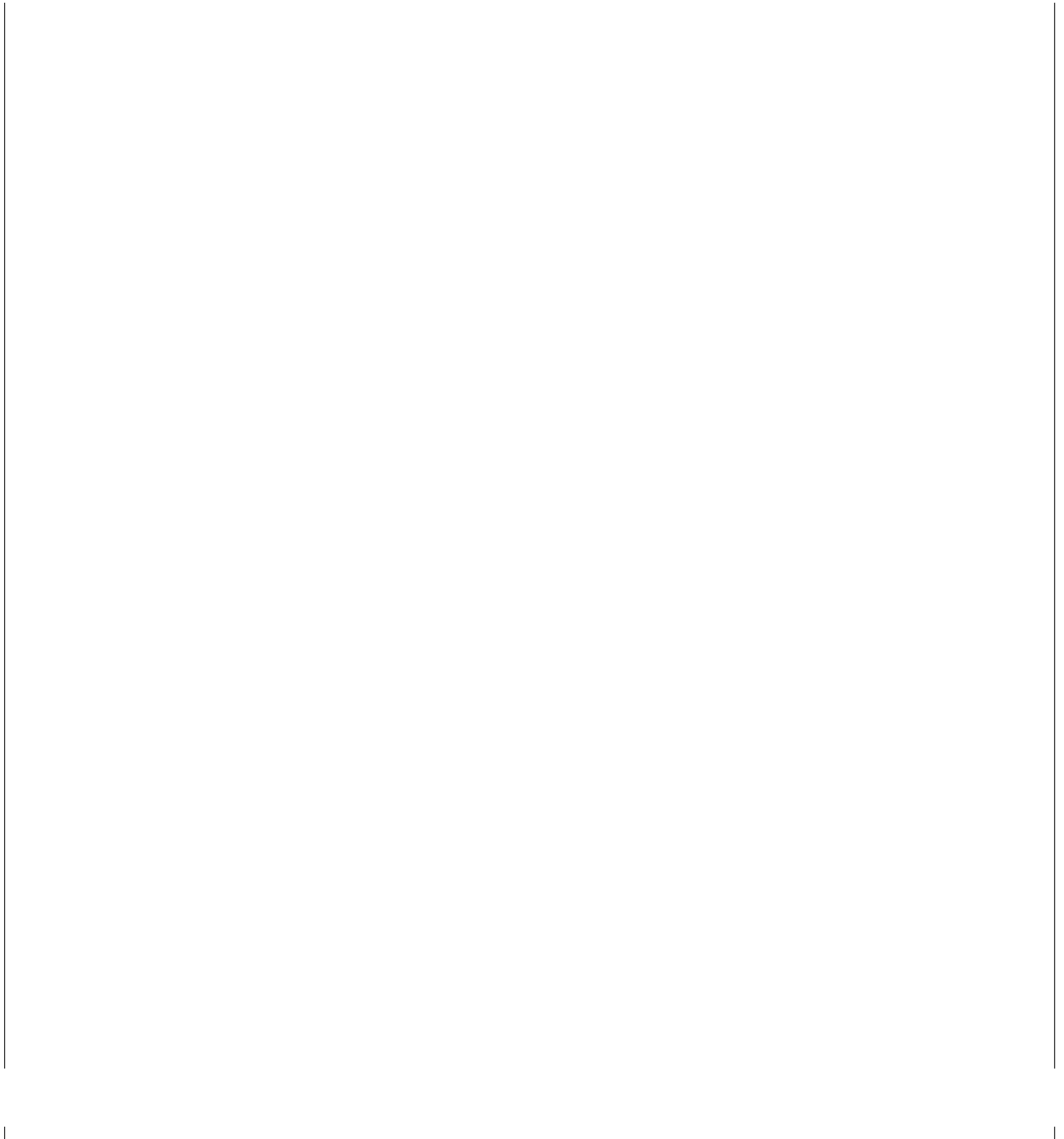


27TH ANNUAL REPORT 2014-2015





Creating wealth from waste
CIN:L21019GJ1988PLC040325

BOARD OF DIRECTORS	SHRI JAIKISHAN B. GUPTA - Chairman SHRI NAVEEN J. GUPTA - Managing Director SMT. SUDHA GUPTA - Additional Director w.e.f. 30/05/2015 SHRI RAMESH CHAND - Director SHRI SHIVRATAN SHARMA - Director
AUDIT COMMITTEE	SHRI RAMESH CHAND SHRI SHIVRATAN SHARMA SMT. SUDHA GUPTA
STAKEHOLDERS RELATIONSHIP COMMITTEE	SHRI JAIKISHAN GUPTA SHRI NAVEEN GUPTA SHRI SHIVRATAN SHARMA
NOMINATION & REMUNERATION COMMITTEE	SHRI RAMESH CHAND SMT. SUDHA GUPTA SHRI SHIVRATAN SHARMA
STATUTORY AUDITOR	V. D. AGGARWAL & CO. Chartered Accountants, Delhi
BANKER	INDIAN OVERSEAS BANK Stadium Road Branch, Ahmedabad
REGISTRARS & SHARES TRANSFER AGENTS	LINK INTIME INDIA PVT. LTD. HEAD OFFICE : 13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai-400078. Tel.: 91-22-2596 3838. Fax: 91-22-2594 6969 E-mail : mumbai@linkintime.co.in BRANCH OFFICE : Unit No. 303, 3rd Floor, Shoppers Plaza V, Opp. Municipal Market, Behind Shoppers Plaza II, Off C G Road, Ahmedabad-380009. Tel.: 079-26465179. E-mail: ahmedabad@linkintime.co.in
E - VOTING AGENCY	CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED E-mail : helpdesk.evoting@cdslindia.com
SCRUTINIZER	CS ASHOK P. PATHAK Practising Company Secretary E-mail : csashokppathak@gmail.com
REGISTERED OFFICE	701, Avdhesh House, Opp. Gurudwara, Near Thaltej Chokdi, Ahmedabad-380054 Tel.: 079 26858510/511. Fax : 079 30171202. E-mail : contact@kalptaru.co.in Website : www.kalptaru.co.in
HEAD OFFICE	C 8/10, Model Town, Delhi-110009
WORKS	Khatraj Chokdi, Village Karoli, Kalol, Dist. Gandhinagar, Gujarat

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NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of the Members of M/S. Kalptaru Papers Limited will be held on Wednesday, 23rd day of September, 2015 at 10:00 a.m. at the Registered Office of the Company situated at 701, Avdhesh House, Opp. Gurudwara, Near Thaltej Chokdi, Ahmedabad - 380054 to transact the followings:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Accounts for the Financial Year ended on 31st March 2015 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri. Naveen Gupta (having DIN 00148096), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors to hold office from the conclusion of this Annual General Meeting of the Company until the conclusion of next Annual General Meeting and fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, M/s. V D Aggarwal & Co., Chartered Accountants (ICAI Registration No. 008332N), Delhi, be and is hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting at a remuneration plus applicable service tax and out of pocket expenses incurred by them for the purpose of audit to be decided by the Board of Directors in consultation with the Auditors."

SPECIAL BUSINESS :

4. **TO CONSIDER AND IF THOUGHT FIT TO PASS, WITH OR WITHOUT MODIFICATION THE FOLLOWING AS AN ORDINARY RESOLUTION**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Sudha Gupta (DIN: 07173823), who was appointed as an Additional Director of the Company with effect from 30th May 2015 by the Board of Directors pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to 31st March, 2020."

Regd. Office:

701, Avdhesh House,
Opp. Gurudwara,
Near Thaltej Chokdi,
Ahmedabad - 380054. Gujarat

Date: 12th August, 2015

**By Order of the Board
For, Kalptaru Papers Limited**

**Jaikishan B. Gupta
Chairman**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, VOTE INSTEAD OF HIMSELF.**
AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Proxies In Order To Be Effective Must Be Received By The Company Not Less Than 48 Hours Before The Meeting.
2. An explanatory statement pursuant to section 102 of the Companies Act, 2013, in respect of special business in the Notice is annexed hereto. The relevant details has stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges(s), in respect of Directors seeking appointments / re-appointments as directors under Item No. 2 and Item No. 4 above, are also annexed hereto.
3. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the company on all working days, except Sundays, between 11:00 a.m. and 1:00 p.m. up to the date of the meeting.
4. The Register of Members and the Share Transfer Books of the Company will remain closed From Friday, 18th day of September, 2015 To Wednesday, 23rd day of September, 2015 (both days inclusive).
5. The Equity Shares of the Company are available for Dematerialization, as the Company has entered into an agreement with National Securities Depository Limited (NSDL) and The Central Depository Services Limited (CDSL). Those Shareholders who wish to hold the Company's Share in electronic form may approach their Depository participants.
6. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent M/s. Link Intime India Pvt. Ltd., 13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or Company's Registrar and Share Transfer Agent. As per Circular No. MRD/

Dop/ Cir-05/2009 dated 20th May 2009 issued by Securities and Exchange Board of India (SEBI), it is mandatory to quote PAN for transfer of shares in physical form. Therefore, the transferee(s) are required to furnish a copy of their PAN to the Registrar and Share Transfer Agent of the Company.

7. Members / Proxies should fill in the Attendance Slip for attending the meeting and they are requested to bring their Attendance Slip along with their copy of Annual Report to the meeting. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio No in Attendance Slip for attending the meeting.
8. Electronic copy of the Annual Report for 2014-15 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014-15 is being sent in the permitted mode.
9. Electronic copy of the Notice of the 27th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 27th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
10. Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website www.kalptaru.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id : contact@kalptaru.co.in
11. Members are requested to intimate to the company, queries, if any, on the accounts at least ten days before the meeting to enable the Management to keep the required information available at the meeting.
12. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 27th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting services provided by CDSL - Central Depository Services (India) Limited:

A. For shareholders who receive notice of annual general meeting through e-mail:

- i. The voting period begins on September 20, 2015 at 9:00 AM and ends on September 22, 2015 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 16, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. If you are holding shares in Demat form and had logged on to <https://www.evotingindia.co.in> and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- iii. Log on to the e-voting website <https://www.evotingindia.com>
- iv. Click on "Shareholders" tab to cast your vote.
- v. Now, select the Electronic Voting Sequence Number-"EVSN"(i.e. 150819068) along with "COMPANY NAME"(KALPTARU PAPERS LIMITED) from the drop down menu and click on "SUBMIT"
- vi. Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL : 8 Characters DP ID followed by 8 Digits Client ID	
PAN	For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
DOB*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.	

Dividend Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the Bank Details* said demat account or folio.

* Please enter DOB or Dividend Bank details in order to login. If the details are not recorded with the depository or Company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then reach directly to the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ % & *). Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. Click on the relevant EVSN on which you choose to vote.
- x. On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions.
- xii. After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page
- xv. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution/Authority letter in PDF format in the system for the scrutinizer to verify the same. Further, they are requested to send the scanned copy of the Board Resolution/ Authority letter to the email id of Scrutinizer (csashokppathak@gmail.com), RTA (ahmedabad@linkintime.co.in) and Company (contact@kalptaru.co.in).

B. For shareholders who receive the notice of annual general meeting in physical form :

- i. Please follow all steps from Sr. No. (i) to Sr. No. (xv) above to cast vote.
- ii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at <https://www.evotingindia.co.in> under help section or write an email to helpdesk.evoting@cdslindia.com.

C. For shareholders who wish to vote using Ballot Form (in lieu of e-voting):

- i. Shareholders may fill in the Ballot Form (in lieu of e-voting) and submit the same in a sealed envelope addressed to the Scrutinizer, Shri Ashok P Pathak, Scrutinizer, C/o. Kalptaru Papers Limited, 701 Avdhesh House, Opp. Gurudwara, Nr. Thaltej Chokdi, Ahmedabad - 380007 so as to reach by 5.00 p.m. on Tuesday, September 22, 2015. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the scrutinizer on the validity of the forms will be final. Read the instructions provided in Ballot Form carefully.
- ii. Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Wednesday, September 16, 2015 (being the cut-off date), may cast their vote by way of Postal Ballot. The Ballot Form received after Tuesday, September 22, 2015 (5.00 p.m. IST) will be treated as invalid.
- iii. Shareholders may request for physical copy of the Ballot Form by sending an e-mail to contact@kalptaru.co.in by mentioning their Folio / DP ID & Client ID.
- iv. A shareholder can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a shareholder casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

VOTING AT AGM :

- i. The members who have not casted their votes either electronically or through Ballot Form, can exercise their voting rights at the AGM.
- ii. A member who are present at AGM and have not cast their vote by availing the remote e-voting facility can vote at AGM by use of ballot or polling papers. Regd. Office:

701, Avdhesh House,
Opp. Gurudwara,
Near Thaltej Chokdi,
Ahmedabad - 380054. Gujarat
Date: 12th August, 2015

**By Order of the Board
For, Kalptaru Papers Limited**

**Jaikishan B. Gupta
Chairman**

ANNEXURE TO THE NOTICE

Notes on Directors seeking appointment / re-appointment at the annual general meeting as required under the revised Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

Profile of Directors being appointed / re-appointed:**Item No 2**

Name	Shri Naveen Gupta
Qualification	Graduate in Commerce
Experience	He has experience of more than two decades in marketing and manufacturing papers and its allied products, products metals or non ferrous metals. He is associated with the Company since incorporation. Under his able guidance and direction, the Company has achieved phenomenon growth and prosperity.
Other Directorship	Kalptaru Alloys Pvt. Ltd. Kalptaru Fincap Limited Kalptaru Infosoft Pvt. Ltd.
Chairman / Member of the Committees of the Board of the other companies on which he is a director	None
No. of shares held in the company	3,11,820 Equity Shares of Rs.10/- each
Disclosure of the relationships	Shri. Naveen Gupta, Managing Director of the Company is son of Shri Jai Kishan Gupta Chairman of the Company.

Item No 4

Name	Ms. Sudha Gupta
Qualification	Post Graduate in Arts with Economics from Kanpur
Experience	She has experience of more than 15 years in management field.
Other Directorship	None
Chairman / Member of the Committees of the Board of the other companies on which he is a director	None
No. of shares held in the company	None
Disclosure of the relationships	Ms. Sudha Gupta is not, in any way, concerned / interested / related with any of the other directors of the company.

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

The Explanatory statement pursuant to section 102 of the Companies Act, 2013 set out all material facts relating to the Special Business mentioned in the accompanying Notice are as follows:

ITEM NO 4

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Ms. Sudha Gupta as an Additional Director of the Company with effect from May 30, 2015.

In terms of the provisions of Section 161(1) of the Act, Ms. Sudha Gupta would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Sudha Gupta for the office of Director of the Company.

Ms. Sudha Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (Five) consecutive years on the Board of a company and she shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Ms. Sudha Gupta that she meets with the criteria of independence as prescribed both

under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Ms. Sudha Gupta possesses appropriate skills, experience and knowledge, inter alia, in the field of finance.

In the opinion of the Board, Ms. Sudha Gupta fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Ms. Sudha Gupta is independent of the management.

Brief resume of Ms. Sudha Gupta, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Annexure to Notice.

Ms. Sudha Gupta, aged 47 years is a Post Graduate in Arts with Economics. She is also member of Audit Committee and Nomination and Remuneration Committee. She has her advantage more than 15 years of work experience in Management Field. She does not hold any directorships in other companies nor is member or chairman of committees in other public Company. She does not held any shares in the Company.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Ms. Sudha Gupta is appointed as an Independent Director.

