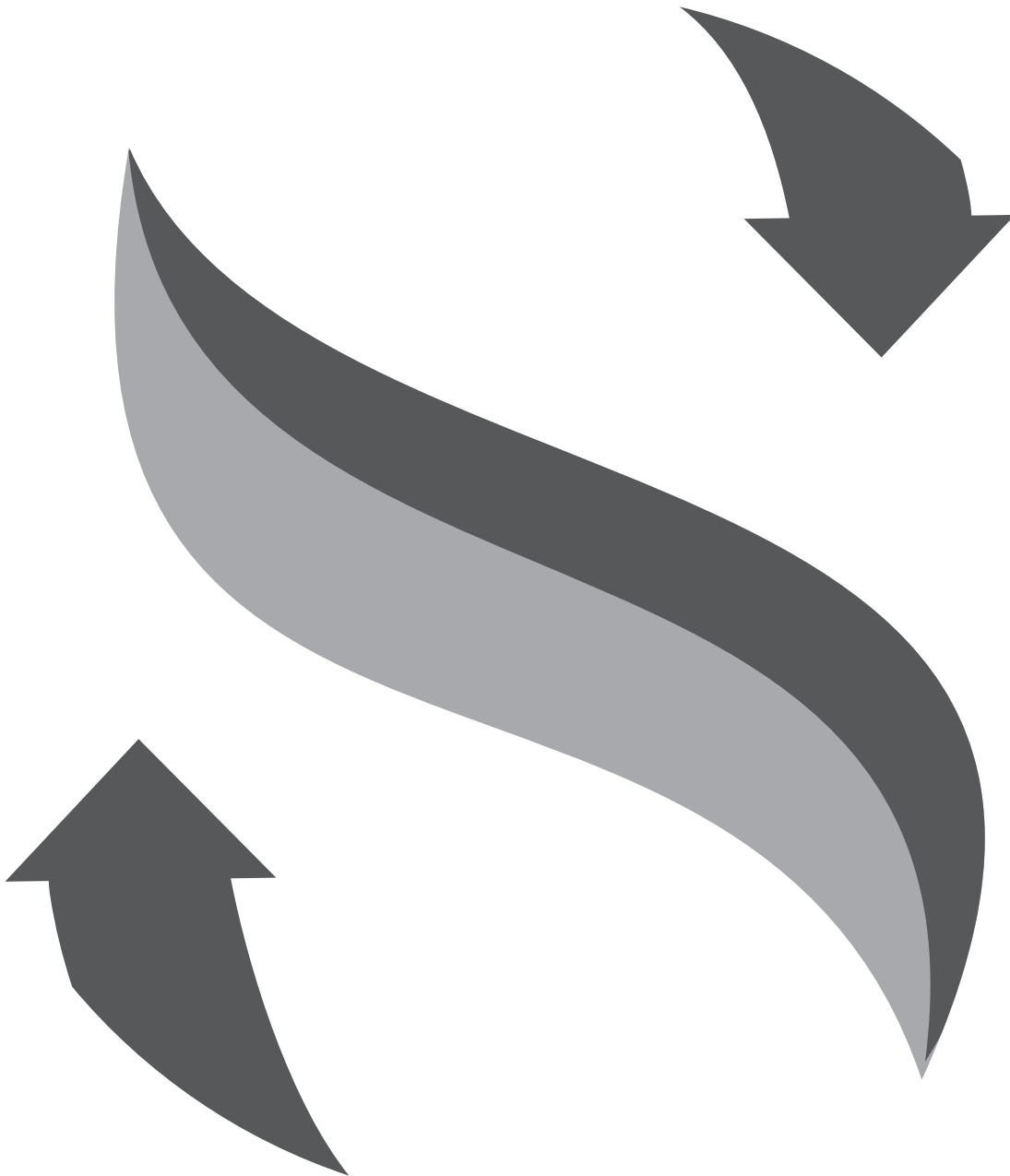


**Annual Report
2014-2015**



**Shree Krishna Paper Mills
& Industries Limited**



BOARD OF DIRECTORS

Mr. N. K. Pasari (Managing Director)
Mr. B. N. Pasari
Mr. L. C. Sharma
Mr. P. N. Singh
Mr. L. C. Parashar
Ms. Tripta Goswami (w.e.f. March 27, 2015)

CHIEF FINANCIAL OFFICER

Mr. S. K. Agarwal

COMPANY SECRETARY

Ms. Sonam Katyal

AUDITORS

M/s. Singal Bros. & Associates
Chartered Accountants
New Delhi

BANKERS

Bank of India
Dena Bank
The Catholic Syrian Bank Ltd.
Andhra Bank

COST AUDITORS

M/s. Vijender Sharma & Co.
Cost Accountants
Delhi

REGISTERED OFFICE

4830/24, Prahlad Street,
Ansari Road, Darya Ganj,
New Delhi - 110 002
CIN : L21012DL1972PLC279773
Ph. 011-23261728, 46263200
Fax. 011-23266708
E-mail : info@skpmil.com
Website : www.skpmil.com

WORKS

i) T-4, Old Industrial Area,
Bahadurgarh
Distt. Jhajjar (Haryana)
Pin - 124 507

ii) Plot No. "SPL-A"
RIICO Industrial Area,
Vill. Keshwana, Teh. Kotputli,
Distt. Jaipur (Rajasthan)
Pin - 303 108

SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd.
44, Community Centre, 2nd Floor,
Naraina Industrial Area,
Phase-I, New Delhi-110 028
Ph. 011-41410592 to 94
Fax. 011-41410591
E-mail : delhi@linkintime.com

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NOTICE

NOTICE is hereby given that the 43rd Annual General Meeting of the members of **Shree Krishna Paper Mills & Industries Limited** will be held on Tuesday, September 29, 2015 at 11.00 a.m. at Shikshak Sadan, Surajmal Vihar, Delhi - 110092, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2015 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. B. N. Pasari (DIN: 00101519), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Radheshyam Sharma & Co., Chartered Accountants (Firm Registration No. 016172N), as Statutory Auditors of the Company who shall hold office from conclusion of this Annual General Meeting until the conclusion of Forty Eighth Annual General Meeting of the Company, subject to ratification at every Annual General Meeting and to authorize the Board of Directors to fix their remuneration, whose appointment shall be in place of M/s. Singal Bros. & Associates (Firm Registration No. 002031N), the retiring Statutory Auditors who has completed more than 10 years of service and required to be rotated within the transitional period as per the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014.

SPECIAL BUSINESS

4. To appoint Ms. Tripta Goswami (DIN: 07111342) as a Director and in this regard, to consider and if thought fit, to pass the following resolution, with or without modification, as an Ordinary Resolution
"RESOLVED THAT Ms. Tripta Goswami (DIN: 07111342) who was appointed as an Additional Director of the Company by Board of Directors with effect from March 27, 2015 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company, liable to retire by rotation.
5. To approve the remuneration of the Cost Auditors for the financial year ended March 31, 2015 and in this regard, to consider and if thought fit, to pass the following resolution, with or without modification, as an Ordinary Resolution
"RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to M/s. Vijender Sharma & Co., Cost Accountants, Delhi (Firm Registration No.: 00180), appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ended March 31, 2015, amounting to ₹60,000/- (Rupees Sixty Thousand only) plus

Service Tax at the applicable rates and reimbursement of out of pocket expenses in connection with the aforesaid audit, be and is hereby ratified and confirmed."

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

6. To approve the remuneration of the Cost Auditors for the financial year ended March 31, 2016 and in this regard, to consider and if thought fit, to pass the following resolution, with or without modification, as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to M/s. Vijender Sharma & Co., Cost Accountants, Delhi (Firm Registration No.: 00180), appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ended March 31, 2016, amounting to ₹60,000/- (Rupees Sixty Thousand only) plus Service Tax at the applicable rates and reimbursement of out of pocket expenses in connection with the aforesaid audit, be and is hereby ratified and confirmed."

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

7. To adopt new set of Articles of Association of the Company and in this regard, to consider and if thought fit, to pass the following resolution, with or without modification, as a Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, a new set of Articles of Association, placed before the Members, be and is hereby adopted in substitution of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

Registered Office:
4830/24, Prahlad Street,
Ansari Road, Darya Ganj,
New Delhi-110002
CIN: L21012DL1972PLC279773
Tel: 91-11-23261728 Fax: 91-11-23266708
E-mail: info@skpmil.com
Website: www.skpmil.com

By order of the Board of Directors

Sonam Katyal
Company Secretary
M. No. ACS 33550

Place: New Delhi
Date: August 25, 2015



NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting is annexed hereto.
2. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.**

Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as Proxy who shall not act as Proxy for any other member. A proxy form is annexed to this report.

The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting.
3. **Members are requested to bring their attendance slip along with their copy of annual report to the meeting.**
4. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
5. The Register of Members and Share Transfer Books of the Company will remain closed from September 25, 2015 to September 29, 2015 (both days inclusive) in connection with the Annual General Meeting.
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP) with whom they maintain their demat accounts. Members holding shares in physical form are requested to intimate such changes to the Company/Registrar & Share Transfer Agent quoting their folio number and changed details.
7. Corporate Members intending to send their authorized representatives to attend and vote at the meeting are requested to send a duly certified copy of Board Resolution.
8. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Registrar and Transfer Agent/the Company.
10. Members holding Share Certificates under different folio numbers but in the same order of names are requested to apply for consolidation of such folios and send relevant Share Certificates to the Registrar and Transfer Agent of the Company.
11. Details under Clause 49 of the Listing Agreement with Stock Exchanges in respect of Director seeking appointment /

re-appointment at the Annual General Meeting, is provided in the Corporate Governance Report forming part of the Annual Report.

12. Electronic copy of the Annual Report 2015 is being sent to the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report 2015 are being sent in the permitted mode.
13. Members may also note that the Notice of the 43rd Annual General Meeting and the Annual Report 2015 will also be available on the Company's website www.skpmil.com for download. The documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by members at the Registered Office of the Company during business hours on any working day (except Saturday, Sunday and Public Holidays) between 11.00 a.m. to 1.00 p.m., up to the date of the meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may send request to the Company's investor email id: info@skpmil.com.
14. **Voting through electronic means**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide its members the facility to exercise their right to vote on resolutions proposed to be passed at the 43rd Annual General Meeting (AGM) by electronic means. For this purpose, the Company has made necessary arrangements with Central Depository Services (India) Limited (CDSL) for facilitating e-voting. The instructions for electronic voting are given below. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting. ('Remote e-voting').

The instructions for shareholders voting electronically are as under:

- (i) The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. September 22, 2015.
- (ii) The voting period begins on September 26, 2015 (9.00 a.m.) and ends on September 28, 2015 (5.00 p.m.). During this period shareholder of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 22, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iv) The shareholders should log on to the e-voting website www.evotingindia.com.
- (v) Click on Shareholders.
- (vi) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.



- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (ix) 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) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on e-voting slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (vi).

- (x) After entering these details appropriately, click on “SUBMIT” tab.
- (xi) 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.
- (xii) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- (xiii) Click on the EVSN for the relevant “SHREE KRISHNA PAPER MILLS & INDUSTRIES LIMITED” on which you choose to vote.
- (xiv) 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.
- (xv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire resolution details.
- (xvi) 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.
- (xvii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the voting page.
- (xix) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xx) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The 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 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.
- (xxi) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. September 22, 2015 may follow the same instructions as mentioned above for e-Voting.
- (xxii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

Other Instructions:

- i. The facility for voting through polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting.
 - ii. The Company has appointed Mr. Manish Kumar Bansal (Advocate), Partner of Globiz Partners as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - iii. The Scrutinizer shall, within a period of three working days from the date of conclusion of the Shareholders’ Meeting, shall make a consolidated Scrutinizer’s Report of e-voting and the votes in the Shareholders’ Meeting and submit the same to the Chairman.
 - iv. The Results declared along with the Scrutinizer’s Reports shall be placed on the Company’s website www.skpmil.com. The results shall simultaneously be communicated to the Stock Exchange.
- 15. Members desirous of asking any question or seeking any information in the meeting are requested to write a letter to the Company Secretary at least seven days before the date of meeting to enable the Management to keep the answer/information ready.**

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No.4

Ms. Tripta Goswami, aged 31 years, Non-Executive Director on the Board of the Company, was appointed as an Additional Director of



the Company on March 27, 2015. Her term of office will conclude on the date of the ensuing Annual General Meeting. The Company has received a Notice in writing along with a deposit of ₹1 Lac, under Section 160 of the Act, from M/s. Govinda Power & Products Private Limited, a Member of the Company, who has nominated her as a Director on the Board of Directors of the Company, proposing her candidature for the office, liable to retire by rotation.

Ms. Tripta Goswami is a Business Management Professional having approx. 9 years of rich experience in Imports, Exports, Logistics and Documentation. She has been handling the Import-Export functions of the Company since September, 2008.

She does not hold directorship in any other Company. She is a member of the Nomination and Remuneration Committee and the Stakeholders' Relationship Committee of the Board of the Company. She has submitted a declaration that she is not disqualified to become a Director as provided in Section 152(5) of the Act and that she is eligible for appointment.

The documents referred to in this item are open for inspection at the Registered Office of the Company during the business hours on any working day (except Saturday, Sunday and Public Holiday) between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.

She does not hold any shares in the Company.

The Board recommends the resolution as Ordinary Resolution for your approval.

None of the Directors or Key Managerial Personnel or their relatives are interested in the resolution.

Items No. 5 & 6

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Vijender Sharma & Co., Cost Accountants, Delhi to conduct the audit of the cost records of the Company for the financial years ended March 31, 2015 & March 31, 2016, at a remuneration of ₹60,000/- per annum plus Service Tax at the applicable rates and reimbursement of out of pocket expenses in connection with the audit, subject to ratification by shareholders.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors during the years 2014-15 & 2015-16 as set out in the resolutions for the aforesaid services to be rendered by them.

The documents referred to in these items are open for inspection at the Registered Office of the Company during the business hours on any working day (except Saturday, Sunday and Public Holiday) between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.

The Board recommends the resolutions as Ordinary Resolutions for your approval.

None of the Directors or Key Managerial Personnel or their relatives are interested in these resolutions.

Item No.7

The Articles of Association of the Company currently in force were originally adopted when the Company was incorporated under the Companies Act, 1956.

With the introduction of the Companies Act, 2013, it is proposed to amend the existing Articles of Association to make it consistent with the provisions of Companies Act, 2013 including the Rules framed there under.

A copy of the proposed set of new Articles of Association of the Company is open for inspection at the Registered Office of the Company during the business hours on any working day (except Saturday, Sunday and Public Holiday) between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting. The proposed draft Articles of Association is available on the Company's website at www.skpmil.com for perusal by the shareholders.

The Board recommends the resolution as Special Resolution for your approval.

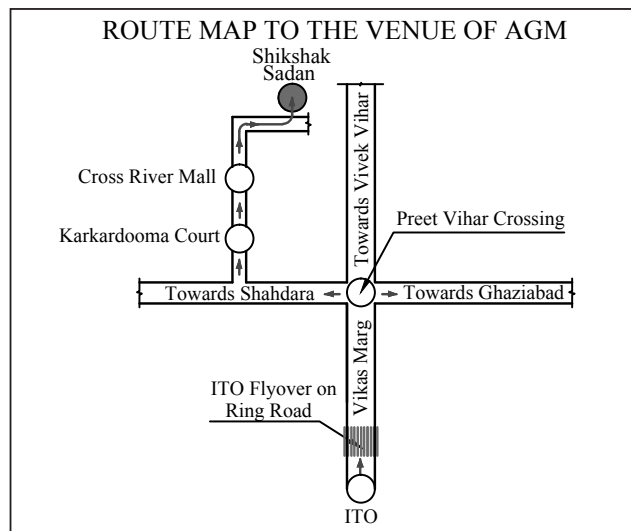
None of the Directors or Key Managerial Personnel or their relatives are interested in this Resolution.

Registered Office:
4830/24, Prahlad Street,
Ansari Road, Darya Ganj,
New Delhi-110002
CIN: L21012DL1972PLC279773
Tel: 91-11-23261728 Fax: 91-11-23266708
E-mail: info@skpmil.com
Website: www.skpmil.com

By order of the Board of Directors

Sonam Katyal
Company Secretary
M. No. ACS 33550

Place: New Delhi
Date: August 25, 2015



**DIRECTORS' REPORT**

To the Members,

The Directors of your Company are pleased to present the 43rd Annual Report together with the Audited Statement of Accounts for the year ended March 31, 2015.

