

SANGAL PAPERS LIMITED
CIN: L21015UP1980PLC005138

BOARD OF DIRECTORS

Mr. Himanshu Sangal	- Managing Director
Mr. Amit Sangal	- Whole Time Director cum CFO
Mr. Tanmay Sangal	- Director
Mr. Vinayak Sangal	- Director
Mr. Prem Sethi	- Director
Mrs. Geeta Gupta	- Director
Mr. Shivam Sharma	- Company Secretary

AUDIT COMMITTEE

Mr. Prem Sethi	-Chairman
Mrs. Geeta Gupta	- Member
Mr. Himanshu Sangal	- Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Prem Sethi	- Chairman
Mrs. Geeta Gupta	- Member
Mr. Himanshu Sangal	- Member

NOMINATION & REMUNERATION COMMITTEE

Mr. Prem Sethi	-Chairman
Mrs. Geeta Gupta	-Member
Mr. Vinayak Sangal	-Member

AUDITOR :

M/s RAJ SANDHYA & Co.

Chartered Accountants
572/7, Bhartia Colony,
Kukra Road, Muzaffarnagar,
U.P.

REGISTERED OFFICE :

22- KM , Meerut – Mawana Road, Mawana- 250 401
Distt. Meerut (U.P.), 01233-271137, 271515

E – mail : sangalinvestors1980@gmail.com, Website: www.sangalpapers.com

Secretarial Auditor

D. K. Gupta & Co., Meerut.

Company Secretary in practice

BANKERS :

State Bank of India

SME Branch, Ganga Plaza, Begum Bridge, Meerut

38TH ANNUAL GENERAL MEETING

Date : 29th September, 2018

Day : Saturday

Time : 11.00 A.M

**Place : Vill. Bhainsa, 22 KM, Meerut-Mawana Road,
Mawana- 250 401, Distt.- Meerut (U.P)**

REGISTRAR & SHARE TRANSFER AGENT:

MAS SERVICES LTD.

T- 34, 2nd Floor, Okhla Industrial Area,

Phase – II, New Delhi – 110 020

E-mail : sm@masserv.com, info@masserv.com

Phone No. : 011 – 26387281 – 82 -83

CONTENTS

1. Notice with Explanatory Statements & Notes.
2. Director's Report with Secretarial Report & Extract of Annual Return
3. Corporate Governance Report
4. Managerial Discussion & Analysis Report
5. Auditor's Report
6. Balance Sheet
7. Profit & Loss Account
8. Cash Flow Statement
9. Notes to Financial Statements
10. Proxy Form

NOTICE TO MEMBERS:

Notice is hereby given under the provision of section 101 of the Companies Act 2013 that Thirty Eighth (38th) Annual General Meeting of the SANGAL PAPERS LIMITED ("The Company") will be held on Saturday, **29th day of September, 2018 at 11:00 A.M.** at the registered office of the Company at Village Bhainsa, 22Km stone, Meerut-Mawana Road, Meerut, U.P.- 250401 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements i.e. Balance Sheet as at 31st March 2018, the Statement of Profit & Loss Account and cash flow statement for the year ended on that date, together with Report of the Board of Directors' and Auditors' thereon as well as Form No. MR-3 Secretarial Audit Report issued by the Practicing Company Secretary for the year ended 31.03.2018 in pursuance to Section 204 (1) of Companies Act, 2013.
2. To appoint a Director in place of **Mr. Vinayak Sangal (DIN No.: 06833351)** who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of **Mr. Tanmay Sangal (DIN No.: 01297057)** who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Statutory Auditors and to fix their remuneration and in this connection 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 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of M/S RAJ SANDHYA & Co. (Chartered Accountants), Muzaffarnagar (Registration No.: 002011C), as Statutory Auditor of the company, upto the conclusion of Forty Second (42nd) Annual General Meeting of the company be and is hereby ratified and confirmed by the Board of Directors of the company and at a remuneration as recommended by the Audit Committee and approved by the Board of Directors."

