job profile and his suitability:

Subject to the superintendence, control and direction of the Board, Mr. Praveen Kumar Goel will manage and superintend the business affairs and properties of the Company and do all

such lawful acts and things in relation to such management and superintendence as he shall think fit and reasonable.

(e) Remuneration proposed

As mentioned in Resolution.

(f) Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of Origin.)

The remuneration structure of Mr. Praveen Kumar Goel is not higher than what is drawn by his peers in comparable Companies.

(g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any;

Mr. Praveen Kumar Goel being a promoter will not be entitled to remuneration under any other head.

III. Disclosures:

(a) The remuneration package of Mr. Praveen Kumar Goel has already been mentioned in the resolution.

(b) The necessary disclosures as required under the Act have already been made in the Report of the Board of Directors on Corporate Governance.

The Board considers that having regard to the significant contribution of Mr. Praveen Kumar Goel towards remarkable growth of operational activities of the Company during his current tenure, the appointment of Mr. Praveen Kumar Goel as Whole time Director of the Company for a further period of five years is fully justified. As such the Board commends the Special Resolution set out in item 8 of the Notice convening the meeting for the approval of the Shareholders.

Except the appointee, no other Director/Key Managerial personnel or any relative of Director or Key Managerial Personnel have any concern or interest in the said resolution.

ITEM NO. 9:

As per Article 120 of the Articles of Association of the Company, directors can be paid up to Rs. 25/- as the sitting fees for attending the meeting of the Board or committee. As the Board of the company is having independent directors, this amount is not sufficient to remunerate their services. Therefore, the Board of Directors recommends amendment to the Articles of Association of the Company by deleting the existing Article 120 and substituting with new Article 120, to increase the limit of sitting fees as may be payable to the directors for attending the meeting of the Board or committee thereof.

The Resolution at Item No. 9 of the Notice is set out as a Special Resolution for approval by the members in terms of Section 14 of the Companies Act, 2013.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations would be available for inspection by the members at the Registered Office of the Company during business normal hours on any working day, excluding Saturday, upto and including the date of the Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 9.

By Order of the Board
For NEERAJ PAPER MARKETING LIMITED

DATED: 2nd September, 2014
PLACE: DELHI

Sd/-
BIRESH KUMAR DAS
(COMPANY SECRETARY)

Detail of Directors Seeking appointment/reappointment as required under Clause 49 of the Listing Agreement with the Stock Exchange

Sr. No.	Name of Directors	Parveen Kumar Goel	Deepak Goel	Ankur Sangal	Amit Agarwal	Shubhakar Pathak	Sonal Singh
1	Director Identification Number (DIN)	00014638	00200527	01095679	01336763	02371350	06953152
2	Date of Birth	02.07.1963	28.06.1963	28.08.1981	01.07.1973	31.10.1939	01.02.1980
3	Permanent Account Number (PAN)	AEPPG5274B	AATPG8581B	BCMPS2380C	ACCPA1463F	ACPPP3806J	BWPPS7270C
4	Date of Appointment on the Board	09/03/1995	09/03/1995	09/04/2011	09/03/1995	03/07/2006	-
5	Experience in specific functional area	24 Yrs	25 Yrs	8 Years	17 Yrs	35 Yrs	15 Yrs
6	Expertise in specific functional area	Shri Praveen Kumar Goel, is well experienced person. He has good marketing skill. He is actively engaged in the marketing business of the company since a long time.	Shri Deepak Goel, is well experienced person. He has extensive experience in area of Finance, Accounts, General Management and Operational Aspects.	Mr. Ankur Sangal is experienced person having wide knowledge of Accounts and Finance.	Shri Amit Kumar, has good marketing & administrative skill. He is actively engaged in the marketing business.	Shri Shubhakar Pathak is a retired person and had served in Statistical Survey of India under Government of india till October 1997.	Sonal Singh is prersently working in Confederation of Indian Industry (CII) having rich experience in the area of Finance.
7	No. of equity shares held in the Company (as on 31st March, 2014)	1,17,000	11,000	NIL	NIL	NIL	NIL
8	Qualification	Graduate	Graduate	Master in Computer Application	Graduate	Master Degree in Statistics	Graduate
9	List of other Directorships	1. CORAL MINERALS PRIVATE LIMITED	1. SWABHIMAN VYAPAAR PRIVATE LIMITED	1. URS CERTIFICATION LIMITED	1. BINDAL INDUSTRIES LIMITED	NIL	NIL
		2. SWABHIMAN VYAPAAR PRIVATE LIMITED	2. SATYAVAN SALES PROMOTION PVT. LTD.	2. URS INSPECTION LIMITED	2. BINDAL ROLLING MILLS LIMITED		
		3. BRINA GOPAL TRADERS PVT. LTD.		3. URS ASSESSMENT AND TRAINING LIMITED	3. BINDAL PULP AND PAPERS PRIVATE LIMITED		
				4. URS INSPECTION (INDIA) PRIVATE LIMITED	4. BRINA GOPAL TRADERS PVT. LTD.		
				5. URS VERIFICATION PRIVATE LIMITED	5. SHAKUMBHRI PULP AND PAPER MILLS LIMITED		
10	Membership/Chairman of Committees of the other Companies	NIL	NIL	NIL	NIL	NIL	NIL
11	Relationships, if any, between Directors inter se	-	-	-	-	-	-

