



## NEERAJ PAPER MARKETING LIMITED

(Our Company was incorporated on March 9, 1995 under the Companies Act, 1956 with the Registrar of Companies NCT Delhi & Haryana and received the Certificate of Commencement of Business on April 3, 1995. The Corporate Identification Number of our Company is L74899DL1995PLC066194. There has been no change in the name of our Company since incorporation)

Registered / Corporate Office: 218 – 222, Aggarwal Prestige Mall, Plot No. 2, Community Centre, Along Road No. 44, Pitampura, New Delhi – 110 034

Tel.: +91 11 4752 7700, Fax: +91 11 4752 7777

**Compliance Officer:** Mr. Biresh Kumar Das, Company Secretary

Website: [www.neerajpaper.com](http://www.neerajpaper.com), Email: [biresh@neerajpaper.com](mailto:biresh@neerajpaper.com)

**PROMOTERS: MR. NEERAJ GOEL, MR. DEEPAK GOEL AND MR. PARVEEN KUMAR GOEL**

### INFORMATION MEMORANDUM FOR LISTING OF 11,000,000 EQUITY SHARES OF ₹ 10/- EACH OF NEERAJ PAPER MARKETING LIMITED (THE “COMPANY” / “NPML”)

#### NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THE INFORMATION MEMORANDUM

##### GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in the Equity Shares of the Company unless they can afford to take the risk of losing part or all of their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Equity Shares of our Company. For taking an investment decision, investors must rely on their own examination of the Company including the risks involved. Specific attention of investors is invited to the section titled “Risk Factors” given on page 5 of the Information Memorandum.

##### ABSOLUTE RESPONSIBILITY OF NEERAJ PAPER MARKETING LIMITED

Neeraj Paper Marketing Limited having made all reasonable inquiries, accepts responsibility for and confirms that the Information Memorandum contains all information with regard to our Company, which is material, and that the information contained in the Information Memorandum is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omissions of which makes the Information Memorandum as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

##### LISTING

The Equity Shares of our Company are presently listed on Ahmedabad Stock Exchange Limited (“ASE”), Delhi Stock Exchange Limited (“DSE”) and Jaipur Stock Exchange Limited (“JSE”) and proposed to be listed on BSE Limited (“BSE”). Our Company has submitted the Information Memorandum with BSE and the same has been made available on our Company’s website viz. [www.neerajpaper.com](http://www.neerajpaper.com). The Information Memorandum would also be made available on the website of BSE ([www.bseindia.com](http://www.bseindia.com)).



## TABLE OF CONTENTS

Title	Page No.
DEFINITIONS, ABBREVIATIONS AND INDUSTRY RELATED TERMS	1
CURRENCY OF FINANCIAL PRESENTATION AND USE OF MARKET DATA	3
FORWARD LOOKING STATEMENT	4
RISK FACTORS	5
GENERAL INFORMATION	10
CAPITAL STRUCTURE	12
INDUSTRY OVERVIEW	22
OUR BUSINESS	24
HISTORY AND CERTAIN CORPORATE MATTERS	25
OUR MANAGEMENT	26
OUR PROMOTERS	31
OUR PROMOTER GROUP	33
DIVIDEND POLICY	37
FINANCIAL INFORMATION	38
FINANCIAL INDEBTEDNESS	39
MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT	42
STOCK MARKET DATA FOR OUR EQUITY SHARES	45
OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENT	46
MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION	51
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION	72
DECLARATION	73
ANNEXURE I	
ANNEXURE II	



## DEFINITIONS, ABBREVIATIONS AND INDUSTRY RELATED TERMS

### Company Related Terms

Term	Description
"NPML", "the Company", "our Company", "we", "us" or "our"	Unless the context otherwise requires, refers to, Neeraj Paper Marketing Limited, a public limited company incorporated under the Companies Act, 1956
Articles / Articles of Association / AOA	The Articles of Association of our Company, as amended from time to time
Statutory Auditors / Auditors	The Statutory Auditors of our Company, M/s. Goel Singhal & Associates, Chartered Accountants, 203/60, Upper Storey, Sadar Bazar, Muzaffarnagar – 251 001
Board of Directors / the Board / our Board	The Board of Directors of Neeraj Paper Marketing Limited and includes its committee thereof
Directors / our Directors	The Director(s) of Neeraj Paper Marketing Limited, unless otherwise specified
Memorandum of Association / MOA	The Memorandum of Association of our Company, as amended from time to time
Registered Office / Our Registered Office	Registered Office of our Company situated 218 – 222, Aggarwal Prestige Mall, Plot No. 2, Community Centre, Along Road No. 44, Pitampura, Delhi – 110 034
Promoters	Mr. Neeraj Goel, Mr. Deepak Goel and Mr. Parveen Kumar Goel
Promoter Group	Ms. Madhulika Goel, Mr. Pankaj Goel, Mr. Mukesh Goel, Mr. Ambuj Kumar Goel, Ms. Poonam Goel, Ms. Nutan Goel, Ms. Radhika Goel, Ms. Ishita Goel, Mr. Chirag Goel, Ms. Monika Goel, Ms. Toshika Goel, Ms. Tanvi Goel, Kamal Goel & Sons (HUF), Deepak Goel & Sons, Kamla Goel & Sons, Deepak Goel (HUF), Bindal Pulp and Paper Private Limited, Brina Gopal Traders Private Limited, Swabhimani Vyapaar Private Limited and V.R. Digital Private Limited

### Conventional and General Terms / Abbreviations

Term	Description
Act or Companies Act	Companies Act, 1956 , as amended (without reference to the sections thereof that have ceased to have effect upon notification of sections of the Companies Act, 2013) (the "Companies Act, 1956") read with the applicable provisions of the Companies Act, 2013, to the extent notified and in effect (the "Companies Act, 2013"), and together with the Companies Act, 1956, the "Companies Act")
AGM	Annual General Meeting
ASE	Ahmedabad Stock Exchange Limited
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
BSE	BSE Limited
CDSL	Central Depository Services (India) Limited
Depositories Act	The Depositories Act, 1996, as amended from time to time
Depository / Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996, as amended from time to time, in this case being NSDL and CDSL
Depository Participant / DP	Depository participant as defined under the Depositories Act, 1996
DSE	Delhi Stock Exchange Limited
EGM	Extraordinary General Meeting
EPS	Earnings per Equity Share
Equity Shares	Equity Shares of our Company of face value ₹ 10/- each, unless otherwise specified in the context thereof



Term	Description
Financial Year / Fiscal Year / FY	Twelve months ending on March 31 of a particular year
HUF	Hindu Undivided Family
Indian GAAP	Generally Accepted Accounting Principles in India
Information Memorandum	This document dated October 09, 2015 filed with BSE and referred to as the Information Memorandum
JSE	Jaipur Stock Exchange Limited
LLP	Limited Liability Partnership
NSDL	National Securities Depository Limited
PAN	Permanent Account Number
RBI	Reserve Bank of India
SCRA	Securities Contracts (Regulation) Act, 1956 as amended from time to time
SCRR	Securities Contracts (Regulations) Rules, 1957 as amended from time to time
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time
VATO	Value Added Tax Officer





## CURRENCY OF FINANCIAL PRESENTATION

In the Information Memorandum, the terms “we”, “us”, “our”, the “Company”, “our Company”, “NPML”, unless the context otherwise indicates or implies, refers to Neeraj Paper Marketing Limited. In the Information Memorandum, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac / Lakh” means “one hundred thousand”, the word “million (mn)” means “ten lac / lakh”, the word “Crore” means “ten million” and the word “billion (bn)” means “one hundred crore”. In the Information Memorandum, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

Throughout the Information Memorandum, unless otherwise stated, all figures have been expressed in millions. Unless indicated otherwise, the financial data in the Information Memorandum is derived from our financial statements prepared in accordance with Indian GAAP and included in the Information Memorandum. Unless indicated otherwise, the operational data in the Information Memorandum is presented on a basis and refers to the operations of our Company. In the Information Memorandum, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off.

There are significant differences between Indian GAAP and U.S. GAAP; accordingly, the degree to which the Indian GAAP financial statements included in the Information Memorandum will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practice and Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in the Information Memorandum should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

For additional definitions used in the Information Memorandum, see the section Definitions and Abbreviations on page 1 of the Information Memorandum. In the section titled “Main Provisions of Articles of Association”, defined terms have the meaning given to such terms in the Articles of Association of our Company.

## USE OF MARKET DATA

Unless stated otherwise, market data used throughout the Information Memorandum was obtained from internal Company reports, data, websites and industry publications. Industry publication data and website data generally state that the information contained therein has been obtained from sources believed to be reliable, but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Although, we believe market data used in the Information Memorandum is reliable, it has not been independently verified. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source.



## FORWARD LOOKING STATEMENT

We have included statements in the Information Memorandum which contain words or phrases such as "will", "aim", "is likely to result", "believe", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "contemplate", "seek to", "future", "objective", "goal", "project", "should", "will pursue" and similar expressions or variations of such expressions, that are "forward-looking statements".

All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
- Changes in laws and regulations relating to the industries in which we operate;
- Increased competition in these industries;
- Our ability to successfully implement our growth strategy and expansion plans, and to successfully launch and implement various projects and business plans for which funds are being raised through this Issue;
- Our ability to meet our capital expenditure requirements;
- Fluctuations in operating costs;
- Our ability to attract and retain qualified personnel;
- Changes in technology;
- Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- The performance of the financial markets in India and globally; and
- Any adverse outcome in the legal proceedings in which we are involved.

For a further discussion of factors that could cause our actual results to differ, please refer to the sections titled "Risk Factors", "Our Business" and "Management's Discussion and Analysis Report" on pages 5, 24 and 42, of the Information Memorandum respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Neither we nor our Directors have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.



## RISK FACTORS

*An investment in Equity Shares involves a high degree of risk. Investors should carefully consider all the information in the Information Memorandum, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks and uncertainties described in this section are not the only risk we may face. If any of the following risks actually occur, our business, financial condition and results of operations could suffer, the trading price of our Equity Shares could decline, and they may lose all or part of your investment. Unless otherwise stated in the relevant risk factors set below, we are not in a position to specify or quantify the financial or other implications of any risk mentioned herein. The numbering of the Risk Factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.*

### INTERNAL RISK FACTORS

1. *Our Company received an adjudication order in terms of Section 15-I of Securities and Exchange Board of India Act, 1992 and Rule 5 of Securities and Exchange Board of India (Procedure for holding inquiry and imposing penalties by Adjudicating Officer) Rules, 1995 pertaining to non compliances of Regulation 8(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 for the years 1998 to 2011.*

An adjudication order dated July 31, 2014 in terms of Section 15-I of the SEBI Act, 1992 read alongwith Rule 5 of SEBI (Procedure for holding inquiry and imposing penalties by Adjudicating Officer) Rules, 1995 was passed by the adjudicating officer, Mr. Jayanta Jash of SEBI, in the matter of non compliances of Regulation 8(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 for the years 1998 to 2011, wherein an amount of ₹1,500,000 was imposed as a penalty to be paid by our Company. Pursuant to the order our Company has paid the penalty as under:

Particulars	Amount (in ₹)	Demand Draft Number	Date
Installment I	300,000	723557	September 15, 2014
Installment II	300,000	723788	October 18, 2014
Installment III	300,000	723955	November 22, 2014
Installment IV	300,000	785121	December 23, 2014
Installment V	300,000	785381	January 28, 2015

2. *The name of our Company, Neeraj Paper Marketing Limited, appears on the defaulter list on the website of Securities and Exchange Board of India as on December 31, 2014.*

Our Company's name appears in the Securities and Exchange Board of India website as defaulter, as on December 31, 2014, to the remaining penalty of ₹300,000 out of ₹1,500,000 imposed by SEBI pertaining to non compliances of Regulation 8(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 for the years 1998 to 2011. Our Company has paid the outstanding amount of penalty of ₹300,000 to SEBI vide demand draft dated January 28, 2015.

3. *There are certain legal proceedings involving us that, if determined against us, could have a material adverse impact on our financial condition and results of operations*

There are outstanding legal proceedings involving our Company that, if determined against us, could have a material adverse impact on our financial condition and results of operations. These proceedings are pending at different levels of adjudication before various courts and tribunals. Should any new developments arise, such as a change in law or rulings against us by courts or tribunals, we may need to make provisions in our financial statements, which could adversely impact our reported financial condition and results of operations. Furthermore, if significant claims are determined against us and we are required to pay all or a portion of the disputed amounts, there could be a material adverse effect on our business and profitability.



We cannot provide any assurance that these matters will be decided in our favor. Further, there is no assurance that similar proceedings will not be initiated against us in the future. For further details of the cases mentioned above, please see "Outstanding Litigations and Material Developments" on page 46 of the Information Memorandum.

**4. *We were subject to a search and seizure operation by the Department of Income Tax and may face proceedings for payment of additional taxes and/or penalties***

We, Neeraj Paper Marketing Limited and our Promoters were subject to a 'search and seizure' operation by the Department of Income Tax on March 07, 2014 under section 132 of the Income Tax Act, 1961. During these operations, certain books of accounts and records were seized by the authorities. Subsequently, in May 2015 and in September 2015 our Company and relevant Promoters have received Notices under the provisions of section 153A of the Income Tax Act, 1961 for the Assessment Years 2008-09 to 2013-14 pursuant to the above mentioned search operations carried out by the Income Tax Department. Our Promoters have filed these returns and our Company is in the process of filing these returns along with necessary particulars and pursuant to which the Income Tax Liabilities for the above mentioned years shall be reassessed for all the entities.

Further our Promoter Group Companies, Brina Gopal Traders Private Limited and Swabhiman Vyapaar Private Limited, have received Notices dated September 08, 2015 and September 14, 2015, respectively, under the provisions of section 153A of the Income Tax Act, 1961 for the Assessment Years 2008-09 to 2013-14 and are in process of filing these returns along with necessary particulars.

The Tax liability, if any, in respect of the reassessed income is presently not ascertainable. These returns and subsequent re-assessment may result in litigations with the Income Tax Department and any liability so ascertained may adversely affect our financial condition and goodwill. For further details of the above please see "Outstanding Litigations and Material Developments on page 46 of the Information Memorandum.

**5. *We may be subject to restrictive covenants, including restriction on raising of further capital, under term loans and working capital facilities provided to us by the Bankers.***

We have availed of several loans and financial facilities from Banks. In respect of various agreements entered into by our Company with the Banks and sanction letters issued by them to us, we are bound by certain restrictive covenants regarding capital structure and other general restrictive covenants.

**6. *We may experience difficulties in expanding our business into new regions and markets in India and abroad and introducing our complete range of products.***

As part of our growth strategy, we continue to evaluate attractive growth opportunities to expand our business into new regions and markets in India and beyond. Factors such as competition, culture, regulatory regimes, business practices and customs and customer requirements in these new markets may differ from those in our current markets and our experience in our current markets may not be applicable to these new markets. In addition, as we enter new markets and geographical regions, we are likely to compete with other distributors who already have a presence in those geographies and markets and are therefore more familiar with local regulations, business practices and customs and have stronger relationships with customers.

**7. *Our Company's inability to manage growth may lead to loss of opportunities and may hamper our Company's future growth plans.***

Our Company may be subject to growth related risks including pressure on internal systems and controls. Its inability to deal with this growth could have material adverse impact on its business, operations and prospects. In order to manage its current operations and any future growth effectively, our Company has to continue to implement and improve its operational, financial and management information systems and to retain its employees. There can be no assurance that it will be able to





manage such growth effectively, that its management, personnel or systems will be adequate to support our Company's operations so that it will be able to achieve the increased levels of revenue commensurate with the increased levels of operating expenses associated with this growth. Any failure on Company's part to scale up its infrastructure and management to meet the challenges of rapid growth could cause disruptions to its business and could be detrimental to its long-term business prospects. The business of our Company depends on the supply of paper by manufacturing companies. The growth rate in these companies is crucial for our Company's growth. In case of any unforeseen events affects the business of manufacturing companies, our Company's turnover and profitability shall be adversely affected.

**8. *Our success depends in large part upon our management team and key personnel and our ability to attract, train and retain such persons.***

Our ability to sustain our rate of growth depends significantly upon our ability to manage key issues such as selecting and retaining key operations personnel, developing managerial experience to address emerging challenges and ensuring a high standard of client service. In order to be successful, we must attract, train, motivate and retain highly skilled employees. If we cannot hire additional qualified personnel or retain them, our ability to expand our business will be impaired and our revenue could decline. Failure to train and motivate our employees properly may result in an increase in employee attrition rates, divert management resources and subject us to incurring additional human resource related expenditure. Our inability to attract and retain professionals, or the resignation or loss of key operations personnel, may have an adverse impact on our business and future financial performance.

**9. *Any future issuance of Equity Shares by us may dilute investors' shareholding and adversely affect the trading price of our Equity Shares.***

Any future issuance of Equity Shares by us may lead to the dilution of investors' shareholding in our Company, and adversely affect the trading price of our Equity Shares and our ability to raise capital through an issue of securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Equity Shares. Additionally the disposal, pledge or encumbrance of Equity Shares by any of our major shareholders, or the perception that such transactions may occur may affect the trading price of the Equity Shares. There is no assurance that we will not issue Equity Shares or that any major shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

**10. *Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.***

Our Company has not declared any dividend during the preceding ten financial years. The amount of our future dividend payments, if any, will depend upon our future earnings, financial condition, cash flows, working capital requirements and capital expenditures. There can be no assurance that we will be able to pay dividends.

**11. *We have not registered our corporate logo. If our logo is misused, we may not have legal remedial action against infringement of the same and our brand building exercise could also be affected.***

Our Company's brand name / logo are not protected by intellectual property rights. It will have no legal recourse against any unauthorized use of the same. Further, our Company has not applied for registration of its logo or any brand which may lead to unauthorized use. Any such misuse may result in dilution of brand value and loss of business for the Company.

**12. *Certain of our promoter group entities have incurred losses during recent fiscal years.***

Certain of our Promoter Group entities have incurred losses in recent fiscal years, details of which are given below:



Name of the Company	(₹ in millions)		
	March 31, 2015	March 31, 2014	March 31, 2013
Brina Gopal Traders Private Limited	(0.02)	-	(0.37)
V.R. Digital Private Limited	(0.02)	-	-

#### EXTERNAL RISK FACTORS

**13. Our inability to face competition from international players may adversely affect our operations.**

With the globalization of the Indian Economy more and more international players with latest technologies are entering the Indian automotive market. Indian companies are exposed to the competition from such players. Our inability to face such competition may adversely affect our operations.

**14. Civil disturbances, extremities of weather, regional conflicts and other political instability may have adverse affects on our operations and financial performance.**

Certain events that are beyond our control such as earthquake, fire, floods and similar natural calamities may cause interruption in the business undertaken by us. Our operations and financial results and the market price and liquidity of our Equity Shares may be affected by changes in Indian Government policy or taxation or social, ethnic, political, economic or other adverse developments in or affecting India.

**15. Any downgrading of India's debt rating by a domestic or international rating agency could adversely affect our business.**

Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely affect our ability to raise additional financing, and the interest rates and other commercial terms. This could impact our profitability and ability to obtain financing for capital expenditures and the price of our Equity Shares.

**16. Regional or International hostilities, terrorist attack or other acts of violence of war could have a significant adverse impact on international or Indian financial markets or economic conditions or on Government Policy. Such incidents could also create a greater perception that investment in Indian Companies involves a higher degree of risk and could have an adverse impact on our business and on the market price of our company's Equity Shares.**

**17. An active market for the Equity shares may not develop which may cause the price of the equity shares to fall and may limit investor's ability to sell the Equity Shares.**

The Equity Shares are presently listed on ASE, DSE and JSE. There is no trading in the Equity Shares of the Company on ASE, DSE and JSE. The Equity Shares are proposed to be listed on BSE and applications have been made for the Equity Shares to be admitted to trading on the BSE. No assurance can be given that an active trading market for the equity shares will develop or as to the liquidity or sustainability of any such market, the ability of the holders of the Equity Shares to sell their Equity Shares or the price at which shareholders will be able to sell their Equity Shares if an active market for the Equity Shares fail to develop or be sustain, the trading price of the Equity Shares could fall.

**18. The market value of the Equity Shares may fluctuate due to the volatility of the securities markets.**

The securities markets are volatile and stock exchanges have in the past, experienced substantial fluctuations in the prices of listed securities. The stock exchanges have experienced problems, which, if these were to continue or recur, could affect the market price and liquidity of the securities of Indian Companies, including the Equity Shares. The governing bodies of the various Indian stock exchanges have from time to time imposed restrictions on trading in certain securities, limitations on price





movements and margin requirements. Furthermore, time to time disputes have occurred between listed companies and stock exchanges and other regulatory bodies, which in some cases may have had a negative effect on the market sentiment.

**19. Future issues or sales of equity Shares of our company may significantly affect the trading price of the Equity Shares.**

Issue of Equity Shares by our Company or the disposal of Equity Shares by any of the major shareholders or the perception that such issues or sales may occur may significantly affect trading price of the Equity Shares. There can be no assurance that any shareholder will not dispose of, encumber, or pledge, his shares.



## GENERAL INFORMATION

Our Company was incorporated on March 9, 1995 under the Companies Act, 1956 with the Registrar of Companies NCT Delhi & Haryana as Neeraj Paper Marketing Limited and received the Certificate of Commencement of Business on April 3, 1995. The Corporate Identification Number of our Company is L74899DL1995PLC066194. There has been no change in the name of our Company since incorporation.

### Registered / Corporate Office

218 – 222, Aggarwal Prestige Mall, Plot No. 2,  
Community Centre, Along Road No. 44,  
Pitampura, New Delhi – 110 034  
Tel.: +91 11 4752 7700 / 14  
Fax: +91 11 4752 7777  
Email: [biresh@neerajpaper.com](mailto:biresh@neerajpaper.com)  
Website: [www.neerajpaper.com](http://www.neerajpaper.com)

### Registrar of Companies:

Registrar of Companies, NCT of Delhi & Haryana,  
IFCI Tower, 61 Nehru Place, New Delhi - 110 019

### Board of Directors of our Company

Sr. No.	Name & Designation	Age (in years)	DIN	Status
1.	Deepak Goel	52	00200527	Chairman & Whole Time Director
2.	Parveen Kumar Goel	52	00014638	Whole Time Director
3.	Amit Agarwal	42	01336763	Non Executive Director
4.	Ankur Sangal	34	01095679	Non Executive Independent Director
5.	Shubhakar Pathak	75	02371350	Non Executive Independent Director
6.	Sonal	35	06953152	Non Executive Independent Director

For details of our Directors, refer to section titled "Our Management" on page 26 of the Information Memorandum.

