



**TWENTY NINTH
ANNUAL REPORT
2013-2014**



***RAMA
PAPER
MILLS
LIMITED***

NAJIBABAD ROAD, KIRATPUR (BIJNOR) U.P.



BOARD OF DIRECTORS

Shri Pramod Agarwal	Chairman & Managing Director
Shri Arun Goel	Executive Director
Shri Manish Garg	Director
Shri Prabhat Kumar	Director
Shri H. S. Bhim Rao	Director
Smt. Sunita Agarwal	Director
Sh. Gyanveer Singh	Additional Director

BANKERS

Bank of Baroda

AUDITORS

Shiam & Co.
Chartered Accountant
Muzaffarnagar (U.P.)

COST AUDITORS

Jain Sharma & Associates
Cost Accountants
New Delhi

REGISTERED OFFICE & WORKS

4th Km. Stone, Najibabad Road,
Kiratpur-246731
Distt. Bijnor (U.P.)
Email: delhi@ramapaper.com
Website: www.ramapaper.com

CORPORATE OFFICE

12/22 IInd Floor, East Patel
Nagar, New Delhi-110008.

REGISTRAR & TRANSFER AGENT

Indus Portfolio (P) Limited
ISIN INE425E01013
G-65, Bali Nagar, New Delhi
SEBI Registration No. INROOOOO3845

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NOTICE

NOTICE is hereby given that the Twenty Ninth Annual General Meeting of the Members of RAMA PAPER MILLS LIMITED will be held on Tuesday, the 30th September, 2014 at 10.00 A.M at the Registered Office of the Company at 4th Km. Stone Najibabad Road, Kiratpur, Distt. Bijnor (U.P.) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit and Loss Account for the year ended 31st March, 2014, Balance Sheet as at that date together with the Reports of Auditors' and Directors' thereon.
2. To appoint a Director in place of Shri Manish Garg, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS:

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

“**RESOLVED THAT** Sh. Gyanveer Singh, who was appointed as an Additional Director with effect from May 30, 2014 on the Board of the Company in terms of Section 161(1) of the Companies Act, 2013 who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a Member in writing, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all the acts deeds and things which are necessary for giving effect to the above resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 & 152 and other applicable provisions , if any, of the Companies Act, 2013 (“The Act”) and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force, read with Schedule IV of the Act, Mr. Prabhat Kumar (DIN: 00161411), a non Executive Director of the Company, who was appointed as a Director liable to retire by rotation, who has given a declaration of independence under Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company for a term of five Consecutive Years w.e.f. 30.09.2014 to 30.09.2019 and shall be eligible for re-appointment for a period not exceeding two consecutive terms and shall not be liable to retire by rotation.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 & 152 and other applicable provisions , if any, of the Companies Act, 2013 (“The Act”) and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force, read with Schedule IV of the Act, Mr. H. S. Bhimrao (DIN: 00862933), a non Executive Director of the Company, who was appointed as a Director liable to retire by rotation, who has given a declaration of independence under Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company for a term of five Consecutive Years w.e.f 30.09.2014 to 30.09.2019 and shall be eligible for re-appointment for a period not exceeding two consecutive terms and shall not be liable to retire by rotation.”



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

RESOLVED THAT pursuant to the provisions of Sections 149, 150 & 152 and other applicable provisions, if any, of the Companies Act, 2013 (“The Act”) and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force, read with Schedule IV of the Act, Mr. Manish Garg (DIN: 01324631), a non Executive Director of the Company, who was appointed as a Director liable to retire by rotation, who has given a declaration of independence under Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company for a term of five Consecutive Years w.e.f. 30.09.2014 to 30.09.2019 and shall be eligible for re-appointment for a period not exceeding two consecutive terms and shall not be liable to retire by rotation.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs. 200 Crores [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company’s assets and effects or properties whether moveable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.”

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

“**RESOLVED THAT** pursuant to the Provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be accorded to the Board of Directors of the Company to enter into contracts and/or agreements with Related Parties as defined under the Companies Act, 2013 with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company or any other transaction of whatsoever nature with related parties.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the actual sums to be involved in the proposed transactions and the terms and conditions



related thereto in the best interest of the Company and its stakeholders and all other matters arising out of or incidental thereto the proposed transaction and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for purpose of giving effect to this resolution.”

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

“RESOLVED THAT in accordance with the provisions of Sections 42, 55, 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, as may be amended from time to time and the Articles of Association of the Company and the regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors or as may be prescribed or imposed, while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of members of the Company be and is hereby accorded to the Board to offer or invite to subscribe, issue and allot such number of preference shares of the Company of the Face Value of Rs. 100 each, for an aggregate value not exceeding Rs. 5 Crore, as 14% Non - Convertible and Redeemable Preference Shares, for cash at par, on a private placement basis, to such person or persons and in such proportion and on such terms and conditions as set out in the Explanatory Statement annexed to and forming part of this Notice.

RESOLVED FURTHER THAT in accordance with the provisions of Section 43 of the Companies Act, 2013, the Preference Shares shall be non participating, carry a preferential right, vis-à-vis Equity Shares of the Company, with respect to payment of dividend and repayment in case of a winding up or repayment of capital and shall carry voting rights as per the provisions of Section 47(2) of the Companies Act, 2013.

RESOLVED FURTHER THAT Board of Directors of the Company authorized to do all acts, deeds and things and execute all such deeds, documents and writings, as it may in its absolute discretion deem necessary or incidental, and pay such fees and incur such expenses in relation thereto as it may deem appropriate.”

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

“RESOLVED THAT pursuant to the provisions of Section 13 sub-section (1), read with Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) the Authorised Share Capital of the Company be and is hereby increased from the existing Rs. 27,00,00,000/- (Rupees twenty seven crores only) divided into 2,20,00,000 (Two crore twenty lakhs) Equity Shares of Rs. 10/- (Rupees ten only) each and 5,00,000 (Five lakhs only) Preference Shares of Rs. 100/- (Rupees one hundred only) each to Rs. 32,00,00,000/- (Rupees thirty two crores only) divided into 2,20,00,000 (Two crore twenty lakhs) Equity Shares of Rs. 10/- (Rupees ten only) each and 10,00,000 (Ten lakhs only) Preference Shares of Rs. 100/- (Rupees one hundred only) each and that clause 5 of the Memorandum of Association of the Company be and is hereby altered accordingly and in its place the following new clause 5 shall be substituted”.

“The Authorised Share Capital of the Company is Rs. 32,00,00,000 (Rupees Thirty Two Crores Only) divided into 2,20,00,000 (Two Crore Twenty Lacs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 10,00,000 (Ten Lacs Only) Preference Shares of Rs. 100/- (Rupees One Hundred only) each.”

“RESOLVED FURTHER THAT Sh. Pramod Agarwal, Managing Director of the Company be and is hereby authorized to do all such acts, deeds and things which are required in this connection and to file the required form with the Registrar of Companies, Uttar Pradesh & Uttarakhand and all other matters connected and incidental thereto.”

Place: Kiratpur
Date: 14.08.2014

By Order of the Board
FOR RAMA PAPER MILLS LIMITED

SD/-
(HIMANSHU DUGGAL)



NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Proxy in order to be effective must be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Annual General 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 shareholder.

2. The Explanatory Statement pursuant to the provisions of Section 102 (1) of the Companies Act, 2013 in respect of the Special business(es) under Item Nos. 4, 5, 6, 7, 8, 9, 10 and 11 is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, the 25th September, 2014 to Tuesday, the 30th September, 2014**, both the days inclusive.
4. Members seeking any information regarding Accounts should write to the Company at its Registered Office at least seven days before the date of the Meeting so as to enable the management to keep the information ready, if the Chairman so permits.
5. The Members are requested to intimate to the Registrar & Share Transfer Agent of the Company immediately any change in their address alongwith the Pin Code Number and email ID indicating their DPID/ Folio Number to **“M/s Indus Portfolio Private Limited”** G-65, Bali Nagar, New Delhi.
6. The Members holding Shares in the physical form, who are desirous of making nominations as permitted under Section 72 of the Companies Act, 2013 in respect of the Shares held by them may write to the RTA for the prescribed form.
7. Disclosure pursuant to Clause 49 of the Listing Agreement with respect to the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting is given in the Annexure.
8. Members are requested to intimate to the Company’s Registrar and Share Transfer Agent viz., M/s Indus Portfolio Private Limited in respect of shares held in physical form and to their Depository Participants in respect of shares held in electronic form; a) any change in their addresses; b) details about their e-mail addresses, so that all notices and other statutory documents can be sent to their e-mail addresses as a measure of “Green Initiative”.
9. Annual Report of 2013-2014 will be available on the Company’s website www.ramapaper.com. Members who require communication in physical in addition to e-communication may write to us at cs@ramapaper.com.
10. The SEBI has mandated the submission of PAN by every participant in Securities Market. Members holding shares in electronic form are requested to submit PAN to their Depository Participants with whom they are maintaining their D-Mat accounts. Members holding shares in the physical for are requested to submit their PAN details to the Company at its Registered Office.

11. Voting through electronic means

- a. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members, the facility to exercise their right to vote at this Annual General Meeting by electronic means in respect of the businesses to be transacted at the AGM through e-voting services provided by National Securities Depositories Limited (NSDL).

