

## **BOARD OF DIRECTORS**

### **DIRECTORS**

Shri Rajesh Bhimji Patel  
Shri Umesh Panchan Patel

### **INDEPENDENT DIRECTORS**

Shri Sumer Jaikumar Kalamkar  
Miss Sanjot Avinash Joharapurkar

### **REGISTERED & CORPORATE OFFICE**

Plot No. 21, I.T. Park,  
Gayatri Nagar, Nagpur - 440 022

### **WORKS**

Survey No. 138,  
Village - Ghoghali  
Taluka - Kalmeshwar  
District - Nagpur.

### **BANKERS**

Axis Bank Limited  
M.G. House, R.T. Road, Civil Lines, Nagpur

### **AUDITORS**

**M/s. Krishna Murari Agrawal & Co.**  
Chartered Accountants  
Plot No. 10/2, I.T. Park, Behind Infotech tower,  
Parsodi, NAGPUR - 440022

### **REGISTRARS AND TRANSFER AGENT**

Link Intime India Pvt. Ltd.  
C-13, Pannalal Silk Mills Compound,  
L.B.S. Marg, Bhandup (West),  
Mumbai - 400 078

### **WEBSITE**

[www.nicepaperslimited.com](http://www.nicepaperslimited.com)

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# **NICE PAPERS LIMITED**

Reg. Office : Plot No. 21, I.T. Park, Gayatri Nagar, Nagpur - 440 022

CIN : L21090MH1991PLC063114

Email Id: nicepaperslimited@gmail.com, Phone Number: 0712-2249493

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## **NOTICE**

**NOTICE IS HEREBY GIVEN THAT** the 24th Annual General Meeting of the Members of NICE PAPERS LIMITED will be held on Wednesday, 30th day of December, 2015 at 11.00 AM at Plot No. 255/1, Rachna Surbhi, Block No. 301, 3rd Floor, South Ambazari Road, Opp. HDFC Bank, Laxmi Nagar, Nagpur- 440022, to transact the following business:

### **ORDINARY BUSINESS :**

**1. To consider and adopt the Financial Statements, and the report of the Auditors and Directors:**

To consider and if thought fit, to pass with or without modifications, the following resolutions as an Ordinary Resolution:

**“RESOLVED THAT** the Audited Financial Statements of Accounts of the Company for the financial year ended 31st March 2015 and the Directors' and Auditors' Reports thereon, be and are hereby approved and adopted.”

**2. To Consider the Appointment of Auditor :**

To consider and if thought fit, to pass with or without modifications, the following resolutions as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Section 139 and other applicable provisions of the Companies Act, 2013 and the rules made there under, M/s Jain Nandgaonkar And Shah, Chartered Accountants, Nagpur, Firm Registration No. 126072W be and are hereby appointed as the Statutory Auditors of the Company in place of M/s. Krishna Murari Agrawal & Co. to hold office from the conclusion of this Annual General Meeting until the conclusion of the 27th Annual General Meeting held for the financial year 2017-18, subject to ratification by members at each Annual General Meeting to held here after at such remuneration as shall be fixed by the Board of Directors of the Company in consultation with the auditors.”

### **SPECIAL BUSINESS :**

**3. Appointment of Mr. Sumer Jaikumar Kalamkar as an Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), Mr. Sumer Jaikumar Kalamkar, (DIN: 05171424) who was appointed as an Additional Independent (Non-Executive) Director of the Company on 1.10.2014 pursuant to the provisions of Section 149, 152 and 161 of the Act 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 under Section 160 of the Act from a member proposing

his candidature for the office of Director, is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term from 1st October 2014 to 30th September 2019 and shall not be liable to retire by rotation.”

**4. Appointment of Mr. Rajesh Bhimji Patel as Director of the Company.**

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

**RESOLVED THAT** Mr. Rajesh Bhimji Patel (DIN:-06773880), who was appointed as an Additional Director of the Company with effect from August 10, 2015 by the Board of Directors, who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act”) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company, liable to retire by rotation.

**5. Appointment of Mr. Rajesh Bhimji Patel as Managing Director and Chairman of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 (the Act) read with Schedule V to the Act and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) the Company hereby approves the appointment and terms of remuneration of Mr. Rajesh Bhimji Patel (DIN:-06773880), as Executive Director, designated as Managing Director and Chairman of the Company for the period of from 01.01.2016, to 31.12.2018, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to Directors to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Rajesh Bhimji Patel.”

**6. Appointment of Mr. Umesh Panchan Patel as Director of the Company.**

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

**RESOLVED THAT** Mr. Umesh Panchan Patel (DIN:- 06773905), who was appointed as an Additional Director of the Company with effect from August 10, 2015 by the Board of Directors, who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act”) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company, liable to retire by rotation.

**7. Appointment of Mr. Umesh Panchan Patel as Whole-Time Director of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 (the Act) read with Schedule V to the Act and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) the Company hereby approves the appointment and terms of remuneration of Mr. Umesh Panchan Patel (DIN:- 06773905), as Executive Director, designated as Whole-Time Director of the Company for the period of from 01.01.2016, to 31.12.2018, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to Directors to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Umesh Panchan Patel.”

**8. Appointment of Mrs. Sanjot Avinash Joharapurkar as an Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), Mrs. Sanjot Avinash Joharapurkar, (DIN: 05321920) who was appointed as an Additional Independent (Non-Executive) Director of the Company on 31.03.2015 pursuant to the provisions of Section 149, 152 and 161 of the Act 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 under Section 160 of the Act from a member proposing her candidature for the office of Director, is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term from 31st March 2015 to 30th March 2020 and shall not be liable to retire by rotation.”

**By order of the Board of Directors**

**Place: Nagpur**

**Dated: 1st December, 2015**

**Director**

**DIN: 06773880**

**NAME: Mr. Rajesh Bhimji Patel  
ADDRESS: Plot N. 61 Near Kachchi  
Oswal Bhavan, Janki Bhavan,  
A.V.G. Lay Out Lakadganj,  
Nagpur 440008.**

## Notes

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the Special Business set out in the Notice is annexed herewith.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. The instrument of proxy in order to be effective, must be deposited at the registered office of the company, duly completed, stamped and signed, not less than 48 hours before the commencement of meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
3. 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.
4. Members seeking any information with regard to the Accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Meeting.
5. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. Brief details of Mr. Sumer Jaikumar Kalamkar, who is seeking appointment as independent Director, are annexed hereto as per requirements of the Companies Act, 2013.
7. Brief details of Mr. Rajesh Bhimji Patel, who is seeking appointment as Managing Director and Director, are annexed hereto as per requirements of the Companies Act, 2013.
8. Brief details of Mr. Umesh Panchan Patel, who is seeking appointment as Whole time and Director, are annexed hereto as per requirements of the Companies Act, 2013.
9. Brief details of Mrs. Sanjot Avinash Joharapurkar, who is seeking appointment as independent Director, are annexed hereto as per requirements of the Companies Act, 2013.
10. The Registrar of Members and Share Transfer Books of the Company will remain closed from 28th December, 2015 to 30th December, 2015 (Both days inclusive).
11. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
13. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
14. Members are requested to:-
  - Note that copies of Annual Report will not be distributed at the Annual General Meeting.

- Bring their copies of Annual Report, Notice and Attendance Slip duly completed and signed, at the meeting.
- Deliver duly completed and signed Attendance Slip at the entrance of the meeting venue as entry to the hall will be strictly on the basis of the entry slip available at the counter at the venue to be exchanged with the attendance slip.
- Quote the Folio/Client ID & DP ID Nos. in all correspondence.
- Members, who hold shares in dematerialized form are requested to bring their Client ID and DP ID Nos. for easier identification of attendance at the meeting
- Note that due to strict security reasons, mobile phones, brief cases, eatables and other belongings are not allowed inside the Meeting Hall.

Note that no gifts/coupons will be distributed at the Annual General Meeting

15. Members may also note that the Notice of the 24th Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website at the link: [nicepaperslimited.com](http://nicepaperslimited.com) for their download. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request to the Company for the same. For any communication, the shareholders may also send requests to the Company's email id: [nicepaperslimited@gmail.com](mailto:nicepaperslimited@gmail.com)
16. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement with Stock Exchanges, the Company is pleased to provide to provide e-voting facility to members to cast their vote on all resolutions set forth in the Notice convening the 24th Annual General Meeting (AGM) to be held on Wednesday, 30th day of December, 2015 at 11.00 AM. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the remote e-voting facility. The facility of casting the votes by members using an electronic voting system from a place other than venue of the AGM is termed as "remote e-voting".  
  
The Board of Directors has appointed Mr. Amit K. Rajkotiya, Practising Company Secretary, Flat No.102, Shreelaxmi Apartment, above Shridhar Arts, Zenda Square, Dharampeth, Nagpur 440 010 as the Scrutinizer for conducting the ballot Process and E-Voting process in a fair and transparent manner.
17. In order to enable its Members, who do not have the access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form and instructions for e-voting are given here in below. Resolution(s) passed by Members through Ballot Forms or e-voting is / are deemed to have been passed as if they have been passed at the AGM.
18. The notice of the 24th AGM and instructions for e-voting, along with the Attendance slip & Proxy form, is being sent by electronic mode to all members whose email address are registered with the company / Depository Participant(s), unless a member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the documents are being sent by the permitted mode.
19. Additional information, pursuant to Clause 49 of the Listing Agreement with the stock exchanges, in respect of the directors seeking appointment / re-appointment at the AGM is furnished as annexure to the Notice. The directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the rules there under.

20. Relevant documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
21. Members are requested to support the Green Initiative by registering / updating their e-mail addresses, with the Registered Office( Head office ) of the Company.
22. It may be noted that this remote e-voting facility is optional. The remote e-voting facility will be available at the link [www.evotingindia.com](http://www.evotingindia.com) during the following voting period:  
**The remote e-voting would commence on Sunday, the 27th December, 2015 (9:00 A.M.) and end on Tuesday, the 29th December, 2015 (5:00 P.M.).**
23. During the above period, shareholders of the Company as on the cut-off date of **23rd December, 2015** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on **29th December, 2015**. Once the vote on a resolution is cast by the shareholder, the shareholder cannot change it subsequently.
24. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on **23rd December, 2015**. A person, whose name is recorded in the Register of Members as on the cut-off date (**23rd December, 2015**) only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through Ballot Paper.
25. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [nicepaperslimited@gmail.com](mailto:nicepaperslimited@gmail.com). However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).  

The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website [nicepaperslimited.com](http://nicepaperslimited.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after the result is declared.
26. Notice is being sent to all the shareholders whose names appear on the Register of Members as at the close of business hours on Friday, the **27th November, 2015**.
27. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
28. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
29. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
30. The procedure and instructions for e-voting is furnished in this notice.



31. The Scrutinizer will submit his report to the Company after completion of the scrutiny and the results of the e-voting /poll /Ballot at the venue, will be announced by the Company on its website nicepaperslimited.com.
32. The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company to record additional details of Members, including their PAN details, e-mail address, Aadhar Card Number etc. Members are requested to submit their details at the Registered Office (Head Office) of the Company.

**The instructions for shareholders Voting electronically are as under:**

- i. The voting period begins on 27th December,2015 at 9:00 a.m. and ends on 29th December, 2015 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd December, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website **www.evotingindia .com**
- iii. Click on Shareholders
- iv. Now, select the electronic voting sequence number (EVSN) **151201005** along with NICE PAPERS LIMITED” from the drop down menu and click on “SUBMIT”
- v. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged onto **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below :

| <b>For Members holding shares in Demat Form and Physical Form</b> |  |
|---|--|
| 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"> <li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Address Sticker</li> </ul>   |
| DOB   | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.  |
| Dividend Bank Details   | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul> |

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant < NICE PAPERS LIMITED > on which you choose to vote.
- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii. If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Note for 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](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**By order of the Board of Directors**

**Place: Nagpur**

**Dated: 1st December, 2015**

**Director**

**DIN: 06773880**

# NICE PAPERS LIMITED

Reg. Office : Plot No. 21, I.T. Park, Gayatri Nagar, Nagpur - 440 022

CIN : L21090MH1991PLC063114

Email Id: nicepaperslimited@gmail.com, Phone Number: 0712-2249493

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## ANNEXURE TO NOTICE

### **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF COMPANIES ACT, 2013.**

#### **Item No. 3**

Mr. Sumer Jaikumar Kalamkar was appointed as an Additional Director (Independent) of the Company with effect from 1st October, 2014 pursuant to the provisions of Section 161 of the Companies Act, 2013.

Pursuant to Section 161 of the Companies Act, 2013, Mr. Sumer Jaikumar Kalamkar will hold office up to the date of ensuing Annual General Meeting. The Company in the option of the board, Mr. Sumer Jaikumar Kalamkar, the independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and Rules made under and he is Independent of Management. A copy of draft letter for the appointment of Mr. Sumer Jaikumar Kalamkar as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during the normal business hours on working days to the date of the AGM.

No Director, Key managerial personnel or their relatives, except Mr. Sumer Jaikumar Kalamkar, to whom the resolution relates, are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 3 for the approval of members.

#### **Item No. 4 and 5**

Pursuant to Section 161(1) of the Companies Act, 2013, read with the rules framed there under appointed Mr. Rajesh Bhimji Patel appointed as an Additional Director of the Company by the Board on 10.08.2015. In terms of Section 161(1) of the Act, Mr. Rajesh Bhimji Patel holds office only up to the date of the ensuing Annual General Meeting, but is eligible for appointment as a Director. A notice under Section 160 (1) of the Act has been received from a member along with a requisite deposit proposing the candidature of Mr. Rajesh Bhimji Patel as a Director of the Company.

The Board also proposed to appoint Mr. Rajesh Bhimji Patel as the Executive Director to be designated as Managing Director and Chairman of the Company for the period of 3 years.

Mr. Rajesh Bhimji Patel is a well known industrialist with having experience in technical fields. His knowledge and expertise has been invaluable to the Company and his presence on the Board of Directors ('the Board') has enabled the Company in maintaining continuity in strategic leadership and governance.