**Investor can contact the Compliance Officer or the Registrar and Share Transfer Agent in case of any investor grievance and / or Equity Share transfer related issue**

### Compliance Officer

Mr. Biresh Kumar Das  
Company Secretary  
Neeraj Paper Marketing Limited  
218 – 222, Aggarwal Prestige Mall,  
Plot No. 2, Community Centre,  
Along Road No. 44, Pitampura, New Delhi – 110 034  
Tel.: +91 11 4752 7700 / 14  
Fax: +91 11 4752 7777  
Email: [biresh@neerajpaper.com](mailto:biresh@neerajpaper.com)  
Website: [www.neerajpaper.com](http://www.neerajpaper.com)



**Registrar and Share Transfer Agent**

Beetal Financial & Computer Services Ltd  
Beetal House, 3<sup>rd</sup> Floor, 99,  
Madangir, Near Dada Harsukhdas Mandir,  
New Delhi – 110 062  
Tel.: +91 11 2996 1281 - 83  
Fax: +91 11 2996 1284  
E-mail: beetalrta@gmail.com  
Website: [www.beetalfinancial.com](http://www.beetalfinancial.com)  
Contact Person: Mr. Punit Mittal

**Bankers to our Company**

Oriental Bank of Commerce  
E-Block, Harsha Bhawan,  
Connaught Place,  
New Delhi - 110 001

Bank of India  
10<sup>th</sup> Floor, Chanderlok Building,  
Janpath, New Delhi – 110 001

Bank of Maharashtra  
Garg Trade Centre, Sector 11,  
Rohini, New Delhi

**Auditors to our Company**

M/s Goel Singhal & Associates  
Chartered Accountants,  
203/60, Upper Storey, Sadar Bazar,  
Muzaffarnagar – 251 001



## CAPITAL STRUCTURE

The Share Capital of our Company as of the date of the Information Memorandum is set forth below:

in ₹ millions (except share data)

Particulars	Aggregate Value at Nominal Price
(A) Authorised Share Capital	
11,000,000 Equity Shares of face value ₹ 10 each	110.00
(B) Issued, Subscribed and Paid up share capital before the Issue	
11,000,000 Equity Shares of face value ₹ 10 each	110.00
(C) Share Premium Account	92.86

### Notes to the Capital Structure:

#### 1. Changes in Authorised Share Capital

The details of changes in authorised share capital of our Company since Incorporation are as follows:

Date of Meeting	Cumulative No. of Equity Shares	Face Value (₹)	Authorised Share Capital (in ₹)	Particulars
NA	3,000,000	10	30,000,000	Since Incorporation
April 04, 1995	3,500,000	10	35,000,000	Increased from ₹ 30,000,000 to ₹ 35,000,000 by members in the Extra Ordinary General Meeting
July 18, 2011	11,000,000	10	110,000,000	Increased from ₹ 35,000,000 to ₹ 110,000,000 by members in the Extra Ordinary General Meeting

#### 2. Equity Share Capital History

(in ₹, except share data)

Date of Allotment	No. of Equity Shares	Cumulative No. of Equity Shares	Face Value (in ₹)	Issue Price (in ₹)	Cumulative Paid up Capital (in ₹)	Nature of consideration	Category of Allottees
March 10, 1995	7,000	7,000	10	10	70,000	Cash	Subscribers to MOA
January 19, 1996	3,135,900	3,142,900	10	10	31,429,000	Cash	Initial Public Offering
January 02, 2012	5,000,000	8,142,900	10	20	81,429,000	Cash	Preferential Allotment to Promoter Group and Others
March 23, 2013	2,857,100	11,000,000	10	25	110,000,000	Cash	Preferential Allotment

#### 3. Our Shareholding Pattern

The table below presents our shareholding pattern as on October 09, 2015

Category Code	Category of Shareholders	Number of Share holder	Total Number of Shares	Number of Shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a %age of (A+B)	As a %age of (A+B+C)	No. of shares	As a %age
(A)	<b>Shareholding of Promoters and Promoter Group</b>							
(I)	<b>Indian</b>							
(a)	Individuals/ Hindu Undivided Family	21	1,063,400	627,900	9.67	19.67	-	-
(b)	Bodies Corporate	4	2,000,000	-	18.18	18.18	-	-



Category Code	Category of Shareholders	Number of Share holder	Total Number of Shares	Number of Shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a %age of (A+B)	As a %age of (A+B+C)	No. of shares	As a %age
	<b>Sub Total(A)(1)</b>	<b>25</b>	<b>3,063,400</b>	<b>627,900</b>	<b>27.85</b>	<b>27.85</b>	<b>-</b>	<b>-</b>
<b>(2)</b>	<b>Foreign</b>							
a	Individuals (Non-Residents Individuals/Foreign Individuals)	-	-	-	-	-	-	-
b	Bodies Corporate	-	-	-	-	-	-	-
c	Institutions	-	-	-	-	-	-	-
d	Any Others(Specify)	-	-	-	-	-	-	-
	<b>Sub Total(A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>25</b>	<b>3,063,400</b>	<b>627,900</b>	<b>27.85</b>	<b>27.85</b>	<b>-</b>	<b>-</b>
<b>(B)</b>	<b>Public Shareholding</b>							
<b>(1)</b>	<b>Institutions</b>							
(a)	Mutual Funds/ UTI	-	-	-	-	-	-	-
(b)	Financial Institutions / Banks	-	-	-	-	-	-	-
(c)	Central Government/ State Government(s)	-	-	-	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-	-	-	-
(e)	Insurance Companies	-	-	-	-	-	-	-
(f)	Foreign Institutional Investors	-	-	-	-	-	-	-
(g)	Foreign Venture Capital Investors	-	-	-	-	-	-	-
(h)	Any Other (specify)	-	-	-	-	-	-	-
	<b>Sub-Total (B)(1)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>B 2</b>	<b>Non-Institutions</b>							
(a)	Bodies Corporate	36	5,958,700	-	54.17	54.17	-	-
(b)	<b>Individuals</b>							
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	2,665	1,782,700	3,700	16.21	16.21	-	-
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	10	195,200	-	1.77	1.77	-	-
(c)	Any Other (specify)	-	-	-	-	-	-	-
	<b>Sub-Total (B)(2)</b>	<b>2,711</b>	<b>7,936,600</b>	<b>3,700</b>	<b>72.15</b>	<b>72.15</b>	<b>-</b>	<b>-</b>
<b>(B)</b>	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>2,711</b>	<b>7,936,600</b>	<b>3,700</b>	<b>72.15</b>	<b>72.15</b>	<b>-</b>	<b>-</b>
	<b>TOTAL (A)+(B)</b>	<b>2,736</b>	<b>11,000,000</b>	<b>631,600</b>	<b>100.00</b>	<b>100.00</b>	<b>-</b>	<b>-</b>
<b>(C)</b>	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>2,736</b>	<b>11,000,000</b>	<b>631,600</b>	<b>100.00</b>	<b>100.00</b>	<b>-</b>	<b>-</b>



**4. Shareholding of our Promoter and Promoter Group in our Company is as under:**

Sr. No.	Name of the shareholder	Total Shares held		Shares pledged or otherwise encumbered		
		Number	As a % of grand total (A)+ (B)+ (C)	Number	As a percentage	As a % of grand total (A)+ (B)+ (C) of sub clause (I) (a)
(I)	(II)	(III)	(IV)	(V)	(VI)=(V)/(III)	(VII)
1.	Ms. Monika Goel	1,500	0.01	-	-	-
2.	Ms. Ishita Goel	1,800	0.02	-	-	-
3.	Ms. Tanvi Goel	3,400	0.03	-	-	-
4.	Ms. Toshika Goel	3,500	0.03	-	-	-
5.	Kamal Goel & Sons (HUF)	5,000	0.05	-	-	-
6.	Deepak Goel (HUF)	5,000	0.05	-	-	-
7.	Ms. Radhika Goel	10,000	0.09	-	-	-
8.	Mr. Deepak Goel	11,000	0.10	-	-	-
9.	Deepak Goel & Sons	11,800	0.11	-	-	-
10.	Kamal Goel & Sons	12,000	0.11	-	-	-
11.	Mr. Pankaj Goel	16,500	0.15	-	-	-
12.	Mr. Mukesh Goel	17,000	0.15	-	-	-
13.	Mr. Ambuj Kumar Goel	17,500	0.16	-	-	-
14.	Mr. Chirag Goel	37,900	0.34	-	-	-
15.	Ms. Poonam Goel	38,200	0.35	-	-	-
16.	Ms. Radhika Goel	65,800	0.60	-	-	-
17.	Ms. Nutan Goel	76,500	0.70	-	-	-
18.	Mr. Neeraj Goel	86,500	0.79	-	-	-
19.	Mr. Parveen Kumar Goel	117,000	1.06	-	-	-
20.	Mr. Neeraj Goel	250,000	2.27	-	-	-
21.	Ms. Madhulika Goel	275,500	2.50	-	-	-
22.	V R Digital Private Limited	500,000	4.55	-	-	-
23.	Swabhimani Vyapaar Private Limited	500,000	4.55	-	-	-
24.	Bindal Pulp & Paper Private Limited	500,000	4.55	-	-	-
25.	Brina Gopal Traders Private Limited	500,000	4.55	-	-	-
<b>TOTAL</b>		<b>3,063,400</b>	<b>27.85</b>	-	-	-

**5. Statement showing Shareholding of persons belonging to the category "Public" and holding more than 1% of the total number of shares**

Sr. No.	Name of the shareholder	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1.	Alankrit Retails Private Limited	500,000	4.55
2.	Sundeeep Credits Private Limited	500,000	4.55
3.	Phoneix Consumer Goods Private Limited	420,000	3.82
4.	Ram Alloy Castings Private Limited	400,000	3.64
5.	Symbolic Finance and Investment Private Limited	400,000	3.64
6.	Petals Packaging Private Limited	400,000	3.64
7.	Vibgyor Contractors Private Limited	357,100	3.25
8.	Binshul Garments Private Limited	340,000	3.09
9.	Base Media Projects Private Limited	300,000	2.73
10.	Bluestar Impex Private Limited	300,000	2.73
11.	Kaavya Nature Care Private Limited	300,000	2.73
12.	Shilpkar Buildtech Private Limited	200,000	1.82
13.	SPB Propcon Private Limited	200,000	1.82





Sr. No.	Name of the shareholder	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
14.	Bailley Foods Private Limited	200,000	1.82
15.	Zarf Infra Development Private Limited	200,000	1.82
16.	Zoom Building Materials and Products Private Limited	200,000	1.82
17.	Accord Sales and Tradex Private Limited	170,000	1.55
18.	Active Promotions and Events Private Limited	170,000	1.55
19.	SKM India Private Limited	170,000	1.55
20.	Utkarsh Printing Press Private Limited	130,000	1.18
<b>TOTAL</b>		<b>5,857,100</b>	<b>53.25</b>

**6. Statement showing details of locked-in shares**

Sr. No.	Name of the shareholder	Number of locked-in shares	Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
-	-	-	-

**7. Our Shareholding Pattern**

The table below presents our shareholding pattern as on September 30, 2015

Category Code	Category of Shareholders	Number of Share holder	Total Number of Shares	Number of Shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a %age of (A+B)	As a %age of (A+B+C)	No. of shares	As a %age
<b>(A)</b>	<b>Shareholding of Promoters and Promoter Group</b>							
<b>(1)</b>	<b>Indian</b>							
(a)	Individuals/ Hindu Undivided Family	21	1,063,400	627,900	9.67	9.67	-	-
(b)	Bodies Corporate	4	2,000,000	-	18.18	18.18	-	-
	<b>Sub Total(A)(1)</b>	<b>25</b>	<b>3,063,400</b>	<b>627,900</b>	<b>27.85</b>	<b>27.85</b>	<b>-</b>	<b>-</b>
<b>(2)</b>	<b>Foreign</b>							
a	Individuals (Non-Residents Individuals/Foreign Individuals)	-	-	-	-	-	-	-
b	Bodies Corporate	-	-	-	-	-	-	-
c	Institutions	-	-	-	-	-	-	-
d	Any Others(Specify)	-	-	-	-	-	-	-
	<b>Sub Total(A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>25</b>	<b>3,063,400</b>	<b>627,900</b>	<b>27.85</b>	<b>27.85</b>	<b>-</b>	<b>-</b>
<b>(B)</b>	<b>Public Shareholding</b>							
<b>(1)</b>	<b>Institutions</b>							
(a)	Mutual Funds/ UTI	-	-	-	-	-	-	-
(b)	Financial Institutions/ Banks	-	-	-	-	-	-	-
(c)	Central Government/ State Government(s)	-	-	-	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-	-	-	-
(e)	Insurance Companies	-	-	-	-	-	-	-



Category Code	Category of Shareholders	Number of Share holder	Total Number of Shares	Number of Shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a %age of (A+B)	As a %age of (A+B+C)	No. of shares	As a %age
(f)	Foreign Institutional Investors	-	-	-	-	-	-	-
(g)	Foreign Venture Capital Investors	-	-	-	-	-	-	-
(h)	Any Other (specify)	-	-	-	-	-	-	-
	<b>Sub-Total (B)(1)</b>	-	-	-	-	-	-	-
<b>B 2</b>	<b>Non-Institutions</b>							
(a)	Bodies Corporate	36	5,958,700	-	54.17	54.17	-	-
(b)	<b>Individuals</b>							
	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	2,664	1,782,700	3,700	16.21	16.21	-	-
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	10	195,200	-	1.77	1.77	-	-
(c)	Any Other (specify)	-	-	-	-	-	-	-
	<b>Sub-Total (B)(2)</b>	2,710	7,936,600	3,700	72.15	72.15	-	-
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	2,710	7,936,600	3,700	72.15	72.15	-	-
	<b>TOTAL (A)+(B)</b>	2,735	11,000,000	631,600	100.00	100.00	-	-
(C)	Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-	-	-	-
	<b>GRAND TOTAL (A)+(B)+(C)</b>	2,735	11,000,000	631,600	100.00	100.00	-	-

8. Shareholding of our Promoter and Promoter Group in our Company is as under:

Sr. No.	Name of the shareholder	Total Shares held		Shares pledged or otherwise encumbered		
		Number	As a % of grand total (A)+(B)+(C)	Number	As a percentage	As a % of grand total (A)+(B)+(C) of sub clause (I) (a)
(I)	(II)	(III)	(IV)	(V)	(VI)=(V)/(III)	(VII)
1.	Ms. Monika Goel	1,500	0.01	-	-	-
2.	Ms. Ishita Goel	1,800	0.02	-	-	-
3.	Ms. Tanvi Goel	3,400	0.03	-	-	-
4.	Ms. Toshika Goel	3,500	0.03	-	-	-
5.	Kamal Goel & Sons (HUF)	5,000	0.05	-	-	-
6.	Deepak Goel (HUF)	5,000	0.05	-	-	-
7.	Ms. Radhika Goel	10,000	0.09	-	-	-
8.	Mr. Deepak Goel	11,000	0.10	-	-	-
9.	Deepak Goel & Sons	11,800	0.11	-	-	-
10.	Kamal Goel & Sons	12,000	0.11	-	-	-
11.	Mr. Pankaj Goel	16,500	0.15	-	-	-
12.	Mr. Mukesh Goel	17,000	0.15	-	-	-
13.	Mr. Ambuj Kumar Goel	17,500	0.16	-	-	-
14.	Mr. Chirag Goel	37,900	0.34	-	-	-
15.	Ms. Poonam Goel	38,200	0.35	-	-	-
16.	Ms. Radhika Goel	65,800	0.60	-	-	-
17.	Ms. Nutan Goel	76,500	0.70	-	-	-
18.	Mr. Neeraj Goel	86,500	0.79	-	-	-
19.	Mr. Parveen Kumar Goel	117,000	1.06	-	-	-



Sr. No.	Name of the shareholder	Total Shares held		Shares pledged or otherwise encumbered		
		Number	As a % of grand total (A)+ (B)+ (C)	Number	As a percentage (VI)=(V)/(III)	As a % of grand total (A)+ (B)+ (C) of sub clause (I) (a) (VII)
(I)	(II)	(III)	(IV)	(V)	(VI)=(V)/(III)	(VII)
20.	Mr. Neeraj Goel	250,000	2.27			
21.	Ms. Madhulika Goel	275,500	2.50	-	-	-
22.	V R Digital Private Limited	500,000	4.55	-	-	-
23.	Swabhiman Vyapaar Private Limited	500,000	4.55	-	-	-
24.	Bindal Pulp & Paper Private Limited	500,000	4.55	-	-	-
25.	Brina Gopal Traders Private Limited	500,000	4.55	-	-	-
	<b>TOTAL</b>	<b>3,063,400</b>	<b>27.85</b>	-	-	-

9. Statement showing Shareholding of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr. No.	Name of the shareholder	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1.	Alankrit Retails Private Limited	500,000	4.55
2.	Sundeeep Credits Private Limited	500,000	4.55
3.	Phoneix Consumer Goods Private Limited	420,000	3.82
4.	Ram Alloy Castings Private Limited	400,000	3.64
5.	Symbolic Finance and Investment Private Limited	400,000	3.64
6.	Petals Packaging Private Limited	400,000	3.64
7.	Vibgyor Contractors Private Limited	357,100	3.25
8.	Binshul Garments Private Limited	340,000	3.09
9.	Base Media Projects Private Limited	300,000	2.73
10.	Bluestar Impex Private Limited	300,000	2.73
11.	Kaavya Nuture Care Private Limited	300,000	2.73
12.	Shilpkar Buildtech Private Limited	200,000	1.82
13.	SPB Propcon Private Limited	200,000	1.82
14.	Bailley Foods Private Limited	200,000	1.82
15.	Zarf Infra Development Private Limited	200,000	1.82
16.	Zoom Building Materials and Products Private Limited	200,000	1.82
17.	Accord Sales and Tradex Private Limited	170,000	1.55
18.	Active Promotions and Events Private Limited	170,000	1.55
19.	SKM India Private Limited	170,000	1.55
20.	Utkarsh Printing Press Private Limited	130,000	1.18
	<b>TOTAL</b>	<b>5,857,100</b>	<b>53.25</b>

10. Statement showing details of locked-in shares

Sr. No.	Name of the shareholder	Number of locked-in shares	Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
-	-	-	-



# 11. Our Shareholding Pattern

The table below presents our shareholding pattern as on June 30, 2015

Category Code	Category of Shareholders	Number of Share holder	Total Number of Shares	Number of Shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a %age of (A+B)	As a %age of (A+B+C)	No. of shares	As a %age
<b>(A)</b>	<b>Shareholding of Promoters and Promoter Group</b>							
<b>(1)</b>	<b>Indian</b>							
(a)	Individuals/ Hindu Undivided Family	21	1,063,400	627,900	9.67	9.67	-	-
(b)	Bodies Corporate	4	2,000,000	-	18.18	18.18	-	-
	<b>Sub Total(A)(1)</b>	<b>25</b>	<b>3,063,400</b>	<b>627,900</b>	<b>27.85</b>	<b>27.85</b>	<b>-</b>	<b>-</b>
<b>(2)</b>	<b>Foreign</b>							
a	Individuals (Non-Residents Individuals/Foreign Individuals)	-	-	-	-	-	-	-
b	Bodies Corporate	-	-	-	-	-	-	-
c	Institutions	-	-	-	-	-	-	-
d	Any Others(Specify)	-	-	-	-	-	-	-
	<b>Sub Total(A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>25</b>	<b>3,063,400</b>	<b>627,900</b>	<b>27.85</b>	<b>27.85</b>	<b>-</b>	<b>-</b>
<b>(B)</b>	<b>Public Shareholding</b>							
<b>(1)</b>	<b>Institutions</b>							
(a)	Mutual Funds/ UTI	-	-	-	-	-	-	-
(b)	Financial Institutions / Banks	-	-	-	-	-	-	-
(c)	Central Government/ State Government(s)	-	-	-	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-	-	-	-
(e)	Insurance Companies	-	-	-	-	-	-	-
(f)	Foreign Institutional Investors	-	-	-	-	-	-	-
(g)	Foreign Venture Capital Investors	-	-	-	-	-	-	-
(h)	Any Other (specify)	-	-	-	-	-	-	-
	<b>Sub-Total (B)(1)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>B 2</b>	<b>Non-Institutions</b>							
(a)	Bodies Corporate	36	5,958,700	-	54.17	54.17	-	-
(b)	<b>Individuals</b>							
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	2,659	1,782,700	3,700	16.21	16.21	-	-
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	10	1,95,200	-	1.77	1.77	-	-
(c)	Any Other (specify)	-	-	-	-	-	-	-
	<b>Sub-Total (B)(2)</b>	<b>2,705</b>	<b>7,936,600</b>	<b>3,700</b>	<b>72.15</b>	<b>72.15</b>	<b>-</b>	<b>-</b>
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>2,705</b>	<b>7,936,600</b>	<b>3,700</b>	<b>72.15</b>	<b>72.15</b>	<b>-</b>	<b>-</b>
	<b>TOTAL (A)+(B)</b>	<b>2,730</b>	<b>11,000,000</b>	<b>631,600</b>	<b>100.00</b>	<b>100.00</b>	<b>-</b>	<b>-</b>
<b>(C)</b>	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>





Category Code	Category of Shareholders	Number of Share holder	Total Number of Shares	Number of Shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a %age of (A+B)	As a %age of (A+B+C)	No. of shares	As a %age
GRAND TOTAL (A)+(B)+(C)		2,730	11,000,000	631,600	100.00	100.00	-	-

**12. Shareholding of our Promoter and Promoter Group in our Company is as under:**

Sr. No.	Name of the shareholder	Total Shares held		Shares pledged or otherwise encumbered		
		Number	As a % of grand total (A)+ (B)+ (C)	Number	As a percentage	As a % of grand total (A)+ (B)+ (C) of sub clause (I) (a)
(I)	(II)	(III)	(IV)	(V)	(VI)=(V)/(III)	(VII)
1.	Ms. Monika Goel	1,500	0.01	-	-	-
2.	Ms. Ishita Goel	1,800	0.02	-	-	-
3.	Ms. Tanvi Goel	3,400	0.03	-	-	-
4.	Ms. Toshika Goel	3,500	0.03	-	-	-
5.	Kamal Goel & Sons (HUF)	5,000	0.05	-	-	-
6.	Deepak Goel (HUF)	5,000	0.05	-	-	-
7.	Ms. Radhika Goel	10,000	0.09	-	-	-
8.	Mr. Deepak Goel	11,000	0.10	-	-	-
9.	Deepak Goel & Sons	11,800	0.11	-	-	-
10.	Kamal Goel & Sons	12,000	0.11	-	-	-
11.	Mr. Pankaj Goel	16,500	0.15	-	-	-
12.	Mr. Mukesh Goel	17,000	0.15	-	-	-
13.	Mr. Ambuj Kumar Goel	17,500	0.16	-	-	-
14.	Mr. Chirag Goel	37,900	0.34	-	-	-
15.	Ms. Poonam Goel	38,200	0.35	-	-	-
16.	Ms. Radhika Goel	65,800	0.60	-	-	-
17.	Ms. Nutan Goel	76,500	0.70	-	-	-
18.	Mr. Neeraj Goel	86,500	0.79	-	-	-
19.	Mr. Parveen Kumar Goel	117,000	1.06	-	-	-
20.	Mr. Neeraj Goel	250,000	2.27	-	-	-
21.	Ms. Madhulika Goel	275,500	2.50	-	-	-
22.	V R Digital Private Limited	500,000	4.55	-	-	-
23.	Swabhimani Vyapaar Private Limited	500,000	4.55	-	-	-
24.	Bindal Pulp & Paper Private Limited	500,000	4.55	-	-	-
25.	Brina Gopal Traders Private Limited	500,000	4.55	-	-	-
<b>TOTAL</b>		<b>3,063,400</b>	<b>27.85</b>	<b>-</b>	<b>-</b>	<b>-</b>