SPECIAL BUSINESS:

5. **RE-APPOINTMENT OF Mr. PREM SETHI (DIN: 07146425) AS NON-EXECUTIVE INDEPENDENT DIRECTOR:**

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

"RESOLVED THAT pursuant to the provisions of Sections 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") 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 pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Prem Sethi (DIN: 07146425) a non-executive Independent Director of the Company, who is eligible for appointment 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 his candidature for the office of Director, also who has submitted a declaration that he meets the criteria for independence as provided in SEBI (LODR) Regulation, 2015 and Section 149(6) of the Companies Act, 2013 be and is here by appointed as an Independent Director of the Company to hold office for second term for five consecutive years for a term upto the conclusion of Forty Third (43rd) Annual General Meeting of the company in the year 2023, and whose office shall not be liable to retire by rotation."

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary or expedient to give effect to this resolution."

6. **REAPPOINTMENT OF Mrs. GEETA GUPTA (DIN: 00095939) AS NON-EXECUTIVE INDEPENDENT DIRECTOR:**

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

"RESOLVED THAT pursuant to the provisions of Sections 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") 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 pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mrs. Geeta Gupta (DIN: 00095939) a non-executive Independent Director of the Company, who is

eligible for appointment 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 his candidature for the office of Director, also who has submitted a declaration that he meets the criteria for independence as provided in SEBI (LODR) Regulation, 2015 and Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for second term for five consecutive years for a term upto the conclusion of Forty Third (43rd) Annual General Meeting of the company in the year 2023, and whose office shall not be liable to retire by rotation.”

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary or expedient to give effect to this resolution.”

7. RATIFICATION OF COST AUDITOR’S REMUNERATION:

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 Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the remuneration of 40,000/- (Rupees Forty Thousand only) plus applicable taxes and reimbursement of travel and out of pocket expenses, if any, to be paid to M/s. Mr. S. R. Kapur, Cost Accountant (Membership No.:- M-4926), appointed as the Cost Auditors of the Company by the Board of Directors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2019.”

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary or expedient to give effect to this resolution.”

Place :Mawana
Date : 30/05/2018

By Order of the Board of Directors
FOR Sangal Papers Ltd.
CIN : L21015UP1980PLC005138

Mawana – 250 401, Distt. Meerut (U.P.)
PH- 01233- 271515, 274324
E- Mail :sangalinvestors1980@gmail.com

Himanshu Sangal
Chairman & Managing Director
Reg. Office : 22 KM, Meerut - Mawana Road,
(DIN – 00091324)

NOTES:

1. The Explanatory Statement as required under Section 102 (1) of the Companies Act, 2013 in respect of rectification of term of Statutory Auditor of the company and the special business is annexed to this Notice.
2. **A Member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of himself/herself and such proxy need not be a Member of the Company.**
3. **The instrument appointing proxy, in order to be effective, must be received by the Company at the Registered Office not later than 48 hours before the commencement of the Meeting/Proxies are requested to sign the attendance slip annexed to the proxy form and hand it over at the gate of the venue of the Meeting.**
4. Pursuant to the provisions of Section 105 of the Companies Act 2013 and the Rules framed thereunder, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital carrying voting rights may appoint a single person as a proxy and such proxy shall not act as a proxy for any other person or Member.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd Sep. 2018 to 29th September 2018 in terms of the provisions of Section 91 of the Companies Act 2013.
6. In line with Green Initiative of the Ministry of Corporate Affairs, hard copy of the Annual Report containing the Balance Sheet, the Statement of Profit & Loss, Cash Flow Statement will be sent to those shareholders who have not registered their e-mail addresses. Shareholders who have registered e-mail address will be sent the soft copies by e- mail. However, a shareholder continues

to retain the right to request the Company for a hard copy of the Report.