The Board, on the basis of recommendations made by Nomination and Remuneration Committee had resolved to pay remuneration to Mr. Rajesh Bhimji Patel on terms and conditions as mentioned herein below :

#### **A) Salary and Perquisites:**

The Salary as mutually agreed between the Managing Director and the Board shall be Rs. 75,000/- (Rupees Seventy-Five Thousand Only) per month w.e.f. 01st January 2016 to 31st December 2018.

**B) Other Benefits:**

The Managing director shall also be entitled to re-imburement of medical expenses on him and his family.

No Director, Key managerial personnel or their relatives, except Mr. Rajesh Bhimji Patel, to whom the resolution relates, are interested or concerned in the resolution.

The Board recommends the resolutions set forth in Item no. 4 and 5 for the approval of members.

**Item No. 6 and 7**

Pursuant to Section 161(1) of the Companies Act, 2013, read with the rules framed there under appointed Mr. Umesh Panchan Patel appointed as an Additional Director of the Company by the Board on 10.08.2015. In terms of Section 161(1) of the Act, Mr. Umesh Panchan Patel holds office only up to the date of the ensuing Annual General Meeting, but is eligible for appointment as a Director. A notice under Section 160 (1) of the Act has been received from a member along with a requisite deposit proposing the candidature of Mr. Umesh Panchan Patel as a Director of the Company.

The Board also proposed to appoint Mr. Umesh Panchan Patel as the Executive Director to be designated as Whole-time Director of the Company for the period of 3 years.

Mr. Umesh Panchan Patel is a well known industrialist with having good experience in Information Technology, Finance and Accounts. His knowledge and expertise has been invaluable to the Company and his presence on the Board of Directors ('the Board') has enabled the Company in maintaining continuity in strategic leadership and governance.

The Board, on the basis of recommendations made by Nomination and Remuneration Committee had resolved to pay remuneration to Mr. Umesh Panchan Patel on terms and conditions as mentioned herein below:

**C) Salary and Perquisites:**

The Salary as mutually agreed between the Managing Director and the Board shall be Rs. 75,000/- (Rupees Seventy-Five Thousand Only) per month w.e.f. 01st January 2016 to 31st December 2018.

**D) Other Benefits:**

The Whole-Time Director shall also be entitled to re-imburement of medical expenses on him and his family.

No Director, Key managerial personnel or their relatives, except Mr. Umesh Panchan Patel, to whom the resolution relates, are interested or concerned in the resolution.

The Board recommends the resolutions set forth in Item no. 6 and 7 for the approval of members.

**Item No. 8**

Mrs. Sanjot Avinash Joharapurkar was appointed as an Additional Director (Independent) of the Company with effect from 31st March, 2015 pursuant to the provisions of Section 161 of the Companies Act, 2013.

Pursuant to Section 161 of the Companies Act, 2013, Mrs. Sanjot Avinash Joharapurkar will hold office up to the date of ensuing Annual General Meeting. The Company in the option of the board, Mrs. Sanjot Avinash Joharapurkar, the independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and Rules made under and he is Independent of Management. A copy of draft letter for the appointment of Mrs. Sanjot Avinash Joharapurkar as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during the normal business hours on working days to the date of the AGM.

No Director, Key managerial personnel or their relatives, except Mrs. Sanjot Avinash Joharapurkar, to whom the resolution relates, are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 8 for the approval of members.

**I. GENERAL INFORMATION:**

**(i) Nature of Industry:**

NICE PAPERS LIMITED is engaged in the manufacturing of Kraft Paper.

**(ii) Date of commencement of commercial production:** Not Applicable

**(iii) Financial performance based on given indicators as per audited financial statements for the year ending on 31/03/2015:**

| <b>Particulars</b>          | <b>Amount (in Rs.)</b> |
|-----------------------------|------------------------|
| Turnover                    | <b>35,44,53,985.00</b> |
| Other Income                | 2,331,480.00           |
| Net Profit/(Loss) after Tax | <b>1,272,401.00</b>    |
| Total Expenditure           | 35,55,13,064.00        |

**(iv) Foreign investments or collaborations, if any:**

During the Financial Year 2014-15, there were no Foreign investments or collaborations.

**II. INFORMATION ABOUT THE APPOINTEE:**

**a) Background Details**

Mr. Rajesh Bhimji Patel has done Engineering in Electronics. He has a good experience in the field of technology.

Mr. Umesh Panchan Patel has done M.Com. He has a good experience in Information Technology, Finance and Accounts.

**b) Past Remuneration:- Not applicable**

**c) Recognition or Awards:- Not applicable**

**d) Job Profile and his Suitability**

As the Managing Director, Mr. Rajesh Bhimji Patel will responsible for all the Technical operations and affairs of the Company. Taking into consideration his qualification and experience in the Industry, the Board is of the opinion that he is suited for the responsibilities assigned to him.

As the Whole-time director, Mr. Umesh Panchan Patel is responsible for all the Information Technology, Finance and Accounts operations of the Company. Taking into consideration his qualification and experience in the Industry, the Board is of the opinion that he is suited for the responsibilities assigned to him.

**e) Remuneration Proposed:**

The details of Remuneration to be paid are contained in Explanatory Statement annexed to the Notice. The said remuneration is also approved by the Nomination and Remuneration Committee and the Board of Directors of the Company.

**f) Comparative remuneration with respect to industry, size of the Company, profile of the position and person:**

The Company has no information to offer but having regard to the versatile experience, performance and responsibility of the position held by the directors, the Board of Directors is of the opinion that the proposed remuneration is reasonable.

The Company has proposed to pay the remuneration within the limits prescribed for the managerial person under Section II of Part II of Schedule V to Companies Act, 2013

**g) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.**

Mr. Rajesh Bhimji Patel is holding 1,71,500 fully paid Equity Shares of Rs. 10 each, amounting to 11.4082% of the paid up capital of the Company. Mr. Rajesh Bhimji Patel has no pecuniary relationship directly or indirectly with the Company or its managerial personnel .

Mr. Umesh Panchan Patel is holding 1,69,400 fully paid Equity Shares of Rs. 10 each, amounting to 11.2685% of the paid up capital of the Company. Mr. Umesh Panchan Patel has no pecuniary relationship directly or indirectly with the Company or its managerial personnel.

**III. OTHER INFORMATION:**

**a) Reasons of loss or inadequate profits:**

During the year 2014-15 the company earned the Profit of Rs. 24,75,902.00 only due to low sales realization. The margin in Kraft Paper sector continues to be depressed due to imports. On quality and price parameters, the imported Kraft Paper offers better value to customers.

**b) Steps taken or proposed to be taken for improvement:**

The Company has initiated a number of cost reduction measures at its plants with emphasis on improving yields, reducing input cost and reducing the PQF mill process cost.

**c) Expected increase in productivity and profits in measurable terms:**

The aforesaid measures instituted are expected to improve the Company's performance in future years and it is not possible to accurately predict the future profitability.

**By order of the Board of Directors**

**Place: Nagpur**

**Dated: 1st December, 2015**

**Director**

**DIN: 06773880**

**NAME: Mr. Rajesh Bhimji Patel  
ADDRESS: Plot N. 61 Near Kachchi  
Oswal Bhavan, Janki Bhavan,  
A.V.G. Lay Out Lakadganj,  
Nagpur 440008.**

## **NICE PAPERS LIMITED**

Reg. Office : Plot No. 21, I.T. Park, Gayatri Nagar, Nagpur - 440 022

CIN : L21090MH1991PLC063114

Email Id: nicepaperslimited@gmail.com, Phone Number: 0712-2249493

### **ANNEXURE TO THE NOTICE**

BRIEF RESUME OF DIRECTOR SEEKING APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO THE COMPANIES ACT, 2013.

| <b>Name</b>  | <b>Mr. Sumer Jaikumar Kalamkar</b> | <b>Mr. Rajesh Bhimji Patel</b> | <b>Mr. Umesh Panchan Patel</b> | <b>Mr. Sanjot Avinash Joharapurkar</b> |
|--|------------------------------------|--------------------------------|--------------------------------|--|
| <b>Date of Appointment</b>   | 01/10/2014                         | 10/08/2015                     | 10/08/2015                     | 31/03/2015                             |
| <b>Date of Birth</b>   | 23/07/1976                         | 29/03/1975                     | 10/09/1980                     | 14/02/1967                             |
| <b>Qualifications</b>  | LLB                                | Engineering in Electronics     | M. Com.                        | B.SC                                   |
| <b>Expertise in specific area</b>  | Legal                              | Technology                     | Finance                        | Administration                         |
| <b>Directorship held in other Companies</b>                                | ---                                | ---                            | ---                            | Vibgyor Inclination Private Limited    |
| <b>Membership/ Chairmanship of Committees across all Public Companies*</b> | ---                                | ---                            | ---                            | ---                                    |
| <b>No. of Shares held</b>  |                                    | 171500                         | 169400                         |  |

By order of the Board of Directors

Place: Nagpur

Dated: 1st December, 2015

Director

DIN: 06773880

NAME: Mr. Rajesh Bhimji Patel  
ADDRESS: Plot N. 61 Near Kachchi  
Oswal Bhavan, Janki Bhavan,  
A.V.G. Lay Out Lakadganj,  
Nagpur 440008.

# NICE PAPERS LIMITED

Reg. Office : Plot No. 21, I.T. Park,  
Gayatri Nagar, Nagpur - 440 022

CIN : L21090MH1991PLC063114

## DIRECTOR'S REPORT

Dear Members,

Your Directors have the pleasure of presenting this 24th Board's Report and the Company's Audited Financial Statements for the financial year ended on 31st March 2015.

### 1. FINANCIAL RESULTS OF THE COMPANY :

The Company's financial performance for the year ended 31st March 2015 is summarized below :

| PARTICULARS                         | Year Ended<br>31.03.2015 (in Rs.) | Year Ended<br>31.03.2014 (in Rs.) |
|-------------------------------------|-----------------------------------|-----------------------------------|
| <b>Sales for the year</b>           | <b>35,44,53,985</b>               | <b>30,70,98,594</b>               |
| Other Income                        | 23,31,480                         | 23,74,562                         |
| Total Income                        | <b>35,67,85,465</b>               | <b>30,70,98,594</b>               |
| Expenditure                         | 35,55,13,064                      | 31,08,67,643                      |
| <b>Profit before Taxation</b>       | <b>12,72,401</b>                  | <b>(37,69,049)</b>                |
| Less : Provision for Taxation       |                                   |                                   |
| Current Tax                         | 2,42,456                          | 0.00                              |
| Prior period tax                    | 0.00                              | 0.00                              |
| Deferred Tax                        | (14,45,957)                       | 2,10,369                          |
| <b>Profit after Taxation</b>        | <b>24,75,902</b>                  | <b>(35,58,680)</b>                |
| Appropriations                      | 0.00                              | 0.00                              |
| Proposed Dividend                   | 0.00                              | 0.00                              |
| Tax on Dividend                     | 0.00                              | 0.00                              |
| <b>Profit / Loss for the Period</b> | <b>24,75,902</b>                  | <b>(35,58,680)</b>                |

### 2. Results of Operations and State of Affairs:

The Total revenue increased to Rs. 35,67,85,465.00 in the financial year ended 31.03.2015 from total revenue of Rs. 30,70,98,594.00 of financial year ended 31.03.2014. Primarily due to unexpected rise in expenses and calculation of depreciation as per new Companies Act, 2013, the Company earned the profit of Rs. 2,475,902.00 only in the financial year ended 31.03.2015.

### 3. Dividend and Transfer to reserves:

Your Directors have not recommended payment of Dividend. In view of the profit, your Board of Directors do not appropriate any amount to be transferred to General Reserves during the year under review.

### 4. Change in the nature of business :

There is no change in the nature of the business of the company.

### 5. Consolidated Financial Statement:

The Company does not have any Subsidiary company, Associate Company and Joint Venture Company. Hence company is not required to prepare Consolidated Financial Statement.



**6. Material Changes between the date of the Board Report and end of financial year :**

There is no material change and commitment affecting the financial position of the Company which has occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

**7. Details of The Subsidiary, Associate And Joint Venture Company & its Performance And Financial Position**

As on March 31, 2015, the Company does not have any Subsidiary, Associate And Joint Venture Company.

**8. Details of companies which have become or ceased to be its Subsidiaries, joint ventures or associate companies during the year along with reasons therefor;**

The Company does not have subsidiaries, joint ventures companies or associate companies during the year. Hence, it is not applicable to the company.

**9. Number of meeting of the Board:**

During the financial year ended 31st March 2015, your Directors held Eight meetings. The dates of Board Meetings are:-

| Sr. No. | Dates      | Sr. No. | Dates      | Sr. No. | Dates      |
|---------|------------|---------|------------|---------|------------|
| 1)      | 29/04/2014 | 2)      | 31/07/2014 | 3)      | 14/08/2014 |
| 4)      | 30/09/2014 | 5)      | 31/10/2014 | 6)      | 15/12/2014 |
| 7)      | 31/01/2015 | 8)      | 31/03/2015 |         |            |

**10. Subsidiary Companies:**

As on March 31, 2015, the Company does not have any subsidiary.

**11. Details of directors or key managerial personnel during the Financial Year ended 31.3.2015**

Details of directors or key managerial personnel during the Financial Year ended 31.3.2015 is given as follows:-

| Sr. No. | Name   | Remuneration                           | Shareholding (No. of Shares) |
|---------|--|--|------------------------------|
| 1.      | Mr. Aditya Saraf<br>(Whole-time Director-Resigned on 25.08.2015)                                   | 3,00,000/-<br>(for April to July 2014) | 20,000                       |
| 2.      | Mr. RajendraKumar Saraf<br>(Whole-time Director-Resigned on 25.08.2015)                            | 3,00,000/-<br>(for April to July 2014) | 63,500                       |
| 3.      | Mr. Nilesh V. Jain<br>(Independent Director-Resigned on 25.08.2015)                                | ---                                    | ---                          |
| 4.      | Mr. Sumer Jaikumar Kalamkar<br>(Appointed as Additional (Independent) Director on 01.10.2014)      | ---                                    | ---                          |
| 5.      | Mrs. Sanjot Avinash Joharapurkar<br>(Appointed as Additional (Independent) Director on 31.03.2015) | ---                                    | ---                          |
| 6.      | Mr. Satish Shankarlal Lathi<br>(Appointed as CFO on 29.04.2014)                                    | 5,88,913/-<br>(for April to Feb. 2015) | ---                          |

## 12. Change in composition of Board of Directors

- 1) Mr. Sumer Jaikumar Kalamkar who was appointed as Additional (Independent) Director on 01.10.2014 and holds the said office till the date of the Annual General Meeting. A notice has been received from a member proposing his candidature for his reappointment in the ensuing Annual General Meeting.
- 2) Mrs. Sanjot Avinash Joharapurkar who was appointed as Additional (Independent) Director on 31.03.2015 and holds the said office till the date of the Annual General Meeting. A notice has been received from a member proposing his candidature for his reappointment in the ensuing Annual General Meeting.
- 3) Mr. Rajesh Patel who was appointed as Additional Director on 10.08.2015 and holds the said office till the date of the Annual General Meeting. A notice has been received from a member proposing his candidature for his reappointment as a Director and Managing Director in the ensuing Annual General Meeting.
- 4) Mr. Umesh Patel who was appointed as Additional Director on 10.08.2015 and holds the said office till the date of the Annual General Meeting. A notice has been received from a member proposing his candidature for his reappointment as a Director and Whole-time Director in the ensuing Annual General Meeting.