**13. Statement showing Shareholding of persons belonging to the category "Public" and holding more than 1% of the total number of shares**

Sr. No.	Name of the shareholder	Number of shares	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)
1.	Alankrit Retails Private Limited	500,000	4.55
2.	Sundeep Credits Private Limited	500,000	4.55
3.	Phoneix Consumer Goods Private Limited	420,000	3.82
4.	Ram Alloy Castings Private Limited	400,000	3.64
5.	Symbolic Finance and Investment Private Limited	400,000	3.64
6.	Petals Packaging Private Limited	400,000	3.64
7.	Vibgyor Contractors Private	357,100	3.25



Sr. No.	Name of the shareholder	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
	Limited		
8.	Binshul Garments Private Limited	340,000	3.09
9.	Base Media Projects Private Limited	300,000	2.73
10.	Bluestar Impex Private Limited	300,000	2.73
11.	Kaavya Nuture Care Private Limited	300,000	2.73
12.	Shilpkar Buildtech Private Limited	200,000	1.82
13.	SPB Propcon Private Limited	200,000	1.82
14.	Bailley Foods Private Limited	200,000	1.82
15.	Zarf Infra Development Private Limited	200,000	1.82
16.	Zoom Building Materials and Products Private Limited	200,000	1.82
17.	Accord Sales and Tradex Private Limited	170,000	1.55
18.	Active Promotions and Events Private Limited	170,000	1.55
19.	SKM India Private Limited	170,000	1.55
20.	Utkarsh Printing Press Private Limited	130,000	1.18
<b>TOTAL</b>		<b>5,857,100</b>	<b>53.25</b>

#### 14. Statement showing details of locked-in shares

Sr. No.	Name of the shareholder	Number of locked-in shares	Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1.	Bailley Foods Private Limited	200,000	1.82
2.	Zarf Infra Development Private Limited	200,000	1.82
3.	Shilpkar Buildtech Private Limited	200,000	1.82
4.	SPB Propcon Private Limited	200,000	1.82
5.	Ram Alloy Castings Private Limited	400,000	3.64
6.	Symbolic Finance & Investments Private Limited	400,000	3.64
7.	Vibgyor Contractors Private Limited	357,100	3.25
8.	Bluestar Impex Private Limited	300,000	2.73
9.	Base Media Projects Private Limited	300,000	2.73
10.	Kaavya Nuture Care Private Limited	300,000	2.73
<b>TOTAL</b>		<b>2,857,100</b>	<b>25.97</b>

#### 15. Equity Shares held by Top Ten Shareholders

(a) Our shareholders and the number of Equity Shares of ₹ 10 each held by them as on the date of the Information Memorandum is as follows:

S. No.	Name of the Shareholders	No. of Equity Shares	% of total Shareholding
1.	Bindal Pulp & Paper Private Limited	500,000	4.55
2.	Brina Gopal Traders Private Limited	500,000	4.55
3.	Swabhimani Vyapaar Private Limited	500,000	4.55
4.	V.R. Digital Private Limited	500,000	4.55
5.	Alankrit Retails Private Limited	500,000	4.55
6.	Sundeeep Credits Private Limited	500,000	4.55





S. No.	Name of the Shareholders	No. of Equity Shares	% of total Shareholding
7.	Phoneix Consumer Goods Private Limited	420,000	3.82
8.	Symbolic Finance and Investment Private Limited	400,000	3.64
9.	Ram Alloy Castings Private Limited	400,000	3.64
10.	Petals Packaging Private Limited	400,000	3.64
	<b>Total</b>	<b>4,620,000</b>	<b>42.04</b>

(b) Our shareholders and the number of Equity Shares of ₹ 10 each held by them as on 10 days prior to the date of the Information Memorandum is as follows:

S. No.	Name of the Shareholders	No. of Equity Shares	% of total Shareholding
1.	Bindal Pulp & Paper Private Limited	500,000	4.55
2.	Brina Gopal Traders Private Limited	500,000	4.55
3.	Swabhimani Vyapaar Private Limited	500,000	4.55
4.	V.R. Digital Private Limited	500,000	4.55
5.	Alankrit Retails Private Limited	500,000	4.55
6.	Sundeeep Credits Private Limited	500,000	4.55
7.	Phoneix Consumer Goods Private Limited	420,000	3.82
8.	Symbolic Finance and Investment Private Limited	400,000	3.64
9.	Ram Alloy Castings Private Limited	400,000	3.64
10.	Petals Packaging Private Limited	400,000	3.64
	<b>Total</b>	<b>4,620,000</b>	<b>42.04</b>

16. Our Promoters, Promoter Group, Directors and their relatives have not financed the purchase by any other person of the Equity Shares of our Company during the period of six months immediately preceding the date of the Information Memorandum.
17. As on the date of the Information Memorandum, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments.
18. As on the date of the Information Memorandum, the issued capital of our Company is fully paid up.
19. The Equity Shares held by the Promoters are not subject to any pledge.
20. Neither we, nor our Directors, Promoters, Promoter Group Entities have entered into any buyback and / or standby arrangements and / or similar arrangements for the purchase of our Equity Shares from any person.
21. We do not have any Employees Stock Option Scheme or Employees Stock Purchase Scheme.
22. As on the date of the Information Memorandum, we have 2,736 members.
23. The Company had paid brokerage at the rate of 1.50% on the nominal value of the Equity Shares offered to the public in terms of its Prospectus dated October 09, 1995 for the Initial Public Offering. Further, since the issue was not underwritten, no underwriting commission had been paid by the Company.



## INDUSTRY OVERVIEW

The information presented in this section has been obtained from publicly available documents from various sources, including officially prepared materials from the Government bodies and industry websites/publications. Industry websites/publications generally state that the information contained therein has been obtained from sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe industry, market and government data used in the Information Memorandum is reliable, it has not been independently verified. Similarly, internal Company estimates, while believed by us to be reliable, have not been verified by any independent agencies. The information / data in this has been sourced from the following:

Website of Central Intelligence Agency – [www.cai.gov](http://www.cai.gov)

Website of Statistics and Programme Implementation – [www.mospi.nic.in](http://www.mospi.nic.in)

Website of Department of Industrial Policy & Promotion – [www.dipp.gov.in](http://www.dipp.gov.in)

Website of NIIR PROJECT CONSULTANCY SERVICES – [www.npcs.in](http://www.npcs.in)

Website of Indian Journal of Applied Research Report May 2014 – [www.theglobaljournals.com](http://www.theglobaljournals.com)

Report by Deloitte - Turning the page on India's paper industry – April 2012

### OVERVIEW OF THE INDIAN ECONOMY

India is the world's largest democracy by population with an estimated population size of 1.23 billion and a gross domestic product ("GDP") in purchasing power parity terms of approximately US\$4.99 trillion. This has made India the fourth largest economy in the world after the United States, European Union, and China.

(Source: Central Intelligence Agency (CIA) World Factbook)

As per the latest estimates available on the Index of Industrial Production (IIP), the General Index stood for the month of December 2014 stands at 182.60, which is 1.7% higher as compared to the level in the month of December 2013. The cumulative growth during April-December 2014-15 over the corresponding period of the previous year stands at 2.1%. The indices of Industrial Production for the mining, manufacturing and electricity sectors for the month of December 2014 stand at 131.60, 192.90 and 177.60 respectively, with the corresponding growth rates of (-) 3.2%, 2.1% and 4.8%, as compared to December 2013. The cumulative growth in the three sectors during April-December 2014-15 over the corresponding period of 2013-14 has been 1.7%, 1.2% and 10.0% respectively. In terms of industries, thirteen (13) out of the twenty two (22) industry groups (as per 2-digit NIC-2004) in the manufacturing sector have shown positive growth during the month of December 2014 as compared to the corresponding month of the previous year.

(Source: Website of Ministry of Statistics and Programme Implementation)

The Foreign Direct Investment (FDI) investment was USD 34.29 Billion in FY2012-13, USD 36.04 Billion in FY2013-14 and USD 31.85 Billion for April-December, 2014 in FY2014-15 as per provisional figures by RBI. The cumulative amount of FDI Equity inflows during April 2000 to December 2014 stood at US\$ 238.62 Billion and the total FDI Equity inflows in India during April 2014 to December 2014 stood at 21.04 Billion.

(Source: Website of Department of Industrial Policy and Promotion)

### ABOUT PAPER INDUSTRY

The paper industry has an important social role to play for the country. Use of paper is considered as an index of cultural growth. The paper industry is also contributing towards fulfillment of various requirements of the industry as a whole like information dissemination, publicity etc. which in turn stimulate industrial growth of the country. The paper industry has, thus, a catalytic role to play not only for the overall growth of the industry but for the living standards of the people.

The paper industry in India could be classified into three categories according to the raw material consumed.

1. Wood based



2. Waste paper based
3. Agro based

The Indian paper industry produces 10.11 million tons paper per annum, just 1.6% of the total world production of 394 million tons, paperboard and newsprint. At present India lags far behind compared to international standards. The Scandinavian countries, USA, Russia, China, Indonesia and Japan are the major players in the field of pulp and paper. These countries have some of the best available raw material for paper production and state-of art technology.

The industry requires around 2.5 million of land for pulpwood plantation to fully meet the said requirement. Accordance with the economic growth estimated to touch 13.95 million tons by 2015-16. It is estimated that there would be an increase in demand of 1 million tons. As per industry estimates, paper production grew at a CAGR of 8.4% while paper consumption grew at a CAGR of 9% in 2012-13.

India's paper industry is worth Rs. 225 billion. It accounts for about 1.6 per cent of the world's production of paper and paperboard. In India, the demand for paper is set to far surpass supply and is expected to reach the level of 110 lakh tones by 2015. It is said that if the gross domestic product (GDP) grows at 10 per cent, paper demand will grow at 8 per cent. The per capita consumption is poised for a big leap forward in sync with the economic growth.

The share of wood as raw materials has declined from 84 per cent to 36 per cent since 1970. On the other hand, the share of agro and waste paper has increased from 9 and 7 to 29 and 35 per cent, respectively. Of course, the share of recycled paper would go up in the future. The government is drawing up a new scheme for technological upgradation and modernization of paper mills.

## RAW MATERIALS

Availability of raw materials is one of the biggest barriers to growth of the industry. India depends on wood, recycled paper, and residues from the agriculture industry for its pulp needs, and the supply of each is limited and problematic.

**Wood:** availability of wood is very low compared to the United States and Europe. The forest land in India is owned by the government and is not available for use as plantations by the pulp and paper industries. Fallings from the forest, mainly bamboo, hardwood, and eucalyptus, are provided to the industry for pulping. With declining forest lands, this source of much-needed fiber is declining at a rapid rate.

The Indian paper industry has proposed multiple scenarios in which degraded forest land around pulp mills is made available for plantations of pulp able species of trees. From all accounts, the idea appears to be a win-win scenario for all parties, increasing the amount of forests, generating rural employment, and providing much-needed relief to the industry. However, this proposal in various forms has been debated in government circles for over 15 years, with no resolution in sight in the immediate future.

**Agro-based sources:** Agricultural residues such as bagasse, rice and wheat straws, and cotton stalks provide approximately 21 percent of the industry's fiber source, according to the Indian Paper Manufacturers Association (IPMA).<sup>11</sup> Growth in agro residues has been encouraged by various fiscal policies of the government since the 1970s, but their use has many challenges, primarily due to their negative effect on paper quality and the investments in equipment required to combat pollution. In addition, India is not immune to the financially lucrative global phenomenon of using agriculture products as an alternative fuel source, thus limiting their availability for use in paper.

**Wastepaper:** An effective system and infrastructure for sorting, collecting and grading of recycled paper does not exist in India. Most of the recycled paper is imported from the United States and other western countries. Increase in demand from China and reduction in consumption of paper in developed countries are pushing the prices of paper upward. Relaxation of import duty on wastepaper could be well received by the industry.



## OUR BUSINESS

Our Company is engaged in the business of trading and commission of waste paper and finished paper and is the sole distributor of some of the reputed and well established paper manufacturing companies who are engaged in manufacturing of Kraft Paper, Poster paper, Duplex Board and writing & printing paper. Over the years our Company has ventured into the trading of other segments like Iron & Steel and Cotton Fabric.

Our Product Range includes the following:

- Kraft Linear and Fluting Media
- Duplex Board
- Writing & Printing Paper
- M.G. Tissue & Poster
- Waste Paper
- TMT Bar
- HR Coil
- SS Circle

Our Company is a one-stop- paper Solutions shop, enabling customers to source the widest range of papers and boards at single window.





## HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was incorporated on March 9, 1995 under the Companies Act, 1956 with the Registrar of Companies NCT Delhi & Haryana. We received the Certificate of Commencement of Business on April 03, 1995. The Corporate Identification Number of our Company is L74899DL1995PLC066194.

Our Company was originally promoted by Mr. Rakesh Kumar, Mr. Neeraj Goel, Mr. Deepak Goel and Mr. Parveen Kumar Goel. Mr. Rakesh Kumar disassociated from our Company in 2008. The present promoters of our Company are Mr. Neeraj Goel, Mr. Deepak Goel and Mr. Parveen Kumar Goel. On November 16, 1995 our Company came with an Initial Public Offering of ₹30,930,000 comprising 3,093,000 Equity Shares of ₹10 each at par. Presently our Equity Shares are listed on Ahmedabad Stock Exchange Limited, Delhi Stock Exchange Limited and Jaipur Stock Exchange Limited.

### Changes in Registered Office

Date of Change	Existing Registered Office	New Registered Office
Since Incorporation	NP – 151 – B, Maurya Enclave, Pitampura – 110 034	
November 01, 2008	NP – 151 – B, Maurya Enclave, Pitampura – 110 034	301, Agarwal City Mall, Road No. 44, Pitampura, Delhi – 110 034
February 25, 2014	301, Agarwal City Mall, Road No. 44, Pitampura, Delhi – 110 034	218-222, Aggarwal Prestige Mall, Plot No. 2, Community Center, Along Road No. 44, Pitampura, Delhi – 110 034

### Our Main Objects

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

1. To carry on the business as exporters, importers, distributors, market makers manufacturers and / or otherwise dealers in all kinds and classes of paper, paper board, and paper pulp including writing paper, printing paper, absorbent paper, newsprint paper, wrapping paper, tissue paper, cover paper blotting paper, filter paper, antique paper, ivory finish paper, coated paper, art paper, bank bond paper, badami, brown or buff paper, bible, cartridge paper, cloth lined paper, azurelaid and wove paper, grease proof paper, gummed paper, hand-made paper, parchment paper, drawing paper, kraft paper, manilla envelop paper, tracing paper, vellum paper, water proof paper, carbon paper, sensitise paper, chemically treated paper, paste-board, duplex and triplex board, valcanised fibre, hard board, plywood board, mica board, post cards, visiting cards, soda pulp, mechanical pump, sulphite pulp, semi-chemical pulp, and also to deal in or manufacture and other articles or things of a character similar or analogous to the foregoing or any of them or connected therewith.
2. To acquire take over and run the existing running business of M/s. Tanvi Traders and the said firm shall stand dissolved on such take over.

### Changes in the activities of our Company during the preceding five years

There have been no changes in the activities of our Company during the preceding five years preceding the date of the Information Memorandum, which may have a material adverse effect on our profits or loss, including discontinuance of our lines of business, loss of agencies or markets and similar factors.

### Subsidiary Companies

We do not have any subsidiary company as on the date of the Information Memorandum.

### Strategic Partners

As on the date of the Information Memorandum, we do not have any Strategic Partners.

### Financial Partners

As on the date of the Information Memorandum, we do not have any other financial partners.



## OUR MANAGEMENT

As per the Articles of Association of our Company, we shall not have less than three or more than fifteen Directors on our Board of Directors. The following table sets forth certain details regarding the Board of Directors as on the date of the Information Memorandum:

Sr. No.	Name, Designation, Father's Name, Address, occupation	Nationality	Age (Years)	Directorships in other entities
1.	Mr. Deepak Goel Chairman & Whole Time Director S/o Late Sh. V.K. Goel SU - 171, Ground Floor, Pitam Pura, Delhi 110 088 DIN: 00200527 Occupation: Business Date of appointment: 09/03/1995 Term: Re-appointed as Whole Time Director from 02/09/2014 to 01/09/2019	Indian	52	<ul style="list-style-type: none"> <li>• Swabhiman Vyapaar Private Limited</li> <li>• Satyavan Sales Promotion Private Limited</li> </ul>
2.	Mr. Parveen Kumar Goel Whole Time Director S/o Sh. Satya Prakash Goel H.No. 357, IInd Floor, Blk B, Lok Vihar, Pitam Pura Delhi - 110 034 DIN: 00014638 Occupation: Business Date of appointment: 09/03/1995 Term: Re-appointed as Whole Time Director w.e.f. 02/09/2014. Liable to retire by rotation	Indian	52	<ul style="list-style-type: none"> <li>• Coral Minerals Private Limited</li> <li>• Swabhiman Vyapaar Private Limited</li> <li>• Brina Gopal Traders Private Limited</li> </ul>
3.	Mr. Amit Agarwal Non Executive Director S/o Sh. Ashok Kumar Agarwal 122, South Bhopa Road, New Mandi, Muzaffar Nagar Uttar Pradesh DIN: 01336763 Occupation: Service Date of appointment: 09/03/1995 Term: Liable to retire by rotation	Indian	42	<ul style="list-style-type: none"> <li>• Bindal Industries Limited</li> <li>• Bindal Rolling Mills Limited</li> <li>• Bindal Pulp and Papers Private Limited</li> <li>• Brina Gopal Traders Private Limited</li> <li>• Shakumbhri Pulp and Paper Mills Limited</li> </ul>
4.	Mr. Ankur Sangal Non Executive Independent Director S/o Sh. Amrith Kumar Sangal 229/47, Saket, Muzaffar Nagar, Uttar Pradesh DIN: 01095679 Occupation: Service Date of appointment: 09/04/2011 Term: Re-appointed as Independent Director from 30/09/2014 to 29/09/2019	Indian	34	<ul style="list-style-type: none"> <li>• URS Certification Limited</li> <li>• URS Assessment And Training Limited</li> <li>• URS Inspection (India) Private Limited</li> <li>• URS Verification Private Limited</li> <li>• URS Products and Testing Private Limited</li> <li>• Agarwal Duplex Board Mills Limited</li> <li>• ALGI Assessment India Private Limited</li> </ul>
5.	Mr. Shubhakar Pathak Non Executive Independent Director S/o Late Sh. Prabhakar Pathak 65, Gujar ki Thare, Sultan Nagar, Gopalpura, Baipass, New Sangar Road, Jaipur - 302 019 DIN: 02371350 Occupation: Service Date of appointment: 03/07/2006 Term: Re-appointed as Independent Director from 30/09/2014 to 29/09/2019	Indian	75	<ul style="list-style-type: none"> <li>• Nil</li> </ul>





Sr. No.	Name, Designation, Father's Name, Address, occupation	Nationality	Age (Years)	Directorships in other entities
6.	Ms. Sonal Non Executive Independent Director D/o. Sh. Vijender Kumar Garg WZ – 1530, 1st Floor, Rani Bagh, Delhi – 110 034 DIN: 06953152 Occupation: Service Date of appointment: 30/09/2014 Term: Appointed as Independent Director from 30/09/2014 to 29/09/2019	Indian	35	• Nil

#### Brief Profile of Directors

**Mr. Deepak Goel**, 52 years, is the Promoter and Chairman & Whole Time Director of our Company. He is a graduate from Meerut University. He has more than two decades of experience in the field of Finance, Accounts, General Management. He is responsible for overall day to day operations of our Company. Having associated with our Company since inception, Mr. Deepak Goel is the guiding force behind the expansion and growth of our Company.

**Mr. Parveen Kumar Goel**, 52 years, is the Promoter and Whole Time Director of our Company. He is a graduate from Meerut University. He has more than two decades of experience in the field of marketing. Having associated with our Company since inception, Mr. Parveen Kumar Goel is the guiding force behind the expansion and growth of our Company.

**Mr. Amit Agarwal**, 42 years, is the Non Executive Non Independent Director of our Company. He is a graduate from Meerut University. He has more than 17 years of experience in the field of paper industry. He is currently engaged as Administrative Manager in Agarwal Duplex Board Mills Limited, Muzaffarnagar, Uttar Pradesh.

**Mr. Ankur Sangal**, 34 years, is the Non Executive Independent Director of our Company. He holds a Master Degree in Computer Application from Kurukshetra University and Master Degree in Business Administration from JRN University, Udaipur. He has more than 10 years of experience in the field of Information Technology, Finance Management and Management Systems. Presently he is associated with "URS Certification Limited" as Director.

**Mr. Shubhakar Pathak**, 75 years, is the Non Executive Independent Director of our Company. He completed his Master Degree in Arts (M.A.) from "Bihar University" presently known as "B. R. Ambedkar Bihar University" Muzaffarpur, Bihar in the year 1958. He has more than 35 years of experience in the field of Statistics. In the past, he was associated with Statistical Survey of India and retired as Joint Director on 1997.

**Ms. Sonal**, 35 years, is the Non Executive Independent Director of our Company. She completed her graduation in Commerce from Allahabad University. She has more than 15 years of experience in the field of Finance. Presently she is working with Confederation of Indian Industry (CII) as Executive.

#### Relationship between the Directors

None of our Directors are related to each other.

None of our Directors, have held or are holding directorships in any listed companies whose shares have been or were suspended from being traded on the BSE and / or the NSE or whose shares have been or were delisted from the stock exchange(s). We also confirm that:

- We have not entered into any arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which our Director were selected as Director or member of Senior Management.



- The service contracts entered into with our Managing Director / Whole Time Director does not provide for any benefit upon termination of employment except the retirement benefits payable to them as Provident Fund, Superannuation and Gratuity as per the policies of our Company.

#### Remuneration of our Directors

##### Mr. Deepak Goel

Mr. Deepak Goel was re-appointed as Whole Time Director of our Company in the Annual General Meeting held on September 30, 2014 for a period of five years w.e.f September 02, 2014. The details of his remuneration are as under:

<b>Basic Salary</b>	₹ 50,000 per month; maximum upto ₹ 500,000 per month as may be determined by the Board of Directors of our Company from time to time with in the overall ceiling prescribed under Schedule V of the Companies Act, 2013
---------------------	---

##### Mr. Parveen Kumar Goel

Mr. Parveen Kumar Goel was re-appointed as Whole Time Director of our Company in the Annual General Meeting held on September 30, 2014 for a period of five years w.e.f September 02, 2014. The details of his remuneration are as under:

<b>Basic Salary</b>	₹ 50,000 per month; maximum upto ₹ 500,000 per month as may be determined by the Board of Directors of our Company from time to time with in the overall ceiling prescribed under Schedule V of the Companies Act, 2013
---------------------	---

#### Corporate Governance

Our Company has complied with the corporate governance requirements as per Clause 49 of the Listing Agreement. In terms of the Clause 49 of the Listing Agreement, our Company has already appointed Independent Directors and constituted the following committees of the Board:

##### 1. Audit Committee

The Audit Committee was reconstituted by our Board in their meeting held on February 23, 2015 in accordance with the requirements of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Audit Committee presently comprises of:

Sr. No.	Name of Member	Designation	Remarks
1.	Mr. Ankur Sangal	Chairman	Non Executive Independent Director
2.	Ms Sonal	Member	Non Executive Independent Director
3.	Mr. Amit Agarwal	Member	Non Executive Director

Role of the Audit Committee shall be as following:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
  - Changes, if any, in accounting policies and practices and reasons for the same.
  - Major accounting entries involving estimates based on the exercise of judgment by management.
  - Significant adjustments made in the financial statements arising out of audit findings
  - Compliance with listing and other legal requirements relating to financial statements
  - Disclosure of any related party transactions
  - Qualifications in the draft audit report



5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate

The Company Secretary of our Company shall act as Secretary of the Committee.

