



THE SIRPUR PAPER MILLS LIMITED

Website : www.sirpurpaper.com

CIN : L21010TG1938PLC000591

Telephones : 040-23236301

Fax : 040-23298705

E-mail : registeredoffice@sirpurpaper.com
spmregdoff@gmail.com

Registered Office :

5-9-22/1/1, 1st Floor,
Ashoka Chambers,
Adarsh Nagar,
HYDERABAD - 500 063.
Telangana.

Ref No SPM/AGM-76/ 354

9th December, 2015

BSE Limited,
Phiroze Jeejeebhoy
Dalal Street
MUMBAI-400 001

The Manager (Listing)
National Stock Exchange of India Ltd,
Exchange Plaza, 5th Floor, Plot No. C/1,
G-Block, Bandra Kurla Complex,
Bandra (E) MUMBAI-400 051

Dear Sir,

Sub; Submission of Six (6) copies of the Notice of the Annual General Meeting of the Company for the year 2014-15 in compliance of the Listing Agreement-Reg.

We are enclosing here with Six (6) copies of the Notice of the 76th Annual General Meeting of the Company for the year ended 31st March, 2015, to be held on Thursday, the 31st December, 2015 at 11.30 A.M. Hyderabad to transmit the ordinary and special business contained in the Notice.

Yours faithfully,
For The Sirpur Paper Mills Limited,

T. Shyam Sunder

(T. Shyam Sunder)
Compliance Officer.
Mobil: 09849349744

Encl; As above.



THE SIRPUR PAPER MILLS LIMITED

Registered Office: 5-9-22/1/1, 1st Floor, Ashoka Chambers, Adarsh Nagar, HYDERABAD - 500063 (Telangana)
Phone/Fax: 040-23236301 – Website: www.sirpurpaper.com – Email: registeredoffice@sirpurpaper.com
Corporate Identity Number (CIN) - L21010TG1938PLC000591

TO THE MEMBERS:

NOTICE is hereby given that the Seventy Sixth Annual General Meeting of the Members of The Sirpur Paper Mills Limited, will be held on Thursday, **December 31, 2015 at 11.30 a.m. at 'Bhaskara Auditorium', B.M. Birla Science Centre, Adarsh Nagar, Hyderabad – 500 063** to transact the following business:

Ordinary Business

1. To receive, consider, approve and adopt the Audited Accounts of the Company for the year ended March 31, 2015, together with Auditors' Report and the report of the Directors thereon.

Note: - Please see Explanatory statement for Item No.6 of the Notice.

2. To appoint a Director in Place of Ms. Poonam Bodra (DIN: 03196613) who retires by rotation at this Annual General meeting being eligible, offers herself for re-appointment.
3. Ratification of Auditors' appointment.

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

"RESOLVED THAT pursuant to Section 139 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the Company do hereby ratify the appointment of Messrs. Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No.008072S), 1-8-384 & 385, 3rd Floor, Gowra Grand, S. P. Road, Begumpet, Secunderabad - 500 003, as approved by the Members at the Seventy Fifth Annual General Meeting as statutory auditors of the Company to hold office until the conclusion of the seventy eighth Annual General Meeting of the Company to be held in the year 2017 which was subject to ratification at every Annual General Meeting, be and is hereby ratified to hold office from conclusion of this Annual General Meeting till the conclusion of the 77th Annual General Meeting of the Company to be held in the year 2016, on a remuneration of Rs.7,50,000 (Rupees seven lakhs fifty thousand only) per annum plus reimbursement of service tax, travelling and out of pocket expenses."

Special Business:

4. To appoint Mr. Veda Kumar Nimbagal (DIN: 07057101) as Whole-time Director, designated as Executive Director & CEO, and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and Schedule V of the Companies Act read with all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification/s or re-enactment thereof for the time being in force) and Articles of Association of the Company and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard, consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Veda Kumar Nimbagal, as Whole-time Director designated as Executive Director and CEO of the Company for a period of two years with effect from January 23, 2015 to January 22, 2017 on the terms and conditions (including remuneration payable in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) set out below:

1. Period: Two (2) years with effect from January 23, 2015.

2. Remuneration:

a) Salary Rs. 1,50,000/- per month;

b) Perquisites: The perquisites shall be as follows;

- i. Personal accident insurance,
- ii. Leave: 45 days in a year, encashable at the end of the tenure,
- iii. Gratuity (subject to ceiling in Gratuity Act),
- iv. Free use of Company's car with driver,
- v. Telephone at residence.