However Three Directors resigned from their office after Closure of the financial year whose name as follows:- a) Mr. Aditya Saraf (Whole-time Director - Resigned on 25.08.2015, b) Mr. RajendraKumar Saraf (Whole-time Director - Resigned on 25.08.2015 and c) Mr. Nilesh V. Jain (Independent Director- Resigned on 25.08.2015)

## 13. Change in management

The Management of the Company has changed after the open offer. The existing promoters have sold their shares to new promoters.

## 14. Company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178

The Company's pays remuneration to its Whole-Time Directors by way of salary, perquisites and allowances. Salary is paid within the overall limits approved by the members of the Company subject to the overall ceiling as stipulated in Sections 197 and 198 read with Schedule V of the Companies Act, 2013.

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

### a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

| Non-Executive Directors                                  | Ratio to median Remuneration |
|--|------------------------------|
| Mr. Nilesh V. Jain                                       | ---                          |
| Mr. Sumer Jaikumar Kalamkar                              | ---                          |
| Mrs. Sanjot Avinash Joharapurkar                         | ---                          |
| Executive Directors                                      |                              |
| * Mr. Aditya Saraf<br>(for April to July 2014 only)      | ---                          |
| *Mr Rajendrakumar Saraf<br>(for April to July 2014 only) | ---                          |

\*Since this information is for part of the year, the same is not comparable.

**b. The percentage increase in remuneration of each Director, Chief Financial Officer in the financial year:**

| <b>Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary</b> | <b>% increase in remuneration in the financial year</b> |
|--|---|
| Mr. Nilesh V. Jain   | ---   |
| Mr. Sumer Jaikumar Kalamkar  | ---   |
| Mrs. Sanjot Avinash Joharapurkar   | ---   |
| * Mr. Aditya Saraf   | ---   |
| *Mr Rajendrakumar Saraf  | ---   |
| Mr. Satish Shankarlal Lathi<br>(Appointed as CFO on 29/04/2014)                          | ---   |

\* Directors of the company get the remuneration for part of the year and there were no increment in per month remuneration of Directors.

- c. The percentage increase in the median remuneration of employees in the financial year : 152.41%.
- d. The number of permanent employees on the rolls of Company: 38
- e. The explanation on the relationship between average increase in remuneration and Company Performance:

Explanation is not required to be given for the relationship between average increase in remuneration and Company Performance because of remuneration of Directors were not increased for the financial year ended 31.03.2015 therefore this clause is not applicable to the Company.

- f. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

|   |   |
|---|---|
| <b>Aggregate remuneration of key managerial personnel (KMP) in F.Y. 2014-15</b> | <b>Rs. 6,00,000 (for April to July 2014 only)</b> |
| <b>Revenue</b>  | <b>Rs. 35,44,53,985/-</b>                         |
| <b>Remuneration of KMPs (as % of revenue)</b>                                   | <b>0.1693%</b>                                    |

- g. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Considering the Background of the Company this clause is not applicable to the Company Hence Company is not required to provide information under this clause.

- h. Comparison of each remuneration of the key managerial personnel against the performance of the Company:

| <b>Particulars</b>           | <b>Mr. Aditya Saraf<br/>(Whole-Time Director)</b> | <b>Mr. RajendraKumar Saraf<br/>(Whole-Time Director)</b> |
|------------------------------|---|--|
| Remuneration in F.Y. 2014-15 | Rs. 3,00, 000/-                                   | Rs. 3,00, 000/-  |
| Revenue                      | Rs. 35,44,53,985/-                                |  |
| Remuneration as % of revenue | 0.08464%  | 0.08464%   |

i. **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:** None

j. **Affirmation that the remuneration is as per the remuneration policy of the Company:**  
The Company affirms remuneration is as per the remuneration policy of the Company.

**15. Disclosures pursuant to section 197 (14) of the companies act, 2013:**

The provisions of section 197(14) of the Companies Act, 2013 are not applicable.

**16. Disclosure under Sexual harassment of women at work place (Prevention, Prohibition & Redressal ) Act, 2013**

Company has formed and implemented policy regarding prevention of sexual harassment at work place. No complain has been received during the year.

**17. Directors' Responsibility Statement:**

Pursuant to the requirement under section 134(3)(c) 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 financial year ended 31st March, 2015, the applicable accounting standards read with requirement set out under Schedule III of the Companies Act, 2013 had been followed and there is no material departure from the same;

(ii) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2015 and of the profit and loss of the company for that period;

(iii) the directors had taken proper and sufficient care 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 directors had prepared the annual accounts on a going concern basis;

(v) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;

(vi) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**18. Declaration by Independent Directors**

Mr Nilesh V. Jain, Mr. Sumer Jaikumar Kalamkar and Mr. Sanjot Avinash Johrapurkar are the independent directors of the Company for the Financial year ended 31.03.2015. Mr. Sumer Jaikumar Kalamkar and Mr. Sanjot Avinash Johrapurkar were appointed as independent directors (Additional) on 01.10.2014 and 31.03.2015. The terms and conditions of appointment of independent directors are as per Schedule IV of the Act. All the Independent Directors have submitted a declaration that each of them meets the criteria of independence as provided in Section 149(6) of the Act and there has been no change in the circumstances which may affect their status as independent director during the year.

However Mr Nilesh V. Jain resigned from the office of Independent Director on 25.08.2015.

**19. Detailed reason or report on revision of Financial Statements**

There is no revision of financial statement during the year. Hence, it is not applicable to our company.

## 20. Matters relating to share capital

| Sr. No. | Details of issues of shares  | Applicable / not applicable   |
|---------|--|---|
| 1.      | Detailed issue of equity share with differential Right {Rule 4 (4) of Companies (Share Capital And Debentures) Rules, 2014}                | Your company has not issued any equity share with differential right during the year. Hence, it is not applicable to your company |
| 2.      | Detailed of issue of Sweat Equity Shares {Rule 8 (13) of Companies (Share Capital And Debentures) Rules, 2014}                             | Your company has not issued sweat equity shares during the year. Hence, it is not applicable to your company                      |
| 3.      | Details of issue of Sweat Equity Shares {rule 4 (12) of companies (Share Capital And Debentures) Rules, 2014}                              | Your company has not issued sweat equity shares during the year. Hence, it is not applicable to your company                      |
| 4.      | Details of voting rights are not exercised directly by the employees {Rule 16 (4) of Companies (Share Capital And Debentures) Rules, 2014} | Not applicable  |

## 21. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as "Annexure 1".

## 22. Formal Annual Evaluation

The board of directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

## 23. Audit Committee

Audit committee is duly constituted by company. Presently Audit Committee comprises of the following members:

- i. Mr. Sumer Jaikumar Kalamkar (Independent Director)
- ii. Mr. Nilesh V. Jain (Independent Director)
- iii. Mr. Umesh Patel (Whole-time Director)

**24. Statutory Auditor:**

The Company's Auditor M/s. Krishna Murari Agrawal & Co., Chartered Accountants, Nagpur retires at the conclusion of the ensuing Annual General Meeting. Company has received notice in writing of unwillingness under section 139(9) (b) of the Companies Act, 2013 for to act as statutory auditor of the company because of Preoccupation with other professional work after the conclusion of the ensuing Annual General Meeting. The Board of director has approached M/s Jain Nandgaonkar and Shah, Chartered Accountants, Nagpur, Firm Registration No. 126072W for acting as a statutory Auditor of the Company. M/s Jain Nandgaonkar and Shah have shown willingness to act as statutory auditor of the Company.

Board of director propose the appointment of M/s Jain Nandgaonkar and Shah, Chartered Accountants to act as statutory auditor of the Company.

**25. Secretarial Auditor:**

The Secretarial Audit Report for the Financial Year ended March 31, 2015 is annexed herewith to this Report.

**26. Auditors' report.****Statutory Auditor:-**

There is no qualification or observation or adverse remark made by the Auditor in its Report. Moreover notes on financial statement are self explanatory and does not call for any further comment. Hence Board of Director is not required to give any comment under section 134(3)(f) of Companies Act 2013.

**Secretarial Auditor:-****Director's Comment on the observations made by the Secretarial Auditor in his report:-**

| <b>Observations made by the Secretarial Auditor</b>   | <b>Director's Comment</b>   |
|---|---|
| <b>a)</b> The Company has not filed Form MGT-14 as required u/s 179 of the Companies Act 2013 for the board resolution as mention below:-<br>i) adoption of accounts and Board's report as required under the provision of the section 179(3)(g) of the Companies Act 2013<br>ii) Approval of Quarterly Financial Results for the Quarter on 30th September 2014. | Due to inadvertence, pre-occupation of Directors and Communication gap between the Management and Practicing Company Secretary the Company has not filed the said forms. The Company will go suomoto for Compounding for the default. |
| <b>b)</b> The Company has filed few e-forms after the due date with the Registrar of Companies  | The Company regrets the delay and has paid additional filing fees for the same.   |
| <b>c)</b> The Company does not have a website   | Company has a website but it was not working properly when the secretarial audit was conducted.   |
| <b>d)</b> The Company has not appointed Company Secretary as per the requirement of section 203 of the Companies Act 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014  | Company is listed on the OTC Exchange of India and OTC Exchange of India is no longer in operation and paid up share capital of the Company is also below the 5 Crores.   |
| <b>e)</b> The separate meeting of Independent director was not held during the audit period, as per the requirement of schedule IV (Code for Independent Director) of the Companies Act 2013  | The Independent Directors had held regular meetings.  |

**27. Deposits:**

The Company has not invited/ accepted any deposits from the public during the year ended March 31, 2015. There were no unclaimed or unpaid deposits as on March 31, 2015.

**28. Corporate Social Responsibility:**

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

**29. Particulars of loans, guarantees or investments under section 186:**

During the year under review, the Company has not provided any guarantee or made investment under section 186 of the Companies Act, 2013. Particulars of Loans and Advances are provided in Note 10 and Note 14 of the Financial Statement.

**30. Significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future:**

During the year under review, there has been no such significant and material order passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

**31. Extract of annual return**

As provided under Section 92(3) of the Act, the extract of annual return is given in "Annexure-3" in the prescribed Form MGT-9, which forms part of this report.

**32. Related Party Transactions:**

Particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 in the form AOC-2 is annexed herewith as "Annexure-2".

**33. Internal financial control systems and their adequacy**

The Board submits that there is adequacy of internal financial controls with reference to the financial statements.

**34. Nomination And Remuneration Committee**

Nomination and Remuneration committee is duly constituted by company. Presently Nomination and Remuneration comprises the following members:

- i. Mr. Sumer Jaikumar Kalamkar (Independent Director)
- ii. Mr. Nilesh V. Jain (Independent Director)
- iii. Mr. Umesh Patel (Whole-time Director)

**35. Stakeholders Relationship Committee**

Stakeholders Relationship committee is duly constituted by company. Presently Stakeholders Relationship committee comprises the following members:

- i. Mr. Sumer Jaikumar Kalamkar (Independent Director)
- ii. Mr. Nilesh V. Jain (Independent Director)
- iii. Mr. Umesh Patel (Whole-time Director)

**36. Risk Management :**

The Board has developed and implemented a comprehensive Risk Management Policy (RMP) for the purpose of identification of present and future risks and also measures to avoid, reduce or mitigate the same so as to protect the business, assets of Company and interest of the stake holders from any type of risk.

**37. Disclosure requirements:**

The Company has formulated and published a Whistle Blower Policy to provide Vigil Mechanism for employees including directors of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of the Section 177(9) of the Act.

**38. Acknowledgments:**

Your Directors take this opportunity to place on record their appreciation and sincere gratitude to the Government of India, Government of Maharashtra, and the Bankers to the Company for their valuable support and look forward to their continued co-operation in the years to come.

Your Directors acknowledge the support and co-operation received from the employees and all those who have helped in the day to day management.

**For and on behalf of the Board of Directors**

Date : 1st December, 2015  
Place : Nagpur

**Rajesh B. Patel**  
(Director)  
DIN - 06773880  
  
Plot No. 61,  
Near Kachchi  
Oswal Bhavan,  
Janki Bhavan,  
A.V.G. Lay Out,  
Lakadganj,  
Nagpur-440 008.

**Umesh P. Patel**  
(Director)  
DIN - 06773905  
  
Plot No. 61,  
Near Kachchi  
Oswal Bhavan,  
Janki Bhavan,  
A.V.G. Lay Out,  
Lakadganj,  
Nagpur-440 008.



## Annexure 1

### CONSERVATION OF ENERGY, TECHNOLOGY OBSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

#### **A. Conservation of Energy**

In view of the ever increasing gap between the sources and usage of energy, the Company recognizes the importance of conservation of energy. It has employed newer and effective techniques to reduce the consumption of resources of energy and fuel.

#### **FORM "A"**

Form for disclosure of particulars with respect to conservation of energy.