## 2. Nomination and Remuneration Committee

The Nomination and Remuneration Committee was reconstituted by our Board in their meeting held on February 23, 2015 in accordance with the requirements of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Nomination and Remuneration Committee presently comprises of:

Sr. No.	Name of Member	Designation	Remarks
1.	Mr. Ankur Sangal	Chairman	Non Executive Independent Director
2.	Ms Sonal	Member	Non Executive Independent Director
3.	Mr. Amit Agarwal	Member	Non Executive Director

### Role of Nomination and Remuneration Committee:

- The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.



### 3. Stakeholder Relationship Committee:

The Stakeholder Relationship Committee was reconstituted by our Board in their meeting held on April 01, 2014 in accordance with the requirements of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Stakeholder Relationship Committee presently comprises of:

Sr. No.	Name of Member	Designation	Remarks
1.	Mr. Amit Agarwal	Chairman	Non Executive Director
2.	Mr. Deepak Goel	Member	Chairman & Whole Time Director

The role of the Stakeholder Relationship Committee is to consider and review of investor grievances and complaints and ensure that all shareholders/investors grievances and correspondences are attended to expeditiously and satisfactorily unless constrained by incomplete documentation and legal impediments and to approve the share transfer.

The Company Secretary of our Company shall act as compliance officer of the Committee.

### Interests of Directors

All of our directors may be deemed to be interested to the extent of remuneration or fees, if any, payable to them, for attending meetings of the Board or a committee thereof as well as to the extent of other remuneration and / or reimbursement of expenses and / or commission, if any, payable to them and to the extent of related party transactions.

### Shareholding of our Directors

S. No.	Name of the Shareholders	No. of Equity Shares	% of total Shareholding
1.	Mr. Deepak Goel	11,000	0.10
2.	Mr. Parveen Kumar Goel	117,000	1.06

### Changes in the Board of Directors in the last 3 years

Except the following, there has been no change in the Board of Directors of our Company during the last three years:

Name of Director	Date of appointment	Date of cessation	Reason for change
Ms. Sonal	30/09/2014	-	To broad base the Board

### Key Managerial Personnel

In addition to Mr. Deepak Goel and Mr. Parveen Kumar Goel, the following are Key Managerial Personnel of our Company. All our Key Managerial Personnel are permanent employees of our Company.

Name	Designation	Age (years)	Qualification	Experience (years)	Date of Joining	Previous Employment
Vipin Kumar Goel	Chief Financial Officer	56	Masters in Commerce	20	Since Incorporation	-
Biresh Kumar Das	Company Secretary	39	Company Secretary	3	01/04/2014	RNIS Pvt. Ltd.
Rajeev Agarwal	Manager - Marketing	59	Bachelor of Arts	38	Since Incorporation	-



## OUR PROMOTERS

The Promoters of our Company are Mr. Neeraj Goel, Mr. Deepak Goel & Mr. Parveen Kumar Goel

### 1. Mr. Neeraj Goel



Passport No.	: F 0829550
PAN	: AEPPG5267E
Bank A/c No.	: 50232151002021, Oriental Bank of Commerce, Pitam Pura, Delhi

**Mr. Neeraj Goel**, 56 years, is one of the Promoters of our Company. He is a Commerce Post Graduate from Meerut University and has a vast experience of more than 25 years in trading and marketing of papers. In 1985 he started trading of paper of paper units of North India which includes Shamli Paper Mills Limited, Babri Paper Mills Limited, Super Paper Mills Limited etc.

### 2. Mr. Deepak Goel



Passport No.	: L 5233868
PAN	: AATPG8581B
Bank a/c No.	: 50232151008344, Oriental Bank of Commerce, Pitam Pura, Delhi

**Mr. Deepak Goel**, 52 years, is the Promoter and Chairman & Whole Time Director of our Company. He is a graduate from Meerut University. He has more than two decades of experience in the field of Finance, Accounts, General Management. He is responsible for overall day to day operations of our Company. Having associated with our Company since inception, Mr. Deepak Goel is the guiding force behind the expansion and growth of our Company.

### 3. Mr. Parveen Kumar Goel



Passport No.	: G5591657
PAN	: AEPPG5274B
Bank a/c No.	: 50232151011894, Oriental Bank of Commerce, Pitam Pura, Delhi

**Mr. Parveen Kumar Goel**, 52 years, is the Promoter and Whole Time Director of our Company. He is a graduate from Meerut University. He has more than two decades of experience in the field of marketing. Having associated with our Company since inception, Mr. Parveen Kumar Goel is the guiding force behind the expansion and growth of our Company.

### Other confirmation

Our Promoters have confirmed that they have not been declared as willful defaulters by the RBI or any other Governmental authority and there are no violations of securities laws committed by them in the past or are pending against them.





**Interest of Promoters**

The Promoter shall be deemed as interested to the extent of Equity Shares held by it or by the companies / firms / ventures promoted by it, if any and dividend or other distributions payable to it in respect of the said Equity Shares. Except as stated above and in the section titled "Financial Information" on page 38 of the Information Memorandum, and to the extent of shareholding in our Company, our Promoters do not have any other interest in our business.

**Related party transactions**

For details of related party transactions refer to "Financial Information" on page 38 of the Information Memorandum.



## OUR PROMOTER GROUP

Given below is the list of entities which forms part of our Promoter Group. All the Promoter Group Companies are unlisted. None of the Promoter Group Companies have made any public issue in the preceding three years. None of the Promoter Group Company has become a sick company under the meaning of Sick Industrial Companies (Special Provisions) Act, 1985 and is not under winding up or liquidation. For details on litigations and disputes pending against the Promoter Group Entities please refer to the section titled "Outstanding Litigations and Material Developments" on page 46 of the Information Memorandum.

1. Bindal Pulp and Paper Private Limited
2. Brina Gopal Traders Private Limited
3. Swabhiman Vyapaar Private Limited
4. V. R. Digital Private Limited
5. Deepak Goel (HUF)
6. Kamal Goel & Sons (HUF)
7. Deepak Goel & Sons
8. Kamal Goel & Sons

In addition to the entities named above, the following persons are part of our Promoter Group:

1. Ms. Madhulika Goel
2. Mr. Pankaj Goel
3. Mr. Mukesh Goel
4. Mr. Ambuj Kumar Goel
5. Ms. Poonam Goel
6. Ms. Nutan Goel
7. Ms. Radhika Goel
8. Ms. Ishita Goel
9. Mr. Chirag Goel
10. Ms. Monika Goel
11. Ms. Toshika Goel
12. Ms. Tanvi Goel

### 1. Bindal Pulp And Paper Private Limited

Bindal Pulp And Paper Private Limited was incorporated on June 07, 1995 under the Companies Act, 1956 with the Registrar of Companies, Kanpur. The registered office of the company is situated at 122-South Bhopa Road New Mandi, Muzaffar Nagar, Uttar Pradesh 251001. The CIN of the company is U21091UP1995PTC018198. The Company is engaged in the business of export, import and deals in all kinds and classes of paper. The equity shares of Bindal Pulp And Paper Private Limited are not listed on any stock exchange.

#### Board of Directors

Mr. Ankit Agarwal, Mr. Ashok Kumar and Mr. Amit Agarwal are the Directors of Bindal Pulp And Paper Private Limited.

#### Shareholding Pattern

Name	No. of equity shares	% of shareholding
<b>(A) Promoters and Promoter Group</b>		
Param Bansal	100	0.03
Ankit Kumar	10,100	3.31
Ashok Kumar	15,100	4.95
Rakesh Kumar	10,800	3.54
Saraswati Devi	14,500	4.75
Nirupa Devi	15,000	4.92



Name	No. of equity shares	% of shareholding
Ankita Devi	14,400	4.72
<b>Total (A)</b>	<b>80,000</b>	<b>26.22</b>
<b>(B) Non Promoters</b>	<b>225,000</b>	<b>73.84</b>
<b>Total (A +B)</b>	<b>305,000</b>	<b>100.00</b>

#### Financial performance

The audited financial results of Bindal Pulp and Paper Private Limited for the financial years ended March 31, 2015, 2014 and 2013 are set forth below.

Particulars	(₹ in Millions)		
	March 31, 2015	March 31, 2014	March 31, 2013
Total Revenue	0.63	0.11	0.09
Net profit after tax	0.51	0.01	0.01
Equity Share Capital	3.05	3.05	3.05
Reserves & Surplus	7.99	7.47	7.46
Net Worth	11.03	10.52	10.51
Book Value (in ₹) of face value ₹ 10 each	36.19	34.50	34.45
EPS (in ₹) of face value ₹ 10 each	1.69	0.05	0.04

## 2. Brina Gopal Traders Private Limited

Brina Gopal Traders Private Limited was incorporated on March 20, 1995 under the Companies Act, 1956 with the Registrar of Companies, Kolkata. The registered office of the company is situated at C/o Mr. Sudip Mondal, Matkal, Rabindranagar, P.S. Dum Dum Kolkata – 700 065. The CIN of the company is U51109WB1995PTC069516. The Company is engaged in the business as distributors, agents, traders, mechanics, contractors, brokers and otherwise deal in merchandise and article of all kinds including clearing agent, freight contractors, forwarding agents, licensing agents, general brokers and to carry on any kind of commercial business. The equity shares of Brina Gopal Traders Private Limited are not listed on any stock exchange.

#### Board of Directors

Mr. Parveen Kumar Goel & Mr. Amit Kumar Agarwal are the Directors of Brina Gopal Traders Private Limited.

#### Shareholding Pattern

Name	No. of equity shares	% of shareholding
Parveen Kumar Goel	200,000	40.00
Amit Kumar Agarwal	100,000	20.00
Neeraj Paper Marketing Limited	200,000	40.00
<b>Total</b>	<b>500,000</b>	<b>100.00</b>

#### Financial performance

The audited financial results of Brina Gopal Traders Private Limited for the financial years ended March 31, 2015, 2014 and 2013 are set forth below.

Particulars	(₹ in Millions)		
	March 31, 2015	March 31, 2014	March 31, 2013
Total Revenue	0.03	0.51	0.10
Net profit after tax	(0.02)	0.03	(0.37)
Equity Share Capital	5.00	5.00	5.00
Reserves & Surplus	146.41	146.43	146.40
Net Worth	151.41	151.43	151.40
Book Value (in ₹) of face value ₹ 10 each	302.82	302.86	302.81



EPS (in ₹) of face value ₹ 10 each	(0.04)	0.05	(0.74)
------------------------------------	--------	------	--------

### 3. Swabhiman Vyapaar Private Limited

Swabhiman Vyapaar Private Limited was incorporated on March 31, 2005 under the Companies Act, 1956 with the Registrar of Companies, Delhi & Haryana. The registered office of the company is situated at 210, Agarwal City Mall, Opp. M2K Cinema, Rani Bagh, Pitampura Delhi 110 034. The CIN of the company is U51109DL2005PTC264905. The Company is engaged in the business of buyers, sellers, traders, merchants, brokers, agents, stockists of all kinds of machinery items and man made fibers. The equity shares of Swabhiman Vyapaar Private Limited are not listed on any stock exchange.

#### Board of Directors

Mr. Parveen Kumar Goel & Mr. Deepak Goel are the Directors of Swabhiman Vyapaar Private Limited.

#### Shareholding Pattern

Name	No. of equity shares	% of shareholding
Deepak Goel	316,000	28.47
Parveen Kumar Goel	294,000	26.49
Neeraj Paper Marketing Limited	500,000	45.04
<b>Total</b>	<b>1,110,000</b>	<b>100.00</b>

#### Financial performance

The audited financial results of Swabhiman Vyapaar Private Limited for the financial years ended March 31, 2015, 2014 and 2013 are set forth below.

Particulars	(₹ in Millions)		
	March 31, 2015	March 31, 2014	March 31, 2013
Total Revenue	0.05	0.19	0.08
Net profit after tax	0.003	0.05	0.00
Equity Share Capital	11.10	11.10	11.10
Reserves & Surplus	99.09	99.09	99.04
Net Worth	110.19	110.19	110.14
Book Value (in ₹) of face value ₹ 10 each	99.27	99.27	99.23
EPS (in ₹) of face value ₹ 10 each	0.00	0.05	0.00

### 4. V. R. Digital Private Limited

V.R.Digital Private Limited was incorporated on November 14, 2000 under the Companies Act, 1956 with the Registrar of Companies, Kolkata. The registered office of the company is situated at 10/45, Nagendranath Road, Sati Appartment, Dumdum, Kolkata – 700 028. The CIN of the company is U72200WB2000PTC092593. The Company is engaged in the business of developing, improving, upgrading etc. or otherwise dealing in all types of Electronic Commerce and related applications. The equity shares of V. R. Digital Private Limited are not listed on any stock exchange.

#### Board of Directors

Mr. Pankaj Goel & Mr. Sachin Kumar Agrawal are the Directors of V.R.Digital Private Limited.

#### Shareholding Pattern

Name	No. of equity shares	% of shareholding
Pankaj Goel	114,250	48.46
Sachin Kumar Aggarwal	121,500	51.54
<b>Total</b>	<b>235,750</b>	<b>100.00</b>



The summary of the financial statement for the financial years ended March 31, 2015, 2014 and 2013 is as under:

Particulars	(₹ in Millions)		
	March 31, 2015	March 31, 2014	March 31, 2013
Total Revenue	0.00	0.24	0.03
Net profit after tax	(0.02)	0.03	0.00
Equity Share Capital	2.36	2.36	2.36
Reserves & Surplus	41.83	41.84	41.80
Net Worth	44.18	44.20	44.16
Book Value (in ₹) of face value ₹ 10 each	187.42	187.49	187.12
EPS (in ₹) of face value ₹ 10 each	(0.07)	0.14	0.00





## DIVIDEND POLICY

The declaration and payment of dividend on the Equity Shares will be recommended by our Board and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant by the Board.

Details of dividend declared by our Company for the last ten years are as under:

Financial Year	Face value per Equity Share (₹)	Dividend per Equity Share (₹)	% on Paid up Equity Capital
2014-15	10.00	-	-
2013-14	10.00	-	-
2012-13	10.00	-	-
2011-12	10.00	-	-
2010-11	10.00	-	-
2009-10	10.00	-	-
2008-09	10.00	-	-
2007-08	10.00	-	-
2006-07	10.00	-	-
2005-06	10.00	-	-



## FINANCIAL INFORMATION

Particulars	Page No.
Reformatted financial statements of our Company for the financial years ended March 31, 2015, 2014, 2013, 2012 and 2011	Annexure I
Limited Review Report for the Quarter ended June 30, 2015	Annexure II



### FINANCIAL INDEBTEDNESS

The principal terms of loans and assets charged as security as on September 30, 2015 is as under:

Name of the Bank (Nature of Loan)	Amount Sanctioned (₹ in millions)	Outstanding as on September 30, 2015 (₹ in millions)	Rate of Interest P.A.	Securities Offered	Repayment Terms
Kotak Mahindra Bank Limited (Term Loan)	4.35	3.91	12.50%	Office Building of the Company at Unit No. 217, Plot No. 2, Community Centre, Pitampura, Delhi	120 EMI of Rs. 63,674/- each commencing from 01.11.2014
PNB Housing Finance Limited (Term Loan)	28.00	24.40	12.10%	Office Building of the Company at Unit No. 218-222, Plot No. 2, Community Centre, Pitampura, Delhi	117 EMI of Rs. 4,15,255/- each commencing from 05.07.2013
Oriental Bank of Commerce* (Working Capital)	250.00	249.73	13.25%	Hypothecation of stocks of Goods Traded, receivables and other immovable current assets of the Company on pari-passu basis with other participating Bank.	Not Applicable
Bank of India *(Working Capital Limit)	200.00	199.99	13.20%	First pari passu hypothecation charge on stocks and book - debts	Not applicable
Bank of Maharashtra *(Working Capital Limit)	150.00	149.84	13.50%	First pari passu hypothecation charge on book - debts and other current assets of the Company	Not applicable
Oriental Bank of Commerce* (Letter of Credit)	100.00	99.75	Not Applicable	1. Documents of title to goods in case of L/C on DP basis 2. Hypothecation charge over the goods in case of L/C on DA basis and the documents shall	Not applicable



Name of the Bank (Nature of Loan)	Amount Sanctioned (₹ in millions)	Outstanding as on September 30, 2015 (₹ in millions)	Rate of Interest P.A.	Securities Offered	Repayment Terms
				be delivered against Trust Receipt	
Bank of India* (Letter of Credit)	50.00	49.60	Not Applicable	1.10% margin in the form of TDR	Not applicable
Bank of Maharashtra* (Letter of Credit)	50.00	49.82	Not applicable	1. Documents of title of goods in case of LC on DP basis 2. Hypothecation of goods under the LC 3. 10% margin in the form of FDR	Not applicable
HDFC Bank Limited (Vehicle Loan)	0.60	0.23	10.41%	Vehicle for which loan is availed	36 EMI of Rs. 19,475/- each commencing from 10.05.2013
HDFC Bank Limited (Vehicle Loan)	0.51	0.37	11.51%	Vehicle for which loan is availed	36 EMI of Rs. 11,198/- each commencing from 05.07.2013
HDFC Bank Limited (Vehicle Loan)	0.92	0.83	12.00%	Vehicle for which loan is availed	36 EMI of Rs. 29,914/- each commencing from 06.05.2015
HDFC Bank Limited (Vehicle Loan)	0.44	0.40	10.80%	Vehicle for which loan is availed	36 EMI of Rs. 14,278/- each commencing from 06.05.2015
ICICI Bank Limited (Vehicle Loan)	0.52	0.23	10.27%	Vehicle for which loan is availed	36 EMI of Rs. 17,184/- each commencing from 15.01.2014
<b>Corporate Guarantee</b>					
Allahabad Bank Limited (Working Capital Facilities granted to Bindal Paper Mills Limited)	1,000.00	951.20	12.70% on the Cash Credit Limit	Corporate Guarantee given by our Company in favour of Allahabad Bank Limited	Not Applicable
Bank Of Maharashtra (Working Capital Facilities granted to Satyavan Sales Promotions Private Limited)	200.00	201.41	14.75% on the Cash Credit Limit	Corporate Guarantee given by our Company in favour of Allahabad Bank Limited. However, Satyavan Sales Promotions Private Limited has requested to	Not Applicable



Name of the Bank (Nature of Loan)	Amount Sanctioned (₹ in millions)	Outstanding as on September 30, 2015 (₹ in millions)	Rate of Interest P.A.	Securities Offered	Repayment Terms
				the bank for release of corporate guarantee of our Company	

*\*Further the following banks (herein after collectively referred to as the "Consortium Banks or Consortium") have entered into a consortium arrangement with the Company:*

1. Oriental Bank of Commerce ("OBC" or the "Lead Banker")
2. Bank of India ("BOI")
3. Bank of Maharashtra ("BOM")

*The Consortium Banks have extended short term Fund Based and Non-Fund based facilities to our Company. Various documents including the "Joint Deed of Hypothecation", "Inter - se Agreement" and the "Working Capital Consortium Agreement" dated May 17, 2012 have been entered between Company and the Consortium Banks for giving effect to the said arrangement.*





## MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Investors are cautioned that this discussion in this section of the Annual report may contain statements that involve risks and uncertainties and describing the company's objective, projections, estimates, and expectations may be "Forward-looking Statements" within the meaning of applicable securities laws and regulations. The Company cannot guarantee that these assumptions and expectations are accurate or will be realised. Consequently, actual results, performance or achievements could thus differ materially from those projected in any such forward looking statements. The information contained herein may not be disclosed, reproduced or used in whole or in part for any purpose or furnished to any other person(s) without written permission of the Company.

### INDUSTRY STRUCTURE AND DEVELOPMENT

#### Paper Industry:

The paper industry has an important social role to play for the country. Use of paper is considered as an index of cultural growth. The paper industry is also contributing towards fulfillment of various requirements of the industry as a whole like information dissemination, publicity etc. which in turn stimulate industrial growth of the country. The paper industry has, thus, a catalytic role to play not only for the overall growth of the industry but for the living standards of the people.

The paper industry in India could be classified into three categories according to the raw material consumed.

1. Wood based
2. Waste paper based
3. Agro based

The Indian paper industry produces 10.11 million tons paper per annum, just 1.6% of the total world production of 394 million tons, paperboard and newsprint. At present India lags far behind compared to international standards. The Scandinavian countries, USA, Russia, China, Indonesia and Japan are the major players in the field of pulp and paper. These countries have some of the best available raw material for paper production and state-of art technology.

The industry requires around 2.5 million of land for pulpwood plantation to fully meet the said requirement. Accordance with the economic growth estimated to touch 13.95 million tons by 2015-16. It is estimated that there would be an increase in demand of 1 million tons. As per industry estimates, paper production grew at a CAGR of 8.4% while paper consumption grew at a CAGR of 9% in 2012-13.

India's paper industry is worth Rs. 225 billion. It accounts for about 1.6 per cent of the world's production of paper and paperboard. In India, the demand for paper is set to far surpass supply and is expected to reach the level of 110 lakh tones by 2015. It is said that if the gross domestic product (GDP) grows at 10 per cent, paper demand will grow at 8 per cent. The per capita consumption is poised for a big leap forward in sync with the economic growth.

The share of wood as raw materials has declined from 84 per cent to 36 per cent since 1970. On the other hand, the share of agro and waste paper has increased from 9 and 7 to 29 and 35 per cent, respectively. Of course, the share of recycled paper would go up in the future. The government is drawing up a new scheme for technological upgradation and modernization of paper mills.

#### Steel Industry:

The Indian Iron and Steel Industry is nearly century old. It is the first core sector completely freed from the licensing regime in 1990-91 and the pricing and distribution control. The steel industry is expanding worldwide. Rapid rise in production has resulted in India becoming the 3rd largest producer of crude steel in 2015 and the country continues to be the largest producer of sponge iron or DRI in the world. The



overall outlook for the steel sector is positive and demand is likely to pickup in the next financial year on the back of revival economic growth and the Government measure to ease infrastructure investment rules.

Steel industry derives its demand from other important sectors like infrastructure, aviation, engineering, construction, automobile, pipes and tubes etc. Thus its intense integration with other important industries makes it a strategic sector for the Governments as well.