Perquisites shall be valued as per Income Tax rules, wherever applicable and, in the absence of such rules, shall be valued at actual cost.

3. Minimum Remuneration

In the event of loss and/or inadequacy of profit, the whole-time director shall be paid and entitled to the above said remuneration – perquisites as stated herein above in point No. 2 as 'Minimum Remuneration'.

4. The aggregate of the remuneration and perquisites as mentioned in point no. 2 in any financial year exceeding the limits prescribed from time to time under section 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder and Schedule V to the said Act or any statutory modification or re-enactment thereof for the time being in force, shall be subject to approval of Central Government and /or other statutory authorities.

5. Duties and responsibilities

- a. The Whole-time Director will look after the entire operations, technical, managerial and administrative functions.
- b. The Whole-time Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- c. The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- d. The Whole-time Director shall adhere to the Company's code of business conduct and ethics for directors and management personnel.

6. Other major terms & conditions

- a. The office of Whole-time Director may be terminated by the Company or by the Whole-time Director by giving the other three months' prior notice in writing.
- b. If at any time, the said appointee ceases to be a director of the Company for any cause whatsoever, he shall cease to be whole-time director and vice versa.
- c. The Whole-time Director shall not supplement his earnings by any buying or selling commission. He shall not also become interested or otherwise concerned directly or through his wife and/or minor children in any selling or buying agency of the Company.
- d. No sitting fee shall be paid to whole-time Director for attending the meetings of Board of Directors or a committee thereof of the Company.
- e. The Company shall indemnify Mr. Veda Kumar Nimbagal and keep him indemnified against all the costs, expenses, losses, damages, penalties that he may incur or suffer, in the course of attending or performing the Company's work including the legal costs and expenses incurred by him in defending any dispute or proceedings in any court of law, tribunal, arbitration etc.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may be deemed necessary in order to give effect to this resolution."

5. To appoint Mr. Santosh Kumar Mantri (DIN: 07058339) as Director of the Company and in this regard to consider and, if thought fit, to pass, with or without modifications, the following resolution 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, Mr. Santosh Kumar Mantri (DIN: 07058339), who was appointed as an Additional Director 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 signifying his intention of proposing the candidature of Mr. Santosh Kumar Mantri for the office of Director, be and is hereby appointed as a Director of the Company and whose period of office shall be liable to determination by retirement of Directors by rotation."

6. To consider and, if through fit, to pass, with or without modification/s, the following resolution as an Ordinary Resolution:

"RESOLVED THAT the 76th Annual General Meeting of the Company be and is hereby adjourned sine die for placing the Audited Financial statements of the Company for the year ended March 31, 2015 as and when they are ready for laying/placing before the Members for adoption."

By order of the Board
For The Sirpur Paper Mills Limited
Mohit Kaushik
Company Secretary & Chief Financial Officer.

Registered Office: 5-9-22/1/1, 1st Floor, Ashoka Chambers,
Adarshnagar, Hyderabad - 500 063 (Telangana)

CIN: L21010TG1938PLC000591

December 5, 2015

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE DULY COMPLETED, STAMPED AND LODGED WITH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A proxy form is enclosed herewith. Proxies submitted on behalf of companies, societies, etc must be supported by an appropriate resolution/ authority, as applicable. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.

2. 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. Relevant documents referred to in the above notice and statement, are open for inspection by the members at the Registered Office of the Company between 2.00 p.m. to 4.00 p.m. on all working days between Monday and Friday.
3. The Register of Members and the share transfer books of the Company will remain closed from December 28, 2015 to December 31, 2015 (both days inclusive).

4. Pursuant to Section 205A of the Companies Act, 1956, all the unclaimed/unpaid dividends upto the financial year ended March 31, 1995 have been transferred to the general revenue account of the Central Government. Members who have not encashed the dividend warrants for the above period may claim their dividends by submitting application in Form-II to the Registrar of Companies, Andhra Pradesh & Telangana, 2 nd Floor, Corporate Bhavan, Bandlaguda, Tatti Annaram Village, Hayathnagar Mandal, Hyderabad – 500068, Telangana, India.