Form No. MGT-11**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L74899DL1995PLC066194
Name of the company	NEERAJ PAPER MARKETING LIMITED
Registered office	218 - 222, Agarwal Prestige Mall, Plot No. 2, Community center, Along Road No. 44, Pitampura, New Delhi - 110034

Name of the member/s	
Registered address	
E-mail Id	
Folio No/ Client Id	
DP ID	

I / We, being the member/s of _____ No. of Equity Shares of the above named Company, hereby

Name	
Address	
E-mail Id	
Signature	

Or failing him

Name	
Address	
E-mail Id	
Signature	

Or failing him

Name	
Address	
E-mail Id	
Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Nineteenth Annual General Meeting of the Company, to be held on the Tuesday, 30th September, 2014 at Bipin Chandra Pal Memorial Bhavan, A-81, Chittaranjan Park, New Delhi-110019 at 11.00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Resolution No.	Resolution
1.	To consider and adopt the Audited Balance Sheet as on 31.03.2014 and the Profit & Loss Account for the year ended 31.03.2014 together with the Reports of Directors & Auditors thereon.	6.	Appointment of Ms. Sonal (DIN 06953152) as Independent Director of the company
2.	To appoint a Director in place of Mr. Praveen Kumar Goel (DIN 00014638), who retires by rotation at this meeting and being eligible, offer himself for reappointment.	7.	Appointment of Mr. Deepak Goel (DIN 00200527) as Whole Time Director of the company
3.	To re-appoint M/s Goel Singhal & Associates, Chartered Accountants (Firm Registration No. 006496C), be and are hereby reappointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty-second Annual General Meeting (AGM) of the Company to be held in the year 2017	8.	Appointment of Mr. Praveen Kumar Goel (DIN 00014638) as Whole Time Director of the company
4.	Appointment of Mr. Shubhakar Pathak (DIN 02371350) as Independent Director of the company	9.	Alteration of Article of Association of company with regard to substituting existing articles 120 with new.
5.	Appointment of Mr. Ankur Sangal (DIN 01095679) as Independent Director of the company		

Signed this..... day of..... 2014

Affix Revenue Stamp

Signature of Shareholder :

Signature of Proxy holder (s) :

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



(CIN: L74899DL1995PLC066194)

Regd. Office: 218 – 222, Aggarwal Prestige Mall, Plot No. 2, Community Center,
Along Road No. 44, Pitampura, New Delhi – 110034

Website: www.neerajpaper.com; Tel.: +91 11 47527700, Fax - +91 11 47527777

ATTENDANCE SLIP

Please fill Attendance Slip and hand it over at the entrance of the meeting hall

1.	Name(s) of Member(s) including joint holders, if any (in Block Letter(s))	
2.	Registered Address of the Sole/First named Member	
3.	Registered Folio No./*DP ID No. and Client ID No. (* Applicable to Members holding shares in dematerialized form)	
4.	Number of Shares held	

I/We hereby record my/our presence at the Nineteenth Annual General Meeting of the Company, to be held on the Tuesday, 30th September, 2014 at 11.00 A.M. at Bipin Chandra Pal Memorial Bhavan, A-81, Chittaranjan Park, New Delhi-110019.

Signature of Member / Proxy