The Indian steel sector enjoys advantages of domestic availability of raw materials and cheap labour. Iron ore is also available in abundant quantities, though the recent mining restrictions have put a strain on its availability. This abundance has been providing a major cost advantage to the domestic steel industry.

Steel plays a vital role in the development of any modern and emerging economy. The per capita consumption of steel is generally accepted as a yardstick to measure the level of socio-economic development and living standards of its countrymen. As such, no developing country can afford to ignore the steel industry.

#### **OPPORTUNITIES AND THREATS**

The paper industry in India has become more promising as the domestic demand is on the rise. Increasing population and literacy rate, growth in GDP, improvement in manufacturing sector and lifestyle of individuals are expected to account for the growth in the paper industry of India. According to "India Paper Industry Forecast & Opportunities, 2017" the paper industry in India is expected to grow at the CAGR of around 9.6% during 2012-2017, which will make the revenues of paper industry of India to reach up to USD 11.83 Billion by 2017. All this has always shown an upward trend in the requirement of paper, which our company is taking maximum advantage of and is trading more & more products and varieties in order to cater the needs of the industry as well as the consumers.

Considering the fast pace of growth rate in the paper sector, the company looks forward to build up a good distribution network and tap the uncovered areas.

The huge demand for waste paper in India, several companies have started to enter this space. Waste paper bought from households and commercial areas, would reach the sorting facility, where it gets sorted into different grades and gets baled. Baled material gets sold to mills.

#### **OPPORTUNITIES:**

- The company has the opportunity to go for the addition in traded products of the company for capture the market and growth in the business of the company.
- The company has its expertise promoters and its experienced professional team supported by the adequate infrastructure facilities of the existing business.

#### **THREAT:**

- There are no threats anticipated towards our business being trading business of paper except competition.

#### **SEGMENT – WISE / PRODUCT WISE PERFORMANCE**

Company is engaged mainly in trading of paper and waste paper. Other item includes cotton fabric and Iron & Steel etc. Turnover of Paper, Paper Board and Other Paper items contributed 55.4% in the gross turnover of the Company.



## **OUTLOOK**

The company utilized the total capital arranged. In addition to the core paper trading, the company always trying to explore the opportunities in those sector where the company can increase the value of stakeholders. In last financial year in iron and steel trading contributed about 50% to the total turnover.

## **RISKS AND CONCERN**

An integrated risk management process is being adopted by the company that works towards the evaluation of the associated business risk and enables the company to survive in the competitive environment. In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, competition, Business risk, Investments, retention of talent and expansion of facilities. Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk. As a matter of policy, these risks are assessed and the company has not identified any element of risk which may threaten the existence of the company.

## **INTERNAL CONTROL SYSTEM AND ADEQUACY**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls.

The Audit Committee of the company also reviews the internal control system prevalent at each level of the organization and passes on its recommendation to the management in respect of the areas, which requires the correction.

## **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The financial and operative performance is already elaborated in Directors Report.

## **HUMAN RESOURCES**

The company continuously works on the development of the employees at various levels. The management makes sure that the employee morale and dedication remains high and that they contribute their fullest and best to the organization. The recreational activities like seminars/vacations are planned for the employees at regular intervals. As on 31/03/2015, the Company has 35 employees. Industrial relations are cordial and satisfactory.

## **CAUTIONARY STATEMENT**

Statements in the Management Discussion and Analysis and in the Directors' Report, describing the company's objectives, projections and estimates, results may vary materially from those expressed or implied by the forward looking statements due to risks or uncertainties associated therewith depending upon economic conditions, government policies and other incidental factors. Readers are cautioned not to place undue reliance on these forward looking statements.



## STOCK MARKET DATA FOR OUR EQUITY SHARES

The Equity Shares of our Company have not been traded on Ahmedabad Stock Exchange Limited, Delhi Stock Exchange Limited and Jaipur Stock Exchange Limited during the last three years from the date of the Information Memorandum.

Securities and Exchange Board of India has withdrawn the recognition granted to Delhi Stock Exchange Limited vide order dated November 19, 2014 and has allowed the exit of Jaipur Stock Exchange Limited as stock exchange vide order dated March 23, 2015.



## OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

*Except as described below, there are no material outstanding litigations, suits or criminal or civil prosecutions, proceedings or tax liabilities against our Company (in the name of our Company and / or entities which were acquired by our Company), our Directors and our Promoters and there are no defaults, non-payment or overdue of statutory dues, institutional/bank dues and dues payable to holders of any debentures, bonds and fixed deposits, other unclaimed liabilities against our Company or Directors or Promoters and no disciplinary action has been taken by SEBI or any stock exchanges against our Company, our Directors and our Promoters and Promoter Group Companies.*

Except as stated under there are no:

- litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against the Promoters of our Company during the last five years immediately preceding the date of the Information Memorandum and no direction has been issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action.
- pending litigation involving our Company, Promoters, Directors, Group Companies or any other person, whose outcome could have material adverse effect on the position of our Company
- no pending proceedings initiated against our Company for economic offences
- no defaults and non-payment of statutory dues etc.

### 1. Criminal / Civil Proceedings

Court / Forum	Parties to Dispute	Brief Facts of the Case	Extent of Liability / Claim (in ₹)	Present Status
Kasauli, Himachal Pradesh	Neeraj Paper Marketing Limited has filed case against Sehgal Print & Pack	Neeraj Paper Marketing Limited has filed case against Sehgal Print & Pack on 17/12/2014 for cheque bounce amounting to ₹450,000/-	450,000	Date of next hearing is 04-11-2015
Court of District & Session Judge, Rohini, Delhi	Neeraj Paper Marketing Limited has filed case against Kailash Packaging Industries and its directors	Defendant has been purchasing papers from Neeraj Paper Marketing Limited and upon supply of the same, the plaintiff raised the invoice of ₹347,330/-. Despite the various request of plaintiff, defendant did not paid the amount. Plaintiff company having left with no other alternatives issued a legal demand notice on 27/06/2014 but the defendant did not make the payment. Then the company filed the suit in Rohini court for recovery of dues.	Principal Amount 347,330 Interest 104,198 Total 451,528	Date of next hearing is 17-11-2015
Rudrapur, Uttranchal	Neeraj Paper Marketing Limited has filed case against Mohini Packaging	Neeraj Paper Marketing Limited has filed case against Mohini Packaging for cheque bounce amounting to ₹667,735	667,735	Date of next hearing is 04-11-2015
Nahan,	Neeraj Paper	Neeraj Paper Marketing Limited	309,248	The Court has





Court / Forum	Parties to Dispute	Brief Facts of the Case	Extent of Liability / Claim (in ₹)	Present Status
Himachal Pradesh	Marketing Limited has filed case against Shree Ganesh Packaging	has filed case against Shree Ganesh Packaging for cheque bounce amounting to ₹309,248		directed to serve summons to the Respondent Company by Neeraj paper Marketing Limited

## 2. Sales Tax / VAT

Year	Forum where the matter is pending	Brief Facts of the Case	Extent of Remaining Liability (in ₹)	Present Status
March, 2013	Office of Additional Commissioner, Department of Trade & Taxes, New Delhi	A survey was conducted by Enforcement Team on 20/03/2013. During the course of survey, no variation was found in Stock but cash variation was found of ₹9,891,860/-. The Assessing Authority created demand of ₹989,186 /- i.e. (Tax of ₹494,593 + Penalty of ₹494,593). As per the direction by the survey team, the company deposited ₹500,000/- on 20/03/2013. The company filed an appeal against the said assessment with the Additional Commissioner, DVAT, Delhi. Pursuant to order dated 21/08/2013, the company has deposited ₹50,000/- on 21/08/2013 as a precondition to entertain the objections.	Amount in dispute: 989,186/-	Appeal pending with Additional Commissioner, Department of Trade & Taxes, New Delhi
First Quarter – Financial Year 2013 – 14	Department of Trade and Taxes, Government of NCT of Delhi	The VATO passed an order dated 03/03/2015 stating the reason that the company is making purchases from the dealers whose RCs were cancelled. The default assessment for the first quarter 2013-14 was made in the matter of wrongly ITC claim. The following amount was imposed in the order passed by the VATO: Additional Tax : ₹7,752,834 Interest : ₹1,879,797 Penalty : ₹7,752,834	17,385,465	Appeal against the order is filed under Objection Hearing Authority.



Year	Forum where the matter is pending	Brief Facts of the Case	Extent of Remaining Liability (in ₹)	Present Status
Second Quarter – Financial Year 2013-14	Department of Trade and Taxes, Government of NCT of Delhi	The VATO passed an order dated 03/03/2015 stating the reason that the company is making purchases from the dealers whose RCs were cancelled. The default assessment for the second quarter 2013-14 was made in the matter of wrongly ITC claim. The following amount was imposed in the order passed by the VATO: Additional Tax : ₹9,505,553 Interest : ₹1,945,383 Penalty : ₹9,505,553	20,956,489	Appeal against the order is filed under Objection Hearing Authority.
Third Quarter – Financial Year 2013-14	Department of Trade and Taxes	The VATO passed an order dated 03/03/2015 stating the reason that the company is making purchases from the dealers whose RCs were cancelled. The default assessment for the third quarter 2013-14 was made in the matter of wrongly ITC claim. The following amount was imposed in the order passed by the VATO: Additional Tax : ₹9,121,120 Interest : ₹1,521,853 Penalty : ₹9,121,120	19,764,093	Appeal against the order is filed under Objection Hearing Authority.
Fourth Quarter – Financial Year 2013-14	Department of Trade and Taxes, Government of NCT of Delhi	The VATO passed an order dated 03/03/2015 stating the reason that the company is making purchases from the dealers whose RCs were cancelled. The default assessment for the fourth quarter 2013-14 was made in the matter of wrongly ITC claim. The following amount was imposed in the order passed by the VATO: Additional Tax : ₹5,316,518 Interest : ₹690,419 Penalty : ₹5,316,518	11,323,455	Appeal against the order is filed under Objection Hearing Authority.
First Quarter – Financial Year 2014-15	Appeal is yet to be filed	The VATO passed an order dated 03/03/2015 stating the reason that the company is making purchases from the dealers whose RCs were cancelled. The default	3,801,320	Appeal against the order of additional tax and interest is yet to be filed.  However Appeal



Year	Forum where the matter is pending	Brief Facts of the Case	Extent of Remaining Liability (in ₹)	Present Status
		assessment for the first quarter 2014-15 was made in the matter of wrongly ITC claim. The following amount was imposed in the order passed by the VATO: Additional Tax : ₹1,816,670 Interest : ₹167,980 Penalty : ₹1,816,670		against the order of penalty has been filed with Department of Trade and Taxes, Government of NCT of Delhi.

### 3. Income Tax

On March 07, 2014 a search operation under Section 132 of the Income Tax Act, 1961 was conducted at the registered office of our Company and at the residential premises of our Promoters. During the course of the search, Income tax authorities have taken custody of certain documents/records and recorded statements of certain officials of our Company. During these operations, certain books of accounts and records were seized by the authorities. Subsequently, in May 2015 and in September 2015 our Company and Promoters have received Notices under the provisions of section 153A of the Income Tax Act, 1961 for the Assessment Years 2008-09 to 2013-14 pursuant to the above mentioned search operations carried out by the Income Tax Department. Our Promoters have filed these returns and our Company is in the process of filing these returns along with necessary particulars and pursuant to which the Income

Further our Promoter Group Companies, Brina Gopal Traders Private Limited and Swabhiman Vyapaar Private Limited, have received Notices dated September 08, 2015 and September 14, 2015, respectively, under the provisions of section 153A of the Income Tax Act, 1961 for the Assessment Years 2008-09 to 2013-14 and are in process of filing these returns along with necessary particulars.

Tax Liabilities for the above mentioned years shall be reassessed for all the entities. The Tax liability, if any, in respect of the reassessed income is presently not ascertainable. These returns and subsequent re-assessment may result in litigations with the Income Tax Department and any liability so ascertained may adversely affect our financial condition and goodwill.

### 4. SEBI

- Our Company received an adjudication order dated July 31, 2014 in terms of Section 15-I of Securities and Exchange Board of India Act, 1992 read alongwith Rule 5 of Securities and Exchange Board of India (Procedure for holding inquiry and imposing penalties by Adjudicating Officer) Rules, 1995 passed by the adjudicating officer, Mr. Jayanta Jash of SEBI, in the matter of non compliances of Regulation 8(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 for the years 1998 to 2011, wherein an amount of ₹1,500,000 was imposed as a penalty to be paid by our Company. Pursuant to the order our Company has paid the penalty as under:

Particulars	Amount (in ₹)	Demand Draft Number	Date
Installment I	300,000	723557	September 15, 2014
Installment II	300,000	723788	October 18, 2014
Installment III	300,000	723955	November 22, 2014
Installment IV	300,000	785121	December 23, 2014
Installment V	300,000	785381	January 28, 2015

- Our Company's name appears in the Securities and Exchange Board of India website as defaulter, as on December 31, 2014, to the remaining penalty of ₹300,000 out of ₹1,500,000 imposed by SEBI pertaining to non compliances of Regulation 8(3) of SEBI (Substantial Acquisition of Shares and



Takeovers) Regulations, 1997 for the years 1998 to 2011. Our Company has paid the outstanding amount of penalty of ₹300,000 to SEBI vide demand draft dated January 28, 2015.

**5. Labour related cases**

<b>Name of Employee</b>	<b>Brief facts of the Case</b>	<b>Court / Forum</b>	<b>Extent of Liability / Claim (in ₹)</b>	<b>Next date of hearing</b>
Mr. Pankaj Jain Vs. Neeraj Paper Marketing Limited	Mr. Pankaj Jain alleged that he was appointed as accountant on 01/04/2009 and Management has agreed to pay him Rs. 11,500/- per month which was to be paid as Rs. 6500 per month in cash and Rs. 5000 per month shall be deposited with the Management in the name of savings which shall be paid on demand by the employee. He alleged that The management had terminated his services illegally on 03/10/2011 and the management also withheld his earned wages from September, 2011 to October, 2011 and also did not pay his savings amount. However, the Management contends that it never made an agreement with the employee and Mr. Pankaj Jain had used the forged papers. The language used in the alleged letter is not the business language of the company. Further he was only the clerical assistant only for a period of six months.	Labour Court No. 9, Karkardooma Court, Shahdara, Delhi	Principal – 150,000 Interest – 53,100 Total – 203,100	31-10-2015

**MATERIAL DEVELOPMENT AFTER THE DATE OF LAST AUDITED FINANCIAL STATEMENTS AS ON MARCH 31, 2015**

In the opinion of our Board, there have not arisen since the date of the last audited financial statements i.e. March 31, 2015, any circumstances that materially or adversely affect or are likely to affect our profitability taken as a whole or the value of our assets or our ability to pay our material liabilities within the next 12 months.



## MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

The main provisions of the Articles of Association of our Company are given under:

### SHARE CAPITAL AND VARIATION OF RIGHTS

3. The Authorized Share Capital of the Company is, or, shall be such amount as stated in Clause V of Memorandum of Association, for the time being or as may be varied, from time to time, under the provisions of the Act, and divided into such numbers, classes and descriptions of shares and into such denomination as stated therein.
4. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit. Board shall not issue any shares at discount except issue of such class of shares as may be permitted by the Act.
5. The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:
  - (a) Equity share capital:
    - (i) with voting rights; and / or;
    - (ii) with differential rights as to dividend, voting or otherwise
  - (b) Preference share capital
6. A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of right issue, bonus issue or in any other manner that the Board may deem fit, preferential offer, private placement, subject to and in accordance with the provisions of the Act and the Rules.
7. Subject to the provisions of the Act, the Board shall have the power to issue or reissue preference shares of one or more classes which are liable to be redeemed, or converted into equity shares, on such terms and conditions and in such manner as may be determined by the Board in accordance with the Act and the Rules.
8. Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the Capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up shares, otherwise than for cash and if so issued be deemed to be fully paid up or partly paid up shares, as the case may be.
9. Any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any share therein, shall be an acceptance of shares within the meaning of these Articles; and every person who thus or otherwise accepts any share and whose name is on the Register of Members shall, for the purposes of these Articles, be a Member.
10. The money (if any) which the Board of Directors shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposits, calls or otherwise in respect of any shares allotted by them, shall, immediately on the inscription of the name of the allottee in the Register of Members as the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.
11. Every member, or his heirs, executors or administrators or other representative, shall pay to the Company the portion of the capital represented by his share or shares, which may, for the time being, remain unpaid thereon, in such amounts, at such time or times, and in such manner, as the Directors shall, from time to time, in accordance with these Articles, Act, Rules and other applicable laws, require or fix for the payment thereof.
12. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—
  - (a) one certificate for all his shares without payment of any charges; or
  - (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.





- (ii) Every shares certificate shall have its distinctive number and shall specify the shares to which it relates and the amount paid-up thereon.
  - (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
13. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given to the party entitled. A sum as may be fixed by the Board, shall be paid to the Company for every certificate issued under this clause, provided that no fee shall be charged for issue of new certificate in replacement of those which are old, worn, decrepit out or where the cages on the reverse for recording transfers have been fully utilized.
  - (ii) The provisions of the forgoing Articles relating to issue of Certificate shall mutatis mutandis apply to issue of Certificate for any other Securities including debentures (except where the Act otherwise requires) of the Company.
  14. Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its shares, debentures and other securities pursuant to the Depositories Act, 1996 and to offer its further shares, debentures and other securities for subscription in a dematerialized form.
  15. A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in dematerialized form with a depository. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share(s) to enable the depository to enter in its records the name of such person as the beneficial owner.
  16. Every endorsement upon the certificate of any share in favour of any transferee thereof shall be signed by such person for the time being authorized by the Board in that behalf.
  17. Every share in the Company shall be distinguished by its distinctive number, provided that nothing shall apply to a share held by a person whose name is entered as holder of beneficial interest in such share in the records of depository.
  18. The provisions of the forgoing Articles relating to issue of Certificate shall mutatis mutandis apply to issue of Certificate for any other Securities including debentures (except where the Act otherwise requires) of the Company.
  19. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied with the consent in writing of such number of the holders of the issued shares of that class or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class or in such other manner as may be prescribed by the Act and the Rules.
  20. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
  21. (i) The company may exercise the powers of paying commissions conferred by the Act, to any person in consideration of his subscribing, or agreeing to subscribe (whether absolutely or conditionally) to its securities, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the Rules.
  - (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in the Act or the rules.
  22. Company shall not pay any commission to any underwriter on securities which are not offered to public for subscription.
  23. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Act, and whether or not the company is being wound up, be varied with the



consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

24. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

25. Except as provided by the Act, the Company shall not, except by reduction of capital under the provisions of the Act, buy its own shares nor give, whether directly or indirectly, and whether by means of a loan, guarantee, provision of security or otherwise any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company or in its holding company.

Provided that nothing in this Article shall be taken to prohibit:

(i) the provision of money in accordance with any scheme approved by the Company through Special Resolution and in accordance with the requirements specified in the Act and relevant Rules, for the purchase of, or subscription for, fully paid up Shares in the Company or its Holding Company or otherwise as prescribed under the Act and Rules, if the purchase of, or the subscription for the Shares held by trustees for the benefit of the employees or such Shares held by the employee of the Company;

(ii) the giving of loans by the Company to persons in the employment of the Company other than its Directors or Key Managerial Personnel, for an amount not exceeding their salary or wages for a period of six months with a view to enabling them to purchase or subscribe for fully paid up Shares in the Company or its Holding Company or otherwise as prescribed under the Act and Rules to be held by them by way of beneficial ownership.

26. Nothing in this Article shall affect the right of the Company to redeem any preference shares issued under this Act or under any previous Companies Act.

#### LIEN

27. (i) The company shall have a first and paramount lien—

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a member, for all monies presently payable by him or his estate to the company;

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

28. The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

29. Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares.

30. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency or otherwise.

31. The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share comprised in any such transfer.

32. (i) To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.



- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
  - (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
33. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.  
(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

#### CALLS ON SHARES

34. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:  
(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.  
(iii) A call may be revoked or postponed at the discretion of the Board.
35. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.
36. All calls shall be made on a uniform basis on all shares falling under the same class.  
**Explanation:** Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.
37. If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by installments, then every such installment shall, when due, be paid to the Company by the person, who for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.
38. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
39. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.  
(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
40. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.  
(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
41. The Board—  
(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and  
(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.
42. The provisions of these Articles relating to calls shall mutatis mutandis apply to others securities including debentures of the Company

#### TRANSFER OF SHARES

43. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.  
(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.





44. The Board may, subject to the right of appeal conferred by section 58 declines to register -
  - (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
  - (b) any transfer of shares on which the company has a lien.
45. In case of shares held in physical form, the Board may decline to recognize any instrument of transfer unless—
  - (a) the instrument of transfer is in the form as prescribed in rules made under the Act.
  - (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
  - (c) the instrument of transfer is in respect of only one class of shares.
46. On giving not less than seven days' previous notice in accordance with Act and rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:  
 Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

#### TRANSMISSION OF SHARES

47. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.  
 (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
48. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—
  - (a) to be registered himself as holder of the share; or
  - (b) to make such transfer of the share as the deceased or insolvent member could have made.
 (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
49. The Company shall be fully indemnified by such legal heir, from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.
50. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.  
 (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.  
 (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
51. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company.  
 Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

#### FORFEITURE OF SHARES

52. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, or a judgment or decree in respect thereof remains unsatisfied in whole or in part serve a notice on him requiring payment of so much of the call or installment as is



unpaid, together with any interest which may have accrued and all the expenses that may have been incurred by the Company by reason of non-payment.

53. The notice aforesaid shall—
- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
  - (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
54. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
55. Neither the receipt by the Company for a portion of any money which may from time to time be due from any Member in respect of his shares, nor any indulgence that may be granted by the Company, in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture in respect of such shares as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture.
56. When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting Member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of member but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.
57. (i) A forfeited share shall be deemed to be the property of the Company and may be sold or re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale, re-allotment or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
58. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares. (ii) All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realization. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the moneys due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part. (iii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
59. The forfeiture of share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.
60. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
- (iii) The transferee shall thereupon be registered as the holder of the share; and
- (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
61. Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting Member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.





62. The Board, may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering the same on such terms as it may think fit.
63. The provisions of these article as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

#### **ALTERATION OF CAPITAL**

64. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
65. Subject to the provisions of Act, the company may, by ordinary resolution,—
  - (a) increase its share capital by such amount as it thinks expedient by issuing new shares;
  - (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
  - (c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;  
Provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act.
  - (d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum of Association, so however that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;
  - (e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
66. Where shares are converted into stock,—
  - (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:  
Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
  - (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
  - (c) Such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

#### **REDUCTION OF CAPITAL**

67. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law,—
  - (a) its share capital;
  - (b) any capital redemption reserve account; or
  - (c) any share premium account.
68. Whenever any preference shares are issued by the Company which are or at the option of the Company are liable to be redeemed, the same shall be redeemed in accordance with the provisions of Section 55 of the Act and the Rules made there under.