Further, pursuant to the provisions of Section 205A (5) of the Companies Act, 1956, the dividend for the financial years ended March 31, 1996 to 2008, which remained unclaimed for a period of seven years was transferred by the Company to the Investor Education and Protection Fund established by the Central Government pursuant to Section 205C of the said Act, after giving due notice.

Members are requested to note that no claims shall lie against the Company or the said fund in respect of any amounts which remain unclaimed and unpaid for a period of seven years, from the dates that they first became due for payment and no payment shall be made in respect of any such claims. The unclaimed dividend for the financial year ended March 31, 2009 will be transferred by the Company to the Investor education and protection fund on or before October 10, 2016.

Hence, the Members who have not encashed the dividend warrants for the financial year ended March 31, 2009 are requested to immediately forward the same to the Company for revalidation.

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 30, 2015 (being the due date of AGM) on the Company's website: www.sirpurpaper.com as also on the website of the Ministry of Corporate Affairs. Further, as on March 31, 2015, no unclaimed share certificates are lying with the Company in terms of Clause 5A(I) and Clause 5A(II) of the Listing Agreement.

5. Any change in address of the Members may please be notified to the registrars and share transfer agents of the Company quoting their registered folio.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of income tax Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit the PAN details to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent, M/s. Venture Capital and Corporate Investments Private Limited.
7. In order to send all communications including Notices, Annual Reports and other communications through Email, we request Members to send a confirmation to the Registrars (RTA) mentioning your name, DP/Client ID or Folio number and Email ID for communication and also inform any changes in the Email address.
- Further, Members are requested to visit the Company's website, i.e. www.sirpurpaper.com for viewing more information on the Company.
8. Members holding shares in physical form may please note that the Securities and Exchange Board of India has made trading in the shares of the Company compulsorily in dematerialised form for all investors. Hence, Members are requested to open a beneficiary owner account with a depository participant, if not done so far, and may get their physical shares dematerialised.
9. Members holding shares in physical form, who are individuals, holding shares on their own behalf, singly or jointly can make nomination. Nomination form is available on request. Members holding shares in dematerialised form may please contact their depository participants for recording the nomination.
10. Details under Clause 49 of the Listing Agreement with the stock exchanges in respect of Directors seeking appointment/re-appointment at the Annual General Meeting, forms an integral part of the Notice. The particulars of the aforesaid directors are also annexed.
11. Members/Proxies are requested to kindly take note of the following:
- Attendance slip, as sent herewith, is required to be brought at the venue duly filled in and signed, for attending the meeting.
 - Folio No./DP & Client ID No. may please be quoted in all correspondence with the Company and/or the Registrar and Share Transfer Agent.

12. Green Initiative

Electronic copy of the Notice of the 76th 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 Participant(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 76th 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.

Members may also note that the Notice of the 76th Annual General Meeting will also be available on the Company's website www.sirpurpaper.com for their download. 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 Members may also send requests to the Company or to its Registrar and Share Transfer Agent, at the following Email IDs:

info@vccipl.com
complianceofficer@sirpurpaper.com

13. Remote Electronic voting (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 Clause 35B of the Listing Agreement, the Company is pleased to provide to the Members the facility to exercise their right to vote on all resolutions set forth in this Notice, convening the 76th Annual General Meeting (AGM) by electronic means and the business will be transacted through E-voting service provided by National Securities Depository Limited (NSDL). The detailed instructions for Remote E-voting are given as an attachment to this Notice.

EXPLANATORY STATEMENT (Pursuant to Section 102(1) of the Companies Act, 2013)

Item 4 of the Notice:

Mr. Veda Kumar Nimbagal (DIN: 07057101), aged above 64 years, having double post-graduation in Public Administration & Sociology, also double post graduation diploma in Industrial Relations & Personnel Management and Marketing & Sales, Diploma in Electrical Engineering and having more than two decades of experience in various capacities in the field of Human Resource Management, Industrial Relations, Personnel Management and General Administration, besides 18 years of experience in Indian Air Force, has been appointed as additional director by the

Board of directors vide resolution dated December 29, 2014 with effect from December 29, 2014 pursuant to the provisions of Section 161(1) of the Act, the Rules framed thereunder read with Schedule V and the Articles of Association of the Company.