Copy of the draft letter for appointment of Ms. Sudha Gupta as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Save and except Ms. Sudha Gupta and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Regd. Office:

701, Avdresh House,
Opp. Gurudwara,
Near Thaltej Chokdi,
Ahmedabad - 380054. Gujarat

Date: 12th August, 2015

**By Order of the Board
For, Kalptaru Papers Limited**

**Jaikishan B. Gupta
Chairman**

DIRECTORS' REPORT

To,
The Members,
Kalptaru Papers Limited,
Ahmedabad.

Your directors are presenting herewith their 27th Annual Report together with the Audited Statements of Accounts for the period ended on 31st March, 2015.

PERFORMANCE HIGHLIGHTS:

Particulars	(Rs. in Lac)	
	Current year Ended on 31/03/2015	Previous year Ended on 31/03/2014
Revenue from Operations	23.85	3622.89
Other Income	54.00	11.18
Profit/Loss before exceptional & extraordinary items & tax	(861.50)	(1162.90)
Exceptional Items	-	21.15
Extraordinary Items	-	-
Profit /Loss before Tax	(861.50)	(1184.05)
Current Tax	-	-
Deferred Tax	(185.13)	(296.46)
P/L from the period from continuing Operations	-	-
P/L from the period from discontinuing Operations	-	-
P/L for the period	(676.34)	(887.60)

DIVIDEND:

Due to loss incurred during the year under review, your directors do not recommend any dividend for the financial year ended on 31st March, 2015.

RESERVES

Due to loss incurred during the year under review, your directors do not transfer any amount to Reserves for the financial year ended on 31st March, 2015.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

In terms of Section 125 of the Companies Act, 2013, any unclaimed or unpaid Dividend relating to the financial year 2007 - 2008 is due for remittance on 29/10/2015 to the Investor Education and Protection Fund established by the Central Government.

BUSINESS PERFORMANCE & PROSPECTS

During the year under report, the company has a turnover of Rs. 23.85 Lac as compared to Rs. 3622.89 Lac during the previous year and the operation for the year under review has resulted into net loss of Rs. 676.34 Lac in compared to previous year's loss of Rs. 887.60 Lac.

PUBLIC DEPOSITS

The Company has neither accepted nor renewed any deposits during the year under review. The Company will repay earlier accepted deposits according to the terms of Deposits.

BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF COMPANY'S AFFAIR

The company is operating in only one segment i.e. paper. However, there was not any production during the year under consideration. As the Company was closed, the main activity was to try for arranging the funds and restart the Company as far as possible.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

Your Company has a comprehensive system of internal controls to safeguard the Company's assets against loss from unauthorized use and ensure proper authorization of financial transactions. The Company has an exhaustive budgetary control system to monitor all expenditures against approved budgets on an ongoing basis. The Company maintains a system of internal controls designed to provide assurance regarding the effectiveness and efficiency of operations, the reliability of financial controls and compliance with applicable laws and regulations as applicable in the various jurisdictions in which the Company operates.

CORPORATE GOVERNANCE CERTIFICATE

In terms of clause 49 of listing agreement with the Stock Exchange, a certificate from Auditors of the Company on compliance of conditions of Corporate Governance is annexed to the Annual Report. A report on Corporate Governance as provided in clause 49 of the Listing Agreement is included in the Annual Report.

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

The following material changes and commitment occurred during the year under review affecting the financial position of the Company. As the production of the Company was stopped on 16th September, 2013 due to various reasons and financial commitments to Banks could not be fulfilled so that the account of Bank was became N.P.A. and there were pressure from the Bank for OTS - One Time Settlement for Rs. 27 Crores 50 Lacs to be funded partly from investors on personal guarantee of Directors and sale of Assets of the Company.

As per SEBI Circular dated My 30, 2012 (Exit Circular) and SEBI Circular dated May 22, 2014 the exclusively listed companies which fail to obtain listing in any other nationwide stock exchange will cease to be a listed company and will be moved to Dissemination Board by the existing stock exchange. On account of Derecognition of regional stock exchange i.e. Delhi Stock Exchange Limited, the Company is delisted from Bombay Stock Exchange Limited and the Equity Shares of the Company are moved to Dissemination Board.

Subsequently, SEBI vide Circular No. CIR/MRD/DSA/05/2015 dated April 17, 2015 decided to allow a time line of 18 months within which such companies shall obtain listing on nationwide stock exchange upon terms and conditions as decided. The Company has made an application to BSE - Bombay Stock Exchange Limited on July 21, 2015 for regular listing.

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

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in "Annexure - A" and is attached to this report.

STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

Pursuant to section 134 (3) (n) of the Companies Act, 2013 & Clause 49 of the listing agreement, the company has framed Risk Management Policy. The details of the policy are as updated on website of the company. The risk management includes identifying types of risks and its assessment, risk handling and monitoring and reporting. At present the company has not identified any element of risk which may threaten the existence of the company.

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

AUDITORS REPORT:

The explanation on qualification (s) / observation(s) in the Auditors' Report:

Point 1. Note No. 34(3) to the Auditor's Report: Depreciation on fixed assets has been provided on straight-line basis at useful life assumed by management.

Explanation 1

Explanation to Note No. 34(3) to the Auditor's Report : Majority of Machineries are old and obsolete and hence it were not feasible to identified the useful life under Schedule II (Part C) of the Companies Act, 2013 & hence Management has assumed the useful life accordingly.

Secretarial Auditor :

The Board has considered the recommendation of Audit Committee regarding appointment and necessity of Secretarial Audit Report as mandate for every listed company in Section 204 of the Act, and has appointed M/s. Ashok P. Pathak & Co., Company Secretaries, Ahmedabad as Secretarial Auditor for the financial year 2015 -2016.

Secretarial Audit Report :

The Secretarial Audit Report for the financial year 2014-2015 is annexed herein and forming part of the Board Report (Annexure B). The explanation on comments / observation(s) in the Secretarial Audit Report -

Point 1. The company have not appointed a Company Secretary and Chief Financial Officer as part of Key Managerial Personnel (KMP) according to the requirements of Section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Explanation 1. :

The company has a small capital base medium size company. The company is running in a loss during the year on account of closure of its unit, and hence it was difficult for the company to find qualified company secretary in full time willing to work. However, the company is in process to appoint a qualified company secretary in line with the requirement of the appointment of KMP under section 203 of the Act. The company has appointed Mr. Arpit Gupta as Chief Financial Officer as a part of Key Managerial Personnel in its Board Meeting held on 31.07.2015.

Point 2. The company has filed Form DPT 4 vide SRN C20157111 dtd.13.09.14 for unsecured loan / deposits existing on 01.04.2014, which were required to be repaid pursuant to the provisions of Section 74 of the Companies Act, 2013 on or before 31.03.2015.

Explanation 2 :

The money received from the entities mentioned in Form DPT 4 were trade creditors / payables and not the unsecured loans since its inception. e-Form DPT 4 was filed due to inadvertence, and hence the amount is not required to be repaid under provision of Section 74 of the Act.

COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is furnished below:

- **Appointment criteria and qualifications for Directors**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

- **Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:**

- a) Fixed pay:
The Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.
- b) Minimum Remuneration:
If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.
- c) Provisions for excess remuneration:
If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

- **Remuneration to Non- Executive / Independent Director:**

- a) Remuneration / Commission:
The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Act.

b) **Sitting Fees:**

The Non Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs. One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

c) **Commission:**

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

d) **Stock Options:**

An Independent Director shall not be entitled to any stock option of the Company.

ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in "ANNEXURE C" and is attached to this Report.

NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

The Company had 7 (Seven) Board meetings during the financial year under review. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit its responsibility Statement that:-

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

Note: Internal financial control means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

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

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

PARTICULARS OF EMPLOYEES

There was no employee drawing salary in excess of limits described under Section 134 of the Companies Act, 2013 read with Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014.

DIRECTORS

Mr. Naveen Gupta, Director retire at this Annual General Meeting and being eligible offer himself for re election. The Board of Directors recommended his re- appointment at the forthcoming Annual General Meeting.

Ms. Savita Gupta who was appointed as Additional Director on 26/03/2015 resigned as a director w.e.f. 30/05/2015. The Board expresses its appreciation for the services rendered by her during her tenure with the Company.

Mr. Paresh Pandya has resigned as Director of the Company w.e.f. 30/05/2015. The Board expresses its appreciation for the services rendered by him during his tenure with the Company.

Ms. Sudha Gupta who was appointed as Additional Director on 30/05/2015 and holds the said office till the date of the Annual General Meeting. A notice has been received from a member proposing her candidature for her reappointment.

Mr. Arpit Gupta appointed as CFO - Chief Financial Officer of the Company w.e.f. 31/07/2015.

DECLARATION OF INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

FORMAL ANNUAL BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an evaluation of its own performance and the Directors individually. A process of evaluation was followed by the Board for its own performance and that of its Committees and individual Directors.

A familiarization programme was conducted for Independent Directors to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters and the said was updated on website of the Company. http://kalptaru.co.in/pdf/Familiarisation_Programme_for_the_year_14_15.pdf

STATUTORY AUDITORS

M/s. V D Aggarwal & Co., Chartered Accountants (ICAI Registration No. 008332N), Delhi were appointed as Statutory Auditors for a period of 1 (one) year in the Annual General Meeting held on 30/09/2014. Their continuance of appointment and payment of remuneration are to be confirmed and approved in the ensuing Annual General Meeting. The Company has received a certificate from the above Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The Audit Committee consists of the following members:

- a) Shri. Shivratn Jivaram Sharma- Chairman
- b) Shri. Ramesh Chand - Member
- c) Smt. Sudha Gupta- Member

The above composition of the Audit Committee consists of all independent Directors.

The Company has established a vigil mechanism and overseas through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co employees and the Company.

GENERAL

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

Regd. Office :

701, Avdhesh House,
Opp. Gurudwara,
Near Thaltej Chokdi,
Ahmedabad - 380054. Gujarat

Date: 12th August, 2015

**By Order of the Board
For, Kalptaru Papers Limited**

**Jaikishan B. Gupta
Chairman**

ANNEXURE FORMING PART OF DIRECTOR' REPORT

ANNEXURE A - TO THE DIRECTORS' REPORT

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo as required under Section 134 (3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014

A. CONSERVATION OF ENERGY :

- (i) Steps taken for conservation of energy

The Company has adopted several energy conservation measures besides what had been carried out earlier. Periodical testing is being taken for each unit of power supply to verify that the energy consumed is minimized.

- (ii) Steps taken by the Company for utilizing alternate sources of energy : NIL

- (iii) The Capital investment on energy conservation equipments

No Capital Investment made on energy conservation equipments by the company.

II TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION:

- (i) Efforts towards technology absorption : Continues Efforts

- (ii) The benefits derived like product improvement, cost reduction, product development or import Substitution : NIL

- (iii) Information regarding imported technology (Imported during last three years) : NIL

- (iv) Expenditure incurred on Research and Development : NIL

III FOREIGN EXCHANGE EARNINGS AND OUTGO:

	2014-15	2013-14
Foreign exchanges earned :	NIL	43971.21
Foreign Exchange used	NIL	US\$216494.08

ANNEXURE B - TO THE DIRECTORS' REPORT

FORM NO. MR.3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

Kalptaru Papers Limited

701, Avdesh House, Opp. Gurudwara, Near Thaltej Chokdi, Ahmedabad.380 054

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Kalptaru Papers Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Kalptaru Papers Limited ("the Company") for the financial year ended on 31st March, 2015 according to the provisions of :

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) The following are other laws specifically applicable to the company :
- (a) Forest (Conservation) Act, 1980
 - (b) Chemical Accidents (Emergency Planning, Preparedness and Response) Rules, 1996
 - (c) Indian Boiler Act, 1923

We have been informed that as the manufacturing operations of the company were closed since September -2013, the compliances pertaining to this Acts are not applicable during the year.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. (Not notified and hence not applicable to the company during the audit period)
- (ii) The Listing Agreement entered into by the Company with the Bombay Stock Exchange Limited ; (The Equity Shares of the company was permitted / admitted to the Trade Category upto 06.01.2015 on the Bombay Stock Exchange Limited)

We hereby report that during the period under review, the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observation(s) :

- (a) The company have not appointed a Company Secretary and Chief Financial Officer as part of Key Managerial Personnel (KMP) according to the requirements of Section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- (b) The company has filed Form DPT 4 vide SRN C20157111 dtd.13.09.14 for unsecured loan / deposits existing on 01.04.2014, which were required to be repaid pursuant to the provisions of Section 74 of the Companies Act, 2013 on or before 31.03.2015.

We further report that

- (a) The company has defaulted in payment of dues to the Indian Overseas Bank so all accounts in the said bank have been converted to Non Performing Assets (NPA) during the financial year 2013-2014.
- (b) The Equity Shares of the company was already listed in the non-operational / Derecognized Stock Exchange i.e. DSE, and was permitted / admitted to Trade Category upto 06/01/2015 on the Bombay Stock Exchange Limited, which has now moved to Dissemination Board (DB) vide BSE Notice dated 09th July, 2015.
- (c) The company has received Order for unit closure / to close manufacturing process /operations and stoppage of the supply of electricity services from the Gujarat Pollution Control Board on 11/09/2013 under Section 33A of The Water Pollution (Prevention and Control) Act, 1974 on account of Water Pollution and non-use of water purification/ treatment plant according to proportion prescribed by the Board.
- (d) The company has applied for surrendering Factory Licence to the Department of Safety and Health vide its letter dated 18.10.2014 due to pollution and financial problems resulting into stoppage of manufacturing operations.

We further report that

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

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

There were no dissenting views on any matter.

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

We further report that during the audit period the company has passed Special Resolution pursuant to section 180(1)(c) of the Act, authorizing Board of Directors to borrow money (apart from the temporary loans obtained from the bankers in the ordinary course of business) exceeding its Paid up Capital and Free Reserves up to Rs.100 Crore.

For, **Ashok P. Pathak & Co.**
Company Secretaries

Ashok P. Pathak
ACS No. 9939
C P No.: 2662

Place : Ahmedabad
Date : 10/08/2015

Note: This report is to be read with our letter of even date which is annexed as **Annexure I** and forms an integral part of this report.