#### **CAPITLISATION OF PROFITS**

69. (i) The company by way of resolution as prescribed under the Act, in general meeting may, upon the recommendation of the Board, resolve—



- (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
  - (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
  - (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—
    - (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
    - (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
    - (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
  - (iii) A securities premium account and a capital redemption reserve account may, for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
  - (iv) The Board shall give effect to the resolution passed by the company in pursuance of this Article.
70. Whenever such a resolution as aforesaid shall have been passed, the Board shall—
- (a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and
  - (b) generally do all acts and things required to give effect thereto.
71. The Board shall have power—
- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
  - (b) to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;
72. Any agreement made under such authority shall be effective and binding on such members.

#### **BUY-BACK OF SHARES**

73. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

#### **GENERAL MEETINGS**

74. Subject to the provisions of the Act, an Annual General Meeting of the Members of the Company shall be held every year within six months from the date of closing of each financial year, provided that not more than 15 months shall elapse between the date of one Annual General Meeting and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon by the Registrar under the provisions of the Act to extend the time within which any Annual General Meeting may be held. Every Annual General Meeting shall be called during business hours, that is, between such time as prescribed in the Act, on any day that is not a National Holiday and shall be held either at the registered office of the Company or at some other place within the city, town or village in which the registered office of the Company is situate.
75. All general meetings other than annual general meeting shall be called extraordinary general meeting.
- (i) The Board may, whenever it thinks fit, call an extraordinary general meeting. The Company can pass any resolution permitted by the Act through Postal Ballot and such resolution(s) shall be deemed to have been duly passed at a General Meeting convened in that behalf on the date of announcement of results of Postal Ballot.



- (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

#### PROCEEDINGS AT GENERAL MEETINGS

76. A General Meeting of the Company may be called by giving not less than clear twenty one day's notice in writing or through electronic mode; however, a General Meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety five percent of the members entitled to vote at such meeting.  
Provided that where any members of the Company are entitled to vote only on some resolution or resolutions to be moved at meeting and not on others, those members shall be taken into account for the purposes of this clause in respect of the former resolution or resolutions and not in respect of the latter.
77. Such notice shall be given to –  
(i) Every member of the Company, legal representative of any deceased Member or the assignee of an insolvent Member;  
(ii) Every Director of the Company,  
(iii) Auditor or Auditors of the Company; or  
(iv) Any other person as may be specified in the Act and rules made thereunder.
78. The accidental omission to give notice to or the non-receipt of notice by, any member or other person to whom it should be given shall not invalidate the proceedings at the meeting.
79. In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy or where that is allowed one or more proxies, to attend and vote instead of himself and that a proxy need not be a member.
80. Where any items of business to be transacted at the meeting are deemed to be Special; there shall be annexed to the notice of the meeting a statement as specified under section 102 of the Act, read with respective rules made there under.
81. In the case of an Annual General Meeting all business to be transacted at the meeting shall be deemed special with the exception of business relating to (i) the consideration of the Financial Statements, (including the consolidated financial statements, if applicable), and the Reports of the Board of Directors and Auditors, (ii) the declaration of dividend, (iii) the appointment of Directors in the place of those retiring and (iv) the appointment of and the fixing of the remuneration of the Auditors. In the case of any other meeting all business shall be deemed as special business.
82. Upon a requisition of members complying with the provisions of Section 111 of the Act, the Directors shall comply with the obligations of the Company under the said Act relating to circulation of members' resolutions and statements.
83. A certificate in writing, signed by the Secretary or by a Director or some officer or agent appointed by the Board for the purpose, to the effect that according to the best of its belief the notices convening the meeting have been duly given shall be prima facie evidence thereof.
84. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.  
(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
85. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
86. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
87. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.
88. On any business at any General Meeting, in case of equality of votes, whether on a show of hands or electronically or on a poll, Chairperson shall have a second or casting vote.



#### ADJOURNMENT OF MEETING

89. (i) The Chairperson may, as per the provisions of the Act, adjourn the meeting from time to time and from place to place and shall adjourn the meeting, if required, in accordance with the Act.  
(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.  
(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.  
(iv) Save as aforesaid, and as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
90. If, within half an hour from the time appointed for holding the meeting, a quorum of members is not present, the meeting if convened by or upon requisition of members shall be dissolved, but in any other case it shall stand adjourned pursuant to the provisions of subsection (2) of section 103 of the Act.
91. In case at the adjourned meeting also, quorum is not present within half-an-hour from the time appointed for holding meeting, the members present shall be the quorum and may transact the business and decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place, if a quorum had been present.

#### VOTING RIGHTS

92. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—  
(a) on a show of hands, every member present in person shall have one vote; and  
(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
93. A member may exercise his vote at a meeting by electronic means in accordance with provisions of the Act and the Rules or voting through poll or by show of hands and he shall be entitled to vote only through one mode.
94. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.  
(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
95. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
96. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
97. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
98. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.  
(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
99. A Member being a Body Corporate (whether a company within the meaning of the said Act or not) may by resolution of its Board of Directors or other governing body authorize such persons as it thinks fit to act as its representative at any meeting of the Company, or at any meeting of any class of members of the Company. A person authorized by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the Body Corporate which he represents as that body could exercise if it were a member.
100. No member not personally present shall be entitled to vote on a show of hands unless such member is a Body Corporate and duly represented under Section 113 of the Act in which case such representative may vote on a show of hands as if he were a member of the Company.
101. Any member entitled to attend and vote at a general meeting of the Company may do so either personally or through his constituted attorney or through another person (whether a member or





not) as his proxy as per the provisions of the Act, to attend and vote instead of himself but a proxy so appointed shall not have any right to speak at the meeting and shall not be entitled to vote except on a poll.

102. A declaration of result by the Chairman on electronic voting, poll or show of hands (if any) that a resolution has or has not been carried or has or has not been carried either unanimously or by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number of proportion of the votes cast in favour of or against such resolution.

#### PROXY

103. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
104. An instrument appointing a proxy shall be in the form as prescribed in the Act and relevant rules.
105. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:  
Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### BOARD OF DIRECTORS

106. Until otherwise determined by the members of the Company through special resolution, and subject to the provisions of Section 149 of the Act, the number of directors shall not be less than three and not more than fifteen.
107. Not less than two-thirds of the total number of Directors of the Company shall be persons whose period of office is liable to determination by retirement of Directors by rotation; and save as otherwise expressly provided in the Act; be appointed by the Company in General Meeting.  
**Explanation:** - for the purposes of this Article "total number of Directors" shall not include Independent Director, whether appointed under the Act or any other law for the time being in force on the Board of the Company.
108. a. Subject to the provisions of Section 152 of the Act at every Annual General Meeting, one-third of such of Rotational Directors for the time being as are liable to retire by rotation, or if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office.
- b. The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who become Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. A retiring Director shall be eligible for re-election.
- c. At the Annual General Meeting at which a Director retires as aforesaid, the Company may fill up the vacancy by appointing the retiring Director or some other person thereto.
- d. If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a National Holiday, till the next succeeding day which is not a holiday, at the same time and place.
- e. If at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned meeting unless :-  
(i) at the meeting or at the previous meeting a resolution for the reappointment of such Director has been put to the meeting and lost;





- (ii) the retiring Director has, by a notice in writing addressed to the Company or its Board of Directors, expressed his unwillingness to be so re-appointed;
  - (iii) he is not qualified or is disqualified for appointment;
  - (iv) a resolution, whether special or ordinary, is required for his appointment or re-appointment by virtue of any provisions of the said Act; or
  - (v) Section 162 of the Act is applicable to the case.
109. A person who is not a retiring Director shall subject to the provisions of the Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some member intending to propose him has, not less than fourteen days before the meeting, left at the Registered Office of the Company a notice in writing under his hand signifying his candidature for the office of Directors or as the case may be, the intention of such Member to propose him as a candidate for the office, along with deposit of one lakh rupees or such other amount as may be specified in the Act and relevant Rules. The amount so deposited shall be refunded to such person or, as the case may be, to the Member, if the person proposed gets elected as a Director or gets more than 25% of total valid votes cast either on show of hands or on poll or by any electronic mode on such resolution.
110. The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.
111. The Board shall consist of at least such number of Independent Directors as are statutorily required and such Directors shall possess such qualification as may be prescribed under the Act and shall be appointed for such tenure as prescribed by the Act and the Rules and they shall not be liable to retire by rotation and shall be paid, apart from sitting fees as referred in this Article such remuneration as may be decided by Board of Directors in accordance with the approval granted by the Members in General Meeting. Independent Director shall not be entitled to any stock options.
112. Whenever the Company enters into an agreement or contract with the Central or State Government, a local authority, bank or any financial Institutions, or any person or persons or anybody corporate (hereinafter referred to as "the appointer") for borrowing any money or for providing any guarantee or security or for underwriting shares or debentures or other securities of the Company, the Board shall have, subject to the provisions of Section 152 and 161 of the Act, the power to agree that such appointer shall have it and to the extent provided by the terms of such agreement or contract the right to appoint or nominate, by a notice in writing addressed to the Company, one or more Directors on the Board, for such period and upon such conditions as may be mentioned in the agreement or contract. The Board may also agree that any such Director or Directors may be removed from time to time by the appointer entitled to appoint or nominate them and the appointer, may appoint another or others in his or their place and also fill any vacancy which may occur as a result or any Director or Directors appointed or nominated under this Articles shall be entitled to exercise and enjoy all or any of the rights and privileges exercised and enjoyed by the other Directors of the Company, including payment of remuneration and traveling expenses to such Director or Directors as may be agreed by the Company with the appointer. A Director appointed under this Article is herein referred as "Nominee Director" and the term "Nominee Director" means any director for time being in office under this Article.
113. a. The Board of Directors may appoint a person, not being a person holding any alternate directorship for any other Director in the Company, as an Alternate Director to act for a Director (hereinafter called "the Original Director") during his absence for a period of not less than three months from India.
- b. No person shall be appointed as an alternate director for an Independent Director unless he is qualified to be appointed as an Independent Director as per the provisions of the Act.
  - c. An Alternate Director shall be entitled to notice of meetings of the Directors, and to attend and vote thereat accordingly.
  - d. An Alternate Director shall not hold office for a period longer than that permissible to the original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India.
  - e. If the term of office of the Original Director is determined before he so returns to India as aforesaid any provision for the automatic re- appointment of retiring Directors in default of another appointment shall apply to the Original Director and not to the Alternate Director.



- 114.a. If the office of any Director appointed by the Company in General Meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may be filled by the Board of Directors at a meeting of the Board.
- b. The Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if it has not been vacated as aforesaid.
115. The Company shall arrange to maintain Register of Directors, Key Managerial Personnel, containing the particulars and in the form and manner as prescribed by the Act. It shall be the duty of every Director and other persons regarding whom particulars have to be maintained in such Registers to disclose to the Company any matters relating to himself as may be necessary to comply with the provisions of the Act.
116. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.
- 117.(i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—
- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
- (b) in connection with the business of the company.
118. The remuneration payable to the directors, including any managing director or wholtime director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act by a resolution passed by the Company in general meeting as prescribed under the Act.
119. The Board may from time to time fix the sitting fee to be paid to Directors or any Committee/s of Board of Directors thereof not exceeding such amount as is permissible under the Act and Rules made thereunder, for attending the meeting.
120. If any Director be called upon to perform extra services or special exertion or efforts (which expression shall include work done by a Director as member of any committee formed by the Directors) the Board may, subject to the provisions of the Act and Rules, arrange with such Directors for such special remuneration for such extra services or special exertions or either by a fixed sum or otherwise as may be determined by the Board and such remuneration may be either in addition to or in substitution for his remuneration above provided.
- 121.a. At a General Meeting of the Company a motion shall not be made for the appointment of two or more persons as Directors of the Company by a single resolution, unless a proposal to move such a resolution has first been agreed to by the meeting without any vote being given against it.
- b. A resolution moved in contravention of clause (a) above shall be void, whether or not objection was taken at the time to its being so moved;
122. The Company may by an ordinary resolution; remove any Director (not being a Director appointed by the Tribunal in pursuance of Section 242 of the Act) in accordance with the provisions of Section 169 of the Act. A Director so removed shall not be re- appointed as a Director by the Board of Directors.
123. The Board may pay all expenses incurred in getting up and registering the company.
124. All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
125. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
- 126.(i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- (ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.



### PROCEEDING OF THE BOARD

127. A minimum number of four meetings of the Directors shall have been held in every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board. The Directors may meet together for the conduct of business, adjourn and otherwise regulate their meeting and proceedings, as they think fit, subject to the provisions of the Act.
128. The Chairperson or any one Director with the previous consent of the Chairperson may, or the company secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board.
129. The Board of Directors or any committee of the Board of Directors thereof shall be entitled to hold its meeting through video conferencing or audio visual means or other permitted means and in conducting the Board/Committee meetings through such video conferencing or audio visual or other permitted means the procedures and the precautions as laid down in the Act and the relevant Rules shall be adhered to with regard to every meeting conducted through video conferencing or audio visual means or other permitted means. The scheduled venue of the meetings shall be in India, shall be deemed to be the place of the said meeting and all recordings of the proceedings at the meeting shall be deemed to be made at such place.
130. a. Subject to provisions of Section 173 (3) of the Act, notice of not less than seven days of every meeting of the Board of Directors of the Company shall be given in writing to every Director at his address registered with the company and shall be sent by hand delivery or by post or through electronic means.  
b. The meeting of the Board may be called at a shorter notice to transact urgent business subject to the condition that at least one Independent Director of the Company shall be present at the meeting. In the event, any Independent Director is not present at the meeting called at shorter notice, the decision taken at such meeting shall be circulated to all the directors and shall be final only on ratification thereof by at least one Independent Director.
131. The quorum for a meeting of the Board shall be one-third of its total strength (any fraction contained in that one third being rounded off as one), or two directors whichever is higher and the directors participating by video conferencing or by other permitted means shall also be counted for the purposes of this Article. Provided that where at any time the number of interested Directors exceeds or is equal to two-thirds of the total strength, the number of the remaining Directors, that is to say, the number of the Directors who are not interested, being not less than two, shall be the quorum during such time.  
**Explanation:** The expressions "interested Director" shall have the meanings given in Section 184(2) of the Act and the expression "total strength" shall have the meaning as given in Section 174 of the Act.
132. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.  
(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
133. (i) Questions arising at any meeting of the Directors shall be decided by a majority of votes, and in case of an equality of votes, the Chairperson thereat shall have a second or casting vote.  
(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
134. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
135. If a meeting of the Board could not be held for want of a quorum then the meeting shall automatically stand adjourned to the same day in the next week, at the same time and place, or if that day is a National Holiday, till the next succeeding day which is not a National Holiday at the same time and place.
136. The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his absence,





- (i) the Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
  - (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
137. Subject to the provisions of the Act, the Directors may delegate any of their powers, other than powers which by reason of the provisions of the said Act cannot be delegated, to committees consisting of such member or members of their body as they may think fit, and they may from time to time revoke and discharge any such Committee either wholly or in part, and either as to persons or purposes. Every Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Directors, and all acts done by any such Committee in conformity with such regulations and in fulfillment of the purpose of their appointment, but not otherwise, shall have the like force and effect as if done by the Board.
138. (i) A committee may elect a Chairperson of its meetings; unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
139. (i) A committee may meet and adjourn as it thinks fit.
- (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
140. A resolution not being a resolution required by the said Act or otherwise to be passed at a meeting of the Directors, may be passed without any meeting of the Directors or of a committee of Directors provided that the resolution has been circulated in draft, together with the necessary papers, if any, to all the Directors, or to all the members of the Committee as the case may be, at their addresses registered with the Company in India, by hand delivery or by post or courier or through electronic means as permissible under the relevant act and rules made thereunder and has been approved, in writing, signed whether manually or by secured electronic mode, by a majority of the members of Board of Directors or of a committee thereof, as are entitled to vote on the resolution(s).
141. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
142. The Directors shall cause minutes to be duly entered in a book or books provided for the purpose in accordance with these presents and section 118 of the Act.
143. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

#### **POWER OF BOARD**

- 144.a. Subject to the provisions of Section 135, 179, 180, 181, 182, 183, 184, 185, 186, 188 and 203 of the Act, and these articles, the Board of Directors of the Company shall be entitled to exercise all such powers, give all such consents, make all such arrangements, be nearly do all such acts and things as the Company is authorized to exercise and do.
- Provided that the Board shall not exercise any power or do any act or thing which is directed or required, whether by the Act, or any other Act or by the Memorandum of Association of the Company or these articles or otherwise, to be exercised or done by the Company in general meeting.
- Provided further that in exercising any such power or doing any such act or thing the Board shall be subject to the provisions contained in this behalf in Act or in any other Act or in the



Memorandum of Association or in any regulations not inconsistent therewith and duly made there under including regulations made by the Company in general meeting.

b. No regulation made by the Company in General Meeting shall invalidate any prior act of the Board, which would have been valid, if that regulation had not been made.

145. Save as provided by the Act or by these presents and subject to the restrictions imposed by Section 179 of the Act, the Board may delegate all or any powers by the said Act or by the Memorandum of Association or by these presents reposed in them to any of its committee of directors, the managing director, the manager or any other officer of the company.

#### **CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER**

146. In accordance with the provisions of the Act and the Rules, the Company shall have Key Managerial Personnel as mentioned in the Act.

147. Subject to the provisions of the Act,—

- (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
- (ii) The Board may designate Chief Executive Officer, Manager, Company Secretary and Chief Financial Officer, so appointed as the Key Managerial Personnel of the Company.
- (iii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

148. A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

#### **MANAGING DIRECTOR**

149. Subject to the provisions of the Act and of these Articles, the Board shall have power to appoint, from time to time, any of its member as a Managing Director or Joint Managing Director, Whole Time Director, Manager or Chief Executive Officer of the Company, either for a fixed term, or without any limitation as to the period for which he or they is or are to hold such office but in any case not exceeding 5 (Five) years at a time and upon such terms and conditions as the Board thinks fit, and subject to the provisions of these Articles, the Board may, by resolution, vest in such Managing Director or Joint Managing Director, Whole Time Director, Manager or Chief Executive Officer of the Company such of the powers hereby vested in the Board generally, as it thinks fit, and such powers may be made exercisable for such period or periods; and upon such conditions and subject to such restrictions, as it may determine. The remuneration of a Managing Director, Joint Managing Director Whole Time Director, Manager or Chief Executive Officer may be by way of salary and/or allowances, commission or participation in profits or perquisites of any kind, nature or description, or by any or all of these modes, or by any other mode(s) not expressly prohibited by the Act or the Rules made thereunder, or any notification or circular issued under the Act.

150. The Board of Directors may from time to time entrust to and upon a Managing Director or Joint Managing Director for the time being such of the powers exercisable under these Articles by the Directors as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient, and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any of such powers, unless and until otherwise determined that a Managing Director may exercise all the powers exercisable by the Directors, save such powers as by the Act or by these Articles shall be exercisable by the Directors themselves.





#### THE SEAL

151. The seal shall never be used except by the authority of the Board or Committee of the Board previously given. Every deed or other instrument to which the Seal of the Company is required to be affixed shall, unless the same is executed by duly constituted attorney of the Company, be signed at least by one Director and countersigned by some other person appointed by the Board for the purpose, provided nevertheless that certificates of shares or debentures may be sealed and signed in the manner and in conformity with the provisions of the Act and the Rules.

#### DIVIDENDS AND RESERVE

152. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board. but the Company in general meeting may declare a lesser dividend.
153. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
154. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.
- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
155. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
156. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
157. The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.
158. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
159. Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.
160. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
161. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
162. No dividend shall bear interest against the company.



### ACCOUNTS

163. The Company shall maintain such books of accounts and other books and papers as prescribed under the provisions of the Act and the Rules. Such books of accounts and papers shall be kept at such place as prescribed under the Act or as the Board of Directors think fit, subject to compliance with the applicable provisions of the Act.
164. The books of accounts and other books and papers shall be open to inspection of Directors as per the provisions of the Act and the Rules.
165. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.  
(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorized by the Board or by the company in general meeting.
166. Subject to the provisions of the Act, at every Annual General Meeting of the Company the Directors shall lay before the Members of the Company, a Financial Statements for each financial year.
167. The Financial Statements shall give a true and fair view of the state of affairs of the Company at the end of the period of the account. Financial Statements shall comply with the provisions of the Act.
- a. Financial Statement shall be signed in accordance with the provisions of section 134 of the Act.
- b. The Directors shall make out and attach to every Balance Sheet laid before the Company in General Meeting; a Report of the Board of Directors which shall comply with the requirements of and shall be signed in the manner provided by Section 134 of the Act.
168. The financial statements, book of accounts and other relevant books and papers of the Company shall be examined and audited in accordance with the provisions of the Act and the Rules.
169. Appointment, re-appointment, rotation, removal, resignation, eligibility, qualification, disqualification, remuneration, powers and duties etc. of the Auditors whether Statutory, Branch and Internal Auditor, shall be in accordance with the provisions of the Act and the Rules.
170. Every account when audited and approved by a General Meeting shall be conclusive.
171. In case the Company is required to get its secretarial records audited by a Secretarial Auditor, the same shall be got audited, in the manner prescribed under the provisions of the Act and the Rules.
172. Appointment, re-appointment, rotation, removal, resignation, eligibility, qualification, disqualification, remuneration, powers and duties etc. of the Secretarial Auditors shall be in accordance with the provisions of the Act and the Rules.

### MINUTES

173. a. The Company shall cause minutes of the proceedings of every General Meeting or any class of Members or Creditors and every resolution passed by a Postal Ballot and of all proceedings of every meeting of its Board of Directors or of every Committee of the Board, to be prepared and signed in such manner as may be prescribed by the Act and the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.
- b. Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such books shall be dated and signed:-
- (i) in the case of minutes of proceedings of a meeting of the Board or of a Committee thereof, by the Chairman of the said meeting or the Chairman of the next succeeding meeting.
- (ii) in the case of minutes of proceedings of a General Meeting by the Chairman of the same meeting within the aforesaid period of thirty days or in the event of death or inability of that Chairman within that period, by a Director duly authorize by the Board for the purpose.
174. Where minutes of the proceedings of any General Meeting of the Company or of any meeting of the Board or of a Committee of the Board have been kept in accordance with the provisions of these Articles then, until the contrary is proved, the meeting shall be deemed to have been duly



called and held and all proceedings thereat to have duly taken place and the resolution passed by circulation, postal ballot or other permitted means, shall be construed to have been duly passed and in particular all appointments of Directors, Key Managerial Personal or Company Secretary in practice made at the Meeting shall be deemed to be valid including the matters that are required to be transacted at the meeting of the Board of Directors as specified under Section 179 of the Act and the Rules made thereunder.