The instructions for voting through electronic means are as under:



- I. Members whose e-mail Id's are registered with the Company/Depository Participants will receive an e-mail from NSDL. Members are requested to follow instructions given below:
 - i. Open e-mail and open PDF File viz; "Rama Paper Mills Limited e-voting.pdf" with your Client ID or Folio No. as the Password. The said PDF file contains your user ID and Password/PIN for e-voting. Please note that the password is an initial password and users are required to change the same upon the first login.
 - ii. Launch internet browser by using the URL: <https://www.evoting.nsdl.com>.
 - iii. Click on Shareholders Login.
 - iv. Enter your User ID and Password/PIN for Login.
 - v. Password change menu will appear. Change the password/PIN with the new password of your choice with minimum of 8 digits/characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. After log in, the home page of e-voting will open. Click on "e-voting active voting cycles".
 - vii. Select "EVEN" (E-Voting event Number) of Rama Paper Mills Limited.
 - viii. Now, you are ready for e-voting as "Cast Vote" Page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote Cast Successfully" will be displayed.
 - xi. Once you have voted on the Resolution, you will not be allowed to modify your vote.
 - xii. Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned copy of the relevant Board Resolution/Authority Letter etc. together with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cs.sukhwindersingh@gmail.com with a copy marked to evoting@nsdl.co.in; failing which the votes cast shall be held invalid.
- II. Members whose e-mail Id's are not registered with the Company/Depository Participants will receive the physical copy of the notice of Annual General Meeting.
 - i. EVEN, User ID and password is provided in the attendance slip.
 - ii. Please follow the instructions given in the sub para (ii) to (xii) in Para I above.
- b. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for the shareholders and e-voting user manual for shareholders are available at the download section of www.evoting.nsdl.com.
- c. If you are already registered with NSDL for e-voting, then you can use your existing user ID and Password/PIN for casting your vote.
- d. You can also update your mobile no. and e-mail ID in the user profile details of the folio which may be used for future communication(s).
- e. The cut-off date/Record date for the purpose of ascertaining shareholders, who are eligible to receive this notice and e-voting is 29th August, 2014.
- f. The e-voting period commences on 25th September, 2014 i.e. Thursday at 10:00 AM and ends on 26th September, 2014 i.e. Friday at 06:00 PM. During this period, the shareholders of the Company holding shares in physical form or in dematerialized form as on the cut off/Record Date (29th August, 2014) may cast their vote electronically. Thereafter, e voting module shall be disabled by the NSDL for voting and members will not be allowed to vote.
- g. Once, the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to subsequently change it.
- h. The voting rights of the shareholders will be in proportion to their shares of the Paid up Equity Share Capital of the Company as on the cut off date.



- i. M/s Sukhwinder Singh & Co. has been appointed as Scrutinizer to scrutinize the e voting process in a fair and transparent manner.
- j. The scrutinizer will submit report on e voting to the Chairman of the Company.
- k. The results will be declared on or after the AGM of the Company. The results declared along with the scrutinizer report will be placed on the Company's website www.ramapaper.com and on the website of NSDL within two days of passing of resolution at the AGM of the Company and will be communicated to the Bombay Stock Exchange.
- l. The Notice has been placed on the website of the Company and also on the website of the NSDL.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4:

Sh. Gyanveer Singh was appointed as an Additional Director by the Board of Director w.e.f. May 30, 2014 in accordance with the provisions of Section 260 of the Companies Act, 1956.

Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing his candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

The Board feels that presence of Sh. Gyanveer Singh on the Board is desirable and would be beneficial to the company and hence recommend resolution No.4 for adoption.

None of the Directors, except Sh. Gyanveer Singh is concerned or interested in this resolution.

The Board recommends resolution under Item No.4 to be passed as ordinary resolution.

Item No. 5 & 6:

Sh. Prabhat Kumar, and Sh. H S Bhimrao had been appointed as Non Executive Directors of the Company who satisfied the criteria of being Independent Directors as per clause 49 of the Listing Agreement entered into with the Stock Exchanges and whose period of office is liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 2013. However in terms of section 149 (13) of the Companies Act, 2013 an Independent Director is not liable to retire by rotation. Therefore in terms of section 149 and other applicable provisions of the Companies Act, 2013 Sh. Prabhat Kumar, and Sh. H S Bhimrao being eligible and offering themselves for appointment, are proposed to be appointed as Independent Directors for five consecutive years for a term upto 30th September, 2019.

The Company has received notices in writing from members alongwith the deposit of requisite amount under section 160 of the Act proposing the candidatures of Sh. Prabhat Kumar, and Sh. H S Bhimrao for the office of Director of the Company.

Further, the Board of Directors of the Company are of the opinion that the above referred Directors fulfill the conditions specified in the Companies Act, 2013 and Rules made thereunder for being appointed as Independent Directors and they are Independent of the Management. The Board considers that their continued association would be of immense benefits to the Company and it is desirable to continue to avail their services as Independent Directors.

The Board of Directors recommends resolutions at item Nos. 5 & 6 of the Notice for your consideration and approval.



Except the aforesaid Directors none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the aforesaid resolutions. This Explanatory statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchanges.

Item No. 7:

Sh. Manish Garg had been appointed as Non Executive Directors of the Company who satisfied the criteria of being Independent Directors as per clause 49 of the Listing Agreement entered into with the Stock Exchanges and whose period of office is liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956 and whose term expire at the ensuing Annual General Meeting of the Company. However in terms of section 149 (13) of the Companies Act, 2013 an Independent Director is not liable to retire by rotation. Therefore in terms of section 149 and other applicable provisions of the Companies Act, 2013 Sh. Manish Garg being eligible and offering himself for appointment, are proposed to be appointed as Independent Director for five consecutive years for a term upto 30th September, 2019.

The Company has received notices in writing from members alongwith the deposit of requisite amount under section 160 of the Act proposing the candidatures of Sh. Manish Garg for the office of Directors of the Company.

Further, the Board of Directors of the Company are of the opinion that the above referred Directors fulfill the conditions specified in the Companies Act, 2013 and Rules made thereunder for being appointed as Independent Director and he is Independent of the Management. The Board considers that his continued association would be of immense benefits to the Company and it is desirable to continue to avail his services as Independent Director.

The Board of Directors recommends resolutions at item Nos. 7 of the Notice for your consideration and approval.

Except the aforesaid Directors none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the aforesaid resolutions. This Explanatory statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchanges.

Item No. 8:

The Board of Directors was authorized in pursuant to Section 293(1)(d) of the Companies Act, 1956 to borrow moneys for Company's activities in excess of aggregate of its Paid-up Capital and Free Reserves, either in Rupees or in such other Foreign Currency from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs.200 crores or equivalent thereof as prescribed in the Resolution passed by the Members at General Meeting held on August 11, 2004.

Sections 180(1)(c) of the Companies Act, 2013 empowers the Board to borrow moneys in excess of the aggregate of its Paid-up Capital and Free Reserves of the Company (apart from the temporary loans obtained from the Company's bankers in the Ordinary course of business), subject to the approval of the Members of the Company in General Meeting.

The Ministry of Corporate Affairs, Government of India vide its Circular No. 4 / 2014 dated 25th March, 2014 has clarified that the Resolution passed under Section 293 of the Companies Act, 1956, prior to 12th September, 2013 with reference to borrowing (subject to the limits prescribed) and/or creation of security on assets of the Company will be effective for a period of 1 (one) year from the date of notification of Section 180 of the Act. In view of the enactment of the Act, the Company would be required to pass a fresh Resolution as aforesaid enabling it to exercise powers under Sections 180(1)(c) of the Companies Act, 2013.

The proposed Special Resolution will have to be considered in the above context. This will enable the Board to borrow funds and create any mortgage / charge, if necessary in connection with such borrowings, from time to time.

This Resolution supersedes the Resolution passed by the Members on August 11, 2004.

None of the Directors, Key Managerial Personnel of your Company and their relatives are concerned or interested in the above Resolution.



Your Directors recommend the above Resolution for your approval.

Item No. 9:

Pursuant to Section 188 of the Companies Act, 2013, the Company can enter into the transaction mentioned under aforesaid resolution, which are not in the Ordinary Course of business and/or are not on arm length basis, only with the approval of the shareholders accorded by way of a special resolution. Though your Company always seeks to enter into transactions with the related parties in the ordinary course of business and at arm's length basis; still there may be some transactions which are done in the interest of the Company and for which your approval is required under the provisions of the Companies Act, 2013.

The proposal outlined above is in the best interest of the Company and the Board recommends the resolution as set out in Item No. 9 for your approval.

None of the Directors of the Company are concerned or interested in the resolution except to the extent of their shareholding in the Company or any their interest as director or shareholder or partner or otherwise in such other related entity, if any.

Item No. 10:

Section 62 of the Companies Act, 2013 read with the Companies (Share Capital & Debentures) Rules, 2014 provides, *inter alia*, that, whenever it is proposed to increase the subscribed capital of the Company by issue of further shares, such shares may be offered to any persons, whether or not, those persons are the holders of the equity shares of the Company or employees of the Company, if authorized by way of a Special Resolution.

Furthermore, as per Section 42 of the Companies Act, 2013 read with the rules framed there under, a company offering or making an invitation to subscribe to securities, including 14%Non - Convertible and Redeemable Preference Shares on a private placement basis, is required to obtain the prior approval of the Shareholders by way of Special Resolution, for each of the offers and invitations.

The approval of the members is accordingly being sought by way of Special Resolution under Section 42, 55 and 62 of the Companies Act, 2013 read with the rules made thereunder for the issue of 14%Non - Convertible and Redeemable Preference Shares aggregating an amount not exceeding Rs. 5 Crore and to offer and allot the 14%Non - Convertible and Redeemable Preference Shares on a private placement basis on the terms and conditions set out hereunder:

Given below is a statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014:

1. The 14%Non - Convertible and Redeemable Preference Shares shall be Cumulative, Redeemable, Non-participating and Non - Convertible into the Equity Shares of the Company.
2. The objective of the issue is to raise funds to strengthen the long term capital base of the Company.
3. The 14%Non - Convertible and Redeemable Preference Shares will be issued and offered on a private placement basis in accordance with the Section 42 of the Companies Act, 2013 and the rules made thereunder.
4. Other Terms:

Issue Size	Upto Rs. 5,00,000 Preference Shares of Rs. 100 each for an amount not exceeding Rs. 5 Crores.
Issue Price	The above Preference Shares will be issued at par.
Offer Period	As may be determined by the Board.
Rate of Dividend	14%per annum
Terms of redemption	Redemption at par in accordance with Section 55 of the Act, out of profits available for distribution as dividend or out of proceeds of a fresh issue of shares made for the purpose of redemption.
Tenure of the Preference Shares	Not exceeding 5 years with or without a put / call option as may be determined by the Board.
Expected dilution in the equity upon conversion	No point of dilution in the equity arises as the shares are non convertible.



of Preference Shares	
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5. The Current Equity Shareholding Pattern of the Company is as under:

S. No.	Category of Equity Shareholders	No. of Shares	Percentage of Shareholders
1.	Promoter and Promoter Group	35,50,084	36.73%
2.	Public	61,14,649	63.27%

6. The issue of Preference Share is in accordance with the provisions of the Articles of Association of the Company. There is no subsisting default in the redemption of preference shares issued by the Company or in payment of dividend due on any preference shares issued by the Company.

The Directors of your Company recommend the Resolution at Item No. 10 for the approval of the Members of the Company. The Directors or the Key Managerial Persons of the Company or their respective relatives may be deemed to be concerned or interested in this resolution to the extent the preference shares that may be subscribed by them or by the companies/firms in which they are interested.