##### **a) Power and Fuel Consumption : Kwh/Tonnes.**

|                        | 2014-15  | 2013-14  |
|------------------------|----------|----------|
| <b>Electricity :</b>   |          |          |
| Units Purchase (Lacs)  | 39.72    | 39.08    |
| Amount (Rs. Lacs)      | 280.48   | 265.91   |
| Rate / Unit (Rs.)      | 7.06     | 6.80     |
| <b>Coal and Coke :</b> |          |          |
| Units purchases (Mts)  | 4659.715 | 4705.325 |
| Amount (Rs. Lacs)      | 188.54   | 150.35   |
| Rate / Unit (Rs.)      | 4.04     | 3.19     |

##### **b) Consumption / unit of production : Kwh/Tonnes.**

|               |        |        |
|---------------|--------|--------|
| Electricity   | 266.89 | 289.84 |
| Coal and Coke | 0.31   | 0.34   |

**B. Technology Absorption**

**FORM NO. "B"**

**A. CONSERVATION OF ENERGY :**

The Company has adopted an ongoing project of identifying sections where energy can be conserved and is regularly taking steps towards judicious use energy.

**B. RESEARCH AND DEVELOPMENT (R & D) :**

The Company has made progress in identifying cost-effective raw materials, chemicals and process improvements and continues to dwell further in this research.

**C. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION :**

An an integral part to the development of the company, latest technologies available are received and are being selectivity absorbed into the company, taking into consideration the costs involved and the benefits estimated out of the same.

**C. Foreign Exchange Earning and Utilization**

**FORM NO. "C"**

|  | 2014-2015 | 2013-2014 |
|--|-----------|-----------|
| Foreign Exchange used (Rs. Lacs)<br>(For import of raw material) | 760.94    | 511.92    |

**For and on behalf of the Board of Directors**

Date : 1st December, 2015  
Place : Nagpur

**Rajesh B. Patel**  
(Director)  
DIN - 06773880  
  
Plot No. 61,  
Near Kachchi  
Oswal Bhavan,  
Janki Bhavan,  
A.V.G. Lay Out,  
Lakadganj,  
Nagpur-440 008.

**Umesh P. Patel**  
(Director)  
DIN - 06773905  
  
Plot No. 61,  
Near Kachchi  
Oswal Bhavan,  
Janki Bhavan,  
A.V.G. Lay Out,  
Lakadganj,  
Nagpur-440 008.

## Annexure 2

### PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

This Form pertains to the 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 arm's length transactions under third proviso thereto.

Details of material contracts or arrangement or transactions at arm's length basis: The details of material contracts or arrangement or transactions at arm's length basis for the year ended March 31, 2015 are as follows :

| <b>Name of related party</b>  | <b>Nature of relationship</b>   | <b>Amount (in)</b> |
|---|---|--------------------|
| Nature of Contract : Purchase<br>1. TI Trades Services<br>Private Limited | Company in which Director and relative of the Director has substantial interest | 71,99,960          |

#### For and on behalf of the Board of Directors

Date : 1st December, 2015  
Place : Nagpur

**Rajesh B. Patel**  
(Director)  
DIN - 06773880  
  
Plot No. 61,  
Near Kachchi  
Oswal Bhavan,  
Janki Bhavan,  
A.V.G. Lay Out,  
Lakadganj,  
Nagpur-440 008.

**Umesh P. Patel**  
(Director)  
DIN - 06773905  
  
Plot No. 61,  
Near Kachchi  
Oswal Bhavan,  
Janki Bhavan,  
A.V.G. Lay Out,  
Lakadganj,  
Nagpur-440 008.

**Annexure 3**  
**Form No. MGT - 9**  
**EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31st March 2015  
of NICE PAPER LIMITED

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

**I. REGISTRATION AND OTHER DETAILS :**

|  |   |
|--|---|
| 1. CIN   | L21090MH1991PLC063114   |
| 2. Registration Date   | 28/08/1991  |
| 3. Name of the Company   | Nice Papers Limited   |
| 4. Category/Sub-Category of the Company                                      | Public Listed Company/Company having Share Capital, Limited by Shares   |
| 5. Address of the Registered office and contact details                      | Plot No. 21, IT Park, Gayatri Nagar, Nagpur Maharashtra 440 022.  |
| 6. Whether listed company  | Yes   |
| 7. Name, Address and Contact details of Registrar and Transfer Agent, if any | Link Intime India Private Limited<br>Address : C-30, Pannalal Silk Mills Compound, LBS Marg, Bandup West, Mumbai - 400078<br>Contact Details : Manohar Shirwadkar (Mob. No. 9870391051)<br>E-mail Id. : manoharshilwakar@linkintime.co.in |

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated :-

| Sl. No. | Name and Description of main products / services | NIC Code of the Product / Service | % to total turnover of the company |
|---------|--|-----------------------------------|------------------------------------|
| 1       | Kraft Paper                                      | 1701                              | 99.35%                             |

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

| S. No. | Name and Address of the Company | CIN | Holding/Subsidiary/Associate | % of Shares held | Applicable Section |
|--------|---------------------------------|-----|------------------------------|------------------|--------------------|
| NIL    |                                 |     |                              |                  |                    |

### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage 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 |                          |
| <b>A. Promoters</b>  |   |               |               |                   |   |               |               |                   |                          |
| <b>(1) Indian</b>  |   |               |               |                   |   |               |               |                   |                          |
| a) Individual/HUF  | -   | 665900        | 666900        | 44.3              | -   | 665900        | 665900        | 44.3              | 0.00                     |
| b) Central Govt.   | -   | 0             | 0             | 0                 | -   | 0             | 0             | 0                 | 0                        |
| c) State Govt(s)   | -   | 0             | 0             | 0                 | -   | 0             | 0             | 0                 | 0                        |
| d) Bodies Corp.  | -   | 0             | 0             | 0                 | -   | 0             | 0             | 0                 | 0                        |
| e) Banks/ FI   | -   | 0             | 0             | 0                 | 0   | 0             | 0             | 0                 | 0                        |
| f) Any Other   | -   | 0             | 0             | 0                 | -   | 0             | 0             | 0                 | 0                        |
| <b>Sub Total (A) (1) :-</b>                                  | <b>-</b>  | <b>665900</b> | <b>665900</b> | <b>44.3</b>       | <b>-</b>                                  | <b>665900</b> | <b>665900</b> | <b>44.3</b>       | <b>0.00</b>              |
| <b>(2) Foreign</b>   |   |               |               |                   |   |               |               |                   |                          |
| a) NRIs - Individuals  | -   | 0             | 0             | 0                 | -   | 0             | 0             | 0                 | 0                        |
| b) Other Individuals   | -   | 0             | 0             | 0                 | -   | 0             | 0             | 0                 | 0                        |
| c) Bodies Corp.  | -   | 0             | 0             | 0                 | -   | 0             | 0             | 0                 | 0                        |
| d) Banks / FI  | -   | 0             | 0             | 0                 | -   | 0             | 0             | 0                 | 0                        |
| f) Any Other   | -   | 0             | 0             | 0                 | -   | 0             | 0             | 0                 | 0                        |
| <b>Sub Total (A) (2) :-</b>                                  | <b>-</b>  | <b>0</b>      | <b>0</b>      | <b>0</b>          | <b>-</b>                                  | <b>0</b>      | <b>0</b>      | <b>0</b>          | <b>0</b>                 |
| <b>Total shareholding of promoter (A) = (A)(1) + (A) (2)</b> | <b>-</b>  | <b>665900</b> | <b>665900</b> | <b>44.3</b>       | <b>-</b>                                  | <b>665900</b> | <b>665900</b> | <b>44.3</b>       | <b>0.00</b>              |

| <b>B. Public Shareholding</b>  |        |                |                |              |        |                |                |              |             |
|--|--------|----------------|----------------|--------------|--------|----------------|----------------|--------------|-------------|
| <b>1. Institutions</b>   |        |                |                |              |        |                |                |              |             |
| a) Mutual Funds  | -      | 0              | 0              | 0            | -      | 0              | 0              | 0            | 0           |
| b) Banks/FI  | -      | 0              | 0              | 0            | -      | 0              | 0              | 0            | 0           |
| c) Central Govt.   | -      | 0              | 0              | 0            | -      | 0              | 0              | 0            | 0           |
| d) State Govt(s)   | -      | 0              | 0              | 0            | -      | 0              | 0              | 0            | 0           |
| e) Venture Capital Funds   | -      | 0              | 0              | 0            | -      | 0              | 0              | 0            | 0           |
| f) Insurance Companies   | -      | 0              | 0              | 0            | -      | 0              | 0              | 0            | 0           |
| g) FIs   | -      | 0              | 0              | 0            | -      | 0              | 0              | 0            | 0           |
| h) Foreign Venture Capital Funds   | -      | 0              | 0              | 0            | -      | 0              | 0              | 0            | 0           |
| Others (Specify)   | -      | 0              | 0              | 0            | -      | 0              | 0              | 0            | 0           |
| <b>Sub Total (B) (1) :-</b>  | -      | <b>0</b>       | <b>0</b>       | <b>0</b>     | -      | <b>0</b>       | <b>0</b>       | <b>0</b>     | <b>0</b>    |
| <b>2. Non-Institutions</b>   |        |                |                |              |        |                |                |              |             |
| <b>a) Bodies Corporate</b>   |        |                |                |              |        |                |                |              |             |
| i) Indian  | 8100   | 116300         | 124400         | 8.28         | -      | 124400         | 124400         | 8.28         | 0           |
| ii) Overseas   | -      | 0              | 0              | 0            | -      | 0              | 0              | 0            | 0           |
| <b>b) Individuals</b>  |        |                |                |              |        |                |                |              |             |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh         | 57600  | 404200         | 461800         | 30.72        | 57600  | 404200         | 461800         | 30.72        | 0           |
| ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh | 131100 | 81300          | 212400         | 14-13        | 131100 | 81300          | 272400         | 14.13        | 0           |
| c) Others  | -      | 38800          | 38800          | 2.58         | -      | 38800          | 38800          | 2.58         | 0           |
| <b>Sub Total (B) (2) :-</b>  | -      | <b>837400</b>  | <b>837400</b>  | <b>55.71</b> | -      | <b>837400</b>  | <b>837400</b>  | <b>55.71</b> | <b>0</b>    |
| <b>Total Public Shareholding (B) = (B)(1) + (B)(2) :-</b>                        | -      | <b>0</b>       | <b>0</b>       | <b>0</b>     | -      | <b>0</b>       | <b>0</b>       | <b>0</b>     | <b>0</b>    |
| <b>C. Shares held by Custodian for GDRs &amp; ADRs</b>                           | -      | <b>0</b>       | <b>0</b>       | <b>0</b>     | -      | <b>0</b>       | <b>0</b>       | <b>0</b>     | <b>0</b>    |
| <b>Grand Total (A)+(B)+(C)</b>   | -      | <b>1503300</b> | <b>1503300</b> | <b>100</b>   | -      | <b>1503300</b> | <b>1503300</b> | <b>100</b>   | <b>0.00</b> |

**(ii) Shareholding of Promoters**

| Sr. No. | Shareholder's Name   | Shareholding at the beginning of the year |                                  |  | Shareholding at the end of the year |                                  |  | % changes in shareholding 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.      | Basudev Saraf and Sons   | 81100                                     | 5.39                             |  | 81100                               | 5.39                             |  | 0.00                                      |
| 2.      | Narendra Basudeo Saraf (HUF)   | 70500                                     | 4.59                             |  | 70500                               | 4.59                             |  | 0.00                                      |
| 3.      | Rajendra Kumar B. Saraf  | 62700                                     | 4.17                             |  | 62700                               | 4.17                             |  | 0.00                                      |
| 4.      | Ashok Kumar B. Saraf   | 57500                                     | 3.82                             |  | 57500                               | 3.82                             |  | 0.00                                      |
| 5.      | Surendra Basudeo Saraf (HUF)   | 39100                                     | 2.60                             |  | 39100                               | 2.60                             |  | 0.00                                      |
| 6.      | Anjali Saraf   | 39000                                     | 2.59                             |  | 39000                               | 2.59                             |  | 0.00                                      |
| 7.      | Rajendra Kumar Basudeo Saraf (HUF)                                       | 37000                                     | 2.46                             |  | 37000                               | 2.46                             |  | 0.00                                      |
| 8.      | Rajendra Kumar Basudeo Saraf Karta of Rajendra Kumar Basudeo Saraf (HUF) | 32600                                     | 2.16                             |  | 32600                               | 2.16                             |  | 0.00                                      |
| 9.      | Lalita Saraf   | 32500                                     | 2.16                             |  | 32500                               | 2.16                             |  | 0.00                                      |
| 10.     | Ashok Basudeo Saraf (HUF)  | 3000                                      | 2                                |  | 30000                               | 2                                |  | 0.00                                      |
| 11.     | Pratik Saraf   | 28100                                     | 1.87                             |  | 28100                               | 1.87                             |  | 0.00                                      |
| 12.     | Nirmala Saraf  | 27000                                     | 1.80                             |  | 27000                               | 1.80                             |  | 0.00                                      |
| 13.     | Gitadevi Saraf   | 26500                                     | 1.76                             |  | 26500                               | 1.76                             |  | 0.00                                      |
| 14.     | Master Nitin Saraf   | 21000                                     | 1.40                             |  | 21000                               | 1.40                             |  | 0.00                                      |
| 15.     | Aditya Saraf   | 20000                                     | 1.33                             |  | 20000                               | 1.33                             |  | 0.00                                      |
| 16.     | Master Deep Saraf  | 20000                                     | 1.33                             |  | 20000                               | 1.33                             |  | 0.00                                      |
| 17.     | Roshan Saraf   | 18400                                     | 1.22                             |  | 18400                               | 1.22                             |  | 0.00                                      |
| 18.     | Nirmala Saraf  | 11050                                     | 0.74                             |  | 11050                               | 0.74                             |  | 0.00                                      |
| 19.     | Nitin Saraf  | 11050                                     | 0.74                             |  | 11050                               | 0.74                             |  | 0.00                                      |
| 20.     | Rajendrakumar Saraf  | 800                                       | 0.05                             |  | 800                                 | 0.05                             |  | 0.00                                      |
|         | <b>Total</b>   | <b>665900</b>                             | <b>44.30</b>                     |  | <b>665900</b>                       | <b>44.30</b>                     |  | <b>0.00</b>                               |