7. To ensure that shareholder's queries are answered in full, shareholders are requested to write to the Company at an early date at the e- mail ID sangalinvestors1980@gmail.com.
8. Relevant documents referred to in the accompanying Notice and the explanatory Statement, the Statutory Registers, the Audited Financial Statement, the Director's Report and the Auditor's Report will remain open for inspection at the Registered office of the Company on all working days between 09.30 A:M to 5.30 P.M. excluding Sundays and public holidays upto the date of the AGM. The Audited Financial Statements, the Director's Report and the Auditor's Report will be placed on the Company's website on: www.sangalpapers.com.
9. Members may also note that the Notice of the Thirty Eighth (38th) Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for the year ended 2018 will also be available on the Company's website www.sangalpapers.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at 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: sangalinvestors1980@gmail.com.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number ("PAN") and Bank details by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and Bank details to the Company.
11. Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company to be held on Saturday, 29th Day of September, 2018 and are provided in Annexure A of this Notice.
12. The Notice of Annual General Meeting may be assessed on Company website www.sangalpapers.com and Stock Exchange website www.bseindia.com.
13. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
14. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and Public Holidays during business hours up to the date of the Meeting.
15. **Voting through electronic means:**
In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') (include and modification or reenactment thereof, if any) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India (ICSI), the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the Thirty Eighth (38th) Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

The Instructions for shareholders voting electronically are as under:

- (i) (A) (i) The voting period begins on 26th September, 2018 at 09.00 A:M and ends on 28th September, 2018 at 05.00 P:M. During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September 2018 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) Open e- mail and open PDF file viz. **“SPL- remote e- Voting.pdf”** with your client ID or Folio No. as password containing your user ID and password for remote e- voting. The shareholders should log on to the e- voting website www.evoting.nsdl.com during the voting period.
- (iii) A. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
B. Click on “Shareholders” Tab
- (iv) Put user ID and password as initial password noted in step (ii) above. Click Login.
- (v) Password change menu will 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.
- (vi) Home page of remote e- voting opens. Click on remote e- voting. Active Voting Cycles.
- (vii) Select “EVEN- 108843” of Sangal Papers Ltd.
- (viii) Now you are ready for remote e- voting as Cast page opens.
- (ix) Cast Your Vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon Confirmation, the message “Vote Cast Successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authorization letter etc. together with attested specimen signature of the duly authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer through e-mail to dkgupta08@yahoo.co.in or sangalinvestors1980@gmail.com with a copy marked to evoting@nsdl.co.in.
In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
(i) The Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
REVEN (Remote e-voting Event Number) USER ID _____
PASSWORD/PIN _____
(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- (xiii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or contact Senior Manager, National Securities Depository Ltd., Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email IDs: evoting@nsdl.co.in at telephone nos. +91 22 2499 4600/ +91 22 2499 4360 who will also address the grievances connected with the voting by electronic means. The Members may also write to the Company Secretary at the email ID: sangalinvestors1980@gmail.com or contact at telephone no. 01233-2711137.
- (xiv) Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the ‘Forgot Password’ option available on the site to reset the password.
- (xv) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

- (xvi) If you are holding shares in demat form and had logged on to www.evoting.nsdl.com and voted on an earlier voting of the any Company, then your existing password is to be used.
- I. Please note that the Members who have exercised their right to vote by electronic means shall not be eligible to vote by way of poll at the Meeting. If a Member cast vote by both the modes, then votes cast through e-voting shall prevail and voting at the Meeting will be treated Invalid. The voting rights of the Members shall be in proportion to their shares of the paid- up Equity Share Capital of the Company as on the Cut- off date of 22nd September 2018.
- II. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- III The poll process shall be conducted and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the relevant Rules. In such an event, votes cast under Poll taken together with the votes cast through e- voting shall be counted for the purpose of passing of resolution (s).
- IV The Company has appointed Mr. D.K. Gupta (M/s D. K. Gupta & Co.), Practicing Company Secretary (Membership No. FCS 5226 & CP No.: 3599), as the Scrutinizer, to scrutinize the e- voting process, in a fair and transparent manner.
- V The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e- voting period, unblock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- VI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.sangalpapers.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Place :Mawana
Date : 30/05/2018

By Order of the Board of Directors
FOR Sangal Papers Ltd.
CIN : L21015UP1980PLC005138

Himanshu Sangal
Chairman & Managing Director
(DIN – 00091324)

Reg. Office : 22 KM, Meerut - Mawana Road,
Mawana – 250 401, Distt. Meerut (U.P.)
PH- 01233- 271515, 274324
E- Mail : sangalinvestors1980@gmail.com

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

The following statement sets out all material facts relating to certain Ordinary Business and all the Special Businesses mentioned in the accompanying Notice:

Resolution at Item No.: 5 AS SPECIAL RESOLUTION:

