
SHREE BHAWANI PAPER MILLS LIMITED

SHREE BHAWANI PAPER MILLS LIMITED

CIN : L21015UP1979PLC004783
Registered Office : 33, Dayanand Marg, Allahabad 211 002
Website : www.shbhawani.com
Email : info@shbhawani.com

NOTICE

NOTICE is hereby given that the 36th Annual General Meeting of SHREE BHAWANI PAPER MILLS LIMITED will be held at the Registered office of the Company at 33, Dayanand Marg, Allahabad-211002, on Wednesday, the 30th September, 2015 at 11.30 A.M. to transact the following Business:

ORDINARY BUSINESS

1. To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2015 including Balance Sheet as at 31st March, 2015 and Profit & Loss Account for the year ended on that date, the Report of the Directors and the Report of the Auditors, thereon.
2. To appoint a Director in place of Shri Badri Vishal Tandon (DIN: 0108408) who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint Auditors for the year and in this connection, to consider and if thought fit, to pass with or without modification(s), the following Resolution as Ordinary Resolution:
"RESOLVED THAT M/s P.L. Gupta & Co., Chartered Accountants (Registration No: 011575C), the retiring Auditors, be and are hereby re-appointed as Auditors of the Company, to hold Office from the conclusion of this Meeting till the conclusion of next Annual General Meeting at a remuneration of Rs.1,50,000/- (Rupees one lac fifty thousand only) plus service tax, as applicable, and travelling and other out of pocket expenses."

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as Ordinary Resolution:
Confirmation of appointment of Smt Lakshmi Kumari (DIN: 07134683) as Director of the Company.
"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force), Smt Lakshmi Kumari (DIN: 07134683) who has been appointed as an Additional Director of the Company pursuant to the provisions of Section 161 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 being eligible, offer herself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying her intention to propose the candidature of Smt Lakshmi Kumari for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation, with effect from the date of this Meeting."
5. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as Special Resolution:
Adoption of New set of Articles of Association containing Regulations in conformity with the Companies Act, 2013.
"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this Meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company."

SHREE BHAWANI PAPER MILLS LIMITED

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

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

Ratification of remuneration of the Cost Auditors for the financial year ending 31st March, 2016 as recommended by Audit Committee and approved by the Board

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) re-enactment thereof, for the time being in force), remuneration of Rs. 25,000/- (Rupees twenty five thousand only) plus out of pocket expenses, as recommended by the Audit Committee and as approved by the Board of Directors of the Company, be paid to Shri Rakesh Misra, the Cost Auditor of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016, be and is hereby ratified and confirmed."

REGISTERED OFFICE :
33, DAYANAND MARG
ALLAHABAD - 211002

DATED : 11TH AUGUST, 2015

BY ORDER OF THE BOARD

BABITA JAIN
COMPANY SECRETARY
FCS 3824

SHREE BHAWANI PAPER MILLS LIMITED

NOTES

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

Proxies in order to be valid must be received by the Company not later than 48 hours before the commencement of the Meeting. The relevant proxy form is enclosed herewith.

2. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of Board Resolution on the letterhead of the Company, signed by one of the directors or company secretary or any other authorised signatory, authorising their representatives to attend and vote on their behalf at the Meeting.
3. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the Meeting.
4. Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in order of the names will be entitled to vote.
5. The Register of Members and the Share Transfer Books of the Company shall remain closed from 24th September, 2015 to 30th September, 2015 (both days inclusive).
6. Members are requested to intimate change, if any, in their addresses.
7. Brief resume of Directors including those proposed to be appointed/ re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange, are provided in the Corporate Governance Report forming part of the Annual Report.
8. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
9. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
10. Pursuant to the provisions of Section 205A (5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends for the financial year up to 2006-07 from time to time on due dates, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has not declared any dividend thereafter till the year under review.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Skyline Financial Services Pvt. Ltd., Registrar and Share Transfer Agent of the Company.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
13. Shareholders who are still holding physical share certificates are advised to dematerialise their shareholdings to avail the benefits of dematerialisation which includes easy liquidity through electronic transfer, saving in stamp duty and prevention of forgery.
14. The Company has paid annual listing fee to the Bombay Stock Exchange Ltd., Mumbai, where the Company's equity shares are listed, for the financial year 2015-16.

SHREE BHAWANI PAPER MILLS LIMITED

15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 4.00 p.m. up to the date of declaration of the result of the 36th Annual General Meeting of the Company.
16. Details of the Directors seeking re-appointment/appointment at this Annual General Meeting: (Pursuant to Clause 49 of the Listing Agreement with the Bombay Stock Exchange Ltd., Mumbai):

Name of the Director	Shri Badri Vishal Tandon
DIN No	0108408
Date of joining the Board	06.07.1979
Profile of the Director	Shri Badri Vishal Tandon, aged about 66 years, is a Law Graduate and has more than 42 years of experience as Advocate High Court, Allahabad. He has special expertise in tax matters. He has been a Director of the Company since inception and is also a member of Audit Committee and Stakeholders Relationship Committee of the Company.
No of Shares held in the Company in individual capacity	246998
Directorship and Committee Membership in other Companies	Director in Sahitya Bhawan Pvt.Ltd., Allahabad.