Keeping in view of Mr. Veda Kumar Nimbagal's experience, the Board of Directors at its meeting held on January 23, 2015, on the recommendation of the Nomination and Remuneration Committee also appointed him as Whole-time Director, designated as Executive Director & Chief Executive Officer of the Company for a period of two years with effect from January 23, 2015 under the provisions of Section 196, 197, 203, Schedule-V and other applicable provisions of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 upon the terms and conditions as set out in the Resolution. The said appointment is subject to the approval of the Members of the Company in General Meeting.

Mr. Veda Kumar Nimbagal has given an undertaking to the Company to the effect that so long as he functions as Whole-time Director of the Company, he shall not become interested or otherwise concerned directly or indirectly or through his wife and/or his minor children in any buying or selling agency of the Company.

The Resolution is proposed for obtaining your approval to the appointment and the remuneration of Mr. Veda Kumar Nimbagal as Executive Director & CEO. The appointment will be beneficial to the Company and accordingly the Board recommends the passing of the Resolution as an Ordinary Resolution.

Mr. Veda Kumar Nimbagal satisfies all the conditions set out in Part I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Requisite confirmations have been obtained. His brief resume as stipulated under Clause-49 of the Listing Agreement with the Stock Exchanges, is annexed to this notice.

None of the Directors/key managerial personnel of the Company/their relatives except Mr. Veda Kumar Nimbagal, is in any way concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item 4 of the Notice.

The above may be treated as a written memorandum setting out of the terms of appointment of Mr. Veda Kumar Nimbagal under Section 190 of the Companies Act, 2013.

In terms of Schedule V of the Companies Act, 2013 a statement giving required information is appended to this Notice.

Item No. 5 of the Notice

The Board of Directors of the Company appointed Mr. Santosh Kumar Mantri as an Additional Director of the Company with effect from December 29, 2014 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company. In terms of the provisions of Section 161(1) of the Act, Mr. Santosh Kumar Mantri would hold office up to the date of the ensuing Annual General Meeting.

He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

It is proposed to appoint Mr. Santosh Kumar Mantri as Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.

The Company has received, along with requisite deposit, a notice under Section 160 of the Act in writing from a member proposing the candidature of Mr. Santosh Kumar Mantri for the office of Director of the Company.

Brief resume of Mr. Santosh Kumar Mantri as stipulated under Clause-49 of the Listing Agreement with the Stock Exchanges, is annexed to this notice.

The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that Mr. Santosh Kumar Mantri fulfills the conditions specified in the Act and the Rules made thereunder to be eligible to be appointed as Director of the Company.

The Board considers that keeping in view his expertise and knowledge; it would be immense benefit to the Company that Mr. Santosh Kumar Mantri is appointed as a Director of the Company. Accordingly, the Board recommends the Resolution in relation to appointment of Mr. Santosh Kumar Mantri as a Director of the Company, whose period of office shall be liable to determination by retirement of directors by rotation, for the approval by the Members of the Company.

Save and except Mr. Santosh Kumar Mantri, none of his 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.5 of the Notice.

The statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Item No. 6 of the Notice.

The annual accounts for the year ended March 31, 2015 could not be finalised and audited due to the following factors:

- The Company's factory was shut since September 28, 2014.
- The Books of Accounts required to be maintained by the Company as per the provisions of the Companies Act and other laws, are kept at the Mills Office at the Factory with due intimation to the Registrar of Companies and other statutory authorities, since the beginning.

A reference u/s. 15 (1) has been made by the Company to the Board For Industrial and Financial Reconstruction (BIFR) on November 28, 2014 for determination of the measures which shall be adopted by the Company and the reference has been registered as Case No. 30 of 2015 by BIFR and the enquiry under the provisions of Sick Industrial Companies (Special Provisions) Act, 1985 is in progress before BIFR.

The Company Secretary, Chief Financial Officer and other senior officers in the accounts and other departments have left the Company, resulting into non-availability of competent personnel who can compile and furnish the details and for finalization of financial statements etc.