FINANCIAL RESULTS

The financial performance of the Company for the year ended March 31, 2015 is summarised below:

	(₹ in Lacs)	
	2014-15	2013-14
Revenue from Operations (Net)	14,086.10	15,835.90
Profit / (Loss) before Finance Cost and Depreciation	922.10	1,510.76
Finance Costs	544.97	668.17
Depreciation & Amortization Expense	336.02	568.71
Profit / (Loss) before Taxation	41.11	273.88
Less: Tax Expense	0.04	0.01
Profit/(Loss) for the Year	41.07	273.87

During the year under review, the revenue from operations was ₹14,086.10 lacs against ₹15,835.90 lacs in the last financial year. The Company has earned profit after tax of ₹41.07 lacs against ₹273.87 lacs in last year. The performance was affected due to unhealthy competition in the coated paper industry from the imported products resulting major reduction in sales of coated paper, substantial decline in selling price of newsprint paper and increase in power tariff. With the growth of paper industry, the Directors are hopeful for better performance in coming years.

The reference filed by the Company with Board for Industrial & Financial Reconstruction based on negative net worth as on March 31, 2014 has been registered by the Board. The accumulated losses are still higher than the net worth of the Company as on March 31, 2015.

DIVIDEND

The Directors have decided not to recommend any dividend on equity shares due to unabsorbed depreciation and accumulated losses of earlier years. Because of this reason, 4% dividend aggregating to ₹24.00 lacs (Previous Year ₹23.40 lacs) including dividend distribution tax, on the outstanding 4% cumulative redeemable preference shares has also been accumulated.

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2015 was Rs.1352.17 lacs. During the year under review, the Company has not issued any shares with differential voting rights, sweat equity shares and equity shares under Employees Stock Option Scheme.

PUBLIC DEPOSITS

The Company has neither invited nor accepted any public deposit falling within the purview of provisions of Section 73 of the Companies Act 2013 read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review.

DIRECTORS & KEY MANAGERIAL PERSONNEL

During the year, the Company had conducted postal ballot process for the appointment of Independent Directors under the provisions of Companies Act, 2013. As per the results of postal ballot declared on March 27, 2015, the members of the Company had appointed the existing Independent Directors viz. (i) Mr. P. N. Singh (DIN: 00076392) (ii) Mr. L. C. Sharma (DIN: 00196158) and (iii) Mr. L. C. Parashar (DIN: 03394414) as Independent Directors under the provisions of Companies Act, 2013 for a period of five consecutive years. All Independent Directors have given declaration that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

At the Board Meeting held on March 27, 2015, the Board has appointed Ms. Tripta Goswami (DIN: 07111342) as an Additional Director of the Company. A resolution for her appointment as a Director is being proposed in the Notice of the ensuing Annual General Meeting for the approval of the Members.

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. B. N. Pasari (DIN: 00101519), Non-Executive Director of the Company retires by rotation and being eligible, offers



himself for re-appointment at the ensuing Annual General Meeting.

During the year, Mr. N. K. Pasari, Managing Director and Mr. A. K. Singh, Company Secretary were designated as “Key Managerial Personnel” of the Company pursuant to Sections 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Further, Mr. S. K. Agarwal, who was already heading the financial functions of the Company was appointed as Chief Financial Officer, also designated as “Key Managerial Personnel” of the Company under the said provisions of the Companies Act, 2013.

Subsequently, due to discontinuation of services of Mr. A. K. Singh, Company Secretary of the Company w.e.f. October 10, 2014, the Board has appointed Ms. Sonam Katyal as Company Secretary and Compliance Officer, also designated as “Key Managerial Personnel” in his place w.e.f. November 10, 2014.

Board Evaluation

Pursuant to the provisions of Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out annual performance evaluation of its own performance, the Directors individually (excluding the Director being evaluated) as well the evaluation of the working of its Committees. The manner in which the evaluation has been carried out has been explained in Corporate Governance Report.

Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration committee, framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The highlights of the Remuneration Policy are stated in the Corporate Governance Report.

Meetings

During the year, Sixteen Board Meetings and One Independent Directors’ Meeting were held, the details of which are given in the Corporate Governance Report. The provisions of Companies Act, 2013 and Listing Agreement were adhered to while considering the time gap between two meetings.

Composition of Audit Committee

In terms of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Audit Committee has been reconstituted comprising of 3 Independent Directors namely, Mr. L. C. Sharma, Mr. P.N. Singh and Mr. L.C. Parashar. Mr. L. C. Sharma has resigned as Chairman of the Audit Committee w.e.f. April 22, 2015 and Mr. P. N. Singh has been appointed as Chairman of the Committee in his place. All the recommendations made by the Audit Committee were accepted by the Board.

SUBSIDIARY/JOINT VENTURE/ASSOCIATE COMPANIES

Your Company does not have any subsidiary/joint venture/ associate company within the meaning of the Companies Act, 2013.

DIRECTORS’ RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, with respect to Directors’ Responsibility Statement, it is hereby confirmed that:

- i) in the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) the accounting policies have been selected and applied consistently and judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the financial year ended March 31, 2015 and of the profit of the Company for that year;
- iii) proper and sufficient care has been taken for the 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) the annual accounts have been prepared on a going concern basis;
- v) the proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- vi) proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CORPORATE DEBT RESTRUCTURING

The debts of the Company are under Corporate Debt Restructuring (CDR) mechanism w.e.f. April 1, 2009.

RISK MANAGEMENT POLICY

The Company has been addressing various risks impacting the Company and the policy of the Company on risk management is provided in this Annual Report under Management Discussion and Analysis Report.

INTERNAL FINANCIAL CONTROLS

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

CURRENT OUTLOOK

Outlook for Paper Industry in India looks extremely positive



as the demand for upstream market of paper products is growing up. The low per capita consumption is an indication of the future potential for the industry. Increasing population, literacy rate, growth in GDP, improvement in manufacturing sector and lifestyle of individuals are expected to account for the growth in the paper industry of India. With the global economy showing signs of recovery and similar indicators visible in domestic economy, the Indian Paper and Board Industry might return back to its earlier high growth path.

AUDITORS AND AUDITORS' REPORT

Statutory Auditors

The retiring Auditors, M/s. Singal Bros. & Associates, Chartered Accountants, hold office as Statutory Auditors until the conclusion of the 43rd Annual General Meeting. As per the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Listed Companies are required to rotate their auditors, once in ten years, and M/s. Singal Bros. & Associates have held office for a period of more than 10 years, and the transition time given to change the auditors when the Companies Act, 2013 was brought into force is three years. However, your Directors recommend that your Company should rotate its auditors before the maximum time period given under the Companies Act, 2013.

The Audit Committee and the Board of Directors recommend the appointment of M/s. Radheshyam Sharma & Co., Chartered Accountants (Firm Registration No. 016172N) to hold the office of auditors for a period of five years i.e. from the conclusion of 43rd Annual General Meeting till the conclusion of 48th Annual General Meeting of the Company, subject to annual ratification by the shareholders at every Annual General Meeting and at such remuneration as may be fixed by the Board of Directors on the recommendation of the Audit Committee, whose appointment shall be in place of M/s. Singal Bros. & Associates. The Company has received a certificate from the said M/s. Radheshyam Sharma & Co., Chartered Accountants to the effect that their appointment, if made, would be in accordance within the limits specified under the Companies Act, 2013, and that, they meet the criteria of independence. The proposal for their appointment is included in the notice of the ensuing Annual General Meeting.

The Auditors' Report on Financial Statements of the Company for the Financial Year 2014-15 does not contain any qualification reservation or adverse remark.

The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review. The observations of Statutory Auditors' and Notes to the Financial Statements are self-explanatory and do not call for any further comments.

Cost Auditors

Pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Amendment Rules, 2014, the Board has appointed, subject to ratification of the remuneration by the shareholders, M/s Vijender Sharma & Co., Cost Accountants, Delhi (Firm's Registration No. 00180)

for the financial year 2014-15 and 2015-16 to carry out the cost audit of Company's records in respect of newsprint paper. The remuneration proposed to be paid to them requires ratification by the shareholders of the Company. In view of this, your ratification for payment of remuneration to Cost Auditors is being sought at the ensuing AGM.

The Cost Audit Report for the year 2013-14 has been filed under XBRL mode within the stipulated time period.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. BLAK & Co., Company Secretaries, Delhi to conduct the secretarial audit of the Company. The Secretarial Audit Report submitted by them is annexed herewith as 'Annexure-A'. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Internal Auditors

M/s Singla & Associates, Chartered Accountants performs the duties of internal auditors of the Company and their report is reviewed by the audit committee from time to time.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 are provided in 'Annexure-B' to the Directors' Report.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of Annual Return in Form MGT-9 is annexed herewith as 'Annexure-C'.

PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS AND SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the year, the Company has not granted any loans or given guarantees/securities or made investments under section 186 of the Companies Act, 2013. The earlier investments made by the Company are provided in the notes to the financial statements in this Annual Report.

RELATED PARTY TRANSACTIONS

In line with the requirements of the Companies Act, 2013 and Equity Listing Agreement, Board of Directors has adopted a Policy on Related Party Transactions which is also available on Company's website. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

There were no materially significant related party transactions which were in conflict with the interest of the Company. All transactions entered into with the related parties were in the ordinary course of business and on an arm's length basis. Your Directors draw attention of the members to Note No. 47 to the



financial statement which sets out related party disclosures. Regarding the appointment of Mr. Naynesh Pasari, relative of Mr. N. K. Pasari, Managing Director, as the Business Development Advisor of the Company, details are provided in Form AOC-2 annexed herewith as 'Annexure-D'.

MANAGERIAL REMUNERATION & PARTICULARS OF EMPLOYEES

The information required under section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, has been appended to this Report as 'Annexure-E'.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

Your Company has established a vigil mechanism and accordingly, a whistle blower policy has been formulated to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty and integrity. The policy provides for adequate safeguards against victimisation of Director(s) / Employee(s) and direct access to the Chairman of the Audit Committee in exceptional cases.

It has also been uploaded on the website of the Company at www.skpmil.com at http://www.skpmil.com/page.php?page_id=30 link.

CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. A separate section on Management Discussion and Analysis, Corporate Governance and a certificate from Statutory Auditors of the Company regarding Compliance of conditions of Corporate Governance as stipulated under clause 49 of Listing Agreement forms part of the Annual Report.

MATERIAL CHANGES SUBSEQUENT TO THE CLOSE OF FINANCIAL YEAR

Shifting of Registered Office

The Company had filed a petition before Regional Director, Eastern Region, Kolkata for shifting of its Registered Office which was approved vide order dated March 31, 2015. Hence the Company has shifted its Registered Office from State of West Bengal to National Capital Territory of Delhi w.e.f April 16, 2015.

Discontinuation of production facilities at Bahadurgarh Unit

The unhealthy competition in the coated paper industry from the imported products has resulted into reduction of the prices and heavy reduction in sales of the product manufactured by Company's Bahadurgarh Unit. Due to this reason, the production of the unit was decreased day by day and made the unit unviable. In addition to this, labour strike in the unit further resulted in increased losses of Bahadurgarh unit of the Company. Keeping in view of the situation, the Company has discontinued the production

facilities at its Bahadurgarh Unit and is in the process of shifting the useful machineries from Bahadurgarh Unit to Keshwana Unit in gradual manner.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has constituted an Internal Complaints Committee (ICC) in pursuance of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 for redressal of sexual harassment complaints and for ensuring time bound treatment of such complaints. There was no complaint received from any employee during the financial year 2014-15 and hence, no complaint is outstanding as on March 31, 2015 for redressal.

LISTING ON STOCK EXCHANGES

The Equity Shares of the Company are listed at Bombay Stock Exchange. The Company's delisting application with Calcutta Stock Exchange is pending since long.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. No amount has been or is proposed to be transferred to any reserves of the Company.
2. No significant or material orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.
3. There were no special resolution passed pursuant to the provisions of Section 67(3) of the Companies Act, 2013 and hence no information as required pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is furnished.
4. No disclosure in respect of Corporate Social Responsibility is required as it is not applicable to the Company.

ACKNOWLEDGEMENT

Your Directors wish to extend their sincere thanks for the assistance and co-operation received from the Members of the Company, Banks, Government Authorities, Customers, Vendors and all the other business associates. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers at all levels for their continuous support and co-operation.

For and on behalf of the Board

P. N. Singh
Director
DIN: 00076392

N. K. Pasari
Managing Director
DIN: 00101426

New Delhi
August 25, 2015



ANNEXURE 'A'

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

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

To,
The Members,
SHREE KRISHNA PAPER MILLS & INDUSTRIES LTD
4830/24, Prahlad Street,
Ansari Road, Darya Ganj
New Delhi-110002

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SHREE KRISHNA PAPER MILLS & INDUSTRIES LTD** (hereinafter called the company). 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 31st 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 Company as given in **ANNEXURE '1'** for the financial year ended on 31st March, 2015 according to the provisions of applicable following laws:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) 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;
- (v) The other laws as may be applicable specifically in case of the Company on the basis of documents/information produced before us:
 - a) Chapter V of Finance Act,1994 (Service Tax)
 - b) Copyright Act,1957

- c) Custom Act,1962
- d) Income Tax Act, 1961 and Indirect Tax Laws
- e) Indian Contract Act, 1872
- f) Indian Stamp Act, 1999
- g) Limitation Act,1963
- h) Negotiable Instrument Act,1981
- i) Registration Act,1908
- j) Sale of Goods Act,1930
- k) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
- l) Transfer of Property Act,1882
- m) Trademark Act,1999
- n) Weekly Holidays Act, 1942
- o) Labour laws including those applicable to Contract Labour

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

- i. The Listing Agreements entered into by the Company with Bombay Stock Exchange (BSE)
**The Company's delisting application with Calcutta Stock Exchange is in process since long.*

However, the following Acts, Rules, Regulations, Guidelines, Standards or Agreement(s)/ Arrangement(s) required to be reported as per prescribed format are not applicable to the Company during the Audit Period:

- i. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(As there was no event/action in this regard during the Year under Audit)**
- ii. 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 (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(As there was no event/action in this regard during the Year under Audit)**
 - b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(As there was no event/action in this regard during the Year under Audit)**
 - c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations,2008; **(As there was no event/action in this regard during the Year under Audit)**
 - d) 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; **(Not applicable to the Company during the Audit Period)**

- e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period)** and
- f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit Period)**

iii. Secretarial Standards issued by The Institute of Company Secretaries of India. **(Since notified w.e.f. July 01, 2015)**

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

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 generally by way of unanimous resolution. However, we have not observed any dissenting members' views in the Minutes Book.

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 following events / actions had a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. as referred above:

1. The company by special resolution altered the provisions of its Memorandum of Association with respect to the place of the Registered Office by changing it from the state of West Bengal to NCT of Delhi and such alteration was confirmed by an order of Regional Director (Eastern Region), Kolkata bearing the date 31/03/2015. In pursuance of the said order, the Company shifted its Registered office to present address w.e.f. 16th April, 2015.
2. The company has obtained approval of member by Special Resolution in Annual General Meeting held on 10th September, 2014 under Section 180(1)(c) of the Companies Act, 2013 to borrow money upto INR 175 Crore in excess of the aggregate of the Paid-up Share Capital and Free Reserves of the Company.
3. The company has obtained approval of member by Special Resolution by Postal Ballot (results for which were

declared on 10th September, 2014) under Section 180(1) (a) of the Companies Act, 2013 to mortgage/ hypothecate/ create charge and to sell/transfer/dispose-off assets of the Company.

For BLAK & Co.

(Archana Bansal)

Mg. Partner

M.No. – A17865

CoP No.- 11714

Place: New Delhi

Date : 30.05.2015

Note: This report is to be read with our **ANNEXURE '1'** and **ANNEXURE '2'** of even date which are annexed and forms an integral part of this report.