ANNEXURE- I

To,

The Members

Kalptaru Papers Limited

701, Avdhesh House, Opp. Gurudwara, Near Thaltej Chokdi, Ahmedabad.380 054

Our report of 10th August, 2015 is to be read along with this letter

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

For, **Ashok P. Pathak & Co.**
Company Secretaries

Ashok P. Pathak
ACS No. 9939
C P No.: 2662

Place : Ahmedabad
Date : 10/08/2015

ANNEXURE C TO BOARD REPORT

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2015

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

I. REGISTRATION AND OTHER DETAILS :

- i) CIN : L21019GJ1988PLC040325
- ii) Registration Date : 28/11/1988
- iii) Name of the Company: **KALPTARU PAPERS LIMITED**
- iv) Category / Sub-Category of the Company: Company Limited by Shares
- v) Address of the Registered office and contact details:
701, AVDHESH HOUSE, OPP. GURUDWARA, NEAR THALTEJ CHOKDI, AHMEDABAD - 380054, GUJARAT.
- vi) Whether listed company: YES
- vii) Name, Address and Contact details of Registrar and Transfer Agent:
Link Intime India Pvt. Ltd., 13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078
Tel. No.91-22-2596 3838. Fax No.91-22-2594 6969. Email: mumbai@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr.	Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the Company
1	Kraft Paper	48042900	97

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
--N.A.--					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01-04-2014)				No. of Shares held at the end of the year (As on 31-03-2015)				% Change during the year
	Demat	Physical	Total	%of Total Shares	Demat	Physical	Total	%of Total Shares	
A. Promoters									
a) Individuals/ HUF	1386815	Nil	1386815	31.04	1387415	Nil	1387415	31.05	0.01
b) Central Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0
c) State Govt (s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0
d) Bodies Corporate	1297350	Nil	1297350	29.04	1297350	Nil	1297350	29.04	0
e) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0
f) Any Other...	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0
Sub Total (A)(1)	2684165	Nil	2684165	60.08	2684765	Nil	2684765	60.09	0.01
2. Foreign									
a) NRI - Individual	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Other - Individual	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Any Other...	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub Total(A)(2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total shareholding of Promoter (A)= (A)(1)+(A)(2)	2684165	Nil	2684165	60.08	2684765	Nil	2684765	60.09	0.01
B. Public Shareholding									
a) Mutual Fund/Banks/FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Central Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) State Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Venture Capital Fund	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Insurance Cos.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) FIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g) Foreign Venture Capital Investors	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Others(specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub Total (B)(1)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
B2 Non-Institutions									
a) Bodies Corporate	134272	900	135172	3.03	136106	900	137006	3.07	0.04
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	802135	131900	934035	20.90	810218	130700	940918	21.06	0.16
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	653477	14300	667777	14.95	643310	14300	657610	14.72	-0.23
c) Trusts	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c-i) Clearing Member	5416	Nil	5416	0.12	6266	Nil	6266	0.14	0.02
c-ii) NRI (Repat)	41555	Nil	41555	0.93	41555	Nil	41555	0.93	0
Sub-Total (B)(2)	1636855	147100	1783955	39.93	1637455	145900	1783355	39.91	-0.02
(B) Total Public Shareholding (B)= (B)(1)+(B)(2)	1636855	147100	1783955	39.93	1637455	145900	1783355	39.91	-0.02
TOTAL (A)+(B)	4321020	147100	4468120	100	4322220	145900	4468120	100	0

(C) Shares held by Custodians and against which Depository Receipts have been issued									
1) Promoter and Promoter Group	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2) Public	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-Total (C)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
GRAND TOTAL (A)+(B)+(C)	4321020	147100	4468120	100	4322220	145900	4468120	100	0

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	
1.	N. N. PAPERS PRIVATE LIMITED	750700	16.8012	Nil	750700	16.8012	Nil	0
2.	KALPTARU FINCAP LIMITED	546650	12.2345	Nil	546650	12.2345	Nil	0
3.	JAI KISHAN GUPTA	420670	9.4149	Nil	420670	9.4149	Nil	0
4.	NAVEEN JAI KISHAN GUPTA	311820	6.9788	Nil	311820	6.9788	Nil	0
5.	USHA GUPTA	209920	4.6982	Nil	209920	4.6982	Nil	0
6.	SAVITA GUPTA	138264	3.0945	Nil	138264	3.0945	Nil	0
7.	RUBY RAJENDRA PATAWARI	89707	2.0077	Nil	89707	2.0077	Nil	0
8.	JAI KISHAN GUPTA ARPIT GUPTA HUF	77050	1.7244	Nil	77050	1.7244	Nil	0
9.	JAI KISHAN GUPTA NAVEEN GUPTA HUF	44850	1.0038	Nil	44850	1.0038	Nil	0
10.	ARPIT GUPTA	29134	0.6520	Nil	29134	0.6520	Nil	0
11.	NIMIT NAVEEN GUPTA	18750	0.4196	Nil	19350	0.4331	Nil	0.0135
12.	JAIKISHAN & SONS HUF	15600	0.3491	Nil	15600	0.3491	Nil	0
13.	NAVEEN GUPTA - HUF	12550	0.2809	Nil	12550	0.2809	Nil	0
14.	RAJENDRA VIJAYKUMAR PATAWARI	12050	0.2697	Nil	12050	0.2697	Nil	0
15.	ASHKA A GUPTA	5800	0.1298	Nil	5800	0.1298	Nil	0
16.	PREETY AGGARWAL	350	0.0078	Nil	350	0.0078	Nil	0
17.	SANJAY AGGARWAL	300	0.0067	Nil	300	0.0067	Nil	0
	Total	2684165	60.08	Nil	2684765	60.09	Nil	0.01

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

	Shareholding at the beginning of the year (As on 01-04-2014)		Cumulative Shareholding during the year (01-04-2014 to 31-03-2015)	
	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
At the beginning of the year	2684165	60.07		
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc)	#		#	
At the End of the year			2684765	60.09

Details of Purchase / Transfer / Inter-se Transfer

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-14 to 31-03-15)	
		No. of Shares at the beginning (01-04-14) / end of the year (31-03-15)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	N. N. PAPERS PRIVATE LIMITED	750700	16.8012	NIL	NIL	NIL	750700	16.8012
2	KALPTARU FINCAP LIMITED	546650	12.2345	NIL	NIL	NIL	546650	12.2345
3	JAI KISHAN GUPTA	420670	9.4149	NIL	NIL	NIL	420670	9.4149
4	NAVEEN JAI KISHAN GUPTA	311820	6.9788	NIL	NIL	NIL	311820	6.9788
5	USHA GUPTA	209920	4.6982	NIL	NIL	NIL	209920	4.6982
6	SAVITA GUPTA	138264	3.0945	NIL	NIL	NIL	138264	3.0945
7	RUBY RAJENDRA PATAWARI	89707	2.0077	NIL	NIL	NIL	89707	2.0077
8	JAI KISHAN GUPTA ARPIT GUPTA HUF	77050	1.7244	NIL	NIL	NIL	77050	1.7244
9	JAI KISHAN GUPTA NAVEEN GUPTA HUF	44850	1.0038	NIL	NIL	NIL	44850	1.0038
10	ARPIT GUPTA	29134	0.6520	NIL	NIL	NIL	29134	0.6520
11	NIMIT NAVEEN GUPTA	18750	0.42	05/01/15 06/01/15	100 500	Purchase	19350	0.43
12	JAIKISHAN & SONS HUF	15600	0.3491	NIL	NIL	NIL	15600	0.3491
13	NAVEEN GUPTA - HUF	12550	0.2809	NIL	NIL	NIL	12550	0.2809
14	RAJENDRA VIJAYKUMAR PATAWARI	12050	0.2697	NIL	NIL	NIL	12050	0.2697
15	ASHKA A GUPTA	5800	0.1298	NIL	NIL	NIL	5800	0.1298
16	PREETY AGGARWAL	350	0.0078	NIL	NIL	NIL	350	0.0078
17	SANJAY AGGARWAL	300	0.0067	NIL	NIL	NIL	300	0.0067
	Total	2684165	60.08				2684765	60.09

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

1	AJAY GOENKA	67122	1.50	-	-	-	67122	1.50
2	HEMANG OMPRAKASH MEHTA	58000	1.30	-	-	-	58000	1.30
3	RANI SINGHAL	18821	0.42	05/09/14	37421	Purchase	56242	1.26
4	PAWAN GUPTA	46000	1.03	-	-	-	46000	1.03
5	HEMENDRA MEHTA	39189	0.87	-	-	-	39189	0.87
6	AASHKA K SHAH	37233	0.83	02/01/15	930	Purchase	38163	0.85
7	MAHESHKUMAR MANGERAM AGARWAL	37834	0.84	-	-	-	37834	0.84
8	ISHAAN SHAH	33070	0.74	-	-	-	33070	0.74
9	MAMATA MAHESHKUMAR AGRAWAL	32179	0.72	-	-	-	32179	0.72
10	SHIKHAR KUCHHAL	30000	0.67	-	-	-	30000	0.67

(v) Shareholding of Directors and Key Managerial Personnel :

Sr. No.	Name	Shareholding at the beginning of the year		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-14 to 31-03-15)	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	JAI KISHAN GUPTA	420670	9.41	-	-	-	420670	9.41
2	NAVEEN JAI KISHAN GUPTA	311820	6.98	-	-	-	311820	6.98
3	SAVITA GUPTA	138264	3.09	-	-	-	138264	3.09
4	PARESH PANDYA	1000	0.02	-	-	-	1000	0.02
5	RAMESH CHAND	500	0.01	-	-	-	500	0.01

V. INDEBTNESS (Rs. in Lacs)

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
Indebtness at the beginning of the financial year				
i) Principal Amount	321868892	82574381	0	404443273
ii) Interest due but not paid	30824230	0	0	30824230
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	352693122	82574381	0	435267503
Change in Indebtness during the financial year				
Addition	18023720	39330547	0	57354267
Reduction	36063113	11692555	0	47755668
Net Change Indebtness	-18039393	27637992	0	9598599
At the end of the financial year				
i) Principal Amount	318861275	110212373	0	429073648
ii) Interest due but not paid	15792454	0	0	15792454
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	334653729	110212373	0	444866102

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager (Rs. In Lacs)

Sr.No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
		NAVEEN JAI KISHAN GUPTA	
1	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	550000	550000
2	Commission	0.00	0.00
	Total	550000	550000

B. Remuneration to other Directors (Amount in Rs.)

S.No.	Particulars of Remuneration	Name of MD/WTD/Manager					Total Amount
		JAI KISHAN GUPTA	SAVITA GUPTA	PARESH PANDYA	SHIVRATAN SHARMA	RAMESH CHAND	
1	Sitting Fees	0.00	0.00	0.00	0.00	0.00	0.00
	Total	0.00	0.00	0.00	0.00	0.00	0.00

C. Remuneration to KMP other than MD/MANAGER/WTD (Rs. IN Lacs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Company Secretary	CFO	
1	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL
	Total	NIL	NIL	NIL

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A. FINANCIAL HIGHLIGHTS :

Turnover :

Kalptaru Papers Limited has achieved a turnover of 23.85Lacs in 2014-2015 as against 3622.90Lacs during the previous year recording decrease of over 99%.

Other Income:

Other income mainly consists of sales of scrap, Insurance claim, Miscellaneous etc. Other income for the year amounted to 54.00 Lacs as against 11.18Lacs during the previous year.

Material Costs :

Purchase costs include Raw Material consumption for the year was 3.29Lacs as against 1251.41Lacs during the previous year. Inventory of Raw Materials has decreased during the year by 57.35Lacs.

Manufacturing Expenses :

Purchase Cost also includes Manufacturing Expenses mainly comprises Power & Fuel 12.74Lacs, Repairs & Maintenance and others 7.13Lacs, as against 370.72 Lacs and 48.33Lacs respectively during the previous year.

Employee Emoluments:

Employee's emoluments (other than managerial remuneration) have decreased to 0.75 Lacs during the year as against 183.90Lacs during the previous year.

Administrative, Selling and Other Expenses:

Major components of administrative, selling and other expenses include managerial remuneration, rent, postage, stationary, audit fees, traveling, commission on sales etc. Administrative, selling and other expenses for the year amounted to 86.35Lacs as against 242.65Lacs during the previous year.

Interest and Finance Charges:

Interest and finance charges during the year come to 379.76Lacs as against 474.42Lacs during the previous year.

Depreciation:

Depreciation charge for the current year came to 389.64Lacs as against 261.16Lacs during the previous year.

Provision for Tax :

Provision made during the year towards current tax as Nil against Nil Lacs during the previous year. The deferred tax for current year was (185.13) Lac.

Profit after Tax :

Net profit during the year was (676.34) Lacs as against (887.60)Lacs during the previous year.

Financial Condition:

Secured loans:

Secured loans stood at 3346.54Lacs as at 31st March, 2015 as against 3526.93Lacs as at 31st March, 2014.

Unsecured Loans :

Unsecured loans as on 31st March, 2015 were at 1098.33Lacs as against 940.25Lacs as on 31st March, 2014.

Inventories :

Major items of inventories as of 31st March, 2015 are as under :

Particulars	(Rs. in Lac)	
	2014-2015	2013-2014
Raw Materials	32.62	93.20
Work in process	-	-
Finished goods	3.66	5.98

Debtors :

Debtors as on 31st March, 2015 amounted to 190.43Lacs as against 905.95Lacs during the previous year.

Fixed Assets :

Net block of the fixed assets at the end of the year increased to 3809.79Lacs compared to previous year's figure of 4207.15 Lacs.

B. SEGMENT WISE PERFORMANCE :

The company is operating in only one segment i.e. paper. However, there was not any production during the year under consideration.

C. AN INDUSTRY OVERVIEW:

The paper industry in India is having shortage of raw materials, as we do not have enough forests to meet the industry requirement of pulpable wood, hence the dependence on waste paper is on higher scale. The central pulp and papers research institute and many other organizations are actively involve to find out ways to increase collection of waste papers to reduce dependence on imports.

The scenario of the paper industry and economy in general is buoyant even after the industry is exposed to global competition with globalization policy of the government. The industry is facing problems for availability of raw materials and high cost of power and steam.

D. SWOT ANALYSIS OF THE COMPANY :

Strength:

- Management depth and ability to manage client relationships.
- R & D capabilities to develop efficient and cost effective process at short notice having a State of the Art dedicated R & D Center.
- Multi-purpose and multi-production facilities having Quality Certifications.
- Enhanced presence in the market through clientele basis.

Opportunities:

The paper industry in subject to tough competition amongst various segments of manufactures within and outside the country. The threat of competition is comparatively less in the product which your company is manufacturing viz. Absorbent paper and news print. Your company is exclusively manufacturing Absorbent paper which is being supplied to almost all the decorative and Industrial Laminate manufactures, and the products have been well approved by them. The company is market leader in absorbent paper. The increase in demand from this sector will provide opportunity to your company to increase its sale and capture more market share. Moreover, Indian paper industry witnessing changes in business dynamics.

Threats:

- Competition from other Indian companies operating in similar segments.

E. RISKS AND CONCERNS :

Your company is mainly focusing on R & D and manpower and the intelligence. Apart from the risk on account of interest rate and regulatory changes, business of the company are exposed to certain operating business risks, which is mitigated by regular monitoring and corrective actions.

F. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY :

The company has proper and adequate system of internal controls commensurate with its size and nature of operations to

provide reasonable assurance that all assets are safeguarded, transactions are authorized, recorded and reported properly and to monitor internal business process, financial reporting and compliance with applicable laws.

The internal control system has been designed so as to ensure that the financial and other records are reliable and reflects a true and fair view of the state of the Company's business.

To further strengthen the Internal Audit system, including internal control systems and MIS, your company has appointed an experienced firm of Chartered Accountants as Internal Auditors.

G. INDUSTRIAL RELATIONS & HUMAN RESOURCE MANAGEMENT :

The Company believes that human resource is the most important assets of the organization. It is not shown in the corporate balance sheet, but influences appreciably the growth, progress, profits and the shareholders' values. Unfortunately due to close down of manufacturing activity of the Company, the company as at year end has NIL employees on its role.

Cautionary Statement:

Statement made in the Management Discussion & Analysis describing the company's objectives, projections, estimates, expectations may be "Forward-looking statements" within the meaning of applicable securities laws & regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand supply and price conditions in the markets in which the company operates, changes in the government regulations, tax laws & other statutes & other incidental factors.

CORPORATE GOVERNANCE REPORT

Corporate Governance and practices in accordance with the provisions of the Revised Clause 49 of the Listing Agreement:

1. Company's philosophy on Code of Governance :

The company is committed to ensure high standards of transparency and accountability in all its activities. The best management practices and high levels of integrity in decision making are followed to ensure long term wealth generation and creation of value for all the stakeholders. The company follows all the principles of corporate governance in its true spirit and at all times.