**(iii) Change in Promoters' Shareholding (please specify), if there is no change**

| Sr No. | Date | Remarks | No. of Shares | Cumulative shareholding during the year |                              |
|--------|------|---------|---------------|---|------------------------------|
|        |      |         |               | Total No. of Shares                     | % of total shares of Company |
| NIL    |      |         |               |   |                              |

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

| Sr No.   | Date       | Remarks                                   | No. of Shares | Cumulative shareholding during the year |                              |
|--|------------|---|---------------|---|------------------------------|
|  |            |   |               | Total No. of Shares                     | % of total shares of Company |
| <b>Vinod Kumar Madhok</b>                          |            |   |               |   |                              |
| 1.   | 01/04/2014 | Shareholding at the beginning of the year |               | 82300                                   | 5.47                         |
| 2.   | 31/03/2015 | Shareholding at the end of the year       |               | 82300                                   | 5.47                         |
| <b>Anuradha Aditya Saraf</b>                       |            |   |               |   |                              |
| 1.   | 01/04/2014 | Shareholding at the beginning of the year |               | 42600                                   | 2.83                         |
| 2.   | 31/03/2015 | Shareholding at the end of the year       |               | 42600                                   | 2.83                         |
| <b>LKP Merchant Financial Ltd.</b>                 |            |   |               |   |                              |
| 1.   | 01/04/2014 | Shareholding at the beginning of the year |               | 27500                                   | 1.83                         |
| 2.   | 31/03/2015 | Shareholding at the end of the year       |               | 27500                                   | 1.83                         |
| <b>Pratik Trust</b>                                |            |   |               |   |                              |
| 1.   | 01/04/2014 | Shareholding at the beginning of the year |               | 22500                                   | 1.50                         |
| 2.   | 31/03/2015 | Shareholding at the end of the year       |               | 22500                                   | 1.50                         |
| <b>Roshan Trust</b>                                |            |   |               |   |                              |
| 1.   | 01/04/2014 | Shareholding at the beginning of the year |               | 20000                                   | 1.33                         |
| 2.   | 31/03/2015 | Shareholding at the end of the year       |               | 20000                                   | 1.33                         |
| <b>Nitin Trust</b>                                 |            |   |               |   |                              |
| 1.   | 01/04/2014 | Shareholding at the beginning of the year |               | 20000                                   | 1.33                         |
| 2.   | 31/03/2015 | Shareholding at the end of the year       |               | 20000                                   | 1.33                         |
| <b>Aditya Trust</b>                                |            |   |               |   |                              |
| 1.   | 01/04/2014 | Shareholding at the beginning of the year |               | 17500                                   | 1.16                         |
| 2.   | 31/03/2015 | Shareholding at the end of the year       |               | 17500                                   | 1.16                         |
| <b>Sunaina Deep Saraf</b>                          |            |   |               |   |                              |
| 1.   | 01/04/2014 | Shareholding at the beginning of the year |               | 17500                                   | 1.16                         |
| 2.   | 31/03/2015 | Shareholding at the end of the year       |               | 17500                                   | 1.16                         |
| <b>Vicco Products Bombay Ltd.</b>                  |            |   |               |   |                              |
| 1.   | 01/04/2014 | Shareholding at the beginning of the year |               | 15000                                   | 0.99                         |
| 2.   | 31/03/2015 | Shareholding at the end of the year       |               | 15000                                   | 0.99                         |
| <b>Jayantilal Kanakia, Dharendra Premji Sangoi</b> |            |   |               |   |                              |
| 1.   | 01/04/2014 | Shareholding at the beginning of the year |               | 15000                                   | 0.99                         |
| 2.   | 31/03/2015 | Shareholding at the end of the year       |               | 15000                                   | 0.99                         |

**(v) Shareholding of Directors and Key Managerial Personnel;**

| Sr No | Date | Shareholder's Name | No. of Shares | Cumulative shareholding during the year |                              |
|-------|------|--------------------|---------------|---|------------------------------|
|       |      |                    |               | Total No. of Shares                     | % of total shares of Company |
| 1.    |      | Aditya Saraf       | 20,000        | 20,000                                  | 1.33                         |
| 2.    |      | Rajendra Saraf     | 62,700        | 62,700                                  | 4.17                         |



## V. INDEBTEDNESS

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

|  | Secured Loans<br>excluding deposits | Unsecured<br>Loans | Deposits | Total<br>Indebtedness |
|--|-------------------------------------|--------------------|----------|-----------------------|
| <b>Indebtedness at the beginning of the financial year</b> |                                     |                    |          |                       |
| i. Principal Amount  |                                     |                    |          |                       |
| ii. Interest due but not paid                              | 29,784,760.5                        | 16,460,228         |          | 46,244,988.50         |
| iii. Interest accrued but not due                          |                                     |                    |          |                       |
| <b>Total (i + ii + iii)</b>                                |                                     |                    |          |                       |
| <b>Change in Indebtedness during the financial year</b>    |                                     |                    |          | 31,10,643.31          |
| • Addition   | 2,837,651.31                        | 2,74,552           |          |                       |
| • Reduction  | (1560)                              | ----               |          |                       |
| <b>Net Change</b>  | <b>2,836,091,31</b>                 | <b>2,74,552</b>    |          | <b>31,10,643.31</b>   |
| <b>Indebtedness at the end of the financial year</b>       |                                     |                    |          |                       |
| i. Principal Amount  |                                     |                    |          |                       |
| ii. Interest due but not paid                              | 32,620,851.81                       | 16,374,780         |          | 49,355,631,81         |
| iii. Interest accrued but not due                          |                                     |                    |          |                       |
| <b>Total (i + ii + iii)</b>                                | <b>32,620,851.81</b>                | <b>16,734,780</b>  |          | <b>49,355,631.81</b>  |

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration of Managing Director, Whole-time Directors and/or Manager :

| Sl. No. | Particulars of remuneration  | Name of WTD       | Total Amount |
|---------|--|-------------------|--------------|
| 1 .     |  | RAJENDRA SARAF    |              |
| 1       | Gross Salary<br>a. Salary as per provision contained in section 17(1) of the Income-tax Act, 1961<br>b. Value of perquisites u/s 17(2) Income-tax Act, 1961<br>c. Profits in lieu of salary under section 17(3) Income tax Act, 1961 | 3,00,000<br>----- | 3,00,000     |
| 2       | Stock Option   | NA                | 00           |
| 3       | Sweat Equity   | NA                | 00           |
| 4       | Commission<br>- as % of profit<br>- others, specify  | NA                | 00           |
| 5       | Other, please specify  | NA                | 00           |
|         | <b>Ceiling as per the Act</b>  | 30,00,000         | 30,00,00     |

|    |  |                     |          |
|----|--|---------------------|----------|
| 1. |  | <b>ADITYA SARAF</b> |          |
| 1  | Gross Salary<br>a. Salary as per provision contained in section 17(1) of the Income-tax Act, 1961<br>b. Value of perquisites u/s 17(2) Income-tax Act, 1961<br>c. Profits in lieu of salary under section 17(3) Income tax Act, 1961 | 3,00,000<br>-----   | 3,00,000 |
| 2  | Stock Option   | NA                  | 00       |
| 3  | Sweat Equity   | NA                  | 00       |
| 4  | Commission<br>- as % of profit<br>- others, specify  | NA                  | 00       |
| 5  | Other, please specify  | NA                  | 00       |
|    | Total (A)  | 6,00,000            | 6,00,000 |
|    | <b>Ceiling as per the Act</b>  | 30,00,000           | 30,00,00 |

**B. Remuneration to other Directors :**

| Sl. No. | Name of remuneration   | Name of Directors |                | Total Amount   |
|---------|--|-------------------|----------------|----------------|
|         |  | NILESH JAIN       | SUMER KALAMKAR |                |
|         | Independent Directors  |                   |                |                |
| 1.      | l Fee for attending board committee meetings<br>l Commission<br>l Others, please specify | .....<br>.....    | .....<br>..... | .....<br>..... |
|         | Total (1)  |                   |                |                |
|         | Other Non-Executive Directors  |                   |                |                |
| 2.      | l Fee for attending board committee meetings<br>l Commission<br>l Others, please specify | .....<br>.....    | .....<br>..... | .....<br>..... |
|         | 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**

| Sl. No.   | Particulars of remuneration | Name of Directors | Total Amount |
|---|-----------------------------|-------------------|--------------|
| --- No other Key Managerial Personnel Present --- |                             |                   |              |

**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) |
|-------------------------------------|------------------------------|-------------------|--|-----------------------------|-----------------------------------|
| <b>A. COMPANY</b>                   |                              |                   |  |                             |                                   |
| Penalty                             | NONE                         |                   |  |                             |                                   |
| Punishment                          |                              |                   |  |                             |                                   |
| Compounding                         |                              |                   |  |                             |                                   |
| <b>B. Directors</b>                 |                              |                   |  |                             |                                   |
| Penalty                             | NONE                         |                   |  |                             |                                   |
| Punishment                          |                              |                   |  |                             |                                   |
| Compounding                         |                              |                   |  |                             |                                   |
| <b>C. Other Officers in Default</b> |                              |                   |  |                             |                                   |
| Penalty                             | NONE                         |                   |  |                             |                                   |
| Punishment                          |                              |                   |  |                             |                                   |
| Compounding                         |                              |                   |  |                             |                                   |

**Form No.MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED ON 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,  
Nice Papers Limited,  
Plot No. 21, IT Park, Gayatri Nagar,  
Nagpur- 440022

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Nice Papers Limited (hereinafter called the Company) having CIN: L21090MH1991PLC063114. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my 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, I hereby report that in my 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:

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Take overs) Regulations, 2011 and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) (Amendment) Regulations, 2015 notified on 24th March, 2015;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October 2014;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) Other laws applicable specifically to the Company namely :
  - a. Indian Boilers Act, 1923;
  - b. The Environment (Protection) Act, 1986;

I have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with OTC Exchange of India.

I have not examined compliance by the Company with

- (a) the Secretarial Standards issued by the Institute of Company Secretaries of India as they were not applicable during the audit period.
- (b) applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial auditor and other designated professionals.

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

- (a) The Company has not filed Form MGT- 14 as required u/s 179 of the Companies Act, 2013 for the board resolutions as mentioned below:
  - i) adoption of accounts and Boards Report, as required under the provisions of the Section 179(3)(g) of the Companies Act, 2013.
  - ii) Approval of Quarterly Financial Results for the Quarter on 30th September 2014.
- (b) The Company has filed few e-forms after the due date with the Registrar of Companies.
- (c) The company does not have a website.
- (d) The Company has not appointed Company Secretary as per the requirement of section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014
- (e) The separate meeting of Independent director was not held during the audit period, as per the requirement of schedule IV (Code for Independent Director) of the Companies Act, 2013.

**I 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 exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per minutes of the meetings duly recorded and signed by the Chairman, the decisions were unanimous and no dissenting views have been recorded.

I 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. However, I report that the company does not place a quarterly statutory compliance report before the board indicating compliance during each quarter. The company confirms that such a mechanism for monitoring exists at the individual department level and exceptions are reported to the management.

I further report that during the audit period there were no specific events/ actions in pursuance of the above laws, rules, regulations, guidelines, etc., having a major bearing on the Company's affairs.

**Place:Nagpur**

**Date: 25/11/2015**

**CS Isha Jain**

**C.P. No.: 11573**

Note: This report is to be read with my letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

## 'Annexure A'

To,  
The Members,  
Nice Papers Limited,  
Plot No. 21, IT Park, Gayatri Nagar,  
Nagpur- 440022

My 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.  
My responsibility is to express an opinion on these secretarial records based on my audit.
2. I 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. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I 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. My 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.

**Place: Nagpur**

**Date: 25/11/2015**

**CS Isha Jain**

**C.P. No.: 11573**

# INDEPENDENT AUDITORS' REPORT

To,

The Shareholders of Nice Papers Limited

## Report on the Financial Statements

We have audited the accompanying financial statements of **Nice Papers Limited** ('the company') which comprise the Balance Sheet as at 31st March 2015, the Statement of Profit and Loss and the cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

## Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matter 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 and financial performance 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 judgements 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 thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and 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 statement.

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

### **Opinion**

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

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31 March 2015;
- b) In the case of the statement of Profit and Loss, of the loss for the year ended on that date.
- c) In the case of the cash flow statements, of the cash flow for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 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 obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by 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 written representations received from the directors as on 31 March 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015,

from being appointed as a director in terms of Section 164 (2) of the Act.

- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
- (i) The company does not have any litigations which would impact its financial position.
  - (ii) 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 Krishna Murari Agrawal & Co.,**  
Chartered Accountants  
Firm Reg. No. 105356W

**(Omprakash Agrawal)**  
Partner  
M.No. 047932

Place : Nagpur  
Date : The 1st day of September, 2015

# NICE PAPERS LIMITED

## BALANCE SHEET AS AT 31ST MARCH, 2015

| PARTICULARS                        | Note No | AMOUNT<br>31.03.2015<br>(Rs.) | AMOUNT<br>31.03.2014<br>(Rs.) |
|------------------------------------|---------|-------------------------------|-------------------------------|
| <b>I. EQUITY AND LIABILITIES</b>   |         |                               |                               |
| <b>1. Share Holder's Fund :</b>    |         |                               |                               |
| (a) Share Capital                  | 2       | 15033000                      | 15033000                      |
| (b) Reserves & Surplus             | 3       | (2230012)                     | 840933                        |
| <b>2. Non Current Liabilities</b>  |         |                               |                               |
| (a) Long Term Borrowings           | 4       | -                             | -                             |
| (b) Deferred Tax Liabilities (Net) | 5       | 1810018                       | 3255975                       |
| <b>3. Current Liabilities</b>      |         |                               |                               |
| (a) Short Term Borrowings          | 6       | 49355632                      | 46244989                      |
| (b) Trade Payables                 | 7       | 28233168                      | 13500957                      |
| (c) Other Current Liabilities      | 8       | 1582249                       | 1223655                       |
| (d) Short Term Provisions          | 9       | 3456846                       | 2650254                       |
| <b>TOTAL</b>                       |         | <b>97240900</b>               | <b>82749763</b>               |
| <b>II. ASSETS</b>                  |         |                               |                               |
| <b>Non Current Assets</b>          |         |                               |                               |
| <b>1. (a) Fixed Assets</b>         |         |                               |                               |
| (i) Tangible Assets                | 10      | 29199683                      | 39104409                      |
| (ii) Intangible Assets             |         | 5910                          | 5910                          |
| (iii) Capital Work in Progress     |         | -                             | -                             |
| (b) Non Current Investment         | 11      | 144662                        | 144662                        |
| (c) Deferred Tax Asset (net)       |         | -                             | -                             |
| (d) Long Term Loans & Advances     | 12      | 5162388                       | 2925161                       |
| <b>2. Current Assets</b>           |         |                               |                               |
| (a) Inventories                    | 13      | 20534016                      | 7649955                       |
| (b) Trade Receivables              | 14      | 35989446                      | 27376750                      |
| (c) Cash and Cash equivalent       | 15      | 338431                        | 1089993                       |
| (d) Other Current Assets           | 16      | 5866364                       | 4452923                       |
| <b>TOTAL</b>                       |         | <b>97240900</b>               | <b>82749763</b>               |

Notes to Accounts & Accounting Policies

Note - 1

As per our report of even date  
attached hereto,

For and on behalf of the Board

**For Krishna Murari Agrawal & Co.,**  
Chartered Accountants  
Firm Reg. No. 105356W

**(Rajesh B. Patel)**

Director  
DIN-06773880

**(Omprakash Agrawal)**  
Partner

**(Umesh P. Patel)**

Director  
DIN-06773905

Place : Nagpur

M.No. 047932

Date : The 1st day of September, 2015

# NICE PAPERS LIMITED

## PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31.03.2015

| PARTICULARS   | Note No | AMOUNT<br>31.03.2015<br>(Rs.) | AMOUNT<br>31.03.2014<br>(Rs.) |
|---|---------|-------------------------------|-------------------------------|
| Revenue from Operations                                   | 18      | 354453985                     | 304724032                     |
| Other Income  | 19      | 2331480                       | 2374562                       |
| <b>Total Revenue</b>                                      |         | 356785465                     | 307098594                     |
| Expenses :  |         |                               |                               |
| Cost of Materials Consumed                                | 20      | 286067999                     | 245898255                     |
| Manufacturing Expenses                                    | 21      | 38064718                      | 35675825                      |
| Changes in inventories of Finished Goods/Work in Progress | 22      | (1058320)                     | 907444                        |
| Employee's Benefit Expenses                               | 23      | 9303205                       | 8687762                       |
| Finance cost  | 24      | 5087686                       | 5035556                       |
| Depreciation and Amortisation Expenses                    | 10      | 3527437                       | 3845729                       |
| Other Expenses  | 25      | 14520340                      | 10817072                      |
| <b>Total Expenses</b>                                     |         | 355513064                     | 310867643                     |
| <b>Profit Before Tax</b>                                  |         | 1272401                       | (3769049)                     |
| Tax Expenses  |         |                               |                               |
| (1) Current Tax   |         | 242456                        | ---                           |
| (2) Deferred Tax  |         | (1445957)                     | 210369                        |
| (3) Previous Year Tax                                     |         | ---                           | ---                           |
| <b>Profit / (Loss) for the period</b>                     |         | (2475902)                     | (3558680)                     |
| Earnings per Equity Share :                               |         |                               |                               |
| (1) Basic   |         | (1.65)                        | ---                           |
| (2) Diluted   |         | (1.65)                        | ---                           |

Notes to Accounts & Accounting Policies  
As per our report of even date  
attached hereto,

Note - 1

For and on behalf of the Board

**For Krishna Murari Agrawal & Co.,**  
Chartered Accountants  
Firm Reg. No. 105356W

**(Omprakash Agrawal)**  
Partner

Place : Nagpur M.No. 047932  
Date : The 1st day of September, 2015

**(Rajesh B. Patel)**

Director  
DIN-06773880

**(Umesh P. Patel)**

Director  
DIN-06773905

# **NICE PAPERS LIMITED**

## **NOTES TO ACCOUNTS**

### **NOTE - 1**

**(a) ACCRUAL SYSTEM OF ACCOUNTING :**

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the accounting standards [Companies (Accounting Standards) Rules, 2006, as

**(b) FIXED ASSETS :**

Fixed assets are stated at cost of acquisition or construction including expenses incidental to acquisition and installation.

**(c) INVENTORIES :**

- (i) Raw Materials are valued at Cost or Net Realisable Value whichever is lower.
- (ii) Finished Goods are valued at Cost or Net Realisable Value whichever is lower.
- (iii) Consumable Stores are valued at Cost or Net Realisable Value whichever is lower.
- (iv) Work in Progress is valued at Cost or Net Realisable Value whichever is lower.

**(d) DEPRECIATION :**

(i) Assets are depreciated under the 'Straight Line Method' at the rates and in the manner prescribed in Schedule II to The Companies Act, 2013.

**(e) INTANGIBLE ASSETS**

Intangible Assets are stated at cost less accumulated amortisation. Computer Software is amortised over a period of ten years.

**(f) EMPLOYEES RETIREMENT BENEFITS :**

- (i) Company's contribution to Provident Fund are charged to the Profit and Loss Account.
- (ii) Gratuity payable to employees is being considered on Cash basis as and when paid.
- (iii) Leave Encashment Benefits is paid for calender year in January of next calender year.

**(g) REVENUE RECOGNITION:**

Sale of goods is recognised on dispatch to customers and includes recovery towards Excise Duty.

**(h) INVESTMENTS :**

- (i) Unquoted Investments if any are stated at cost.

**(i) IMPAIRMENT OF ASSETS**

The carrying values of assets of the Company's cash generating units reviewed for impairment annually or more often if there is an indication of decline in value. If any indication of such impairment exists, the recoverable amounts of those assets are estimated and impairment loss is recognised. If the carrying amount of those assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the estimated future cash flows to their present value based on appropriate discount factor.

**(j) USE OF ESTIMATES :**

The presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenues and expenses during the reported period. Difference between the actual results and estimates are recognised in the period in which the results are known/ materialised.

**(k) PROVISION FOR CONTINGNCIES :**

A provision is recognised when the Company has a present legal or constructive obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised but are disclosed in the notes to the financial statements. A contingent assets neither recognised nor disclosed.

**(l) CASH FLOW STATEMENTS**

Cash flow statements are prepared in accordance with "Indirect Method" as explained in the Accounting Standard all cash flow statements (AS-3) issued by The Institute of Chartered Accountants of India.

**(m) PROVISION FOR TAXATION :**

Provision for current tax is made after taking into consideration benefits admissible under the provisions of

**(n) RELATED PARTY DISCLOSURES :**

- (i) Key Management Personnel
  - a. Mr. Rajendra Saraf (Director)
  - b. Mr. Aditya Saraf (Director)
- (ii) Related Party Transactions
  - a. Mr. Rajendra Saraf (Director)  
Remuneration of Rs. 3,00,000/-
  - b. Mr. Aditya Saraf (Director)  
Remuneration of Rs. 3,00,000/-
  - c. Mr. Rajendra Saraf (Director) Gratuity of Rs. 3,17,308/-
  - d. Mr. Aditya Saraf (Director) Gratuity of Rs. 3,17,308/-

- e. Mr. Rajendra Saraf (Director) Sale of Car of Rs. 4,50,000/-  
 f. Mr. Rajendra Saraf (HUF) Jeep Rent of Rs. 8,000/-  
 g. Mr. Rajendra Saraf (HUF) Car Sale of Rs. 85,000/-  
 h. Mr. Aditay Saraf (HUF) Car Sale of Rs. 3,50,000/-  
 i. N.K. Corporation - Interest of Rs. 54,855/-  
 j. S.K. Corporation - Interest of Rs. 2,60,682/-  
 k. R.K. Corporation - Interest on 1,61,019/-  
 l. A.K. Corporation - Interest of Rs. 17,231/-  
 m. Aditya Trust - Interest of Rs. 21,405/-  
 n. Nitin Trust - Interest of Rs. 21,405/-  
 o. Pratik Trust - Interest of Rs. 21,405/-  
 p. Roshan Trust - Interest on Rs. 21,405/-  
 q. Nice Software Solutions - Rent of Rs. 2,55,836/-
- (o) Based on the information available with the Company, there are no Suppliers/Contractors/Service providers who are registered as Micro, Small or Medium enterprise under the Micro, Small and Medium Enterprises Development Act 2006, as at 31.03.2015.
- (p) Comparative figures for the previous year have been regrouped and recasted wherever necessary.
- (q) **Component of Deferred Tax is as under :**
- |                                       | <b>As at<br/>31/03/2015</b> | <b>As at<br/>31/03/2014</b> |
|---------------------------------------|-----------------------------|-----------------------------|
| a) <u>Deferred Tax Liability</u>      | 1,810,018                   | 3,255,975                   |
| b) <u>Deferred Tax Asset</u>          |                             |                             |
| <b>Deferred Tax Asset (Net) [b-a]</b> | <b>(1,810,018)</b>          | <b>(3,255,975)</b>          |
- (r) **FOREIGN EXCHANGE TRANSACTIONS :**  
 Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the booking of the transaction.  
 Any income or expense on account of exchange difference either on settlement or on translation is recognised in the profit & loss account.
- (s) **EXCISE DUTY :**  
 Excise duty is accounted for as & when paid on the clearance of the goods from bonded premises.
- (t) Liabilities towards sales and purchase tax is subject to adjustment on final assessment.
- (u) The Company has generally not called for confirmation from debtors, creditors, loans, advances and deposits. The management has however, scrutinized the accounts and has confirmed that these are current and are recoverable/payable.
- (v) The Company has not made provision for Gratuity liability and Leave Encashment in accordance with Accounting Standard 15 "Employee Benefits".

# NICE PAPERS LIMITED

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

| PARTICULARS  | Note No | As at<br>March 31, 2015<br>(Rs.)                  | As at<br>March 31, 2014<br>(Rs.)                  |
|--|---------|---|---|
| <b>NOTE - 2</b>  |         |   |   |
| <b>SHAREHOLDERS'S FUNDS</b>  |         |   |   |
| <b>SHARE CAPITAL</b>   |         |   |   |
| Authorised Capital<br>2250000 Equity Shares of Rs. 10/- Each<br>(March 31, 2012 : 22,50,000 Equity Shares<br>of 10 Each) |         | 22500000  | 22500000  |
|  |         | 22500000  | 22500000  |
| Issued, Subscribed & Fully Paid up Capital :<br>1503300 Equity Shares of Rs. 10/- Each                                   |         | 15033000  | 15033000  |
| <b>TOTAL</b>   |         | 15033000  | 15033000  |
| <b>NOTE - 3</b>  |         |   |   |
| <b>RESERVES &amp; SURPLUS</b>  |         |   |   |
| Capital Reserve  |         | 3000000   | 3000000   |
| Profit & Loss Appropriation A/c  |         |   |   |
| Opening Balance  |         | (2159067)   | 1399614   |
| <b>Add</b> : Profit/(Loss) during the year   |         | (2475902)   | (3558680)   |
| <b>Less</b> : Fixed Assets WDV W/Off   |         | (5546848)   | ---   |
| Net Surplus / (Loss)   |         | (5230012)   | (2159067)   |
| <b>TOTAL</b>   |         | (2230012)   | 840933  |
| <b>Reconciliation of the number of shares</b>  |         |   |   |
|  |         | <b>As at March 31,2015<br/>No.of shares</b>       | <b>As at March 31,2014<br/>No.of shares</b>       |
| <b>Equity Shares</b>   |         |   |   |
| Opening balances   |         | 1503300   | 1503300   |
| Changes during the year  |         | 0   | 0   |
| Closing balance  |         | 1503300   | 1503300   |
| <b>Details of Shareholders holding more than<br/>5% Shares Name of Shareholder</b>                                       |         |   |   |
|  |         | <b>As at March 31,2015<br/>No.of shares %held</b> | <b>As at March 31,2014<br/>No.of shares %held</b> |
| Basudeo Saraf and Sons   |         | 81100      5.39                                   | 81100      5.39                                   |
| <b>The reconciliation of number of shares<br/>outstanding is set out below :</b>   |         |   |   |
|  |         | <b>As at March 31,2015<br/>No.of shares</b>       | <b>As at March 31,2014<br/>No.of shares</b>       |
| Equity Shares at the beginning of the Year   |         | 1503300   | 1503300   |
| Changes during the Year  |         | 0   | 0   |
| Equity Shares at the End of the Year   |         | 1503300   | 1503300   |



# NICE PAPERS LIMITED

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

| PARTICULARS                                  | Note No | As at<br>31.03.2015<br>(Rs.) | As at<br>31.03.2014<br>(Rs.) |
|--|---------|------------------------------|------------------------------|
| <b>NOTE - 4</b>                              |         |                              |                              |
| <b><u>NON CURRENT LIABILITIES</u></b>        |         |                              |                              |
| <b><u>LONG TERM BORROWINGS</u></b>           |         |                              |                              |
| Term Loans                                   |         |                              |                              |
| - From Bank                                  |         | 0                            | 0                            |
| <b>TOTAL</b>                                 |         | 0                            | 0                            |
| <b>NOTE - 5</b>                              |         |                              |                              |
| <b><u>DEFERRED TAX LIABILITIES (NET)</u></b> |         | 1810018                      | 3255975                      |
| <b>TOTAL</b>                                 |         | 1810018                      | 3255975                      |
| <b><u>CURRENT LIABILITIES</u></b>            |         |                              |                              |
| <b>NOTE - 6</b>                              |         |                              |                              |
| <b><u>SHORT TERM BORROWINGS</u></b>          |         |                              |                              |
| Loans Repayable on demand                    |         |                              |                              |
| - From Bank                                  |         |                              |                              |
| Axis Bank Ltd. (A/c No. 8230)                |         | 14929705                     | 12092053                     |
| Note 1 (II) (4)                              |         |                              |                              |
| Axis Bank Ltd. (WCDL) (A/c No. 1778)         |         | 17691147                     | 17692707                     |
| Note 1 (II) (4)                              |         |                              |                              |
| Loans & Advances from related Parties        |         | 16734780                     | 16460228                     |
| <b>TOTAL</b>                                 |         | 49355632                     | 46244989                     |
| <b>NOTE - 7</b>                              |         |                              |                              |
| <b><u>TRADE PAYABLES</u></b>                 |         |                              |                              |
| - Secured Payables                           |         | 0                            | 0                            |
| - Unsecured Payables                         |         | 28233168                     | 13500957                     |
| - Doubtful Payables                          |         | 0                            | 0                            |
| <b>TOTAL</b>                                 |         | 28233168                     | 13500957                     |