175. Minutes of proceedings of every General Meeting and of the proceeding of every meetings of the Board kept in accordance with these presents shall be evidence of the proceedings recorded therein.
176. The books containing the minutes of the proceedings of General Meetings of the Company and the minutes of the resolution passed by postal ballot, shall be kept at the Registered Office of the Company or such other place as may be approved by the Board and shall be open during the business hours to the inspection of members without charge, subject to such reasonable restrictions as the Company may impose, on all working days except Saturday during such time not less than two hours in each day or as may be fixed by the Board.
177. Any Member shall be entitled to be furnished, within time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, as per the provisions of the Act and Rules, with a copy of the minutes of General Meeting. Provided that a Member who has made request for provision of soft copy of the minutes of any previous General Meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.
178. (a) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.
- (b) The minutes of each meeting shall contain a fair and correct summary of proceedings thereat.
- (c) All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.
- (d) In the case of a meeting of the Board of Director or of a committee of the Board, the minutes shall also contain:
- (i) the names of the Directors present at the meeting;
  - (ii) in the case of each resolution passed at the meeting the name of the Directors, if any dissenting from or not concurring on the resolution.
- (e) Nothing contained in clauses (a) to (d) herein above, shall be deemed to require the inclusion in any such minutes of any matter which, in the opinion of the Chairman of the meeting :-
- (i) is or could reasonably be regarded as defamatory of any person,
  - (ii) is irrelevant or immaterial of the Company or
  - (iii) is detrimental to the interest of the Company.
- The Chairman shall exercise an absolute discretion in regard to the inclusion or non inclusion of any matters in the minutes on the ground specified in this Article.

#### REGISTER

179. The Company shall keep and maintain all Statutory Registers as prescribed under the Act and the Rules (in physically or electronic mode), at its Registered Office or such other place as per the Act and the Rules and for such duration, as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The Registers and copies of Annual Returns shall be available for inspection during working hours on all working days except Saturdays, during such time as may be fixed by the Board, at the place where such Registers are kept and maintained, by the persons entitled thereto on payment, where required of such fees as may be fixed by the Board of Directors not exceeding the limits prescribed by the Act and Rules or without any fees in absence of any fees fixed by the Board in this behalf.
180. a. The Company may exercise the powers conferred on it by the Act with regard to keeping of a Foreign Register and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such Register.
- b. The Foreign Register shall be open for inspection and may be closed, and extracts may be taken there from and copies thereof may be required, in the same manner, *mutatis mutandis*, as is applicable to the Register of Members.





#### NOTICE AND SERVICE OF DOCUMENTS

181. a. It shall be imperative on every member to notify to the Company for registration of his place of address in India and if he has no registered address within India to supply to the Company an address within India for giving of notices to him.  
b. A member may notify his email address if any, to which the notices and other documents of the company shall be served on him by electronic mode.  
c. The Company's obligation shall be satisfied when it transmits the email and the company shall not be responsible for failure in transmission beyond its control.
182. Subject to Section 20 of the Act, a document may be served by the Company on any member thereof by sending it to him by post or by registered post or by speed post or by courier or by delivering at his address (within India) supplied by him to the company for the service of notices to him. The term courier means person or agency who or which delivers the document and provides proof of its delivery.
183. Every person, who by operation of law, transfer or other means whatsoever, shall become entitled to any share, shall be bound by any and every notice and other document in respect of such share which previous to his name and address being entered upon the register shall have been duly given to the person from whom he derives his title to such share.
184. Any notice required to be given by the Company to the members or any of them and not expressly provided for by these presents shall be sufficiently given, if given by advertisement, once in English and once in a vernacular daily newspaper circulating in the city, town or village in which the registered office of the Company is situate.
185. Any notice or document served in the manner hereinbefore provided shall notwithstanding such member be then dead and whether or not the Company has notice of his death, be deemed to have been duly served in respect of any share, whether held solely or jointly with other persons by such member, until some other person be registered in his stead as the holder or joint-holder thereof and such service, for all purposes of these presents be deemed a sufficient service of such notice or documents on his heirs, executors, administrators and all person (if any) jointly interested with him in any such shares.
186. Any notice given by the Company shall be signed (digitally or electronically) by a Director or by the Secretary or some other officer appointed by the Directors and the signature thereto may be written, facsimile, printed, lithographed, Photostate.
187. A document may be served on the Company or on an officer thereof by sending it to the Company or officer at the Registered Office of the Company by post or by Registered Post or by leaving it at its Registered Office, or by means of such electronic mode or other mode as may be specified in the Act and the relevant Rules.

#### SECRECY

188. a. Every Director, Manager, Auditor, Member of a Committee, officer, servant, agent, accountant, consultant or other person employed or engaged in the business of the Company, shall observe strict secrecy respecting all transactions and affairs of the Company and shall not reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Board of Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.
- b. No member shall be entitled to visit any office the Company without the permission of the Directors or to require discovery of or any information respecting any detail of the Company's working, trading or any matter which is or may be in the nature of a secret, mystery of trade or secret process, which may relate to the conduct of the business of Company and which in the opinion of the Directors, it will be inexpedient in the interest of the members of the Company to communicate to the public.

#### GENERAL POWER

189. Where any provisions of the Act, provides that the Company shall do such act, deed, or thing, or shall have a right, privilege or authority to carry out a particular transaction, only if it is so authorized in its Articles, in respect of all such acts, deeds, things, rights, privileges and authority,



this Article hereby authorizes the Company to carry out the same, without the need for any specific or explicit Article in that behalf.

#### **WINDING UP**

190. Subject to the applicable provisions of the Act and rules made thereunder—

- (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
- (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he consider necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

#### **INDEMNITY AND INSURANCE**

191.a. Subject to the provisions of the Act, every director, managing director, whole-time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such Director, Managing Director, Whole Time Director, Manager, Company Secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such Director, Managing Director, Whole Time Director Manager, Company Secretary or officer or in any way in the discharge of his duties in such capacity including expenses.

b. Subject as aforesaid, every director, managing director, manager, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.

192. The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors, key managerial personnel or officers for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

#### **GENERAL POWER**

193. Where any provisions of the Act, provides that the Company shall do such act, deed, or thing, or shall have a right, privilege or authority to carry out a particular transaction, only if it is so authorized in its Articles, in respect of all such acts, deeds, things, rights, privileges an authority, this Article hereby authorizes the Company to carry out the same, without the need for any specific or explicit Article in that behalf.





## MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or entered into more than two years before the date of the Information Memorandum), which are or may be deemed material have been entered or are to be entered into by our Company. These contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company situated at 218 – 222, Aggarwal Prestige Mall, Plot No. 2, Community Centre, Along Road No. 44, Pitampura, Delhi – 110 034 from 10.00 a.m. to 02.00 p.m. on working days from the date of the Information Memorandum.

### Documents for Inspection

1. Certificate of Incorporation of our Company dated March 09, 1995
2. Memorandum and Articles of our Company.
3. Tripartite agreements dated October 29, 2008 & October 08, 2008 with NSDL & CDSL respectively.
4. Report of the Auditors dated October 05, 2015 on the reformatted financial statements for the financial year ended March 31, 2015, 2014, 2013, 2012 and 2011.
5. Limited Review Report for the quarter ended June 30, 2015 dated August 14, 2015.
6. Annual Reports of our Company for the last five financial years ended March 31, 2015, 2014, 2013, 2012 and 2011.
7. In-principle listing approval dated September 09, 2015 from BSE.

Any of the contracts or documents mentioned in the Information Memorandum may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders subject to compliance of the provisions contained in the Companies Act, 1956 / Companies Act, 2013 and other relevant statutes.



## DECLARATION

All relevant provisions of the Companies Act, 1956 / Companies Act, 2013 (to the extent notified and applicable), the rules made thereunder and the guidelines issued by the Government of India or the regulations issued by Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Information Memorandum is in contrary to the provision of the Companies Act, 1956 / Companies Act, 2013 (to the extent notified and applicable), the Securities and Exchange Board of India Act, 1992 or the rules made thereunder. We further certify that all statements made in the Information Memorandum are true and correct.

**On behalf of the Board of Directors of Neeraj Paper Marketing Limited**



**Deepak Goel**  
**Whole Time Director**  
**DIN: 00200527**



Date: October 09, 2015  
Place: Delhi



Goel Singhal & Associates  
Chartered Accountants  
Firm Regn. No. 006496C  
203/60, Upper Storey,  
Sadar Bazar, Muzaffarnagar  
251 001 (U.P.) India

## AUDITOR'S REPORT

To,  
The Board of Directors,  
**NEERAJ PAPER MARKETING LIMITED**  
301, 3<sup>rd</sup> Floor, Agarwal City Mall,  
Pitampura, Delhi-110034

T +91 (131) 2436580  
+91 (131) 2437920  
F +91 (131) 2436580  
E goelsinghal@rediffmail.com  
PAN AAFFG4832P

1. We have examined the attached reformatting financial information of **NEERAJ PAPER MARKETING LIMITED**, as approved by the Board of Directors of the Company for the financial years ended March 31-2015, 2014, 2013, 2012 and 2011 proposed to be included in the Information Memorandum issued by the Company in connection with its proposed listing of equity shares and prepared in accordance with:

- (a) Terms of the Paragraph B(1), Part II of schedule II of the Companies Act, 1956 up to FY 2013-14 and Schedule-III of Companies Act, 2013 for FY 2014-15;
- (b) The terms of engagement agreed upon with you in accordance with our engagement letter dated 15 September, 2015, requesting us to carry out work, proposed to be included in the Information Memorandum issued by the Company in connection with its proposed listing of equity shares.

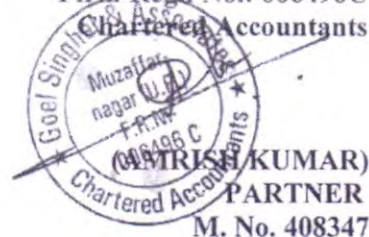
2. This information have been extracted by the Management from the audited reformatting financial statements for the financial years ended March 31-2015, 2014, 2013, 2012 and 2011 and have been adopted by Members / Board of Directors of the Company.

3. This report should not in any way be construed as a re-issuance or redrafting of any of the previous audit reports issued by us nor should this report be construed as a new opinion on any of the financial information referred to herein.

4. Our report is intended solely for use of the management and for inclusion in the Information Memorandum in connection with the proposed listing of equity shares. Our report should not be used for any other purpose except with our consent in writing.

**For GOEL SINGHAL & ASSOCIATES**

Firm Regn No.: 006496C  
Chartered Accountants



**DATED: 05.10.2015**  
**PLACE: DELHI**



a member of Registrar of Standards (Holdings) Ltd. group  
Delhi Office : B-8, Dayanand Colony, Lajpat Nagar-IV, New Delhi-110024  
Phone : 011-26223444, 26226874



Reliable  
Operational Safety



**NEERAJ PAPER MARKETING LIMITED**  
Summary Statement of Reformatted Assets & Liabilities

PARTICULARS	(Amount in Rupees)				
	Year Ended 31.03.2015	Year Ended 31.03.2014	Year Ended 31.03.2013	Year Ended 31.03.2012	Year Ended 31.03.2011
<b>Non Current Assets</b>					
Tangible Assets	54,812,174	55,893,050	9,620,611	9,277,705	6,249,051
Intangible Assets	-	-	-	-	-
Capital Work-In-Progress	-	-	-	-	-
Non Current Investment	2,500,000	2,500,000	2,500,000	2,500,000	2,500,000
Long Term Loan and Advances	11,024,075	11,121,575	745,012	888,961	576,461
Other Non-Current Assets	-	-	-	-	-
<b>Total (A)</b>	<b>68,336,249</b>	<b>69,514,625</b>	<b>12,865,623</b>	<b>12,666,666</b>	<b>9,325,512</b>
<b>Current Assets</b>					
Current Investments	-	-	-	-	-
Inventories	-	-	-	11,011,365	-
Trade receivables	982,587,231	1,215,074,951	1,058,217,186	693,935,879	164,663,110
Cash and Bank Balances	13,128,720	12,225,683	19,826,693	8,399,878	10,425,185
Short-Term Loans and Advances	50,652,488	50,313,610	50,242,591	153,133,948	64,161,129
Other Current Assets	18,322,584	17,602,021	25,446,979	14,385,838	7,008,303
<b>Total (B)</b>	<b>1,064,691,023</b>	<b>1,295,216,265</b>	<b>1,153,733,449</b>	<b>880,866,908</b>	<b>246,257,727</b>
<b>Grand Total (C=A+B)</b>	<b>1,133,027,272</b>	<b>1,364,730,890</b>	<b>1,166,599,072</b>	<b>893,533,574</b>	<b>255,583,239</b>
<b>Non Current Liabilities</b>					
Long Term Borrowings	79,769,484	61,404,404	41,506,474	48,298,495	50,360,162
Deferred Tax Liabilities(Net)	1,928,347	892,265	182,456	159,532	165,828
Other Long Term Liabilities	-	-	-	50,000,000	-
Long term Provisions	-	-	-	-	-
<b>Total (D)</b>	<b>81,697,831</b>	<b>62,296,669</b>	<b>41,688,930</b>	<b>98,458,027</b>	<b>50,525,990</b>
<b>Short-Term Borrowings</b>	<b>590,441,455</b>	<b>603,404,720</b>	<b>579,436,676</b>	<b>460,473,219</b>	<b>148,453,973</b>
Trade Payable	199,723,681	405,324,513	217,194,474	172,382,841	5,445,429
Other Current Liabilities	10,630,217	48,152,278	88,452,244	2,785,315	1,143,207
Short term Provisions	1,774,670	2,756,570	4,278,030	3,976,612	2,573,401
<b>Total (E)</b>	<b>802,570,023</b>	<b>1,059,638,081</b>	<b>889,361,424</b>	<b>639,617,987</b>	<b>157,616,010</b>
<b>Grand Total (F=D+E)</b>	<b>884,267,854</b>	<b>1,121,934,750</b>	<b>931,050,354</b>	<b>738,076,014</b>	<b>208,142,000</b>
<b>Net Worth (C-F)</b>	<b>248,759,418</b>	<b>242,796,140</b>	<b>235,548,718</b>	<b>155,457,560</b>	<b>47,441,239</b>
Net Worth represented by Share Capital	110,000,000	110,000,000	110,000,000	81,429,000	31,429,000
Reserve and Surplus	138,759,418	132,796,140	125,548,718	74,028,561	16,012,238
Less: Miscellaneous Expenditure	97,500	195,000	292,500	436,449	123,949
<b>Tangible Net worth</b>	<b>248,661,918</b>	<b>242,601,140</b>	<b>235,256,218</b>	<b>155,021,112</b>	<b>47,317,289</b>

**Summary Statement of Profits and Losses, As Reformatted**

	Year Ended 31.03.2015	Year Ended 31.03.2014	Year Ended 31.03.2013	Year Ended 31.03.2012	Year Ended 31.03.2011
Revenue From operations	3,100,308,563	3,839,159,961	4,366,500,368	2,547,960,138	837,203,852
Other Income	2,182,789	2,065,842	1,803,909	564,846	33,405
<b>Total Revenue</b>	<b>3,102,491,352</b>	<b>3,841,225,803</b>	<b>4,368,304,277</b>	<b>2,548,524,984</b>	<b>837,237,257</b>
<b>Expenses:</b>					
Cost of Materials Consumed	-	-	-	-	-
Purchase of Traded goods	2,971,037,564	3,724,989,514	4,240,151,210	2,469,502,296	802,588,556
Changes in inventories of finished goods, work in progress and stock in trade	-	-	-	-	-
Employee benefit expenses	9,206,439	8,179,046	7,468,396	4,559,660	2,750,390
Finance costs	101,593,605	88,842,454	99,490,496	53,129,962	19,133,723
Depreciation and amortisation expenses	2,609,009	1,765,449	1,512,345	1,373,266	1,076,726
other expenses	9,270,704	6,735,540	6,633,753	7,968,519	3,542,004
<b>Total Expenses:</b>	<b>3,093,717,322</b>	<b>3,830,512,003</b>	<b>4,355,256,200</b>	<b>2,536,533,703</b>	<b>829,091,399</b>
Current Tax	1,753,690	2,737,720	4,259,570	3,968,020	2,573,401
Less: MAT credit entitlement	-	-	-	-	-
<b>Net Current Tax Expenses</b>	<b>1,753,690</b>	<b>2,737,720</b>	<b>4,259,570</b>	<b>3,968,020</b>	<b>2,573,401</b>
Deferred Tax	1,036,082	709,809	22,924	(6,296)	(25,434)
Wealth Tax	20,980	18,850	18,460	8,592	-
Fringe Benefit Tax	-	-	-	-	-
Tax Adjustment for earlier years	-	-	83,466	4,642	-
<b>Expenses of Earlier year</b>					
<b>Profit (Loss) for the period</b>	<b>5,963,278</b>	<b>7,247,421</b>	<b>8,663,657</b>	<b>8,016,323</b>	<b>5,597,891</b>
Basic	0.54	0.66	0.79	1.82	1.78
Diluted	0.54	0.66	0.79	1.82	1.78

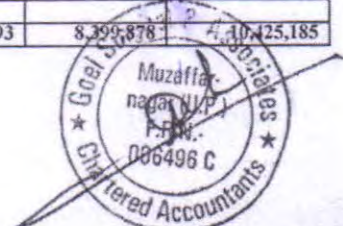




**Statement of Reformatted Cash Flow Statement**

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014	Year Ended 31.03.2013	Year Ended 31.03.2012	Year Ended 31.03.2011
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>					
Net Profit Before Taxation and Extraordinary Item	8,774,030	10,713,800	13,048,077	11,986,639	8,171,292
Adjustments For:					
Provision for Wealth Tax	-	-	-	-	-
Depreciation and amortisation charges	2,609,009	1,765,449	1,512,345	1,373,266	1,076,726
Interest Income	-	-	-	-	-
Finance Cost	101,593,605	88,842,454	99,490,496	53,129,962	18,521,293
Dividend Cost	-	-	-	-	-
Profit on sale of vehicle	-	-	-	-	-
Dividend Income	-	-	-	-	-
Assets written off	293,095	-	-	-	-
Other Non Operating Income	(2,182,789)	(2,065,842)	(1,803,909)	(564,846)	-
Deferred tax paid	-	-	-	-	-
Provision for Taxation	-	-	-	-	-
Loss/(Profit) on sale/disposal of fixed assets(net)	-	-	-	-	-
Amount written off (net)	-	-	-	-	-
Foreign exchange loss/(gain)	-	-	-	-	-
Loss/(Profit) on sale/disposal of fixed investment	-	-	-	-	-
Miscellaneous Expenses written off	-	-	-	-	-
Cash generated from operations before working	111,086,950	99,255,861	112,247,009	65,925,021	27,769,311
Adjustments For:					
Decrease/(Increase) in Trade Receivable	232,487,720	(156,857,765)	(364,281,307)	(529,272,769)	(105,986,420)
Decrease/(Increase) in Inventories	-	-	11,011,365	(11,011,365)	-
(Decrease)/Increase in Trade Payables and Other	(205,600,832)	188,130,039	44,811,633	166,937,412	846,861
Short term Borrowing	(12,963,264)	23,968,044	118,963,457	312,019,246	-
Other Advance & Other Current Assets	(1,059,440)	7,773,939	91,830,216	(96,350,354)	25,107,139
Other Current Liabilities & Short Term Provision	(38,503,962)	(41,821,427)	85,968,348	3,043,662	-
<b>Cash generated from/(used in) Operations</b>	<b>85,447,172</b>	<b>120,448,691</b>	<b>100,550,721</b>	<b>(88,709,147)</b>	<b>(52,263,109)</b>
Amount written off (net)	-	-	-	-	-
Warranty Claims	-	-	-	-	-
Income Tax paid/FBT (net)	-	-	-	-	-
Prior Period Expenses/Tax	(2,810,752)	(3,466,379)	(4,361,496)	(3,974,958)	(2,598,835)
Net Cash Flow From/(used in) Operating Activities	-	-	-	-	-
Extraordinary Item (Gross)	2,182,789	2,065,842	1,803,909	564,846	-
Net Cash Flow From/(used in) Operating Activities (after extraordinary Item) (A)	84,819,209	119,048,154	97,993,134	(92,119,259)	(54,861,944)
<b>B. CASH FLOW FROM/(USED IN) INVESTING ACTIVITIES</b>					
Purchase of Fixed Assets/ Technical Know-how	-	-	-	(4,226,919)	(1,449,534)
Sale of Fixed Assets	-	-	-	-	89,394
Investment made	(1,723,724)	(47,940,386)	(1,711,302)	-	19,900,000
Interest Received	-	-	-	-	-
Investment in Subsidiary	-	-	-	-	-
Dividend Income	-	-	-	-	-
Amount Received/(Paid) for FD's	-	-	-	-	-
Net Cash from/(used in) Investing Activities(B)	(1,723,724)	(47,940,386)	(1,711,302)	(4,226,919)	18,539,860

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014	Year Ended 31.03.2013	Year Ended 31.03.2012	Year Ended 31.03.2011
<b>C. CASH FLOW FROM/(USED IN) FINANCING ACTIVITIES</b>					
Proceeds/(Repayment) from borrowings (net)	19,401,157	10,133,676	(56,792,021)	47,938,333	61,807,830
Finance Cost	(101,593,605)	(88,842,454)	(99,490,496)	(53,129,962)	(18,521,293)
Addition in share capital, Share premium, Share	-	-	71,427,500	100,000,000	-
Dividend Paid (Including Corporate Dividend)	-	-	-	-	-
Increase in secured Loans	-	-	-	-	-
Increase in unsecured Loans	-	-	-	-	-
Preliminary Expenses Paid	-	-	-	(487,500)	-
Net Cash from/(used in) Financing Activities (C)	(82,192,448)	(78,708,778)	(84,855,017)	94,320,871	43,286,537
Net Cash Increase/(Decrease) in Cash and Cash	903,037	(7,601,010)	11,426,815	(2,025,307)	6,964,453
Cash and Cash Equivalents at the beginning of	12,225,683	19,826,693	8,399,878	10,425,185	3,460,732
Cash and Cash Equivalents at the end of the year	13,128,720	12,225,683	19,826,693	8,399,878	10,425,185
Components of cash and cash equivalents includes					
Cash and Cheques on hand					
With Banks-					
on current account					
on deposit account unrestricted					
Total	13,128,720	12,225,683	19,826,693	8,399,878	10,425,185





## Notes to the condensed financial statement for the period April 1, 2010 to March 31, 2015

### A. SIGNIFICANT ACCOUNTING POLICIES

#### 1: CORPORATE INFORMATION

Neeraj Paper Marketing Limited which has presently its Registered Office as well as business place at 218-222, Aggarwal Prestige Mall, Plot No. 2, Community Centre, Along Road No. 44, Pitampura, Delhi-110034. The Registered Office as well as business place of the company was situated at 301, 3<sup>rd</sup> Floor, Agarwal City Mall, Opp. M2K Cinema Pitampura, Road No. 44, Rani Bagh, Delhi - 110034 in the previous period which has been changed in financial year 2013-14. The company is engaged in Trading & Marketing Business.

#### 2: SIGNIFICANT ACCOUNTING POLICIES

##### (a) Accounting Convention

The accounts of the company are prepared under historical cost convention and in accordance with applicable accounting standards except otherwise stated elsewhere.

##### (b) Fixed Assets

Fixed Assets are capitalized at cost, Comprise of Purchase Price (net rebates and discounts) and any directly attributable cost of bringing the assets to its working condition for intended use.

##### (c) Depreciation/Amortization

Depreciation is provided from the date, the assets have been installed and put to use on straight line method at the rates and in the manner specified under Schedule XIV of the Companies Act, 1956 upto financial year 2013-14 and in the manner specified under Schedule II of the Companies Act, 2013 for the financial year 2014-15 which has been effective from the beginning of financial year 2014-15.