2. Board of Directors :

Composition:

The Board of Directors of the Company (hereinafter referred as 'Board') comprises of a combination of executive and non - executive Directors. The Chairman of the Board is an Executive Director and more than half of the Board Members (excluding Alternate Director) are Independent. The composition of the Board of Directors is as per Clause 49(II)(A) of BSE Listing Agreement.

The present Board of Directors consists of 3(three) non-executive / independent directors. As of date, the Board Comprises of 1(one) promoter and whole time executive director and 1(one) promoter and executive directors and 3(three) independent / Non-Executive directors.

The number of non-executive/independent directors is 60% of the total number of directors. The Company, therefore, meets with the requirements relating to the composition of the Board of Directors.

Other required details are given below :

Name	Category	No. of Board Meetings Held / Attended		Attendance at the last AGM	Directorships in other Indian Public Companies* as at 31st March 2015	Other Mandatory Committee** membership as at 31st March 2015	
		Held	Attended			Chairman	Member
Jai Kishan Gupta DIN : 00148067	Executive (Promoter)	7	7	Yes	2	NIL	NIL
Naveen Gupta DIN : 00148096	MD-Executive (Promoter)	7	7	Yes	1	NIL	NIL
Savita Gupta# DIN : 00148102	Non-Executive (Promoter)	7	1	Yes (as Shareholder)	2	NIL	NIL
Shivratan Sharma DIN : 05125991	Independent	7	6	Yes	NIL	NIL	NIL
Ramesh Chand DIN : 03592668	Independent	7	6	No	NIL	NIL	NIL
Paresh Pandya## DIN : 01415525	Independent	7	4	No	NIL	NIL	NIL

Sudha Gupta### DIN : 07173823	Independent	NA	NA	NA	NA	NA	NA
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* Excludes Directorships in private/foreign companies and companies incorporated under Section 8 of the Companies Act, 2013.

** Only membership and chairmanship in Audit Committee and Stakeholders' Relationship Committee have been reckoned for other committee memberships and Chairmanships.

Savita Gupta Appointed as Additional Independent Director w.e.f. 26.03.2015 and resigned as Director w.e.f. 30.05.2015.

Paresh Pandya resigned as Director w.e.f. 30.05.2015

Sudha Gupta Appointed as Additional Independent Director w.e.f. 30.05.2015.

● MD - Managing Director, WTD - Whole Time Director, NE - Non Executive.

Minimum four Board meetings are held in each year. Apart from the four prescheduled Board meetings, the meetings are also convened by giving appropriate notice to address the specific needs of the Company.

Disclosure of relationships between Directors inter-se :

Name of Directors	Relationship with other Director
Shri Jaikishan B. Gupta	Father of Shri Naveen Gupta, Managing Director of the Company.
Shri Naveen J. Gupta	Son of Shri. Jai Kishan Gupta, Chairman of the Company.
Smt. Savita Gupta	wife of Shri. Naveen Gupta, Managing Director and daughter in law of Shri. Jai Kishan Gupta, Chairman of the Company.
Shri Paresh Pandya	Not, in any way, concern / interested / related with any of the other directors of the company.
Shri Ramesh Chand	Not, in any way, concern / interested / related with any of the other directors of the company.
Shri Shivratn Sharma	Not, in any way, concern / interested / related with any of the other directors of the company.
Smt. Sudha Gupta	Not, in any way, concern / interested / related with any of the other directors of the company.

Number of Board Meetings held and the dates on which held

During the Financial Year ended on 31st March, 2015, 7 (Seven) meetings of the Board of Directors were held on the following dates :-

28/05/2014, 13/08/2014, 30/09/2014, 12/11/2014, 19/12/2014, 11/02/2015 and 26/03/2015.

The time gap between any two board meetings was not more than 4 months.

3. Audit Committee

The audit committee assists the board in the dissemination of financial information and in overseeing the financial and accounting processes in the company. The terms of reference of the audit committee covers all matters specified in clause 49 of the listing agreement and also those specified in section 177 of the Companies Act 2013. The terms of reference broadly include review of internal audit reports and action taken reports, assessment of the efficacy of the internal control systems/ financial reporting systems and reviewing the adequacy of the financial policies and practices followed by the company. The audit committee reviews the compliance with legal and statutory requirements, the quarterly and annual financial statements and related party transactions and reports its findings to the Board. The committee also recommends the appointment of internal auditor, statutory auditor and cost auditor. The audit committee takes note of any default in the payments to creditors and shareholders. The committee also looks into those matters specifically referred to it by the Board.

During the financial year 2014-15, the Committee met 4 (four) times on 28/05/2014, 13/08/2014, 12/11/2014 and 11/02/2015.

The attendance and composition of audit committee is as follow for the year ended 31st March 2015:

Sr. No.	Name	Designation	Number of audit committee meetings attended
1	Mr. Shivratn Sharma	Chairman	3
2	Mr. Ramesh Chand	Member	4
3	Mr. Paresh Pandya	Member	2

As on 31st March 2015 the committee comprised of three independent directors, all of whom are financially literate and have relevant finance / audit exposure. The managing director is permanent invitee to the meetings of the committee. The other directors are invited to attend the audit committee meetings as and when required. The company secretary acts as the secretary to the committee. The composition of the audit committee is as per clause 49 of the listing agreement.

RECONSTITUTION OF AUDIT COMMITTEE:

The Board of Directors of the company at its meeting held on 28th May, 2015 has re-constituted an Audit Committee comprising three Independent Non-Executive Directors viz. Shri Shivaratan Sharma - Chairman, Shri Paresh Pandya and Shri Ramesh Chand as Mr. Paresh Pandya showed their unwillingness to continue as Chairman of the committee.

The Board of Directors of the company at its meeting held on 30th May, 2015 has again re-constituted an Audit Committee comprising three Independent Non-Executive Directors viz. Shri Shivaratan Sharma - Chairman, Smt. Sudha Gupta and Shri Ramesh Chand as Mr. Paresh Pandya has resigned from the post of Director w.e.f. 30/05/2015 and Smt. Sudha Gupta appointed as Additional Independent Director w.e.f. 30/05/2015. Committee welcomes Smt. Sudha Gupta as a member and appreciated the services rendered by Mr. Paresh Pandya.

The constitution of Audit Committee meets with the requirements under Section 177(2) of the Companies Act, 2014 and Clause 49 of the Listing agreement of the Stock Exchanges as well.

4. Nomination and Remuneration Committee (NRC)**(I) Brief description of terms of reference is for :**

- (A) appointment of the directors, and key managerial personnel of the Company; and
(B) fixation of the remuneration of the directors, key managerial personnel and other employees of the Company.

(II) Composition of committee and attendance of members as on 31st March, 2015:

During the financial year 2014-15, the Committee met 4 (four) times on 13/08/2014, 12/11/2014, 11/02/2015 and 26/03/2015.

Sr.No.	Name of Director	Designation	Attendance of Director
1	Mr. Shivratan Sharma	Chairman	2
2	Mr. Ramesh Chand	Member	4
3	Mr. Paresh Pandya	Member	1

This committee recommends the appointment/reappointment of executive directors and the appointments of employees from the level of vice-president and above along with the remuneration to be paid to them. The remuneration is fixed keeping in mind the persons track record, his/her potential individual performance, the market trends and scales prevailing in the similar industry. The Remuneration Committee comprises of non-executive and independent directors.

(III) REMUNERATION POLICY:

The Policy inter alia provides for the following:

- (a) attract, recruit, and retain good and exceptional talent;
(b) list down the criteria for determining the qualifications, positive attributes, and independence of the directors of the Company;
(c) ensure that the remuneration of the directors, key managerial personnel and other employees is performance driven, motivates them, recognises their merits and achievements and promotes excellence in their performance;
(d) motivate such personnel to align their individual interests with the interests of the Company, and further the interests of its stakeholders;
(e) ensure a transparent nomination process for directors with the diversity of thought, experience, knowledge, perspective and gender in the Board; and
(f) fulfill the Company's objectives and goals, including in relation to good corporate governance, transparency, and sustained long-term value creation for its stakeholders.

(IV) CRITERIA FOR MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS:

The Company has laid down the criteria for making payments to the Non- Executive Directors. The details of such criteria are available in the Remuneration Policy disseminated on the website of the Company www.kalptaru.co.in

**DETAILS PERTAINING TO EMPLOYEES AS
REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT 2013**

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

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/ KMP and Designation	Remuneration of Director/KMP for FY 2014-15 (Rs. in Lacs)	% increase in Remuneration in the FY 2014-15	Ratio of remuneration of each Director / to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1	Mr. Naveen Gupta, Managing Director	5.5	-38.88%		Loss of the current year is decreased by 27.28% before tax and Loss after Tax decreased by 23.79% in financial year 2014-15
2	Mr. Jai Kishan Gupta, Executive Director	0.00	0.00	0.00	

- i) The median remuneration of employees of the Company during the financial year was Rs. 5.5 lakh
- ii) In the financial year, there was a decrease of 100% in the median remuneration of employees;
- iii) There were NIL permanent employees on the rolls of Company as on March 31, 2015;
- iv) Relationship between average increase in remuneration and company performance:- The Profit before Tax (loss) for the financial year ended March 31, 2015 decreased by 2.94%. The average increase in median remuneration was in line with the performance of the Company.
- v) Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company :
The total remuneration of Key Managerial Personnel decrease by 38.89% from 9.00 Lacs in 2013-14 to 5.5 Lacs in 2014-15 whereas the Profit before Tax (loss) decreased by 27.24% to Rs. -861.48 Lacs in 2014-15 (Rs. -1184.05 Lacs in 2013-14).
- vi) a) Variations in the market capitalisation of the Company : The market capitalisation as on March 31, 2015 was Rs. 156.38 Lacs (Rs. 178.72 Lacs as on March 31, 2014)
b) Price Earnings ratio of the Company was -0.23 as at March 31, 2015 and was -0.20 as at March 31, 2014
- vii) Average percentage decrease made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2014-15 was -100%.
- viii) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Human Resources, Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- ix) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year - Not Applicable; and
- x) It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

5. Stakeholders Relationship Committee

The Board of Directors of the company at its meeting held on 28th May, 2014 has re-constituted a Stakeholders' Relationship Committee comprising three Directors viz. Shri Shivaratan Sharma - Chairman, Shri Naveen Gupta and Shri Jai Kishan Gupta. Shri Shivaratan Sharma, Independent Non Executive Director was appointed as Chairman as well as Member of the Stakeholders' Relationship Committee as Shri Paresh Pandya has shown his unwillingness to act as a Chairman and Member of the Stakeholders' Relationship Committee. The constitution of Stakeholders' Relationship Committee meets with the requirements under Section 178(5) of the Companies Act, 2014 and Clause 49 of the Listing agreement of the Stock Exchanges as well.

Details of Members and No. of meeting attended by Members as mentioned below:

Sr.No.	Name of the Member	Designation	No. of meeting attended
1	Shri Shivaratan Sharma*	Chairman	3
2	Shri Jai Kishan Gupta	Member	4
3	Shri Naveen Gupta	Member	4

*Appointed as Chairman as well as Member w.e.f. 28/05/2015

During the financial year 2014-15, the Committee met 4 (four) times on 28/05/2014, 13/08/2014, 12/11/2014 and 11/02/2015 at registered office of the Company.

During the financial year, 0 complaints were received as there is no complaint was unresolved. As of 31st March, 2015, NIL complaints were pending.

Quarter-wise Summary of Investors' Complaints received and resolved to the satisfaction of the shareholders during the financial year 2014-2015.

Quarter Period		Complaints Position at the beginning of the quarter	Complaints received during the quarter	Complaints resolved during the quarter	Complaints pending at the end of the quarter
From	To				
01/04/2014	30/06/2014	NIL	NIL	NIL	NIL
01/07/2014	30/09/2014	NIL	NIL	NIL	NIL
01/10/2014	31/12/2014	NIL	NIL	NIL	NIL
01/01/2015	31/03/2015	NIL	NIL	NIL	NIL
Total		NIL	NIL	NIL	NIL
Complaint pending at beginning of the year		=	NIL		
Complaint received during the year		=	NIL		
Complaint resolved during the year		=	NIL		
Complaint pending at the end of the year		=	NIL		

SEBI vide Circular Ref:CIR/OIAE/2/2011 dated June 3, 2011 informed the company that they had commenced processing of investor complaints in a web based complaints redress system "SCORES". Under this system, all complaints pertaining to

companies are electronically sent through SCORES and the companies are required to view the complaints pending against them and submit Action Taken Report (ATRs) alongwith supporting documents electronically in SCORES.

NIL requests and complaints received from the shareholders so nothing was pending for disposal at the end of the year. Mr. Naveen Gupta, Managing Director is the compliance officer of the company. For any clarification / complaint the shareholders may contact Mr. Naveen Gupta, Managing Director at the registered office of the company

6. MEETING OF INDEPENDENT DIRECTORS:

The Independent Directors of the Company had met during the year on 14/08/2014 to review the performance of non- Independent Directors and the Board as a whole, review the performance of the Chairperson of the Company and had accessed the quality , quantity and timeliness of flow of information between the company management and the Board.

7. Familiarisation programmes for Board Members

The Board members are provided with necessary documents/brochures, reports and internal policies to enable them to familiarise with the Company's procedures and practices. Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved. Detailed presentations on the Company's business segments were made at the separate meeting of the Independent Directors held during the year. The details of such familiarization programmes for Independent Directors are posted on the website of the Company. (www.kalptaru.co.in)

8. Vigil Mechanism and Whistle Blower Policy

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a Vigil mechanism and Whistle Blower Policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. During the year under review, no employee was denied access to the Audit Committee.

9. REMUNERATION PAID TO DIRECTORS

Non - Executive Directors:

The Non Executive Directors do not draw any remuneration from the Company including the Sitting Fees.

Executive Directors:

The salary, perquisites and allowances paid for the year ended March, 31 2015 to Executive Directors are:

(Amount in Rs.)

Name of Director	Salary	Perquisites & Allowances	Total
Shri Jai Kishan Gupta	NIL	NIL	NIL
Shri Naveen Gupta (Managing Director)*	5,50,000	NIL	5,50,000

10. Details of shareholding of Directors as on 31st March 2015

Following are the details of shareholding of Directors as on 31st March, 2015 :

Sr. No.	Name of Director	Designation	No. of shares held
1	Mr. Jai Kishan Gupta	Executive Director	420670
2	Mr. Naveen Gupta	Managing Director	311820
3	Mr. Paresh Pandya	Independent Director	1000
4	Mr. Ramesh Chand	Independent Director	500
5	Mr. Shivratn Sharma	Independent Director	0
6	Smt. Savita Gupta	Non Executive Director	138264

11. General Body Meeting

(a) Annual General Meetings

The date, time and venue of the last three Annual General Meetings and special resolutions passed at the meetings are given below :

Year	Category - Date and Time	Venue	Special Resolutions passed
2013-14	Annual General Meeting 30/09/ 2014 at 10.00 a.m.	701, Avdhesh House, Opp : Gurudwara, Nr. Thaltej Chokdi, Ahmedabad - 380054	1. Borrowing Limits of the Company under Section 180(1)(c) of the Companies Act, 2013 2. Investment Limits of the Company under Section 186 of the Companies Act, 2013 3. Adoption of new Articles of Association of the Company
2012-13	Annual General Meeting 25/09/2013 at 10.00 a.m.	701, Avdhesh House, Opp : Gurudwara, Nr. Thaltej Chokdi, Ahmedabad - 380054	No
2011-12	Annual General Meeting 26/09/2012 at 10.00 a.m.	701, Avdhesh House, Opp : Gurudwara, Nr. Thaltej Chokdi, Ahmedabad - 380054	No

During the year under review no resolution(s) were transacted through Postal Ballot.

