



# Shree Rajeshwaranand Paper Mills Limited

## MANUFACTURERS OF NEWSPRINT, WRITING & PRINTING PAPER

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(CIN) Number : U21093MH1991PLC060828

(CIN) No: L21093GJ1991PLC057244

### FORM A

#### (Pursuant to Clause 31(a) of Listing Agreement)

(Format of covering letter of the annual audit report to be filed with the Stock Exchange/s)

1	Name of the company	Shree Rajeshwaranand Paper Mills Limited
2	Annual financial statements for the year	31 <sup>st</sup> March, 2015
3	Type of Audit observation	Un-qualified
4	Frequency of observation	N.A.
5	To be signed by-	
	Prakash R. Vora Managing Director	
	Karunashankar Vora CFO	
	Amrish R. Patel Audit Committee Chairman	
	Auditor of the Company	For Sunderji Gosar & Co., Chartered Accountants  SUNDERJI GOSAR & CO. CHARTERED ACCOUNTANTS Firm Regn. No.: 115543W SUNDERJI GOSAR PARTNER M. No. 013489 

Date: 30<sup>th</sup> May, 2015

Correspondence Address : C/o. Shree Ambeshwar Transport Corporation, 2nd Floor, S-63, Hexzone Arcade,  
Near Jayaben Modi Hospital, Valia Road, G.I.D.C., Ankleshwar - 393 002.

Regd. Office : Bharuch - Jhagadia Road, Village : Govali, Taluka : Jhagadia, Dist : Bharuch-392 022 (Gujarat) India

# **24<sup>th</sup> ANNUAL REPORT**

## **2014-15**



**Shree Rajeshwaranand Paper  
Mills Limited**

[CIN: L21093GJ1991PLC057244]

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## **SHREE RAJESHWARANAND PAPER MILLS LIMITED**

### **24<sup>TH</sup> ANNUAL REPORT 2014-15**

<b>BOARD OF DIRECTORS</b>	:	Mr. Amrish R. Patel Mr. Prakash R. Vora Mr. Udayan D. Velvan Mr. Ashok Kumar V. Shah Mr. Ashok Gosavi Ms. Anita Dave	Chairman Managing Director Executive Director Director Director Director
<b>CFO</b>	:	Mr. Karunashankar Vora	
<b>BANKERS</b>	:	State Bank of India, Vadodara  Bank of India, Vadodara	
<b>AUDITORS</b>	:	M/s. Sunderji Gosar & Co., Chartered Accountants, Mumbai.	
<b>COST AUDITOR</b>	:	M/s. V. H. Savaliya & Associates, Cost Accountants, Ahmedabad.	
<b>SECRETARIAL AUDITORS</b>	:	M/s. Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad.	
<b>REGISTERED OFFICE &amp; FACTORY</b>	:	Village: Govali, Bharuch – Jhagadia Road, Tal: Jhagadia Dist: Bharuch Gujarat – 392 022	
<b>REGISTRAR &amp; SHARE TRANSFER AGENTS</b>	:	M/s. Sharex Dynamic (India) Pvt. Ltd., Unit-1, Luthra Industrial Premises, Andheri Kurla Road, Safed Pool, Andheri (E), Mumbai - 400 072.	

## NOTICE

NOTICE is hereby given that the **24<sup>TH</sup> ANNUAL GENERAL MEETING** of the Members of **SHREE RAJESHWARANAND PAPER MILLS LIMITED** will be held as scheduled below:

Date	: 26 <sup>th</sup> September, 2015
Day	: Saturday
Time	: 1.00 p.m.
Place	: At the Registered Office of the Company at: Village: Govali, Bharuch – Jhagadia Road, Tal: Jhagadia, Dist: Bharuch Gujarat – 392 022

to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2015 and the reports of the Board of Directors and Auditors thereon.
2. To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. Sunderji Gosar & Co., Chartered Accountants (Firm Registration No.115543W), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this 24<sup>th</sup> Annual General Meeting (AGM) till the conclusion of the 26<sup>th</sup> AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration as shall be fixed by the Board of Directors of the Company.”

### SPECIAL BUSINESS:

3. To consider and, if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Anita Dave (DIN – 07133567), an Independent Director of the Company, who was appointed as an Additional Director pursuant to provisions of Section 161(1) of the Companies Act, 2013 as amended from time to time and in accordance with the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years for a term from the conclusion of this 24<sup>th</sup> Annual General Meeting upto the conclusion of the 29<sup>th</sup> Annual General Meeting to be held in the calendar year 2020.”

4. To consider and if thought fit, to pass with or without modification[s], the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Company do hereby accord its approval to the reappointment of Mr. Prakash R. Vora as Managing Director of the Company, liable to retire by rotation, for a period of 3 years with effect from 1<sup>st</sup> October, 2015 to 30<sup>th</sup> September, 2018 on the terms and conditions and the remuneration (which have been approved by Nomination and Remuneration Committee) and that he be paid remuneration (even in the year of losses or inadequacy of profit) by way of Salary, perquisites and Commission not exceeding the amount thereof as set out in the Explanatory Statement which is permissible under Section II of Part II of Schedule V of the Companies Act, 2013.”

## Shree Rajeshwaranand Paper Mills Limited

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“RESOLVED FURTHER THAT the extent and scope of Salary and Perquisites as specified in the Explanatory Statement be altered, enhanced, widened or varied by the Board of Directors in accordance with the relevant provisions of the Companies Act, 2013 for the payment of managerial remuneration in force during the tenure of the Managing Director without the matter being referred to the Company in General Meeting again.”

5. To consider and if thought fit, to pass with or without modification[s], the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Company do hereby accord its approval to the reappointment of Mr. Udayan D. Velvan as Executive Director of the Company, liable to retire by rotation, for a period of 3 years with effect from 1<sup>st</sup> October, 2015 to 30<sup>th</sup> September, 2018 on the terms and conditions and the remuneration (which have been approved by Nomination and Remuneration Committee) and that he be paid remuneration (even in the year of losses or inadequacy of profit) by way of Salary, perquisites and Commission not exceeding the amount thereof as set out in the Explanatory Statement which is permissible under Section II of Part II of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the extent and scope of Salary and Perquisites as specified in the Explanatory Statement be altered, enhanced, widened or varied by the Board of Directors in accordance with the relevant provisions of the Companies Act, 2013 for the payment of managerial remuneration in force during the tenure of the Executive Director without the matter being referred to the Company in General Meeting again.”

6. To consider and, if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. V. H. Savaliya & Associates, Cost Accountants, Ahmedabad (Firm Registration No. 13867), appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial Year 2015-16 be paid remuneration that shall be fixed by the Board of Directors of the Company.”

### Registered Office:

Village: Govali,  
Bharuch – Jhagadia Road,  
Tal: Jhagadia, Dist: Bharuch  
Gujarat – 392 022  
Date: 29<sup>th</sup> July, 2015.

By Order of the Board,

**Prakash R. Vora**  
**Managing Director**

### NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business in the Notice is annexed hereto.
2. The Register of Members and Share Transfer Books will remain closed from **4<sup>th</sup> September, 2015 to 26<sup>th</sup> September, 2015** (both days inclusive) for the purpose of Annual General Meeting.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY OR PROXIES TO ATTEND AND, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER SHAREHOLDER.

The instrument of Proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution/ Authorisation document authorising their representative to attend and vote on their behalf at the AGM.
  5. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report. The Directors have furnished the requisite declarations for their appointment / re-appointment.
  6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
  7. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, ECS mandate, nomination, power of attorney, change of address, change in name, etc, to their Depository Participant (DP). These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members. Members holding shares in physical form are requested to intimate the changes to the Registrar & Share Transfer Agents of the Company (RTA).
  8. The members are requested to intimate to the Company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
  9. To support the "Green Initiative", Members who have not registered their e-mail addresses so far, are requested to register their e-mail address with the Registrar & Share Transfer Agents of the Company for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
  10. In support of the 'Green Initiative' announced by the Government of India, electronic copies of the Annual Report for 2014-15 and this Notice inter alia indicating the process and manner of e-voting along with Attendance Form and Proxy Form are being sent by email to all the Members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes, unless any Member has requested only for a hard copy of the same. For Members who have not registered their email address, physical copies will be sent to them in the permitted mode. The Notice of AGM will also be available on the website of Central Depository Services (India) Limited ("CDSL"), [www.cdslindia.com](http://www.cdslindia.com), [www.evotingindia.com](http://www.evotingindia.com)
  11. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
  12. Members/Proxies are requested to bring duly filled attendance slip along with their copy of Annual Report at the Meeting. Copies of Annual Report will not be distributed at the Meeting.
  13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on all working days between 11.00 A.M. and 1.00 P.M. except Sundays, up to and including the date of the Annual General Meeting of the Company.
- 14. VOTING THROUGH ELECTRONIC MEANS:**
- A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, Clause 35B of the Listing Agreement and any other applicable provisions, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') is provided by Central Depository Services (India) Limited.
  - B. The facility for voting through ballot paper shall be made available at the AGM, and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot. E-voting facility will not be made available at the AGM venue.

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- C. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- D. The remote e-voting period commences at **9.00 a.m. on Wednesday, 23<sup>rd</sup> September, 2015 and ends at 5:00 p.m. on Friday, 25<sup>th</sup> September, 2015**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 19<sup>th</sup> September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for e-voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- E. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date.

### The procedure and instructions for remote e-voting are, as follows:

- (i) Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Now click on "Shareholders" to cast your votes.
- (iii) Now, fill up the following details in the appropriate boxes:

User ID	a. For CDSL: 16 digits Beneficiary ID
	b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
	c. Members holding shares in Physical Form should enter Folio Number registered with the Company

- (iv) Next, enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are holding shares in demat form and has forgotten the existing password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (vii) If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company / Depository Participant are requested to use the Sequence No. printed on Address Slip / email to the members pertaining to the Notice of this AGM.
DOB#	Enter the Date of Birth as recorded in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. If the details are not recorded with the Depository or Company, please enter the number of Shares held by you in the bank account column.

# Please enter the DOB or Dividend Bank Details in order to login.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Now, select the Electronic Voting Sequence Number ("EVSN") of "SHREE RAJESHWARANAND PAPER MILLS LIMITED" from the drop down menu and click on "SUBMIT".



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- (xii) On the voting page, you will see 'Resolution Description' and against the same, the option 'YES/NO' for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire Resolution details.
- (xiv) After selecting the Resolution, you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
- (xv) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on 'Click here to print' option on the Voting page.
- (xvii) Note for Non – Individual Members and Custodians:
- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (a) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - (b) **Mr. Kashyap R. Mehta, Proprietor, M/s. Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad** has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
  - (c) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of 'Ballot Paper' for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility. **E-voting facility will not be made available at the AGM venue.**
  - (d) The Scrutinizer shall, immediately after the conclusion of voting at AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than three days from the conclusion of meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.
  - (e) The Results declared along with the Scrutinizer's Report shall be placed on the website of CDSL immediately after the result is declared by the Chairman; and results shall also be communicated to the Stock Exchanges.
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**ANNEXURE TO THE NOTICE**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESSES MENTIONED IN THE NOTICE OF 24<sup>TH</sup> ANNUAL GENERAL MEETING DATED 29<sup>TH</sup> JULY, 2015.**

**In respect of Item No. 3:**

Pursuant to provisions of section 161(1) of the Companies Act, 2013 (hereinafter referred to as the Act) and pursuant to the Articles of Association of the Company, the Board of Directors of the Company appointed Ms. Anita Dave as an Additional Director with effect from 24<sup>th</sup> March, 2015. Ms. Anita Dave is an Independent Director on the Board of the Company.

Pursuant to provisions of Section 161 of the Act, Ms. Anita Dave holds office only upto the date of this Annual General Meeting of the Company. A notice has been received from a member along with deposit of requisite amount under Section 160 of the Act proposing Ms. Anita Dave as a candidate for the office of the Director of the Company.

Ms. Anita Dave is not disqualified from being appointed as Director in terms of section 164 of the Act and has given her consent to act as Director. Section 149 of the Act, inter alia, stipulates the criteria of independence should a Company propose to appoint an Independent Director on its Board. As per the provisions of the said section, an Independent Director can hold office for a term up to five consecutive years on the Board of a Company and she shall not be included in determining the total number of Directors liable to retire by rotation.

The Company has received a declaration from Ms. Anita Dave that she meets with criteria of independence as prescribed both under section 149(6) of the Act and clause 49 of the Listing Agreement.

Ms. Anita Dave possesses skills and experience in the field of Marketing. Brief resume of Ms. Anita Dave, nature of her expertise in specific functional areas and names of the Companies in which she holds directorships and memberships / chairperson of the Board/ Committees, shareholding and relationship between Directors inter se, as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

In the opinion of the Board, Ms. Anita Dave fulfils the conditions specified in the Act and rules made thereunder for her appointment as an Independent Director of the Company.

Keeping in view of her experience and knowledge, the Board considers that her association would be of benefit to the Company and it is desirable to continue to avail the services of Ms. Anita Dave as an Independent Director.

Save and except Ms. Anita Dave, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 3.

This explanatory statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchanges.

**In respect of Item No. 4:**

Shareholders may recall that in the 20<sup>th</sup> Annual General Meeting held on 10<sup>th</sup> September, 2011, Mr. Prakash R. Vora was reappointed as Managing Director of the Company for a period of five years from 1<sup>st</sup> October, 2010.

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, in their meeting held on 29<sup>th</sup> July, 2015 have reappointed Mr. Prakash R. Vora as Managing Director for a period of 3 years i.e. from 1<sup>st</sup> October, 2015 to 30<sup>th</sup> September, 2018.

The major terms of the remuneration of Managing Director are as under:

**I. PERIOD:**

The term of the Managing Director shall be for a period of three years from 1<sup>st</sup> October, 2015 to 30<sup>th</sup> September, 2018.

**II. REMUNERATION:****A. SALARY:**

The Managing Director shall be entitled to monthly salary up to ` 5,00,000/-.

**B. PERQUISITES:**

1. Contribution to Provident Fund, Superannuation Fund and Annuity Fund to the extent these either singly or put together are not taxable under the Income tax Act, 1961.
2. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
3. Encashment of leave at the end of the tenure.
4. Reimbursement of medical expenses as applicable to other senior executive of the Company.
5. Free use of Company's car with driver for Company's business and free telephone facility at residence.
6. Leave travel concession for himself and family once in a year in accordance with rules Specified by the Company.

**III.** The Managing Director shall be entitled to reimbursement of expenses incurred by him in connection with the business of the Company.

**IV.** The Managing Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the Company without the prior approval of the Central Government.

**V. DUTIES:**

Subject to the superintendence, direction and control of the Board of Directors of the Company, the Managing Director shall be entrusted with substantial powers of management and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time. The headquarter of the Managing Director shall be at Goval, Bharuch, Gujarat or at such place as the Board of Directors may decide from time to time.

**VI. TERMINATION:**

The Managing Director may be removed from his office for gross negligence, breach of duty or trust if the Company in its General Meeting to that effect passes a Special Resolution. The Managing Director may resign from his office by giving 90 days' notice to the Company.

**VII. COMPENSATION:**

In the event of termination of office of Managing Director takes place before the expiration of tenure thereof, Managing Director Shall be entitled to receive compensation from the Company for loss of office to the extent and subject to limitation as provided under section 202 of the Companies Act, 2013.

As per the provisions of Sections 188, 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013, Special Resolution is necessary for holding office as Managing Director of the Company on remuneration.

The following is the details of interest of Directors/ Key Managerial Personnel/ Relative of Director/ Relative of Key Managerial Personnel:

Sr. No	Category	Name of Interested Director / KMP	Financial Interest	Non- Financial Interest
1.	Director	Mr. Prakash R. Vora	Relates to his reappointment as Managing Director, he may be deemed to be concerned or interested in the business	
2.	Key Managerial Personnel	-	-	-
3.	Relative of Director	-	-	-
4.	Relative of Key Managerial Personnel	-	-	-

## Shree Rajeshwaranand Paper Mills Limited

The following are the information required under Section II of Part II of Schedule V of the Companies Act, 2013:

Sr. No	Particulars	Information
<b>I</b>	<b>GENERAL INFORMATION</b>	
1	Nature of industry	Manufacturing of Newsprint Paper and tools.
2	Date or expected date of commencement of commercial production	Already Commenced
3	In case of new companies , expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
4	Financial performance based on given indicators	` 10802.60 lacs turnover(2014-15)
5	Exports performance and net foreign exchange collaborations	NIL
6	Foreign investments or collaborations, if any.	NIL
<b>II</b>	<b>INFORMATION ABOUT THE APPOINTEE</b>	
1	Background details	B. Com
2	Past remuneration	` 1.25 lacs p.m. + Perquisites
3	Recognition or awards	-
4	Job profile and his suitability	32 Years experience in the field of Management / Industry
5	Remuneration proposed	Up to ` 5.00 lacs p.m. + Perquisites
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w. r. t the country of his origin.)	Remuneration is in commensurate with experience & qualifications.
7	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Mr. Prakash R. Vora is the Managing Director of the Company.
<b>III</b>	<b>OTHER INFORMATION</b>	
1	Reasons of loss or inadequate profits	High Interest Cost High Market competition
2	Steps taken or proposed to be taken for improvement	Rationalisation of existing product Range and Opening new Markets
3	Expected increase in productivity and profits in measurable terms	Turnover expected to increase drastically
<b>IV</b>	<b>DISCLOSURES</b>	
1	The shareholders of the Company shall be informed of the remunerations package of the managerial person	The shareholders have been informed in the notice of 24 <sup>th</sup> Annual General Meeting.
2	The following disclosure shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the annual report:	Yes
2(i)	All elements of remuneration package such as salary, benefits, bonuses, stock, stock options, pension, etc, of all the directors;	As mentioned above
2(ii)	Details of fixed component and performance linked incentives along with the performance criteria;	No performance linked incentives.
2(iii)	Service contracts, notice period, severance fees;	90 days' Notice.
2(iv)	Stock option details, if any and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable;	N.A.

**In respect of Item No. 5:**

Shareholders may recall that in the 20<sup>th</sup> Annual General Meeting held on 10<sup>th</sup> September, 2011, Mr. Udayan D. Velvan was elevated as Executive Director of the Company for a period of five years from 1<sup>st</sup> October, 2010.

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, in their meeting held on 29<sup>th</sup> July, 2015 have reappointed Mr. Udayan D. Velvan as Executive Director for a period of 3 years i.e. from 1<sup>st</sup> October, 2015 to 30<sup>th</sup> September, 2018.

The major terms of the remuneration of Executive Director are as under:

**I. PERIOD:**

The term of the Executive Director shall be for a period of three years from 1<sup>st</sup> October, 2015 to 30<sup>th</sup> September, 2018.

**II. REMUNERATION:****A. SALARY:**

The Executive Director shall be entitled to monthly salary up to ` 5,00,000/-.