# NICE PAPERS LIMITED

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

| PARTICULARS                                 | Note No | As at<br>31.03.2015<br>(Rs.) | As at<br>31.03.2014<br>(Rs.) |
|---|---------|------------------------------|------------------------------|
| <b>NOTE - 8</b>                             |         |                              |                              |
| <b><u>OTHER CURRENT LIABILITIES</u></b>     |         |                              |                              |
| <i>Other Payables</i>                       |         |                              |                              |
| Statutory Remittances                       |         | 1061482                      | 951294                       |
| Advances from Customers                     |         | 359667                       | 97086                        |
| Security Deposits Received                  |         | 138075                       | 150000                       |
| Other Credit Balances                       |         | 23025                        | 25275                        |
| <b>TOTAL</b>                                |         | 1582249                      | 1223655                      |
| <b>NOTE - 9</b>                             |         |                              |                              |
| <b><u>SHORT TERM PROVISIONS</u></b>         |         |                              |                              |
| Provision for Employee Benefits             |         | 412868                       | 351200                       |
| Others                                      |         | 3043978                      | 2299054                      |
| <b>TOTAL</b>                                |         | 3456846                      | 2650254                      |
| <b><u>ASSETS</u></b>                        |         |                              |                              |
| <b><u>NON CURRENT ASSETS</u></b>            |         |                              |                              |
| <b>NOTE - 10</b>                            |         |                              |                              |
| <b><u>FIXED ASSETS</u></b>                  |         |                              |                              |
| Tangible Assets                             |         | 29199683                     | 39104409                     |
| Intangible Assets                           |         | 5910                         | 5910                         |
| Capital Work In Progress                    |         | 0                            | 0                            |
| <b>TOTAL</b>                                |         | 29205593                     | 39110319                     |
| <b>NOTE - 11</b>                            |         |                              |                              |
| <b><u>NON CURRENT INVESTMENT</u></b>        |         |                              |                              |
| Investment in Plantation                    |         | 144662                       | 144662                       |
| <b>TOTAL</b>                                |         | 144662                       | 144662                       |
| <b>NOTE - 12</b>                            |         |                              |                              |
| <b><u>LONG TERM LOAN &amp; ADVANCES</u></b> |         |                              |                              |
| Security Deposits                           |         | 5162388                      | 2925161                      |
| <b>TOTAL</b>                                |         | 5162388                      | 2925161                      |

# NICE PAPERS LIMITED

## FIXED ASSETS

NOTE - 10

| PARTICULARS                          | GROSS BLOCK          |                       |                           |                            |                        | DEPRECIATION               |                           |                          | NET BLOCK                   |                         |                         |
|--------------------------------------|----------------------|-----------------------|---------------------------|----------------------------|------------------------|----------------------------|---------------------------|--------------------------|-----------------------------|-------------------------|-------------------------|
|                                      | Rate of Depreciation | Cost as on 01-04-2014 | Additions during the year | Adjustment during the year | Total up to 31-03-2015 | Depreciation upto 31-03-14 | Depreciation for the year | Adjusted during the year | Total Dep. as on 31-03-2015 | W.D.V. as on 31-03-2015 | W.D.V. as on 31-03-2014 |
| <b>a) Tangible Assets :</b>          |                      |                       |                           |                            |                        |                            |                           |                          |                             |                         |                         |
| Lease Hold Land                      | -                    | 2036316               | 0                         | 0                          | 2036316                | 0                          | 0                         | 0                        | 0                           | 2036316                 | 2036316                 |
| Factory Building                     | 3.34%                | 12681628              | 132945                    | 0                          | 12814573               | 6040125                    | 339043                    | 1212336                  | 7591504                     | 5223069                 | 6641503                 |
| Plant and Machinery                  | 4.75%                | 62688744              | 602814                    | 0                          | 63291558               | 35565173                   | 2714340                   | 4029546                  | 42309059                    | 20982499                | 27123571                |
| Furniture & Fixture                  | 6.33%                | 198725                | 125089                    | 0                          | 323814                 | 100198                     | 19478                     | 12831                    | 132507                      | 191306                  | 98527                   |
| Office Equipments                    | 4.75%                | 762915                | 33870                     | 0                          | 796785                 | 248182                     | 142340                    | 266031                   | 656554                      | 140231                  | 514733                  |
| Computer                             | 16.21%               | 361205                | 32857                     | 0                          | 394062                 | 361205                     | 4304                      | 0                        | 365509                      | 28553                   | 0                       |
| Tractor                              | 11.31%               | 1604362               | 0                         | 0                          | 1604362                | 1072417                    | 138752                    | -69207                   | 1141962                     | 462400                  | 531945                  |
| Car                                  | 9.50%                | 3511879               | 0                         | -2977472                   | 534402                 | 1354063                    | 169179                    | -1124144                 | 399098                      | 135309                  | 2157816                 |
| <b>Total Rs.</b>                     |                      | <b>83845774</b>       | <b>927575</b>             | <b>-2977472</b>            | <b>81795877</b>        | <b>44741364</b>            | <b>3527437</b>            | <b>4327393</b>           | <b>52596194</b>             | <b>29199683</b>         | <b>39104409</b>         |
| <b>b) Intangible Assets :</b>        |                      |                       |                           |                            |                        |                            |                           |                          |                             |                         |                         |
| Computer Software                    | 10.00%               | 27100                 | 0                         | 0                          | 27100                  | 21190                      | 0                         | 0                        | 21190                       | 5910                    | 5910                    |
| <b>Total Rs.</b>                     |                      | <b>27100</b>          | <b>0</b>                  | <b>0</b>                   | <b>27100</b>           | <b>21190</b>               | <b>0</b>                  | <b>0</b>                 | <b>21190</b>                | <b>5910</b>             | <b>5910</b>             |
| <b>c) Capital Work in Progress :</b> |                      |                       |                           |                            |                        |                            |                           |                          |                             |                         |                         |
| Factory Building WIP                 | 0.00%                | 0                     | 0                         | 0                          | 0                      | 0                          | 0                         | 0                        | 0                           | 0                       | 0                       |
| <b>Total</b>                         |                      | <b>0</b>              | <b>0</b>                  | <b>0</b>                   | <b>0</b>               | <b>0</b>                   | <b>0</b>                  | <b>0</b>                 | <b>0</b>                    | <b>0</b>                | <b>0</b>                |
| <b>Grand Total</b>                   |                      | <b>83872874</b>       | <b>927575</b>             | <b>-2977472</b>            | <b>81822977</b>        | <b>44762554</b>            | <b>3527437</b>            | <b>4327393</b>           | <b>52617384</b>             | <b>29205593</b>         | <b>39110319.31</b>      |

# NICE PAPERS LIMITED

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

| PARTICULARS   | Note No | As at<br>31.03.2015<br>(Rs.) | As at<br>31.03.2014<br>(Rs.) |
|---|---------|------------------------------|------------------------------|
| <b><u>CURRENT ASSETS</u></b>                                |         |                              |                              |
| <b>NOTE - 13</b>  |         |                              |                              |
| <b><u>INVENTORIES</u></b>                                   |         |                              |                              |
| Raw materials   |         | 13209013                     | 1386279                      |
| Work-in-progress  |         | 1800000                      | 1140000                      |
| Finished goods  |         | 3014283                      | 2615963                      |
| Consumables Stores and spares                               |         | 2510720                      | 2507713                      |
| <b>TOTAL</b>  |         | 20534016                     | 7649955                      |
| <b>NOTE - 14</b>  |         |                              |                              |
| <b><u>TRADE RECEIVABLES</u></b>                             |         |                              |                              |
| Unsecured Receivables (for period exceeding six months)     |         | 1203948                      | 1156735                      |
| Unsecured Receivables (for a period less than six month)    |         | 34785498                     | 26220015                     |
| <b>TOTAL</b>  |         | 35989446                     | 27376750                     |
| <b>NOTE - 15</b>  |         |                              |                              |
| <b><u>CASH AND CASH EQUIVALENT</u></b>                      |         |                              |                              |
| <u>Balance with banks</u>                                   |         |                              |                              |
| Bank of India (A/c No. 870020110000178)                     |         | 77447                        | 999872                       |
| Oriental Bank of Commerce (A/c No. 5064)                    |         | 10377                        | 15093                        |
| Cash in hand  |         | 250608                       | 75028                        |
| <b>TOTAL</b>  |         | 338431                       | 1089993                      |
| <b>NOTE - 16</b>  |         |                              |                              |
| <b><u>OTHER CURRENT ASSETS</u></b>                          |         |                              |                              |
| Duties & Taxes  |         | 377949                       | 657017                       |
| Loan & Advances   |         | 4046532                      | 2988684                      |
| Other Debit Balances  |         | 1441884                      | 807223                       |
| <b>TOTAL</b>  |         | 5866364                      | 4452923                      |
| <b>NOTE - 17</b>  |         |                              |                              |
| <b><u>CONTINGENT LIABILITIES &amp; COMMITMENTS :</u></b>    |         |                              |                              |
| Claims not acknowledged as debt                             |         | 0                            | 0                            |
| Guarantees  |         | 0                            | 0                            |
| Other Liabilities   |         | 0                            | 0                            |
| Estimated amount of contracts (to be executed)              |         | 0                            | 0                            |
| Uncalled liability on shares & other partly paid Investment |         | 0                            | 0                            |
| Others commitments  |         | 0                            | 0                            |
| <b>TOTAL</b>  |         | 0                            | 0                            |

# NICE PAPERS LIMITED

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

### Revenue from Operations ( Note - 18 )

| PARTICULARS           | For the Year Ended<br>31.03.2015 (Rs.) | For the Year Ended<br>31.03.2014 (Rs.) |
|-----------------------|--|--|
| Sale of products      | 376171088                              | 323478123                              |
| Less :<br>Excise duty | 21717103                               | 18754091                               |
| <b>Total</b>          | <b>354453985</b>                       | <b>304724032</b>                       |

| PARTICULARS  | For the Year Ended<br>31.03.2015 (Rs.) | For the Year Ended<br>31.03.2014 (Rs.) |
|--|--|--|
| Sale of products<br>Manufactured goods - Kraft paper | 354453985                              | 304724032                              |
| <b>Total</b>   | <b>354453985</b>                       | <b>304724032</b>                       |

### Other income (Note - 19)

| PARTICULARS                | For the Year Ended<br>31.03.2015 (Rs.) | For the Year Ended<br>31.03.2014 (Rs.) |
|----------------------------|--|--|
| Interest income            | 331480                                 | 287267                                 |
| Other non-operating income | 2000000                                | 2087295                                |
| <b>Total</b>               | <b>2331480</b>                         | <b>2374562</b>                         |

| PARTICULARS  | For the Year Ended<br>31.03.2015 (Rs.) | For the Year Ended<br>31.03.2014 (Rs.) |
|--|--|--|
| Interest income comprises:<br>Interest from banks on deposits: | 136901                                 | 109417                                 |
| Interest on Security Deposit with MSEDCL                       | 194579                                 | 177850                                 |
| <b>Total - Interest income</b>                                 | <b>331480</b>                          | <b>287267</b>                          |

| PARTICULARS   | For the Year Ended<br>31.03.2015 (Rs.) | For the Year Ended<br>31.03.2014 (Rs.) |
|---|--|--|
| Other non-operating income comprises :<br>Liabilities / provisions no longer required<br>written back | 0                                      | 31706                                  |
| Maturity of LIC Policy  | 2000000                                | 2000000                                |
| Excise duty refund  | 0                                      | 55589                                  |
| <b>Total - Other non-operating income</b>   | <b>2000000</b>                         | <b>2087295</b>                         |

### Cost of materials consumed (Note - 20)

| PARTICULARS                              | For the Year Ended<br>31.03.2015 (Rs.) | For the Year Ended<br>31.03.2014 (Rs.) |
|--|--|--|
| Opening stock                            | 3893992                                | 10726414                               |
| Add : Purchases                          | 297893740                              | 239065833                              |
| Less : Closing stock                     | 15719733                               | 3893992                                |
| <b>Total - Cost of material consumed</b> | <b>286067999</b>                       | <b>245898255</b>                       |

# NICE PAPERS LIMITED

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

### Manufacturing Expenses (Note - 21)

| PARTICULARS                  | For the Year Ended<br>31.03.2015 (Rs.) | For the Year Ended<br>31.03.2014 (Rs.) |
|------------------------------|--|--|
| Coal Expenses                | 1322000                                | 1208000                                |
| Electric Expenses            | 113876                                 | 143488                                 |
| E.T. P. Maintenance Expenses | 205000                                 | 240200                                 |
| Factory Expenses             | 513926                                 | 622335                                 |
| House Keeping Maintenance    | 2472768                                | 2257952                                |
| Machineries Maintenance      | 977280                                 | 920851                                 |
| Material Management Expenses | 1311201                                | 1028323                                |
| Power Expenses               | 28048151                               | 26590749                               |
| Tractor Expenses             | 151853                                 | 157211                                 |
| Transportation Charges       | 1838563                                | 1596934                                |
| Watch & Ward Expenses        | 1110100                                | 909782                                 |
| <b>Total</b>                 | <b>38064718</b>                        | <b>35675825</b>                        |

### Changes in inventories of finished goods, work-in-progress and stock-in-trade (Note - 22)

| PARTICULARS                                      | For the Year Ended<br>31.03.2015 (Rs.) | For the Year Ended<br>31.03.2014 (Rs.) |
|--|--|--|
| <u>Inventories at the end of the year :</u>      |  |  |
| Finished goods                                   | 3014283                                | 2615963                                |
| Work-in-progress                                 | 1800000                                | 1140000                                |
|  | <b>4814283</b>                         | <b>3755963</b>                         |
| <u>Inventories at the beginning of the year:</u> |  |  |
| Finished goods                                   | 2615963                                | 2863407                                |
| Work-in-progress                                 | 1140000                                | 1800000                                |
| <b>Total</b>                                     | <b>3755963</b>                         | <b>4663407</b>                         |
| <b>Net (increase)/decrease</b>                   | <b>(1058320)</b>                       | <b>907444</b>                          |