12. Disclosures:

1. There are no materially significant related party transactions i.e. transactions of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc., that may have potential conflicts with the interests of the company at large in the financial year 2014 - 2015. Related party transactions have been disclosed in the Notes to the Annual Accounts of the Company for the year ended 31st March, 2015.
2. There has been no instance of non-compliance by the company on any matter related to capital markets, during the last three years and hence no penalties or strictures have been imposed on the company by Stock Exchange(s) or SEBI or any other statutory authority.
3. The Company has complied with all the mandatory requirements of the Revised Clause 49 of the Listing Agreement.

13. Means of Communication:

The Company has always promptly reported to all the Stock Exchanges where the securities of the Company are listed, all the material information including declaration of quarterly/ half yearly and annual Financial Results in the prescribed formats and through press release etc.

The Financial Result and the other statutory information are communicated to the shareholders by way of advertisement in one English daily and one Gujarati language daily newspaper, as per the requirement of the Listing Agreement entered with Stock Exchanges.

Financial Results are normally published in "Western Times" in English daily and in its Gujarati edition.

The said are also available on the Company's website: www.kalptaru.co.in

As the Financial Results are published in leading newspapers as well as hosted on the Company's website, the results are not sent to the households of the individual shareholders.

All price sensitive information and announcements are communicated immediately after the Board decisions to the Stock Exchanges, where the company's shares are listed, for dissemination to the Shareholders and also hosted on Company's website.

14. General Shareholder Information :

1. 27th Annual General Meeting

Date : 23rd day of September, 2015
Time : 10:00 a.m.
Venue : 701, Avdresh House, Opp. Gurudwara, Near Thaltej Chokdi, Ahmedabad - 380054

2. Financial Year / Calendar :

The Company follows April to March as its Financial Year. The results for every quarter beginning from April are being declared in the month following the quarter as per the Listing Agreement.

3. Date of Book Closure :

From Friday, 18th day of September, 2015 To Wednesday, 23rd day of September, 2015 (both days inclusive), for the Annual General Meeting scheduled to be held on 23rd September, 2015.

4. Listing on Stock Exchanges :

The company is delisted from BSE on account of derecognition of regional stock exchange i.e. Delhi Stock Exchange Limited and the Equity Shares of the Company are moved to Dissemination Board. The Company has made an application to BSE for regular Listing.

5. Stock Code

Bombay Stock Exchange Limited : **590036**
Demat ISIN Number in NSDL & CDSL for Equity Shares : **INE783C01019**

6. Market Price Information and Other information concerning the shares

The table below sets forth, for the periods indicated, the Closing high and low and volume of trading activity on the BSE for the shares

Month	Bombay Stock Exchange (BSE)		
	High (₹)	Low (₹)	Volume Traded
April, 2014	4.10	3.70	1300
May, 2014	4.20	3.73	15524
June, 2014	5.48	4.00	14815
July, 2014	4.51	3.70	4147
August, 2014	3.57	3.40	1570
September, 2014	4.34	3.49	9538
October, 2014	4.13	3.04	7708
November, 2014	3.14	3.00	1241
December, 2014	NIL	NIL	NIL
January, 2015	3.50	3.29	949

7. Registrars and Shares Transfer Agents :

LINK INTIME INDIA PVT. LTD.

Head Office :

13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078

Tel.: 91-22-2596 3838. Fax : 91-22-2594 6969. E-mail : mumbai@linkintime.co.in

Branch Office:

Unit No. 303, 3rd Floor, Shoppers Plaza V, Opp. Municipal Market,

Behind Shoppers Plaza II, Off C G Road, Ahmedabad - 380009

Tel.: 079-26465179. E-mail : ahmedabad@linkintime.co.in

8. Share Transfer / Demat System

All the shares related work is being undertaken by our R & T Agent, Link Intime India Pvt. Ltd., 13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078. To expedite the process of share transfer, transmission, split, consolidation, re-materialization and de-materialization etc. of securities of the Company, the Board of Directors has delegated the power of approving the same to the Company's R & T Agent under the supervision and control of the Company Secretary & Compliance Officer of the Company, who is placing a summary statement of transfer / transmission etc. of securities of the Company at the meeting of the Stakeholders Relationship Committee.

Shares lodged for transfer at the R & T Agents address in physical form are normally processed and approved within 15 days from the date of receipt, subject to the documents been valid and complete in all respect. Normally, the entire requests for de-materialization of shares are processed and the confirmation is give to the Depository within 15 days. The investors / shareholders grievances are also taken-up by our R & T Agent.

The Company has obtained and filed with the Stock Exchange(s), the half yearly certificates from a Company Secretary in Practice for due compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreement.

9. Distribution Schedule and Shareholding Pattern as on 31st March, 2015

Distribution Schedule

No. of equity shares held	No. of holders	%	No. of Shares	% of Total
1 - 500	1713	79.53	248096	5.55
501 - 1000	182	8.45	153299	3.43
1001 - 2000	103	4.78	163020	3.65
2001 - 3000	50	2.32	122839	2.75
3001 - 4000	13	0.61	45666	1.02
4001 - 5000	23	1.07	106023	2.37
5001 - 10000	24	1.11	175807	3.94
10001 and Above	46	2.13	3453370	77.29
Total	2154	100.00	4468120	100.00

Shareholding Pattern :

No.	Category	As on March 31, 2015		As on March 31, 2014	
		Nos. of Shares held	Voting Strength %	Nos. of Shares held	Voting Strength %
1	Promoters	2684765	60.09	2684165	60.07
2	Mutual Fund & UTI	0	0.00	0	0.00
3	Bank, Financial Institutions (FI's), Insurance Companies	0	0.00	0	0.00
4	Foreign Institutional Investors (FI's)	0	0.00	0	0.00
5	Private Bodies Corporate	137006	3.07	135172	3.03
6	Indian Public	1598528	35.78	1601812	35.85
7	Any other (i) Non Resident Indian	41555	0.93	40305	0.90
	(ii) Clearing Member	6266	0.14	5416	0.12
	Total	4468120	100.00	4468120	100.00

10. Dematerialization of Shares and Liquidity :

The Company's Shares are in compulsory De-mat segment and as on 31st March, 2015, Equity Shares of the Company forming 96.73% of the company's paid - up Equity share capital is in dematerialized form. Company's shares are easily traded on Bombay Stock Exchange Limited.

The Table herein below gives the breakup of shares in physical and demat form as on 31st March, 2015:

No. of Shares in Physical Segment	145900	3.27%
No. of Shares in Demat Segment	4322220	96.73%
Total	4468120	100.00%

11. Out standing GDRs/ADRs/Warrants or any Convertible Instruments

- Not applicable.

12. Insider Trading

All the Directors and Senior Management have affirmed compliance of "The Code of Conduct and Ethics" as suggested under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

12. Plant Location :

Khatraj Chokdi, Village Karoli, Kalol, Dist. Gandhinagar, Gujarat

13. Address for correspondence :

a) Investor correspondence for transfer / dematerialization of shares, payment of dividend on shares and any other query relating to the shares of the company.	Link Intime India Pvt. Ltd. 13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078
b) Any query on Payment of Dividend on shares and Annual Report	701, Avdshesh House, Opp. Gurudwara, Near Thaltej Chokdi, Ahmedabad – 380054 Tel.: 079 26858510/511, 40230202. Fax : 079 30171202 e-mail : contact@kalptaru.co.in

15. Reconciliation of Share Capital Audit Report :

The Reconciliation of Share Capital Audit Report of the Company prepared in terms of SEBI Circular No. D&CC/FITTC/CIR-16/2002 dated December 31, 2002 reconciling the total shares held in both the depositories, viz NSDL and CDSL and in physical form with the total issued / paid-up capital of the Company were placed before the Board of Directors every quarter and also submitted to the Stock Exchange(s) every quarter.

16. Investor Education and Protection Fund:

Pursuant to the provision of Section 125(2) of the Companies Act, 2013, dividends, matured fixed deposits, redeemed debentures and interest thereon, which remained unclaimed up to 29th October, 2015 were deposited with Investors' Education and Protection Fund (IEPF) of the Central Government.

The amount of dividend paid, fixed deposit that have matured, debentures redeemed and interest thereon, after 29th October, 2015 will be transferred to the IEPF as mentioned above, no claim shall lie in respect of the same, with the Company and /or Government of India. Therefore, the shareholders are advised to claim such amounts immediately.

CFO AND MD CERTIFICATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT

To,

The Members

Kalptaru Papers Limited

701, Avdhesh House, Opp. Gurudwara, Near Thaltej Chokdi, Ahmedabad.380 054

CERTIFICATION BY CHIEF FINANCIAL OFFICER AND MANAGING DIRECTOR

We, Naveen Gupta, Managing Director and Arpit Gupta, CFO - Chief Financial Officer of the Company M/s. Kalptaru Papers Limited, hereby certify that for the financial year ending 31st March, 2015:

- A. We have reviewed financial statements and the cash flow statement for the year 2014 - 2015 and that to the best of our knowledge and belief :
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. 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.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year 2014 - 2015 which are fraudulent, illegal or violative of the company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee:
1. significant changes in internal control over financial reporting during the year;
 2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 3. instances of significant fraud of which we have become 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.

Place : Ahmedabad
Date : 12/08/2015

Arpit Gupta
CFO

Naveen Gupta
Managing Director
DIN - 00148096

**CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT FOR BOARD OF DIRECTOR AND
SENIOR MANAGEMENT PERSONNEL**

To

The Member of M/s. Kalptaru Papers Limited,

As required under Clause 49 of the Listing Agreement with the Stock Exchanges, I hereby declare that all the Board Members and senior management personnel of the Company have complied with the Code of Conduct of the Company for the year ended 31st March, 2015.

For, Kalptaru Papers Limited

Place : Ahmedabad
Date : 12/08/2015

Naveen Gupta
Managing Director
DIN - 00148096



AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members of M/s. Kalptaru Papers Limited

We have examined the compliance of condition of Corporate Governance by M/s. Kalptaru Papers Limited ("the Company") for the year ended 31st March, 2015 as stipulated in Clause 49 of Listing Agreement of the company with Stock Exchanges.

The compliance of condition of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion of the financial statements of the Company.

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

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

V. D. AGGARWAL & CO.
Chartered Accountant

Place : Ahmedabad
Date : 12/08/2015

(CA ABHIJAI AGGARWAL)
Partner
Membership No. 517463
FRN No. 008332N

INDEPENDENT AUDITOR'S REPORT

To,

The Shareholders

KALPTARU PAPERS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of KALPTARU PAPERS LIMITED ("the company"), which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our 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, we consider internal financial control relevant to the Company's preparation of the financial statements that give true and fair view 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 Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015 subject to depreciation on fixed assets. The depreciation is required to be calculated on the basis of remaining useful life. The remaining useful life is determined by management on assumption basis;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date subject to depreciation on fixed assets. The depreciation is required to be calculated on the basis of remaining useful life. The remaining useful life is determined by management on assumption basis.; and
- c) 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, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in Annexure "A" a statement on matters specified in paragraphs 3 and 4 of the said order
2. **As required by section 143(3) of the Act, we report that :**
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books .

- c) the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) It is informed to us the functioning of unit was stopped in september 2013 due to orders of pollution control board and various other reasons,which make the unit unviable.
- f) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- g) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 34 to the financial statements;
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

**For V. D. AGGARWAL & CO.
CHARTERED ACCOUNTANTS**

CA ABHIJAI AGGARWAL

BM1, DILKHUSH INDUSTRIAL AREA,
G T KARNAL ROAD, AZADPUR,
DELHI-110033

Place : Ahmedabad

Date : 30/05/2015

ANNEXURE TO THE AUDITOR'S REPORT

The Annexure referred to in our report to the members of KALPTARU PAPERS LIMITED for the year ended 31st March, 2015.

On the basis of the information and explanation given to us during the course of our audit, we report that:

1. (a) As informed to us, The company is in process of updating of proper records showing full particulars including quantitative details and situation of its fixed assets.
(b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
2. (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.
(b) In our opinion and according to the information and explanations 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 on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
3. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act. Thus sub clauses (a) & (b) are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and payment for expenses & for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
5. In our opinion and according to the information and explanations given to us company hasn't accepted any deposits, from the directives issued by the Reserve Bank of India and as per the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act
6. As per information & explanation given by the management, maintenance of cost records has been prescribed by the Central Government under clause (d) of sub-section (1) of section 148 of the Act and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained.
7. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were following outstanding statutory dues as on 31st of March, 2015 for a period of more than six months from the date they became payable.

S.No	Name of Statute	Nature of Due	Amount (Rs.)
1	Central Sale tax Act,1956	CST Payable	1,70,755.00
2	Gujarat Vat Act,2005	VAT Payable	5,82,109.38

- (b) According to the information and explanations given to us, there is following payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.

S.No	Name of Statute	Nature of Due	Amount (Rs.)
1	Gujarat Vat Act	FY 2003-04	5,91,056.00
2	Gujarat Vat Act	FY 2006-07	68,764.00
3	Gujarat Vat Act	FY 2009-10	4,44,355.00

- (c) In our opinion company has transferred the amount which is required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder within time.
8. The accumulated losses of the company have exceed fifty percent of its net worth as at 31st March, 2015. The company has incurred a cash loss of Rs. 4,71,84,002.45 in the current financial year and Rs. 9,22,89,152.82 in the financial year (immediately preceding financial year).
9. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has defaulted in repayment of dues to a Indian Overseas Bank so all accounts of company in Indian Overseas Bank has been converted to Not Performing Assets during last financial year i.e. FY 2013-14.
10. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.
11. In our opinion Terms Loans were applied for the purpose for which loans were obtained.
12. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

**For V. D. AGGARWAL & CO.
CHARTERED ACCOUNTANTS**

CA ABHIJAI AGGARWAL

BM1, DILKHUSH INDUSTRIAL AREA,
G T KARNAL ROAD, AZADPUR, DELHI-110033

**Place : Ahmedabad
Date : 30/05/2015**

BALANCE SHEET AS AT 31ST MARCH, 2015

Particulars	Note No.	Figures as at the end of the current reporting period (₹)	Figures as at the end of the Previous reporting period (₹)
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	4,46,81,200.00	4,46,81,200.00
(b) Reserves and Surplus	2	(9,76,21,507.74)	(2,99,86,975.98)
(c) Money received against share warrants		-	-
(2) Share Application money pending allotment			
		-	-
(3) Non-Current Liabilities			
(a) Long-Term Borrowings	3	14,86,58,570.00	29,85,70,464.53
(b) Deferred Tax Liabilities (Net)	4	-	19,38,751.72
(c) Other Long Term Liabilities	5	77,19,688.00	5,48,91,681.00
(d) Long Term Provisions	6	14,25,897.00	14,36,859.00
(4) Current Liabilities			
(a) Short-Term Borrowings	7	10,64,23,515.33	10,59,68,480.33
(b) Trade Payables	8	4,22,73,926.46	3,37,10,867.43
(c) Other Current Liabilities	9	19,76,69,663.58	5,59,16,364.90
(d) Short-Term Provisions	10	4,45,61,911.73	1,85,83,584.29
Total Equity & Liabilities		49,57,92,864.36	58,57,11,277.24
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
1) Tangible Assets	11	28,54,83,238.88	32,43,42,364.18
2) Intangible Assets		29,595.10	1,28,922.31
3) Capital Work-in-progress		9,54,65,684.39	9,62,44,470.39
4) Intangible Assets under Development		-	-
(b) Non-current investments	12	46,000.00	46,000.00
(c) Deferred tax assets (net)	13	1,65,74,671.67	-
(d) Long term loans and advances	14	2,97,88,586.00	35,89,886.88
(e) Other non-current assets	15	2,26,89,685.50	2,36,19,989.50
(2) Current Assets			
(a) Current investments		-	-
(b) Inventories	16	1,92,00,370.54	2,61,56,124.35
(c) Trade receivables	17	1,90,42,846.09	9,05,95,441.24
(d) Cash and cash equivalents	18	28,19,345.08	25,71,337.44
(e) Short-term loans and advances		-	-
(f) Other current assets	19	46,52,841.11	1,84,16,740.95
Total Assets		49,57,92,864.36	58,57,11,277.24