##### (d) Inventories

There is no any inventory at the end of this financial year.

##### (e) Revenue Recognition

The Company as far as possible has followed the Mercantile system of Accounting with the provision made for known losses & expenditure and Revenue recognition at the point of dispatch of materials to customers. All expenses and income are accounted for on accrual basis except otherwise stated elsewhere.

##### (f) Investments

Investments held/intended to be held for a period exceeding one year have been classified as long term investments. Long term investments are stated at cost of acquisition. Provision for diminution in the value of long term investment is made, only if such decline is other than temporary.

##### (g) Retirement Benefit

Provident Fund Act & Employees State Insurance Act are not applicable to Company. Provision for accruing liability of gratuity to employees have been made in accounts.

(h) The vehicle loans from Banks/financial institution are secured against mortgage of vehicles and personal guarantee of directors of the company.





(i) In the opinion of Board of Directors, Current Assets, Loans & Advances have a value of realization in the ordinary course of business at least equal to the amount at which they have been stated in the Balance Sheet.

(j) The Company has followed the mercantile system of accounting except, the expenses on printing & stationery, postage etc. have been accounted for on cash basis being not material in nature.

(k) Sundry creditors do not include any amount due to small scale industrial undertakings to the extent of parties identified on basis of information available with the management.

(l) Preliminary Expenses of the nature specified in section 35(D) of Income Tax Act, 1961 are being amortized over a period of five years.

**(m) Taxes on Income**

**(i) Current Tax**

Provision for Income Tax is determined in accordance with the provision of Income Tax Act, 1961.

**(ii) Deferred Tax**

The company has adopted the Accounting Standard-22 "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India and has made provisions accordingly. With compliance to this Accounting Standard provision for deferred tax have been made in the books only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax liability/assets can be realized.

Deferred Tax is recognized on timing differences being the differences between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent period(s).

(n) No personal expenses have been debited to the accounts.

(o) Cash Seized by Income Tax Department during the financial year 2013-14 of Rs. 23.00 Lacs has been shown in deposit with Income Tax Department under Other Current Assets Note in books of account of the company.

**(p) Director's Remuneration**

(Rs. In Lacs)

S.No.	Particulars	2014-15	2013-14	2012-13	2011-12	2010-11
1.	Directors Salary	24.00	12.00	12.00	9.60	7.20

**(q) Provisions, Contingent Liabilities & Contingent Assets**

As per accounting standard-29 Provision, Contingent Liabilities & Contingent Assets issued by the Institute of Chartered Accountants of India the company recognize only when it has a present obligation as result of past event. It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation as and when a reliable estimate of the amount of the obligation can be made. There is no any such Provision, Contingent Liabilities & Contingent Assets in this financial year as per this Accounting Standard.





(r) Working Capital Limit from Bank of Maharashtra, Oriental Bank of Commerce and Bank of India is secured presently by First charge on the floating assets of the company (Present & future) on parri passu basis and personal guarantee of the directors of the company along with personal guarantee of Sh. Rakesh Kumar & Sh. Neeraj Goel, Smt. Madhulika Goel, relatives of the directors of the company & corporate guarantee of Bindals Sponnge Industries Limited (Formerly known as Bindal Sponge Limited), Bindal Pulp & Papers Private Limited and Bindal Rolling Mills Limited. It is also to state that corporate guarantee of Bindals Sponnge Industries Limited (Formerly known as Bindal Sponge Limited) has been released by lead bank Oriental Bank of Commerce and process for release of corporate guarantee of Bindals Sponnge Industries Limited (Formerly known as Bindal Sponge Limited) with other member bankers is under consideration. The working capital limit is further collaterally secured by Equitable Mortgage of followings properties on parri -passu basis:

- Industrial land at Village Bhandura, pargana Muzaffarnagar, in the name of M/s Bindal Rolling Mills Limited.
- Industrial land at Village Kukada, pargana Muzaffarnagar, in the name of M/s Bindal Pulp & Paper (P) Limited.
- Residential flat bearing No. W-111, Greater Kailash Part-1 New Delhi in the name of Smt. Madhulika Goel W/o Sh. Neeraj Goel.
- Residential House at Block No. A-36, DLF City-1, Golf course road, Gurgaon, Haryana in the name of Smt. Madhulika Goel W/o Sh. Neeraj Goel.
- Pledge of FDR of Rs. 6.00 Lacs.

#### (s) Earnings Per Share

The company reports basic and diluted earnings per share with Accounting Standard-20 issued by the Institute of Chartered Accountants of India on "Earnings per Share". Basic earnings per share is computed by dividing the net profit or loss for the period by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is compute by divided the net profit or loss for the period by the weighted average number of equity shares outstanding during the period as adjusted for the effects of all diluted potential equity shares except where the results are anti-dilutive.

Particulars	31.03.2015	31.03.2014	31.03.2013	31.03.2012	31.03.2011
Profit after tax (In Rs)	5,962,352	7,247,421	8,663,657	8,016,323	5,597,891
Weighted average No. of Equity Shares outstanding	11,000,000	11,000,000	11,000,000	4,392,900	3,142,900
Nominal Value per share	10/-	10/-	10/-	10/-	10/-
Basic and diluted earning per share	0.54	0.66	0.79	1.82	1.78

#### (t) Segment Reporting

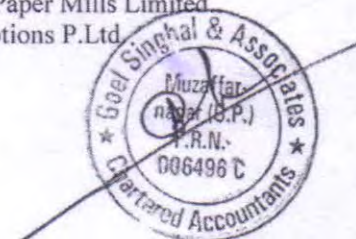
As per AS-17 "Segment Reporting" issued by the Institute of Chartered Accountants of India and upon applying the definitions of business and geographical segments given in accounting standard, it is concluded that there is neither more than one business segment nor more than one geographical segment, so segment information has not been required to be disclosed in the present situation.

#### (u) Reporting on Related Parties

A. Name of related party and nature of the related party relationship

i) Associated companies at present:

- Brina Gopal Traders (P) Limited
- Swabhimani Vyapar (P) Limited
- Bindal Rolling Mills Limited
- Bindal Pulp & Papers (P) Ltd.
- Shakumbhari Pulp & Paper Mills Limited
- Satyavan Sales Promotions P.Ltd





ii) Director & Their Relatives at present

Sh. Deepak Goel	Whole-time Director
Sh. Praveen Kumar Goel	Whole-time Director
Sh. Amit Agarwal	Director
Sh. Ankur Sangal	Independent Director
Sh. Shubhakar Pathak	Independent Director
Ms. Sonal Singh	Independent Director
Sh. Pankaj Goel	Relative
Sh. Vipin Kumar Goel	Relative
Ms. Ishita Goel	Relative
Mr. Kshitiz Goel	Relative

B. Transactions with Related Parties:

The following transactions were carried out with the related parties in the ordinary course of business:  
(Rs. In Lacs)

Particulars	31.03.2015	31.03.2014	31.03.2013	31.03.2012	31.03.2011
Investment	25.00	25.00	25.00	25.00	NIL
Finance	NIL	73.00	96.85	197.50	NIL
Rendering of Services	NIL	NIL	NIL	NIL	NIL
Sale of Goods	351.48	NIL	NIL	NIL	NIL

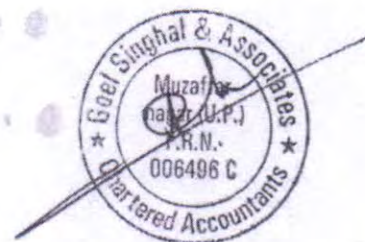
C. Details relating to persons referred to above A(i) & A(ii)

(Rs. In Lacs)

Nature of Transaction	31.03.2015	31.03.2014	31.03.2013	31.03.2012	31.03.2011
i. Remuneration/Bonus Paid	36.66	12.00	12.00	9.60	7.20
ii. Outstanding Remuneration Payable	0.41	NIL	NIL	NIL	NIL

(v) Impairment of Assets

As per accounting Standard-28 "Impairment of Assets" issued by the Institute of Chartered Accountants of India, there is no any impairment loss in the fixed assets of the company at the end of this financial year. So the provision for impairment loss has not been made in the books of accounts of the company.





**B. NOTES ON ACCOUNTS****Statement of Share Capital**

ANNEXURE – A

Particulars	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Authorized Capital	110,000,000	110,000,000	110,000,000	110,000,000	35,000,000
Total Authorized Capital	110,000,000	110,000,000	110,000,000	110,000,000	35,000,000
Issued, Subscribed and fully paid-up capital	110,000,000	110,000,000	110,000,000	81,429,000	31,429,000
Total Issued, Subscribed and fully paid-up capital	110,000,000	110,000,000	110,000,000	81,429,000	31,429,000

**Statement of Reserve and Surplus**

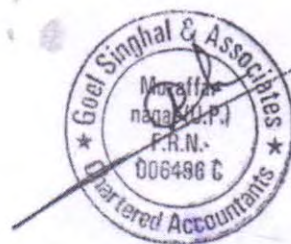
ANNEXURE – B

Particulars	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Share Premium	92,856,500	92,856,500	92,856,500	50,000,000	--
General Reserve	319,049	319,049	319,049	319,049	319,049
Profit & Loss Account	45,583,869	39,620,591	32,373,169	23,709,512	15,693,190
Total	138,759,418	132,796,140	125,548,718	74,028,561	16,012,239

**Statement of Long Term Borrowings**

ANNEXURE – C

Particulars	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Non Current Borrowings					
Term Loan from Financial Institutions	23,258,659	28,365,679	--	--	--
Vehicle Loan	1,614,715	1,183,702	474,979	825,317	1,017,839
Unsecured Loans	54,896,110	31,855,023	41,031,495	47,473,178	49,342,323
Total	79,769,484	61,404,404	41,506,474	48,298,495	50,360,162





Note:- Terms and Conditions of Secured Loans Borrowings as on March 31, 2015

(Rs. in Million)

Lender	Loan Documentation	Loan Sanctioned	Loan Outstanding 31.03.2015	Interest Rate P.A.	Repayment Schedule	Details of Re-scheduling/ Prepayment/ Penalty/ Default, if any
Kotak Mahindra Bank-Business Loan	Sanction Letter	4.35	4.05	12.50%	120 EMI of Rs. 63674/- each commencing from 01.11.2014	Nil
PNB Housing Finance Limited	Sanction Letter	28.00	24.96	12.65%	117 EMI of Rs. 415255/- each commencing from 05.07.2013	Nil
HDFC Bank-I-Vehicle Loan	Sanction Letter	0.65	0.05	11.00%	36 EMI of Rs. 22400/- each	Nil
HDFC Bank-II-Vehicle Loan	Sanction Letter	0.60	0.51	10.41%	36 EMI of Rs. 19475/- each commencing from 10.05.2013	Nil
HDFC Bank-III-Vehicle Loan	Sanction Letter	0.51	0.44	11.51%	36 EMI of Rs. 11198/- each commencing from 05.07.2013	Nil
HDFC Bank-IV-Vehicle Loan	Sanction Letter	0.56	0.35	12.00%	36 EMI of Rs. 18437/- each	Nil
HDFC Bank-V-Vehicle Loan	Sanction Letter	0.92	0.92	12.00%	36 EMI of Rs. 29914/- each	Nil
ICICI Bank-Vehicle Loan	Sanction Letter	0.52	0.34	10.27%	35 EMI of Rs. 17184/- each commencing from 15.01.2014	Nil

Statement of Short Term Borrowings

ANNEXURE - D

Particulars	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
(Working Capital Limit from Bank)					
-From Bank of Maharashtra	146,929,766	151,567,297	146,610,505	145,003,864	148,453,973
-From Bank of India	199,827,431	199,073,264	19,606,575	196,047,033	--
-From Oriental Bank of India	243,684,258	252,764,159	236,760,419	119,422,322	--
Total	590,441,455	603,404,720	579,436,676	460,473,219	148,453,973





### Details of Other Long Term Liabilities & Provisions

ANNEXURE – E  
(Amount in Rs)

Particulars	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Other Long Term Liabilities	NIL	NIL	NIL	50,000,000	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>50,000,000</b>	<b>NIL</b>

### Details of Other Current Liabilities

ANNEXURE – F  
(Amount in Rs)

Particulars	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Other Current Liabilities					
(A) Current Maturities of Long Term Debt					
Term Loan From Financial Institution (Secured)	5,747,148	3,056,308	-	-	-
VEHICLE LOANS:					
From Banks (Secured)	-	-	-	-	-
Private Banks	1,159,899	908,713	730,423	782,604	985,102
OTHER LOANS & ADVANCES:	2,091,965	5,009,660	-	-	-
<b>TOTAL (A)</b>	<b>8,999,012</b>	<b>8,974,681</b>	<b>730,423</b>	<b>782,604</b>	<b>985,102</b>
(B) Other Payable					
Statutory Remittances	197,563	103,368	203,018	502,838	158,105
Advance from Customers	1,233,642	29,294,907	12,777,999	600,002	-
Other Liabilities	200,000	3,378,499	-	-	-
Cheques Payable	-	6,400,823	74,740,803	899,871	-
<b>TOTAL (B)</b>	<b>1,631,205</b>	<b>39,177,597</b>	<b>87,721,820</b>	<b>2,002,711</b>	<b>158,105</b>
<b>TOTAL (A+B)</b>	<b>10,630,217</b>	<b>48,152,278</b>	<b>88,452,244</b>	<b>2,785,315</b>	<b>1,143,207</b>

### Details of Short –Term Provisions

ANNEXURE – G  
(Amount in Rs)

Particulars	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Provision for Wealth Tax	20,980	18,850	18,460	8,592	-
Provision for Taxation Tax	1,753,690	2,737,720	4,259,570	3,968,020	2,573,401





Total	1,774,670	2,756,570	4,278,030	3,976,612	2,573,401
-------	-----------	-----------	-----------	-----------	-----------

#### Details of Trade Payables

ANNEXURE - H

(Amount in Rs)

Particulars	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Sundry Creditors for Supplies	199,723,681	405,324,513	217,194,474	172,382,841	4,959,925
Total	199,723,681	405,324,513	217,194,474	172,382,841	4,959,925

#### Statement of Cash and Bank Balances

ANNEXURE - I

(Amount in Rs)

Particulars	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Cash in Hand	2,009,115	5,963,017	2,115,831	1,376,701	961,828
Balance with Banks					
On Current Account	9,448,860	454,036	16,106,833	6,136,259	5,499,487
On Deposit Account	1,670,745	1,738,630	1,604,029	886,918	409,982
Cheques Receivables	--	--	--	--	3,553,887
Total	13,128,720	12,225,683	19,826,693	8,399,878	10,425,185

#### Statement of Trade Receivables

ANNEXURE - J

(Amount in Rs.)

Particulars	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Outstanding for a period exceeding 6 months from the date they are due for payment (Unsecured but Considered good)	23,320,142	181,49,190	40,345,778	332,398	10,827,750
Other Debt	959,267,089	119,695,761	1,017,871,408	693,603,481	153,835,360
Total	982,587,231	1,215,074,951	1,058,217,186	693,935,879	164,663,110





### Details of Loans and Advances

ANNEXURE – K  
(Amount in Rs)

Particulars	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
<b>Long Term Loans &amp; Advances</b>					
Security Deposits	742,512	742,512	452,512	452,512	452,512
Other Advance	10,184,063	10,184,063	-	-	-
Preliminary Expenses	97,500	195,000	292,500	436,449	123,949
<b>Total (A)</b>	<b>11,024,075</b>	<b>11,121,575</b>	<b>745,012</b>	<b>888,961</b>	<b>576,461</b>
<b>Short Term Loans &amp; Advances</b>					
Advances to Suppliers	50,652,488	50,313,610	50,242,591	153,133,948	64,161,129
<b>Total (B)</b>	<b>50,652,488</b>	<b>50,313,610</b>	<b>50,242,591</b>	<b>153,133,948</b>	<b>64,161,129</b>
<b>Total (A+B)</b>	<b>61,676,563</b>	<b>61,435,185</b>	<b>50,987,603</b>	<b>154,022,909</b>	<b>64,737,590</b>

### Details of Other Current Assets

ANNEXURE – L  
(Amount in Rs)

Particulars	Year ended 31 March 2014	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Advance Tax & TDS Receivables	7,478,686	7,383,781	6,049,544	4,484,828	4,105,462
Prepaid Expenses	0	63,742	75,918	83,423	237,356
Service Tax Receivables	406,986	396,706	481,143	264,722	-
Interest for Next Years	405,798	641,871	654,465	1,123,970	-
Other Advances Recoverable in cash or in kind	10,031,115	9,115,921	18,185,909	8,428,895	2,665,485
<b>Total</b>	<b>18,322,584</b>	<b>17,602,021</b>	<b>25,446,979</b>	<b>14,385,838</b>	<b>70,08,303</b>



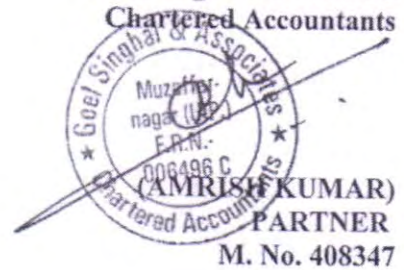


# Details of Investment

ANNEXURE – M  
(Amount in Rs.)

Particulars	Year ended 31 March 2015	Year ended 31 March 2014	Year ended 31 March 2013	Year ended 31 March 2012	Year ended 31 March 2011
Non Current Investment					
Non Trade Investment					
Investment in Equity Shares in Associate Company <b>Unquoted</b>	2,500,000	2,500,000	2,500,000	2,500,000	2,500,000
<b>Total-B</b>	<b>2,500,000</b>	<b>2,500,000</b>	<b>2,500,000</b>	<b>2,500,000</b>	<b>2,500,000</b>
<b>Total Investments (A+B)</b>	<b>2,500,000</b>	<b>2,500,000</b>	<b>2,500,000</b>	<b>2,500,000</b>	<b>2,500,000</b>

For GOEL SINGHAL & ASSOCIATES  
Firm Regn No.: 006496C  
Chartered Accountants

  
(AMRISH KUMAR)  
PARTNER  
M. No. 408347

DATED: 05.10.2015  
PLACE: DELHI





# GOEL SINGHAL & ASSOCIATES

Chartered Accountants

Regn.No.006496C

203/60, Upper Storey, Sadar Bazar,  
Muzaffarnagar-251001(U.P.), INDIA  
Ph: 0131-2436580, 2437920  
Fax: 0131-2436580  
e-mail: goelsinghal@rediffmail.com  
PAN: AAFFG4832P

## LIMITED REVIEW REPORT

"We have reviewed the accompanying statement of un-audited financial results of Neeraj Paper Marketing Ltd. for the quarter ended 30.06.2015. This statement is the responsibility of the Company's management and has been approved by the Board of Directors.

A review of interim financial information consists principally of applying analytical procedures for financial data and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the generally accepted audited standards, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review conducted as above, nothing has come to our notice that causes us to believe that the accompanying statement of un-audited financial results prepared in accordance with accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement."

For GOEL SINGHAL & ASSOCIATES  
Chartered Accountants



(RISHI KUMAR)  
PARTNER  
M. No. 408347

DATED: 14.08.2015  
PLACE: MUZAFFARNAGAR



**NEERAJ PAPER MARKETING LIMITED**

Regd. Office: 218-222, Agarwal Prestige Mall, PLOT NO. 2, Community Center, Along Road No. 44, Pitampura, Delhi - 110034

CIN: L74899DL1995PLC066194

**UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 30TH JUNE, 2015**

(Rs. In Lakhs)

PART I : STATEMENT OF UNAUDITED FINANCIAL RESULT FOR THE QUARTER ENDED JUNE 30, 2015				
Sr. No.	Particulars	Quarter Ended		Year Ended
		June 30, 2015	March 31, 2015	June 30, 2014
		3 months	3 months	12 months
		Unaudited	Audited	Unaudited
1	(a) Net Sales/Income from Operations	9220.24	10459.43	6898.18
	(b) Other Operating Income			31003.08
2	Expenditure			
	a. Increase/decrease in stock in trade and work in progress	-	5.23	-
	b. Consumption of raw materials			
	c. Purchase of traded goods	8898.2	10179.29	6600.81
	d. Employees cost	36.54	26.52	19.44
	e. Depreciation	6.52	6.30	6.42
	f. Other expenditure	30.68	3.6	16.36
	g. Total	8971.94	10220.94	6643.03
3	Profit from Operations before Other Income, Interest and Exceptional Items (1-2)	248.3	238.49	255.15
4	Other Income	5.00	16.09	4.45
5	Profit before Interest and Exceptional Items (3+4)	253.30	254.58	259.60
6	Interest	227.35	253.42	239.41
7	Profit after interest but before Exceptional Items (5-6)	25.95	1.16	20.19
8	Exceptional Items	0.00	0.00	0.00
9	Profit (+)/ Loss (-) from Ordinary Activities before tax (7+8)	25.95	1.16	20.19
10	Tax expense	8.42	0.38	6.55
11	Net Profit (+)/ Loss (-) from Ordinary Activities after tax (9-10)	17.53	0.78	13.64
12	Extraordinary Item	0.00	0.00	0.00
13	Net Profit(+)/ Loss(-) for the period (11-12)	17.53	0.78	13.64
14	Paid-up equity share capital (Face Value of the Share shall be indicated)	Rs. 10/-	Rs. 10/-	Rs. 10/-
15	Reserve excluding Revaluation Reserves	1405.12	1387.59	1325.46
16	Earnings Per Share (EPS)			
	a) Basic and diluted EPS before Extraordinary items	0.16	0.01	0.12
	b) Basic and diluted EPS after Extraordinary items	0.16	0.01	0.12
PART II : SELECT INFORMATION FOR THE QUARTER AND YEAR ENDED JUNE 30, 2015				
A	PARTICULARS OF SHAREHOLDING			
1	Public Shareholding			
	- No. of shares	7936600	7936600	7936600
	- Percentage of shareholding	72.15	72.15	72.15
2	Promoters and promoter group Shareholding **			
	a) Pledged/Encumbered			
	- Number of shares	Nil	Nil	Nil
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	Nil	Nil	Nil
	- Percentage of shares (as a % of the total share capital of the company)	Nil	Nil	Nil
	b) Non-encumbered			
	- Number of Shares	3063400	3063400	3063400
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100	100	100
	- Percentage of shares (as a % of the total share capital of the company)	27.85	27.85	27.85

Particulars	Quarter ended June 30, 2015
B INVESTOR COMPLAINTS	
Pending at the beginning of the quarter	Nil
Received during the quarter	Nil
Disposes off during the quarter	Nil
Remaining unresolved at the end of the quarter	Nil

**Notes:**

- The above results were reviewed and recommended by the audit committee and taken on record by the Board of Director at its meeting held on 14.08.2015
- Figures of the previous year/period have been rearranged, regrouped, reclassified and restated, wherever necessary to make them comparable.
- Figures for Quarter ended 31/03/2015 are the balancing figures between the audited figures in respect of the full Financial year and the published year to date figure upto 31/12/2014.

Place : Delhi  
Date : 14.08.2015

Neeraj Paper Marketing Limited

*(Signature)*  
Deepak Goel  
Chairman  
DIN: 00200627