'ANNEXURE 1'

Our report of even date is to be read along with the Annexure stating the:

List of documents verified

1. Memorandum of Association and Articles of Association;
2. Annual Report for the preceding three Financial Years;
3. Annual Return for Last AGM;
4. Detailed Trial Balance for the F.Y. 2014-15;
5. Quarterly Financial Result for the F.Y. 2014-15;
6. Quarterly Compliance Report on Corporate Governance as prescribed in Listing Agreement;
7. Internal Auditor Reports;
8. Documents related to Shifting of Registered office from State of West Bengal to Delhi including petition to Regional Director (Eastern Region), Kolkata for the same.
9. List of Shareholders/Shareholding Pattern & Copy of Shareholding Pattern filed with Stock-Exchange;
10. Appointment Letter for KMP(s) & Senior Management Personnel during the F.Y. 2014-15;
11. Organization Chart with changes in Chart during the F.Y. 2014-15;
12. Detail of Project Site/Branch Office/Factories/Works during the F.Y. 2014-15
13. Policy document approved by the Board/committee in respect of Directors/Independent Directors, Code of Conduct, Vigil Mechanism, Related Party Transactions, Whistle Blower, Nomination and Remuneration of Directors/ Senior Management;
14. HR Policy w.r.t. senior managerial personnel;
15. Copy of various Registration/Licenses/Approvals;
16. Documents with regard to appointment of :-
 - Statutory Auditor;
 - Cost Auditor;
 - Internal Auditor; &
17. Statutory Registers including
 - Register of contracts or arrangements in which directors are interested under section 189 and rule 16 of the Companies (Meetings of Board and its Powers) Rules, 2014;



- Register of investments not held in the name of the company under section 187(3) and rule 14 of the Companies (Meetings of Board and its Powers) Rules, 2014;
 - Register of Inter-Corporate Investments /Loans/ Guarantees/Securities to which section 186 applies;
 - Register of Directors, Key Managerial Personnel and their shareholding under section 170 and rule 17 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
 - Register of charges under section 85 and rule 10 of the Companies (Registration of Charges) Rules, 2014;
 - Register and Index of Members under section 88 and rule 3 of the Companies (Management and Administration) Rules, 2014;
18. Minute books and Attendance Register of General Meeting, Board meeting and Committee Meetings under section 118;
 19. Copies of instruments modifying and Satisfying charges;
 20. Copies of all e-forms and returns during the Financial Year 2014-15 filed with ROC with respective receipts/ challans of fees paid;
 21. Evidence of dispatch of notices of meeting;
 22. Agenda papers;
 23. Copies of circular resolutions passed by the Board or committee of directors (signed by the directors);
 24. Newspaper cutting of notice of closure of register of members;
 25. Copies of notices of Annual General Meeting/ Extraordinary General Meeting and explanatory statement and Newspaper cutting of public notice of annual general meeting/ extraordinary general meeting;
 26. Dispatch register of Annual General Meeting/ Extraordinary General Meeting notice;
 27. Proxies lodged for general meetings, ballot papers, scrutinizer report;
 28. Copies of Form MBP-1 received from all directors under section 184 at the first meeting of the Board in financial year 2014-15 and during the FY whenever there is any change in the disclosures already made;
 29. Copies of special resolutions and copies of contracts in respect of office or place of profit under section 188, if any;
 30. Relevant documents in respect of postal ballot conducted during the audit period;
 31. Agreement with the agency providing platform for e-voting;
 32. Agreement with courier or posting agents for dispatch of annual reports, notices to members / depositors/ debenture-holders;
 33. Agreement with RTA and RTA report in respect of various matters handled by them on behalf of the company;
 34. Scrutinizer's report for postal ballot, poll and e-voting;
 35. Director's retirement by rotation table;
 36. Copies of all letters sent to and received from the stock exchange on which the company's securities are listed;
 37. Copies of all disclosures received by the company under SEBI(Substantial Acquisition of Shares and Takeovers) Regulations, 1997;
 38. Copies of all returns and forms filed with SEBI and stock exchange under SEBI(Substantial Acquisition of Shares and Takeovers) Regulations, 1997;
 39. Copies of shareholding pattern filed with stock exchanges under clause 35 of the listing agreement;
 40. Copy of Insider trading code;
 41. Declaration received from the independent directors under sub-section (7) of section 149;
 42. Compliance records under the Depositories act, 1996 and the regulations framed under the Act;

For BLAK & Co.

(Archana Bansal)

Mg. Partner

M.No. – A17865

CoP No.- 11714

Place: New Delhi

Date : 30.05.2015

ANNEXURE '2'

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For BLAK & Co.

(Archana Bansal)

Mg. Partner

M.No. – A17865

CoP No.- 11714

Place: New Delhi

Date : 30.05.2015



ANNEXURE 'B'

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

Information on conservation of Energy, Technology absorption and Foreign Exchange earnings and outgo required to be disclosed under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 are provided hereunder:

(A) CONSERVATION OF ENERGY-

- (i) The steps taken or impact on conservation of energy;
 - 1. All efforts are made to conserve and optimize use of energy.
 - 2. Placement of standby pumps at critical points to avoid production loss due to breakdown.
 - 3. 3 Nos. of capacitor bank installed to maintain power factor upto 0.98-1.00 from 0.94.
 - 4. Replacement of rotary joints with turbulator bars for better steam condensate.
 - 5. Controlling of various process parameters.
- (ii) The steps taken by the company for utilising alternate sources of energy;
Initiatives are being taken for conversion of Boiler from husk to petcoke.
- (iii) The capital investment on energy conservation equipments;
Capital investment of ₹ 39.61 lacs.

- (c) whether the technology been fully absorbed;
- (d) if not fully absorbed, areas where absorption has not taken place and the reasons thereof;
No specific technology has been imported during the last three years.
- (iv) The expenditure incurred on Research and Development; Research & Development work is carried out in house as well as with the help of external sources on continuous basis. The expenses incurred on this are booked under general accounting head.

(C) FOREIGN EXCHANGE EARNINGS & OUTGO-

Earnings	:	Nil
Outgo	:	₹ 1058.00 lacs

(B) TECHNOLOGY ABSORPTION-

- (i) The efforts made towards technology absorption;
 - 1. Updation of technology is the continuous process, absorption implemented and adopted by the Company for innovation.
 - 2. Installation of Aerators, Sand Filters & Twin drum press for better treatment of waste water.
 - 3. Installation of Ceramic Tops and T bars for better runnability.
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution;
 - 1. Reduction in inventory cost and improvement in the quality of the products.
 - 2. Reduction in the maintenance down time.
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-
 - (a) the details of technology imported;
 - (b) the year of import;



ANNEXURE 'C'

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

as on financial year ended on 31.03.2015

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

I) REGISTRATION & OTHER DETAILS:

i	CIN	Old : L21012WB1972PLC028518 New (w.e.f. April 16, 2015) : CIN : L21012DL1972PLC279773
ii	Registration Date	14-09-1972
iii	Name of the Company	Shree Krishna Paper Mills & Industries Limited
iv	Category/Sub-category of the Company	Company Limited by Shares
v	Address of the Registered Office and contact details	Old : 16, India Exchange Place, Kolkata - 700001 (W.B.) New (w.e.f. April 16, 2015) : 4830/24, Prahlad Street, Ansari Road, Darya Ganj, New Delhi-110002 Phone : 011-23261728, 46263200 Fax : 011-23266708 E-mail : cs@skpmil.com, info@skpmil.com Website : www.skpmil.com
vi	Whether listed company	Yes
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any	M/s. Link Intime India Pvt. Ltd. 44, Community Centre, 2nd Floor, Naraina Indl. Area, Phase-I, New Delhi-110028 Ph: 011- 41410592 to 94 Fax: 011- 41410591 Email Id.: delhi@linkintime.com

II) PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company:

Sl. No.	Name and Description of main products/ services	NIC Code of the Product /service	% to total turnover of the Company
1	News print paper	17012	81.27

III) PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

Sl. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1			None		
2					
3					



IV) SHAREHOLDING PATTERN (Equity Share capital Break up as % of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	

A. Promoter and Promoter Group

(1) Indian									
a) Individual/HUF	200	9,70,000	9,70,200	7.17	200	9,70,000	9,70,200	7.17	NIL
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.	-	-	-	-	-	-	-	-	-
d) Bodies Corporates	0	47,40,480	47,40,480	35.06	0	47,40,480	47,40,480	35.06	NIL
e) Bank/FI	-	-	-	-	-	-	-	-	-
f) Others	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1):	200	57,10,480	57,10,680	42.23	200	57,10,480	57,10,680	42.23	NIL
(2) Foreign									
a) NRI- Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Others	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2):	0	0	0	-	0	0	0	-	-
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	200	57,10,480	57,10,680	42.23	200	57,10,480	57,10,680	42.23	NIL

B. Public Shareholding

(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1):	0	0	0	-	0	0	0	-	-



Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Non Institutions									
a) Bodies corporates									
i) Indian	24,39,850	14,00,800	38,40,650	28.40	24,39,445	14,00,800	38,40,245	28.40	NIL
ii) Overseas	0	12,00,000	12,00,000	8.88	0	12,00,000	12,00,000	8.88	NIL
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakh	3,19,788	1,94,938	5,14,726	3.81	2,95,147	1,93,238	4,88,385	3.61	0.20
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	2,54,842	0	2,54,842	1.88	2,81,587	0	2,81,587	2.08	-0.20
c) Others									
i) Clearing Member	694	0	694	0.01	693	0	693	0.01	NIL
ii) Non Resident Indian	88	20,00,000	20,00,088	14.79	90	20,00,000	20,00,090	14.79	NIL
Sub-Total (B)(2):	30,15,262	47,95,738	78,11,000	57.77	30,16,962	47,94,038	78,11,000	57.77	NIL
Total Public Shareholding (B)= (B)(1)+(B)(2)	30,15,262	47,95,738	78,11,000	57.77	30,16,962	47,94,038	78,11,000	57.77	NIL
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	NIL
Grand Total (A+B+C)	30,15,462	1,05,06,218	1,35,21,680	100.00	30,17,162	1,05,04,518	1,35,21,680	100.00	NIL

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% 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	Bishwanath Industries Limited	20,47,300	15.14	15.14	20,47,300	15.14	15.14	NIL
2	Bishwanath Traders & Investments Limited	16,71,080	12.36	8.25	16,71,080	12.36	8.25	NIL
3	Birender Kumar Pasari	9,10,000	6.73	6.73	9,10,000	6.73	6.73	NIL
4	Bijay Paper Traders Limited	7,47,100	5.53	5.53	7,47,100	5.53	5.53	NIL
5	Devanshu Infin Limited	2,75,000	2.03	0	2,75,000	2.03	0	NIL
6	Pradeep Kumar Pasari	60,000	0.44	0	60,000	0.44	0	NIL
7	B. N. Pasari	200	0.00	0	200	0.00	0	NIL
	Total	57,10,680	42.23	35.65	57,10,680	42.23	35.65	NIL



(iii) Change in Promoters' Shareholding (Specify if there is no Change)

Sl. No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
1	At the beginning of the year	No changes during the year			
2	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	No changes during the year			
3	At the end of the year	No changes during the year			

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

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No.of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Vijay Kumar Gupta	20,00,000	14.79	20,00,000	14.79
2	Govinda Power and Products Pvt Ltd	14,00,000	10.35	14,00,000	10.35
3	WPS PTE Ltd	12,00,000	8.87	12,00,000	8.87
4	SKCS Finvest Pvt Ltd	10,14,850	7.51	10,14,850	7.51
5	Gopala Sales Pvt Ltd	7,50,000	5.55	7,50,000	5.55
6	Global Manufacturers & Products Pvt Ltd	6,60,000	4.88	6,60,000	4.88
7	Snehalatha Singhi	40,000	0.30	40,000	0.30
8	Pushpa Lata Gupta	36,400	0.27	36,400	0.27
9	Sangeetha S	33,250	0.25	33,250	0.25
10	Snehalatha Singhi	30,074	0.22	30,074	0.22

(v) Shareholding of Directors & KMP

Sl. No	For Each of the Directors & KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No.of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Sh. B. N. Pasari - Non-Executive Director				
	At the beginning of the year	200	0	200	0
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	NIL	NIL	NIL	NIL
	At the end of the year	200	0	200	0



V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (₹ in Lacs)				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	4841.88	628.64	0	5470.52
ii) Interest due but not paid	33.71	1.06	0	34.77
iii) Interest accrued but not due	13.76	106.75	0	120.51
Total (i+ii+iii)	4889.35	736.45	0	5625.80
Change in Indebtedness during the financial year				
Additions	58.47	31.51		89.98
Reduction	572.74	32.56		605.30
Net Change	-514.27	-1.05	0	-515.32
Indebtedness at the end of the financial year				
i) Principal Amount	4343.68	628.64		4972.32
ii) Interest due but not paid	17.64	0.01		17.65
iii) Interest accrued but not due	13.76	106.75		120.51
Total (i+ii+iii)	4375.08	735.40	0	5110.48

Notes:

Secured Loans include:

- 1 Cash Credit Facilities from Banks which are shown under Short Term Borrowings in the Balance Sheet.
- 2 Current maturities of long term debts and interest accrued and due on borrowings which are shown under Other Current Liabilities in the Balance Sheet.

Unsecured Loans includes:

- 1 Interest accrued but not due which are shown under Other Long Term Liabilities in the Balance Sheet.
- 2 Interest accrued and due on borrowings which are shown under Other Current Liabilities in the Balance Sheet.

VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

(₹ in Lacs)

Sl.No	Particulars of Remuneration	Name of the Managing Director	Total Amount
1	Gross salary	Mr. N. K. Pasari	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	6.60	6.60
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0.40	0.40
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961		
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	as % of profit	-	-
	others (specify)	-	-
5	Others - P.F. contribution	0.50	0.50
	Total (A)	7.50	7.50
	Ceiling as per the Act		30.00



B. Remuneration to other directors:

Sl.No	Particulars of Remuneration	Name of the Directors			Total Amount
1	Independent Directors				
	(a) Fee for attending board/committee meetings	-	-	-	-
	(b) Commission	-	-	-	-
	(c) Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
2	Other Non Executive Directors				
	(a) Fee for attending board/committee meetings	-	-	-	-
	(b) Commission	-	-	-	-
	(c) Others, please specify.	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-

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

(₹ in Lacs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel				Total
		CEO	Company Secretary		CFO	
1	Gross Salary		Mr. A.K. Singh*	Ms. Sonam Katyal*	Mr. S. K. Agarwal	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961		2.31	1.25	11.00	14.56
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961		-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961		-	-	-	-
2	Stock Option		-	-	-	-
3	Sweat Equity		-	-	-	-
4	Commission		-	-	-	-
	as % of profit		-	-	-	-
	others, specify		-	-	-	-
5	Others - P.F. contribution		0.06	0.08	0.72	0.86
	Total		2.37	1.33	11.72	15.42

* employed only for part of the year

VII) PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/ NCLT/ Court)	Appeal made, if any (give details)
A. Company					
Penalty			None		
Punishment					
Compounding					
B. Directors					
Penalty			None		
Punishment					
Compounding					
C. Other Officers in Default					
Penalty			None		
Punishment					
Compounding					

**ANNEXURE 'D'****Form No. AOC -2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto

1. Details of contracts or arrangements or transactions not at Arm's length basis.

S. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Mr. Naynesh Pasari who is a relative of Mr. N.K. Pasari, Managing Director of the Company.
b)	Nature of contracts/arrangements/ transaction	Appointment of Mr. Naynesh Pasari to hold an office or place of profit as the Business Development Advisor of the Company.
c)	Duration of the contracts/arrangements/ transaction	Five Years commencing from October 1, 2014.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	The remuneration shall be paid to him as may be decided by the Board of Directors subject to the maximum of ₹1,00,000/- per month.
e)	Justification for entering into such contracts or arrangements or transactions'	Mr. Naynesh Pasari is qualified MBA in the stream of finance. With his exposure in Corporate Management, he has developed good understanding of Managerial Skills which contributes to his full involvement in the corporate management aspects of the Company.
(f)	Date of approval by the Board	May 29, 2014
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	September 10, 2014

2. Details of material contracts or arrangements or transactions at Arm's length basis.

S.No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	There are no material contracts or arrangements or transactions at arm's length basis.
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Date of approval by the Board	
(f)	Amount paid as advances, if any	

For and on behalf of the Board

New Delhi
August 25, 2015

P. N. Singh
Director
DIN: 00076392

N. K. Pasari
Managing Director
DIN: 00101426



ANNEXURE 'E'

DETAILS PERTAINING TO REMUNERATION UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- (i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;

S. No.	Name of Director and Designation	Ratio of remuneration of each Director to median remuneration of employees
1	Mr. N. K. Pasari, Managing Director	7.12 : 1.00

- (ii) The percentage increase in remuneration of each director, chief financial officer and company secretary in the financial year;

S. No.	Name of Director/ KMP	Designation	Percentage increase/ (decrease) in Remuneration of Directors/KMP
1	Mr. N. K. Pasari	Managing Director	18.60%
2	Mr. S. K. Agarwal	Chief Financial Officer	-
3	Mr. A. K. Singh	Company Secretary	Not Applicable as they were only for part of the year
4	Ms. Sonam Katyal	Company Secretary	

- (iii) The percentage increase in the median remuneration of employees in the financial year;

15.53%

- (iv) The number of permanent employees on the rolls of company;

294 as on March 31, 2015

- (v) The explanation on the relationship between average increase in remuneration and company performance;

Increase in remuneration depends upon factors like company performance, benchmarking, inflationary trends, talent availability & turnover apart from individual performance of the employees. During the Financial Year 2014-15, the revenue from operations decreased by 11.05% and the remuneration increased by 5.79% in the same year.

- (vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the company;

The total remuneration of the Key Managerial Personnel increased by 1.01% from ₹21.34 lacs in 2013-14 to ₹21.55 lacs in 2014-15 and the revenue from operations decreased by 11.05% from ₹15,835.90 lacs in 2013-14 to ₹14,086.10 lacs in 2014-15.

- (vii) a) Variations in the market capitalisation of the company; The market capitalisation as on March 31, 2015 was ₹ 1041.17 Lacs as compared to ₹770.74 Lacs as on March 31, 2014.