In view of the same, the Company has made an application to the Registrar of Companies pursuant to Section 96 (1) of the Companies Act 2013 for extension of time for holding the 76th Annual General Meeting for the Financial Year 2014-15 and the Registrar was pleased to grant extension of time by three months, i.e. upto December 31, 2015.

Even though adverse situation was prevailing at the factory, the Company has made all out efforts to compile and finalise the financial statements with the available junior staff, the audit could not be completed due to prevailing adverse conditions and efforts are continuing to compile, finalise and get audited.

In view of the situation prevailing in the Company's Factory at Sirpur Kaghaznagar, the Board of Directors of the Company in its meeting held on December 5, 2015 taking stalk of the situation noted that it may not be possible for the Board to consider and approve the financial statements of the Company for the Financial Year 2014-15 and for laying the same for adoption at the 76th Annual General Meeting scheduled to be held on December 31, 2015.

As the Company is not ready with the Financial Statements to be laid before this Annual General Meeting for the facts stated above, the Company was advised to hold the Annual General Meeting within a period of extension granted by the Registrar of Companies and transact all items of the business of the Notice other than laying of the Financial Statements for the year ended March 31, 2015 etc., as mentioned in Item No.1 of the Ordinary Business of the Notice.

Due to the fact that at an adjourned meeting no new item/s of business shall be introduced and transacted other than the business left uncompleted of the meeting at which the adjournment took place, the item of business has been set out in the notice. Therefore the said item/s of business of the Notice will be taken up at the adjourned meeting after giving due notice to the members.

However, in order to comply with the provisions of Section 92 of the Companies Act, 2013 read with Rule 11(1) of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company in Form MGT-7 as on the financial year ended on March 31, 2015, as approved by the Board has been placed on the Company's website and forms part of this notice. Physical copies of the same are available at the Registered Office of the Company on request by members.

Hence, the resolution is placed for approval.

By order of the Board
For **The Sirpur Paper Mills Limited**
Mohit Kaushik
Company Secretary & Chief Financial Officer

Registered Office:
5-9-22/1/1, 1st Floor, Ashoka Chambers
Adarsh Nagar, Hyderabad - 500 063 (Telangana)

CIN: L21010TG1938PLC000591

December 5, 2015.

Statement as required in terms of Schedule V of the Companies Act, 2013 annexed to the Notice calling Annual General Meeting for approval of remuneration and terms and conditions of the appointment of Mr. Veda Kumar Nimbagal, Executive Director and CEO (Please refer Resolution No.4 of the Notice dated December 5, 2014)

I. General Information

1. Nature of Industry : Manufacture of Pulp, Paper and Paper Board and generation of power.
2. Date or expected date of commencement of commercial production. : Not applicable.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : Not Applicable
4. Financial performance based on given indicators : The key performance indicators of the Company during the previous three years are given under:

(Rupees in lakhs)			
Particulars	2011-12	2012-13	2013-14
Sales & Other Income	40023	36520	43059
Operating Profit (EBIDT)	4979	(2854)	(1391)
Profit before depreciation & Tax	792	(7342)	(6214)
Net Profit/(Loss) before tax	(2207)	(10269)	(9098)
Note: For further details please refer Annual Report and Financial Highlights.			

5. Export performance and net foreign exchange earnings : During the three years from 2011 -12 to 2013-14 there are no exports except sales through merchant exporters and sales to Nepal.
6. Foreign Investments or collaborators, if any : Amba Investments Pvt. Ltd., a Foreign Company invested in 3790067 ordinary shares of Rs.10 each of the Company, constituting 22.31% of the paid up capital of the Company and there is no foreign collaboration.