Item No. 11:

The Board of Directors of your Company has referred to the resolution for the allotment of Non-Convertible and Redeemable Preference Shares of Rs. 100 each aggregating Rs. 5 Crores. The present Authorized Share Capital of the Company is not sufficient to cater the foregoing requirement.

As per section 64 of the Companies Act, 2013, the consent of the members of the Company in the general meeting is required by way of Ordinary Resolution. Therefore, the board of directors of your company has put this resolution for your approval.

The Board of Directors of your Company recommend the resolution stated above at the Item No. 11 for your approval. None of the directors of your Company are concerned or interested in the resolution except in the manner as stated in the explanatory statement of Item No. 10 above.

DETAILS OF THE DIRECTOR SEEKING RE-APPOINTMENT

PARTICULARS	SH. MANISH GARG
QUALIFICATION	Chartered Accountant
Expertise in Specific Functional Area	Strategic and Financial Planning
Date of Appointment	14.02.2013
Date of Birth	16.07.1970
Directorship held in other Companies in India	1.Newtec Steels Private Limited 2.Sumarg Education Resources Private Limited
Membership in Committees of Board in other Companies	NIL

Note: Please take note that the brief profile of the above Director also forms part of the Corporate Governance Report under Clause 49 of the Listing Agreement. The above director does not hold any Shares in the Company.

DETAILS OF THE INDEPENDENT DIRECTORS PROPOSED TO BE APPOINTED AT THE ANNUAL GENERAL MEETING

PARTICULARS	SH. PRABHAT KUMAR	SH. H S BHIMRAO	SH. MANISH GARG
QUALIFICATION	Chartered Accountant	GRADUATE	Chartered Accountant
Expertise in Specific Functional Area	Financial Planning	Paper Technologist	Strategic and Financial Planning
Date of Appointment	20.08.2002	11.02.2006	14.02.2013
Date of Birth	30.06.1967	05.05.1938	16.07.1970
Directorship held in other Companies in India	NIL	NIL	1.Newtec Steels Private Limited 2.Sumarg Education Resources Private Limited
Membership in Committees of Board in other Companies	NIL	NIL	NIL



DIRECTORS' REPORT

To

The Members,

The Directors are pleased to present their 29th Report along with the Audited Accounts for the year ended 31st March, 2014

Financial Results

<u>Particulars</u>	(` .in Lacs)	
	<u>2013-14</u>	<u>2012-13</u>
Turnover	17795.48	15492.63
Profit before Financial Charges & Depreciation	1622.46	977.25
Less: Financial Charges	873.16	904.76
Less: Depreciation	666.04	664.31
Profit before Tax	83.26	-591.82
Add/Less: Deferred Tax Liability/Asset	111.20	184.92
Less: Provision for Tax (MAT)	0.00	0.00
Add: MAT Credit Entitlement	0.00	0.00
Profit After Tax	-27.94	-406.90

Operations

During the year under review, your Company has suffered the Net Loss of Rs. 27.94 Lacs against the Net Loss of Rs.406.90 Lacs in the previous year, though the turnover has increased to Rs.177.95 Crores against the previous year turnover of Rs.154.92 Crores. The loss has resulted mainly due to depressed market conditions in paper industry, coupled with increase in raw material cost. Moreover the increased capacity also could not be fully utilized.

Dividend

Since the Company incurred Net Loss during the financial year, your Directors regret their inability to recommend any dividend.

Directors

Shri Manish Garg will retire by rotation and being eligible, offers himself for re-appointment. During the year under review, The Directors of your Company proposes the appointment of Sh. Manish Garg (the retiring director at the ensuing general meeting), Sh. Prabhat Kumar and Sh. H S Bhimrao as independent directors of the Company pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013. The Directors of your Company feels that their continued support in the Board of the Company would be in the best interest of the Company as well as its stakeholders and therefore recommend their appointment as the Independent Directors of the Company. They has also given the certificate of independence as required under the Section 149(7) of the Companies Act, 2013. During the year under review, Sh. Gyanveer Singh was appointed as the additional director on the Board of Directors of the Company and offers himself for re-appointment.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and outgo

The information as required under Section 217(1) (e) of the Companies Act 1956 read with the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988 with respect to these matters forms part of this report and is annexed hereto as Annexure A.

Corporate Governance and Management Discussion and Analysis Reports

The Corporate Governance and Management Discussion and Analysis Reports, which form an integral part of



this report, are set out as separate annexure to this report together with the Certificate from the Auditors of the Company confirming compliance of the conditions of Corporate Governance as stipulated in Clause 49 of the listing agreement with the Stock Exchange.

Statutory Auditors and Auditors' Report

M/S Shiam & Co., Chartered Accountants, Statutory Auditors of your Company, retire at the forthcoming Annual General Meeting and are eligible for reappointment. They have confirmed their eligibility for reappointment under the provisions of Section 139(1) of the Companies Act, 2013.

The Boards recommend their appointment.

The report of the Auditors is self -explanatory, therefore does not require any specific comments.

Directors Responsibility Statement

Pursuant to Section 217 (2AA) of the Companies Act, 1956, it is hereby confirmed that:

- a) In the preparation of the Annual Accounts for the year ended 31st March, 2014 the applicable accounting standards have been followed along with proper explanations relating to material departure.
- b) Appropriate accounting policies have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2014 and of the Profit of the Company for the year ended 31st March, 2014.
- c) Proper and sufficient care has been taken for the maintenance of accounting records in accordance with the Provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The financial statements have been prepared on a going concern basis.

Particulars of Employees

There is no employee covered under the provisions of Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

Fixed Deposits

Your Company has not accepted any deposits within the meaning of section 58A of the Companies Act 1956.

INSURANCE

All properties and insurable assets of the Company, including Building, Plant & Machinery and Stocks have been adequately insured, wherever necessary

Industrial Relations

During the year under review, the industrial relations in the company continued to be cordial and peaceful.

THE INFORMATION TO BE TAKEN ON RECORD

The Board of Directors of the Company for the purpose of increasing the capitalization of assets, intends to execute an agreement to sell, of the land of the Company situated at Khasra No. 27, 24, 25, 26 and 18 admeasuring 0.165 Hec, 0.455 Hec, 0.187 Hec, 0.378 and 0.202 Hec respectively and the Land & Building situated at the Rama Vihar Colony admeasuring 7, 400 sq. mt (approx) situated at the Najibabad Road, Kiratpur, Distt. Bijnor by exercising the powers vested under the Board of Directors of the Company under Section 179 and 180 of the Companies Act, 2013.

The Board of Directors of the Company wish to inform the shareholders of the Company and the same may be taken on record.

Acknowledgements

Your Directors wish to place on record their appreciation for the assistance and co- operation that your company has received from the Govt. of India, Govt. of U.P., Bankers, Stakeholders and all others, whose continued support has been a source of strength to the company. Your Directors also wish to place on record their sincere appreciation to the devotion and commitment of every employee of the Company.

Date: 14th August, 2014

Place: Kiratpur

**FOR AND ON BEHALF OF THE BOARD OF
RAMA PAPER MILLS LTD.**

**Sd/-
PRAMOD AGARWAL
CHAIRMAN & MANAGING DIRECTOR**



Annexure “A” to the report of Board of Directors

Information as required under Section 217(1) (e) of the Companies Act 1956 read with the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988 and forming part of Directors’ Report for the year ended 31st March 2013

CONSERVATION OF ENERGY

Measures taken, additional investment and impact on reduction of energy consumption.

The Company continued its policy of giving priority to energy conservation measures by regular review of energy generation, distribution & consumption and effective control on utilization of energy. For this purpose, the Company has commissioned 6 MW bio mass based Co-generation Project with latest equipments.

“FORM-A”

Disclosure of Particulars with respect to conservation of energy

Particulars	Current Year 2013-14	Previous Year 2012-13
A. Power & Fuel Consumption		
1. Electricity		
a) Purchased Unit	1885965	2378945
Total Amount Rs.	14712063	15077569
Rate/Unit	7.80	6.34
*It includes Minimum Demand Charges due to non-use of Chargeable Demand		
b) Own Generation		
Through Diesel Generator Unit	94572	518400
Unit per Ltr of Diesel Oil	3.60	3.6
Cost/Unit Rs.	15.71	11.09
c) Through Steam Turbine/Generator Unit	45256990	40713795
2. Husk & Buggasse		
Qty (tonnes)	67498.91	65452.04
Total Cost	258379396	248498911
Average Rate	3827.90	3796.66
Consumption Per Unit of Production (in One Ton)		
Product Details & Unit (If Any)		
News Print , Duplex Board and Writing Paper	54264.972	48817.497
Electricity (Units) - Including Units from Turbine	868.75	882.73
Husk & Buggasse (MT)	1.24	1.34

“FORM-B”

Technology Absorption, Adaptation and Innovation

The Company is taking all the steps to practice the latest technology available in the Industry

“FORM-C”

Research and Development

The research and development activities are on going process in your company.

“FORM-D”

Foreign Exchange Earnings and Outgo

Foreign Exchange Earnings and Outgo during the year under review was NIL.

Date: - 14th August, 2014

Place: - Kiratpur

**For and on Behalf of the Board of
RAMA PAPER MILLS LTD.**

Sd/-

**PRAMOD AGARWAL
CHAIRMAN & MANAGING DIRECTOR**



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

SALES

During the year ended 31st March, 2014 your Company has gross sales of Rs. 1,77,95,48,425/- as against Rs. 1,54,92,63,598/- during the previous year. This represents 14.90% growth of the Company.

PRODUCT CHARACTERISTICS

Paper is totally customized product. Main characteristics of paper are brightness, grammage and bursting factor. Since we produce material as per order received from customers in advance, hence our product can be said to be customer friendly. In such a situation aspects like product range, product quality, support service facilities and customizations of product are very favorable for us as well as for entire paper industry.

COMPETITIVE SITUATION

Competitiveness would harm only in such a situation when demand of product is very low and supply is high. In the case of paper industry no such adverse demand and supply ratio exist. Even gap in demand and supply is met out by high cost imports. Hence if we look at our position, we don't have to face much number of competitors. There is no much parallel market, hence this may be treated as neutral of runs. As far as cost of product is concerned, we are efficient Company due to our experience in the segment. For our product one can see brand royalty also as in our customer portfolio, we have about 80% customers who are with us for more than 10 years. This happens only due to brand royalty.