- b) Variations in the price earning ratio of the company; Price earnings ratio of the Company was 59.23 as at March 31, 2015 and was 3.08 as at March 31, 2014.

- c) Percent increase over decrease in the market quotations of the shares of the company as compared to the rate at which the company came out with the last public offer;

The Company had come out with Initial Public Offer in the year 1995 and the shares having face value of ₹10 were issued at ₹25 per share. As on March 31, 2015, closing price of share was ₹7.70 per share. Percentage decrease in the market quotation of the shares of the Company in comparison to the rate at which the Company came out with the last public offer is 69.20%

- (viii) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2014-15 was 8.39 % whereas the increase in the managerial remuneration for the same financial year was 1.01%.

- (ix) Comparison of the each remuneration of the key managerial personnel against the performance of the company;

S. No.	Key Managerial Personnel	Remuneration % to the revenue of the Company
1	Managing Director	0.05%
2	Chief Financial Officer	0.08%
3	Company Secretary	0.03%

- (x) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees.

- (xi) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;

There are 6 (six) employees whose total remuneration is exceeding the remuneration of highest paid Director of the Company. The ratio of the remuneration of the highest paid Director to the average remuneration of the employees, who are not Directors, is 1:1.40.

- (xii) It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENTS

The paper is a progress vehicle for civilized society and the paper industry is an engine of national growth. Paper is required for books, news-papers and for various other purposes. In fact, it is indispensable to man in the present day world. The industry has assumed greater importance in India with the growth of literacy. At present, India's per capita consumption of paper is low as compared with the global standards. The consumption of Paper and Board in India is expected to grow over 20 million tonnes by 2020 from the present installed capacity of less than 13.5 million tonnes. With the expected increase in literacy rate and growth of the economy, an increase in the per capita consumption of paper is expected.

OPPORTUNITIES AND THREATS

India has been the fastest growing Paper and Board market globally and it has a huge potentials and prospects in coming future. The usage of paper cannot be ignored and this awareness is bound to bring improvement in the paper industry. The demand for paper products would go on increasing in times to come. These developments are expected to give fillip to the industry.

Major threats in this front are availability of raw material and cost of production being on higher end which leads to rise in input cost and empowers the international manufacturers to enter the Indian Market affecting the profitability of Indian manufacturers adversely. The Indian Paper Companies will have to compete with them to sustain their position in the market.

OUTLOOK

Outlook for Paper Industry in India looks extremely positive as the demand for upstream market of paper products is growing up. The low per capita consumption is an indication of the future potential for the industry. Increasing population, literacy rate, growth in GDP, improvement in manufacturing sector and lifestyle of individuals are expected to account for the growth in the paper industry of India. With the global economy showing signs of recovery and similar indicators visible in domestic economy, the Indian Paper and Board Industry might return back to its earlier high growth path.

RISKS & CONCERNS

The Company has systematic process for analysing and mapping the risks based on discussions with different stakeholders and study of past records. A detailed exercise is being carried out to identify, evaluate, manage and monitoring of both business and non-business risks. The risks so identified are addressed by an appropriate risk mitigation plan.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an effective internal control mechanism which is continuously updated to keep it contemporary and to ensure that it is commensurate with size and nature of its business. The Company has a strong audit framework for keeping adequate checks and balances. The internal control systems are monitored and reviewed on a periodic basis and corrective actions as needed are initiated.

FINANCIAL PERFORMANCE

During the year under review, the revenue from operations was ₹14,086.10 lacs against ₹15,835.90 lacs in the last financial year. The Company has earned profit after tax of ₹41.07 lacs against ₹273.87 lacs in last year. The performance was affected due to unhealthy competition in the coated paper industry from the imported products resulting major reduction in sales of coated paper, substantial decline in selling price of newsprint paper and increase in power tariff. With the growth of paper industry, the Directors are hopeful for better performance in coming years.

HUMAN RESOURCES & INDUSTRIAL RELATIONS

The Company provides a congenial and productive work environment with an aim to retaining those who are capable of translating challenges into opportunities and weaknesses into strengths. The management has periodically reviewed the HR initiatives and policy framework targeted towards attraction, retention and growth of talent. The twin objectives of improving the quality of human capital available within the Company and utilizing its potential for the benefit of Company continues to form the fundamental of HR policy of the Company. Industrial Relations were cordial during the year. The Company had 294 employees on its payrolls as on March 31, 2015.

CAUTIONARY STATEMENT

"Management Discussion and Analysis Report" contain statements that address expectation or projections about the future, including, but not limited to statements about the Company's strategy for growth, product development and financial results which may be forward-looking statements within the meaning of applicable securities laws and regulations. The Company's actual results, performance or achievement could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly modify any forward looking statements, on the basis of any subsequent development, information or events.



CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance is bounded upon a rich legacy of fair ethical governance practices which has been in practice since long. Integrity, transparency, accountability and compliance with laws which are columns of good governance have always been the hallmark of the Company. The Company has consistently practised good Corporate Governance norms for the past several years for the efficient conduct of its business and meeting its obligations towards all its stakeholders.

2. BOARD OF DIRECTORS

i) Composition

The Board of Directors of the Company has an optimum combination of Executive, Non-Executive and Independent Directors who have in depth knowledge of business. The Board comprises of six Directors, out of which one is Executive Director and five are Non-Executive Directors including one Woman Director. Out of 6 Directors on its Board, 3 Directors are independent. The number of Non-Executive Directors (NEDs) is more than 50% of the total number of Directors. The Company is in compliance with the Clause 49 of the Listing Agreement.

As mandated by the revised Clause 49 of the Listing Agreement which has become applicable to the Company with effect from October 1, 2014, none of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees across all the Public Companies in which they are Directors. All the Directors have made necessary disclosures regarding Committee positions.

Details of Directors, categories and attendance records for the financial year 2014-15 are as under:

Name/Designation of Directors	Executive/ Non- Executive/ Independent	No. of Position held in other companies		No. of Board Meetings Attended	Attendance at last AGM
		Directorship#	Committee		
Mr. N. K. Pasari (Managing Director)	ED (P)	1	NIL	16	No
Mr. B.N. Pasari	NED (P)	5	NIL	16	No
Mr. L. C. Sharma	NED (I)	0	NIL	5	Yes
Mr. P.N. Singh	NED (I)	1	NIL	16	No
Mr. L.C. Parashar	NED (I)	1	NIL	16	No
Ms. Tripta Goswami*	NED	0	NIL	1	N.A.

*appointed as an Additional Director w.e.f. March 27, 2015.

#excludes directorship in Private Limited Companies.

ED (P)- Executive Director (Promoter)

NED (P)- Non-Executive Director (Promoter)

NED (I)- Non-Executive Director (Independent)

ii) Number of Board Meetings held

The Board of Directors met sixteen times during the financial year 2014-15. The dates on which the Board meetings were held are as follows:

(i) April 21, 2014 (ii) May 29, 2014 (iii) June 10, 2014 (iv) July 15, 2014 (v) August 12, 2014 (vi) September 10, 2014 (vii) September 16, 2014 (viii) September 23, 2014 (ix) October 15, 2014 (x) November 4, 2014 (xi) November 13, 2014 (xii) December 20, 2014 (xiii) February 4, 2015 (xiv) February 12, 2015 (xv) March 10, 2015 and (xvi) March 27, 2015. The maximum time gap between any two Board Meetings was 46 days.

iii) Brief Profile of Directors proposed for appointment/re-appointment

As required under Clause-49 of the Listing Agreement, the brief resume of the Directors proposed for appointment/re-appointment and other information is furnished below:

Mr. B. N. Pasari, aged about 85 years is Director of the Company since 1980. He is matriculate and having rich experience of about 60 years in trading Business. He is a director in the following Companies viz. Amer Hotels Limited, Bishwanath Traders And Investments Ltd, Bishwanath Industries Limited, Civil Lines Properties Private Limited, Sirohi Investment Limited, Seven Star Infosoft Private Limited, Ramgarh Infotech Private Limited and Bijay Paper Traders Limited. He holds 200 Equity Shares in the Company.

Ms. Tripta Goswami, aged about 31 years is an Additional Director of the Company appointed w.e.f. March 27, 2015. She is a Non-Executive Director and is liable to retire by rotation. She is a Business Management Professional having approx. 9 years of rich experience in Imports, Exports, Logistics and Documentation. She has been handling the Import-Export functions of the Company since September, 2008. She does not hold any shares in the Company.

iv) Tenure of Independent Directors

The Company had appointed existing Independent Directors expressly under Section 149 read with Schedule IV of the Companies Act, 2013 and their tenure is fixed in accordance with the requirements laid down in the said Act and clarifications / circulars issued by the Ministry of Corporate Affairs, in this regard, from time to time. The Company issued formal letters of appointment to Independent Directors in the manner as provided in the Companies Act, 2013. The terms and conditions of appointment are disclosed on the website of the Company.



v) Performance evaluation

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Independent Directors and the Board which capture the following points:

1. Knowledge to perform the role;
2. Time and level of participation;
3. Performance of duties and level of oversight; and
4. Professional conduct and independence.

The Board of Directors has carried out the annual performance evaluation of its own performance, the Directors individually (excluding the Director being evaluated) as well as the evaluation of the working of its Committees.

The performance evaluation of the Independent Directors was carried out by the entire Board which brought out the key attributes of the Directors, quality of interactions among them and its effectiveness.

The performance evaluation of Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department.

The Directors expressed their satisfaction with the evaluation process.

vi) Separate Meeting of Independent Directors

During the year under review, the Independent Directors met on March 10, 2015, inter alia, to discuss:

1. Evaluation of the performance of Non Independent Directors and the Board of Directors as a whole;
2. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the independent Directors were present at the meeting.

vii) Familiarisation Programme for Independent Directors

The Company has formulated a policy to familiarize the Independent Directors with the Company, their roles, rights and responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, operations etc. through various programmes.

The details of such familiarisation programme have been disclosed on the Company's website at www.skpmil.com at http://www.skpmil.com/page.php?page_id=32 link.

3. COMMITTEES OF THE BOARD

The Board has constituted the following Committees:

(i) Audit Committee

During the year under review, the Audit Committee was reconstituted to align with the requirements prescribed under

the provisions of the Companies Act, 2013 and the revised Clause 49 of Listing Agreement. Mr. L. C. Sharma has resigned as Chairman of the Audit Committee of the Company w.e.f. April 22, 2015 and Mr. P. N. Singh has been appointed as Chairman of the Committee in his place. Mr. L. C. Sharma will remain as a member of the Audit Committee.

All the members of the Audit Committee, including Chairman, are Independent and Non-Executive Directors. All the members of Audit Committee are financially literate and have expertise in accounting/financial management. The Chief Financial Officer and Statutory Auditor attend the Audit Committee meetings. Other senior executives attend the meeting as and when invited by the Committee. The Company Secretary acts as the Secretary of the Audit Committee.

Terms of Reference :

The broad terms of reference are as under:

1. Review of financial reporting process and disclosure of financial information.
2. Review of risk management, internal control and governance process.
3. Discussions on quarterly, half yearly and annual financial statements.
4. Review and recommendation of appointment, remuneration and terms of appointment of Auditors.
5. Interaction with Auditors including review of internal audit function and reports.

The Audit Committee also looks into the matters as are specifically referred to its Board of Directors besides looking into the mandatory requirements of the Listing Agreement and the provisions of the Companies Act, 2013.

The Audit Committee met Seven times during the year 2014-15 on (i) May 29, 2014 (ii) August 12, 2014 (iii) September 23, 2014 (iv) November 13, 2014 (v) December 20, 2014 (vi) February 12, 2015 and (vii) March 10, 2015. The necessary quorum was present at the meetings.

The composition and the details of meetings attended by the members of the Audit Committee for the financial year 2014-15 are given below:

Sr. No.	Name	Status	Category	No. of Meetings attended
1	Mr. L. C. Sharma	Chairman*	NED (I)	7
2	Mr. P.N. Singh	Member**	NED (I)	7
3	Mr. L.C. Parashar	Member	NED (I)	7

* Resigned as Chairman w.e.f April 22, 2015

** Appointed as Chairman w.e.f. April 22, 2015

NED (I) - Non-Executive Director (Independent)

ii) Stakeholders' Relationship Committee

During the year under review, the nomenclature of this



Committee was changed from Shareholders'/Investors' Grievance Committee to the Stakeholders' Relationship Committee. Mr. L. C. Sharma has resigned from the membership of Stakeholders' Relationship Committee and Ms. Tripta Goswami has been appointed as a member of the Committee in place of Mr. L. C. Sharma w.e.f. April 22, 2015.

This committee looks into various issues relating to shareholders/investors including transfer and transmission of shares, issue of duplicate share certificates, review of shares dematerialisation and rematerialisation, non-receipt of annual report etc.

The Committee focuses primarily on monitoring and ensuring that all shareholder and investor services operate in an efficient manner and that shareholder and investor grievances/complaints including that of all other stakeholders are addressed promptly and resolved rapidly and efficiently.

During the year 2014-15, six meetings of the Stakeholders' Relationship Committee were held on (i) July 25, 2014 (ii) July 31, 2014 (iii) December 1, 2014 (iv) January 9, 2015 (v) March 9, 2015 & (vi) March 31, 2015.

The composition of the Stakeholders' Relationship Committee and the details of meetings attended by the members during the financial year 2014-15 are given below:

Sr. No.	Name	Status	Category	No. of Meetings attended
1.	Mr. P.N. Singh	Chairman	NED (I)	6
2.	Mr. L. C. Sharma	Member*	NED (I)	2
3.	Mr. L.C. Parashar	Member	NED (I)	6

* Resigned from the Committee w.e.f. April 22, 2015
NED (I) - Non-Executive Director (Independent)

The Committee also recommends measures for overall improvement in the quality of investor services.

Ms. Sonam Katyal, Company Secretary is designated as the "Compliance Officer" who oversees the redressal of the investors' grievances.

iii) Nomination and Remuneration Committee

To align with the requirements prescribed under the provisions of the Companies Act, 2013 and the revised Clause 49 of Listing Agreement, Remuneration Committee was renamed and reconstituted as Nomination and Remuneration Committee during the year under review. Mr. L. C. Sharma has resigned from the membership of Nomination and Remuneration Committee and Ms. Tripta Goswami has been appointed as a member of the Committee in place of Mr. L. C. Sharma w.e.f. April 22, 2015.

The terms of reference of the Committee, inter alia, includes the following:

- Identifying persons who are qualified to become Directors and who may be appointed in senior management

positions in accordance with the laid down criteria;

- Formulation of criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
- Formulation of criteria for performance evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Evaluate and ensure that the remuneration is reasonable and sufficient to attract, retain and motivate the best managerial talents.

During the year 2014-15, four meetings of the Nomination and Remuneration Committee were held on (i) May 29, 2014 (ii) November 13, 2014 (iii) December 24, 2014 & (iv) March 27, 2015.

The composition of the Nomination and Remuneration Committee and the details of meetings attended by the members during the financial year 2014-15 are given below:

Sr. No.	Name	Status	Category	No. of Meetings attended
1.	Mr. L.C. Parashar	Chairman	NED (I)	4
2.	Mr. P.N. Singh	Member	NED (I)	4
3.	Mr. L. C. Sharma	Member*	NED (I)	2

*Resigned from the Committee w.e.f. April 22, 2015
NED (I) - Non-Executive Director (Independent)

Remuneration Policy

The Nomination and Remuneration Committee has formulated a policy for selection of Directors and the remuneration for Directors, KMP and Senior Management. The highlights of this policy are as follows:

1. Criteria of selection of Directors

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the position.

Term / Tenure

- Managing Director/Whole-time Director

The Company shall appoint or re-appoint any person as its Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be



made earlier than one year before the expiry of term.

The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

• Independent Director

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such person serves as an Independent Director is restricted to seven listed companies. Further, in case a person is serving as a Whole-time Director of a listed company, then the number of Boards on which he serves as an Independent Director is restricted to three listed companies.

2. Remuneration

• Remuneration to Managing Director / Whole-time Directors

a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.

b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

• Remuneration to Non- Executive / Independent Directors

a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.

d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:

i) The Services are rendered by such Director in his capacity as the professional; and

ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

e) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Directors (other than Independent Directors).

• Remuneration to Key Managerial Personnel and Senior Management

a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.

b) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.

c) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from time to time.

d) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.



4. REMUNERATION TO DIRECTORS

(i) Remuneration to Managing Director

The details of remuneration paid to Mr. N. K. Pasari, Managing Director during the year ended March 31, 2015 is as under:

(Amount in ₹)

Salary#	HRA	Perquisites	Total
5,00,388	2,10,000	39,600	7,49,988

Salary includes bonus and provident fund.

(ii) Criteria of making payments to Non-Executive Directors

The Company does not pay any remuneration or sitting fee to the Non-Executive Directors. They are entitled to claim the actual out-of-pocket expenses incurred for attending Board Meetings.