II. Information about the Appointee

1. Background details

- i. Age : 64 Years
- ii. Academic Qualifications : MA in Public Administration & Sociology, PGD in Industrial Relations & Personnel Management and Marketing & Sales, Diploma in Electrical Engineering
- iii. Experience : having more than two decades of experience in various capacities in the field of Human Resource Management, Industrial Relations, Personnel Management and General Administration, besides 18 years of experience in Indian Air Force
- iv. Particulars of previous employment as whole time director : None
- v. Date of approval of last re-appointment : Not Applicable
- vi. Approval for increase in remuneration, if any : Not Applicable

2. Past Remuneration:

For the financial year 2013 – 14

- i. Salary : Not Applicable
- ii. Allowances/Perquisites : Not Applicable
- iii. Remuneration payable in case of inadequacy of profits in any year : Not Applicable

3. Recognition and awards:

During the year 2013, the Company, consecutively in appreciation of its achievements in energy conservation in the Paper & Pulp Sector, has been awarded second time the First Prize by Ministry of Power, Government of India. This prestigious National Award has been received by the Company from the Hon'ble President of India, Shri Pranab Mukherjee, in the presence of Shri Jyotiraditya Scindia, Hon'ble Minister for Power, Government of India and other distinguished guests on 16th December 2013.

The Company has been declared consecutively declared winner of 'First Prize' for Energy Conservation in Small and Medium Scale Industry Category for the year 2012-13 by New & Renewable Energy Development Corporation of Andhra Pradesh Limited, and the award was received in a function held on 20th December, 2013 at Hyderabad.

4. Job profile and his suitability

- a. The Whole-time Director will look after the entire operations, technical, managerial and administrative functions.

The Whole-time Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.

- b. Mr. Veda Kumar Nimbagal, having double post graduation in Public Administration & Sociology, PGD in Industrial Relations & Personnel Management and PGD in Marketing & Sales, Electrical Engineering diploma. He has more than two decades of experience in various capacities in the field of Human Resource Management, Industrial Relations, Personnel Management and General Administration besides 18 years of experience in Indian Air Force,

5. Remuneration proposed

- a) Salary: Rs. 1,50,000/- (Rupees One Lakh and Fifty thousand) per month.
- b) Perquisites: The perquisites shall be as follows:
- Personal accident insurance as per rules of the company,
 - Leave: 45 days in a year, encashable at the end of the tenure,
 - Gratuity (as per Gratuity Act)
 - Free use of company's car with driver,
 - Telephone at residence.

Perquisites shall be valued as per Income tax rules, wherever applicable and, in the absence of such rules, shall be valued at actual cost.

c) Minimum Remuneration:

In the event of loss or inadequacy of profit, the whole-time director shall be paid and entitled to remuneration – salary, performance bonus and perquisites as minimum remuneration.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.

The details of remuneration available as per published accounts of few companies for the year ended 31/03/2015 are given below and their involvement, contribution in the growth of the Company may not be same and comparable.

- J.K. Paper Mills Limited: Whole time director Rs.176 Lakhs (including commission and performance bonus).
- West Coast Paper Mills Ltd: Executive director Rs. 174.40 Lakhs
- The Andhra Pradesh Paper Mills Limited: Whole time Director Rs.189.92 Lakhs

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Mr. Veda Kumar Nimbagal does not hold any shares in the Company and except employment with the Company does not have any other pecuniary relationship directly or indirectly. He is not related to any other director or key managerial personnel of the Company.

III. Other Information

1. Reasons of loss or inadequate profits

: The severe power cut by the state grid continued during the year till July 2013 resulting in forced shut down of one paper machine leading to lower production. The rise in cost of major inputs continued during the year 2014 and affected working of the Company. In this difficult situation, the Company ended with net loss of Rs 90.90 in the year 2013-14. As also reported in the earlier years that due to global recession and the benefits of the project expansion could not be utilised due to teething and synchronization problems of the said project.

2. Steps taken or proposed to be taken for improvement

Due to erosion of net worth fully as at March 31, 2014 as per the audited financial statements adopted at the 75th Annual General Meeting held on September 29, 2014 on account of continuous losses, the Company in compliance of the provision of section 15(1) of the Sick Industrial Companies (Special Provisions) Act, 1985, made a reference before Board for Industrial and Financial Reconstruction (BIFR) for determination of the measures which shall be adopted by the Company and the case has been registered as Case No 30/2015 and an enquiry is under progress before BIFR. In the year 2012-13, the Company also brought to the notice of the BIFR that the Company is potentially sick company pursuant to Section 15(2) due to the reasons mentioned above and due to erosion of fifty per cent of the Company's net worth.