**B. PERQUISITES:**

1. Contribution to Provident Fund, Superannuation Fund and Annuity Fund to the extent these either singly or put together are not taxable under the Income tax Act, 1961.
2. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
3. Encashment of leave at the end of the tenure.
4. Reimbursement of medical expenses as applicable to other senior executive of the Company
5. Free use of Company's car with driver for Company's business and free telephone facility at residence.
6. Leave travel concession for himself and family once in a year in accordance with rules Specified by the Company.

**III.** The Executive Director shall be entitled to reimbursement of expenses incurred by him in connection with the business of the Company.

**IV.** The Executive Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the Company without the prior approval of the Central Government.

**V. DUTIES:**

Subject to the superintendence, direction and control of the Board of Directors of the Company, the Executive Director shall be entrusted with substantial powers of management and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time. The headquarter of the Executive Director shall be at Govali, Bharuch, Gujarat or at such place as the Board of Directors may decide from time to time.

**VI. TERMINATION:**

The Executive Director may be removed from his office for gross negligence, breach of duty or trust if the Company in its General Meeting to that effect passes a special Resolution. The Executive Director may resign from his office by giving 90 days' notice to the Company.

**VII. COMPENSATION:**

In the event of termination of office of Executive Director takes place before the expiration of tenure thereof, Executive Director Shall be entitled to receive compensation from the Company for loss of office to the extent and subject to limitation as provided under section 202 of the Companies Act, 2013.

As per the provisions of Sections 188, 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013, Special Resolution is necessary for holding office as Executive Director of the Company on remuneration.

## Shree Rajeshwaranand Paper Mills Limited

The following is the details of interest of Directors/ Key Managerial Personnel/ Relative of Director/ Relative of Key Managerial Personnel:

Sr. No	Category	Name of Interested Director / KMP	Financial Interest	Non- Financial Interest
1.	Director	Mr. Udayan D. Velvan	Relates to his reappointment as Executive Director, he may be deemed to be concerned or interested in the business	
2.	Key Managerial Personnel	-	-	-
3.	Relative of Director	-	-	-
4.	Relative of Key Managerial Personnel	-	-	-

The following are the information required under Section II of Part II of Schedule V of the Companies Act, 2013:

Sr. No	Particulars	Information
<b>I</b>	<b>GENERAL INFORMATION</b>	
1	Nature of industry	Manufacturing of Newsprint Paper and tools.
2	Date or expected date of commencement of commercial production	Already Commenced
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
4	Financial performance based on given indicators	` 10802.60 lacs turnover (2014-15)
5	Exports performance and net foreign exchange collaborations	NIL
6	Foreign investments or collaborations, if any.	NIL
<b>II</b>	<b>INFORMATION ABOUT THE APPOINTEE</b>	
1	Background details	B.Com
2	Past remuneration	` 1.25 lacs p.m. + Perquisites
3	Recognition or awards	-
4	Job profile and his suitability	32 Years experience in the field of Trading / Industry / Management
5	Remuneration proposed	Up to ` 5,00,000/- + Perquisites
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w. r. t the country of his origin.)	Remuneration is in commensurate with experience & qualifications.
7	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Mr. Udayan D. Velvan is the Executive Director of the Company.
<b>III</b>	<b>OTHER INFORMATION</b>	
1	Reasons of loss or inadequate profits	High Interest Cost . High Market competition
2	Steps taken or proposed to be taken for improvement	Rationalisation of existing product Range and Opening new Markets
3	Expected increase in productivity and profits in measurable terms	Turnover expected to increase drastically.

IV		DISCLOSURES	
	1	The shareholders of the Company shall be informed of the remunerations package of the managerial person	The shareholders have been informed in the notice of 24 <sup>th</sup> Annual General Meeting.
	2	The following disclosure shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the annual report:	Yes
	2(i)	All elements of remuneration package such as salary, benefits , bonuses , stock , stock options, pension, etc, of all the directors;	As mentioned above
	2(ii)	Details of fixed component and performance linked incentives along with the performance criteria;	No performance linked incentives.
	2(iii)	Service contracts, notice period, severance fees;	90 days' Notice.
	2(iv)	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable;	N.A.

**In respect of Item No. 6:**

The Board of Directors has appointed M/s. V. H. Savaliya & Associates, Cost Accountants, Ahmedabad (Firm Registration No. 13867) to audit cost accounts of the Company for the year 2015-16. The remuneration payable to the Cost Auditor shall be as per the recommendation made by the Audit Committee and approved by the Board of Directors. The members are requested to pass the resolution for the remuneration payable to M/s. V. H. Savaliya & Associates, Cost Accountants, Ahmedabad, as set out at item no. 6 of the Notice.

None of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 6 of the Notice.

The above proposals are in the interest of the Company and the Directors recommend the Resolution Nos. 3 to 6 of this Notice for consent and approval by the Members.

**Registered Office:**

Village: Govali,  
Bharuch – Jhagadia Road,  
Tal: Jhagadia, Dist: Bharuch  
Gujarat – 392 022  
Date: 29<sup>th</sup> July, 2015.

By Order of the Board,

**Prakash R. Vora**  
Managing Director

**DIRECTORS' REPORT**

Dear Shareholders,

The Directors present the 24<sup>TH</sup> ANNUAL REPORT together with the Audited Financial Statement for the Financial Year 2014-15 ended on 31<sup>st</sup> March, 2015.

**1. FINANCIAL RESULTS:**

(` in lacs)

Particulars	2014-15	2013-14
Profit before Interest and Depreciation	1406.19	1094.51
Less: Interest	595.51	514.26
Profit before Depreciation	810.68	580.25
Less: Depreciation	452.02	308.05
Profit before Tax	358.66	272.20
Less: Provision for Taxation	85.35	54.46
Less: MAT (Credit) Entitlement	-	(30.28)
Less : Prior period adjustments	5.24	8.52
Less: Deferred Tax Liability	30.60	65.28
Net Profit	237.47	174.22
Add: Balance Brought Forward	907.09	732.87
Balance carried to Balance Sheet	1144.56	907.09

There are no material changes and commitment affecting the financial position of the Company which have occurred between 1<sup>st</sup> April, 2015 and date of this report.

**2. DIVIDEND:**

With a view to conserve the resources for the working capital requirement of the Company, the Board of Directors has not recommend any dividend on the Equity Shares for the year under review.

**3. REVIEW OF OPERATIONS:**

The Company achieved production of 35182 M.T. of Newsprint/Writing and Printing paper during the year under review compared to 26710 M.T. during 2013-14. The Company achieved sales of 36147 M.T. during the year under review compared to 26330 M.T. during 2013-14. The Company had to shut down its production facilities for 10 days for maintenance.

The Company has earned Profit before Interest and Depreciation of ` 1406 Lacs during the year under review compared to ` 1095 Lacs during 2013-14. The above results have been achieved by improving product quality resulting in increased realization and efficiently running the plant resulting in lesser consumption of raw materials.

After providing for Depreciation, Prior period adjustments and Taxation, the Net Profit for the year under review stood ` 237 Lacs compared to ` 174 Lacs during 2013-14.

**4. NEW PROJECTS:****4.1 NEWS PRINT DIVISION:**

The Company has spent substantial amount during the year under review for increasing the installed capacity to 125 M.T. per day as well as for providing facilities for better quality of production.

During this second phase of expansion, the Company has installed various machineries which will increase the production with improvement in quality of the product. The Company has also installed various other balancing equipments to increase the production.



**4.2 TOOLS DIVISION:**

The Company commenced production of Abrasive Tools and for this purpose the Company had incurred capital expenditure which is now converted in to Fixed assets of the Company. The diversification is partly funded from Company's internal accruals and partly from the Financial Assistance from the Bankers of the Company. The necessary arrangements have also been made with the Bankers of the Company for Working Capital Finance.

**5. FUTURE PLANS:**

As informed earlier, the installed capacity to manufacture Newsprint/Writing & Printing Paper is increased to 125 M.T. per day. The Management is planning to increase the installed capacity in a phased manner and to further modernise the plant for saving of various energies such as power, steam etc.

The expansion will be funded out of internal accruals and term loans from Banks and Financial Institution. The Company will be able to undertake good quality of Writing and Printing paper in addition to Newsprint with this substantial expansion production.

**6. LISTING :**

The Equity Shares of the Company are listed on BSE Limited. The Company is regular in payment of Annual Listing Fees. The Company has paid Listing fees up to the year 2015-16.

**7. DIRECTORS:**

7.1 Mr. Prakash R. Vora has been reappointed as Managing Director of the Company.

7.2 Mr. Udayan D. Velvan has been reappointed as Executive Director of the Company.

7.3 Ms. Anita S. Dave was appointed as Independent Director w.e.f. 24<sup>th</sup> March, 2015.

7.4 The Board of Directors duly met 9 times during the financial year under review.

7.5 The Board has made necessary evaluation of its own performance and that of its commitments and of individual Directors.

7.6 The performance evaluation of the Chairman, Executive and Non-Executive Directors was carried out by at the meeting of the Independent Directors held on 24<sup>th</sup> March, 2015.

**7.7 DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the requirement of Section 134 of the Companies Act, 2013, it is hereby confirmed:

- (i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at 31<sup>st</sup> March, 2015 being end of the financial year 2014-15 and of the profit of the Company for the year;
- (iii) that the Directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the Directors had prepared the annual accounts on a going concern basis.
- (v) the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (vi) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## Shree Rajeshwaranand Paper Mills Limited

### 8. MANAGERIAL REMUNERATION:

#### 8.1 REMUNERATION OF DIRECTORS:

Sr. No.	Name of the Director & Designation	Remuneration for the year	% increase over last year	Parameters	Median of Employees Remuneration	Ratio	Commission received from Holding/ Subsidiary
1.	Mr. Prakash R. Vora - Managing Director	` 15,00,000	6%	Higher responsibility and time involvement due to current expansion & modernisation	` 1,40,148	11:1	-
2.	Mr. Udayan D. Velvan - Executive Director	` 15,00,000	6%		` 1,40,148	11:1	-

The Board of Directors has framed a Remuneration Policy that assures the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors, Key Managerial Personnel and Senior Management to enhance the quality required to run the Company successfully. The Relationship of remuneration to performance is clear and meets appropriate performance benchmarks. All the Board Members and Senior Management personnel have affirmed time to time implementation of the said Remuneration policy.

#### 8.2 MARKET CAPITALISATION:

Sr. No.	Particulars	As on 31-03-2014	As on 31-03-2015
1.	No. of Shares	1,24,50,000	1,24,50,000
2.	Market price	2.95	5.90
3.	Market Capitalisation ( ` In lacs)	367	734
4.	EPS	1.40	1.91
5.	P/E Ratio	2.11	3.09

### 9. KEY MANAGERIAL PERSONNEL:

#### 9.1 % INCREASE IN REMUNERATION OF DIRECTORS AND KMP:

Sr. No.	Name of the Director & KMP	Designation	Percentage Increase (If any)
1.	Prakash R. Vora	Managing Director	6%
2.	Udayan D. Velvan	Executive Director	6%
3.	Karunashankar G. Vora#	CFO	-

# Appointed during the year 2014-15.

#### 9.2 COMPARISON BETWEEN REMUNERATION OF KMP & PERFORMANCE OF THE COMPANY:

As per the Remuneration Policy and based on the Recommendation of Nomination & Remuneration Committee the Relationship of remuneration to KMP & performance of Company is clear and meets appropriate performance benchmarks.

### 10. PERSONNEL AND H. R. D.:

#### 10.1 INDUSTRIAL RELATIONS:

The industrial relations continued to remain cordial and peaceful and your Company continued to give ever increasing importance to training at all levels and other aspects of H. R. D.

The Number of permanent Employees of the Company is 100. The relationship between average increase in remuneration and Company's performance is as per the appropriate performance benchmarks and reflects short and long term performance objectives appropriate to the working of the Company and its goals.

**10.2 PARTICULARS OF EMPLOYEES:**

There is no Employee drawing remuneration requiring disclosure under Rule 5(2) of Companies Appointment & Remuneration of Managerial personnel) Rules, 2014.

**11. RELATED PARTY TRANSACTION AND DETAILS OF LOANS, GUARANTEES, INVESTMENT & SECURITIES PROVIDED:**

Details of Related Party Transactions and Details of Loans, Guarantees and Investments covered under the provisions of Section 188 and 186 of the Companies Act, 2013 respectively are given in the notes to the Financial Statements attached to the Directors' Report.

**12. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The information required under Section 134(3)(m) of the Companies Act, 2013 and rule 8(3) of Companies (Accounts) Rules, 2014, relating to the conservation of Energy and Technology Absorption forms part of this report and is given by way of **Annexure- A**.

**13. CORPORATE GOVERNANCE AND MDA:**

As per Clause 49 of the Listing Agreement and the Companies Act, 2013, Report on Corporate Governance and Management Discussion and Analysis (MDA) form part of this Annual Report. A certificate regarding compliance with the conditions of Corporate Governance as stipulated in clause 49 of the listing agreement is also appended to the Annual Report as **Annexure - B**.

**14. SECRETARIAL AUDIT REPORT:**

Your Company has obtained Secretarial Audit Report as required under Section 204(1) of the Companies Act, 2013 from M/s. Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad. The said Report is attached with this Report as **Annexure – C**. As regards the observation of the Auditors, the Company is in the process of identifying and appointing Whole-time Company Secretary and also developing functional website of the Company.

**15. EXTRACT OF ANNUAL RETURN:**

The extract of Annual return in Form – MGT-9 has been attached herewith as **Annexure – D**.

**16. AUDIT COMMITTEE/ NOMINATION AND REMUNERATION COMMITTEE/ STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

The details of various committees and their functions are part of Corporate Governance Report.

**17. GENERAL:****17.1. AUDITORS:**

The present Auditors of the Company M/s. Sunderji Gosar & Co., Chartered Accountants, Mumbai, will retire at the ensuing 24<sup>th</sup> Annual General Meeting. The Company has obtained from them consent to the effect that their reappointment as Auditors of the Company for period of 2 years commencing from the Financial Year 2015-16 to 2016-17, if made, will be in accordance with the provisions of Section 139 and 141 of the Companies Act, 2013. The remarks of Auditor are self explanatory and have been explained in Notes on Accounts.

**17.2 INSURANCE:**

The Company's properties including building, plant and machinery, stocks, stores etc. continue to be adequately insured against risks such as fire, riot, strike, civil commotion, malicious damages, machinery breakdown etc.

## **Shree Rajeshwaranand Paper Mills Limited**

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### **17.3 DEPOSITS:**

The Company has not accepted during the year under review any Deposits and there were no overdue deposits.

### **17.4 RISKS MANAGEMENT POLICY:**

The Company has a risk management policy, which from time to time, is reviewed by the Audit Committee of Directors as well as by the Board of Directors. The Policy is reviewed quarterly by assessing the threats and opportunities that will impact the objectives set for the Company as a whole. The Policy is designed to provide the categorization of risk into threat and its cause, impact, treatment and control measures. As part of the Risk Management policy, the relevant parameters for protection of environment, safety of operations and health of people at work and monitored regularly with reference to statutory regulations and guidelines defined by the Company.

### **17.5 SUBSIDIARIES/ ASSOCIATES/ JVS:**

The Company does not have any Subsidiaries/ Associates Companies / JVs.

### **17.6 CODE OF CONDUCT:**

The Board of Directors has laid down a Code of Conduct applicable to the Board of Directors and Senior Management. All the Board Members and Senior Management personnel have affirmed compliance with the code of conduct.

### **17.7 SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:**

There has been no significant and material order passed by any regulators or courts or tribunals, impacting the going concern status of the Company and its future operations.

### **17.8 DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:**

The Company has in place an Anti Sexual Harassment Policy, in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, the Company did not receive any complaint.

### **17.9 INSTANCES OF FRAUD, IF ANY REPORTED BY THE AUDITORS:**

There have been no instances of fraud reported by the Auditors under Section 143(12) of the Companies Act, 2013.

## **18. DEMATERIALISATION OF EQUITY SHARES:**

Shareholders have an option to dematerialise their shares with either of the depositories viz NSDL and CDSL. The ISIN No. allotted is INE617D01017.

## **19. ACKNOWLEDGMENT:**

Your Directors express their sincere thanks and appreciation to Promoters and Shareholders for their constant support and co operation. Your Directors also place on record their grateful appreciation and co operation received from Bankers, Financial Institutions, Government Agencies and employees of the Company.

For and on behalf of the Board,

Place : Jhagadia  
Date : 29<sup>th</sup> July, 2015

**Amrish R. Patel**  
**Chairman**

## FORM - A

Disclosure of particulars with respect to Conservation of Energy:		
	2014-15	2013-14
<b>(A) Power and fuel Consumption</b>		
<b>1. Electricity</b>		
(a) Purchased Unit	18158550	15375210
Total Amount ( ` in Lacs)	1384.52	820.27
Rate/Unit `	7.62	5.33
(b) Own generation	N.A.	N.A.
Through Diesel Generator	N.A.	N.A.
Unit		
Total Litres	N.A.	N.A.
Unit per Liter of Diesel Oil		
Cost/Unit `		
<b>2. Furnace Oil/ LDO/ LSHS</b>	N.A.	N.A.
<b>3. Coal/ Lignite</b>		
Quantity in tonnes	19576.59	15129.50
Total Cost ( ` in lacs)	683.72	537.07
Average Rate ` per KG.	3.49	3.55
<b>(B) Consumption per Unit of Production</b>		
Newsprint/Writing & Printing Paper		
Production (F.Y. 2014-15) Paper – 35181.79 (MT) Tools – 6193 Nos	41374.786	26710.19
Electricity (Kwh) (Unit)	438.89	575.63
Coal/Lignite (Qty in KG)	556.44	566.43
L.D.O. (Ltr)	N.A.	N.A.
Diesel (Ltr)	N.A.	N.A.

**B. TECHNOLOGY ABSORPTION :**

1. No research & development is carried out by the company.
2. No new technology is adopted or innovated.

**C. FOREIGN EXCHANGE EARNINGS & OUTGO:**

	2014-15	2013-14
1. Total Foreign Exchange used ( ` in lacs)	651.74	133.10
2. Total Foreign exchange earnings	NIL	NIL

For and on behalf of the Board,

Place : Jhagadia  
Date : 29<sup>th</sup> July, 2015

**Amrish R. Patel**  
Chairman

**REPORT ON CORPORATE GOVERNANCE****INTRODUCTION:**

Corporate Governance is important to build confidence and trust which leads to strong and stable partnership with the Investors and all other Stakeholders. The detailed Report on implementation of Corporate Governance Code as incorporated in Clause 49 of the Listing Agreement with the Stock Exchange/s is set out below:

**1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

The Company's philosophy on Corporate Governance lays strong emphasis on transparency, accountability and ability. The Company has implemented the mandatory requirements of the 'Code of Governance' as mentioned in Clause 49 of the Listing Agreement. The Compliance Report of the Company vis-à-vis the Stock Exchange Listing Agreement is presented below.

