

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the Shareholders of the Company will be held on Wednesday, 26th September, 2018 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 31.03.2018 and the Profit & Loss Account for the year ended 31.03.2018 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.

SPECIAL BUSINESS:

3. ALTERATION OF MEMORANDUM OF ASSOCIATION 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 in accordance with the Table A of the Schedule I of the Act and pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to the necessary registrations, approvals, consents, permissions and sanctions, if any, by the Registrar of Companies, NCT of Delhi and Haryana, and / or any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority(ies), which the Board of Directors is authorised to accept, as it deem fit, the approval of the members be and is hereby accorded for the **Clause III (A) and III (B)** of the Memorandum of Association of the Company, be renamed as under:

“Clause III (A) – The objects to be pursued by the Company on its incorporation are:

Clause III (B) – Matters which are necessary for furtherance of the objects specified in Clause III (A) are: “

RESOLVED FURTHER THAT in the requirement of the above mentioned provisions, approval of the members be and is hereby accorded for the alteration of existing Clause III(A) of the Memorandum of Association of the Company by inserting new sub clause III(A)3 after sub-clause III(A)2 of the Memorandum of Association:-

To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods or products on retail as well as on wholesale basis in India or elsewhere including but not limited to steel & steel products, organic and inorganic chemicals of all types, ethanol and petroleum products, gases including natural gases, Bagasse, husk and other agro waste used for manufacturing of the paper, cotton fabric & all varieties of rubber and domestic fuel manufactured by coal, wood, coke or other petroleum products etc.

RESOLVED FURTHER THAT in the requirement of the above mentioned provisions, consent of the members be and is hereby accorded for the alteration in the sub clauses 12, 17 & 19 mentioned under **Clause III (B)** & be substituted as under:

12: To create and issue any shares, debentures and stocks of the company at par or at difficult and to redeem, cancel or accept surrender of same subject to sections 100 to 104 of the Companies Act, 1956/Chapter IV of the Companies Act, 2013 as may be applicable.

17: To sell, transfer or dispose of the undertaking of the company; all or part of the assets, tangible or intangible and liabilities of the company to sell or transfer the company as a going concern, to form companies in which the company may be amalgamated to absorb into and amalgamate with the companies formed by others, to form companies with a view to reconstructing the company without forming any company, to absorb other companies whether formed by this company or by others; and in all cases to receive or pay the consideration in the shape of cash, shares, debentures, bonds, securities, transfer or exchange of property present or future, personal or real, reversions, rights or in any other shape, subject to section 391 to 394 of the companies Act, 1956/Chapter XV of Companies Act, 2013 as may be applicable.

19: To promote any company or companies to carry out any function or business or affairs of this company or the carry out any of the object of the company subject to the companies act, 1956/Companies Act, 2013 as may be applicable.

RESOLVED FURTHER THAT in the requirement of the above mentioned provisions, consent of the members be and is hereby accorded for alteration in the Memorandum of Association of the Company by deleting the other objects of the Company mentioned under **Clause III (C) – “Objects for with the Company is established are”**.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Deepak Goel, (DIN: 00200527), Whole Time Director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies, NCT of Delhi and Haryana.”

By Order of the Board
For NEERAJ PAPER MARKETING LIMITED

DATED: 13th AUGUST, 2018
PLACE: DELHI

Sd/-
VAISHALI MATHPAL
(COMPANY SECRETARY)

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

ITEM NO. 3

The members are informed that the existing Objects clause III of the Memorandum of Association of the Company is divided into (A) Main Objects; (B) Objects incidental or ancillary to attain main objects and (C) Other objects.

In terms of Section 4 of the Companies Act, 2013, Objects clause III of the Memorandum of Association of the Company shall state the objects for which the company is incorporated and any matter considered necessary in furtherance of the objects thereof.

Hence, in view of the Companies Act, 2013 and rules there under, it is proposed to amend the existing Memorandum of Association of the company to align the same with the Companies Act, 2013.

Copy of existing and amended Memorandum of Association of the Company will be available for inspection by members during business hours at the registered office of the Company till the date of Annual General Meeting.

None of the persons specified in Section 102 of the Companies Act, 2013, viz., the Directors, Manager, Key Managerial Personnel(s) and their relatives are concerned or interested in the above resolution.

IMPORTANT NOTES:

- 1. 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.**
2. 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.
3. 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.
4. Details under Listing Regulations and Revised Secretarial Standards - 2 on General Meetings, 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.