IMPACT OF GOVERNMENT REGULATIONS / LEGISLATION / DIRECTIVES

Our main product is Newsprint that is totally exempted from Central Excise and Sales tax. Import of Newsprint is already allowed under OGL. Secondly newsprint linked with mass media hence newsprint product concerned is totally unaffected by government policies. Other products of Company viz. duplex board, writing and printing paper and MG Poster/ Tissue are also not exposed to any type of threat due to government policies

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges)

Company Philosophy

The Company has complied in all material aspects with the Corporate Governance in terms of clause 49 of the listing agreement. The Company endeavors to maintain the highest business ethics and complies with all statutory and regulatory requirements. The Company believes that all the operations and actions must serve the underlying goal of enhancing the interest of all its stakeholders.

Board of Directors

The Company believes that an active, independent and participative board is a pre-requisite to achieve and maintain the highest level of Corporate Governance. At RPML, the Board approves and reviews strategy and oversees the actions and results of Management.

The management team of the Company is headed by the Managing Director & Executive Director.

Composition of the Board

At present, the Board comprises of a total of Seven Directors, out of which four are Non- Executive Directors.

Board Procedures

Detailed agenda with explanatory notes and all other related information is circulated to the members of the Board in advance of each meeting. The meetings of the Board are usually held at RPML Works. Detailed presentations are made to the Board covering all major functions and activities. The requisite strategic and material information is made available to ensure transparent decision making process by the Board.

Number of Board Meetings

During the financial year 2013-14, the Board of Directors of the Company met nine times on 01.04.2013, 30.05.2013, 14.08.2013, 11.11.2013, 14.11.2013, 10.12.2013, 06.01.2014, 14.02.2014, 20.03.2014.



Information relating to Directors

The composition of the Board of Directors and related information as on 31st March, 2014 is as follows:

Name of the Directors & Designation	Executive/ Non Executive/ Independent	No of Board Meeting Attended	Attendance at the last AGM on 30.09.2013	Directorship in other Companies Incorporated in India	No of Board Committees of which Member/ Chairman
Shri Pramod Agarwal (Managing Director)	Executive	9	Present	6	2
Shri Arun Goel (Executive Director)	Executive	9	Present	1	2
Shri Prabhat Agarwal (Director)	Non Executive	4	Absent	Nil	3
Shri H. S. Bhim Rao (Director)	Non Executive	4	Absent	Nil	1
Shri Manish Garg (Director)	Independent	4	Absent	2	1

None of the Directors on the Board hold the office of Director in more than 15 Companies.

Information provided to the Board

- Annual operating plans, budgets and any update thereof;
- Capital budgets and any update thereof;
- Minutes of the meetings of the Committees of the Board.
- Non-compliance of any regulatory/statutory nature of listing requirements and shareholder services such as non-payment of dividend, delay in share transfer, etc.

Details of Directors being appointed / re- appointed

Pursuant to the applicability of Section 149, 150 and 152 of the Companies Act, 2013 and all other rules, regulations made thereunder as well as the Listing Agreement with the Stock Exchange, the Board of Directors of the Company needs to be restructured in such a way that all the regulatory laws should be complied. In this context, the Board of Directors of the Company recommend to the members of the Company to appoint Sh. Manish Garg, Sh. H. S. Bhimrao and Sh. Prabhat Kumar to be appointed as the Independent Directors on the Board of Directors of the Company as they qualify the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and they had also produced the certificate to this effect before the Board of Directors of the Company for meeting the criteria of independence as defined under Section 149(6) of the Companies Act, 2013. Shri Manish Garg, Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for the re-appointment. He is associated with the Company since 2011. His Directorship and membership in other Public Limited Companies and/or its Committees are reported to be NIL. Shri Gyanveer Singh was appointed as an Additional Director at meeting of the Board held on 30th May, 2014. A notice under section 160 of the Companies Act' 2013 has been received from a member in writing; proposing his candidature for office of Director, liable to retire at the ensuing annual general meeting and now put before the members for their approval.



Code of Conduct

RPML Board has adopted a Code of Conduct for members of the Board and senior management. The Code lays down, in detail, the standard of conducting business, its ethics and corporate governance.

COMMITTEES OF BOARD

A. AUDIT COMMITTEE

The Audit Committee of the Board was first constituted in the year 2001 with Shri Pramod Agarwal as the Chairman. The terms of reference of the Audit Committee are as per the guidelines set out in the listing agreement with the Stock Exchange that inter alia include the overview of the company's financial reporting process, review of the quarterly and annual financial statements, review of adequacy of internal control system, review of the financial and risk management policies and review of significant findings and adequacy of internal function etc.

During the financial year 2013-14, the Audit Committee met four times on 30.5.2013, 14.08.2013, 14.11.2013 and 14.02.2014.

Composition and Attendance

The Audit Committee consists of three Directors namely Shri Pramod Agarwal (Managing Director), Shri Prabhat Agarwal and Shri Manish Garg (Independent Directors). Sh. Manish Garg is the Chairman of the committee. During the year ended 31st March, 2014, four meetings of Audit Committee were held.

The attendance of each member of the committee at its meeting held is as under.

Sl. No.	Name of Member	No. of Meetings Attended
1	Shri Pramod Agarwal	4
3	Shri Prabhat Agarwal	4
4	Shri Manish Garg	4

B. REMUNERATION COMMITTEE

The Remuneration Committee consists of three Directors including two independent Directors.

During the year ended March 31st, 2014, One Meeting of Remuneration Committee was held.

The attendance of each member of the committee at its meeting held is as under.

Sl. No.	Name of Member	No of Meeting Attended
1	Shri Arun Goel	1
2	Shri Prabhat Agarwal	1
3	Shri H.S.Bhimrao	1

Details of Remuneration paid/ payable to the Directors for the year ended 31st March, 2014.

Name of Director's	Remuneration (₹)
Shri Pramod Agarwal	33,00,000/-
Shri Arun Goel	3,00,000/-

C. INVESTOR GRIEVANCE COMMITTEE

The members of the committee are Shri Pramod Agarwal, Shri Arun Goel, Shri Prabhat Agarwal and Shri Himanshu Duggal. Pursuant to the change in the Secretary of the Company, the committee was reconstituted during the year. Sh. Himanshu Duggal was appointed as the Company Secretary and Compliance Officer of the Company in place of Sh. Pankaj Misra. Accordingly, the Investor Grievance Committee was reconstituted and Sh. Himanshu Duggal was appointed as the Secretary to the Committee in place of Sh. Pankaj Misra.



During the year ended March 31, 2014, one meeting of Investor Grievance Committee were held. The attendance of each member of the committee at the Investors Grievance Committee meeting held is as under:

Sl. No.	Name of Members	No. of Meeting Attended
1	Shri Pramod Agarwal	1
2	Shri Arun Goel	1
3	Shri Prabhat Agarwal	1
4	Shri Pankaj Misra	0
5	Sh. Himanshu Duggal	1

Compliance Officer

Mr. Himanshu Duggal is the Compliance Officer of the Company.

General Body Meetings

The last three Annual General Meeting were held at the Registered Office of the Company at 4th KM Stone Najibabad Road, Kiratpur, Dist. Bijnor (U.P.) as per the details given below:

Year	Day	Date	Time
2013	Monday	September 30, 2013	10.00 A.M
2012	Saturday	September 29, 2012	02.00 P.M
2011	Friday	September 30, 2011	10.00 A.M

Details of Special Resolutions:

(a) The following are the Special Resolutions passed at the previous three Annual General Meetings including Extra-ordinary General Meetings of the Company:

29.09.2012	Yes	Re-appointment of Managing Director for a period of three years.
29.09.2012	Yes	Re-appointment of Executive Director for a period of three years.

Postal Ballot

During the period under review, no resolution was passed through Postal Ballot.

Disclosure of related party transactions

There were no transactions of materially significant nature with the promoters, the Directors or the Management or their subsidiaries or relatives that may have potential conflict with the interest of the Company at large. However, the disclosure of related party transactions has been made in the Auditor's Report. The transactions as stated in the Auditor Report was done in the Ordinary Course of business of the Company and are at the arm length price. These transactions doesn't effect the interest of the Company and its stakeholders in any manner whatsoever.

Details of non-compliance by the Company

During the last three years, there has been no instance of non-compliance by the Company on any matter related to capital market.

Means of Communication of Financial Results

The Quarterly Financial Results are uploaded at the Listing Centre portal of the Bombay Stock Exchange, where the Company's Shares are listed, after the conclusion of the Board Meeting at which the results are taken on record.



Declaration under Clause 49-I (D) of the Listing Agreement

To,
The Members of Rama Paper Mills Ltd.

I hereby declare that all Board Members and Senior Management Personnel of the Company have affirmed compliance with the provisions of the **CODE OF CONDUCT** during the financial year ended 31st March, 2014.

Date: - 14th August, 2014
Place: - Kiratpur

For and on Behalf of the Board of
RAMA PAPER MILLS LTD.

Sd/-
PRAMOD AGARWAL
CHAIRMAN & MANAGING DIRECTOR

CHIEF EXECUTIVE OFFICER CERTIFICATION

To,
The Board of Directors
Rama Paper Mills Ltd.

We have reviewed the financial statements, read with the cash flow statement of Rama Paper Mills Ltd., for the financial year ended March 31, 2014 and to the best of our knowledge and belief, we state that;

- a. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
- b. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations; and
- c. No transaction was entered into by the Company during the above said year, which, are fraudulent, illegal or violative of the Company's code of conduct.

Further, we accept responsibility for establishing and maintaining internal controls for financial reporting. Accordingly, we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the statutory auditors and the Audit Committee, wherever applicable:

- a. deficiencies in the design or operation of internal controls, if any, which came to our notice and steps taken / proposed to be taken to rectify these deficiencies;
- b. significant changes, if any, in the internal controls over financial reporting during the year;
- c. significant changes, if any, in accounting policies during the year; and
- d. instances of significant fraud of which we became aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Date: - 14th August, 2014
Place: - Kiratpur

For and on Behalf of the Board of
RAMA PAPER MILLS LTD.

Sd/-
PRAMOD AGARWAL
CHAIRMAN & MANAGING DIRECTOR



Shareholders Information

The Annual General Meeting Date & Time : Tuesday, the 30th September 2014 at 10:00 A.M.
Venue : Rama Paper Mills Ltd.
4th Km. Stone, Najibabad Road;
Kiratpur - 246 731, Distt. Bijnor (U.P)

Financial Calendar : 1st April 2013 to 31st March 2014

Adoption of Quarterly Results for the Quarter ending

1st Quarter ended 30th June, 2013	: 14 th August 2013 (6th Week)
2nd Quarter ended 30th September, 2013	: 14 th November 2013 (6th Week)
3rd Quarter ended 31st December, 2013	: 14 th February, 2014 (6th Week)
Year ended 31st March, 2014	: 30 th May 2014 (8th Week)

Book Closure Date : Thursday the 25th September, 2014 to Tuesday the 30th September, 2014 both the days inclusive.