**2. BOARD OF DIRECTORS:****a) Composition and Category of Directors as on 31<sup>st</sup> March, 2015 and on the date of report is:**

Name of Directors	Category of Directorship	No. of other Director ships@	Committee Membership/ Chairmanship in other companies	No. of Board Meetings attended during the year	Attendance at the AGM held on 20 <sup>th</sup> Sept., 2014 Yes(Y)/No(N)
Prakash R. Vora Managing Director	Executive	-	-	9	Y
Udayan D. Velvan Executive Director	Executive	1	1	9	Y
Amrish R. Patel Chairman	Independent	-	-	9	Y
Ashok Kumar V. Shah	Independent	-	-	9	N
Ashok Gosavi	Independent	-	-	7	N
Anita S. Dave*	Independent	-	-	-	-

@ Private Companies Excluded

\* Appointed as Director w.e.f. 24<sup>th</sup> March, 2015.

**b) Details of the Directors seeking Appointment/Reappointment in forthcoming Annual General Meeting:**

<b>Name of Directors</b>	<b>Mr. Udayan D. Velvan</b>	<b>Mr. Prakash R. Vora</b>
Date of Birth	31-07-1959	25-12-1956
Date of Appointment	01-01-2008	03-08-2006
Qualifications	B. Com	B. Com
Expertise in specific functional areas	Management and Administration	Management and Administration
List of Public Limited Companies in which Directorships held	Prism Finance Limited	-
List of Private Limited Companies in which Directorships held	-	Kankavati Investments Private Limited
Chairman/Member of the Committees of the Board of Directors of our Company	-	Stakeholders' Relationship Committee
Chairman/Member of the Committees of Directors of other Companies	Prism Finance Limited 1. Audit Committee 2. Nomination and Remuneration Committee	
Shareholding in the Company	13,79,895 Equity Shares	61,700 Equity Shares

**c) Board Procedures:**

The Board of Directors meets once a quarter to review the performance and Financial Results. A detailed Agenda File is sent to all the Directors well in time of the Board Meetings. The Chairman/ Managing Director briefs the Directors at every Board Meeting, overall performance of the Company. All major decisions/approvals are taken at the Meeting of the Board of Directors such as policy formation, business plans, budgets, investment opportunities, Statutory Compliance etc. The meetings of the Board of Directors were held on 21-05-2014, 28-05-2014, 26-06-2014, 29-07-2014, 13-08-2014, 13-11-2014, 28-01-2015, 13-02-2015 and 24-03-2015.

**3. AUDIT COMMITTEE:**

The Audit Committee consists of the following Directors as on the date of the Report:

<b>Name of the Directors</b>	<b>Expertise</b>	<b>Functions of the Committee</b>	<b>Attendance</b>
Amrish R. Patel Chairman	All members are Non-executive. Chairman is independent Director and Majority of them are independent. One member has thorough financial and accounting knowledge.	The functions of the Audit Committee are as per Company Law and Listing Agreement with Stock Exchange(s), which include approving and implementing the audit procedures, review of financial reporting system, internal control procedures and risk management policies.	Majority members and Internal Auditors were present at the meeting held on: 28-05-2014, 13-08-2014, 13-11-2014 & 13-02-2015.
Ashok Gosavi			
Ashok Kumar V. Shah			

## Shree Rajeshwaranand Paper Mills Limited

### 4. NOMINATION & REMUNERATION COMMITTEE:

Name of the Directors	Functions of the Committee	Attendance
Mr. Amrish R. Patel Chairman	All members are Non executive. The Committee is vested with the responsibilities to function as per SEBI Guidelines and recommends to the Board Compensation Package for the Managing Director. It also reviews from time to time the overall Compensation structure and related policies with a view to attract, motivate and retain employees.	All members were present at the meeting held on 13-02-2015 and 24-03-2015.
Mr. Ashok Kumar V. Shah		
Mr. Ashok Gosavi		

The Committee identifies and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

The Committee fixes remuneration of the Directors on the basis of their performance and also practice in the industry. The terms of reference of the Nomination & Remuneration Committee include review and recommendation to the Board of Directors of the remuneration paid to the Directors. The Committee meets as and when required to consider remuneration of Directors.

Details of remuneration paid:

1. Mr. Prakash R. Vora, Managing Director was paid ` 15,00,000/- as managerial remuneration during the financial year 2014-15.
2. Mr. Udayan D. Velvan, Executive Director was paid ` 15,00,000/- as managerial remuneration during the financial year 2014-15.
3. No Sitting Fees was paid during the financial year 2014-15.
4. No Commission or Stock Option has been offered to the Directors.

### 5. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Board has constitutes a Stakeholders' Relationship Committee for the purpose of effective Redressal of the complaints and concerns of the shareholders and other stakeholders of the Company.

The Committee comprises the following Directors as members as on the date of the Report:

Mr. Ashok Kumar V. Shah                      Chairman

Mr. Prakash R. Vora                              Member

The Company has not received any complaints during the year. There was no valid request for transfer of shares pending as on 31<sup>st</sup> March, 2015.

Mr. Prakash R. Vora is the Compliance Officer for the above purpose.

### 6. TRAINING OF INDEPENDENT DIRECTORS:

Whenever new Non-executive and Independent Directors are inducted in the Board they are introduced to our Company's culture through appropriate orientation session and they are also introduced to our organization structure, our business, constitution, board procedures, our major risks and management strategy.

### 7. INDEPENDENT DIRECTORS' MEETING:

A meeting of the Independent Directors of the Company was held on 24<sup>th</sup> March, 2015, in conformity with the provisions of the Schedule IV of the Companies Act, 2013 & the Listing Agreement.



**8. GENERAL BODY MEETINGS:**

Details of last three Annual General Meetings of the Company are given below:

Financial Year	Date	Time	Venue
2011-2012	15-09-2012	1.00 p.m.	Village: Govali, Bharuch – Jhagadia Road, Tal: Jhagadia, Dist: Bharuch, Gujarat – 392 022 <b>Special Resolutions:</b> No special resolutions
2012-2013	21-09-2013	1.00 p.m.	Village: Govali, Bharuch – Jhagadia Road, Tal: Jhagadia, Dist: Bharuch, Gujarat – 392 022 <b>Special Resolutions:</b> No special resolutions
2013-2014	20-09-2014	1.00 p.m.	Village: Govali, Bharuch – Jhagadia Road, Tal: Jhagadia Dist: Bharuch, Gujarat – 392 022 <b>Special Resolutions:</b> 1. Borrowing Limit under Section 180(1)(c) of the Companies Act, 2013 2. Creation of charge/mortgage under Section 180(1)(a) of the Companies Act, 2013 3. Appointment of Mr. Shripal P. Vora to hold office or place of profit under Section 188 of the Companies Act, 2013

Pursuant to the relevant provisions of the Companies Act, 2013, there was no matter required to be dealt by the Company to be passed through postal ballot during 2014-15.

**9. DISCLOSURES:**

- a) The Company has not entered into any transaction of material nature with the Promoters, the Directors or the Management that may have any potential conflict with the interest of the Company. The Company has no subsidiary.
- b) There has neither been any non compliance of any legal provision of applicable law, nor any penalty, stricture imposed by the Stock Exchange/s or SEBI or any other authorities, on any matters related to Capital Market during the last three years.
- c) The Company has established the Vigil Mechanism, by formulating Whistle Blower Policy (WBP), for Directors and Employees of the Company to report their genuine concerns or grievances to the Company. All the Board Members and Senior Management personnel have affirmed compliance with the policy of Vigil Mechanism.
- d) Code of Conduct:  
All Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct for the year under review.
- e) Prohibition of Insider Trading:  
In Compliance with the SEBI Regulations on Prevention of Insider Trading, the Company has framed a Code of Conduct to avoid any insider trading and it is applicable to all the Directors, Officers and such employees of the Company who are expected to have access to the unpublished price sensitive information relating to the Company. The Code lays down guidelines, which advises them on procedure to be followed and disclosures to be made, while dealing with the shares of the Company.
- f) The Company has complied with all mandatory requirements of Clause 49 of the Listing Agreement.

## **Shree Rajeshwaranand Paper Mills Limited**

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### **10. MEANS OF COMMUNICATIONS:**

In compliance with the requirements of the Listing Agreement, the Company regularly intimates Unaudited/ Audited Financial Results to the Stock Exchange immediately after they are taken on record by the Board of Directors. These Financial Results are normally published in 'Western Times' (English and Gujarati).

During the year ended on 31<sup>st</sup> March, 2015, no presentations were made to Institutional Investors or analyst or any other enterprise.

### **11. MANAGEMENT DISCUSSION AND ANALYSIS:**

#### **a. Industry Structure and Developments:**

The News Paper/Printing Paper industry is passing through a competitive phase. In view of the hope of revival of economy in general and expectation of increase in editions of Newspapers and more Newspapers, the management is hopeful of better future of the industry.

#### **b. Opportunities and Threats:**

The News Paper/Printing Paper industry is subject to competition among various manufactures within the country. The Print media industry is growing with 8-10% growth which will provide opportunity to company to increase its sales and capture more market share.

#### **c. Segment wise Performance:**

The Company operates presently in one segment only.

#### **d. Recent Trend and Future Outlook:**

The Management is confident of improvement in the demand of Newsprint Paper in the near future with increase in preference of reading Newspapers by general public and more thrust put by the Corporates in publishing advertisements in the Newspapers.

#### **e. Risks and Concerns:**

Like any other industry, Newsprint Paper industry is also exposed to risk of competition, government policies, natural factor etc. As the Company is importing very few materials and not exporting finished product, the Company has little risk on account of Exchange Rate fluctuations. The Company has taken necessary measures to safeguard its assets/interests etc.

#### **f. Internal Control Systems and their Adequacy:**

The Company has adequate systems of Internal Controls commensurate with its size and operations to ensure orderly and efficient conduct of business. These controls ensure safeguarding of assets, reduction and detection of fraud and error, adequacy and completeness of the accounting records and timely preparation of reliable financial information. The Company has appointed an external firm of Chartered Accountants to supplement efficient Internal Audit.

#### **g. Financial Performance with respect to Operational Performance:**

The financial performance of the Company for the year 2014-15 is described in the Directors' Report under the head 'Review of Operation'.

#### **h. Material Developments in Human Resources and Industrial Relations Front:**

The Company has continued to give special attention to Human Resources/Industrial Relations development. Industrial relations remained cordial throughout the year and there was no incidence of strike, lock out etc.

#### **i. Cautionary Statement:**

Statement in this Management Discussion and Analysis Report, describing the Company's objectives, estimates and expectations may constitute 'Forward Looking Statements' within the meaning of applicable laws or regulations. Actual results might differ materially from those either expressed or implied.

**12. SHAREHOLDERS' INFORMATION:**

- a) Registered Office : Village : Govali, Bharuch - Jhagadia Road,  
Tal : Jhagadia, Dist : Bharuch,  
Gujarat - 392 022.
- b) Annual General Meeting : Day : Saturday  
Date : 26-09-2015  
Time : 1.00 p.m.  
Venue: Village : Govali,  
Bharuch - Jhagadia Road,  
Tal : Jhagadia, Dist : Bharuch,  
Gujarat - 392 022.
- c) Financial Calendar :  
1st Quarter Results : 1<sup>st</sup> / 2<sup>nd</sup> week - August, 2015.  
Half-yearly Results : 1<sup>st</sup> / 2<sup>nd</sup> week - November, 2015  
3rd Quarter Results : 1<sup>st</sup> / 2<sup>nd</sup> week - February, 2016.  
Audited yearly Results : End-May, 2016.
- d) Book Closure Dates : From : Friday, the 4<sup>th</sup> September, 2015  
To : Saturday, the 26<sup>th</sup> September, 2015.  
(Both days inclusive).
- e) Dividend Payment Date : Not applicable.
- f) Listing of Shares on : BSE Limited,  
Stock Exchanges Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai - 400 001.
- g) Stock Exchange Code : 

Stock Exchange	Code
BSE	516086
- h) Registrar and Share Transfer Agents. : The Company has appointed the below mentioned agency as Registrars and Share Transfer Agents (RTA) for both Physical and Demat Segment of Equity Shares of the Company:  
  
M/s. Sharex Dynamic (India) Pvt. Ltd.  
Unit – 1, Luthra Industrial Premises,  
Andheri Kurla Road, Safed Pool, Andheri (E),  
Mumbai – 400 072.  
Tele. No. : (022) 2851 5606, 2851 5644  
Fax No. : (022) 2851 2885  
e mail address: sharexindia@vsnl.com
- i) Share Transfer System: : The transfer of shares in physical form is processed and completed by M/s. Sharex Dynamic (India) Pvt. Ltd. within a period of 15 days from the date of receipt thereof.  
  
In case of Shares in electronic form, the transfers are processed by NSDL/ CDSL through the respective Depository Participants.

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**Shree Rajeshwaranand Paper Mills Limited**

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## j) Stock Price Data :

The shares of the Company were traded on the BSE Limited.

The information on stock price data is as under:

Month	BSE		No. of Shares Traded
	High (₹)	Low (₹)	
April, 2014	3.51	3.00	14,280
May, 2014	4.24	3.35	13,060
June, 2014	7.00	4.07	34,514
July, 2014	7.31	5.91	28,110
August, 2014	7.52	5.45	20,057
September, 2014	7.74	5.55	14,572
October, 2014	7.40	5.28	9,211
November, 2014	7.50	4.94	33,393
December, 2014	7.74	5.20	26,641
January, 2015	7.16	5.40	12,058
February, 2015	6.83	6.00	27,713
March, 2015	7.29	5.61	25,900

k) Distribution of Shareholding as on 31<sup>st</sup> March, 2015:

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Up to 100	8864	74.19	879337	7.06
101 to 200	571	4.78	112416	0.90
201 to 500	1159	9.70	507476	4.08
501 to 1000	678	5.67	615517	4.94
1001 to 5000	527	4.41	1224064	9.83
5001 to 10000	60	0.50	413183	3.32
10001 to 100000	70	0.59	3199112	25.70
100001 to above	19	0.16	5498895	44.17
Grand Total	11948	100.00	12450000	100.00

l) Category of Shareholders as on 31<sup>st</sup> March, 2015:

Category	No. of Shares held	% of Shareholding
Promoters	1467595	11.79
Financial Institutions/Banks	200	0.002
Mutual Funds	-	-
Bodies Corporate	2177434	17.49
NRIs	7201	0.06
Public	8797570	70.63
Grand Total	1,24,50,000	100.00

- m) Shareholding of Non- Executive Directors as on 31<sup>st</sup> March, 2015:

There are no shares held by Non-Executive Directors of the Company.

- n) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity: The Company has not issued any GDRs/ADRs.

- o) Dematerialisation of Shares : The Company has entered into Shares Agreement with NSDL/CDSL for Dematerialisation of Shares.

As on 31<sup>st</sup> March, 2015, a total of 47,78,715 Equity Shares of the Company which form 38 % of the Equity Share Capital of the Company stands dematerialised. ISIN number for dematerialisation of the Equity Shares of the Company is INE617D01017.

### 13. CEO/CFO Certification:

The requisite certification from the Managing Director and Chief Financial Officer required to be given under clause 49 (IX) was placed before the Board of Directors of the Company.

14. **PLANT LOCATIONS** : The Company's plants :  
Village: Govali,  
Bharuch-Jhagadia Road,  
Tal.-Jhagadia,  
Dist.-Bharuch, Gujarat – 392 022.

### 15. ADDRESS FOR CORRESPONDENCE:

For both Physical and Electronic Form:

M/s. Sharex Dynamic (India) Pvt. Ltd.  
Unit – 1, Luthra Industrial Premises,  
Andheri Kurla Road,  
Safed Pool, Andheri (E),  
Mumbai – 400 072.

Tele. No. :(022) 2851 5606, 2851 5644  
Fax No. :(022) 2851 2885  
e-mail Address:sharexindia@vsnl.com

For any assistance regarding correspondence dematerialisation of shares, share transfers, transactions, change of address, non receipt of dividend or any other query, relating to shares:

For both Physical and Electronic Form:

M/s. Sharex Dynamic (India) Pvt. Ltd.  
Unit – 1, Luthra Industrial Premises,  
Andheri Kurla Road,  
Safed Pool, Andheri (E),  
Mumbai – 400 072.

Tele. No. :(022) 2851 5606, 2851 5644  
Fax No. :(022) 2851 2885  
e-mail Address:sharexindia@vsnl.com

Compliance Officer : Mr. Prakash R. Vora, Managing Director

### 16. DECLARATION

All the Board Members and Senior Management Personnel of the Company have affirmed the compliance with the provisions of the code of conduct for the year ended on 31<sup>st</sup> March, 2015.

For and on behalf of the Board,

Place : Jhagadia  
Date : 29<sup>th</sup> July, 2015

**Amrish R. Patel**  
Chairman

**CERTIFICATE**

To  
The Members of  
Shree Rajeshwaranand Paper Mills Limited,

We have examined the compliance of conditions of Corporate Governance by M/s. Shree Rajeshwaranand Paper Mills Limited, for the year ended on 31<sup>st</sup> March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with BSE Limited. We have conducted our review on the basis of relevant records and documents maintained by the Company for the year ended 31<sup>st</sup> March, 2015 and furnished to us for the purpose of the review and the information and explanation given to us by the Company during the course of review.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause- 49 of the above mentioned listing agreements.

As per representation received from the Registrars of the Company, we state that as per records maintained by the Stakeholders' Relationship Committee, no investor grievance remaining unattended/ pending for more than 30 days.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For KASHYAP R. MEHTA & ASSOCIATES**

Company Secretaries

**KASHYAP R. MEHTA**

Proprietor

C.O.P. No. 2052, FCS No. 1821

FRN - S2011GJ16650

Place : Ahmedabad

Date : 29<sup>th</sup> July, 2015

## FORM NO. MR-3

**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2015**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
Shree Rajeshwaranand Paper Mills Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Shree Rajeshwaranand Paper Mills Limited** [CIN: L21093GJ1991PLC057244] ('hereinafter called the Company') having Registered Office at Bharuch - Jhagadia Road, Village-Govali, Dist.: Bharuch, Gujarat – 392 022. The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2015** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):  
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and
- (vi) Various common laws applicable to the manufacturing and other activities of the Company such as Labour Laws, Pollution Control Laws, Land Laws etc. for which we have relied on Certificates/ Reports/ Declarations/Consents/Confirmations obtained by the Company from the experts of the

## **Shree Rajeshwaranand Paper Mills Limited**

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relevant field such as Advocate, Labour Law Consultants, Engineers, Occupier of the Factories, Registered Valuers, Chartered Engineers, Factory Manager, Chief Technology Officer of the Company, Local Authorities, Effluent Treatment Adviser etc.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (on voluntary basis).
- (ii) The Listing Agreements entered into by the Company with BSE Limited

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

*The following are our observations during the Audit:*

- 1. *The Company does not have a whole time Company Secretary pursuant to Section 203 of the Companies Act, 2013 and Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.*
- 2. *The Company does not maintain a functional website containing basic information of the Company pursuant to Clause 54 of the Listing Agreement.*

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has:

- a. Duly passed Special Resolution under Section 180(1)(c) at the 23<sup>rd</sup> Annual General Meeting held on 20<sup>th</sup> September, 2014 and have complied with relevant provisions of the Companies Act, 2013 and rules made there under
- b. Duly passed Special Resolution under Section 180(1)(a) at the 23<sup>rd</sup> Annual General Meeting held on 20<sup>th</sup> September, 2014 and have complied with relevant provisions of the Companies Act, 2013 and rules made there under
- c. Duly passed a Special Resolution pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 subject to Rule 15(3)(i) of Companies (Meetings of Board) Rules, 2014, at the 23<sup>rd</sup> Annual General Meeting held on 20<sup>th</sup> September, 2014 to appoint Mr. Shripal P. Vora (relative of Director) as General Manager (Tools Division) and to hold an office of profit.