NOTES TO ACCOUNTS

01-34

The notes form an integral part of these Financial Statements

For and on behalf of the Board

Naveen Gupta
Managing DirectorJaikishan Gupta
DirectorAuditor's Report
As per our report of even date attachedFor V. D. Aggarwal and Co.
Chartered AccountantsCA Abhijai Aggarwal
(Partner)Place : Ahmedabad
Date : 30/05/2015M.N:517463
FRN No. 008332N

PROFIT & LOSS STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2015

Particulars	Note No.	Figures as at the end of the current reporting period (₹)	Figures as at the end of the Previous reporting period (₹)
I Revenue from operations	20	23,85,432.50	36,22,89,604.45
II Other Income	21	54,00,018.79	11,17,580.00
III Total Revenue (I + II)		77,85,451.29	36,34,07,184.45
IV Expenses:			
Cost of materials consumed	22	60,63,917.31	13,00,97,897.58
Purchase of Stock-in-Trade	23	-	13,83,04,131.00
Manufacturing & Operating Cost	24	19,87,307.50	8,54,02,678.91
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	25	2,31,300.00	96,78,643.00
Employee Benefit Expense	26	74,984.00	1,83,90,731.00
Financial Costs	27	3,79,76,488.04	4,74,41,680.72
Depreciation and Amortization Expense	28	3,89,63,952.67	2,61,15,965.07
Other Administrative Expenses	29	86,35,456.87	2,42,65,383.06
Total Expenses (IV)		9,39,33,406.39	47,96,97,110.34
V Profit before exceptional and extraordinary items and tax (III - IV)		(8,61,47,955.10)	(11,62,89,925.89)
VI Exceptional Items		-	21,15,192.00
VII Profit before extraordinary items and tax (V - VI)		(8,61,47,955.10)	(11,84,05,117.89)
VIII Extraordinary Items		-	-
IX Profit before tax (VII - VIII)		(8,61,47,955.10)	(11,84,05,117.89)
X Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		(1,85,13,423.34)	(2,96,45,853.67)
XI Profit(Loss) from the period from continuing operations (IX-X)		(6,76,34,531.76)	(8,87,59,264.22)
XII Profit/(Loss) from discontinuing operations		-	-
XIII Tax expense of discounting operations		-	-
XIV Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV Profit/(Loss) for the period (XI + XIV)		(6,76,34,531.76)	(8,87,59,264.22)
XVI Earning per equity share:			
(1) Basic		(15.14)	(19.86)
(2) Diluted		(15.14)	(19.86)

NOTES TO ACCOUNTS

01-34

The notes form an integral part of these Financial Statements

For and on behalf of the Board

Naveen Gupta
Managing Director

Jaikishan Gupta
Director

Auditor's Report
As per our report of even date attached

For V. D. Aggarwal and Co.
Chartered Accountants

CA Abhijai Aggarwal
(Partner)

Place : Ahmedabad
Date : 30/05/2015

M.N:517463
FRN No. 008332N

NOTES TO THE FINANCIAL STATEMENTS

Particulars	As on 31.03.2015 Amount (₹)	As on 31.03.2014 Amount (₹)
Note : 1 Share Capital		
Authorized Shares:-		
10000000 Equity Shares of ₹ 10/- each.	10,00,00,000.00	10,00,00,000.00
Issued, Subscribed & Paid up:-		
To the Subscribers of the Memorandum		
4468120 Equity Shares of ₹ 10/- each, Fully Paid Up	4,46,81,200.00	4,46,81,200.00
Total	4,46,81,200.00	4,46,81,200.00

Note : 1A

The company has only one class of Equity Shares having a par value of ₹10 per share. Each shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of shareholder, except in case of Interim Dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company, after distribution of all preferential amounts, in proportion of their shareholding.

Note : 1B

Reconciliation of Shares Held by Shareholders at the beginning of the year and at the end of the year:-

Particulars	Equity Shares		Preference Shares	
	Number	₹	Number	₹
Shares at the beginning of the year	44,68,120	4,46,81,200.00	-	-
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares at the end of the year	44,68,120	4,46,81,200.00	-	-

Note : 1C

Details of shares held by shareholders holding more than 5% of the aggregate shares in the company:-

Name of the Shareholder	As at 31st March,2015		As at 31st March,2014	
	No. of shares held	% of Holding	No. of shares held	% of Holding
N.N.Papers Pvt.Ltd.	750700	16.80	750700	16.80
Kalptaru Fincap Limited	546650	12.23	546650	12.23
Jai Kishan Gupta	420670	9.41	420670	9.41
Naveen Jai Kishan Gupta	311820	6.98	311820	6.98

Note : 2 Reserve & Surplus

Particulars	As on 31.03.2015 Amount (₹)	As on 31.03.2014 Amount (₹)
1 Capital Reserve*	22,27,481.25	22,27,481.25
2 Capital Redemption Reserve	-	-
3 Securities Premium Reserve	-	-
4 Debenture Redemption Reserve	-	-
5 Revaluation Reserve	-	-
6 Share option outstanding Account	-	-
7 Other Reserves		
General Reserve	69,88,201.00	69,88,201.00
8 Surplus (Profit & Loss Account)		
Opening Balance	3,92,02,658.23	4,95,56,606.00
Less: Tax on Regular Assessment Paid	-	-
Add/(Less): Profit/(Loss) for the period	(6,76,34,531.76)	(8,87,59,264.23)
Transfer from/(to) General Reserve	-	-
Proposed Dividend	-	-
Tax on Proposed Dividend	-	-
Closing Balance	(10,68,37,189.99)	(3,92,02,658.23)
Total	(9,76,21,507.74)	(2,99,86,975.98)

* Capital Reserve includes G.S.F.C. Subsidy received of ₹ 6,09,000

NOTES TO THE FINANCIAL STATEMENTS

Note : 3 Long Term Borrowings

Particulars	As on 31.03.2015 Amount (₹)	As on 31.03.2014 Amount (₹)
1 Bonds / Debentures	-	-
2 Term Loan (Secured)	-	-
- From Bank (after 12 months)	-	15,39,27,353.47
- From Other Parties (after 12 mts)	3,88,24,854.00	5,06,18,730.06
3 Deferred Payment Liabilities	-	-
4 Deposit	-	-
5 Loans & Advances From Related Parties	2,34,38,097.00	96,70,000.00
6 Long Term Maturities of Finance lease obligation	-	-
7 Loans From Directors & Shareholders	7,32,95,619.00	5,46,04,381.00
8 Other Loans & Advances	1,31,00,000.00	2,97,50,000.00
Total	14,86,58,570.00	29,85,70,464.53

Nature of Security and Terms of Repayment for Long Term secured borrowings:

Nature of Security	Terms of Repayment
i) Term Loan from Axis Bank Ltd. amounting to Rs. 21,71,331.61 (31/03/14: Rs. 78,84,016.47) is collaterally secured by Residential property in the name of Directors of the company personal guarantee of the directors of the company.	Repayable in monthly installment of Rs. 5,45,570.00 including Interest amount calculated on Base Rate +4% Rate of Interest 14% p.a. as at year end.
ii) Term Loans from IOB (Refer Sub-Notes-1, 2 & 3):- a) Amounting to Rs. 89,00,000.00 (31/03/14: Rs. 90,61,337.00) b) Amounting to Rs. 49,91,248.00 (31/03/14: Rs. 49,91,248.00) c) Amounting to Rs. 80,00,000.00 (31/03/14: Rs. 81,46,042.00) d) Amounting to Rs. 3,77,65,169.00 (31/03/14: Rs. 3,77,65,169.00) e) Amounting to Rs. 1,98,96,362.00 (31/03/14: Rs. 2,10,62,681.00)	Each Term loan Repayable in 84 monthly installments commencing from April 2013. Last installment due in march 2020.
iii) WCTL from IOB (Refer Sub-Notes-1, 2 & 3):- Working Capital Term Loan from IOB to Rs. 2,10,99,984.00 (31/03/14: Rs. 2,10,99,984.00) is secured by a first charge on Factory Land and Building and Plant and Machinery of the Company.	Repayable in 84 monthly installments commencing from April 2013. Last installment due in March 2020.
iv) WCTL from IOB (Refer Sub-Notes-1, 2 & 3):- Working Capital Term Loan from IOB to Rs. 8,01,08,860.00 (31/03/14: Rs. 8,01,08,860.00) is secured by a first charge on Factory Land and Building and Plant and Machinery of the Company.	Repayable in 84 monthly installments commencing from April 2013. Last installment due in March 2020.
v) Term Loan from Religare Finevest Ltd. amounting to Rs. 2,80,93,413.00 (31/03/14: Rs. 3,55,77,340.00) is secured by specific and exclusive charge on Residential property in the name of Directors of the company and personal guarantee of the directors of the company.	Repayable in 117 monthly installments commencing from October 2010. Last installment due in June 2020.
vi) Term Loan from Religare Finevest Ltd. amounting to Rs. 1,45,32,744.00 (31/03/14: Rs. 1,77,71,481.00) is secured by specific and exclusive charge on Residential property in the name of Directors of the company and personal guarantee of the directors of the company.	Repayable in 135 monthly installments commencing from September 2011. Last installment due in November 2022.
vii) Vehicle loan from Tata Capital Limited amounting to Rs.1,52,246.80(31/03/14: Rs.4,88,030.06) is secured by hypothecation of vehicle.	Repayable in 60 monthly installments commencing from September 2010. Last installment due in August 2015.
Others Loans:- viii) Amounting Rs. 12,64,83,716.00 (31/03/14 Rs. 9,40,24,381.00)	The terms of arrangement do not stipulate any repayment schedule and the loan is repayable on demand.

NOTES TO THE FINANCIAL STATEMENTS

Sub-Notes:-

- 1) Term Loans taken from IOB are primarily secured against Equitable mortgage of factory Land & Building and hypothecation of plant & machineries/misc.fixed assets of the company situated at survey No.116/P and 117/P of mouje Karoli, Kalol Distt, Gandhinagar.
- 2) All type of Loans from IOB are collateraly secured by:-
 - a) Residual value of existings fixed assets of the company valued by approved valuation officer.
 - b) Equitable mortgage of residential flats at B-4/101 & B-4/103, Goyal intercity, Drive-in-Road, Ahmedabad in the name of company and residential value of Factory & Building situated at Kalol Distt, Gandhinagar.
 - c) Personal guarantee of Directors and corporate guarantee of M/s Kalptaru Alloys Pvt. Ltd., Kalptaru Fincap Ltd., Kalptaru Insurance Brokers Ltd. And N.N.Papers Pvt. Ltd.
 - d) All types of loan from IOB become NPA during previous year w.r.f. 30.06.2012
- 3) Installments falling due in respect of all the above Loans upto 31.03.2015 have been grouped under "Current maturities of Long Term debt".(Refer to Note No-9)

Note : 4 Deferred Tax Liabilities (Net)

Particulars	As on 31.03.2015 Amount (₹)	As on 31.03.2014 Amount (₹)
1 Deferred Tax Liability on account of:-		
Depreciation	-	5,00,80,602.27
	-	5,00,80,602.27
2 Deferred Tax Assets on account of:-		
(i) Gratuity	-	4,43,989.43
(ii) Earn Leave	-	3,42,562.65
(iii) Bonus Payable	-	2,98,927.53
(iv) Loss c/f	-	4,70,56,370.94
	-	48,141,850.55
Total	-	19,38,751.72

- i) Deferred tax is recognised only on timing difference between the accounting income and taxable income, which are capable of reversal in subsequent periods.
- ii) Deferred assets on carried forward business loss and unabsorbed depreciation is recognised only if management certifies with virtual certainty & convincing evidence that there will be sufficient future taxable income.
- iii) Value of deferred tax is assessed on each balance Sheet date and any change in value is recognised in the profit & loss appropriation account.

Note : 5 Other Long Term Liabilities

Particulars	As on 31.03.2015 Amount (₹)	As on 31.03.2014 Amount (₹)
1 Advance from Spl.Land Acquisition Authority*	44,688.00	44,688.00
2 Trade Deposits	1,75,000.00	5,47,21,278.00
3 Advance against sale of Plant & Machinery	7,500,000.00	-
4 Others Payable	-	1,25,715.00
Total	77,19,688.00	5,48,91,681.00

* Advance from Spl.Land Acquisition Authority of Rs.44,688 is claim received by company against Compulsory acquisition of a part of land situated in Ahmedabad.This amount is not a final compensation. Proceedings are still going with authority against this compulsory acquisition.

NOTES TO THE FINANCIAL STATEMENTS

Note : 6 Long Term Provisions

Particulars	As on 31.03.2015 Amount (₹)	As on 31.03.2014 Amount (₹)
1 Provision For Employees Benefit		
Gratuity Payable	14,25,897.00	14,36,859.00
Total	14,25,897.00	14,36,859.00

Note : 7 Short Term Borrowings

1 Loan Repayable on Demand		
- From Bank	-	-
- From Other Parties	-	-
2 Loans & Advances From Related Parties	-	-
3 Deposits	-	-
4 Others loans & Advances	10,64,23,515.33	10,59,68,480.33
Total	10,64,23,515.33	10,59,68,480.33

- i) Working Capital Loan from Axis Bank Limited is collaterally secured by residential property in the name of directors of the company and the personal guarantee of the directors of the company.
- ii) Cash Credit facility from IOB is primarily secured against hypothecation of paid up stock upto 90 days and entire current assets of the company.
- iii) Limit for letter of credits from IOB primarily Secured against documents of title to goods/underlying stocks/ accepted hundies.
- iv) Limit for letter of guarantee from IOB primarily secured against counter guarantee of the company.
- v) All type of borrowings from IOB are collaterally secured by:-
- Residual value of existing fixed assets of the company valued by approved valuation officer.
 - Equitable mortgage of residential flats at B-4/101 & B-4/103, Goyal intercity, Drive-in-Road, Ahmedabad in the name of company and residential value of Factory & Building situated at Kalol Distt, Gandhinagar.
 - Personal guarantee of Directors and corporate guarantee of M/s Kalptaru Alloys Pvt.Ltd., Kalptaru Fincap Ltd., Kalptaru Insurance Brokers Ltd. And N.N.Papers Pvt.Ltd.