Salary is paid to Ms. Tripta Goswami in her capacity as the Assistant Manager (Import & Export) and no remuneration is paid to her as a Non Executive Director of the Company.

5. DETAILS OF SHAREHOLDING OF NON-EXECUTIVE DIRECTORS

Details of shareholding of Non-Executive Directors as on March 31, 2015 are as under:

Name of the Director	Category / Status	No. of Shares held	No. of convertible instruments
Mr. B. N. Pasari	Non-Executive Director	200	-
Mr. L. C. Sharma	Non-Executive Director	-	-
Mr. P. N. Singh	Non-Executive Director	-	-
Mr. L. C. Parashar	Non-Executive Director	-	-
Ms. Tripta Goswami	Non-Executive Director	-	-

The Company does not have any stock option plan for the Directors.

6. MANAGEMENT

The Management Discussion and Analysis on all the matters as specified in Clause 49 of the Listing Agreement has been included and is a part of the Annual Report.

7. RECONCILIATION OF SHARE CAPITAL

A qualified practicing Company Secretary carried out the Share Capital Reconciliation Audit to reconcile the total issued/paid up capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and in physical form for each of the quarters in the financial year ended March 31, 2015. The audit confirms that the total issued/paid up capital is in agreement with the total number of Shares in the physical form and the total number of dematerialized shares held with NSDL and CDSL.

8. CEO/CFO CERTIFICATION

The Managing Director and Chief Financial Officer (CFO) give annual certification to the Board with respect to the financial statements, internal controls and other matters, as required by Clause 49 (IX) of the revised Listing Agreement. The certificate given by the Managing Director and Chief Financial Officer (CFO) is published in this report.

9. CODE OF CONDUCT

As per the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges, the Company has laid down a Code of Conduct for its Board of Directors and Senior Management. The Code of Conduct is available on the website of the Company (www.skpmil.com). All Board members and designated senior management personnel have affirmed compliance with the Code of Conduct for the financial year 2014-2015. A declaration signed by the Company's Managing Director is published in this report.

10. SHAREHOLDERS

i) Means of communication

- The quarterly, half yearly and annual results are sent to Bombay Stock Exchange immediately after these are approved by the Board. Earlier, the registered office of the Company was situated in Kolkata and accordingly, results were published in Business Standard (English) and Arthik Lipi/Dainik Lipi (Bengali). After shifting of registered office in New Delhi from April 16, 2015, the results are published in The Financial Express (English) and Hari Bhoomi (Hindi).
- These results along with the Annual Report of the Company are also placed on the Company's website www.skpmil.com.
- The quarterly results, shareholding pattern, quarterly compliances and all other related communications are also filed electronically on BSE's online portal.
- The official press releases and presentations, if any, are also available on the Company's website.

ii) Insider Trading

As per SEBI (Prohibition of Insider Trading) Regulations, 1992, the Company has adopted a Code of Conduct for Prevention of Insider Trading. All Directors and Designated Employees who could have access to the Unpublished Price Sensitive Information of the Company are governed by the Code. During the year under review, there has been due compliance with the said Code. Mr. S. K. Agarwal, Chief Financial Officer is the Compliance Officer for complying with the said code.

iii) SEBI Complaints Redress System (SCORES)

The investor complaints are processed in a centralized web based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned Companies and online viewing by investors of actions taken on the complaint and its current status.

iv) Details of last three Annual General Meetings

The detail of Annual General Meetings held during last three years and the special resolution(s) passed there at, are as follows:

AGM Date & Time	Venue of Meeting	Special Resolution Passed
20-09-2012 10:00 a.m.	Aparna Business Centre, 5, Clive House, Strand Road, Kolkata - 700 001	Resolution of Preferential Allotment of 20,00,000 Equity Shares to Mr. Vijay Kumar Gupta
27-09-2013 10:00 a.m.	MCC Chamber of Commerce & Industry, 15-B, Hemanta Basu Sarani, Kolkata - 700 001	No Special Resolution was passed.
10-09-2014 10:00 a.m.	MCC Chamber of Commerce & Industry, 15-B, Hemanta Basu Sarani, Kolkata - 700 001	1. Resolution for power of Board to borrow money in excess of the limit prescribed under Section 180 (1)(c). 2. Resolution for appointment of Mr. Naynesh Pasari as Business Development Advisor holding office or place of profit.

During the year 2014-15, Postal Ballot process was conducted by the Company twice in the following months (i) September, 2014 (ii) March, 2015. In both Postal Ballot processes, the Company had also offered e-voting facility through Central Depository Services (India) Limited (CDSL), to enable the shareholders to cast their votes electronically. Both the Postal Ballot processes were conducted by M/s BLAK & Co., Company Secretaries, New Delhi.

The details of Postal Ballots are as under:

(a) Postal Ballot conducted in September, 2014

S. No.	Resolution	Number of votes polled	Votes assenting the resolution	Votes dissenting the resolution
1.	Creation of security pursuant to section 180(1)(a) of the Companies Act, 2013	81,27,965	81,27,754	211
2.	Shifting of Registered Office from State of West Bengal to NCT of Delhi	81,27,970	81,27,951	19
3.	Sell/dispose off the whole or part of the Bahadurgarh Unit	81,27,970	81,27,760	210

Accordingly, the said resolutions were approved by the shareholders with 99.99% of total votes in favour of the resolutions. The result of the Postal Ballot was declared on September 10, 2014.

(b) Postal Ballot conducted in March, 2015

S. No.	Resolution	Number of votes polled	Votes assenting the resolution	Votes dissenting the resolution
1.	Appointment of Sh. P. N. Singh as an Independent Director pursuant to section 149 and 152 read with Schedule IV of the Companies Act, 2013	1,15,41,879	1,15,41,875	4
2.	Appointment of Sh. L. C. Sharma as an Independent Director pursuant to section 149 and 152 read with Schedule IV of the Companies Act, 2013	1,15,41,879	1,15,41,875	4
3.	Appointment of Sh. L. C. Parashar as an Independent Director pursuant to section 149 and 152 read with Schedule IV of the Companies Act, 2013	1,15,41,879	1,15,41,875	4

Accordingly, the said resolutions were approved by the shareholders with 99.99% of total votes in favour of the resolutions. The result of the Postal Ballot was declared on March 27, 2015.

There is no immediate proposal for passing any resolution through postal ballot.

11. DISCLOSURES

a) There were no materially significant related party transactions which were in conflict with the interest of the Company. All transactions entered into with the related parties were in the ordinary course of business and on an arm's length basis. The details of related party transactions during the year have been set out under Note No. 47 of Notes to Financial Statements.

Board of Directors has adopted a policy for related party transactions which has been uploaded on the website of the Company at www.skpmil.com at http://www.skpmil.com/page.php?page_id=31 link.

b) In the preparation of financial statements, the Company has followed the Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006 (as amended). The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.



- c) There is an inter-se relationship between two Directors of the Company. Mr. N. K. Pasari, Managing Director of the Company is the son of another Director, Mr. B. N. Pasari.
- d) Your Company has a systematic process for risk management which has laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls the risks through properly defined framework.
- e) No strictures or penalties have been imposed on the Company by the Stock Exchanges, Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets during the last three years.
- f) Your Company has established a vigil mechanism and accordingly, a whistle blower policy has been formulated to enable the stakeholders (including Directors and Employees) to report illegal or unethical behaviour. The policy provides for adequate safeguards against victimisation of Director(s) / Employee(s) and direct access to the Chairman of the Audit Committee in exceptional cases. The details of such policy are provided on the website of the Company.
- g) The Company has complied with the mandatory requirements of Clause 49 of the Listing Agreement.

12. GENERAL SHAREHOLDER INFORMATION

i) Annual General Meeting

Date : September 29, 2015
 Day : Tuesday
 Time : 11.00 a.m.
 Venue : Shikshak Sadan
 Surajmal Vihar
 Delhi - 110092

ii) Financial Year

The Company follows the period of April 1 to March 31 as the Financial Year.

iii) Financial Calendar (Tentative)

Board Meeting to take on record	Schedule
Results for the	
* Quarter ending June 30, 2015	On or before August 14, 2015
* Quarter ending September 30, 2015	On or before November 14, 2015
* Quarter ending December 31, 2015	On or before February 14, 2016
* Quarter ending March 31, 2016	On or before May 30, 2016

iv) Book Closure Date

September 25, 2015 to September 29, 2015 (both days inclusive).

v) Listing on Stock Exchanges

The Equity Shares of the Company are listed on the following two Stock Exchanges:

Name & Address of the Stock Exchanges	Stock Code
Bombay Stock Exchange Ltd. Floor 25, P J Towers, Dalal Street, Mumbai - 400 001	500388
* The Calcutta Stock Exchange Association Ltd. 7, Lyons Range, Kolkata - 700 001	29133

*The Company's delisting application with Calcutta Stock Exchange is in process since long.

Note: The Company has paid the Listing Fee to Bombay Stock Exchange Ltd. upto 2015-2016.

vi) Stock Market Data

The Equity Shares of the Company are traded at the Bombay Stock Exchange Limited (BSE) only. The performance of the Equity Shares of the Company in comparison to BSE Sensex is given hereunder:

Month	Share Prices		BSE Sensex	
	High	Low	High	Low
April, 2014	8.32	5.90	22,939.31	22,197.51
May, 2014	11.66	8.73	25,375.63	22,277.04
June, 2014	11.02	11.02	25,725.12	24,270.20
July, 2014	11.57	8.25	26,300.17	24,892.00
August, 2014	9.33	7.33	26,674.38	25,232.82
September, 2014	10.80	8.92	27,354.99	26,220.49
October, 2014	11.56	10.00	27,894.32	25,910.77
November, 2014	11.55	10.50	28,822.37	27,739.56
December, 2014	15.27	11.60	28,809.64	26,469.42
January, 2015	13.00	7.90	29,844.16	26,776.12
February, 2015	8.32	7.84	29,560.32	28,044.49
March, 2015	8.46	7.70	30,024.74	27,248.45

Source: www.bseindia.com

vii) Registrar and Share Transfer Agents

M/s. Link Intime India Pvt. Ltd is the Registrar and Share Transfer Agents for the equity shares of the Company in physical and electronic form. Shareholders/Investors can direct all correspondence with regard to share transfer, transmission and change of address etc. at their following address:

M/s. Link Intime India Pvt. Ltd.
 44, Community Centre,
 2nd Floor, Naraina Indl. Area, Phase-I,
 New Delhi-110028
 Ph. # 011- 41410592 to 94
 Fax # 011- 41410591
 Email Id.: delhi@linkintime.com
 Contact Persons: Mr. Swapan Kumar Naskar
 Mr. Shamwant Kushwaha

viii) Share Transfer System

Shares received for transfer in physical form are primarily registered and returned by the Registrar and Share Transfer Agents generally within 15 days of receipt subject to the validity and completion of documents in all respects. The Share Transfer Committee also considers the demat/remat requests including



share transfer/transmission matters as and when the same are forwarded by the Registrar and Share Transfer Agents.

ix) Status of Complaints/queries and their redressal as on March 31, 2015

During the year 2014-15, the Company had received 06 Complaints/queries and the same were resolved. As on date, no complaints are pending other than those, which are under litigation, disputes or court orders.

x) Pending Share Transfers

No Share transfers were pending as on March 31, 2015.

xi) Dematerialization of Shares

The shares of the Company can be traded in demat mode only. As on March 31, 2015, a total of 30,17,162 Equity Shares representing 22.31% of the total paid-up capital of the Company have been dematerialized. Members are advised to get their shares converted into demat mode.

The Company's ISIN No. : INE 970C01012

xii) Distribution of Shareholding

The distribution of shareholding as on March 31, 2015 was as under:

Shareholding of Shares	Shareholders Number	%	Number of shares	%
1 to 500	1090	82.58	2,09,038	1.55
501 to 1000	134	10.15	1,15,674	0.85
1001 to 2000	39	2.95	59,146	0.44
2001 to 3000	17	1.29	44,895	0.33
3001 to 4000	7	0.53	24,625	0.18
4001 to 5000	7	0.53	31,823	0.24
5001 to 10000	3	0.23	19,562	0.14
10001 & above	23	1.74	1,30,16,917	96.27
Total	1,320	100.00	1,35,21,680	100.00

Shareholding pattern as on March 31, 2015

Category Code	Category of shareholder	Number of share holders	Total number of shares	As a percentage of total shares
(A)	Shareholding of Promoter and Promoter Group			
1	Indian	7	57,10,680	42.23
2	Foreign	-	-	-
Total Shareholding of Promoter and Promoter Group		7	57,10,680	42.23
(B)	Public Shareholding			
1	Institutions	-	-	-
2	Bodies Corporate	26	38,40,245	28.40
3	Non-Resident Indians/ Foreign Bodies Corporate	4	32,00,090	23.67
4	Resident Individuals and Others	1283	7,70,665	5.70
Total Public Shareholding		1313	78,11,000	57.77
(C)	Shares held by Custodians and against which Depository Receipts have been issued			
Total (A+B+C)		1320	1,35,21,680	100.00

xiii) Outstanding GDRs/ADRs /Warrants etc

The Company has no outstanding GDRs/ADRs/Warrants or any convertible instruments as on March 31, 2015.

xiv) Plant Location

Coating Division
T-4, Old Industrial Area,
Bahadurgarh
Distt. Jhajjar (Haryana)
Pin - 124 507

Paper Division
Plot No. "SPL-A"
RIICO Industrial Area,
Village - Keshwana,
Tehsil - Kotputli,
Distt. Jaipur (Rajasthan)
Pin - 303 108

xv) Address for Correspondence

Shree Krishna Paper Mills & Industries Ltd.
4830/24, Prahlad Street,
Ansari Road, Darya Ganj,
New Delhi -110002.
Phone Nos.: 91-11-23261728, 46263200
Fax No.: 91- 11-23266708
E-mail ID: cs@skpmil.com, info@skpmil.com
Website: www.skpmil.com

xvi) Corporate Identity Number

While the registered office of the Company was in the State of West Bengal, the CIN was L21012WB1972PLC028518. Subsequently, the registered office has been shifted to NCT of Delhi w.e.f. April 16, 2015 and CIN has been changed to L21012DL1972PLC279773.



Auditors' Certificate on Corporate Governance

To The Members of,
Shree Krishna Paper Mills & Industries Limited

We have examined the compliance of conditions of Corporate Governance by Shree Krishna Paper Mills & Industries Limited for the year ended on March 31, 2015, as stipulated in Clause 49 of the Listing Agreement of the Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of the 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 the representations made by the Directors and Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievances are pending other than those, which are under litigation, disputes or court orders for a period exceeding one month against the Company as per the records maintained by the Company.

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

For Singal Bros. & Associates
Chartered Accountants
Firm Registration No. 002031N

New Delhi
May 30, 2015

(CA Viresh Kumar)
Partner
Membership No. 509768

Declaration under Clause 49 for compliance with Code of Conduct

I, N. K. Pasari, Managing Director of the Company confirm the compliance of this Code of Conduct by all the members of the Board and Senior Management Personnel.

For Shree Krishna Paper Mills & Industries Ltd.

New Delhi
August 25, 2015

N. K. Pasari
Managing Director
DIN: 00101426



Certificate by Managing Director and Chief Financial Officer under Clause 49 (IX)

The Board of Directors,
Shree Krishna Paper Mills & Industries Limited

1. We have reviewed the financial statements and the cash flow statement for the year ended March 31, 2015 and to the best of our knowledge and belief, we state that:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's Code of Conduct.
3. We accept the responsibility for establishing and maintaining internal controls for financial reporting. We have also evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and deficiencies in the design or operation of internal controls, if any, have been disclosed to the Auditors and the Audit Committee and intimated the steps taken or proposed to be taken to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
 - (i) Significant changes in internal control over financial reporting during the year;
 - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee who has a significant role in the Company's internal control system over financial reporting.

(S. K. AGARWAL)
Chief Financial Officer

(N. K. PASARI)
Managing Director
DIN: 00101426

New Delhi
August 25, 2015



INDEPENDENT AUDITORS' REPORT

To The Members of
Shree Krishna Paper Mills & Industries Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Shree Krishna Paper Mills & Industries Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors 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 provisions 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 adequate 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.

Auditor's 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 there under.

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 the 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 aforesaid 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, of the state of affairs of the Company as at March 31, 2015, and its profit and its cash flows for the year ended on that date.