**For KASHYAP R. MEHTA & ASSOCIATES**  
Company Secretaries

Place : Ahmedabad  
Date : 29<sup>th</sup> July, 2015

**KASHYAP R. MEHTA**  
Proprietor  
**FCS-1821 : COP-2052**  
**FRN: S2011GJ166500**



## Form No. MGT – 9

EXTRACT OF ANNUAL RETURN AS ON 31<sup>ST</sup> MARCH, 2015

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

## I. REGISTRATION AND OTHER DETAILS:

(1)	CIN	L21093GJ1991PLC057244
(2)	Registration Date	20-03-1991
(3)	Name of the Company	Shree Rajeshwaranand Paper Mills Limited
(4)	Category / Sub-Category of the Company	Public Company
(5)	Address of the registered Office and Contact Details	Bharuch - Jhagadia Road, Village-Govali, Dist.: Bharuch, Gujarat – 392 022 Mobile No: (02645) 227705 / 6 / 7
(6)	Whether Listed Company	Yes
(7)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Sharex Dynamic (India) Pvt. Ltd Address: Unit-1, Luthra Industrial Premises, Andheri Kurla Road, Safed Pool, Andheri (E), Mumbai – 400 072 Contact No.: 28515606/28515644 /28516338 Email id: sharexindia@vsnl.com

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover
1	Newsprint Paper	21013	99 %

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

The Company has no Holding/ Subsidiary/ Associate Company.

## IV. SHARE HOLDING PATTERN:

## i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held as on 1 <sup>st</sup> April, 2014				No. of Shares held as on 31 <sup>st</sup> March, 2015				%
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	Change during 2014-15
A. Promoters									
(1) Indian									
a) Individual/ HUF	157995	1059600	1217595	9.78	800195	667400	1467595	11.78	2.00
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	157995	1059600	1217595	9.78	800195	667400	1467595	11.78	2.00

**Shree Rajeshwaranand Paper Mills Limited**

<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	200	200	0.0016	-	200	200	0.0016	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) VCF	-	-	-	-	-	-	-	-	-
f) Ins. Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign VCF	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	200	200	0.0016	-	200	200	0.0016	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	52052	2635900	2687952	21.59	43087	2135900	2178987	17.50	(4.09)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individuals holding < = ` 1,00,000	1448566	2315185	3763751	30.23	1345420	2285585	3631005	29.16	(1.07)
ii) Individuals holding > ` 1,00,000	1945301	2827900	4773201	38.34	2587012	2577900	5164912	41.49	3.15
c) Others (specify)									
NRIs	2901	4300	7201	0.057	2901	4300	7201	0.057	-
OCB	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	100	-	100	0.001	100	-	100	0.001	-
Trusts	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	3448920	7783285	11232205	90.22	3978520	7003685	10982205	88.21	(2.01)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	3448920	7783485	11232405	90.22	3978520	7003885	10982405	88.21	(2.01)
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>3606915</b>	<b>8843085</b>	<b>12450000</b>	<b>100.00</b>	<b>4778715</b>	<b>7671285</b>	<b>12450000</b>	<b>100.00</b>	<b>-</b>

ii) **Shareholding of Promoters:**

Sr No	Shareholder's Name	Shareholding as on 01-04-2014			Share holding as on 31-03-2015			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares*	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares*	
1	Udayan D. Velvan	1129895	9.08	0.83	1379895	11.08	2.43	2.00
2	Prakash R. Vora	61700	0.50	-	61700	0.50	-	NIL
3	Rita P. Vora	5000	0.04	-	5000	0.04	-	NIL
4	Sangita R. Vora	16000	0.13	-	16000	0.13	-	NIL
5	Kalavati Vora	5000	0.04	-	5000	0.04	-	NIL
	<b>TOTAL</b>	1217595	9.79	0.83	1467595	11.79	2.43	2.00

\*Shares means Total Share Capital i.e. 12450000 Shares

iii) **Change in Promoters' Shareholding:**

Sr. No.	For Each of the Promoter and Promoter Group having change during the year	Shareholding as on 01-04-2014		Changes during the Year	Shareholding as on 31-03-2015	
		No. of shares	% of total shares		No. of shares	% of total shares
	As on 01-04-2014					
1.	Udayan D. Velvan	1129895	9.08	2.00%	1379895	11.08

iv) **Shareholding Pattern of top ten Shareholders:** (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For Each of the Top 10 Shareholders	Shareholding as on 01-04-2014		Changes during the Year (decrease due to transfer of Shares)	Shareholding as on 31-03-2015	
		No. of shares	% of total shares		No. of shares	% of total shares
	As on 01-04-2014					
1	Diamond Textiles Mills Private Limited	500000	4.02	-	500000	4.02
2	H. S. Buildcon Private Limited	500000	4.02	(500000)	-	-
3	Kasturi Towers Limited	500000	4.02	-	500000	4.02
4	S L Traders & Fin India (P) Limited	500000	4.02	-	500000	4.02
5	Vista Food Products (Private) Limited	500000	4.02	-	500000	4.02
6	Meera N. Patel	257025	2.06	-	257025	2.06
7	Kamlesh Kakkad HUF	250000	2.01	-	250000	2.01
8	Shobha S. Shah	250000	2.01	(250000)	-	-
9	Suresh H. Shah	250000	2.01	(250000)	-	-
10	Narendra M. Patel	211022	1.69	-	211022	1.69

## Shree Rajeshwaranand Paper Mills Limited

### v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Shareholding, if any, of each Directors and each Key Managerial Personnel	Shareholding as on 01-04-2014		Changes during the Year	Shareholding as on 31-03-2015	
		No. of shares	% of total shares of the Company		No. of shares	% of total shares of the Company
1.	Udayan D. Velvan	1129895	9.08	250000	1379895	11.08
2.	Prakash R. Vora	61700	0.50	-	61700	0.50
	<b>TOTAL</b>	<b>1191595</b>	<b>9.58</b>	<b>250000</b>	<b>1441595</b>	<b>11.58</b>

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
A.	Indebtedness as on 01-04-2014				
	i) Principal Amount	329024718	25766403	152877020	507668141
	ii) Interest due but not paid	558749	-	-	558749
	iii) Interest accrued but not due	10034	67830	522062	599926
	Total (i+ii+iii)	329593501	25834233	153399082	508826816
B.	Change in Indebtedness during 2014-15				
	* Addition	185720517	52961043	-	238681561
	* Reduction	27711830	22486700	25000000	75198530
	Net Change	158008687	30474343	(25000000)	163483031
C.	Indebtedness as on 31-03-2015				
	i) Principal Amount	487033405	56240746	127877020	671151172
	ii) Interest due but not paid	326986	-	-	326986
	iii) Interest accrued but not due	11588	164649	4011608	4187845
	Total (i+ii+iii)	487371980	56405396	131888628	675666003

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:**

<b>Sr. No.</b>	<b>Particulars of Remuneration</b>	<b>Name of Managing Director</b>
		Mr. Prakash R. Vora
1.	Gross salary	
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	` 15,00,000/-
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	-
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-
2.	Stock Option	NIL
3.	Sweat Equity	NIL
4.	Commission	NIL
5.	Others, Please specify	NIL
	Total (A)	` 15,00,000/-
	Ceiling as per the Companies Act	` 36,00,000/-

<b>Sr. No.</b>	<b>Particulars of Remuneration</b>	<b>Name of Whole Time Director</b>
		Mr. Udayan Velvan
1.	Gross salary	
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	` 15,00,000/-
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	-
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-
2.	Stock Option	NIL
3.	Sweat Equity	NIL
4.	Commission	NIL
5.	Others, Please specify	NIL
	Total (A)	` 15,00,000/-
	Ceiling as per the Companies Act	` 36,00,000/-

**Shree Rajeshwaranand Paper Mills Limited****B. Remuneration to other Directors:**

Particulars of Remuneration	Name of Directors				Total Amount
	Mr. Amrish R. Patel	Mr. Ashok Kumar V. Shah	Mr. Ashok Gosavi	Ms. Anita S. Dave	
1. Fee for attending Board/ Committee meetings	NIL				
2. Commission					
3. Others, please specify					
Total Managerial Remuneration					
Overall ceiling as per the Act	N.A.				

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

Sr. No.	Particulars of Remuneration	Key Managerial Personnel
		Mr. Karunashankar Vora - CFO
1.	Gross salary	
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	₹ 4,97,336/-
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	-
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission	-
5.	Others, Please specify	-
	Total	₹ 4,97,336/-

**VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:**

There are no such Penalties/ Punishment/ Compounding of Offences as on the date of report.

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**INDEPENDENT AUDITORS' REPORT**

To,  
The Members of  
Shree Rajeshwaranand Paper Mills Limited.

**Report on the Financial Statements**

We have audited the accompanying financial statements of **SHREE RAJESHWARANAND PAPER MILLS LIMITED**, which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

Management is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

## Shree Rajeshwaranand Paper Mills Limited

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, we give in the Annexure, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a. We have sought & obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid financial statement comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of the written representations received from the directors as on March 31, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
  - f. With respect to the other matters to be included in the Auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
    - i. The Company has disclosed the impact of pending litigation on its financial position in its financial statements – Refer Note 6 to the financial statements.
    - ii. The Company does not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
    - iii. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company.

**For SUNDERJI GOSAR & Co.**

Chartered Accountants

Firm Reg. No: 115543W

Place : Jhagadia

Date : 30<sup>th</sup> May, 2015.

**SUNDERJI GOSAR**

Partner

Membership No.: 013489

### ANNEXURE TO THE AUDITORS' REPORT.

Referred to in Paragraph 1 under heading "**Report on Other Legal and Regulatory Requirements**" of our report of even date on the accounts for the year ended March 31, 2015 of **SHREE RAJESHWARANAND PAPER MILLS LIMITED.**

- (i) (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets on the basis of available information.
- (b) The company has a regular programme of physical verification of its fixed assets by which all fixed assets were are verified in a phased manner, designed to cover all the fixed assets over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such physical verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the company and nature of its assets.



- (c) In our opinion and according to information and explanations given to us, the Company has not disposed off a substantial part of its fixed assets during the year and therefore, do not affect the going concern status of the company.
- (ii) (a) As informed to us, the inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) The procedures explained to us, which are followed by the management for physical verification of inventories, are in our opinion reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) In our opinion and according to the explanations given to us, the company is maintaining proper records of its inventory. No material discrepancies were noticed on such physical verification as compared to the book records.
- (iii) (a) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Act. Consequently, requirement of clauses (iiia) and (iiib) of paragraph 3 of the order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and sale of goods. The activities of the company involve purchase of inventory and sale of goods. During the course of our audit, no major weakness has been noticed in the aforesaid internal control systems.
- (v) During the year under consideration, the company has not accepted any deposits from the public in accordance with the provisions of section 73 to 76 of the Act and the rules framed there under.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the notification of the Central Government for maintainance of cost record under section 148(1) of the Companies Act, 2013 and on the basis of such review, we are of the opinion, that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, carried out a detailed examination of the records with a view to determine whether they are accurate or complete.
- (vii) In our opinion and according to the information and explanation given to us in respect of statutory and other dues:
- (a) The Company has been regular in depositing undisputed statutory dues, including Provident fund, Income-tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Cess and any other material statutory dues as applicable to it. According to the information and explanation given to us, no undisputed amounts payable in respect of outstanding statutory dues were in arrears as at March 31, 2015 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and the records of the company examined by us, the disputed dues in respect of Sales Tax and Income Tax are as under:

Nature of Dues	Amount	Period to which amount relates	Forum where dispute is pending
Income Tax	1,53,510/-	F.Y- 2009-2010	Commissioner of Income Tax Appeals
Sales Tax	82,28,792/-	F.Y. 2005-2006	GVAT Tribunal, Ahmedabad
Sales Tax	44,60,779/-	F.Y. 2008-2009	Appeal Asst. Commissioner, Vadodara
Sales Tax	40,57,745/-	F.Y. 2008-2009	Appeal Asst. Commissioner, Vadodara

### **Shree Rajeshwaranand Paper Mills Limited**

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- (c) According to the information and explanation given to us there is no amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and the rules made thereunder.
- (viii) The company has no accumulated loss nor has incurred any cash loss during the financial year ended on that date and in the immediately preceding financial year.
- (vii) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to financial institution or bank. The company did not have any outstanding dues to any debenture holders during the year.
- (ix) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (x) In our opinion and according to the information and explanations given to us, on an overall basis the term loans have been applied for the purpose for which they were raised.
- (xi) To the best of our knowledge and according to the information and explanations given to us, no fraud on or by the Company, has been noticed or reported during the year.

**For SUNDERJI GOSAR & Co.**

Chartered Accountants

Firm Reg. No: 115543W

**SUNDERJI GOSAR**

Partner

Membership No.: 013489

Place : Jhagadia

Date : 30<sup>th</sup> May, 2015.

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2015**

<b>PARTICULARS</b>	<b>Note</b>	<b>As at 31-03-2015 (<sup>₹</sup>)</b>	<b>As at 31-03-2014 (<sup>₹</sup>)</b>
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 SHAREHOLDERS' FUND</b>			
- Share Capital	3.1	124,500,000	124,500,000
- Reserves and Surplus	3.2	114,456,773	90,709,609
- Money received against Share Warrants		-	-
Sub-Total - (A)		<b>238,956,773</b>	<b>215,209,609</b>
<b>2 NON-CURRENT LIABILITIES</b>			
- Long-term Borrowings	3.3	364,776,367	234,941,008
- Deferred Tax Liabilities (net)	3.4	41,372,471	38,312,206
- Other Non Current Liabilities		-	-
- Long Term Provisions		-	-
Sub-Total - (B)		<b>406,148,838</b>	<b>273,253,214</b>
<b>3 CURRENT LIABILITIES</b>			
- Short-term Borrowings	3.5	273,301,350	239,836,347
- Trade Payables	3.6	41,953,279	70,550,375
- Other Current Liabilities	3.7	117,035,375	133,353,513
- Short-term Provisions	3.8	8,355,840	6,292,008
Sub-Total - (C)		<b>440,645,844</b>	<b>450,032,243</b>
<b>TOTAL (A+B+C)</b>		<b>1,085,751,455</b>	<b>938,495,066</b>
<b>II. ASSETS</b>			
<b>4 NON-CURRENT ASSETS</b>			
- Fixed Assets			
Tangible Assets	3.9	429,459,993	359,926,986
Capital Work-in-Progress		30,841,246	-
- Long-term Loans and Advances	3.10	19,465,487	15,232,152
- Other Non-current Assets	3.11	1,809,084	572,136
Sub-Total - (D)		<b>481,575,809</b>	<b>375,731,274</b>
<b>5 CURRENT ASSETS</b>			
- Current Investments	3.12	-	-
- Inventories	3.13	146,302,871	152,703,977
- Trade Receivables	3.14	295,038,517	288,699,891
- Cash and Bank Balance	3.15	22,567,835	19,155,612
- Short- term Loans and Advances	3.16	111,963,469	66,801,817
- Other Current Assets	3.17	28,302,953	35,402,495
Sub-Total - (E)		<b>604,175,645</b>	<b>562,763,792</b>
<b>TOTAL (D+E)</b>		<b>1,085,751,455</b>	<b>938,495,066</b>

Notes 1 to 22 form an integral part of this Accounts

As per Report of the even date attached.

**For Sunderji Gosar & Co.**

Chartered Accountants

Firm Reg. No: 115543W

**Sunderji Gosar**

Partner

Membership No. 013489

Place : Jhagadia

Date : 30<sup>th</sup> May, 2015**For and on behalf of the Board****Prakash R. Vora**  
Managing Director**Udayan D. Velvan**  
Executive Director**Karunashankar Vora**  
Chief Financial Officer

Place : Jhagadia

Date : 30<sup>th</sup> May, 2015

**Shree Rajeshwaranand Paper Mills Limited**

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015**

Particulars	Note	For the year ended 31 <sup>st</sup> March, 2015	For the year ended 31 <sup>st</sup> March, 2014
<b>(i) Revenue form Operations:</b>	4.1		
- Sale of Products		1,083,298,461	825,456,624
- Sale of Services		-	-
Less: Excise Duty		(3,038,893)	(1,472,426)
<b>(ii) Other Income</b>	4.2	1,601,832	1,358,687
<b>Total Revenue (i+ii)</b>		<b>1,081,861,400</b>	<b>825,342,885</b>
<b>Expenses</b>			
- Cost of Material Consumed	4.3	598,381,155	503,963,334
- Purchase of Stock-in-Trade	4.4	-	-
- Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	4.5	23,889,780	(15,158,754)
- Employee benefit expenses	4.6	31,821,597	27,489,502
- Finance Cost	4.7	59,551,148	51,426,274
- Depreciation and amortisation expense	4.8	45,202,293	30,804,727
- Other Expense	4.9	287,149,532	199,597,662
<b>Total Expenses</b>		<b>1,045,995,505</b>	<b>798,122,744</b>
<b>Profit Before Tax</b>		35,865,895	27,220,140
- Tax Expense :			
Current Tax		8,534,668	5,446,138
MAT Credit Entitlement		-	(3,028,450)
Short / (Excess) provision for tax of earlier year(s)		523,798	851,670
Deferred Tax		3,060,265	6,527,852
<b>Total Tax</b>		<b>12,118,731</b>	<b>9,797,210</b>
<b>Profit for the period</b>		<b>23,747,164</b>	<b>17,422,931</b>
<b>Equity Share of par value ` 10 each</b>			
Basic		1.91	1.40
Diluted		1.91	1.40

**Note 1 to 22 from an integral part of accounts**

As per Report of the even date attached.