Stock Exchange where Company shares are listed.

Mumbai Stock Exchange In Demat Mode

ISIN No.	: INE 425E01013
Scrip Code	: 500357 (BSE)

Registrar and Transfer Agents.

M/s Indus Portfolio Pvt. Ltd. continue to be the Registrar and Transfer Agents for processing transfer, sub-division, consolidation, splitting of shares and for rendering depository services such as dematerialization and rematerialization of the Company's shares.

As the Company's shares are compulsorily to be traded in dematerialized form, members holding shares in physical form are requested to send the share certificate directly to the Registrar and Transfer Agents of the Company for dematerialization. Members have the option to open their accounts in Central Depository Services (India) Limited (CDSL) or National Services Depository Limited (NSDL) as the company has entered into agreements with both the depositories.

The Address of the Registrar and Transfer Agents is as under.

M/s Indus Portfolio (P) Limited
G-65, Bali Nagar
New Delhi-110 015.
Tel No. 011-47671200 DP ID 12026000
Person to contact: Mr. Bharat Bhushan

Connectivity in National Services Depository Limited (NSDL)

The company has got connectivity from NSDL for activation of ISIN under the ISIN No. INE425E01013, which company already possess, dated 12th May, 2005.

Share Transfer System

All Physical share transfers are effected within 15 days of lodgment, subject to the documents being in order. The Investor Grievance Committee meets as and when required.



Distribution of Shareholding as on 30th June, 2014

Sl.No.	CATEGORY	No. of Shareholders	No. of Shares	% of Total
1	Promoters, Relatives & their Associates	11	1466751	19.347
2	Corporate Bodies	116	798384	10.531
3	Mutual Fund	1	3600	0.047
4	NRI	16	28524	0.376
5	Other Public	9671	5284141	69.699
	Total	9815	7581400	100.00

NOTE: Company's Equity Shares of Rs. 758.14 Lacs are listed with BSE, However the Company has applied for further listing of its Shares of Rs. 208.33 Lacs which were acquired by the Promoters under the Preferential Allotment.

Communication

Communication regarding share transfer, change of address, dividend, etc. can be addressed to the RTA at the address given above. Shareholders' correspondence / communication is acknowledged and attended to within the stipulated time, as applicable.

Dematerialization of Shares & liquidity

83.82% of the shares of the company have been dematerialized as on 30.06.2014 out of the Shares Listed with the BSE. However, the 208.33 Lacs Equity Shares held with the Promoter and Promoter Group are held in the Physical form.

Market Price Data:

Monthly highest and lowest share price during the financial year 2013-14 at Mumbai Stock Exchange.

Month	High Price	Low Price
Apr-13	5.05	6.35
May-13	5.8	6.09
Jun-13	6.05	6.05
Jul-13	5.23	5.23
Aug-13	4.05	4.5
Sep-13	4.72	7.28
Oct-13	5.99	7.16
Nov-13	5.85	5.95
Dec-13	5.46	6
Jan-14	4.15	5.76
Feb-14	5.42	5.42
Mar-14	4.37	5.68

For And On Behalf Of Board Of Directors
RAMA PAPER MILLS LIMITED

Sd/-
PRAMOD AGARWAL
CHAIRMAN AND MANAGING DIRECTOR

*Source: Mumbai Stock Exchange Website.



AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Rama Paper Mills Limited,

We have examined the compliance of conditions of Corporate Governance by RAMA PAPER MILLS LIMITED for the year ended on March 31, 2014 as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchange.

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

In our opinion and to the best of our information and according to the explanation given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the Shareholders/Investors grievance Committee.

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

Place: Muzaffarnagar
Date: 30.05.2014

For SHIAM & CO.
Chartered Accountants,
Registration No.000030C
Sd/-
Rajesh Kumar Jain
PARTNER
Membership No. 073352



AUDITORS' REPORT

The Members of
RAMA PAPER MILLS LIMITED,
KIRATPUR, DISTT. BIJNOR

Gentlemen,

We have audited the accompanying financial statements of **RAMA PAPER MILLS LIMITED, KIRATPUR, DISTT. BIJNOR** ("Company") which comprise the Balance sheet as at **31 March 2014**, 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

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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 conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

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:

- (i) in the case of the Balance Sheet, of the state of affairs of the Company as at **31 March 2014**;
- (ii) in the case of the statement of Profit and Loss, of the profit for the year ended on that date; and
- (iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.



2. As required by section 227(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 Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956; and

e. on the basis of written representations received from the directors as on **31 March 2014**, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For SHIAM & CO.,
Chartered Accountants,
Registration No.000030C

Sd/-

Ajay Kumar Jain

PARTNER

Membership No. 071220

Place: Muzaffarnagar

Date: 30.05.2014



ANNEXURE TO THE AUDITORS' REPORT
(Referred to in paragraph 1 of our report of even date)

(i) In respect of fixed assets:

(a) The Company has maintained records showing full particulars including quantitative details and situation of fixed assets however the fixed assets register is not upto date.

(b) As explained to us, the fixed assets have been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable having regard to the size of the Company and the nature of its business. No Material discrepancies were noticed on such verification.

(c) During the year, the Company has not made any substantial disposals of fixed assets.

(ii) In respect of inventories:

(a) As explained to us, inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.

(b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

(c) In our opinion and according to the information and explanation given to us, the Company has maintained proper records of inventories. The discrepancies noticed on verification between the physical stock and the book records were not material.

(iii) In respect of loans, secured or unsecured, granted/taken by the company to or from companies, firms or other parties covered in the register maintained u/s 301 of the Companies Act, 1956:

(a) The Company has not granted any loan secured and unsecured to any company, firm, or other parties covered under register maintained u/s 301 of Companies Act 1956.

In view of clause (iii) (a) above, the clause (iii) (b),(iii) (c) and (iii) (d) are not applicable.

(b) The Company had taken loan from one parties. The maximum amount involved during the year was Rs 433.00 Lacs and the year-end balance of loans taken from such parties was Rs.433.00 Lacs.

(c) In our opinion and according to the information and explanations given to us, the rate of interest wherever applicable and other terms and conditions of loans taken by the company are not, prima facie, prejudicial to the interest of the Company.

(d) The Company is regular in repaying the principal amounts and interest as stipulated.

(e) There is no overdue amount in respect of loans taken by the company.

(iv) In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weaknesses in internal controls.

(v) In respect of transactions covered u/s 301 of the Companies Act, 1956: -

(a) According to the information and explanations give to us, we are of the opinion that the particulars of contracts or arrangements have been entered in the register maintained under that section.

(b) In view and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements entered in the register maintained under section 301 of the Companies Act,



1956 and exceeding the value of rupees five lacs in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market price at the relevant time.

- (vi) According to the information and explanations given to us, the company has complied with the provisions of Section 58 A and 58 AA of the Companies Act, 1956 and the rules framed there under with regard to the deposits accepted from the public.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (viii) As informed by the management, cost records for the year are under preparation.
- (ix) In respect of statutory dues: -

(a) According to the records of company and information and explanation to us, the company is regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employee State Insurance, Income-tax, Trade-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and any other statutory dues with appropriate authorities during the year. Except Water Cess Rs. 1.59 lacs there is no undisputed amounts payable, as at 31.03.2013 for a period of more than six months from the date they became payable.

(b) According to information and explanations given to us, there is no undisputed amount payable in respect of dues of income tax wealth tax, Trade Tax , Customs duty, Service Tax, Custom Duty, Excise Duty, cess which have not been deposited on account of any dispute.

(c) According to information and explanations given to us, the disputed dues in respect of Trade Commercial is as under :-

NAME	AMOUNT	FORUM WHERE IS DISPUTE IS PENDING STATUTE
Trade Tax	3061083.00	Appellate Tribunal, Moradabad.
Service Tax	1683603.00	Customs, Excise & Service Tax Appellate Tribunal

- (x) The company has accumulated losses as at 31.03.2013 and has not incurred cash losses during the current financial year and in the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us, there is no default in repayment of dues to bank as the bank has restructured the term loan as well as working capital loan.
- (xii) In our opinion, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Therefore the provision of clause 4(xii) of the Companies (Auditors' Report) Order, 2003, as amended by Companies (Auditors Report) (Amendment) Order, 2004 are not applicable to the company.
- (xiii) In our opinion, the company is not a chit fund or nidhi mutual benefit fund/ society. Therefore the provision of clause 4(xiii) of the Companies (Auditors' Report) Order, 2003, as amended by Companies (Auditors Report) (Amendment) Order, 2004 are not applicable to the company.
- (xiv) In our opinion, the company is not dealing or trading in shares, securities, debentures and other investments. Therefore the provision of clause 4(xiv) of the Companies (Auditors' Report) Order, 2003, as amended by Companies (Auditors Report) (Amendment) Order, 2004 are not applicable to the company.
- (xv) In our opinion, the Company has not given any guarantee for loans taken by others from bank.
- (xvi) In our opinion, no term loan have been raised during the year



RAMA PAPER MILLS LIMITED – ANNUAL REPORT 2013-14

(xvii) According to the Cash Flow Statement and records examined by us and according to information and explanations given to us, on an overall basis, funds raised on short-term basis have, prima facie, not been used during the year for long-term investments.

(xviii) According to information and explanation given to us, the company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.

(xix) According to information and explanation given to us, the company has not issued any debentures during the year.

(xx) According to information and explanation given to us, the company has not raised any money from public issue during the year.

(xxi) According to information and explanation given to us, no fraud on or by the Company has been noticed or reported during the year.