3. Expected increase in productivity and profits

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IV. Disclosures

1. Remuneration Package of the Managerial Personnel and also of all the Directors

The required disclosures have been made in the Corporate Governance Section in the Annual Report 2014 (Ref: Page No 38)

2. Details of fixed component and performance linked incentives along with by the performance criteria

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3. Service contracts, notice period, severance fees.

The appointment is contractual which can be determined by a three months notice by either party.

4. Stock option details, if any, and whether the same been issued at a discount as well as the period over which accrued and over which exercisable

Except above no other severance fees is payable.

Not issued so far.

INFORMATION REQUIRED TO BE FURNISHED UNDER CLAUSE 49 OF THE LISTING AGREEMENT IN RESPECT OF DIRECTORS BEING RE-APPOINTED/APPOINTED:

Name	Ms. Poonam Bodra	Mr. Veda Kumar Nimbagal	Mr. Santosh Kumar Mantri
Date of Birth	November 3, 1956	July 25, 1950	May 23, 1957
Appointed on	August 9, 2010	January 23, 2015	December 29, 2014
Qualifications	M.Sc.(Zoology)	M.A. (Public Admn), M.A. (Sociology), PGD in IR & PM, PGD in M&S and DEE	B.E.(Mech.), PGD in Management Studies
Expertise in Specific functional areas	Executive Director (U&R) LIC of India.	Human Resource Management, Industrial Relations, Personnel Management and General Administration.	Operations, Supply Chain Quality Control
Directorships in other Companies	Nil	Nil	Nil
Memberships/ Chairmanships of committees across public companies	Nil	Audit Committee: The Sirpur Paper Mills Ltd - Member Shareholders Grievances Committee: Sirpur Paper Mills Ltd -Member	Audit Committee: The Sirpur Paper Mills Ltd - Member Remuneration Committee: The Sirpur Paper Mills Ltd - Member. Shareholders' Grievances Committee: The Sirpur Paper Mills Ltd - Chairman.

VOTING PROCESS AND INSTRUCTIONS

(A) Remote E-Voting Process:

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, read with Clause 35 B of the Listing Agreement, the Company is pleased to offer E-voting facility to the Members to cast their votes using an Electronic voting system from a place other than the venue of the AGM (Remote e-voting) on all resolutions set forth in the Notice convening the 76th Annual General Meeting to be held on Thursday, the December 31, 2015 at 11.30 a.m. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the E-voting facility.

The E-voting facility is available at the link <https://www.evoting.nsdl.com>

The E-voting Event Number and period of E-voting are set out below:

R-EVEN (Remote E- Voting Event Number	Commencement of E-Voting	End of E- Voting
103664	December 28, 2015 At 10.00 a.m.	December 30, 2015 At 5.00 p.m.

The instructions for E-voting are as under:

- A. In case a Member receives an Email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
- Open email and open PDF file viz: Sirpurpaper e-Voting.pdf with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for E-voting. Please note that the password is an initial password.
 - Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - Click on Shareholder – Login
 - Type user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - Home page of E-voting opens. Click on e-voting: Active Voting Cycles.
 - Select 'EVEN' of The Sirpur Paper Mills Limited.
 - Now you are ready for Remote E-voting as Cast Vote page opens.
 - Cast your vote by selecting appropriate option and click on 'submit' and also 'confirm' when prompted.
 - Upon confirmation, the message 'Vote cast successfully' will be displayed.
 - Once you have voted on the resolution, you will not be allowed to modify your vote.
 - Institutional Members (i.e. other than individuals, HUF, NRI etc.) are 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 Scrutinizer through Email to scrutiniserajsharma@gmail.com with a copy marked toevoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose Email IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy]:
- Initial password is provided as below/ at the bottom of the Attendance Slip for the AGM: EVEN (E- Voting Event Number) USER ID PASSWORD/PIN
 - Please follow all steps [from Sl. No. (ii) to (xii)] as mentioned above, to cast your vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads Section of [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com) or contact NSDL at the following telephone number: +91 22 2499 4600.
- III. If you are already registered with NSDL for E-voting, then you can use your existing user ID and password/ PIN for casting your vote.
- IV. You can also update your mobile number and Email ID in the user profile details of the folio which may be used for sending future Communication(s).
- V. The Remote E-voting period commences on December 28, 2015 (10.00 a.m.) and ends on December 30, 2015 (5:00 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of December 24, 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 Member, the Member shall not be allowed to change it subsequently.