**For Sunderji Gosar & Co.**

Chartered Accountants

Firm Reg. No: 115543W

**Sunderji Gosar**

Partner

Membership No. 013489

Place : Jhagadia

Date : 30<sup>th</sup> May, 2015

**For and on behalf of the Board**

**Prakash R. Vora**  
Managing Director

**Udayan D. Velvan**  
Executive Director

**Karunashankar Vora**  
Chief Financial Officer

Place : Jhagadia

Date : 30<sup>th</sup> May, 2015

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015**

Particulars	2014-2015	2013-2014
<b>(A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit Before Tax	<b>35,865,895</b>	<b>27,220,140</b>
<i>Adjustments For:</i>		
Depreciation	45,202,293	30,804,727
Interest Received	(1,516,973)	(1,358,687)
Profit on Sale of Vehicle	(84,859)	-
Preliminary Expenses	666,599	190,712
Interest Paid	30,513,405	33,018,319
	<u>74,780,465</u>	<u>62,655,072</u>
<b>Operating Profit Before Working Capital Changes</b>	<b>110,646,360</b>	<b>89,875,212</b>
<i>Adjustment For:</i>		
Trade, Other Receivables &	(51,896,328)	(8,582,268)
Other Current Assets		
Inventories	6,401,106	(56,470,064)
Trade Payables, Provisions &	(50,027,361)	41,729,615
Other Current Liabilities.		
	<u>(95,522,584)</u>	<u>(23,322,717)</u>
Cash Generated From Operations	<b>15,123,777</b>	<b>66,552,495</b>
Direct taxes Paid	(523,798)	(851,670)
<b>Net Cash From Operating Activities (A)</b>	<b>14,599,979</b>	<b>65,700,825</b>
<b>(B) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(114,980,440)	(91,189,116)
Capital Work in Progress	(30,841,246)	(22,404,899)
Sale of Fixed Assets	330,000	-
Investment in Fixed Deposits	(1,644,827)	(1,198,524)
Interest Received	1,516,973	1,358,687
<b>Net Cash From Investing Activities (B)</b>	<b>(145,619,540)</b>	<b>(113,433,853)</b>
<b>(C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Short term Borrowings	33,465,003	36,160,694
Long term Borrowing	129,835,359	46,071,186
Interest Paid	(30,513,405)	(33,018,319)
<b>Net Cash from Financing Activities (C)</b>	<b>132,786,957</b>	<b>49,213,561</b>
<b>Net Cash Inflow/(Outflow)</b>	<b>1,767,396</b>	<b>1,480,533</b>
Opening Balance of Cash & Cash Equivalents	<b>4,095,572</b>	<b>2,615,039</b>
Closing Balance of Cash & Cash Equivalents	<b>5,862,968</b>	<b>4,095,572</b>

As per Report of the even date attached.

**For Sunderji Gosar & Co.**

Chartered Accountants

Firm Reg. No: 115543W

**Sunderji Gosar**

Partner

Membership No. 013489

Place : Jhagadia

Date : 30<sup>th</sup> May, 2015**For and on behalf of the Board****Prakash R. Vora**  
Managing Director**Udayan D. Velvan**  
Executive Director**Karunashankar Vora**  
Chief Financial OfficerPlace : Jhagadia  
Date : 30<sup>th</sup> May, 2015

## **Shree Rajeshwaranand Paper Mills Limited**

### **NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2015**

#### **GENERAL INFORMATION**

Shree Rajeshwaranand Paper Mills Limited ('the Company') was incorporated on 20th March, 1991 under The Companies Act, 1956. The company is in the Business of manufacturing of newsprint paper. The company has recently started Tools Division also.

#### **1. SIGNIFICANT ACCOUNTING POLICIES:**

##### **i) BASIS OF PREPARATION OF FINANCIAL STATEMENTS:**

The financial statements are prepared in accordance with the generally accepted accounting principles in India (Indian GAAP) under the historical cost convention on an accrual basis and are in compliance with pursuant to section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Account) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) of Companies Act, 1956 (Companies (Accounting Standards) Rules, 2006, as amended) and other relevant provisions of the Companies Act, 2013

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Revised Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as up to twelve months for the purpose of current and non-current classification of assets and liabilities.

##### **ii) USE OF ESTIMATES:**

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

##### **iii) TANGIBLE FIXED ASSETS AND DEPRECIATION:**

###### **o TANGIBLE FIXED ASSETS:**

Tangible fixed assets are stated at cost, less accumulated depreciation and impairment loss if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use, but does not includes amount of excise duty on which cenvat is availed.

###### **o CAPITAL WORK IN PROGRESS:**

Expenses incurred towards acquisition of fixed assets which have not been installed or not put to use before the year end are disclosed under capital work in progress and no depreciation has been provided on that.

###### **o DEPRECIATION:**

Depreciation is provided on pro rata basis on the straight line method over the remaining useful lives of the assets in the manner prescribed by Schedule II of the Companies Act, 2013, as against the past practice of computing the depreciation at rates with refrence to the life of assets subject to the minimum rates provided by Schedule XIV of the Companies Act, 2013.

- a. Useful lives of assets are determined by the management by the internal technical assessemnts except in case where such assessment suggest a life significantly different

from those prescribed by Schedule II - Part 'C', where the useful life is as assessed and certified by a technical expert.

- b. Assets which are depreciated over useful life different than those indicated by Schedule II are as under :

Asset Class	Estimated Useful Life	Useful Life indicate by Schedule II
Plant & machinery - Pulper Section	2 Years	8 Years

Fixed Assets, individually costing less than five thousands, are fully depreciated in the year of purchase.

Depreciation on Assets added / disposed off during the year have been provided on pro-rata basis with reference to the day of additions / deletions from the respective day of purchase/sale.

Continuous process plants are classified based on technical assessment and depreciation is provided accordingly.

**iv) INTANGIBLE FIXED ASSETS AND AMORTISATION:**

Intangible assets are recognized when it is probable that the future economic benefit attributable to the assets will flow to the Company and its cost can be reliably measured. Intangible Assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a straight line basis over their estimated useful lives.

Expenditure incurred on acquisition/development of intangible assets which are not put/ready to use at the reporting date is disclosed under intangible assets under development. Intangible assets representing cost of the software capitalised is amortised over its useful life which is estimated to be a period of six years.

**v) IMPAIRMENT OF ASSETS:**

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An asset is treated as impaired when the carrying cost of the assets exceeds its recoverable value. An impairment loss if any is charged to Statement of Profit and Loss Account in the year in which an asset is identified as impaired. Reversal of impairment losses recognized in prior years is recorded when there is an indication that the impairment losses recognized for the assets no longer exist or have decreased. However there is no such impairment in the year under consideration.

**vi) INVENTORY:**

Raw Material, Consumable Store & Spares and Packing Material are valued at lower of cost and net realizable value. However, these items are considered to be realizable at cost if the finished products in which they will be used, are expected to be sold at or above cost.

Finished Goods and Work in Progress are valued at lower of cost or net realizable value. Cost of Finished Goods and Work in Progress includes the cost of conversion and other costs incurred to bring the inventories to their present location and condition.

Cost of inventories is computed on weighted average basis.

Obsolete stock if any is valued at net realizable value. There is no such obsolete stock.

**vii) INVESTMENTS:**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

Investments are recorded at cost on the date of purchase, which includes acquisition charges such as brokerage, stamp duty, taxes, etc. Current Investments are stated at lower of cost and quoted/fair value. Provision for diminution in the value of Long Term Investments is made, only if, in the opinion of the management, such a decline is regarded as being other than temporary.

However there are no investments of the company in the year under consideration.

**viii) GOVERNMENT GRANTS:**

Government Grants are recognized when there is reasonable assurance that the same will be received and all attaching conditions will be complied with. Revenue grants are recognized in the Statement of Profit & Loss account. Capital grants relating to specific Tangible/Intangible assets are reduced from the gross value of the respective Tangible/Intangible assets. Other capital grants in nature of promoter's contribution are credited to capital reserve.

However no government grants are received by the company in the year under consideration.

**ix) REVENUE RECOGNITION:**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and can be reliably measured.

**SALE OF GOODS:**

Domestic Sale is recognized on dispatch to customers and is net of returns. "Sales" includes basic sales value and excise, but excludes other recoveries such as insurance, sales tax etc.

**OTHER INCOME:**

Interest is recognized on Time Proportion Basis with reference to principal outstanding and rate of Interest applicable.

**x) EMPLOYEE BENEFITS:**

Retirement benefits to employees comprise of provident fund contributions, gratuity and leave encashment entitlements. Contribution to Provident Fund is made in accordance with the statute and provided on accrual basis. Gratuity are provided for, according to the rules of these benefit schemes, on the basis of actuarial valuation done at the year-end by independent actuaries using the Projected Unit Credit Method. Actuarial losses/gains are recognized in the Statement of Profit and Loss in the year in which they arise. Leave encashment are paid in the year in which they accrue.

**xi) FOREIGN CURRENCY TRANSACTIONS:**

Transactions in foreign currency are recorded at the rate of exchange prevailing on the date of transaction. The exchange difference resulting from settled transactions is recognized in the statement of profit and loss if applicable.

Year end balances of monetary items are restated at the year end exchange rates and the resultant net gain or loss is recognized in the statement of profit and loss.

Premium or discounts on forward contracts where there are underlying assets/liabilities are amortized over the life of the contract. Such foreign exchange forward contracts are revalued at the Balance Sheet date and the exchange difference between the spot rate at the date of contract and spot rate on the Balance Sheet date is recognized as gain/loss in the Statement of Profit and loss.

**xii) BORROWING COSTS:**

Borrowing Costs attributable to acquisition and construction of qualifying assets are capitalized as a part of the cost of such asset up to the date when such assets are ready for its intended use. Other borrowing costs are charged to the Statement of Profit and Loss Account in the period in which they are incurred.



**xiii) LEASES:****[a] As a Lessee:**

Leases, where significant portion of risk and reward of ownership are retained by the Lessor, are classified as Operating Leases and lease rentals thereon are charged to the Statement of Profit and Loss on a straight-line basis over the lease term.

**[b] As a Lessor:**

If the Company has leased certain tangible assets, and such leases, where the Company has substantially retained all the risks and rewards of ownership, are classified as operating leases.

Lease income is recognised in the Statement of Profit and Loss on a straight-line basis over lease term.

However there are no lease in the year under consideration

**xiv) TAXES ON INCOME:**

Tax expense comprises of current and deferred tax.

Provision for current tax is made on the basis of estimated taxable income for the relevant accounting year in accordance with the Income Tax Act, 1961.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted as of the Balance Sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is reasonable certainty that these would be realized in future.

In case of unabsorbed losses and unabsorbed depreciation, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profit. At each Balance Sheet date the Company reassesses the unrecognized deferred tax assets.

Minimum Alternative Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the ICAI, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement.

The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income Tax during the specified period.

The Company has the policy of reviewing and passing proper adjustment entries for Income Tax paid, Provision for Income Tax made and excess/short tax provision for the year after filing Income Tax returns. The Company also makes a fair estimate of the Income Tax liability for the said year and gives effects to it in the Books of Accounts

**xv) CASH AND CASH EQUIVALENT:**

Cash and Cash Equivalents for the purpose of cash flow statement comprise cash on hand and cash at bank including fixed deposit with original maturity period of three months or less and short term highly liquid investments with an original maturity of three months or less.

**xvi) CASH FLOW STATEMENT:**

Cash flows are reported using the Indirect Method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future cash receipts

## **Shree Rajeshwaranand Paper Mills Limited**

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or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

### **xvii) RESEARCH & DEVELOPMENT:**

Revenue expenditure on Research and Development is charged to the Statement of Profit and Loss in the year in which it is incurred. Capital Expenditure on Research and Development is shown as an addition to Fixed Assets or Work-in-Progress, as the case may be. However there are no such expenditure in the year under consideration.

### **xviii) EARNINGS PER SHARE:**

Basic earnings per share are calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

### **xix) PROVISIONS & CONTINGENCIES:**

The company estimates the probability of any loss that might be incurred on outcome of contingencies on the basis of information available.

A provision is recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are determined based on management's estimate required to settle the obligation at the balance sheet date, supplemented by experience of similar transactions. These are reviewed at each balance sheet date and adjusted to reflect the management's current estimates.

In cases where the available information indicates that the loss on the contingency is reasonably possible but the amount of loss cannot be reasonably estimated, a disclosure is made in the financial statements.

In case of remote possibility neither provision nor disclosure is made in the financials.

A Contingent Asset is neither recognised nor disclosed in the Financial Statements.

**NOTES ON ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015**

Particulars	31 <sup>st</sup> March, 2015	31 <sup>st</sup> March, 2014
<b>Note No. 3.1 :- SHARE CAPITAL</b>		
<b>Authorised Capital :</b>		
1,30,00,000 (PY:1,30,00,000) Equity Shares of ` 10/- each	<b>130,000,000</b>	130,000,000
	<b>130,000,000</b>	130,000,000
<b>Issued, Subscribed and Fully Paid up :</b>		
<b>EQUITY SHARE CAPITAL</b>		
1,24,50,000 (PY:1,24,50,000) Equity Shares of ` 10/- each fully paid up	<b>124,500,000</b>	124,500,000
	<b>124,500,000</b>	124,500,000

- a. Shareholders holding more than 5% of Equity Shares:  
13,79,895 (11.08) {P.Y. 11,29,895 (9.08%)} Equity Shares of ` 10/- each held by Mr. Udayan D. Velvan.

- b. Reconciliation of the number of Equity Shares outstanding

Particulars	Number of Shares	Number of Shares
Number of Shares at the beginning of the year	<b>12,450,000</b>	12,450,000
Add: Shares issued	-	-
Less: Shares Forfeited	-	-
Number of Shares at the end of the year	<b>12,450,000</b>	12,450,000

- c. Each Equity Share is entitled to one voting right only.
- d. In the event of liquidation of the company, the holders of equity shares will be entitled to receive assets remaining, after distribution of all preferential amounts.

**Note No. 3.2 - RESERVES AND SURPLUS**

Particulars	Opening as at 01/04/2014	Additions	Deductions/ Adjustments	Balance as at 31/03/2015
Surplus as per Profit and Loss Account	90,709,609	<b>23,747,164</b>	-	114,456,773
<b>Total</b>	90,709,609	<b>23,747,164</b>	-	114,456,773

Details of Profit and Loss Surplus is as given below:

Particulars	As at 31 <sup>st</sup> March, 2015	As at 31 <sup>st</sup> March, 2014
<b>Net Profit after Tax</b>	23,747,164	17,422,931
Balance brought forward	90,709,609	73,286,678
<b>Profit Available for Appropriation</b>	<b>114,456,773</b>	90,709,609
<b>APPROPRIATIONS:</b>		
General Reserve	-	-
Dividend on Equity Shares	-	-
<b>Surplus Carried to Balance Sheet</b>	<b>114,456,773</b>	90,709,609

## Shree Rajeshwaranand Paper Mills Limited

Particulars		As at 31 <sup>st</sup> March, 2015	As at 31 <sup>st</sup> March, 2014
<b>Note No. 3.3 - LONG TERM BORROWINGS</b>	<b>Ref. Note</b>		
<b>I. Secured Borrowings:</b>			
a. Term Loans			
- from banks			
SBI Corporate Loan - I	3.3.1	-	-
SBI Corporate Loan - II	3.3.2	100	100
SBI Corporate Loan - II (Foreign Currency)	3.3.3	42,262,500	49,130,091
SBI Term Loan - I	3.3.4	-	-
SBI Term Loan - I (Foreign Currency)	3.3.5	-	-
SBI Term Loan - II	3.3.6	-	9,000,000
Bank of India - Paper Division	3.3.7	76,115,234	-
Bank of India - Tool Division	3.3.8	67,507,279	-
HDFC Tractor Loan (Old)	3.3.9	-	-
HDFC Tractor Loader Loan (Old)	3.3.10	-	-
HDFC Tractor Loan (New)	3.3.11	80,549	298,104
HDFC Tractor Loader Loan (New)	3.3.12	13,606	50,356
HDFC Maruti Eco Loan	3.3.13	54,064	173,632
HDFC Tractor Loan (GJ -16-BG-5420)	3.3.14	272,278	-
HDFC NEW Maruti Van Loan	3.3.15	130,723	-
<b>Total Secured Long Term Borrowings - (I)</b>		<b>186,436,333</b>	<b>58,652,283</b>
<b>II. Unsecured Borrowings:</b>			
a. Term Loans			
- from Banks			
- from other financial institution			
- Tata Capital Financial Services	3.3.16	-	1,279,777
- Bajaj Finance Ltd.	3.3.17	-	1,299,928
- Magma Fincorp Ltd.	3.3.18	2,994,139	-
- Religae Finvest Ltd.	3.3.19	2,392,331	-
- Bajaj Finance Ltd (New).	3.3.20	1,076,544	-
b. Deposits			
- Intercompany deposits	3.3.18	127,877,020	152,877,020
c. Loans and advances from Related Parties	3.3.19	44,000,000	700,000
d. Others	3.3.20	-	20,132,000
<b>Total Unsecured Long Term Borrowings - (II)</b>		<b>178,340,034</b>	<b>176,288,725</b>
<b>III. Total Long Term Borrowings (I + II)</b>		<b>364,776,367</b>	<b>234,941,008</b>

### Secured Long Term Borrowings

- 3.3.1 I. [a] Loan from State Bank of India is secured by:
- First Pari-passu charge by way of hypothecation over entire movable fixed assets of the company for both Paper & Tools division along with Bank of India.
  - First Pari-passu by way of registered mortgage with Bank of India over additional immovable property (Factory building and civil construction) to be created out of proposed projects for Paper & Tools Division.
  - First Pari-passu charge by way of registered mortgage over Factory land & Building belonging to the company situated at Plot no. 442/B admeasuring 82216 sq. mtrs. & plot no. 451/B admeasuring 79692 sq. mtrs. at RS no. 206,238,239,240,294 & 295 at village: Govali. Jhagadia-Bharuch Road, Gujarat with Bank of India
  - First Pari-passu charge by way of registered mortgage over office cum residential premises belonging to the company admeasuring 777.00 square ft sitauted at No.1002,10th floor, "Samudra Annex" Plot No. 322, TPS No.3, Village: Changisapur, Ahmedabad, Gujarat with Bank of India.
  - Lien on FDR of ₹ 30.00 Lacs in the name of company.
  - Pledge of 3,03,000 shares of the company in the name of Mr. Prakash Vora/Udyan Velvan.