### Employee Benefits Expense (Note - 23)

| PARTICULARS                     | For the Year Ended<br>31.03.2015 (Rs.) | For the Year Ended<br>31.03.2014 (Rs.) |
|---------------------------------|--|--|
| Salaries and wages              | 4033812                                | 3829498                                |
| Contributions to Provident Fund | 536583                                 | 502479                                 |
| Bonus                           | 429815                                 | 338222                                 |
| Allowances                      | 1172341                                | 1116880                                |
| House Rent Allowance            | 1193353                                | 1273550                                |
| Gratuity Expenses               | 1118222                                | -                                      |
| Ex Gratia                       | 114498                                 | 75101                                  |
| Staff welfare expenses          | 29053                                  | 27551                                  |
| Leave Encashment                | 275528                                 | 324481                                 |
| <u>Payment to Directors</u>     |  |  |
| Remuneration                    | 400000                                 | 1200000                                |
| <b>Total</b>                    | <b>9303205</b>                         | <b>8687762</b>                         |

# NICE PAPERS LIMITED

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

### Finance cost (Note - 24)

| PARTICULARS                    | FOR THE YEAR ENDED |                |
|--------------------------------|--------------------|----------------|
|                                | 31.03.2015         | 31.03.2014     |
|                                | (Rs.)              | (Rs.)          |
| (a) Interest expense on:       |                    |                |
| (i) Borrowings-Cash Credit     | 3014941            | 3128150        |
| (ii) Others                    |                    |                |
| Interest on Income Tax         | 0                  | 635            |
| Interest on Car Loan           | 0                  | 7876           |
| Interest on Excise Duty        | 917                | 0              |
| Interest on Deffered Sales Tax | 358977             | 159311         |
| Interest to Other              | 1975               | 2526           |
| Interest to Unsecured Loan     | 1710876            | 1737058        |
| (b) Other borrowing cost       | 0                  | 0              |
| <b>Total</b>                   | <b>5087686</b>     | <b>5035556</b> |

## NICE PAPERS LIMITED

### NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

| Other Expenses (Note - 25)          |   |   |
|-------------------------------------|---|---|
| PARTICULARS                         | FOR THE YEAR ENDED<br>31st March 2015 (Rs.) | FOR THE YEAR ENDED<br>31st March 2014 (Rs.) |
| Account Written off                 | 26590                                       | 0   |
| Advertisement Expenses              | 2000  | 0   |
| Filing Fees                         | 7800  | 2000  |
| Financial Expenses                  | 187500                                      | 125000                                      |
| Fooding Expenses                    | 39500                                       | 74318                                       |
| Garden Maintenance                  | 2765  | 1380  |
| Computer Maintenance                | 35090                                       | 23623                                       |
| Repairs and maintenance - Motor Car | 351780                                      | 625439                                      |
| Repairs and maintenance - Building  | 75064                                       | 39661                                       |
| Consultancy Charges                 | 70000                                       | 186000                                      |
| Jeep Rent                           | 8000  | 24000                                       |
| License & Registration Fees         | 25140                                       | 22500                                       |
| LIC of India (Deferred Sales Tax)   | 160000                                      | 283350                                      |
| Listing Fees                        | 13041                                       | 20427                                       |
| MPCB Cess                           | 0   | 23793                                       |
| MPCB Licence Fees                   | 25000                                       | 25000                                       |
| Office Expenses                     | 244130                                      | 354845                                      |
| Paper Cess Expenses                 | 0   | 249   |
| Postage & Telegram                  | 37744                                       | 43693                                       |
| Annual General Meeting Expenses     | 34243                                       | 26342                                       |
| Bank Charges                        | 99672                                       | 66435                                       |
| Professional Charges                | 120500                                      | 0   |
| Professional Tax                    | 2000  | 2000  |
| Excise Appeal                       | 48513                                       | 0   |
| Rent and taxes                      | 620916                                      | 761165                                      |
| Sales Tax                           | 3137886                                     | 610271                                      |
| Share Transfer Registrar Expenses   | 68676                                       | 60149                                       |
| Printing and stationery             | 74031                                       | 63624                                       |
| Vehical Conveyance & Maintenance    | 230401                                      | 461448                                      |
| Sales commission                    | 876922                                      | 1081773                                     |
| Rate & Cash discount                | 6031006                                     | 4671393                                     |
| Telephone Charges                   | 114292                                      | 125894                                      |
| Testing Fees                        | 41721                                       | 59430                                       |
| Insurance Premium                   | 562853                                      | 483003                                      |
| Inspection Fees                     | 9900  | 14750                                       |
| Legal and professional              | 27881                                       | 198300                                      |
| Membership Fees                     | 0   | 16854                                       |
| Exchange Difference                 | 8545  | 34842                                       |
| Loss on Sale of Car                 | 971352                                      | 0   |
| Payment to Auditors                 |   |   |
| Statutory Audit Fees                | 40000                                       | 40000                                       |
| Tax Audit                           | 0   | 0   |
| Internal Audit Fees                 | 45000                                       | 60000                                       |
| MVAT Audit                          | 30000                                       | 28000                                       |
| Travelling Expenses                 |   |   |
| Travelling Expenses                 | 12887                                       | 66778                                       |
| Travelling Expenses to Director     | 0   | 9343  |
| <b>Total</b>                        | <b>14520340</b>                             | <b>10817072</b>                             |



# NICE PAPERS LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2015 (Rs. Lacs)

| PARTICULARS  | 2014-2015        |
|--|------------------|
| <b>CASH FLOW FROM OPERATING ACTIVITIES</b>                   |                  |
| Profit (loss) Before tax                                     | 1272401          |
| Adjustments for :  |                  |
| Depreciation and Amortisation Expenses                       | 3527437          |
| Operating Profit/Loss before Working Capital Changes         | 4799838          |
| Movements in Working Capital :                               |                  |
| Increase in Trade Receivables                                | (8612696)        |
| Increase in Inventories                                      | (12884061)       |
| Increase in Other Current Assets                             | (1413441)        |
| Changes in Trade Payables                                    | 14732211         |
| Changes in Other Current Liabilities & Short Term Provisions | 922730           |
| Operating Profit/Loss after Working Capital Changes          | (2455419)        |
| Taxes paid   | 0                |
| Cash Flow Before Extraordinary Items                         | (2455419)        |
| Extraordinary Items  | (971352)         |
| <b>NET CASH GENERATED FROM OPERATING ACTIVITIES</b>          | <b>(1484067)</b> |
| <b>Cash Flow From Investing Activities</b>                   |                  |
| Purchase of Assets   | (927575)         |
| Sale of Assets   | 786665           |
| <b>NET CASH USED IN INVESTING ACTIVITIES</b>                 | <b>(140910)</b>  |
| <b>Cash Flow From Financing Activities</b>                   |                  |
| Payment for Advances   | (2237227)        |
| Proceeds from short term borrowings                          | 3110643          |
| <b>NET CASH GENERATED FROM FINANCING ACTIVITIES</b>          | <b>873416</b>    |
| Net Increase in Cash & Cash Equivalents (A+B+C)              | (751561)         |
| Cash & Cash Equivalents at the beginning of the year         | 1089993          |
| <b>Cash &amp; Cash Equivalents at the end of the year</b>    | <b>338431</b>    |
| <b>Components of Cash &amp; Cash Equivalents</b>             |                  |
| Cash in hand   | 250608           |
| Balance with banks   |                  |
| Bank of India  | 77447            |
| Oriental Bank of Commerce                                    | 10377            |
| Total Cash & Cash Equivalents                                | 338431           |

As per our report of even date attached hereto,  
For Krishna Murari Agrawal & Co.  
Chartered Accountants  
Firm Reg. No. 105356 W

For and on behalf of the Board

(Omprakash Agrawal)  
Partner

M.No. 047932  
Place : Nagpur.

Date : The 1st day of September, 2015

**Rajesh B. Patel**  
(Director)  
DIN - 06773880

**Umesh P. Patel**  
(Director)  
DIN - 06773905

**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]

**NICE PAPERS LIMITED**

Reg. Office : Plot No. 21, I.T. Park, Gayatri Nagar, Nagpur - 440 022  
CIN : L21090MH1991PLC063114  
Email Id: nicepaperslimited@gmail.com, Phone Number: 0712-2249493

|                         |
|-------------------------|
| Name of the member (s): |
| Registered address:     |
| E-mail Id:              |

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

1. Name: ..... E-mail Id: .....  
Address: .....

Signature : .....

or failing him

2. Name: ..... E-mail Id: .....  
Address: .....

Signature : .....

or failing him

3. Name: ..... E-mail Id: .....  
Address: .....

Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on Wednesday, 30th Day of December 2015 at 11.00 a.m. at Plot No. 255/1, Rachana Surabhi, Block No. 301, 3rd Floor, South Ambazari Road, Opp. HDFC Bank, Laxminagar, Nagpur - 440022 and at any adjournment thereof in respect of such resolutions as are indicated below :

| Item No. | Business  |
|----------|---|
| 1.       | To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors. - Ordinary Business |
| 2.       | To Consider the Appointment of Auditor. - Ordinary Business   |
| 3.       | To Consider the Appointment of Mr. Sumer Jaikumar Kalamkar as an Independent Director of the Company. - Ordinary Business   |
| 4.       | To Consider the Appointment of Mr. Rajesh Bhimji Patel as Director of the Company   |
| 5.       | To Consider the Appointment of Mr. Rajesh Bhimji Patel as Managing Director and Chairman of the Company   |
| 6.       | To Consider the Appointment of Mr. Umesh Panchan Patel as Director of the Company   |
| 7.       | To Consider the Appointment of Mr. Umesh Panchan Patel as Whole-Time Director of the Company  |
| 8.       | To Consider the Appointment of Mrs. Sanjot Avinash Johrapurkar as an Independent Director of the Company  |

Signed this \_\_\_\_\_ Day of \_\_\_\_\_ 2015.

Signature of shareholder ..... Signature of Proxy holder(s) .....

|  |
|--|
| Affix<br>Revenue<br>Stamp of<br>not less<br>than Rs. 1 |
|--|

**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.**

**Form No. MGT-12****Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

**Name of the Company : NICE PAPERS LIMITED**  
**Registered Office : Plot No. 21, IT Park, Gayatri Nagar, Nagpur - 440 022**  
**CIN : L21090MH1991PLC063114**

**BALLOT PAPER**

| <b>Sr. No.</b> | <b>Particulars</b>   | <b>Details</b>       |
|----------------|--|----------------------|
| 1.             | Name of the first named Shareholder (In Block Letters)   |                      |
| 2.             | Postal Address :   |                      |
| 3.             | Registered Folio No. / *Cliend ID No. (*applicable to investors holding shares in dematerialized form) |                      |
| 4.             | Class of Share   | <b>Equity Shares</b> |

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner :

| <b>Sr.No.</b> | <b>Item No.</b>   | <b>No. of Shares held</b> | <b>I assent to the resolution</b> | <b>I dissent from the resolution</b> |
|---------------|---|---------------------------|-----------------------------------|--------------------------------------|
| 1.            | To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors. |                           |                                   |                                      |
| 2.            | To Consider the Appointment of Auditor.   |                           |                                   |                                      |
| 3.            | To Consider the Appointment of Mr. Sumer Jaikumar Kalamkar as an Independent Director of the Company. - Ordinary Business   |                           |                                   |                                      |
| 4.            | To Consider the Appointment of Mr. Rajesh Bhimji Patel as Director of the Company   |                           |                                   |                                      |
| 5.            | To Consider the Appointment of Mr. Rajesh Bhimji Patel as Managing Director and Chairman of the Company   |                           |                                   |                                      |
| 6.            | To Consider the Appointment of Mr. Umesh Panchan Patel as Director of the Company   |                           |                                   |                                      |
| 7.            | To Consider the Appointment of Mr. Umesh Panchan Patel as Whole-Time Director of the Company  |                           |                                   |                                      |
| 8.            | To Consider the Appointment of Mrs. Sanjot Avinash Joharapurkar as an Independent Director of the Company   |                           |                                   |                                      |

**Place : Nagpur**

**Date : 30/12/2015**

(\* as per Company records)

**(Signature of the shareholder")**



## **NICE PAPERS LIMITED**

Reg. Office : Plot No. 21, I.T. Park,  
Gayatri Nagar, Nagpur - 440 022

CIN : L21090MH1991PLC063114

### **ATTENDANCE SLIP**

Venue of the meeting : Plot No. 255/1, Rachna Surbhi, Block No. 301,  
3rd Floor, South Ambazari Road, Opp. HDFC Bank,  
Laxmi Nagar, Nagpur - 440 022.

Date & Time : December 30th, 2015 at 11.00 A.M.

Please fill attendance slip and hand it over at the entrance of the meeting venue.

|                    |
|--------------------|
| Name               |
| Address            |
| DP Id*             |
| Client Id*         |
| Folio No.          |
| No. of shares held |

\*Applicable for shareholders holding shares in electronic form Signature of Member/  
Proxy.

I certify that I am the registered shareholders/proxy for the registered shareholder of the Company. I hereby record my presence at the 24th Annual General Meeting of the Company held on December 30th, 2015 at 11.00 A.M. at Plot No. 255/1, Rachna Surbhi, Block No. 301, 3rd Floor, South Ambazari Road, Opp. HDFC Bank, Laxmi Nagar, Nagpur - 440022.

\_\_\_\_\_  
**Signature of Member / Proxy**

- Note :
1. Admission restricted to Members/Proxies only.
  2. Please avoid bringing non-members with you.
  3. Kindly contact "Help-Desk" at the venue for any clarification/assistance.

BOOK-POST

NICE PAPERS LIMITED

Annual Report 2014-2015

If undelivered Please return to :-

**NICE PAPERS LIMITED**

Plot No. 255/1, Rachna Surbhi, Block No. 301,  
3rd Floor, South Ambazari Road,  
Opp. HDFC Bank, Laxmi Nagar,  
Nagpur- 440022