For SHIAM & CO.,
Chartered Accountants,
Registration No.000030C

Sd/-
Rajesh Kumar Jain
PARTNER
Membership No. 073352

Place : Muzaffarnagar
Date : 30.05.2013



RAMA PAPER MILLS LIMITED – ANNUAL REPORT 2013-14

RAMA PAPER MILLS LIMITED, KIRATPUR (BIJNOR)
BALANCE SHEET AS AT 31st MARCH 2014

Particulars	Note No.	(Amount in `)	
		FOR THE YEAR ENDED 31.03.2014	FOR THE YEAR ENDED 31.03.2013
<u>EQUITY AND LIABILITIES</u>			
Shareholders' Funds			
Share capital	2	146647330	146647330
Reserve and surplus	3	92512490	95306317
		239159820	241953647
<u>Non-current liabilities</u>			
Long-term borrowings	4	514384167	559343986
Long term liabilities	5	72024000	102024000
Deferred tax liabilities (Net)		67216000	56098000
		653624167	717465986
<u>Current liabilities</u>			
Short-term borrowings	6	182588302	180080625
Trade payable	7	228759012	270592650
Other current liabilities	8	117729245	107153937
Short-term provisions	9	2047331	492999
		531123890	558320211
	TOTAL	1423907877	1517739844
<u>ASSETS</u>			
<u>Non-current assets</u>			
Fixed assets			
(i) Tangible assets	10	701166533	764256131
(ii) Capital work-in-progress		11018616	10570317
Long-term loans and advances	11	9053734	9974046
Other non-current assets	12	6312630	6919744
		727551513	791720238
<u>Current assets</u>			
Inventories	13	205511457	189447500
Trade receivable	14	439470562	489446092
Cash and Bank balances	15	19027008	15211543
Short-term loans and advances	16	32347337	31914471
		696356364	726019606
	TOTAL	1423907877	1517739844

The accompanying notes form an integral part of the Financial Statements.

CHAIRMAN CUM MANAGING DIRECTOR
PRAMOD AGARWAL
DIN: 00038838

EXECUTIVE DIRECTOR
ARUN GOEL
DIN: 00035058

COMPANY SECRETARY
COMPANY SECRETARY
PAN: ACDPH6376H
In terms of our separate
report of even date
For SHIAM & CO.,
Chartered Accountants,
Firm Regn. No. 000030C
Sd/-
Rajesh Kumar Jain
Partner
Membership No. 073352

Dated : 30.05.2014
Place : Muzaffarnagar



RAMA PAPER MILLS LIMITED, KIRATPUR (BIJNOR)
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2014

Particulars	Note No.	(Amount in `)	
		For the year ended 31.03.2014	For the year ended 31.03.2013
REVENUE			
Revenue from Operations			
Sales (Gross)	17	1779548425	1548663598
Less : Excise Duty		19622646	16390589
Sales (Net)		1759925779	1532273009
Other Operating Revenues		822350	600000
Other Income	18	618065	640052
Total Revenue		1761366194	1533513061
EXPENSES			
Cost of material consumed	19	1037556870	936985927
Changes in inventories of finished goods and stock-in-progress	20	5057364	15005708
Excise duty related to the difference between closing stock and opening stock		(32238)	(33721)
Employee benefits expense	21	45890873	46419061
Finance Costs	22	87315597	90476300
Depreciation	10	66604872	66431436
Other expenses	23	510646609	437410378
Total Expenses		1753039947	1592695089
Profit/(Loss) before tax		8326247	(59182028)
Tax Expense			
Current Tax	1588644		
MAT Credit Entitlement	(1586570)		
Deferred tax assets	11118000	11120074	18492000
Profit/(Loss) after tax		(40690028)	(40690028)
Earning per equity share (Basic)		(0.29)	(4.21)

The accompanying notes form an integral part of the Financial Statements.

CHAIRMAN CUM MANAGING DIRECTOR

PRAMOD AGARWAL
DIN: 00038838

EXECUTIVE DIRECTOR

ARUN GOEL
DIN: 00035058

COMPANY SECRETARY

COMPANY SECRETARY
PAN: ACDPH6376H

In terms of our separate
report of even date
For SHIAM & CO.,
Chartered Accountants,
Firm Regn. No. 000030C

Sd/-

Rajesh Kumar Jain
Partner
Membership No. 073352

Dated : 30.05.2014
Place : Muzaffarnagar



1. SIGNIFICANT ACCOUNTING POLICIES

(1) BASIS OF PREPARATION OF FINANCIAL STATEMENTS:

- i) The financial statements have been prepared under the historical cost conventional method in accordance with the generally accepted accounting principles and provisions of the Companies Act, 1956 as adopted consistently by the company.
- ii) The Company generally follows mercantile system of accounting and recognises significant items of income and expenditure on accrual basis.

(2) USE OF ESTIMATES

The preparation of financial statements requires management to make certain estimates and assumptions that affect the amount reported in the financial statement and notes thereto. Differences between actual and estimates are recognized in the period in which the results are known/ materialized.

(3) FIXED ASSETS

Fixed Assets are stated at cost. Cost includes installation Charges and allocated expenditure (including Finance Charges) during construction/installation period wherever applicable.

(4) DEPRECIATION

Depreciation on fixed assets is provided on straight-line method at the rates and in the manner prescribed in schedule XIV of the Companies Act 1956.

(5) IMPAIRMENT OF ASSETS

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

(6) VALUATION OF INVENTORIES

Inventories are valued at the lower of the cost and estimated net realisable value. Cost of inventories is computed on a weighted average/FIFO basis. Finished Goods and Work in process includes Raw Material Cost, Cost of conversion and other costs in bringing the inventories to their present location and conditions.

(7) FOREIGN CURRENCY TRANSACTIONS

Foreign Currency transactions are accounted at the exchange rates prevailing on the date of transactions. Foreign Currency assets and current liabilities outstanding at the Balance Sheet date are translated at the exchange rate prevailing on that the date and the resultant gain or loss is recognized in the Statement of Profit & Loss. In cases where they relate to the acquisition / construction of fixed assets, they are adjusted to the carrying cost of fixed assets.

(8) SALES & EXCISE

- (a) Sales are inclusive of excise duty.
- (b) Income from carbon credit is recognised on the delivery of the carbon credits to the customers' account as evidenced by the receipt of confirmation of execution of delivery instructions.
- (c) Excise Duty has been accounted for on the basis of both payments made in respect goods cleared as also provision made for the goods lying in the bonded warehouses. Amount of Excise Duty deducted from sale is relatable to the sale made during the year and the amount recognized separately in the Statement of Profit & Loss is relatable to difference between closing stock and opening stock. Amount of Cenvat credits in respect of material consumed is deducted from cost of material.

(9) RETIREMENT BENEFIT

- (i) Contribution to Provident Fund is accounted for on accrual basis.
- (ii) Gratuity under the Payment of Gratuity Act is provided for on actuarial basis.

(10) BORROWING COST

Borrowing costs directly attributable to the acquisition or construction of fixed assets are capitalised as part of the cost of assets and upto the date, the asset is put to use. Other borrowing costs are charged to the Statement of Profit and Loss under the head, they are incurred.

(11) TAX ON INCOME

- (a) Current Tax
Provision for Income Tax is determined in, accordance with the provisions of Income Tax Act,1961
- (b) Deferred Tax
Deferred Tax is recognised on timing differences being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent period(s).

(12) PROVISION, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provision involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized not disclosed in the financial statement.



2 Share Capital

(Amount in `)

Authorised, Issued, Subscribed and paid-up share capital and par value per share

Particulars	As at 31.03.2014	As at 31.03.2013
Authorised Share Capital		
2,20,00,000 Equity Shares of Rs.10/- each	2200,00,000	2200,00,000
5,00,000 Preference Shares of Rs.100/- each	500,00,000	500,00,000
Issued, Subscribed and Paid-up Share Capital		
96,64,733 Equity Shares of Rs.10/- each fully paid-up	966,47,330	966,47,330
5,00,000 Cumulative Redeemable Preference Shares of Rs.100/- each fully paid-up	500,00,000	500,00,000
Total	1466,47,330	1466,47,330

(i) Equity Shares :

The Equity Shareholders have:

-The right to receive dividend out of balance of net profits remaining after payment of dividend to the preference shareholders. The dividend proposed by Board of Directors is subject to approval of shareholders in the ensuing general meeting.

-The Company has only one class of Equity Shares having face value of Rs. 10/- each and each shareholder is entitled to one vote per share.

-In the event of winding up, the equity shareholders will be entitled to receive the remaining balance of assets if any, after preferential payments and to have a share in surplus assets of the Company, proportionate to their individual shareholding in the paid up equity capital of the Company.

(ii) Preference Shares:-

The cumulative redeemable preference shareholders have:-

-The right to receive a fixed cumulative preferential dividend at specified rate on the paid up capital.

-The right to receive arrears of cumulative dividend, if any, whether earned or declared, at the time of redemption of the said shares, and,

-The right in a winding up to have the capital paid up on such shares and the arrears, if any, of the said preferential dividend, whether earned or declared, be paid off in priority to any payment of capital on equity shares. However, it shall not confer the right to any further participation in the profits or assets of the Company.

Terms of Redemption:- The company has preference shares having a par value of Rs. 100 per share. Resolution passed by the shareholders of the company at their annual general meeting held on 08.09.2009 to convert the Preference Shares into Equity Shares could not be given effect in absence of in-principle approval from Bombay Stock Exchange, which has been kept in abeyance due to earlier listing issues yet to resolved in SEBI for conversion of equity share application money into equity share capital.

Reconciliation of number of equity shares outstanding at the beginning and at the end of the year

Number of shares outstanding as at the beginning and end of the year

96,64,733 96,64,733

Reconciliation of number of preference shares outstanding at the beginning and at the end of the year

Number of shares outstanding as at the beginning and end of the year

5,00,000 5,00,000

Shares in the company held by each equity shareholder holding more than 5% shares

SL. No.	Name of the shareholder	Number of shares as on 31.03.2014	% of Holding	Number of shares as on 31.03.2013	% of Holding
1	Ram Fin Fortunes (P) Limited	9,33,517	9.66%	9,33,517	9.66%
2	AAA Paper Marketing Limited	6,94,444	7.19%	6,94,444	7.19%



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Shares in the company held by each preference shareholder holding more than 5% shares

SL. No.	Name of the shareholder	No. of shares as on 31.03.2013	% of Holding	No. of shares as on 31.03.2012	% of Holding
1	P.K.A Projects (P) Limited	2,50,000	50%	2,50,000	50%
2	Ram Singh Steels (P) Limited	2,50,000	50%	2,50,000	50%

3 Reserve and Surplus

(a) Capital Reserve

As per last Balance Sheet

64,000 64,000

Total (a)

64,000 64,000

(b) Securities Premium Reserve

As per last Balance Sheet

116,666,670 116,666,670

Total (b)

116,666,670 116,666,670

(c) Surplus (Statement of Profit and Loss)

Opening Balance

(21,424,353) 19,265,675

Add : Addition during the year

(2,793,827) (40,690,028)

Total (c)

(24,218,180) (21,424,353)

Total (a+b+c)

92,512,490 95,306,317

4 Long term borrowings

Secured borrowings

Term loans from banks

268,722,167 311,645,484

Funded Interest Term Loans

61,356,000 72,772,756

Working Capital Term Loan

91,856,000 110,175,746

Unsecured borrowings

Loans and advances from related parties

71,000,000 43,300,000

Intercompany deposits

21,450,000 21,450,000

Total

514,384,167 559,343,986

- (1) Term loan from Bank of Baroda is secured against hypothecation of Plant & Machinery, Land & Building (both present & future) of the Company and extension of hypothecation over stock & book debts of the company and also personal guarantee of Directors/Promoters of the Company.