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- g) Extension of second charge on entire current assets of the company of the Tools division of the company.
  - h) Personal guarantee of the directors Mr.Prakash Vora and Mr.Udyan Velvan.The loan has fully paid as on 31st March, 2015.The interest rate is 3.90% above base rate (i.e.13.90%).
- 3.3.1. I. [b] There was no default in repayment of this loan.
- 3.3.2 [a] Loan from State Bank of India is secured by:
- a) First Pari-passu charge by way of hypothecation over entire movable fixed assets of the company for both Paper & Tools division along with Bank of India.
  - b) First Pari-passu by way of registered mortgage with Bank of India over additional immovable property (Factory building and civil construction) to be created out of propped projects for Paper & Tools Division.
  - c) First Pari-passu charge by way of registered mortgage over Factory land & Building belonging to the company situated at Plot no. 442/B admeasuring 82216 sq. mtrs. & plot no. 451/B admeasuring 79692 sq. mtrs. at RS no. 206,238,239,240,294 & 295 at village: Govali. Jhagadia-Bharuch Road, Gujarat with Bank of India
  - d) First Pari-passu charge by way of registered mortgage over office cum residential premises belonging to the company admeasuring 777.00 square ft sitauted at No.1002,10th floor, "Samudra Annex" Plot No. 322, TPS No.3, Village: Changisipur, Ahmedabad, Gujarat with Bank of India.
  - e) Lien on FDR of ` 30.00 Lacs in the name of company.
  - f) Pledge of 3,03,000 shares of the company in the name of Mr. Prakash Vora / Udyan Velvan.
  - g) Extension of second charge on entire current assets of the company of the Tools division of the company.
  - h) Personal guarantee of the directors Mr.Prakash Vora and Mr.Udyan Velvan.The Loan of ` 5,36,46,250/- has been converted into USD Loan at the rate of ` 61.31 and hence the loan as at 31st March, 2014 is not repayable in the next financial year. The Interest rate is 3.90% above base rate (i.e. 13.90%).
- 3.3.2 [b] There was no default in repayment of this loan.
- 3.3.3 [a] Term Loan in foreign currency (USD) has been converted from the term loan with State bank of India. It is Secured by:
- a) First Pari-passu charge by way of hypothecation over entire movable fixed assets of the company for both Paper & Tools division along with Bank of India.
  - b) First Pari-passu by way of registered mortgage with Bank of India over additional immovable property (Factory building and civil construction) to be created out of propped projects for Paper & Tools Division.
  - c) First Pari-passu charge by way of registered mortgage over Factory land & Building belonging to the company situated at Plot no. 442/B admeasuring 82216 sq. mtrs. & plot no. 451/B admeasuring 79692 sq. mtrs. at RS no. 206,238,239,240,294 & 295 at village: Govali. Jhagadia-Bharuch Road, Gujarat with Bank of India
  - d) First Pari-passu charge by way of registered mortgage over office cum residential premises belonging to the company admeasuring 777.00 square ft sitauted at No.1002,10th floor, "Samudra Annex" Plot No. 322, TPS No.3, Village: Changisipur, Ahmedabad, Gujarat with Bank of India.
  - e) Lien on FDR of ` 30.00 Lacs in the name of company.
  - f) Pledge of 3,03,000 shares of the company in the name of Mr. Prakash Vora / Udyan Velvan.
  - g) Extension of second charge on entire current assets of the company of the Tools division of the company.
  - h) Personal guarantee of the directors Mr.Prakash Vora and Mr.Udyan Velvan. The loan as on 31st March, 2015 is repayable in 7 equal monthly installments of USD 13,000/- and thereafter a single payment of USD 7,40,500/-.
- The interest rate is 4.84% over LIBOR.
- 3.3.3 [b] There was no default in repayment of this loan.
- 3.3.4 [a] Loan from State Bank of India is secured by:
- a) First Pari-passu charge by way of hypothecation over entire movable fixed assets of the company for both Paper & Tools division along with Bank of India.
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## **Shree Rajeshwaranand Paper Mills Limited**

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- b) First Pari-passu by way of registered mortgage with Bank of India over additional immovable property (Factory building and civil construction) to be created out of proposed projects for Paper & Tools Division.
- c) First Pari-passu charge by way of registered mortgage over Factory land & Building belonging to the company situated at Plot no. 442/B admeasuring 82216 sq. mtrs. & plot no. 451/B admeasuring 79692 sq. mtrs. at RS no. 206,238,239,240,294 & 295 at village: Govali. Jhagadia-Bharuch Road, Gujarat with Bank of India
- d) First Pari-passu charge by way of registered mortgage over office cum residential premises belonging to the company admeasuring 777.00 square ft situated at No.1002,10th floor, "Samudra Annex" Plot No. 322, TPS No.3, Village: Changisapur, Ahmedabad, Gujarat with Bank of India.
- e) Lien on FDR of ` 30.00 Lacs in the name of company.
- f) Pledge of 3,03,000 shares of the company in the name of Mr. Prakash Vora / Udyan Velvan.
- g) Extension of second charge on entire current assets of the company of the Tools division of the company.
- h) Personal guarantee of the directors Mr.Prakash Vora and Mr.Udyan Velvan.The Loan as on 31st March 2015 is repayable in single final installment of Rs. 91,847/- in the month of April 2015.

The interest rate is 3.85% above base rate (i.e. 13.85%).

3.3.4 [b] There was no default in repayment of this loan.

3.3.5 [a] Term Loan in foreign currency (USD) has been converted from the term loan with State bank of India. It is Secured by:

- a) First Pari-passu charge by way of hypothecation over entire movable fixed assets of the company for both Paper & Tools division along with Bank of India.
- b) First Pari-passu by way of registered mortgage with Bank of India over additional immovable property (Factory building and civil construction) to be created out of proposed projects for Paper & Tools Division.
- c) First Pari-passu charge by way of registered mortgage over Factory land & Building belonging to the company situated at Plot no. 442/B admeasuring 82216 sq. mtrs. & plot no. 451/B admeasuring 79692 sq. mtrs. at RS no. 206,238,239,240,294 & 295 at village: Govali. Jhagadia-Bharuch Road, Gujarat with Bank of India
- d) First Pari-passu charge by way of registered mortgage over office cum residential premises belonging to the company admeasuring 777.00 square ft situated at No.1002,10th floor, "Samudra Annex" Plot No. 322, TPS No.3, Village: Changisapur, Ahmedabad, Gujarat with Bank of India.
- e) Lien on FDR of ` 30.00 Lacs in the name of company.
- f) Pledge of 3,03,000 shares of the company in the name of Mr. Prakash Vora / Udyan Velvan.
- g) Extension of second charge on entire current assets of the company of the Tools division of the company.
- h) Personal guarantee of the directors Mr.Prakash Vora and Mr.Udyan Velvan. The loan has fully paid as on 31st March, 2015. The interest rate is 4.84% over LIBOR.

3.3.5 [b] There was no default in repayment of this loan.

3.3.6 I. [a] Loan from State Bank of India is secured by:

- a) First Pari-passu charge by way of hypothecation over entire movable fixed assets of the company for both Paper & Tools division along with Bank of India.
- b) First Pari-passu by way of registered mortgage with Bank of India over additional immovable property (Factory building and civil construction) to be created out of proposed projects for Paper & Tools Division.
- c) First Pari-passu charge by way of registered mortgage over Factory land & Building belonging to the company situated at Plot no. 442/B admeasuring 82216 sq. mtrs. & plot no. 451/B admeasuring 79692 sq. mtrs. at RS no. 206,238,239,240,294 & 295 at village: Govali. Jhagadia-Bharuch Road, Gujarat with Bank of India
- d) First Pari-passu charge by way of registered mortgage over office cum residential premises belonging to the company admeasuring 777.00 square ft situated at No.1002,10th floor, "Samudra Annex" Plot No. 322, TPS No.3, Village: Changisapur, Ahmedabad, Gujarat with Bank of India.

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- e) Lien on FDR of ` 30.00 Lacs in the name of company.
  - f) Pledge of 3,03,000 shares of the company in the name of Mr. Prakash Vora / Udyan Velvan.
  - g) Extension of second charge on entire current assets of the company of the Tools division of the company.
  - h) Personal guarantee of the directors Mr.Prakash Vora and Mr.Udyan Velvan.  
The loan as at 31st March, 2014 is repayable in 4 equal quarterly installment of Rs.22.50 lacs. The interest rate is 3.85% above base rate (i.e.13.85%)
- 3.3.6. I. [b] There was no default in repayment of this loan.
- 3.3.7 [a] Loan from Bank of India is secured by:
- a) First Pari Passu Charge over Machinery. Utilities, Civil Construction, Site Development (Paper Division).
  - b) First Pari Passu Charge over Machinery. Utilities, Civil Construction, Site Development (Tools Division).
  - c) First Pari Passu over Land & Building situated at RS No. 451B, 442B of Mouje Village Mulad sim, Taluka Jhagdia on which business is carried out a) 5% of the term loan to be repaid during F.Y 2015-16 i.e from April 2015 to March 2016, 12 monthly installments of ` 4.89 Lacs each.
  - d) First Pari Passu charge over existing plant & machinery of the company.
  - e) First charge on Stocks of Tool Divisions.
  - f) First charge on Book Debts of Tools Division.
  - g) Pledge of TDRs as margin on L/C.
  - h) First Pari Passu charge over office situated at no. 1002, 10th floor, Samudra Annex, Plot No. 322 TPS No. 3, Village Changispur, Ahmedabad
  - i) Second Charge over current assets of Paper Division. Repayment Schedule :
    - a) 5% of the term loan to be repaid during F.Y 2015-16 i.e from April 2015 to March 2016, 12 monthly installments of ` 4.89 Lacs each.
    - b) 10% of the term loan to be repaid during F.Y 2016-17 i.e from April 2016 to March 2017, 12 monthly installments of ` 9.80 Lacs each.
    - c) 15% of the term loan to be repaid during F.Y 2017-18 i.e from April 2017 to March 2018, 12 monthly installments of ` 14.68 Lacs each.
    - d) 20% of the term loan to be repaid during F.Y 2018-19 i.e from April 2018 to March 2019, 12 monthly installments of ` 19.58 Lacs each.
    - e) 25% of the term loan to be repaid during F.Y 2019-20 i.e from April 2019 to March 2020, 12 monthly installments of ` 24.48 Lacs each.
    - f) 25% of the term loan to be repaid during F.Y 2020-21 i.e from April 2020 to March 2021, 10 monthly installments of ` 26.71 Lacs each and last installment of ` 26.74 Lacs
- 3.3.7.I.[b] There was no default in repayment of this loan.
- 3.3.8 [a] Loan from Bank of India is secured by:
- a) First Pari Passu Charge over Machinery. Utilities, Civil Construction, Site Development (Paper Division).
  - b) First Pari Passu Charge over Machinery. Utilities, Civil Construction, Site Development (Tools Division).
  - c) First Pari Passu over Land & Building situated at RS No. 451B, 442B of Mouje Village Mulad sim, Taluka Jhagdia on which business is carried out a) 5% of the term loan to be repaid during F.Y 2015-16 i.e from April 2015 to March 2016, 12 monthly installments of Rs.4.89 Lacs each.
  - d) First Pari Passu charge over existing plant & machinery of the company.
  - e) First charge on Stocks of Tool Divisions.
  - f) First charge on Book Debts of Tools Division.
  - g) Pledge of TDRs as margin on L/C
    - a) 5% of the term loan to be repaid during F.Y 2015-16 i.e from April 2015 to March 2016, 12 monthly installments of ` 3.34 Lacs each.
    - b) 10% of the term loan to be repaid during F.Y 2016-17 i.e from April 2016 to March 2017, 12 monthly installments of ` 6.67 Lacs each.
    - c) 15% of the term loan to be repaid during F.Y 2017-18 i.e from April 2017 to March 2018, 12 monthly installments of ` 10.00 Lacs each.
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- d) 20% of the term loan to be repaid during F.Y 2018-19 i.e from April 2018 to March 2019, 12 monthly installments of ` 13.33 Lacs each.
  - e) 25% of the term loan to be repaid during F.Y 2019-20 i.e from April 2019 to March 2020, 12 monthly installments of ` 1667 Lacs each.
  - f) 25% of the term loan to be repaid during F.Y 2020-21 i.e from April 2020 to March 2021, 10 monthly installments of ` 18.17 Lacs each and last installment of ` 18.18 Lacs
- 3.3.8.I.[b] There was no default in repayment of this loan.
- 3.3.9 [a] Loan from HDFC Bank for Tractor Loan is secured by hypothecation of the vehicle financed by the bank. The loan as at 31st March, 2015 is fully repaid (including interest) each. The interest rate is 15% p.a. 3.3.9
- 3.3.9 [b] There was no default in repayment of this loan.
- 3.3.10 [a] Loan from HDFC Bank for Tractor Loan is secured by hypothecation of the vehicle financed by the bank. The loan as at 31st March, 2015 is fully repaid (including interest) each. The interest rate is 15% p.a.
- 3.3.10 [b] There was no default in repayment of this loan.
- 3.3.11 [a] Loan from HDFC Bank for Tractor Loan is secured by hypothecation of the vehicle financed by the bank. The loan as at 31st March, 2015 is repayable in 16 equal monthly installments from April 2015 of ` 20,813/- (including interest) each. The interest rate is 16% p.a.
- 3.3.11 [b] There was no default in repayment of this loan.
- 3.3.12 [a] Loan from HDFC Bank for Tractor Loan is secured by hypothecation of the vehicle financed by the bank. The loan as at 31st March, 2015 is repayable in 16 equal monthly installments from April 2015 of ` 3,516/- (including interest) each. The interest rate is 16% p.a.
- 3.3.12 [b] There was no default in repayment of this loan.
- 3.3.13 [a] Loan from HDFC Bank for Maruti Eco is secured by hypothecation of the vehicle financed by the bank. The loan as at 31st March, 2015 is repayable in 17 equal monthly installments from April 2015 of ` 11,130/- (including interest) each. The interest rate is 16% p.a.
- 3.3.13 [b] There was no default in repayment of this loan.
- 3.3.14 [a] Loan from HDFC Bank for Tractor Loan is secured by hypothecation of the vehicle financed by the bank. The loan as at 31st March, 2015 is repayable in 30 equal monthly installments from April 2014 of Rs.16,986/- (including interest) each. The interest rate is 14.10% p.a.
- 3.3.14 [b] There was no default in repayment of this loan.
- 3.3.15 [a] Loan from HDFC Bank for Maruti Van Loan is secured by hypothecation of the vehicle financed by the bank. The loan as at 31st March, 2015 is repayable in 31 equal monthly installments from April 2014 of ` 7,625/- (including interest) each. The interest rate is 12.60% p.a.
- 3.3.15 [b] There was no default in repayment of this loan.
- Unsecured Long Term Borrowings**
- 3.3.16 [a] Loan from Tata Capital Financial Services as at 31st March, 2015 is repayable in 11 equal monthly installments from April 2014 of ` 1,27,413/- (including interest). The Interest Rate is 18.44%.
- 3.3.16 [b] There was no default in repayment of this loan.
- 3.3.17 [a] Loan from Bajaj Finance Ltd. as at 31st March, 2015 is repayable in 11 equal monthly installments of ` 1,29,758/- (including interest). The Interest Rate is 19.10%.
- 3.3.17 [b] There was no default in repayment of this loan.
- 3.3.18 [a] Loan from Magma Fincorp Ltd. as at 31st March, 2015 is repayable in 40 equal monthly installments of ` 1,31,015/- (including interest). The Interest Rate is 17.50%.
- 3.3.18 [b] There was no default in repayment of this loan.
- 3.3.19 [a] Loan from Religare Finvest Ltd. as at 31st March, 2015 is repayable in 28 equal monthly installments of ` 1,80,437/- (including interest). The Interest Rate is 19.01%.
- 3.3.19 [b] There was no default in repayment of this loan.
- 3.3.20 [a] Loan from Bajaj Finance Ltd. as at 31st March, 2015 is repayable in 28 equal monthly installments of ` 81,196/- (including interest). The Interest Rate is 19.01%.
- 3.3.20 [b] There was no default in repayment of this loan.
- 3.3.21 [a] Intercompany Deposits would not be recalled before end of two years from 31st March, 2015.
- 3.3.21 [b] There is no default as the repayment is not due.
- 3.3.22 [a] Loan from related parties would not be recalled before end of two years from 31st March, 2015.
- 3.3.22 [b] There is no default as the repayment is not due.



Particulars	As at 31 <sup>st</sup> March, 2015	As at 31 <sup>st</sup> March, 2014
<b>Note No. 3.4 - DEFERRED TAX LIABILITY (NET)</b>		
<b>Deferred Tax Liability</b>		
Depreciation	41,372,471	38,312,206
<b>Total</b>	<b>41,372,471</b>	<b>38,312,206</b>
<b>Note No. 3.5 SHORT - TERM BORROWINGS</b>		
<b>I. Secured Borrowings:</b>		
a. Loan repayable on demand		
- from banks		
Cash Credit Facility		
- SBI	21,064,287	47,308,937
- BOI	28,830,205	-
- Working Capital Loan (Foreign Currency)	223,406,858	192,527,410
<b>Total Secured Short Term Borrowings - (I)</b>	<b>273,301,350</b>	<b>239,836,347</b>
<b>II. Unsecured Borrowings</b>		
a. Loan repayable on demand	-	-
<b>Total Unsecured Short Term Borrowings - (II)</b>	<b>-</b>	<b>-</b>
<b>III. Total Short Term Borrowings ( I + II )</b>	<b>273,301,350</b>	<b>239,836,347</b>
3.5.1 [a] Cash Credit Facility from State bank of India is secured by:		
a) First Charge over entire current assets such as stocks of raw materials, finished goods, stores & spares, SIP, receivables etc. of the company.		
b) Lien on FDR of ` 30.00 lacs in the name of company.		
c) Pledge of 1,03,000 shares of the company in the name of Mr. Prakash Vora / Udyan Velvan.		
d) Extension of charge over company's movable and immovable fixed assets.		
e) Personal guarantee of the directors Mr.Prakash Vora and Mr.Udyan Velvan.		
3.5.1 [b] The loan is repayable on demand. The interest rate is 3.75% above the base rate (i.e.13.75%).		
3.5.1 [a] Loan from Bank of India is secured by:		
a) First Pari Passu Charge over Machinery. Utilities, Civil Construction, Site Development (Paper Division).		
b) First Pari Passu Charge over Machinery. Utilities, Civil Construction, Site Development (Tools Division).		
c) First Pari Passu over Land & Building situated at RS No. 451B, 442B of Mouje Village Mulad sim, Taluka Jhagdia on which business is carried outa)		
d) First Pari Passu charge over existing plant & machinery of the company.		
e) First charge on Stocks of Tool Divisions.		
f) First charge on Book Debts of Tools Division.		
g) Pledge of TDRs as margin on L/C.		
h) First Pari Passu charge over office situated at no. 1002, 10th floor, Samudra Annex, Plot No. 322 TPS No. 3, Village Changispur, Ahmedabad		
i) Second Charge over current assets of Paper Division.		
3.5.1 [b] The loan is repayable on demand. The interest rate is 3.55% above the base rate (i.e.13.75%).		
3.5.3 [a] Working Capital Loan in foreign currency (USD) from State Bank of India has been converted from the cash credit facility available with the bank.It is secured by:		
a) First Charge over entire current assets such as stocks of raw materials, finished goods, stores & spares, SIP, receivables etc. of the company.		
b) Lien on FDR of ` 30.00 lacs in the name of company.		
c) Pledge of 1,03,000 shares of the company in the name of Mr. Prakash Vora / Udyan Velvan.		
d) Extension of charge over company's movable and immovable fixed assets.		
e) Personal guarantee of the directors Mr.Prakash Vora and Mr.Udyan Velvan.		
3.5.3 [b] The loan as on 31st March, 2015 is repayable in a six monthly installment of USD 13,47,945/- each.		
The interest rate is 4.84% over LIBOR.		