Name of the Director	Smt Lakshmi Kumari
DIN No	07134683
Date of joining the Board	31.03.2015
Profile of the Director	Smt Lakshmi Kumari aged about 65 years, is graduate from Kanpur University and is Self Employed
No of Shares held in the Company	NIL
Directorship and Committee Membership in other Companies	NIL

17. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Listing Agreement with the Bombay Stock Exchange, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).
The instructions for e-voting are as under:
- A. In case a Member receive an email from NSDL (for members whose e-mail addresses are registered with the Company/ Depository Participant(s):
- i) Open the e-mail and also open the attached PDF file namely "e-Voting.pdf" with your Client ID (in case you are holding shares in demat mode) or Folio No.(in case you are holding shares in physical mode) as password. The said PDF file contains your "User ID" and "Password" for e-voting. Please note that the password is an initial password.
 - ii) Launch internet browser by typing the URL- <https://www.evoting.nsdl.com/>
 - iii) Click on "Shareholder – Login".

SHREE BHAWANI PAPER MILLS LIMITED

- iv) If you are already registered with NSDL for e-voting then you can use your existing User ID and password and click Login.
 - v) If you are logging in for the first time, please enter the User ID and password as initial password noted in step (i) above and click Login.
 - vi) Password Change Menu appears. Change the password with a new password of your choice with minimum 8 digits/ characters or combination thereof. Please keep a note of the new Password. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
 - vii) Home page of "e-Voting" opens. Click on e-Voting- Active Voting Cycles.
 - viii) Select "EVEN" (Electronic Voting Event Number) of Shree Bhawani Paper Mills Limited.
 - ix) Now you are ready for e-Voting as "Cast Vote" page opens.
 - x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
 - xi) Upon confirmation, the message "Vote Cast Successfully" will be displayed.
 - xii) Once you have voted on the Resolution, you will not be allowed to change/ modify your vote.
 - xiii) Institutional Shareholders (ie other than Individuals, HUF, NRI etc) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the scrutiniser through email to with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/ Depository Participant(s):
- i) Initial password is provided in the enclosed 'Instruction for e-voting' form for the AGM
- | EVEN | USER ID | PASSWORD / PIN |
|----------------------------------|---------|----------------|
| (Electronic Voting Event Number) | | |
- ii) Please follow all steps from Sl.No. (ii) to Sl.No. (xiii) above, to cast vote.
 - II. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders, available at the download section of <https://www.evoting.nsdl.com>.
 - III. The e-voting period commences on Sunday, 27th September, 2015 (9.00 A.M.) and ends on Tuesday, 29th September, 2015 (5.00 P.M.) During this period, Shareholders of the Company, holding shares either physical form or in dematerialised form, as on the relevant date of 23rd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
 - IV. The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share of the Company as on the relevant date of 23rd September, 2015.
 - V. Shri Anil Kumar, Practising Company Secretary (Membership No. FCS 5693 and Certificate of Practice 5592) email id:purswanianil@gmail.com has been appointed as the Scrutiniser to scrutinise the process in a fair and transparent manner.
 - VI. The Scrutiniser shall, at least 2 working day from the conclusion of the e-voting period, unblock the votes the presence of at least 2 witnesses not in the employment of the Company and make a Scrutiniser's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - VII. The Result shall be declared on or after the Annual General Meeting. The Result declared along with the Scrutiniser's Report shall be placed on the Company's website www.shbhawani.com and on the website of NSDL within two days of the passing of the Resolutions at the Annual General Meeting the Company and communicated to the Bombay Stock Exchange, where the shares of the Company are listed.

SHREE BHAWANI PAPER MILLS LIMITED

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

The following statement sets out all material facts relating to Special Business mentioned in the Notice:

ITEM NO. 4

Pursuant to provisions of Section 149 of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement with Bombay Stock Exchange, every listed company is required to appoint at least one woman director on Board of the Company by 31st March, 2015. In compliance thereof, Smt Lakshmi Kumari (DIN: 07134683) was appointed as Additional Director by the Board of Directors of the Company at their meeting held on 31st March, 2015.

In terms of Section 161(1) of the Companies Act, 2013, Smt Lakshmi Kumari holds office as Additional Director only up to the date of the forthcoming Annual General Meeting. The Company has received a notice with requisite deposit from a member proposing her candidature as a Woman Director to be appointed under the provisions of Section 149 and 152 of the Companies Act, 2013. The Company has received (i) consent in writing to act as Woman Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The Resolution seeks the approval of members for the appointment of Smt Lakshmi Kumari as Woman Director of the Company who is liable to retire by rotation. Notice received under Section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered Office of the Company during the business hours on any working day up to the date of the Annual General Meeting.