From Bank of Baroda (for term loan of Rs. 3236 Lacs)

At the rate of 11.50% (Previous year 11.00% p.a.). Repayable in 27 quarterly installments of Rs. 115.57 lacs each and last installments of Rs. 115.61 lacs starting from 01.04.2013.

From Bank of Baroda (for FITL of Rs. 471 Lacs)

At the rate of 11.00% (Previous year 11.00% p.a.). Repayable in 27 quarterly installments of Rs. 16.82 lacs each and last installments of Rs. 16.86 lacs starting from 01.04.2013.

From Bank of Baroda (for FITL of Rs. 388 Lacs)

At the rate of 11.00% (Previous year 11.00% p.a.). Repayable in 27 quarterly installments of Rs. 13.86 lacs each and last installments of Rs. 13.78 lacs starting from 01.04.2013.

From Bank of Baroda (for WCTL of Rs. 1286 Lacs)

At the rate of 11.00% (Previous year 11.50% p.a.). Repayable in 27 quarterly installments of Rs. 45.93 lacs each and last installments of Rs. 45.89 lacs starting from 01.04.2013.

- (2) Vehicles liabilities are secured by hypothecation of respective Vehicles and guaranteed by Directors of the Company.

From ICICI Bank Ltd. (for term loan of Rs 18 Lacs)

At the rate of 12% (Previous year 12.00% p.a.) . Repayable in 36 monthly installments (with interest) of Rs. 59778/- each, starting from 15.06.2011.

From Bank of Baroda. (for term loan of Rs 6.40 Lacs)

At the rate of 12.25% (Previous year 12.25% p.a.). Repayable in 60 monthly installments (with interest) of Rs. 10666.67/- each, starting from 01.07.2012.

From Tata Motor Finance (for term loan of Rs. 10.53 Lacs)

At the rate of 12.24%. (Previous Year NIL). Repayable in 23 monthly installments (with interest) of Rs. 52600/- each, starting from 15.02.2014.

From Tata Motor Finance (for term loan of Rs. 10.53 Lacs)

At the rate of 12.24%. (Previous Year NIL). Repayable in 23 monthly installments (with interest) of Rs. 52600/- each, starting from 02.03.2014.

From Tata Motor Finance (for term loan of Rs. 10.53 Lacs)

At the rate of 12.24%. (Previous Year NIL). Repayable in 23 monthly installments (with interest) of Rs. 52600/- each, starting from 15.02.2014.

From Tata Motor Finance (for term loan of Rs. 9.90 Lacs)

At the rate of 12.24%. (Previous Year NIL). Repayable in 18 monthly installments (with interest) of Rs. 59750/- each, starting from 26.04.2013.

- (3) Term loan from IDBI Bank is secured against:-

- (i) First charge on the Carbon Credits receivables of the sale of Carbon Credits in a manner satisfactory to IDBI Bank. The company to obtain NOC from Bank of Baroda (BoB) and other charge holders, if any, to perfect the security.
- (ii) Unconditional and irrevocable personal guarantees of Shri Pramod Agarwal ,Managing Director and Shri Arun Goel, Executive Director of the company.



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(iii) Exclusive first charge on the Escrow account to be opened with IDBI Bank for receipt of sale proceeds of Carbon Credits.

5 Long term liabilities

Security deposits

72,024,000 102,024,000

Total

72,024,000 102,024,000

6 Short-term borrowings

Secured borrowings

Working Capital Loans

182,588,302 180,080,625

Total

182,588,302 180,080,625

Working Capital facilities from Bank of Baroda are secured by

- (i) Equitable Mortgage of land bearing khasra no. 174, 43, 44/1, 43, 33, 29, 42/2 situated at Village Nagla Islam, Pargana Kiratpur, Tehsil Nazibabad, Distt. Bijnore.
- (ii) Hypothecation of Plant & Machinery, stocks and Book Debts of the Company all situated at Kiratpur Distt. Bijnore.

7 Trade payable

Trade payable

228,759,012 2705,92,650

Total

228,759,012 2705,92,650

8 Other current liabilities

Current maturities of long term debt

79,130,320 77,660,525

Interest accrued and due on borrowings

9,078,991 2,268,574

Cheques Payables

5,446,015 5,890,642

Other payables

24,073,919 21,334,196

Total

117,729,245 107,153,937

9 Short term provision

Excise duty

460,761 492,999

Income Tax

1,586,570 -

Total

2,047,331 492,999

Note No. : 10

FIXED ASSETS

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS ON 31.03.2013	ADDITIONS	SALE/ADJ USTMENT	AS ON 31.03.2014	AS ON 31.03.2013	FOR THE YEAR	SALE/ADJ USTMENT	AS ON 31.03.2014	AS ON 31.03.2014	AS ON 31.03.2013
Land	13,435,022	-	-	13,435,022	-	-	-	-	13,435,022	13,435,022
Factory Building	118,000,686	-	-	118,000,686	39,851,743	3,941,223	-	43,792,966	74,207,720	78,148,943
Building (Staff Colony)	8,499,405	-	-	8,499,405	2,301,078	138,540	-	2,439,618	6,059,787	6,198,327
Plant & Machinery	908,711,700	-	479,797	908,231,903	421,212,203	47,845,483	-	469,057,686	439,174,217	487,499,497
Vehicles	7,566,657	-	1,915,630	5,651,027	2,666,735	639,557	1,015,127	2,291,165	3,359,862	4,899,922
Furniture & Office Equipments	11,471,340	354,212	-	11,825,552	9,720,122	469,151	-	10,189,273	1,636,279	1,751,218
Turbine & Boiler	251,261,125	-	-	251,261,125	79,088,266	13,266,587	-	92,354,853	158,906,272	172,172,859
Commercial Vehicles (Truck)	-	4,541,362	-	4,541,362	-	174,666	-	174,666	4,366,696	-
Computers	2,255,443	-	-	2,255,443	2,105,100	129,665	-	2,234,765	20,678	1,50,343
Total Rs.	1,321,201,378	4,895,574	2,395,427	1,323,701,525	556,945,247	66,604,872	1,015,127	622,534,992	701,166,533	764,256,131
Previous year	1,318,298,786	2,902,592	-	1,321,201,378	490,513,811	66,431,436	-	556,945,247	764,256,131	827,784,975

11 Long-term loans and advances

Unsecured, considered good

Advance Income taxes

485,009 327,313

Security Deposits

7,213,065 7,087,257

Others

1,355,660 2,559,476

Total

9,053,734 9,974,046

12 Other non-current assets

Unsecured, considered good



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Mat credit entitlement	6,312,630	4,726,060
Bank deposits	-	2,193,684
Total		6,919,744
13 Inventories		
Raw Materials	131,999,647	116,890,591
Raw Materials in transit	3,643,508	535,365
Work-in-Progress	4,440,678	4,794,336
Finished Goods	12,508,614	17,050,430
Semi-Finished Goods	3,624,075	3,785,965
Stores and spares	19,897,272	17,631,311
Packing Material	3,799,225	3,447,250
Chemicals	7,095,987	5,870,042
Fuel	18,502,451	19,442,210
Total	205,511,457	189,447,500
14 Trade Receivables		
Unsecured, considered good		
Trade receivables outstanding for more than six months from the date they became due for payment:		
Others	52,171,307	122,110,118
Total	387,299,255	367,335,974
15 Cash and Bank Balances		
Balance with Banks		
Bank deposits	7,047,493	2,209,395
Others	271,914	605,722
Cheques, in hand	3,347,127	8,613,827
Cash on hand	8,360,474	3,782,599
Total	19,027,008	15,211,543
16 Short-term loans and advances		
<u>Unsecured, considered good</u>		
Balance with Central Excise Authorities	4,579,650	7,338,035
Advance to Suppliers	24,607,490	21,792,778
Others	3,160,197	2,783,658
Total	32,347,337	31,914,471
17 Revenue From operations		
Sale of Products	1,779,248,425	1,548,663,598
Total	1,779,248,425	1,548,663,598
Details of Sale products		
Particulars		
Papers	1,779,248,425	1,548,663,598
Total	1,779,248,425	1,548,663,598
18 Other Income		
Interest received	613,568	442,224
Profit on sale of Fixed Assets	4,497	-
Miscellaneous Income	-	197,828
Total	618,065	640,052
19 Cost of Material Consumed		
Waste Paper	1,037,556,870	936,985,927



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Total		1,037,556,870	936,985,927
20	Changes in inventories of finished goods and stock-in-progress		
	Opening Stock:		
	Finished Goods	17,050,430	32,085,958
	Semi Finished Goods	3,785,965	4,950,492
	Stock in Process	4,794,336	3,599,990
	Total (a)	25,630,731	40,636,439
	Closing Stock:		
	Finished Goods	12,508,614	17,050,430
	Semi Finished Goods	3,624,075	3,785,965
	Stock in Process	4,440,678	4,794,336
	Total (b)	20,573,367	25,630,731
	Total (a-b)	5,057,364	15,005,708
21	Employee benefit expense		
	Salaries, Wages & Allowances	39,888,679	38,158,006
	Provident Fund	1,187,829	1,204,804
	Bonus	2,274,516	2,158,813
	Watch & Ward	1,622,394	2,393,200
	Gratuity	125,215	1,685,643
	Staff Welfare	792,240	818,595
	Total	45,890,873	46,419,061
22	Finance Costs		
	<u>Interest on :</u>		
	Term Loans	63,914,529	67,165,672
	Bank Borrowings & Others	20,626,296	22,700,054
	Bank Charges & Others	2,774,772	610,574
	Total	87,315,597	90,476,300
23	Other expenses		
	Manufacturing		
	Chemicals	83,943,794	67,340,000
	Packing Material	17,430,442	14,335,756
	Power & Fuel	301,452,944	269,951,766
	Stores & Spares	33,513,091	29,085,812
	Repairs - Plant & Machinery	5,555,079	7,078,610
	Total (a)	441,895,350	387,791,944
	Administrative & Overhead		
	Printing & Stationary	356,013	237,763
	Postage & Telephone Expenses	704,217	737,634
	Insurance	1,396,694	1,154,294
	Rent, Rates & Taxes	4,145,787	2,432,941
	Repairs - Factory Building	1,464,902	771,296
	Repair & Maintenance	1,334,454	1,226,204
	Director Remuneration	3,600,000	3,300,000
	Auditors Remuneration	112,360	112,360
	Legal & Professional Charges	1,035,961	1,158,870
	Travelling Expenses	7,354,350	4,793,547
	Vehicle Running & Maintenance	836,982	503,807
	E.T.P Running Expenses	700,230	644,175
	Miscellaneous Expenses	871,674	1,297,604
	Total (b)	23,913,624	18,370,495
	Selling & Forwarding :		
	Sales Promotion	122,689	23,195
	Advertisement	36,323	128,774
	Rebate & Discount	19,339,212	3,063,739