## Shree Rajeshwaranand Paper Mills Limited

Particulars	As at 31 <sup>st</sup> March, 2015	As at 31 <sup>st</sup> March, 2014
<b>Note No. 3.6 - TRADE PAYABLES</b>		
<b>Trade Payables</b>		
- Due to Small & Micro Enterprise	-	-
- Other than Micro and Small Enterprises		
i. To Subsidiaries	-	-
ii. To Others	41,953,279	70,550,375
<b>Total</b>	<b>41,953,279</b>	<b>70,550,375</b>

## Note No. 3.7 - OTHER CURRENT LIABILITIES

a. Current maturities of Long Term Debt (Secured)			
SBI Corporate Loan - I	3.3.1	-	7,500,000
SBI Corporate Loan - II	3.3.2	-	-
SBI Corporate Loan - II (Foreign Currency)	3.3.3	9,600,000	8,000,000
SBI Term Loan - I	3.3.4	91,847	688,263
SBI Term Loan - I (Foreign Currency)	3.3.5	-	7,916,701
SBI Term Loan - II	3.3.6	9,000,000	6,000,000
Bank of India - Paper Division	3.3.7	4,890,000	-
Bank of India - Tool Division	3.3.8	3,340,000	-
HDFC Tractor Loan (Old)	3.3.9	-	91,023
HDFC Tractor Loader Loan (Old)	3.3.10	-	16,703
HDFC Tractor Loan (New)	3.3.11	217,557	185,585
HDFC Tractor Loader Loan (New)	3.3.12	36,751	31,349
HDFC Maruti Eco Loan	3.3.13	119,567	106,464
HDFC Tractor Loan (GJ -16-BG-5420)	3.3.14	150,485	-
HDFC NEW Maruti Van Loan	3.3.15	70,154	-
b. Current maturities of Long Term Debt (Unsecured)			
Tata Capital Financial Services Ltd.	3.3.16	1,279,777	1,171,811
Bajaj Finance Ltd.	3.3.17	1,299,926	1,182,887
Magma Fincorp Ltd.	3.3.18	955,250	-
Religare Finvest Ltd.	3.3.19	1,546,742	-
Bajaj Finance Ltd (New).	3.3.20	696,037	-
c. Interest Accured and due on Borrowings			
SBI Corporate Loan - I		-	88,541
SBI Corporate Loan - II		1,526	541
SBI Corporate Loan - II (Foreign Currency)		211,416	241,163
SBI Term Loan - I		11,175	15,524
SBI Term Loan - I (Foreign Currency)		-	36,535
SBI Term Loan - II		102,869	176,445
d. Interest Accured but not due on Borrowings			
Tata Capital Financial Services Ltd.		18,106	34,686
Bajaj Finance Ltd.		16,019	33,144
Magma Fincorp Ltd.		44,590	-
Religae Finvest Ltd.		62,388	-
Bajaj Finance Ltd (New).		23,546	-
HDFC Tractor Loan (Old)		-	991
HDFC Tractor Loader Loan (Old)		-	182
HDFC Tractor Loan (New)		3,462	5,804
HDFC Tractor Loader Loan (New)		584	949
HDFC Maruti Eco Loan		1,306	2,108
HDFC Tractor Loan (GJ -16-BG-5420)		4,603	-
HDFC NEW Maruti Van Loan		1,633	-
Inter Corporate Deposits & Others		4,011,608	522,062

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Particulars	As at 31 <sup>st</sup> March, 2015	As at 31 <sup>st</sup> March, 2014
e. Creditors for Expenses	3,653,624	6,260,577
f. Creditors for Capital goods	3,386,565	13,161,275
g. Others		
Statutory Dues		
TDS	859,389	798,273
Service Tax	64,861	303,926
VAT & CST	-	1,449,194
Profession Tax	14,380	12,520
Salary Payable	2,207,917	1,657,754
Received in advance from debtors	-	118,352
Payable to bank (Forward Contract)	13,649,180	26,384,090
Dealer Deposits	42,900,000	37,595,193
Others Liabilities	12,490,534	11,562,898
<b>Total</b>	<b>117,035,375</b>	<b>133,353,513</b>

### Note No. 3.8 - SHORT TERM PROVISIONS

Provision for Employee Benefits		
- Provision for Bonus	884,649	711,998
- Provision for Provident Fund	295,232	133,872
Provision For Taxation	8,534,668	5,446,138
Less: MAT Credit Availment	(1,358,709)	-
	7,175,959	5,446,138
<b>Total</b>	<b>8,355,840</b>	<b>6,292,008</b>

### Note No. 3.9 - FIXED ASSETS

For the Year Ended 31st March, 2015.										
Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 01.04.14	Addition during the year	Deduction during the year	As on 31.03.15	As on 01.04.14	Depreciation for the year	Deduction/ Written Back during the year	As on 31.03.15	As on 31.03.15	As on 31.03.14
1 Land	3,278,417	-	-	3,278,417	-	-	-	-	3,278,417	3,278,417
2 Office Premises	800,000	-	-	800,000	-	-	-	-	800,000	800,000
3 Residential Building	1,058,478	891,600	-	1,950,078	304,213	40,047	-	344,260	1,605,818	754,265
4 Building	44,366,643	14,133,353	-	58,499,996	23,305,195	901,783	-	24,206,978	34,293,018	21,061,448
5 <b>Plant &amp; Machinery (Paper)</b>										
Pulp Section	79,230,765	-	-	79,230,765	60,282,493	3,776,383	-	64,058,876	15,171,889	18,948,272
Paper Machine Section	404,423,932	31,382,133	-	435,806,065	147,186,002	31,916,972	-	179,102,974	256,703,091	257,237,930
Boiler	11,165,574	2,736,125	-	13,901,699	7,654,713	561,185	-	8,215,898	5,685,801	3,510,861
Finishing Section	13,668,492	-	-	13,668,492	9,456,153	500,215	-	9,956,368	3,712,124	4,212,339
Electrifications	10,015,211	-	-	10,015,211	8,093,600	228,191	-	8,321,791	1,693,420	1,921,611
Utility	42,325,417	-	-	42,325,417	26,948,897	1,825,962	-	28,774,859	13,550,558	15,376,520
ETP	13,001,290	-	-	13,001,290	8,040,751	589,064	-	8,629,815	4,371,475	4,960,539
6 <b>Plant &amp; Machinery (Tools)</b>	22,052,829	63,297,988	-	85,350,817	102,083	2,754,796	-	2,856,879	82,493,938	21,950,746
7 Furniture	1,165,300	149,319	-	1,314,619	611,925	148,782	-	760,707	553,912	553,375
8 Office Equipment	1,882,578	569,913	-	2,452,491	1,132,730	569,623	-	1,702,353	750,138	749,848
9 Computer	4,592,222	341,180	-	4,933,402	3,449,199	669,001	-	4,118,200	815,202	1,143,023
10 Computer Software	-	373,906	-	373,906	-	20,404	-	20,404	353,502	-
11 Vehicle	5,379,809	1,104,923	1,073,290	5,411,442	1,912,016	699,886	828,149	1,783,753	3,627,689	3,467,793
<b>Total</b>	<b>658,406,957</b>	<b>114,980,440</b>	<b>1,073,290</b>	<b>772,314,107</b>	<b>298,479,970</b>	<b>45,202,293</b>	<b>828,149</b>	<b>342,854,114</b>	<b>429,459,993</b>	<b>359,926,987</b>
II. Capital Work in Progress		- 145,821,686	114,980,440	30,841,246	-	-	-	-	30,841,246	-

## Shree Rajeshwaranand Paper Mills Limited

For the Year Ended 31st March, 2014.										
Particulars	GROSS BLOCK				DEPRECIATION			NET BLOCK		
	As on 01.04.13	Addition during the year	Deduction during the year	As on 31.03.14	As on 01.04.13	Depreciation for the year	Deduction/ Written Back during the year	As on 31.03.14	As on 31.03.14	As on 31.03.13
1 Land	3,278,417	-	-	3,278,417	-	-	-	-	3,278,417	3,278,417
2 Office Premises	800,000	-	-	800,000	-	-	-	-	800,000	800,000
3 Residential Building	1,058,478	-	-	1,058,478	286,960	17,253	-	304,213	754,265	771,518
4 Building	42,916,934	1,449,709	-	44,366,643	21,848,232	1,456,963	-	23,305,195	21,061,448	21,068,702
5 Plant & Machinery	462,991,999	110,838,682	-	573,830,681	239,613,478	28,049,132	-	267,662,610	306,168,071	223,378,521
6 P & M (Tools)	-	22,052,829	-	22,052,829	-	102,083	-	102,083	21,950,746	-
7 Furniture (Tools)	-	23,796	-	23,796	-	132	-	132	23,664	-
8 Furniture	990,980	150,524	-	1,141,504	542,996	68,797	-	611,793	529,711	447,984
9 Office Equipment	1,810,655	71,923	-	1,882,578	1,045,533	87,197	-	1,132,730	749,848	765,122
10 Computer	3,884,946	707,276	-	4,592,222	2,769,231	679,968	-	3,449,199	1,143,023	1,115,715
11 Vehicle	3,870,522	1,509,287	-	5,379,809	1,568,814	343,202	-	1,912,016	3,467,793	2,301,708
<b>Total</b>	<b>521,602,931</b>	<b>136,804,026</b>	<b>-</b>	<b>658,406,957</b>	<b>267,675,244</b>	<b>30,804,727</b>	<b>-</b>	<b>298,479,971</b>	<b>359,926,986</b>	<b>253,927,687</b>
II. Capital Work in Progress	23,210,011	22,404,899	45,614,910	-	-	-	-	-	-	23,210,011

Particulars	As at 31st March, 2015	As at 31st March, 2014
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### Note No. 3.10 - LONG TERM LOANS AND ADVANCES

#### I. Unsecured, Considered good

a. Capital Advances	19,465,487	12,744,218
b. Other Loans and Advances	-	2,487,934
- Recoverable from Employees	-	-
<b>Total Long Term Loans and Advances</b>	<b>19,465,487</b>	<b>15,232,152</b>

### Note No. 3.11 - OTHER NON - CURRENT ASSETS

#### I. a. Unsecured, Considered good

- Long term Trade receivables	-	-
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#### b. Others

- Preliminary Expense	1,809,084	572,136
<b>Total</b>	<b>1,809,084</b>	<b>572,136</b>

### Note No. 3.12 - Current Investment

### Note No. 3.13 - INVENTORIES

#### a. Raw Materials

##### Newsprint Division

Indian Waste Paper	64,031,520	51,042,163
Imported Waste Paper	2,456,288	1,532,192

##### Tools Division

Indian Diamond Powder	2,717,148	1,362,474
Imported Diamond Powder	10,362,081	2,693,276

#### b. Colours & Chemicals

c. Work in Progress	2,849,804	3,068,202
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d. Finished Goods (other than those acquired for trading purpose)	2,752,164	2,242,997
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Newsprint Division	17,971,017	50,536,967
Tools Division	9,222,359	1,055,357

e. Packing Material	-	-
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Newsprint Division	1,751,734	989,937
Tools Division	79,536	44,264

f. Stores and Spares	29,815,679	27,422,971
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g. Fuel	2,293,541	10,713,177
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<b>Total Inventories</b>	<b>146,302,871</b>	<b>152,703,977</b>
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**24<sup>TH</sup> ANNUAL REPORT 2014-15**

Particulars	As at 31 <sup>st</sup> March, 2015	As at 31 <sup>st</sup> March, 2014
<b>Note No. 3.14 - TRADE RECEIVABLES</b>		
<b>a Unsecured, Considered good</b>		
- Outstanding for a period exceeding six months from the date its due	6,909,557	82,511,316
- Others	288,128,960	206,188,574
<b>Total Trade receivables</b>	<b><u>295,038,517</u></b>	<b><u>288,699,891</u></b>
<b>Note No. 3.15 - CASH AND BANK BALANCES</b>		
<b>Cash and Cash Equivalents</b>		
- Balance with Bank	5,782,190	3,648,635
- Cash on hand	80,778	446,937
<b>Other Bank Balances</b>		
- Fixed Deposits with maturity of more than 12 months	16,704,867	15,060,040
<b>Total Cash and Bank Balances</b>	<b><u>22,567,835</u></b>	<b><u>19,155,612</u></b>
<b>Note No. 3.16 - SHORT TERM LOANS AND ADVANCES</b>		
<b>a. Unsecured, Considered good</b>		
- Loans and advances to staff	128,908	188,906
- Deposits	241,222	236,222
- Advances to Creditors	111,593,339	66,376,689
<b>Total</b>	<b><u>111,963,469</u></b>	<b><u>66,801,817</u></b>
<b>Note No. 3.17 - OTHER CURRENT ASSETS</b>		
<b>a. Others</b>		
Preliminary Expense	666,599	190,712
Prepaid Expenses	1,666,993	1,615,082
Accrued FD Interest	996,056	681,017
Insurance Claim Receivable	-	-
Deferred Premium ( Forward Contract)	10,524,179	12,735,829
Power Trading Receivable	-	12,416,345
- <b>Balance With Revenue Authorities</b>		
TDS / TCS Receivable	953,247	934,599
Advance Tax	2,500,000	
VAT Refund	257,226	
Sales Tax (2005-2006)	3,000,000	3,000,000
Excise PLA	20,916	20,889
Cenvat Unutilised	5,827,997	559,572
MAT Credit Entitlement	3,028,450	3,028,450
Less: MAT Credit Availment	(1,358,709)	-
	1,669,741	3,028,450
Deposit with official liquidator	220,000	220,000
<b>Total</b>	<b><u>28,302,953</u></b>	<b><u>35,402,495</u></b>
	<b>2014-15</b>	2013-14
<b>Note No. 4.1 - REVENUE FROM OPERATIONS IN RESPECT OF NON FINANCE COMPANY</b>		
Revenue from Sale of Products	<b><u>1,083,298,461</u></b>	825,456,624
<b>Total Revenue from Operations</b>	<b><u>1,083,298,461</u></b>	<b><u>825,456,624</u></b>
<b>Note No. 4.2 - OTHER INCOME</b>		
Profit on Sale of Vehicle	84,859	
Interest Income	1,516,973	1,358,687
<b>Total</b>	<b><u>1,601,832</u></b>	<b><u>1,358,687</u></b>

**Shree Rajeshwaranand Paper Mills Limited**

	2014-15	2013-14
<b>Note No. 4.3 - COST OF MATERIALS CONSUMED</b>		
<b>Indian Waste Paper Consumption</b>		
Opening Stock	51,042,163	17,762,396
Add: Purchases	521,943,671	507,654,262
Less: Closing Stock	(64,031,520)	(51,042,163)
<b>Consumed (A)</b>	<b>508,954,314</b>	<b>474,374,495</b>
<b>Imported Waste Paper Consumption</b>		
Opening Stock	1,532,192	-
Add: Purchases	44,595,336	4,694,006
Less: Closing Stock	(2,456,288)	(1,532,192)
<b>Consumed (B)</b>	<b>43,671,240</b>	<b>3,161,814</b>
<b>Colour &amp; Chemical Consumption</b>		
Opening Stock	3,068,202	1,869,523
Add: Purchases	33,321,045	26,590,550
Less: Closing Stock	(2,849,804)	(3,068,202)
<b>Consumed (C)</b>	<b>33,539,443</b>	<b>25,391,871</b>
<b>Indian Diamond Powder Consumption</b>		
Opening Stock	1,362,474	-
Add: Purchases	2,786,586	2,228,919
Less: Closing Stock	(2,717,148)	(1,362,474)
<b>Consumed (D)</b>	<b>1,431,912</b>	<b>866,445</b>
<b>Imported Diamond Powder Consumption</b>		
Opening Stock	2,693,276	-
Add: Purchases	18,453,051	2,861,985
Less: Closing Stock	(10,362,081)	(2,693,276)
<b>Consumed (E)</b>	<b>10,784,246</b>	<b>168,709</b>
<b>Total (A + B + C + D + E)</b>	<b>598,381,155</b>	<b>503,963,334</b>
<b>NOTE NO. 4.4 PURCHASE OF STOCK-IN-TRADE</b>		
Stock-in-Trade	-	-
Total	-	-
<b>NOTE NO. 4.5 - CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE</b>		
Opening Stocks:		
Finished Goods	51,592,323	36,909,439
Work-in-Progress	2,242,997	1,767,127
<b>Total (A)</b>	<b>53,835,320</b>	<b>38,676,566</b>
Less: Closing Stocks:		
Finished Goods	27,193,376	51,592,323
Work-in-Progress	2,752,164	2,242,997
<b>Total (B)</b>	<b>29,945,540</b>	<b>53,835,320</b>
<b>Total (A-B)</b>	<b>23,889,780</b>	<b>(15,158,754)</b>
(Increase) / Decrease in Excise Duty on Stocks	-	-
<b>Total</b>	<b>23,889,780</b>	<b>(15,158,754)</b>
<b>NOTE NO. 4.6 - EMPLOYEE BENEFIT EXPENSES</b>		
Salaries and Wages	23,151,933	19,244,914
Contribution to Provident and Other Funds	2,187,476	1,631,683
Directors Remuneration	3,000,000	2,820,000
Staff Welfare Expenses	1,985,819	2,617,975
Gratuity	611,720	462,932
Bonus	884,649	711,998
<b>Total</b>	<b>31,821,597</b>	<b>27,489,502</b>