(B) Voting at AGM

- The Company also offers the facility for voting through polling papers at the meeting. The Members as on the cut-off date attending the AGM is entitled to exercise their vote right at the meeting in Case they have not already cast their vote by e-voting.
- Members who have cast their vote by e-voting are also entitled to attend the AGM but they cannot cast their vote again at the AGM.
- The Chairman of the Meeting will fix the time for voting at the Meeting. Members present in person or by proxy can vote at the AGM.

(C) General Instructions

- The cut-off date for the purpose of e-voting has been fixed as December 24, 2015. Members holding shares as on this cut-off date should endeavour to cast their vote in any one of the two modes.
- In case of persons who have acquired shares and become Members of the Company after the dispatch of AGM Notice, the Company would be dispatching the Notice to them as and when they become members. In addition, the Notice is available on Company's website. They may follow the same procedure for voting.
- The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of December 24, 2015.
- In case a Member by inadvertence or otherwise has voted under more than one option, his voting by only one mode through remote e-voting will be considered.
- Mr. A. J. Sharma of M/s. A.J. Sharma & Associates, Practicing Company Secretary (Membership No.FCS – 2120, CP – 2176) has been appointed as the Scrutinizer.
- The e-voting facility shall be blocked at the end of the Remote e-voting period.
- The Scrutiniser will after the conclusion of voting at the AGM:
 - First count the votes cast at the meeting through polling papers;
 - Then unblock the votes cast through Remote e-voting, in the presence of at least two witnesses Not in the employment of the Company;
 - Thereafter, the Scrutiniser shall within a period not exceeding three working days from the conclusion of the meeting shall give a consolidated 'Scrutinizer's Report', specifying the total votes cast in favour or against, if any, to the Chairman of the Meeting or to a person authorised by him in writing, who shall countersign the same.

8) Voting Results

- The Chairman or a person authorised by him in writing shall declare the result of the voting based on the Scrutiniser's Report.
- The results declared along with Scrutinizer's Report will be placed on the Company's website www.sirpurpaper.com and on the website of NSDL www.evoting.nsdl.com and also communicated to the Stock Exchanges, NSE & BSE.
- Subject to receipt of requisite number of votes, the Resolution/s shall be deemed to be passed on the date of AGM.



Proxy form

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

CIN:	:	L21010TG1938PLC000591
Name of the company	:	THE SIRPUR PAPER MILLS LIMITED
Registered office	:	5-9-22/1/1, First Floor, Ashoka Chambers, Adarshnagar, HYDERABAD – 500063

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

Signature:....., ... or failing him

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

Signature:....., ... or failing him

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

Signature:....., ...

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Seventy Sixth Annual general meeting of the company, to be held on the Thursday of December 31, 2015 At 11.30 p.m. at 'Bhaskara Auditorium', B. M. Birla Science Centre, Adarsh Nagar, Hyderabad – 500 063 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution	Vote
	Ordinary Business	
1	Adoption of Audied Accounts for the year ended March 31, 2015, Reports of the Board of Directors and the Auditors.	

Note Please see Explanatory statement for Item No.6 of the Notice

Contd in Page 2.....

Sl. No.	Resolution	Vote	
		For	Against
	Ordinary Business		
2	Re-appointment of Ms. Poonam Bodra, who retires by rotation.		
3	Ratification of appointment of Statutory Auditors		
	Special Business		
4	Appointment of Mr. Veda Kumar Nimbagal (DIN: 07057101) as whole-time Director, designated as Executive Director & CEO for a period of two years with effect from January 23, 2015 and payment of remuneration as set out in the ordinary Resolution.		
5	Appointment of Mr. Santosh Kumar Mantri (DIN: 07058339) as Director retire by rotation.		
6	Resolution proposing to adjourn the AGM sine die for placing the Audited Financial statements of the Company for the year ended March 31, 2015 as and when they are ready for laying/placing before the Members for adoption.		

Signed this day of December 2015

Affix
Rs.1/-
Revenue
Stamp
here

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.