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Commission on Sale
Freight & Forwarding

Total (c)
Total Total (a+b+c)

6,946,871	9,577,295
18,392,540	18,454,936
44,837,635	31,247,939

4374,10,378	4400,87,961
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24	Value of Imports (C.I.F). Value in respect of	As at 31.03.2014	As at 31.03.2013
	(a) Raw Materials	365,602,391	183,978,363
	(b) Consumable Store	1,600,367	455,049
25	Expenditure in Foreign Currency	NIL	NIL
26	Remittance in Foreign Currency	NIL	NIL
27	Earning in Foreign Currency	NIL	NIL
28	Consumption of Imported and Indigenous Raw Materials, Spare Parts:		
		As at 31.03.2014	As at 31.03.2013
1.	Raw Material		
	Indigenous	602,232,374	58% 690,005,601
	Imported	435,324,496	42% 246,980,326
	Total	1,037,556,870	936,985,927
2.	Stores & Spares		
	Indigenous	31,572,780	94% 28,510,345
	Imported	1,940,311	5% 575,467
	Total	33,513,091	29,085,812
3.	Chemicals	83,943,794	100% 67,340,000
4.	Packing Material	17,430,442	100% 14,335,756

29 Earning Per Share (EPS):-

Particulars	As at 31.03.2014	As at 31.03.2013
Profit attributable to the Shareholders	(2,793,827)	(40,690,028)
Basic/Weighted average number of Equity Shares outstanding during the Year	9,664,733	9,664,733
Nominal Value of Equity Share (Rs.)	10	10
Basic/Diluted Earning per Share (Rs.)	(0.29)	(4.21)

30	Deferred Tax Liability (Net)	As at 31.03.2014	As at 31.03.2013
	(a) Deferred Tax Liability related to Fixed Asset	129,084,000	135,280,000
	Total(a)	129,084,000	135,280,000
	(b) Deferred Tax Assets		
	Disallowances under the Income Tax Act, 1961	28,126,000	31,074,000
	Unabsorbed Losses	33,742,000	48,108,000
	Total(b)	61,868,000	79,182,000
	Total (a-b)	67,216,000	56,098,000
31	Payment to Auditors	As at 31.03.2014	As at 31.03.2013
	Audit Fee	80,000	80,000
	Tax Audit Fee	20,000	20,000
	Service Tax	12,360	12,360
	Total	1,12,360	1,12,360



32 Contingent Liabilities and Commitments (to the extent not provided for)

Contingent Liabilities		
Guarantees	45,000,000	8,200,000
Sales Tax	3,411,083	3,411,083
Customs, Excise and Service Tax	1,683,603	1,683,603

33 Related Party Disclosures:-

a) Key Management Personnel

- a. Shri Pramod Agarwal
- b. Shri Arun Goel

Companies Controlled by Directors/Relatives

Ram Fin Fortunes Private Limited
AAA Paper Marketing Limited

b) Related Party Transactions

S. No.	Name of the Related Parties and Relationship	Key Management Personnel		Companies Controlled by Directors	
		As at 31.03.2014	As at 31.03.2013	As at 31.03.2014	As at 31.03.2013
1.	Remuneration	3,600,000	3,300,000	-	-
2.	Unsecured Loans repayment	-	-	-	-
3.	Unsecured Loans taken	1,000,000	-	26,700,000	-
4.	Salary	-	600,000	-	-
5.	Rent Paid	-	-	120,000	120,000
6.	Purchase	-	-	647,436,822	443,894,791
7.	Outstanding Payable as on 31.03.2014	1,000,000	-	70,000,000	43,300,000

- 34 Since the Company operates in a single segment i.e. "Paper & Paper Board" Accounting Standard (AS)-17 – "Segment Reporting" issued by the Institute of Chartered Accountants of India is not applicable.
- 35 Balance of Trade payable, Trade Receivables and Advances as at 31st March, 2014 are subject to confirmation.
- 36 In the opinion of the Board of Directors, Current Assets, Loans and Advances have valued on realisation in the ordinary course of business at least equal to the amount at which they have been stated in the Balance Sheet as at 31.03.2014.
- 37 The bifurcation of the total outstanding dues of small scale industrial undertaking and other than small scale Industrial undertakings as well as the named Small Scale Industrial, Undertaking to whom the Company Owes a sum of exceeding Rs. 100,000.00 and which is outstanding for more than 30 days are not in the balance sheet as suppliers have not indicated their status on their documents/ papers, whether they Small Scale Undertakings or not. Hence it is not possible for the Company to disclose the said information in respect of trade creditors.
- 38 Trade Receivables has been shown after deducting the amount of advance from customers.
- 39 The 'Fixed assets register' is under preparation, Hence the Book records and physical verification of Fixed Assets could not be reconciled. Steps are being taken to complete it at the earliest.
- 40 Keeping in view of the provisions of Section 115jb of Income Tax Act, 1961, Provision for Income Tax (MAT) has been made.
- 41 Previous year figures have been re arranged, regrouped, wherever necessary.

The accompanying notes form an integral part of the Financial Statements.

CHAIRMAN CUM MANAGING DIRECTOR

PRAMOD AGARWAL
DIN: 00038838

EXECUTIVE DIRECTOR

ARUN GOEL
DIN: 00035058

COMPANY SECRETARY

COMPANY SECRETARY
PAN: ACDPH6376H

**In terms of our separate
report of even date
For SHIAM & CO.,
Chartered Accountants,
Firm Regn. No. 000030C
Sd/-**

**Rajesh Kumar Jain
Partner
Membership No. 073352**

Dated : 30.05.2014
Place : Muzaffarnagar

**CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET
FOR THE YEAR ENDED 31ST MARCH 2014**

A. CASH FLOW FROM OPERATION ACTIVITIES:	2013-2014		2012-2013	
	(Amount in `)			
Net Profit/(Loss) before tax and extraordinary items				
Adjustments for:		8,326,247		(59,182,028)
Depreciation	66,604,872		664,31,436	
Loss on sale of assets	(4497)		-	
Finance Charges	87,315,597		904,76,300	156,907,736
Operating Profit before working capital changes		162,242,219		97,725,708
Adjustments for:				
Trade and other receivables	49,542,664		(119,053,434)	
Inventories	(16,063,957)		38,197,293	
Trade Payables	(27,196,321)	6,282,386	85,276,220	4,420,079
Cash generated from operations		168,524,605		102,145,787
Finance Charges		(87,315,597)		(904,76,300)
Taxes Paid		(2,074)		-
Net Cash from operating activities		81,206,934		11,669,487
B. CASH FLOW FROM INVESTING ACTIVITIES:				
Movement in Loans and Advances	1,527,426		(31,45,589)	
Sale of Fixed Assets	1,384,797		-	
Purchase of Fixed Assets(including Capital work in progress)	(5,343,873)	(2,431,650)	(3,581,426)	(6,727,015)
Net Cash used in Investing activities		78,775,284		4,942,472
C. CASH FLOW FROM FINANCING ACTIVITIES:				
Receipt/Repayment of borrowings	(74,959,819)	(74,959,819)	3,506,040	3,506,040
		3,815,465		8,448,512
Cash and Cash equivalents as at 31.3.2013	15,211,543		67,63,031	
Cash and Cash equivalents as at 31.3.2014	19,027,008	3,815,465	152,11,543	8,448,512
		3,815,465		84,48,512

CHAIRMAN CUM MANAGING DIRECTOR

PRAMOD AGARWAL

DIN: 00038838

EXECUTIVE DIRECTOR

ARUN GOEL

DIN: 00035058

COMPANY SECRETARY

COMPANY SECRETARY

PAN: ACDPH6376H

**In terms of our separate
report of even date****For SHIAM & CO.,****Chartered Accountants,****Firm Regn. No. 000030C****Sd/-****Rajesh Kumar Jain****Partner****Membership No. 073352**

Dated : 30.05.2014

Place : Muzaffarnagar



PROXY FORM
RAMA PAPER MILLS LIMITED
REGISTERED OFFICE: NAJIBABAD ROAD, KIRATPUR, DISTT. BIJNOR (U.P)

Member L.F No./Client ID :
No. of Shares :
I/We of
.....in the district of
being a member\members of RAMA PAPER MILLS LIMITED, hereby appoint
.....of
in the district ofor failing him/her.....
.....of
.....in the district of
as my/our proxy to vote for me/us on my/our behalf at the 29th Annual General Meeting of the Company to be held on Tuesday, the 30th day of September, 2014 at 10:00 A.M and at any adjournment thereof.

Revenue
Stamp of
Re. 1/-

Signed thisday of2014.

ATTENDANCE SLIP
RAMA PAPER MILLS LIMITED
REGISTERED OFFICE: NAJIBABAD ROAD, KIRATPUR, DISTT. BIJNOR (U.P)

Member's Folio No.
Client ID No.
DP ID No.
Name of the Member
Name of the Proxy holder
No. of Shares held

I hereby record my presence at the 29th Annual General Meeting of the Company held on Tuesday, the 30th day of September, 2014 at 10:00 A.M at Registered Office of the Company situated at Najibabad Raod, Kiratpur, Distt. Bijnor (U.P)

.....
Signature of Member/Proxy

Notes:

- i. Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the meeting hall.
- ii. Members are requested to bring their copy of Annual report.
- iii. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- iv. Please take the note of e-voting particulars as stated below:

EVEN (E-Voting Event No.)	USER ID	PASSWORD/PIN



BOOK POST



If Undelivered please return to :

RAMA PAPER MILLS LIMITED

Regd Office & Works

4th K.M Stone, Najiababd Road,

KIRATPUR- 246 731, Distt. Bijnor (U.P)

Ph. 01341 – 240300, 240301

Fax. – 03141-240302