## 24<sup>TH</sup> ANNUAL REPORT 2014-15

	2014-15	2013-14
<b>NOTE NO. 4.7 - FINANCE COST</b>		
Interest Expenses	30,513,405	33,018,319
Bank Charges & Commission	8,102,677	5,327,453
Foreign Exchange Fluctuation	124,359	12,466
Premium FCNB	20,810,707	13,068,036
Total	<b>59,551,148</b>	<b>51,426,274</b>
<b>NOTE NO. 4.8 - OTHER EXPENSES</b>		
<b>Consumption of Stores and Spares</b>		
<b>Paper Division</b>		
Opening Stock	27,422,971	26,893,884
Add:Purchases	13,537,686	9,547,688
Less: Closing Stock	(29,815,679)	(27,422,971)
<b>Consumed</b>	<b>11,144,978</b>	<b>9,018,601</b>
<b>Packaging Materials consumed</b>		
<b>Paper Division</b>		
Opening Stock	989,937	670,055
Add:Purchases	18,883,052	10,048,201
Less: Closing Stock	(1,751,734)	(989,937)
<b>Consumed</b>	<b>18,121,255</b>	<b>9,728,319</b>
<b>Tools Division</b>		
Opening Stock	44,264	-
Add:Purchases	95,678	44,496
Less: Closing Stock	(79,536)	(44,264)
<b>Consumed</b>	<b>60,406</b>	<b>232</b>
<b>Fuel Consumption</b>		
Opening Stock	10,713,177	6,811,489
Add:Purchases	59,952,297	54,058,330
Less: Closing Stock	(2,293,541)	(7,163,177)
<b>Consumed</b>	<b>68,371,933</b>	<b>53,706,642</b>
Power Charges	138,552,795	82,027,154
Labour Charges	5,647,287	5,179,450
Carriage Inward	946,186	1,599,750
Factory Expenses	1,820,399	2,122,194
Sludge Handling Charges	125,200	813,836
Felt & Wire Consumption	4,682,902	6,515,730
<b>Repairs and Maintenance of :</b>		
Buildings	107,299	754,795
Plant and Machinery	4,539,248	6,321,126
Others	94,543	253,003
Discount & Commission	9,701,607	6,706,844
Vehicle Expenses	1,301,713	1,086,623
Carriage Outward	6,082,140	1,573,053
AMC Charges	126,722	248,118
Lodging & Boarding - Refreshment A/C	146,609	223,216
Water Charges	260,525	207,800
Insurance	2,002,081	818,873

## Shree Rajeshwaranand Paper Mills Limited

	2014-15	2013-14
<b>Rates and Taxes</b>		
Sales Tax 2% VAT Reduction	5,072,942	4,999,317
Sales Tax	1,406,963	-
Service tax	1,237,030	1,289,108
Profession Tax	2,400	2,400
Property Tax	306,608	42,024
<b>Payment to Auditors</b>		
As Statutory Auditor	134,832	134,832
As Tax Auditor	33,708	33,708
For Reimbursement of Expenses	67,964	77,978
Legal & Professional Expenses	1,975,795	1,770,215
Postage, Telegram, Telefax etc	658,028	454,840
Travelling & Conveyance	481,410	434,988
Donation	20,550	37,000
Prior period Items	190,974	138,627
Administrative Expenses	132,512	81,862
Printing & Stationery	366,046	188,962
Office Expense	189,474	252,683
AGM Expenses	24,870	114,138
Advertisement / Other Selling Expenses	52,667	53,372
Penalty	7,733	174,987
Preliminary Expense Written off	666,599	190,712
Miscellaneous Expenses	284,599	220,550
<b>Total</b>	<b>287,149,532</b>	<b>199,597,662</b>
<b>5. EARNING PER SHARE:</b>		
Net Profit / (Loss) as per P/L A/c.	23,747,164	17,422,931
No. of equity shares outstanding (nos.)	1,24,50,000	1,24,50,000
Basic earnings per share	1.91	1.40
Diluted earning per share	1.91	1.40
<b>6. CONTINGENT LIABILITIES AND COMMITMENTS</b>		
<b>(I) Contingent Liabilities</b>		
(A) Claims against the company/ disputed liabilities not acknowledged as debts.		
(i) Sales Tax	12,747,316	12,747,316
(ii) Income Tax	153,510	153,510
(B) Guarantees		
(i) Performance Guarantees	20,586,300	15,417,300
<b>(II) Capital Commitments</b>		
(a) Estimated amount of contracts remaining to be executed on Capital Account and not provided for (net of advances)	77,128,000	196,128,000



**7 EMPLOYEE BENEFITS:**

1	The principal actuarial valuation assumptions used as at the balance sheet date are as under:	
	1) Valuation Date : 31 <sup>st</sup> March, 2015	
	2) Valuation Method : Projected Unit Credit Method	
	3) Mortality Rate : LIC (1994-96) Ultimate	
	4) Withdrawal Rate : 1% to 3% depending on age	
	5) Discount Rate : 8% p.a.	
	6) Salary Escalation : 7%	
2	Table showing changes in present value of obligation as on 31/03/2015	
	Present value of obligation as at beginning of year	2,931,138
	Interest cost	234,491
	Current Service Cost	446,388
	Benefits paid	(270,043)
	Actuarial (gain)/ loss on obligations	99,999
	Present value of obligation as at end of year	3,441,973
3	Table showing changes in the fair value of plan assets as on 31/03/2015	
	Fair value of plan assets at beginning of year	3,408,641
	Expected return on plan assets	305,054
	Contributions	566,750
	Benefits paid	(270,043)
	Actuarial gain/ (loss) on Plan assets	NIL
	Fair value of plan assets at the end of year	4,010,402
4	Table showing fair value of plan assets	
	Fair value of plan assets at beginning of year	3,408,641
	Expected return on plan assets	305,054
	Contributions	566,750
	Benefits paid	(270,043)
	Actuarial gain/ (loss) on Plan assets	4,010,402
	Funded status	568,429
	Excess of Actual over estimated return on plan assets	NIL
	(Actual rate of return = Estimated rate of return as ARD falls on 31st March)	
5	Actuarial Gain/ Loss recognized	
	Actuarial (gain)/ loss on obligations	(99,999)
	Actuarial (gain)/ loss for the year - plan assets	NIL
	Actuarial (gain)/ loss on obligations	99,999
	Actuarial (gain)/ loss on obligations	99,999
6	The amounts to be recognised in the balance sheet and statements of profit and loss	
	Present value of obligations as at the end of year	3,441,973
	Fair value of plan assets as at end of the year	4,010,402
	Funded Status	568,429
	Net asset/ (liability) recognised in balance sheet	568,429
7	Expenses Recognised in statement of Profit & Loss	
	Current Service Cost	446,388
	Interest Cost	234,491
	Expected return on plan assets	(305,054)
	Net Actuarial (gain)/ loss recognized in the year	99,999
	Expenses recognised in statement of Profit & Loss	475,824

## Shree Rajeshwaranand Paper Mills Limited

### 8 DETAILS OF AUDITORS' REMUNERATION:

	<u>2014-15</u>	<u>2013-14</u>
Payments to Statutory Auditor:		
As Auditors:		
For Audit Fees	134,832	134,832
For Other Services	33,708	33,708
For Reimbursement of Expenses	67,964	77,978
Total	<u>236,504</u>	<u>246,518</u>

### 9. RAW MATERIALS CONSUMED

Newsprint Paper Division		
Indian Waste Paper Consumption	508,954,314	474,374,495
Imported Waste Paper Consumption	43,671,240	3,161,814
Colour & Chemical Consumption	33,539,443	25,391,871
<b>Tools Division</b>		
Indian Diamond Powder Consumption	1,431,912	866,445
Imported Diamond Powder Consumption	10,784,246	168,709.
<b>Total</b>	<u>598,381,155</u>	<u>503,963,334</u>

### FINISHED STOCK AND TURNOVER

Newsprint Paper Divison		
<b>Manufactured goods</b>		
Sales Value	1,071,526,454	825,190,624
Opening Stock	50,536,967	36,909,439
Closing Stock	17,971,017	50,536,967
<b>Tools Division</b>		
Manufactured Goods		
Sales value	11,772,007	266,000
Opening Stock	1,055,357	-
Closing Stock	9,222,359	1,055,357
<b>STOCK OF WORK-IN-PROGRESS</b>		
Work In Progress	2,752,164	2,242,997
<b>Total</b>	<u>2,752,164</u>	<u>2,242,997</u>

**10. VALUE OF IMPORTED AND INDIGENIOUS RAW MATERIALS AND SPARES CONSUMED AND PERCENTAGE OF EACH TO TOTAL CONSUMPTION:**

PARTICULARS	2014-15		2013-14	
		% to total		% to total
<b>Paper Division</b>				
<b>Raw Materials:</b>				
Imported	43,671,240	7.45%	3,161,814	0.63%
Indigenous (including value of consumption of imported raw materials purchased through indigenous sources)	542,493,757	92.55%	499,766,366	99.37%
<b>Total</b>	<b>586,164,997</b>	<b>100.00%</b>	<b>502,928,180</b>	<b>100.00%</b>
<b>Tools Division</b>				
<b>Raw Materials :</b>				
Imported	10,784,246	88.28%	168,709	16.30%
Indigenous(including value of consumption of imported raw materials purchased through indigenous sources)	1,431,912	11.72%	866,445	83.70%
<b>Total</b>	<b>12,216,158</b>	<b>100.00%</b>	<b>1,035,154</b>	<b>100.00%</b>
<b>News Print Paper Division</b>				
<b>Stores and spares:</b>				
Imported	27,771	0.25%	696,308	7.72%
Indigenous	11,117,208	99.75%	8,322,294	92.28%
<b>Total</b>	<b>11,144,978</b>	<b>100.00%</b>	<b>9,018,601</b>	<b>100.00%</b>
			<b>2014-15</b>	<b>2013-14</b>

**11. FOREIGN CURRENCY TRANSACTIONS****I) Value of imports on CIF basis**

Raw Materials - Waste Paper	44,595,336	4,694,006
Raw material - Diamond Powder	18,453,051	2,861,985
Chemical	387,000	-
Stores and Spares	551,999	679,423
Capital Goods	1,186,599	5,074,227

- 12.** Foreign exchange loss (net) of ₹ 1,24,359/- (Previous year ₹ 12,466/-) has been included in respective heads of the Statement of Profit and Loss.

**13. SEGMENT REPORTING****Information about Primary segment (by business segment)**

Manufacturing of Newsprint Paper

Manufacturing of Tools

The Company's business segments are organized around product lines which have been identified taking into account the nature of products, the different risks and returns the organizational structure and internal reporting systems.

Segment revenue, segment results, segment assets and segment liabilities include the respective amount identifiable to each of the segment as also the amount allocated on reasonable basis. The incomes which are not directly relatable to the business segment are shown as unallocable income.

## Shree Rajeshwaranand Paper Mills Limited

### BUSINESS SEGMENT

PARTICULARS	Newsprint Paper	Tools	Total
Segment Revenue	1,069,787,768 (823,718,198)	10,471,800 (266,000)	1,080,259,568 (823,984,198)
Segment Expenses	1,034,395,739 (797,814,632)	11,599,765 (308,112)	1,045,995,505 (798,122,744)
Segment Results Before & Unallocable Income	35,392,029 (25,903,566)	(1,127,965) 42,112	34,264,063 (25,861,454)
Add : Unallocable Income			1,601,832 (1,358,687 )
Profit Before Tax			35,865,895 (27,220,140)
Taxes			12,118,731 (9,797,210)
Profit After Tax			23,747,164 (17,422,931)

### OTHER INFORMATION:

Segment Assets	927,693,485 (908,057,185)	158,057,970 (30,437,881)	1,085,751,455 (938,495,066)
Segment Liabilities	927,693,485 (938,097,904)	158,057,970 (397,162)	1,085,751,455 (938,495,066)
Capital Expenditure	67,518,016 (114,727,401)	78,303,670 (22,076,625)	145,821,686 (136,804,026)
Depreciation	42,432,502 (30,702,512)	2,769,791 (102,215)	45,202,293 (30,804,727)

## 14. RELATED PARTY DISCLOSURE

List of Related Parties :	Particulars
Subsidiaries /Associates	NIL
Key Management Personnel	1) Prakash R. Vora 2) Udayan V. Velvan
Enterprise with common key management personnel	NIL
Enterprise in which key management personnel, and their relatives have significant influence	1) Kankavati Investment Pvt. Ltd.
Relative of key management personnel.	1) Hemali Vora 2) Shripal Vora 3) Parth Velvan

Particulars	Subsidiaries / Associates	Enterprise in which management personnel and relatives have significant influence	Key Management personnel and their relative	Total
Transaction for the year ended 31 <sup>st</sup> March 2015.				
1 Loan Received	- -	- (44,440,000)	43,300,000 (1,000,000)	43,300,000 (45,440,000)
2 Loan Received Outstanding	- -	- (40,000,000 )	44,000,000 (700,000)	44,000,000 (40,700,000)
3 Salary	- -	- -	1,934,676 (849,532 )	1,934,676 (849,532 )
4 Director Remuneration	- -	- -	3,000,000 (2,820,000)	3,000,000 (2,820,000)

**Note:**

Related Parties Relationship is as identified by the company and relied upon by the auditors. Figures in the brackets represent previous year figures.

15. There are no leases in the year under consideration.
- 16 In the year under consideration the Company has purchased power units online for self consumption, the credit of these units has been given by GEB . Power and Fuel Expenses are arrived after considering the net surplus of credit received from GEB and online purchase of units of ` NIL/- ( P.Y ` 2,92,76,724/- ), received from GEB for the above units.
- 17 The balance confirmations have been sent to Sundry Debtors, Creditors, Deposits and Loans & Advances Parties, due adjustment if any shall be done on receipt of the confirmation. Management is confident of receiving all the sums due. The provisions for all known liabilities and for depreciation is adequate and not in excess of the amounts reasonably necessary.
- 18 In the opinion of the board the current assets, loans and advances are approximately of the values stated in the Balance Sheet, realized in the ordinary course of business.
- 19 In the absence of declaration from sundry creditors / suppliers with regard to their status as SSI Undertaking wherever appropriate, it is not possible to determine the amount, payable to sundry creditors falling within the meaning of SSI Undertaking.
- 20 Disclosure under Micro, Small and Medium Enterprises development Act, 2006. The Company has not received any memorandum (as required to be filed by the suppliers with notified authority under the Micro, Small and Medium Enterprises development Act, 2006) claiming their status as micro, small and medium enterprises. Consequently the amount paid/payable to these parties during the period under review is NIL
- 21 Premium on forward contract are considered as expense in proportion to the life of the term loan, Thus out of the total forward premium of incurred ` 3,13,34,886/- (P.Y. ` 2,58,03,865/-) the premium written off and included in other borrowing cost is ` 2,08,10,707/- (P.Y. ` 1,30,68,036/-).
- 22 Previous Year Figures have been regrouped & reclassified/rearranged wherever necessary.

As per Report of the even date attached.

**For Sunderji Gosar & Co.**

Chartered Accountants

Firm Reg. No: 115543W

**Sunderji Gosar**

Partner

Membership No. 013489

Place : Jhagadia

Date : 30<sup>th</sup> May, 2015

**For and on behalf of the Board**

**Prakash R. Vora**  
Managing Director

**Udayan D. Velvan**  
Executive Director

**Karunashankar Vora**  
Chief Financial Officer

Place : Jhagadia  
Date : 30<sup>th</sup> May, 2015

**SHREE RAJESHWARANAND PAPER MILLS LIMITED****[CIN: L21093GJ1991PLC057244]**

Registered Office: Village: Govali, Bharuch – Jhagadia Road,

Tal: Jhagadia, Dist: Bharuch, Gujarat- 392 022

FORM MGT-11

**PROXY FORM**

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

Name of the member (s):	
Registered Address:	
Email Id:	
Folio No./ DPID-Client ID:	

I/We, being the member (s) of ..... Shares of the above named Company, hereby appoint:

1. Name: .....  
Address: .....  
.....  
Email Id: ..... Signature: ..... or failing him
2. Name: .....  
Address: .....  
.....  
Email Id: ..... Signature: .....

as my/ our proxy to attend and vote for me as me/us and on my/ our behalf at the 24<sup>th</sup> Annual General Meeting of the Company, to be held on Saturday, the 26<sup>th</sup> September, 2015 at 1.00 p.m. at the Registered Office of the Company at Village: Govali, Bharuch – Jhagadia Road, Tal: Jhagadia, Dist: Bharuch, Gujarat- 392 022 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
<b>Ordinary Business</b>	
1	Adoption of the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2015, the reports of the Board of Directors and Auditors thereon.
2	Appointment of Statutory Auditors of the Company
<b>Special Business</b>	
3	Appointment of Ms. Anita S. Dave as an Independent Director of the Company
4	Special Resolution for re-appointment of Mr. Prakash R. Vora as Managing Director of the Company under Sections 188, 196, 197, 203 of the Companies Act, 2013
5	Special Resolution for re-appointment of Mr. Udayan D. Velvan as Executive Director of the Company under Sections 188, 196, 197, 203 of the Companies Act, 2013
6	Consideration of Remuneration payable to Cost Auditors of the Company pursuant to Section 148 of the Companies Act, 2013.

Signed this ..... day of ..... 2015

Signature of Shareholder .....

Affix  
Revenue  
Stamp  
here

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



**SHREE RAJESHWARANAND PAPER MILLS LIMITED**  
**[CIN: L21093GJ1991PLC057244]**

Registered Office: Village: Govali, Bharuch – Jhagadia Road,  
Tal: Jhagadia, Dist: Bharuch, Gujarat- 392 022

FORM MGT-12

**ATTENDANCE FORM / BALLOT FORM**

**(TO BE USED BY SHAREHOLDERS PERSONALLY PRESENT/THROUGH PROXY AT THE MEETING AND HAVE NOT OPTED FOR E-VOTING)**

1	Name and address of the Sole/ First named Shareholder	
2	Name(s) of the Joint Holder(s) (if any)	
3	Registered Folio No./ DPID-Client ID	
4	Number of Shares(s) held	
5	I/We hereby exercise my/our attendance at the meeting and vote(s) in respect of the resolutions set out in the Notice of 24 <sup>th</sup> Annual General Meeting (AGM) of the Company held on Saturday, the 26 <sup>th</sup> September, 2015, by placing the tick (✓) mark at the appropriate box below:	

Resolution No.	Resolutions	No. of Shares	(FOR) I/We assent to the resolution	(AGAINST) I/We dissent the resolution
	<b>Ordinary Business</b>			
1	Adoption Audited Financial Statement of the Company for the financial year ended 31 <sup>st</sup> March, 2015 the reports of the Board of Directors and Auditors thereon.			
2	Appointment of Statutory Auditors of the Company			
	<b>Special Business</b>			
3	Appointment of Ms. Anita S. Dave as an Independent Director of the Company			
4	Special Resolution for re-appointment of Mr. Prakash R. Vora as Managing Director of the Company under Sections 188, 196, 197, 203 of the Companies Act, 2013			
5	Special Resolution for re-appointment of Mr. Udayan D. Velvan as Executive Director of the Company under Sections 188, 196, 197, 203 of the Companies Act, 2013			
6	Consideration of Remuneration payable to Cost Auditors of the Company pursuant to Section 148 of the Companies Act, 2013.			

Place:

Date:

(Signature of the Shareholder/Proxy)

**Note: This Form is to be used for exercising attendance / voting at the time of 24<sup>th</sup> Annual General Meeting to be held on Saturday, the 26<sup>th</sup> September, 2015 by shareholders/proxy. Duly filled in and signed form should be dropped in the Ballot box kept at the venue of AGM.**



*If undelivered, please return to*

**Shree Rajeshwaranand Paper Mills Limited**

**Registered Office:**

Village : Govali, Bharuch - Jhagadia Road,

Tal : Jhagadia, Dist : Bharuch,

Gujarat - 392 022