Emphasis of Matters

We draw attention to Note No. 38 of the financial statements which describes the preparation of financial statements on going concern assumption despite of erosion of net worth. Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the 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 and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements 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:
- The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Singal Bros. & Associates
Chartered Accountants
Firm Registration No. 002031N

(CA Viresh Kumar)
Partner
Membership No : 509768

New Delhi
Date : May 30, 2015

ANNEXURE TO INDEPENDENT AUDITORS' REPORT

(Referred to in Paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our Report of even date)

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (ii) (a) The inventories (except goods in transit) have been physically verified by the Management during the year. In our opinion, the frequency of such verification is reasonable.
- (b) The procedures for physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on such physical verification.
- (iii) 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. Accordingly, the sub-clauses (a) and (b) are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventories and fixed assets and with regard to the sale of goods and services. We have not observed any major weakness in the internal control system during the course of the audit.
- (v) The Company has not accepted any deposits in term of directives issued by Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Act and the rules framed there under.
- (vi) We have broadly reviewed the books of account maintained by the Company prescribed by the Central Government for the maintenance of cost records under section 148 (1) of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have generally been regularly deposited by the Company with the appropriate authorities. According to information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were outstanding as on March 31, 2015 for a period more than six months from the date the same became payable.
- (b) According to the information and explanations given to us, there are no dues of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess which have



not been deposited with the appropriate authorities on account of any dispute other than those as mentioned below:

Nature of the Statute	Nature of dues	Amount (₹ in Lacs)	Period to which the amount relates	Forum where dispute is pending
Custom Act, 1962	Custom Duty	228.14	2002-2003	Hon'ble High Court, Jaipur
Central Excise Act, 1944	Excise Duty	3.00	November, 2006 to July, 2007	Hon'ble CESTAT, New Delhi
Central Excise Act, 1944	Excise Duty	19.22	02-03-2004 to 13-04-2007	Hon'ble CESTAT, New Delhi
Central Excise Act, 1944	Service Tax	0.32	2006-2008	Hon'ble CESTAT, New Delhi
Pollution Control Board	Water Cess	6.70	01-06-2007 to 31-03-2013	Cess Appellate Committee
Central Excise Act, 1944	Excise Duty	4042.96	19-01-2004 to 30-09-2014	Commissioner (Excise)
LADT -Haryana	Sales Tax	259.98	Various years	Hon'ble Supreme Court

according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year under audit.

For Singal Bros. & Associates
Chartered Accountants
Firm Registration No. 002031N

(CA Viresh Kumar)
Partner
Membership No : 509768

New Delhi
Date : May 30, 2015

- (c) According to the information and explanation given to us and on the basis of our examination of the records , the Company does not have any 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 rules made there under.
- (viii) *The Company has accumulated losses as per books of account at the end of the financial year which is more than 50% of its net worth.* The Company has not incurred cash losses during the current financial year and in the immediately preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to its banks. The Company did not have any outstanding dues to any financial institutions or debentures holders during the year.
- (x) As per the information and explanations given to us, the company has not given any guarantee for loans taken by others from any bank or financial institutions.
- (xi) In our opinion and according to the information and explanations given to us, the term loans taken by the Company have been applied for the purposes for which they were raised.
- (xii) Based upon the audit procedures performed and



SHREE KRISHNA PAPER MILLS & INDUSTRIES LIMITED
BALANCE SHEET AS AT MARCH 31, 2015

		As at March 31, 2015	As at March 31, 2014
(₹ in Lacs)			
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
Share Capital	2	1,852.17	1,852.17
Reserves & Surplus	3	(2,065.90)	(2,078.14)
(2) Non-Current Liabilities			
Long Term Borrowings	4	1,328.78	2,011.41
Other Long Term Liabilities	5	258.49	291.28
Long Term Provisions	6	140.99	131.37
(3) Current Liabilities			
Short Term Borrowings	7	2,956.20	2,921.27
Trade Payables	8	1,411.78	1,110.45
Other Current Liabilities	9	988.17	893.75
Short Term Provisions	10	31.66	24.53
TOTAL (1 to 3)		<u>6,902.34</u>	<u>7,158.09</u>
II. ASSETS			
(1) Non-Current Assets			
Fixed Assets			
(i) Tangible Assets	11	2,643.64	2,862.28
(ii) Capital Work-in-Progress	11	233.51	188.47
Non-Current Investments	12	1.22	1.22
Deferred Tax Assets (Net)	13	-	-
Long Term Loans and Advances	14	208.09	188.14
Other Non-Current Assets	15	9.02	9.02
(2) Current Assets			
Inventories	16	1,317.96	1,478.59
Trade Receivables	17	1,718.28	1,760.66
Cash & Bank Balances	18	229.55	163.58
Short Term Loans and Advances	19	517.73	481.88
Other Current Assets	20	23.34	24.25
TOTAL (1 to 2)		<u>6,902.34</u>	<u>7,158.09</u>
Significant Accounting Policies	1		
Notes to Financial Statements	2 - 48		

As per our attached report of even date

For Singal Bros. & Associates

Firm Registration No. 002031N

Chartered Accountants

(CA Viresh Kumar)

Partner

Membership No. 509768

New Delhi
May 30, 2015

For and on behalf of the Board

S.K. Agarwal
Chief Financial Officer**Sonam Katyal**
Company Secretary
M. No. ACS 33550**N. K. Pasari**
Managing Director
DIN: 00101426**P. N. Singh**
Director
DIN: 00076392



SHREE KRISHNA PAPER MILLS & INDUSTRIES LIMITED
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON MARCH 31, 2015

		(₹ in Lacs)	
	Note No.	Year ended March 31, 2015	Year ended March 31, 2014
I) Revenue from Operations	21	14,192.54	16,002.19
Less: Excise Duty		106.44	166.29
Revenue from Operations (Net)		<u>14,086.10</u>	<u>15,835.90</u>
II) Other Income	22	41.51	29.04
III) TOTAL REVENUE (I + II)		<u>14,127.61</u>	<u>15,864.94</u>
IV) EXPENSES			
Cost of Materials Consumed	23	8,720.42	9,476.01
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	24	(202.03)	247.60
Employee Benefits Expense	25	743.40	760.76
Finance Costs	26	544.97	668.17
Depreciation and Amortization Expense	11	336.02	568.71
Other Expenses	27	3,943.72	3,869.81
TOTAL EXPENSES		<u>14,086.50</u>	<u>15,591.06</u>
V) Profit/(Loss) Before Tax (III - IV)		41.11	273.88
VI) Tax Expense			
Tax adjustment of Previous Year		0.04	0.01
VII) Profit / (Loss) for the Year (V - VI)		<u>41.07</u>	<u>273.87</u>
VIII) Earnings per equity share of face value of ₹ 10/- each			
Basic and Diluted (in ₹)	28	0.13	1.85
Significant Accounting Policies	1		
Notes to Financial Statements	2 - 48		

As per our attached report of even date
For Singal Bros. & Associates
 Firm Registration No. 002031N
 Chartered Accountants

(CA Viresh Kumar)
 Partner
 Membership No. 509768

New Delhi
 May 30, 2015

For and on behalf of the Board

S.K. Agarwal
 Chief Financial Officer

Sonam Katyal
 Company Secretary
 M. No. ACS 33550

N. K. Pasari
 Managing Director
 DIN: 00101426

P. N. Singh
 Director
 DIN: 00076392



SHREE KRISHNA PAPER MILLS & INDUSTRIES LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

	Year ended March 31, 2015	Year ended March 31, 2014
(₹ in Lacs)		
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit / (Loss) before tax as per Statement of Profit and Loss	41.11	273.88
Adjustments for:		
Depreciation and Amortization Expense	336.02	568.71
Finance Costs	544.97	668.17
Loss on Sale of Fixed Assets	-	1.26
Sundry Balance W/off	1.60	-
Profit on Sales of Fixed Assets	(2.54)	-
Profit on Sales of Investments	(0.96)	-
Interest Income	(32.95)	(21.32)
Exchange Rate Fluctuations	0.35	(2.62)
Prior Period Adjustments	1.57	4.91
Provision for Doubtful Debts	10.66	2.44
Operating Profit before Working Capital Changes	899.83	1,495.43
Adjustments for:		
Inventories	160.63	485.31
Trade and Other Receivables	(27.02)	(138.17)
Trade and Other Payables	279.14	(174.01)
Net Cash from Operating Activities	1,312.58	1,668.56
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(182.48)	(194.14)
Sale of Fixed Assets	5.00	0.45
Interest Income (net of tax)	27.53	18.12
Creditors for Capital Goods	(31.72)	4.71
Capital Advances	6.59	(14.47)
Fixed Deposits	(0.67)	(8.05)
Net Cash (used in) Investing Activities	(175.75)	(193.38)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of Long Term Borrowings	(533.13)	(683.79)
Short Term Borrowings (Net)	34.93	(211.33)
Finance Costs Paid	(573.33)	(680.18)
Net Cash (used in) Financing Activities	(1,071.53)	(1,575.30)
Net (Decrease)/ Increase in Cash and Cash Equivalents	65.30	(100.12)
Opening Balance of Cash and Cash Equivalents	87.00	187.12
Closing Balance of Cash and Cash Equivalents	152.30	87.00
(Refer Note No. 18)		
Notes to Financial Statements	2 - 48	

As per our attached report of even date

For Singal Bros. & Associates

Firm Registration No. 002031N

Chartered Accountants

(CA Viresh Kumar)

Partner

Membership No. 509768

New Delhi
May 30, 2015

For and on behalf of the Board

S.K. Agarwal
Chief Financial Officer**Sonam Katyal**
Company Secretary
M. No. ACS 33550**N. K. Pasari**
Managing Director
DIN: 00101426**P. N. Singh**
Director
DIN: 00076392



1) SIGNIFICANT ACCOUNTING POLICIES

a) BASIS OF PREPARATION

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain fixed assets which are stated at revalued amounts. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). All the Assets and Liabilities have been classified as Current and Non-Current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of activities, the Company has ascertained its operating cycle as 12 months for the purpose of Current and Non Current classification of Assets and Liabilities.

b) USE OF ESTIMATES

The preparation of financial statements in conformity with Indian GAAP requires judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/materialised.

c) FIXED ASSETS

(i) Recognition

Tangible Fixed Assets are stated at cost (net of duties and taxes) less accumulated depreciation except in case of certain class of fixed assets which have been revalued and thus are stated at revalued amount less accumulated depreciation. All costs that are directly attributable to the acquisition and installation of fixed assets, including borrowing costs, are capitalized.

(ii) Capital Work-in-Progress

Capital Work-in-Progress is stated at cost including borrowing costs and expenditure incurred in connection with the fixed assets.

(iii) Depreciation & Amortization

Depreciation on tangible fixed assets is charged on straight line method over the useful life/remaining useful life of the asset as per Schedule II of the Companies Act 2013. Depreciation on assets purchased / acquired during the year is charged from the date of addition / purchase of the asset. Similarly, depreciation on assets sold / discarded during the year is charged up to the date of sale / discard of the assets. Depreciation on addition on account of revaluation is recouped from Revaluation Reserve. Leasehold land is amortized over a period of lease.

d) CASH & CASH EQUIVALENTS

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value. An investment normally qualifies as a cash equivalent only when it has a short maturity of three months or less from the date of acquisition.

e) CASH FLOW STATEMENT

The cash flow statement reports cash flows during the period classified by operating, investing and financing activities. Cash flows from operating activities are reported using the indirect method, whereby net profit or loss is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments, and items of income or expense associated with investing or financing cash flows.

f) INVESTMENT

Non-Current Investments are stated at cost. Provision is made for diminution in the value of the investments, if, in the opinion of the management, the same is considered to be other than temporary in nature. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

g) INVENTORIES

Inventories except scrap are valued at lower of cost and net realizable value. Scrap is valued at estimated realizable value. Cost is determined on FIFO basis. Net realizable value is the estimated selling price in the ordinary course of business, less estimated cost necessary to make the sale. Excise duty payable on finished goods lying in the factory is provided for and included in closing stock of finished goods.



h) TRANSACTIONS IN FOREIGN CURRENCY

Foreign currency transactions are recorded at exchange rates prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currency at the Balance Sheet date are translated at the year end exchange rate and the resultant exchange differences are recognised in the Statement of Profit and Loss. For foreign exchange forward contracts, premium or discount arising at the inception of a forward exchange contract is amortised as expense or income over the life of the contract.

i) REVENUE RECOGNITION

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection:

- i. Sale of goods is recognized on transfer of significant risk and reward of ownership which is generally on the dispatch of goods. Sales are disclosed net of returns and applicable sales taxes.
- ii. Interest income from parties, insurance claim, excise and other claims/refunds are recognized when there is a reasonable certainty of ultimate collection on the ground of prudence.
- iii. Other items of income are recognized on accrual basis.

j) EMPLOYEE BENEFITS

i) Short Term Employee Benefits

All employee benefits falling due wholly within twelve months of rendering the services are classified as short term employee benefits, which include benefits like salaries, short term compensated absences and bonus that are recognized as expenses in the period in which the employee renders the related service.

ii) Post-Employment Benefits

a) Defined Contribution Plans

The Company has a Defined Contribution Plan for Post Employment Benefits in the form of Provident/Family Pension Fund for all employees which is administered by Regional Provident Fund Commissioner. Provident Fund and Family Pension Fund are classified as defined contribution plans as the Company has no further obligation beyond making the contributions. The Company's contributions to Defined Contribution plans are charged to the Statement of Profit and Loss as and when incurred.

b) Defined Benefit Plans

Funded Plan: The Company has a Defined Benefit Plan for Post Employment Benefit in the form of Gratuity, which is administered through Life Insurance Corporation of India(LIC), liability for which is provided on the basis of valuation, as at the Balance Sheet date, carried out by an independent actuary. The actuarial method used for measuring the liability is the Projected Unit Credit (PUC) Method.

iii) Other Long Term Employee Benefits

Liability for compensated absences is provided on the basis of valuation as at the Balance Sheet date carried out by an independent actuary. The actuarial valuation method used for measuring the liability is the Projected Unit Credit (PUC) Method.

iv) Termination benefits are recognized as an expense as and when incurred.

v) The actuarial gains and losses arising during the year are recognized in the Statement of Profit and Loss.

k) BORROWING COST

Borrowing costs directly attributable to acquisition or construction of qualifying assets are capitalized as a part of the cost of the assets, upto the date the asset is ready for its intended use. Other borrowing costs are recognized as an expense in the period in which they are incurred.

l) INCOME TAXES

Tax expense for the year comprising current tax and deferred tax are considered in determining the net profit/(loss) for the year. A provision is made for current tax based on tax liability computed in accordance with relevant tax rates & tax laws applicable to the Company. A provision is made for deferred tax for all timing difference arising between taxable income & accounting income at currently enacted or substantively enacted tax rates. Deferred tax assets are recognized only if there is reasonable/virtual, as the case may be, certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each Balance Sheet date.

m) EARNINGS PER SHARE

The basic earnings per share ('EPS') is computed by dividing the net profit/(loss) after tax less preference dividend



including dividend distribution tax attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting period.

Diluted EPS is computed by dividing the profit/(loss) after tax as adjusted for dividend, interest and other charges attributable to the equity shareholders for the year by the weighted average number of equity and equivalent dilutive equity shares outstanding during the year.

n) IMPAIRMENT OF ASSETS

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. Recoverable value is the higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. An impairment loss is charged to the Profit and Loss Statement in the year in which an asset is identified as impaired.

o) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

(i) Provisions

Provisions are recognised in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made.

(ii) Contingent Liabilities

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote.

(iii) Contingent Assets

Contingent Assets are neither recognized nor disclosed in the financial statements.

p) LEASED ASSETS

For assets acquired under operating lease, rental payable are charged to Statement of Profit and Loss on a straight line basis over the lease term.

For assets acquired under finance lease, the assets are capitalized at lower of their respective fair value and the present value of minimum lease payment. Amortization of capitalized leased asset is computed on Straight Line Method over the useful life of the asset.



NOTES TO FINANCIAL STATEMENTS

2) SHARE CAPITAL

	As at March 31,2015	As at March 31,2014
(₹ in Lacs)		
Authorised		
2,00,00,000 (Previous Year 2,00,00,000) Equity Shares of ₹ 10/- each	2,000.00	2,000.00
5,00,000 (Previous Year 5,00,000) Preference Shares of ₹ 100/- each	500.00	500.00
	<u>2,500.00</u>	<u>2,500.00</u>
Issued, Subscribed & Fully Paid		
1,35,21,680 (Previous Year 1,35,21,680) Equity Shares of ₹ 10/- each	1,352.17	1,352.17
5,00,000 (Previous Year 5,00,000) 4% Cummulative Redeemable Preference Shares of ₹ 100/- each	500.00	500.00
	<u>1,852.17</u>	<u>1,852.17</u>

(a) Reconciliation of number of shares outstanding at the beginning and end of the year:

	As at March 31,2015		As at March 31,2014	
	No. of Shares	(₹ in Lacs)	No. of Shares	(₹ in Lacs)
Equity Shares of ₹10/- each				
Balance at the beginning of the year	1,35,21,680	1,352.17	1,35,21,680	1,352.17
Issued during the year	-	-	-	-
Balance at the end of the year	<u>1,35,21,680</u>	<u>1,352.17</u>	<u>1,35,21,680</u>	<u>1,352.17</u>
4% Cummulative Redeemable Preference Shares of ₹100/- each				
Balance at the beginning of the year	5,00,000	500.00	5,00,000	500.00
Issued during the year	-	-	-	-
Balance at the end of the year	<u>5,00,000</u>	<u>500.00</u>	<u>5,00,000</u>	<u>500.00</u>

(b) Rights, preferences and restrictions attached to Shares:

Equity Shares

The Company has one class of Equity Shares referred to as Equity Shares having at par value of ₹ 10/- each. Each Shareholder is entitled to one vote per share. In the event of liquidation, the equity-holders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Preference Shares

The Company has one class of Preference Share referred to as Preference Shares redeemable at par value of ₹ 100 each. These shares carry a fixed cummulative dividend of 4% per annum and a preferential right in respect of dividend and capital over Equity Shareholders. The Preference Shares are redeemable at par on or before March 31, 2017. In view of arrear of dividend, preference shareholders are entitled to vote on every resolution placed before the Company.