5. Electronic copy of the Annual Report for Financial Year 2017-18 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 2017-18 is being sent in the permitted mode.
6. Electronic copy of the Notice of the 23rd 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 23rd 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.
7. Members may also note that the Notice of the 23rd Annual General Meeting and the Annual Report for Financial Year 2017-18 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.
8. The Register of Members and Share Transfer Registers will remain closed from 20.09.2018 to 26.09.2018 (Both days inclusive).
9. 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 HarsukhdasMandir
New Delhi-110 062

10. All documents referred to in the accompanying Notice are 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.
11. 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.
12. 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.

13. Voting through electronic means

- a. 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 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Ltd.

b. 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 23rd September, 2018 at 10.00 A.M and ends on 25th September, 2018 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 (record date) of 19th September, 2018, 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.
- (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	<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.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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 (iv).

- (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.
- (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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a 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 users can download the app from the App Store and the Windows Phone Store respectively. 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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 19th September, 2018 may follow the same instructions as mentioned above for e-Voting.
- (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (iii) Facility for voting by way of polling shall also be made available at the meeting and the members attending the meeting who have not already cast their vote by e-voting shall be able to exercise their right at the meeting.
- (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, immediately after the conclusion of the voting at the general meeting, first count the votes casted at the Meeting and thereafter unblock the votes cast through remote e-Voting as well as ballot forms in the presence of at least two (2) witnesses not in the employment of the Company and make within a period not exceeding three (3) days from the conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman, or an authorized person by him, of the Company.
- (XXII) The Results shall be declared after receiving the Consolidated Scrutinizer’s Report from the Scrutinizer. The result declared shall be placed on the Company’s website www.neerajpaper.com and on the website of CDSL and communicated to the Stock Exchanges.

By Order of the Board
For NEERAJ PAPER MARKETING LIMITED

DATED: 13th AUGUST, 2018
PLACE: DELHI

Sd/-
VAISHALI MATHPAL
(COMPANY SECRETARY)

Detail of directors seeking Reappointment in Annual General Meeting held in 26/09/2018

Sr. No.	Name of Directors	PRAVEEN KUMAR GOEL
1	Director Identification Number (DIN)	00014638
2	Date of Birth	02/07/1963
3	Permanent Account Number (PAN)	AEPPG5274B
4	Date of Appointment on the Board	09/03/1995
5	Terms & Conditions for Re-appointment	He is a Whole Time Director whose term is liable to retire by rotation.
6	Experience in specific functional area	28 Yrs
7	Expertise in specific functional area	Shri Praveen Kumar Goel, is well experienced person. He has good marketing & administrative skill. He is actively engaged in the marketing business of the company for a long time.
8	No. of equity shares held in the Company (as on 31st March, 2016)	1,17,000
9	Qualification	Graduate
10	Remuneration last drawn	Rs. 1,50,000/- P.M. (Details mentioned in the Corporate Governance Report)
11	Number of Meeting of Board Attended during the year	4 (Details mentioned in the Corporate Governance Report)
12	List of other Directorships	CORAL MINERALS PRIVATE LIMITED
13	Membership/Chairman of Committees of the Company	NIL
14	Relationship with Directors , Manager and Key Managerial Personnel of the Company	Brother of Mr. Vipin Kumar Goel (C.F.O.)



Neeraj Paper Marketing Ltd.

L74899DL1995PLC066194
218 - 222, Agarwal Prestige Mall,
Plot No. 2, Community center, Along Road No. 44,
Pitampura, New Delhi - 110034

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]

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 23rd Annual General Meeting of the Company, to be held on the Wednesday, 26th September, 2018 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:

Res No.	Resolution	FOR*	AGAINST*
1.	Adoption of the Audited Balance Sheet and the Profit & Loss Account together with the Reports of Directors & Auditors thereon for the financial year ended 31 st March, 2018.		
2.	Reappointment of Mr. Parveen Kumar Goel (DIN 00014638), who retires by rotation at this meeting and being eligible, offer himself for reappointment.		
3.	Alteration of memorandum of association of the company		

Signed this..... day of..... 2018

Affix Revenue Stamp

Signature of Shareholder :

Signature of Proxy holder (s) :

***Notes:**

1. Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as Proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. Members holding more than ten percent of the total Share Capital of the Company carrying voting rights may appoint a single person as Proxy, who shall not act as Proxy for any other Member.
3. This form of Proxy, to be effective, should be deposited at the Registered Office of the Company at 218 - 222, Aggarwal Prestige Mall, Plot No. 2, Community Center, Along Road No. 44, Pitampura, New Delhi - 110034 not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.



Neeraj Paper Marketing Ltd.

(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 23rd Annual General Meeting of the Company, to be held on the Wednesday, 26th September, 2018 at 11:00 a.m. at Bipin Chandra Pal Memorial Bhavan, A-81, Chittaranjan Park, New Delhi-110019.

Signature of Member / Proxy

ROUTE MAP FOR VENUE OF 23rd AGM