Note : 8 Trade Payable

Particulars	As on 31.03.2015 Amount (₹)	As on 31.03.2014 Amount (₹)
1 Payable against Materiel/Supplies	42,273,926.46	3,37,10,867.43
Total	42,273,926.46	3,37,10,867.43

Note : 9 Other Current Liabilities

Particulars	As on 31.03.2015 Amount (₹)	As on 31.03.2014 Amount (₹)
1 Current Maturities of Long Term Debt (Secured)		
- From Bank (within 12 months)	18,29,32,954.61	3,72,61,688.00
- From Other Parties (within 12 mts)	64,72,402.80	49,16,871.00
2 Interest accrued but not due on borrowings	-	-
3 Interest accrued and due on borrowings	-	-
4 Statutory Dues	9,81,945.38	10,98,330.08
5 Unclaimed Dividend	1,07,806.50	2,73,861.11
6 Other Payables		
Creditors against Expenses	67,31,333.00	76,06,273.00
Creditors against Capital goods	4,43,221.29	46,21,915.71
Advance from Customers	-	1,37,426.00
Total	19,76,69,663.58	5,59,16,364.90

NOTES TO THE FINANCIAL STATEMENTS

Note : 10 Short Term Provisions

Particulars	As on 31.03.2015 Amount (₹)	As on 31.03.2014 Amount (₹)
1 Provision For Employees Benefit		
Providend Fund Payable	-	2,82,049.00
Bonus Payable (10-11)	54,285.00	54,285.00
Bonus Payable (11-12)	41,876.00	41,876.00
Bonus Payable (12-13)	1,01,570.00	4,67,376.00
Bonus Payable (13-14)	4,03,866.00	4,03,866.00
Earn Leave Payable	8,58,112.00	11,08,617.00
2 Others		
Interest Expenses Payable (IOB)	-	-
Provision for Expenses	5,28,455.00	14,25,803.00
Provision of Internal Audit Fee	-	-
Provision for Expenses (others)	4,25,55,520.73	1,47,59,008.29
Labour Charges (Contractor) Payable	-	-
Legal & Professional Fee Payable	-	-
Income Tax Provision	-	-
Provision of Expense	18,227.00	40,704.00
Total	4,45,61,911.73	1,85,83,584.29

NOTES TO THE FINANCIAL STATEMENTS

NOTE 11 - FIXED ASSETS

Amount in ₹

Sr. No.	Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK			
		Value at the beginning	Additions during the Year	Deduction during the year	Value at the end	Value at the beginning	Sales / Adjustments	Depreciation of the year	Total Depreciation	WDV as on 31.03.2015	WDV as on 31.03.2014
I	<u>Tangible Assets</u>										
1	Land	10,57,469.00	-	-	10,57,469.00	-	-	-	-	10,57,469.00	10,57,469.00
2	Building	8,50,96,045.00	-	-	8,50,96,045.00	2,09,50,659.42	-	39,68,069.20	2,49,18,728.62	6,01,77,316.36	6,41,45,385.58
3	Plant and Machinery	37,23,07,218.51	-	-	37,23,07,218.51	14,66,37,983.57	-	2,63,92,752.88	17,30,30,736.46	19,92,76,482.05	22,56,69,234.94
4	Electrical Installation	4,42,17,494.12	-	-	4,42,17,494.12	1,65,46,248.86	-	57,02,940.18	2,22,49,189.04	2,19,68,305.08	2,76,71,245.26
5	Furnitures & Fixtures	25,29,974.80	-	-	25,29,974.80	20,40,399.04	-	3,26,346.85	23,66,745.88	1,63,228.92	4,89,575.76
6	Office Equipment	67,29,531.00	5,500.00	-	67,35,031.00	53,95,362.37	-	9,31,511.76	6,326,874.13	4,08,156.87	13,34,168.63
7	Vehicles	1,15,78,071.40	-	-	1,15,78,071.40	76,02,786.38	-	15,43,004.41	91,45,790.79	24,32,280.61	39,75,285.02
	SUB TOTAL (A)	52,35,15,803.83	5,500.00	-	52,35,21,303.83	19,91,73,439.64	-	3,88,64,625.29	23,80,38,064.93	28,54,83,238.88	32,43,42,364.19
II	<u>Intangible Assets</u>										
1	Software	2,79,000.00	-	-	2,79,000.00	1,50,077.69	-	99,327.21	2,49,404.90	29,595.10	1,28,922.31
	SUB TOTAL (B)	2,79,000.00	-	-	2,79,000.00	1,50,077.69	-	99,327.21	2,49,404.90	29,595.10	1,28,922.31
III	<u>Capital Work-in-progress</u>										
2	Capital Work-in-progress	9,62,44,470.39	-	-	9,54,65,684.39	7,78,786.00	-	-	-	9,54,65,684.39	9,62,44,470.39
	SUB TOTAL (C)	9,62,44,470.39	-	-	9,54,65,684.39	7,78,786.00	-	-	-	9,54,65,684.39	9,62,44,470.39
IV	<u>Intangible Assets Under Development</u>										
	SUB TOTAL (D)	-	-	-	-	-	-	-	-	-	-
	Total [A + B + C + D] Current Year	6,20,039,274.22	5,500.00	7,78,786.00	61,92,65,988.22	19,93,23,517.33	-	3,89,63,952.50	23,82,87,469.83	38,09,78,518.37	42,07,15,756.89

NOTES TO THE FINANCIAL STATEMENTS

Particulars	As on 31.03.2015 Amount (₹)	As on 31.03.2014 Amount (₹)
Note : 12 Non Current Investment		
1 Investment in Property	-	-
2 Investment in Equity Instrument (G.S.F.C. shares-Quoted)	46,000.00	46,000.00
3 Investment in Preference shares	-	-
4 Investment in Government or Trust Securities	-	-
5 Investment in Debentures & Bonds	-	-
6 Investment in Mutual Fund ₹ - In Reliance Energy Fund	-	-
7 Investment in Partnership Firm	-	-
8 Other	-	-
Total	46,000.00	46,000.00
Investment in Equity Shares:- (Quoted, Non-Trade) 4600 shares of ₹ 10/- face value of Gujrat State Financial Corporation Ltd. (G.S.F.C.) having market value of ₹ 2.85 per share as on 31/03/2015.		
Note : 13 Deferred Tax Assets (Net)		
1 Deferred Tax Liability on account of:- Depreciation	4,45,85,816.42	-
	4,45,85,816.42	-
2 Deferred Tax Assets on account of:-		
(i) Gratuity	4,40,602.22	-
(ii) Earn Leave	2,89,301.87	-
(iii) Bonus Payable	1,85,623.10	-
(iv) Loss c/f	6,02,44,960.90	-
	6,11,60,488.09	-
Total	1,65,74,671.67	-
i) Deferred tax is recognised only on timing difference between the accounting income and taxable income, which are capable of reversal in subsequent periods.		
ii) Deferred assets on carried forward business loss and unabsorbed depreciation is recognised only if management certifies with virtual certainty & convincing evidence that there will be sufficient future taxable income.		
iii) Value of deferred tax is assessed on each balance Sheet date and any change in value is recognised in the profit & loss appropriation account.		
Note : 14 Long Term Loans and Advances		
I) Capital Advances		
a) Secured, Considered Good :	-	-
b) Unsecured, Considered Good :	17,28,385.00	29,29,685.88
c) Doubtful	-	-
II) Security Deposit		
a) Secured, Considered Good :	2,80,60,201.00	6,60,201.00
b) Unsecured, Considered Good :	-	-
c) Doubtful	-	-
Total	2,97,88,586.00	35,89,886.88
Note : 15 Other Non Current Assets		
a) Long Term Trade Recievables	-	-
i) Secured, Considered Good :	-	-
ii) Unsecured, Considered Good :	-	-
iii) Doubtful	-	-

NOTES TO THE FINANCIAL STATEMENTS

Particulars	As on 31.03.2015 Amount (₹)	As on 31.03.2014 Amount (₹)
b) Others		
1 Advance Recoverable in Cash or in Kind	64,98,633.50	74,12,212.50
2 Advance to Suppliers	1,26,91,689.00	1,27,08,414.00
3 Indirect Taxes/claims recoverables	34,99,363.00	34,99,363.00
Total	2,26,89,685.50	2,36,19,989.50
Note : 16 Inventories		
1 Finished Goods	3,66,209.00	5,97,509.00
2 Goods in Transit	-	-
3 Raw Material	32,61,991.00	93,20,168.31
4 Stores & Spare Parts	1,55,72,170.54	1,62,38,447.04
5 Work in Progress	-	-
6 Packing Material	-	-
Total	1,92,00,370.54	2,61,56,124.35
i) Mode of Valuation of Inventories:-		
a) Raw Material, stores & spares are valued at cost on FIFO basis.		
b) Work in Progress at estimated cost.		
c) Stock in transit are valued at cost.		
d) Finished goods are valued at cost or net realizable value whichever is lower on FIFO basis.		
e) Packing Material is valued at cost.		
ii) Detail of Raw Material:-		
Ahmedabad		
a) Kraft Waste	27,07,670.00	
b) News Waste	4,90,624.00	
c) Mix Tissue Paper	33,800.00	
Satpuda		
a) Bagasse	29,897.00	
Total	32,61,991.00	
iii) Detail of Finished Goods:-		
Ahmedabad		
a) Kraft Waste	2,58,555.00	
b) News Print	26,400.00	
c) Sundry Board	26,294.00	
d) MG Poster	54,960.00	
Total	3,66,209.00	
Note : 17 Trade Recievables		
1 Outstanding for more than six months		
a) Secured, Considered Good :	-	-
b) Unsecured, Considered Good :	1,90,42,846.09	8,67,46,804.47
c) Doubtful	-	-
2 Others		
a) Secured, Considered Good :	-	-
b) Unsecured, Considered Good :	-	38,48,636.77
c) Doubtful	-	-
Total	1,90,42,846.09	9,05,95,441.24

NOTES TO THE FINANCIAL STATEMENTS

Particulars	As on 31.03.2015 Amount (₹)	As on 31.03.2014 Amount (₹)
Note : 18 Cash & Cash Equivalents		
1 Cash & Bank Balances		
a) Cash in Hand	9,92,197.00	6,33,069.68
b) Balance with Banks	69,008.58	14,073.65
2 Other Bank Balances		
a) Unclaimed Dividend Account	1,07,806.50	2,73,861.11
3 Cheques on Hand (C)	-	-
4 Others		
Margin Money with Bank	16,50,333.00	16,50,333.00
Total [1 + 2 + 3]	28,19,345.08	25,71,337.44
Note : 19 Other Current Assets		
1 Advance Recoverable in cash or in kind	34,25,120.59	1,46,45,961.59
2 Advance to Staff	1,12,612.68	2,14,319.00
3 Advance to Suppliers	2,59,979.00	24,89,068.00
4 Advance Income Tax/Refund Due	-	58,098.00
5 Indirect Taxes/Claims recoverables	7,03,083.84	7,61,006.06
6 Advance against Expenses	1,52,045.00	2,48,288.30
Total	46,52,841.11	1,84,16,740.95
Note : 20 Revenue from Operations		
1 Sales (Net of Return)	25,28,813.36	37,09,80,338.67
Less:-Excise Duty	(1,43,380.86)	(86,90,734.22)
Total	23,85,432.50	36,22,89,604.45
Note : 21 Other Income		
1 Interest Income		
(i) Interest Received	-	9,03,235.00
(ii) Interest on I.Tax Refund	-	-
2 Dividend Income	-	-
3 Net Gain on Sale of Investments	-	-
4 Other non-operating income		
(i) Insurance Claim Received	6,63,437.79	1,66,735.00
(ii) Miscellaneous Income	47,36,581.00	10.00
(iii) Provision of Gratuity no longer required	-	47,600.00
(iv) Prior period adjustments (Net)	-	-
(v) Sale Others	-	-
(vi) Profit on Sale of Assets	-	-
Total	54,00,018.79	11,17,580.00
Note : 22 Cost of Material Consumed		
Raw Materials		
Opening Stock	93,20,168.31	1,42,77,563.31
Purchases (including Direct cost)	3,29,062.31	12,51,40,502.58
Less:-Closing Stock	(35,85,313.31)	(93,20,168.31)
Total	60,63,917.31	13,00,97,897.58
Import & Indigenous Raw Material Consumed:-		
	Current Year	Previous Year
	Value	Value
Imported	0.00	31,590,505.50
Indigenous	60,63,917.31	98,507,392.09
	Percentage	Percentage
	0.00	24.28
	100.00	75.72
	130,097,897.59	100.00

NOTES TO THE FINANCIAL STATEMENTS

Particulars	As on 31.03.2015 Amount (₹)	As on 31.03.2014 Amount (₹)
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Note : 23 Purchase of Stock-in-Trade

1 Purchase Account Trading	-	13,83,04,131.00
Total	-	13,83,04,131.00

Note : 24 Manufacturing & Operating Cost

Building Repair & Maintenance	-	2,48,286.00
Commission on Purchase	-	88,643.00
Machinery Repairs & Maintenance	-	6,49,983.32
Electric Repairs & Maintenance	1,531.00	2,27,903.00
Power, Electricity & Water Charges	12,74,000.00	3,70,71,777.00
Manufacturing Expenses (Others)	51,240.00	4,66,636.63
Stores Consumed	6,60,536.50	4,64,52,030.96
Packing Material Consumed	-	1,97,419.00
Total	19,87,307.50	8,54,02,678.91

Import & Indigenous Stores & Spares Parts Consumend:-

	Current Year		Previous Year	
	Value	Percentage	Value	Percentage
Imported	-	-	19,55,600.15	4.21
Indigenous	6,60,536.50	100.00	4,44,96,430.81	95.79
	6,60,536.50	100.00	4,64,52,030.96	100.00

Particulars	As on 31.03.2015 Amount (₹)	As on 31.03.2014 Amount (₹)
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Note : 25 Change in Inventories

1 Opening Stock		
(i) Finished Goods	5,97,509.00	99,88,152.00
(ii) Work in Progress	-	2,88,000.00
	5,97,509.00	1,02,76,152.00
2 Closing Stock		
(i) Finished Goods	3,66,209.00	5,97,509.00
(ii) Work in Progress	-	-
	3,66,209.00	5,97,509.00
Total	2,31,300.00	96,78,643.00

Note : 26 Employment Benefit Expenses

1 Bonus Expense	4,530.00	4,03,866.00
2 Earn Leave Expense	2,178.00	4,31,490.00
3 Gratuity Expense	-	4,49,057.00
4 Provident Fund Contribution	-	5,89,295.00
5 Recruitment Expense	-	2,169.00
6 Salary (Staff)	-	50,82,492.00
7 Salary (Worker)	-	1,11,35,738.00
8 Staff Welfare & Medical Exp.	68,276.00	2,96,624.00
Total	74,984.00	1,83,90,731.00