(c) Shareholders holding more than 5% of Shares:

(i) Equity Shares of ₹ 10/- each	As at March 31,2015		As at March 31,2014	
	No. of Shares	(%)	No. of Shares	(%)
M/s. Bishwanath Industries Ltd.	20,47,300	15.14	20,47,300	15.14
Mr. Vijay Kumar Gupta	20,00,000	14.79	20,00,000	14.79
M/s. Bishwanath Traders & Investments Ltd.	16,71,080	12.36	16,71,080	12.36
M/s. Govinda Power & Products Pvt. Ltd.	14,00,000	10.35	14,00,000	10.35
M/s. WPS PTE Ltd.	12,00,000	8.87	12,00,000	8.87
M/s. SKCS Finvest Pvt. Ltd.	10,14,850	7.51	10,14,850	7.51
Mr. Birender Kumar Pasari	9,10,000	6.73	9,10,000	6.73
M/s. Gopala Sales Pvt. Ltd.	7,50,000	5.55	7,50,000	5.55
M/s. Bijay Paper Traders Ltd.	7,47,100	5.53	7,47,100	5.53



NOTES TO FINANCIAL STATEMENTS

(ii) 4% Cummulative Redeemable Preference Shares of ₹ 100/- each	As at March 31,2015		As at March 31,2014	
	No. of Shares	(%)	No. of Shares	(%)
Bank of India	2,50,000	50.00	2,50,000	50.00
Dena Bank	1,40,600	28.12	1,40,600	28.12
The Catholic Syrian Bank Limited	78,150	15.63	78,150	15.63
Andhra Bank	31,250	6.25	31,250	6.25

(₹ in Lacs)

3) RESERVES AND SURPLUS

(a) Capital Reserve

Balance as per last Balance Sheet

25.33 25.33

(b) Securities Premium Account

Balance as per last Balance Sheet

565.49 565.49

(c) Surplus in Statement of Profit & Loss

Balance/(Deficit) as per last Balance Sheet

(2,668.96) (2,942.83)

Less: Adjustment for depreciation (Refer note no.41)

(28.83) -

Add: Profit/(Loss) for the year

41.07 (2,656.72) 273.87 (2,668.96)

(2,065.90) (2,078.14)

(₹ in Lacs)

4) LONG TERM BORROWINGS

Secured

Term Loans from Banks

700.14 1,382.77

Unsecured

Loans & Advances from Related Parties (Refer Note no 47)

578.64 578.64

Loans & Advances from other Bodies Corporate

50.00 50.00

1,328.78 2,011.41

Details of Security and Terms of Repayment:

- (a) Current maturities of long term borrowings are taken under current liabilities (Refer note no. 9)
- (b) Term Loans from Banks, under consortium arrangement having Bank of India as Lead Bank, are secured by first pari-passu charge on all movable and immovable property (other than current assets) of Kotputli unit both present and future, second charge on the current assets of the Company, collaterally secured by first pari-passu charges on the block assets of Bahadurgarh Unit and by personal guarantee of two Directors of the Company.
- (c) Term Loans from banks are also collaterally secured by pledge of 48,20,400 (Previous Year 48,20,400) Equity Shares held by the Promoter and promoter group.
- (d) Term Loans from Banks are repayable in half yearly installments. Loan wise maturity amount in 2016-17 is as under:-

	Term Loan I & II	Term Loan III	Total
Amount (₹ in Lacs)	601.22	98.92	700.14
No. of Installments	4	2	6
- (e) Unsecured Loans are repayable on March 31,2017. However, the Company has the option to pay before maturity by giving prior notice of 30 days.
- (f) The above loans carry varying rates of interest with the maximum rate of interest going upto 12.45% (Previous Year 12.50%).



NOTES TO FINANCIAL STATEMENTS

	(₹ in Lacs)	
	As at March 31,2015	As at March 31,2014
5) OTHER LONG TERM LIABILITIES		
Deposits from Dealers & Contractors	102.43	135.72
Creditors for capital goods	35.55	35.05
Interest accrued but not due on borrowings	120.51	120.51
	<u>258.49</u>	<u>291.28</u>
6) LONG TERM PROVISIONS		
Provision for Employee benefits		
Gratuity	120.38	112.78
Leave encashment	20.61	18.59
	<u>140.99</u>	<u>131.37</u>
7) SHORT TERM BORROWINGS		
Secured		
Loans Repayable on Demand		
Cash Credit from Banks	2,956.20	2,921.27
	<u>2,956.20</u>	<u>2,921.27</u>
Details of Security:		
(a) Cash Credit facilities from Banks under consortium arrangement having Bank of India as Lead Bank, are secured by first pari - passu charge on hypothecation of Inventories and receivables and all other current assets of the Company, collaterally secured by second pari - passu charge on the entire movable and immovable assets of the Company both present and future and personal guarantee of two Directors of the Company.		
(b) Cash Credit facilities are also collaterally secured by pledge of 48,20,400 (Previous Year 48,20,400) Equity Shares held by Promoter and promoter group.		
(c) Maximum rate of interest was 11.45% per annum (Previous year 11.50% per annum).		
		(₹ in Lacs)
	As at March 31,2015	As at March 31,2014
8) TRADE PAYABLES		
a)Micro, Small and Medium Enterprises (Refer note no. 42)	-	-
b)Others (including creditors for goods in transit)	1,411.78	1,110.45
	<u>1,411.78</u>	<u>1,110.45</u>
9) OTHER CURRENT LIABILITIES		
Current maturities of Long Term Debt	687.34	537.84
Interest accrued and due on borrowings	17.65	34.77
Other Payables		
Due to Employees	93.79	98.60
Advance from Customers	41.87	60.08
Statutory Dues	29.88	22.63
Creditors for Capital Goods	13.43	45.65
Expenses Payable	104.21	94.18
	<u>988.17</u>	<u>893.75</u>
10) SHORT TERM PROVISIONS		
Provision for employee benefits		
Gratuity	24.86	18.69
Leave encashment	6.73	5.81
Provision for Wealth Tax	0.07	0.03
	<u>31.66</u>	<u>24.53</u>



NOTES TO FINANCIAL STATEMENTS

11) FIXED ASSETS

(i) Tangible Assets (owned, unless otherwise stated)

(₹ in Lacs)

Description	Gross Block				Depreciation/Amortization					Net Block	
	As at April 1, 2014	Additions	Deductions/ Adjustments	As at March 31,2015	As at April 1, 2014	For the Year	Deductions/ Adjustments	Adjusted with Reserves & Surplus	As at March 31,2015	As at March 31,2015	As at March 31,2014
<u>Land</u>											
Free Hold	114.09	-	-	114.09	-	-	-	-	-	114.09	114.09
Lease Hold	174.94	-	-	174.94	21.09	1.77	-	-	22.86	152.08	153.85
Buildings	1,339.80	-	-	1,339.80	523.11	39.93	-	3.95	566.99	772.81	816.69
Plant & Equipment	6,583.18	136.77	15.63	6,704.32	4,879.37	278.40	13.17	8.31	5,152.91	1,551.41	1,703.81
Furniture and Fixtures	21.76	0.08	-	21.84	18.28	0.63	-	0.80	19.71	2.13	3.48
Vehicles	50.47	9.82	-	60.29	15.33	6.27	-	0.13	21.73	38.56	35.14
Office Equipment	47.75	0.95	-	48.70	27.26	1.89	-	13.04	42.19	6.51	20.49
Computers	61.88	1.05	-	62.93	47.15	7.13	-	2.60	56.88	6.05	14.73
Total	8,393.87	148.67	15.63	8,526.91	5,531.59	336.02	13.17	28.83	5,883.27	2,643.64	2,862.28
Previous Year	8,303.26	101.47	10.86	8,393.87	4,972.03	568.71	9.15	-	5,531.59	2,862.28	-
(ii) Capital Work-in-Progress										233.51	188.47

Note:- Capital Work-in-Progress includes borrowing cost of ₹ 11.23 Lacs (Previous Year ₹ NIL)

12) NON-CURRENT INVESTMENTS

Other than trade Investments
Investments in Equity Instruments (Fully paid up)

Quoted

(At cost less provision for other than temporary diminution)

300 (Previous Year 300) Equity Shares of ₹10/- each of Sarda Papers Ltd.	0.02	0.02
300 (Previous Year 300) Equity Shares of ₹10/- each of Soma Papers & Industries Ltd.	-	-

Un-quoted

(At cost)

20,990 (Previous Year 21,000) Equity shares of ₹ 10/- each of Bishwanath Industries Ltd.	1.20	1.20
	<u>1.22</u>	<u>1.22</u>

Aggregate amount of quoted investments ₹ 0.02 lacs (Previous Year ₹ 0.02 lacs)

Aggregate market value of quoted investments ₹ 0.08 lacs (Previous Year ₹ 0.13 lacs)

Aggregate amount of un-quoted investments ₹ 1.20 lacs (Previous Year ₹ 1.20 lacs)

13) DEFERRED TAX ASSETS (NET)

Deferred Tax Assets

Unabsorbed depreciation/business loss 171.35 186.91

Deferred Tax Liabilities

Tax impact of differential depreciation (171.35) (186.91)

- -

The Company has recognized deferred tax assets only to the extent of deferred tax liability.

14) LONG TERM LOANS AND ADVANCES

(Unsecured, Considered Good)

Capital Advances	10.19	16.78
Security Deposits	192.08	165.54
MAT credit entitlement	5.82	5.82
	<u>208.09</u>	<u>188.14</u>



NOTES TO FINANCIAL STATEMENTS

	As at March 31,2015	(₹ in Lacs) As at March 31,2014
15) OTHER NON-CURRENT ASSETS		
Fixed Deposit with Bank (Maturing after 12 months) Pledged with Bank as margin	9.02	9.02
	<u>9.02</u>	<u>9.02</u>
16) INVENTORIES (Valued at lower of cost and net realisable value)		
Raw Materials*	632.84	978.59
Work-in-Progress	12.51	11.26
Finished Goods	443.55	242.75
Stock-in-Trade/Trading Goods	-	0.02
Stores and Spares	229.06	245.97
	<u>1,317.96</u>	<u>1,478.59</u>
*includes goods in transit of ₹ 27.71 lacs (Previous Year ₹ 58.37 lacs)		
17) TRADE RECEIVABLES		
Unsecured		
Outstanding for a period exceeding six months from the date due for payment		
Considered Good	129.09	113.43
Considered Doubtful	18.95	8.30
	<u>148.04</u>	<u>121.73</u>
Less: Provision for Doubtful Debts	18.95	8.30
	<u>129.09</u>	<u>113.43</u>
Others		
Considered Good	1,589.19	1,647.23
	<u>1,718.28</u>	<u>1,760.66</u>
18) CASH AND BANK BALANCES		
Cash & Cash Equivalents		
Balances with Banks		
In Current Accounts	145.51	81.34
Cash on hand	6.79	5.66
	<u>152.30</u>	<u>87.00</u>
Other Bank Balances		
Fixed Deposit with Bank* (maturing within 12 months)		
Pledged with Bank as margin	49.25	31.58
Others	28.00	45.00
	<u>77.25</u>	<u>76.58</u>
	<u>229.55</u>	<u>163.58</u>
19) SHORT TERM LOANS AND ADVANCES (Unsecured, Considered Good)		
Advance to suppliers	42.01	33.67
Employees' advances	2.49	2.88
Balance with Excise & Custom Authorities	447.59	417.70
VAT Credit receivables	2.62	4.13
Prepaid expenses	16.29	17.28
Advance Income Tax	6.73	6.22
	<u>517.73</u>	<u>481.88</u>
20) OTHER CURRENT ASSETS		
Interest Receivable	15.77	12.57
Income Tax refundable	4.37	4.37
Claims Recoverable	3.20	7.31
	<u>23.34</u>	<u>24.25</u>



NOTES TO FINANCIAL STATEMENTS

	Year Ended March 31,2015	(₹ in Lacs) Year Ended March 31,2014
21) REVENUE FROM OPERATIONS		
Sale of Products (Refer note no.30)	14,098.21	15,952.34
Other Operating Revenues - Scrap sale	94.33	49.85
	<u>14,192.54</u>	<u>16,002.19</u>
22) OTHER INCOME		
Interest Income from		
Fixed Deposit with Banks	8.04	8.28
Security Deposits	14.21	12.45
Customers	10.44	0.59
Others	0.26	-
	<u>32.95</u>	<u>21.32</u>
Profit on Sale of Investments (Long Term)	0.96	-
Other Non-Operating Income		
VAT Subsidy	-	1.99
Provision for Doubtful debts W/back	1.45	0.97
Miscellaneous Income	6.15	4.76
	<u>41.51</u>	<u>29.04</u>
23) COST OF MATERIALS CONSUMED		
Raw Materials		
Waste Paper	6,899.80	6,784.52
Base Paper	972.42	1,765.61
Chemicals	848.20	925.88
(Refer note no. 29)		
	<u>8,720.42</u>	<u>9,476.01</u>
24) CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE (Refer note no. 30 & 31)		
Opening Stock		
Finished Goods	242.75	474.47
Work-in-Progress	11.26	27.14
Stock-in-Trade/ Trading Goods	0.02	0.02
	<u>254.03</u>	<u>501.63</u>
Closing Stock		
Finished Goods	443.55	242.75
Work-in-Progress	12.51	11.26
Stock-in-Trade/ Trading Goods	-	0.02
	<u>456.06</u>	<u>254.03</u>
	<u>(202.03)</u>	<u>247.60</u>
25) EMPLOYEE BENEFITS EXPENSE		
Salary, Wages and Bonus	652.73	687.46
Contribution to Provident Fund and Others	57.88	33.49
Staff Welfare expenses	32.79	39.81
	<u>743.40</u>	<u>760.76</u>
26) FINANCE COSTS		
Interest expense	511.99	635.45
Other borrowing costs	32.98	32.72
	<u>544.97</u>	<u>668.17</u>



NOTES TO FINANCIAL STATEMENTS

	(₹ in Lacs)	
	Year Ended March 31, 2015	Year Ended March 31, 2014
27) OTHER EXPENSES		
Stores and Spares consumed	256.79	284.94
Power & Fuel	2,785.83	2,664.36
Packing Materials	241.53	163.12
Contract charges for services	235.34	236.60
Rent	-	0.02
Repairs		
Building	20.26	12.35
Plant & Machineries	63.07	84.43
Others	1.68	1.44
Insurance	4.67	15.43
Rates and Taxes	10.36	15.50
Cost Audit fees (Including service tax)	0.67	0.67
Auditor's Remuneration (Including service tax)		
For Audit Fees	0.62	0.62
For Tax Audit Fees	0.17	0.17
For Taxation Matters	-	0.12
For Other Services	0.16	0.18
Out of pocket expenses	0.09	0.05
Prior period adjustments	1.57	4.91
Exchange rate fluctuations	3.38	16.68
Excise Duty on stock (Net)	8.97	(10.14)
Miscellaneous expenses	308.56	378.36
	<u>3,943.72</u>	<u>3,869.81</u>
28) EARNINGS PER SHARE		
Profit/(Loss) after Tax	41.07	273.87
Less: Preference Dividend including Dividend Distribution Tax	(24.00)	(23.40)
Profit/(Loss) attributable to Equity Shareholders	17.07	250.47
Weighted average number of Equity Shares	1,35,21,680	1,35,21,680
Basic and Diluted earnings per Share (₹)	0.13	1.85
Nominal Value of an Equity Share (₹)	10.00	10.00

29) DETAILS OF IMPORTED AND INDIGENOUS MATERIAL CONSUMED

(₹ in lacs)