Brief profile along with other details of the Director is as under:

Name of the Director	Smt Lakshmi Kumari
DIN No.	07134683
Date of joining the Board	31.03.2015
Profile of the Director	Smt Lakshmi Kumari aged about 65 years, is graduate from Kanpur University and is self employed
No of Shares held in the Company	NIL
Directorship and Committee Membership in other Companies	NIL

None of the Director or Key Managerial Personnel of the Company and/ or their relatives, except Smt Lakshmi Kumari in her personal capacity for whom the Resolution relates, is interested or concerned in the Resolution.

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

ITEM NO. 5

The Articles of Association ("AoA") of the Company as presently in force were replaced in Annual General Meeting held on 21st September, 2011. The existing AoA are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013. The Act is now largely in force on 1st April, 2014 several regulations of the existing Articles of Association of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

The new Articles of Association be substituted in place of the existing Articles of Association are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

The proposed new draft Articles of Association is being uploaded on the Company's website for perusal of the members.

SHREE BHAWANI PAPER MILLS LIMITED

None of the Directors/ Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No.5 of the Notice.

The Board commends the Special Resolution set out at Item No.5 of the Notice for approval by the Members.

ITEM NO.6

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditor, Shri Rakesh Misra to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016 at a remuneration of Rs. 25000/- (Rupees twenty five thousand only) plus out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No.6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2016.

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

The Board commends the Ordinary Resolution set out at Item No.6 of the Notice for approval by the Members.

REGISTERED OFFICE:
33, DAYANAND MARG
ALLAHABAD - 211002

DATED: 11th AUGUST, 2015

BY ORDER OF THE BOARD

BABITA JAIN
COMPANY SECRETARY
FCS 3824



SHREE BHAWANI PAPER MILLS LIMITED
Registered Office : 33, Dayanand Marg, Allahabad 211 002 email : info@shbhawani.com
CIN : L21015UP1979PLC004783 Website : www.shbhawani.com

PROXY FORM

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

Name of the member (s) :
Registered address :
E-mail ID :Folio No. / DP ID-Client ID.....

I/We, being the member (s) ofshares of the Shree Bhawani Paper Mills Ltd., hereby appoint:

1. Name : of having an E-mail ID :, failing him / her;
2. Name : of having an E-mail ID :, failing him / her;
3. Name : of having an E-mail ID :,

whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the Company, to be held on Wednesday, 30th September, 2015 at Registered Office of the Company at 33, Dayanand Marg, Allahabad - 211 002, at 11:30 am and at any adjournment thereof in respect of the Resolutions as indicated below :

Sl. No.	Resolution	For*	Against*
1.	Adoption of Financial Statements for the year ended 31 st March, 2015		
2.	Re-appointment of Shri Badri Vishal Tandon as Director, who retires by rotation.		
3.	Re-appointment of M/s P.L. Gupta & Co. Chartered Accounts, as Auditors and to fix their remuneration.		
4.	Appointment of Smt. Lakshmi Kumari as Director of the Company, who retires by rotation.		
5.	Adoption of new set of Articles of Association containing regulations in conformity with the Companies Act, 2013.		
6.	Ratification of remuneration of Shri Rakesh Misra, Cost Accountant as Cost Auditors for the year 2015-16		

Signed this..... Day of.....2015.
(Date) (Month)

Affix Revenue Stamp

Signature of Shareholder(s)
Signatures of :

.....
First Proxy Holder Second Proxy Holder Third Proxy Holder

Notes :

- *1. Please put a 'X' in the Box in the appropriate column. If you leave 'For' or 'Against' column blank in respect of any or all of the Resolutions, your proxy will be entitled to vote in the matter as he/she thinks appropriate.
2. **Proxy need not to be a member of the Company. A person can act as proxy on behalf of for a maximum of fifty members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Provided that a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.**
3. This form of proxy in order to be effective should be duly executed and deposited at the Registered Office of the Company at 33, Dayanand Marg, Allahabad - 211 002 at least 48 hours before the time of the Meeting.

CUT HERE ✂ ----- ✂ ----- ✂ CUT HERE----- CUT HERE

SHREE BHAWANI PAPER MILLS LIMITED
Registered Office : 33, Dayanand Marg, Allahabad 211 002 email : info@shbhawani.com
CIN : L21015UP1979PLC004783 Website : www.shbhawani.com

ATTENDANCE SLIP
36th Annual General Meeting
September 30, 2015

Folio No.
DP ID-Client ID.....

Full Name of the Shareholder / proxy attending the Meeting
.....
(First Name) (Second Name) (Surname)

FIRST HOLDER / JOINT HOLDER / PROXY (Strike out whichever is not applicable)

FULL NAME OF FIRST HOLDER.....
(If Joint Holder / Proxy attending) (First Name) (Second Name) (Surname)

.....
Signature of the Shareholder / Proxy

Please note that no gifts will be given at the Meeting