NOTES TO THE FINANCIAL STATEMENTS

Particulars	As on 31.03.2015 Amount (₹)	As on 31.03.2014 Amount (₹)
Note : 27 Financial Cost		
1 Bank Charges & Commission	3,79,16,545.30	4,72,27,164.83
2 Interest on Car Loan	35,919.74	69,765.89
3 Other Interest	24,023.00	1,44,750.00
Total	3,79,76,488.04	4,74,41,680.72
Note : 28 Depreciation & Amortised Cost		
1 Depreciation	3,89,63,952.67	2,61,15,965.07
Total	3,89,63,952.67	2,61,15,965.07
Note : 29 Other Expenses		
1 Advertisement Expenses	56,570.00	53,100.00
2 Audit Fees	97,900.00	97,900.00
3 Balance W/off	16,623.00	-
4 Commission, Rebate & Discount	40,72,222.00	28,68,582.70
5 Director Remuneration	5,50,000.00	9,00,000.00
6 Donation & Charity	-	79,810.00
7 Electric Power (Office)	1,72,805.00	2,98,835.00
8 Foreign Exchange Fluctuation	25,791.38	4,41,410.37
9 Freight & Cartage Outward	64,150.00	61,929.00
10 Insurance Expenses	8,76,979.00	10,04,624.00
11 Internal Audit Fee	2,40,000.00	2,40,000.00
12 Legal & Professional Fee	8,86,743.00	3,50,968.67
13 Loss on Sales of Assets	-	1,24,90,816.98
14 Miscellaneous Expenses	2,62,840.49	4,31,959.34
15 Postage & Telegram Expenses	2,56,240.00	6,08,754.00
16 Printing & Stationary	64,312.00	2,24,480.00
17 Rent	4,80,000.00	8,36,625.00
18 Subscription & Membership Fee	17,182.00	88,302.00
19 Travelling Expense (Other Than Director)	95,338.00	2,61,268.00
20 Travelling Expense (Director)	51,401.00	9,300.00
21 Repair & Maintenance Exp.	3,48,360.00	14,51,722.00
22 Watch & Ward	-	14,42,728.00
23 Water Cess Charges	-	22,268.00
Total	86,35,456.87	2,42,65,383.06
	Year ended 2015	Year ended 2014
Audit Fees	42,900.00	42,900.00
Income Tax matter	55,000.00	55,000.00
Total	97,900.00	97,900.00
Note : 30 Expenditure in Foreign Currency:		
Particulars	Current Year	Previous Year
(a) Travelling (Director)	Nil	Nil
Note : 31 Earnings in Foreign Currency:		
Particulars	Current Year	Previous Year
	Nil	Nil

NOTES TO THE FINANCIAL STATEMENTS

Note : 32 Related Party disclosures

1 Relationships:-

(A) Key Management Personnel

Sh. J.K. Gupta	(Director Cum Chairman)
Sh. Naveen Gupta	(Managing Director)
Smt. Savita Gupta	(Additional Director)
Sh. Shivratn Jivaram Sharma	(Independent Director)
Sh. Paresh Babu Laxminandan Pandya	(Independent Director)
Sh. Ramesh Chand	(Independent Director)

(B) Associate Concerns

N.N. Intratrade Services Pvt. Ltd. (Earlier known as N.N. Paper Pvt. Ltd.)
Jai Kishan & Sons (HUF)
Naveen Gupta (HUF)
Kalptaru Alloys Pvt. Ltd.

2 Transactions carried out with related parties referred in 1 above, in ordinary course of business:-

S. No.	Nature of Transaction	Current year			Previous year		
		Key Management Personnel	Associate Concerns	Year end Balance	Key Management Personnel	Associate Concerns	Outstanding Balance
1.	a) Director's Remuneration	5,50,000.00	Nil		9,00,000.00	Nil	
	b) Comp Cont to E.P.F	-	Nil		108,000.00	Nil	
2	Rent Paid		4,80,000.00	Nil		4,80,000.00	Nil
4	Loans accepted	2,36,45,619.00	1,51,98,271.00	9,67,33,716.00	1,52,62,956.00	11,40,41,000.00	6,42,74,381.00
5	Loans repaid	49,54,381.00	14,30,174.00	9,67,33,716.00	37,81,000.00	10,81,01,000.00	6,42,74,381.00

Note : 33 The Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification/ disclosure.

Note : 34 Significant accounting policies and practices adopted by the company:-

1 Basis of Accounting:-

Accounts of the company are prepared on mercantile system of accounting and on going concern basis. The accounting policies are consistent and in accordance with generally accepted Auditing Standards and Indian Accounting Standards specified by ICAI

2. Fixed Assets:-

- Fixed assets are stated at cost of acquisition or construction, net of accumulated depreciation, cenvat credit adjustments and inclusive of non refundable taxes, incidental Expenses and interest on borrowings till the Assets are put to use
- Capital work – in – progress are valued at cost
- Land is valued at cost.
- Advances paid towards acquisition of Fixed assets are Shown as advance Against Capital Goods.

3. Depreciation:-

Depreciation on fixed assets has been provided on straight-line basis at useful life assumed by management.

4. Recognition of Income & Expenditure

Items of income and expenditure are recognized on accrual basis, except various Govt. revenues, Insurance claims and prior period incomes.

5. Excise Duty

Excise duty on manufactured goods is accounted for at the time of their clearance from the factory rather than at the time of manufacturing. The above policy has, however no impact on the operating results of the company.

6. Investments

Permanent investments are valued at cost less permanent diminution, if any in value of investment.

7. Employment Benefits**A) Retirement Benefits****i) Gratuity**

Liability for gratuity is accounted as per actuarial valuation and in accordance with the Accounting Standard 15 issued by ICAI.

ii) Provident Fund

Retirement benefits in the form of provident fund are charged to profit & loss account for the year.

B) Short Term Employee Benefits**i) Leave Encashment**

Provision for leave encashment made on 31.03.2014 is paid within 12 months.

8. Borrowing Costs

a. Interest on borrowing costs & other incidental expenses are charged to Profit & Loss except for the:

i) Interest on borrowings for acquisition of capital assets till the date of its put to use.

9. Foreign Exchange Transactions**Initial recognition**

Import purchases and foreign creditors are initially recognised in the books at the exchange rates prevailing on the date of bill of entry.

Year End Disclosure

Foreign exchange creditors are translated at the exchange rates prevailing on the last day of accounting year and amount of fluctuation from initial recognition is charged to profit & loss account.

10. Revenue Recognition

i) Revenue is recognised on completion of sale of goods.

ii) Sales are stated at inclusive of excise duty and net of sales tax /vat & other incidental amount collected.

11. Taxation

Income tax on current year profits has been accounted for as per provisions of Income Tax Act, 1961.

12. Cash Flow Statement

Cash flow statement is prepared as per indirect method prescribed under Accounting Standard 3 issued By ICAI.

13. Prior period Items

i) Prior period items are incomes/ expenses, which arise in the current period due to error or omissions in the preparation of financial statements of one or more earlier Period.

14. Segment Reporting

Company is engaged in the core business of manufacturing of paper; therefore reporting requirements of under AS-17 are not applicable in the company case.

15. Estimated amount of contracts remaining to be executed on capital A/c and not provided for:-

CURRENT YEAR	₹ Nil
PREVIOUS YEAR	₹ Nil

16. Claims against the company not acknowledged as debts:-

CURRENT YEAR	₹ Nil
PREVIOUS YEAR	₹ Nil

17. In the opinion of the Board of Directors, the current assets, loans and advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

18. Contingent Liabilities :-

Following are dispute pending against Gujarat Vat Act as on 31th March,2015 which can be taken as contingent Liabilities of Company

S.No.	Name of Statute	Financial Year	Amount
1	Gujarat Vat Act	FY 2003-04	5,91,056.00
2	Gujarat Vat Act	FY 2006-07	68,764.00
3	Gujarat Vat Act	FY 2009-10	4,44,355.00

Place : Ahmedabad

Date : 30/05/2015

NAVEEN GUPTA
Managing Director
DIN 00148096

JAI KISHAN GUPTA
Director
DIN 00148067

CA ABHIJAI AGGARWAL
Chartered Accountant
M. No. 517463

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31.03.2015

Particulars	Current Year Amount (₹)	Previous Year Amount (₹)
[A] Cash Flow from Operating Activities		
Net Profit after tax as per Profit and Loss Account	(6,76,34,531.76)	(8,87,59,264.23)
Add: Adjustments for Non Cash Items		
Deferred Tax	(1,85,13,423.34)	(2,96,45,853.67)
Depreciation	3,89,63,952.67	2,61,15,965.07
Loss on sale of Fixed Assets	-	1,24,90,816.98
Financial Charges Paid	3,79,76,488.04	4,74,41,680.72
Operating Profit before Working Capital changes	(92,07,514.39)	(3,23,56,655.13)
Change in Inventory	69,55,753.81	2,78,00,853.96
Change in Trade Receivables	7,15,52,595.15	3,14,44,383.14
Change in Loans and Advances	(2,61,98,699.12)	(37,000.00)
Change in Other current Assets	1,37,63,899.84	(76,28,068.84)
Change in Other Non - Current Assets	9,30,304.00	1,00,000.00
Change in Trade Payable	85,63,059.03	(88,20,165.18)
Change in other Current Liabilities	(54,73,499.73)	(85,99,111.28)
Change in Long Term Liabilities	(4,71,71,993.00)	(29,53,722.00)
Change in Long Term Provisions	(10,962.00)	3,78,384.00
Change in Short Term Provisions	2,59,78,327.44	1,56,36,639.29
Less : Tax Paid	-	(58,098.00)
	4,88,88,785.42	4,72,64,095.09
Net Cash Inflow from Operating Activities [A]	3,96,81,271.03	1,49,07,439.96
[B] Cash Flow from Investing Activities		
Net Addition to Fixed Assets including Capital WIP	(5,500.00)	(30,10,155.91)
Sale of Fixed Assets	7,78,785.84	43,50,000.00
Net Cash Inflow from Investing Activities [B]	7,73,285.84	13,39,844.09
[C] Cash Flow from Financing Activities		
Proceeds from New Borrowings	4,01,19,028.00	15,22,02,029.40
Repayment of Long Term Borrowings	(4,23,49,089.19)	(12,63,66,875.57)
Financial Charges Paid	(3,79,76,488.04)	(4,74,41,680.72)
Net Cash Inflow from Financing Activities [C]	(4,02,06,549.23)	(2,16,06,526.89)
Net Cash And Cash Equivalents [A + B + C]	2,48,007.64	(53,59,242.84)
Opening Balance of Cash and Cash Equivalents	25,71,337.44	79,30,580.28
Closing Balance of Cash and Cash Equivalents	28,19,345.08	25,71,337.44

This is the Cash Flow referred to in our report of even date.
For V. D. Aggarwal and Co.
Chartered Accountants

CA Abhijai Aggarwal
Partner
M.N:517463
FRN No. 008332N

Place : Ahmedabad
Date : 30/05/2015

For and on behalf of the Board

Naveen Gupta
Managing Director
DIN 00148096

Jaikishan Gupta
Director
DIN 00148067

STATEMENT OF MOVEMENT OF FIXED ASSETS

Particular	Amount
Opening WDV	42,07,15,756.88
Less: Depreciation	(3,89,63,952.67)
Add : Addition	5,500.00
Less: Sale During the Year	(7,78,785.84)
Closing WDV	38,09,78,518.37

STATEMENT FOR ACCEPT AND REPAYMENT OF LOAN

Particular	Closing Balance	Opening Balance	Accept	Repayment
Short Term Borrowing	10,64,23,515.30	10,59,68,480.30	4,55,035.00	-
Axis Bank Ltd. (Term Loan)	21,71,331.61	78,84,016.47	-	57,12,684.86
IOB Term Loan - 380400026	89,00,000.00	90,61,337.00	-	1,61,337.00
IOB Term Loan - 380600007	49,91,248.00	49,91,248.00	-	-
IOB Term Loan - 380600008	80,00,000.00	81,46,042.00	-	1,46,042.00
IOB Term Loan - 380700041	3,77,65,169.00	3,84,49,696.00	-	6,84,527.00
IOB Term Loan (New TL 3281200005)	1,98,96,362.00	2,10,62,681.00	-	11,66,319.00
IOB Term Loan (WCTL 3281200004)	8,01,08,860.00	8,01,08,860.00	-	-
IOB Term Loan -380700004	2,10,99,984.00	2,14,85,161.00	-	3,85,177.00
Religare	4,26,26,157.00	5,33,48,821.00	-	1,07,22,664.00
Life Insurance Corporation of India	25,18,853.00	16,98,750.00	8,20,103.00	-
Tata Capital Limited	1,52,246.80	4,88,030.06	-	3,35,783.26
Abhipra Capital Limited	-	11,00,000.00	-	11,00,000.00
Abhipra Management Services P. Ltd	-	4,00,000.00	-	4,00,000.00
Bhagwati Corporation - USL	-	50,00,000.00	-	50,00,000.00
Harikrupa Enterprise - USL	-	30,00,000.00	-	30,00,000.00
MIS Infra Pvt. Ltd.	1,00,00,000.00	1,00,00,000.00	-	-
Par Techno Heat Pvt.Ltd = USL	8,00,000.00	8,00,000.00	-	-
Shubhangi Papers Private Limited USL	13,00,000.00	50,00,000.00	-	37,00,000.00
Shreenath Electrical Services - USL	-	2,50,000.00	-	2,50,000.00
S.L.Engineers - USL	-	14,00,000.00	-	14,00,000.00
SPM Engineers - USL	-	18,00,000.00	-	18,00,000.00
Vasundhra Machines Ltd. - USL	10,00,000.00	10,00,000.00	-	-
N. N. Intrade Services Private Limited	1,60,90,000.00	96,70,000.00	71,90,000.00	7,70,000.00
Kalptaru Alloys Private limited	73,48,097.00	-	80,08,271.00	6,60,174.00
Jai Kishan Gupta	4,25,45,619.00	3,14,94,381.00	1,22,70,619.00	12,19,381.00
Naveen Gupta	3,07,50,000.00	2,31,10,000.00	1,13,75,000.00	37,35,000.00
	44,44,87,442.74	44,67,17,503.86	4,01,19,028.00	4,23,49,089.12



CIN:L21019GJ1988PLC040325

Registered Office : 701, Avdhesh House, Opp. Gurudwara, Near Thaltej Chokdi, Ahmedabad - 380054

ATTENDANCE SLIP

Full name of the member attending _____

Full name of the joint-holder _____

(To be filled in if first named Joint - holder does not attend meeting)

Name of Proxy _____

(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the 27th Annual General Meeting of Kalptaru Papers Limited held at 701, Avdhesh House, Opp. Gurudwara, Near Thaltej Chokdi, Ahmedabad - 380054 at 10:00 a.m. on Wednesday, 23rd day of September, 2015.

Registered Folio No. _____

DP Id.* _____

No of Share Held _____

Client Id.* _____

Member's / Proxy's name _____

Member's / Proxy's Signature _____

In Block Letters

*Applicable for investors holding shares in electronic form

KALPTARU PAPERS LIMITED

CIN:L21019GJ1988PLC040325

Registered Office : 701, Avdhesh House, Opp. Gurudwara, Near Thaltej Chokdi, Ahmedabad - 380054

Form No. MGT- 11

PROXY FORM

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

Name of Members :
Registered Address :
E-mail Address :
Folio No. | Client ID :
DP Id :

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

- 1) Name :
Address :
E Mail :
Signature :
2) Name :
Address :
E Mail :
Signature :
3) Name :
Address :
E Mail :
Signature :

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the members of the company to be held on Wednesday, 23rd day of September, 2015 at 10:00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

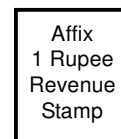
Table with 2 columns: NO, RESOLUTIONS. Rows include Ordinary Business (Adoption of Annual Accounts, Re-appointment of Mr. Naveen Gupta, Appointment of M/s. V D Aggarwal & Co.) and Special Business (Confirmation of Mrs. Sudha Gupta).

Signed this day of 2015

Signature of Shareholder

Signature of Proxy holder(s):

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



If undelivered, please return to :



Registered Office :

701, Avdhesh House, Opp. Gurudwara, Near Thaltej Chokdi, Ahmedabad-380054

Tel.: 079 26858510/511 Fax : 079 30171202 E-mail : contact@kalptaru.co.in Website : www.kalptaru.co.in