Particulars	2014-2015		2013-2014	
	Amount	%	Amount	%
Raw Materials				
Indigenous	7,536.33	86.42	8,605.10	90.81
Imported	1,184.09	13.58	870.91	9.19
	<u>8,720.42</u>	<u>100.00</u>	<u>9,476.01</u>	<u>100.00</u>
Stores & Spares				
Indigenous	222.07	86.48	275.07	96.54
Imported	34.72	13.52	9.87	3.46
	<u>256.79</u>	<u>100.00</u>	<u>284.94</u>	<u>100.00</u>

**NOTES TO FINANCIAL STATEMENTS****30) DETAILS OF MANUFACTURED GOODS & TRADED GOODS**

(₹ in lacs)

Particulars	Op. Stock	Sales	Cl. Stock
Manufactured Goods			
News Print Paper	104.33 (65.23)	11,465.53 (12,092.51)	122.65 (104.33)
Coated Paper	74.77 (223.14)	1,295.33 (2090.44)	141.14 (74.77)
Other Paper	63.65 (186.10)	1,337.33 (1,769.39)	179.76 (63.65)
TOTAL	242.75 (474.47)	14,098.19 (15,952.34)	443.55 (242.75)
Traded Goods			
Paper	0.02 (0.02)	0.02 -	- (0.02)
Note : Figures in brackets represent previous year figures			

31) DETAIL OF CLOSING STOCK OF WORK-IN-PROGRESS

(₹ in lacs)

Particulars	2014-2015	2013-2014
News Print Paper	12.30	6.55
Coated Paper	0.21	4.71
Total	12.51	11.26

32) VALUE OF IMPORTS ON CIF BASIS

(₹ in lacs)

Particulars	2014-2015	2013-2014
Raw Materials	1,223.18	868.61
Stores & Spare parts	22.28	24.47

33) EXPENDITURE AND EARNINGS IN FOREIGN EXCHANGE

(₹ in lacs)

Particulars	2014-2015	2013-2014
a) Expenses incurred in Foreign Currency on account of:		
Foreign Travel	5.05	2.56
Subscription fee	0.12	-
b) Earnings in Foreign Currency on account of:		
F.O.B. value of Exports	-	-

34) CONTINGENT LIABILITIES AND COMMITMENTS (to the extent not provided for)

(₹ in lacs)

Particulars	2014-2015	2013-2014
(l) Contingent Liabilities		
(a) Claims against the Company not acknowledged as debt;		
(i) Central Excise duty and Service Tax matters	4,065.50	4,002.91



NOTES TO FINANCIAL STATEMENTS

(ii) Custom Duty matters	228.14	228.14
(iii) Water Cess	6.70	6.70
(iv) Sales Tax matters	259.98	248.13
<ul style="list-style-type: none"> - The contingent liabilities comprise mainly amount related to show cause notices issued by the Excise Department in respect of coating of uncoated paper amounting to 'manufacture' and applicability of duty thereon. The issue has been finally decided by the Hon'ble Supreme Court in case of Pitamber Coated Paper that the coating of uncoated paper does not amounts to manufacture. Accordingly, the Company has made request to the Commissioner to drop the show cause notices. - The other contingent liabilities have been disputed by the Company before respective authorities on account of classification, rates and applicability. - Based on the legal advices, the Company is reasonably certain that the outcome of these proceedings shall not have a material impact on its financial statements. 		
(b) Other money for which the Company is contingently liable;		
(i) Right of Recompense under CDR package	769.34	660.26
(ii) Arrears of Dividend on 4% Cummulative Redeemable Preference Share (including dividend distribution tax)	127.49	100.91
(II) Commitments		
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for	32.45	16.87

35) EMPLOYEE BENEFITS

a) Post Retirement Benefits: Defined Contribution Plans

The Company has recognized the following amounts in the Statement of Profit and Loss for the year:

(₹ in lacs)

Sl. No.	Particulars	2014-2015	2013-2014
1	Contribution to Employee's Provident Fund	10.82	10.40
2	Contribution to Employee's Family Pension Fund	18.75	18.02
	Total	29.57	28.42

b) Defined Benefit Plans

(₹ in lacs)

		Gratuity (Funded)		Leave Encashment (Unfunded)	
		2014-2015	2013-2014	2014-2015	2013-2014
i.	Changes in the Present Value of Obligation				
a.	Present value of obligation at the beginning of the year	136.56	166.76	24.40	45.73
b.	Interest Cost	12.43	13.34	2.22	3.65
c.	Past Service Cost	NIL	NIL	NIL	NIL
d.	Current Service Cost	15.02	13.57	5.91	3.13
e.	Curtailment Cost / (Credit)	NIL	NIL	NIL	(3.13)
f.	Settlement Cost / (Credit)	NIL	NIL	NIL	NIL
g.	Benefits Paid	(17.89)	(36.05)	(9.23)	(22.24)



NOTES TO FINANCIAL STATEMENTS

h.	Actuarial (Gain)/Loss	2.56	(21.06)	4.05	(2.74)
i.	Present value of obligation at the end of the year.	148.68	136.56	27.35	24.40
ii.	Changes in the Fair Value of Plan Assets				
a.	Present value of Plan Assets at the beginning of the year	5.09	15.46	NIL	NIL
b.	Expected Return on Plan Assets	0.45	1.39	NIL	NIL
c.	Actuarial Gain/(Loss)	(0.18)	(0.62)	NIL	NIL
d.	Employer's Contributions	1.36	16.65	NIL	NIL
e.	Employee's Contributions	NIL	NIL	NIL	NIL
f.	Benefits paid	(3.28)	(27.79)	NIL	NIL
g.	Fair Value of Plan Assets at the end of the year	3.44	5.09	NIL	NIL
iii.	Amount recognized in the Balance Sheet and reconciliation of the Present Value of obligation and the Fair value of Assets				
a.	Present Value of Obligation at the end of the year	148.68	136.56	27.35	24.40
b.	Fair Value of Plan Assets at the end of the year	3.44	5.09	NIL	NIL
c.	Net (Asset)/Liability recognized in the Balance Sheet	145.24	131.47	27.35	24.40
iv.	Expenses recognized in the Statement of Profit & Loss				
a.	Current Service Cost	15.02	13.57	5.91	3.13
b.	Past Service Cost	NIL	NIL	NIL	NIL
c.	Interest Cost	12.43	13.34	2.22	3.65
d.	Expected Return on Plan Assets	(0.45)	(1.39)	NIL	NIL
e.	Curtailment Cost / (Credit)	NIL	NIL	NIL	(3.13)
f.	Settlement Cost / (Credit)	NIL	NIL	NIL	NIL
g.	Net Actuarial (Gain) / Loss	2.74	(20.44)	4.05	(2.74)
h.	Employee's Contribution	NIL	NIL	NIL	NIL
i.	Total Expenses recognized in the Statement of Profit & Loss	29.74	5.08	12.18	0.91
v.	Percentage of each Category of Plan Assets to total Fair Value of Plan Assets as at end of the year				
		%	%	%	%
a.	Government of India Securities	NIL	NIL	NIL	NIL
b.	Corporate Bonds	NIL	NIL	NIL	NIL
c.	Special Deposits Scheme	NIL	NIL	NIL	NIL
d.	Equity Shares of Listed Companies	NIL	NIL	NIL	NIL
e.	Property	NIL	NIL	NIL	NIL
f.	Insurer Managed Funds	100	100	NIL	NIL
g.	Others	NIL	NIL	NIL	NIL
vi	Actuarial Assumption				
		%	%	%	%
a.	Discount Rate	7.80	9.10	7.80	9.10
b.	Expected Rate of Return on Plan Assets	9.00	8.75	NIL	NIL
c.	Salary Escalation Rate	10.00	10.00	10.00	10.00

**NOTES TO FINANCIAL STATEMENTS**

36) Disclosure under clause 32 of Listing Agreement is not applicable since the Company does not have any subsidiary/ associates.

37) DISCLOSURE OF UNHEDGED FOREIGN CURRENCY EXPOSURE

Particulars	2014-2015	2013-2014
Trade Payable on account of purchase of goods		
- Amount outstanding in USD (\$)	1,15,112.97	1,02,440.40
- Amount outstanding in Indian Rupee (₹ in lacs)	72.05	61.57

38) The accumulated losses of the Company had fully eroded the net worth of the Company as on March 31, 2013. During the financial year 2013-14 and 2014-15, the performance of the Company has improved and the Company has earned profit but still the accumulated losses are higher than the net worth of Company. The Company is in continuing process of implementing various measures such as increasing the production, optimising resources utilisation, improving operational efficiencies and other cost control measures to improve the Company's operating results and cash flows. With the improvement in business conditions, the Company expects to perform better in the future. The Company believes that these measures will result in substantial cash flows. Accordingly, Company's financial statements have been prepared on a going concern basis. In the opinion of the Board, going concern assumption is appropriate for preparation and presentation of financial statements.

39) The reference filed by the Company with Board for Industrial & Financial Reconstruction based on negative net worth as on March 31, 2014 has been registered by the Board. The accumulated losses are still higher than the net worth of the Company as on March 31, 2015.

40) Corporate Debt Restructuring (CDR) Package was sanctioned to the Company vide LOA dated August 17, 2009. The package was successfully implemented by all the Bankers w.e.f. the cut off date i.e. April 01, 2009 as per terms and conditions set out in the Letter of Approval (LOA). The CDR lenders have a right to recompense of their waivers & sacrifices made as part of the CDR proposal. The recompense payable by the Company is contingent on various factors, outcome of which currently is materially uncertain and hence the proportionate amount payable as recompense has been treated as contingent liability.

41) During the year, the Company has revised the useful life of fixed assets as prescribed in Schedule II to the Companies Act, 2013. Accordingly, depreciation of the year is lower is by ₹ 180.39 lacs. Further, an amount of ₹ 28.83 lacs (net of deferred tax) on account of assets whose useful life is already exhausted on April 01, 2014 has been adjusted with Reserves & Surplus.

42) Based on the information available with the management regarding status of suppliers under Micro, Small & Medium enterprises development Act, 2006, there is no due to the supplier as on 31st March, 2015. Further, there is no interest paid/ payable to the suppliers.

43) The debit / credit balances of Trade Payables, Trade Receivables and Short / Long Term Loans & Advances are subject to reconciliation /confirmation, although confirmations have been sent after the close of the year. In the opinion of the management, there shall be no material impact on the financial statements of any adjustments, if any, arising on such confirmation /reconciliation.

44) Net increase/decrease in excise duty liability on closing stock of finished goods as at year end has been shown as "Excise Duty on Stock (Net)" in note no. 27 of Notes to the financial statements

45) In the opinion of the management, no liability towards Income Tax is contemplated and hence no provision has been made in the books of account for Income Tax.

46) The Company's current business activity has only one primary reportable segment i.e. paper. Hence, "Segment Reporting", under AS-17 is not applicable.



NOTES TO FINANCIAL STATEMENTS

47) RELATED PARTY DISCLOSURES

As per Accounting Standard 18, all related parties have been identified by the management and relied upon by the auditors. There are no related parties where control exists.

- i) Key Management Personnel:
Mr. N.K. Pasari
- ii) Relative of Key Management Personnel
Mr. Naynesh Pasari
- iii) Enterprise where Key Management Personnel/Relative of Key Managerial Personnel has significant influence:
Laxmi Traders
Gopala sales Pvt. Ltd.
Bishwanath Traders & Investments Ltd.
SKCS Finvest Pvt. Ltd.
Amer Hotels Ltd.
Bishwanath Industries Ltd.
Govinda Power & Products Pvt. Ltd.

iv) Details of transactions with the related parties.

(₹ in lacs)

Nature of transactions	2014-2015			2013-2014		
	Referred in (i) above	Referred in (ii) above	Referred in (iii) above	Referred in (i) above	Referred in (ii) above	Referred in (iii) above
Expenses:						
<i>Employee Benefit Expense</i>						
Mr. N.K. Pasari	7.55	-	-	6.38	-	-
<i>Consultancy Paid</i>						
Mr. Naynesh Pasari	-	0.60	-	-	-	-
<i>Finance Costs</i>						
Gopala Sales Pvt. Ltd.	-	-	0.01	-	-	1.18
<i>Packing Material Purchase</i>						
Gopala Sales Pvt. Ltd.	-	-	49.87	-	-	3.94
Govinda Power & Products Pvt. Ltd.	-	-	15.63	-	-	8.93
Income:						
<i>Other Operating Revenues</i>						
Gopala Sales Pvt. Ltd.	-	-	2.85	-	-	0.54
Govinda Power & Products Pvt. Ltd.	-	-	4.12	-	-	2.40
<i>Other Income</i>						
Gopala Sales Pvt. Ltd.	-	-	0.61	-	-	0.60
Govinda Power & Products Pvt. Ltd.	-	-	0.66	-	-	0.66
SKCS Finvest Pvt. Ltd.	-	-	0.06	-	-	0.06
Long Term Borrowings						
Gopala Sales Pvt. Ltd.						
Loan taken	-	-	31.50	-	-	15.00
Loan repaid	-	-	31.50	-	-	15.00
Closing Balances						
<i>Trade and Other Receivables</i>						
Gopala Sales Pvt. Ltd.	-	-	0.61	-	-	0.65
Govinda Power & Products Pvt. Ltd.	-	-	0.66	-	-	0.67
SKCS Finvest Pvt. Ltd.	-	-	0.06	-	-	0.06



NOTES TO FINANCIAL STATEMENTS

Nature of transactions	2014-2015			2013-2014		
	Referred in (i) above	Referred in (ii) above	Referred in (iii) above	Referred in (i) above	Referred in (ii) above	Referred in (iii) above
<i>Long Term Borrowings</i>						
Bishwanath Traders & Investments Ltd.	-	-	50.00	-	-	50.00
Bishwanath Industries Ltd.	-	-	508.64	-	-	508.64
Gopala Sales Pvt. Ltd.	-	-	20.00	-	-	20.00
<i>Other Long Term Liabilities</i>						
Bishwanath Traders & Investments Ltd.	-	-	8.77	-	-	8.77
Bishwanath Industries Ltd.	-	-	89.20	-	-	89.20
<i>Trade Payable and Other Current Liabilities</i>						
Gopala Sales Pvt. Ltd.	-	-	6.64	-	-	1.06
Mr. N.K. Pasari	0.81	-	-	0.72	-	-
Mr. Naynesh Pasari	-	0.54	-	-	-	-
Laxmi Traders	-	-	1.08	-	-	1.08
Amer Hotels Ltd.	-	-	0.30	-	-	0.30
Bishwanath Traders & Investments Ltd.	-	-	1.63	-	-	1.63
Govinda Power & Products Pvt. Ltd.	-	-	1.38	-	-	-

- 48) Comparative corresponding figures for the previous year have been regrouped and/or re-arranged wherever considered necessary.



Shree Krishna Paper Mills & Industries Limited

CIN: L21012DL1972PLC279773

Regd. Office: 4830/24, Prahlad Street, Ansari Road, Darya Ganj, New Delhi - 110002
Email: info@skpmil.com, Website: www.skpmil.com • Tel: 91-11-23261728 Fax: 91-11-23266708

Form No. MGT – 11
Proxy Form

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

Name of the member(s):

Registered Address:

Email ID:

Folio No/Client ID: DP ID:

I/We, being the member(s) of shares of Shree Krishna Paper Mills & Industries Limited, hereby appoint

1. Name:

Address:

Email:

Signature: ,or failing him/her

2. Name:

Address:

Email:

Signature: ,or failing him/her

3. Name:

Address:

Email:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 43rd Annual General Meeting of the Company, to be held on Tuesday, September 29, 2015 at 11.00 a.m. at Shikshak Sadan, Surajmal Vihar, Delhi - 110092 and at any adjournment thereof in respect of such resolutions as are indicated below:

- 1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. Re-appointment of Mr. B. N. Pasari as a Director of the Company.
3. Appointment of M/s Radheshyam Sharma & Co. as Statutory Auditors in place of M/s Singal Bros & Associates.
4. Appointment of Ms. Tripta Goswami as a Director of the Company.
5. To approve the remuneration of the Cost Auditors for the Financial Year 2014-15.
6. To approve the remuneration of the Cost Auditors for the Financial Year 2015-16.
7. To adopt new set of Articles of Association.

Signed this day of 2015

Signature of Shareholder

Signature of Proxy Holder(s)



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

Shree Krishna Paper Mills & Industries Limited

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Attendance Slip

Members are requested to bring their copy of the Annual Report in the Annual General Meeting. Please complete this attendance slip and hand it over at the entrance of the meeting hall.

Name: Folio No./ DP & Client ID:

Address: No. of Shares Held:

I/We hereby record my/our presence at the 43rd Annual General Meeting of the Company at Shikshak Sadan, Surajmal Vihar, Delhi - 110092 on Tuesday, September 29, 2015 at 11.00 a.m.

Signature of the Shareholder/ Proxy



4830/24, Prahlad Street, Ansari Road, Darya Ganj, New Delhi - 110 002
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e-mail: info@skpmil.com • web.: www.skpmil.com
<http://www.facebook.com/shreekrishnapaper>