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, The Members of the Company, at the 35th Annual General Meeting held on Wednesday, 30th day of September, 2015 had approved the appointment of Mr. Prem Sethi (DIN- 07146425) as an Independent Director of the Company upto the conclusion of Thirty Eighth (38th) Annual General Meeting of the in the year 2018, whose term is due to expire on this Thirty Eighth (38th) Annual General Meeting of the Company. Mr. Prem Sethi (DIN- 071464525) does not hold any Equity Shares of the Company. As per Section 149(10) of the Companies Act, 2013 (CA 2013), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company. In line with the aforesaid provisions of the CA 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. Prem Sethi, it is proposed to re-appoint him for the second term as an independent Director on the Board of Sangal Papers Limited for a period of five years form Thirty Eighth Annual General Meeting to Forty Third Annual General Meeting of the company held in the year 2023. In the opinion of the Board, Mr. Prem Sethi fulfills the conditions specified in the Act and except for the above mentioned shareholding; he is independent of the management. Copy of the draft letter for appointment of Mr. Prem Sethi as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Prem Sethi as an Independent Director. Accordingly, the Board recommends passing of the Resolution at Item No. 5 of the Notice as a Special Resolution. Except Mr. Prem Sethi, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

The Directors recommend the resolution set out in Item No. 5 of the accompanying notice to be adopted as special resolution.

Resolution at Item No.: 6 AS SPECIAL RESOLUTION:

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, The Members of the Company, at the 35th Annual General Meeting held on Wednesday, 30th day of September, 2015 had approved the appointment of Mrs. Geeta Gupta (DIN- 00095939) as an Independent Director of the Company upto the conclusion of Thirty Eighth (38th) Annual General Meeting of the in the year 2018, whose term is due to expire on this Thirty Eighth (38th) Annual General Meeting of the Company. Mrs. Geeta Gupta (DIN- 00095939) does not hold any Equity Shares of the Company. As per Section 149(10) of the Companies Act, 2013 (CA 2013), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company. In line with the aforesaid provisions of the CA 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mrs. Geeta Gupta (DIN- 00095939), it is proposed to re-appoint her for the second term as an independent Director on the Board of Sangal Papers Limited for a period of five years form Thirty Eighth Annual General Meeting to Forty Third Annual General Meeting of the company held in the year 2023. In the opinion of the Board, Mrs. Geeta Gupta (DIN- 00095939) fulfills the conditions specified in the Act and except for the above mentioned shareholding; he is independent of the management. Copy of the draft letter for appointment of Mrs. Geeta Gupta (DIN- 00095939) as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day. The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Geeta Gupta (DIN- 00095939) as an Independent Director. Accordingly, the Board recommends passing of the Resolution at Item No. 6 of the Notice as a Special Resolution. Except Mrs. Geeta Gupta, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

The Directors recommend the resolution set out in Item No. 6 of the accompanying notice to be adopted as special resolution.

Resolution at Item No. : 7

Pursuant to the provisions of Section 148 of the Companies Act, 2013 ("the Act"), read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to have the audit of its cost records conducted by a cost accountant in practice.

The Board of Directors of your Company has, on the recommendation of the Audit Committee, approved the appointment of M/s. Surendra Rai Kapur, (M. No.: M-4926) Cost Accountants as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2019, at a remuneration of Rs. 40,000/- plus applicable taxes and reimbursement of travel and out of pocket expenses. M/s.

Surendra Rai Kapur, Cost Accountants have the necessary experience in the field of cost audit and have submitted a certificate regarding their eligibility for appointment as Cost Auditors of the Company. As per the provisions of Section 148 of the Act read with 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 the resolution as set out in Item no. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019.

None of the Directors and Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board commends the ordinary resolution as set out in Item No. 7 of this Notice for your approval.

Annexure A

Details of the Directors seeking Re-Appointment in the forthcoming Annual General Meeting (In pursuance of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015).

Name of the Director	Vinayak Sangal (DIN- 06833351)	Tanmay Sangal (DIN- 01297057)	Prem Sethi (DIN- 07146425)	Geeta Gupta (DIN- 00095939)
Date of Birth	21/11/1991	16/10/1985	25/09/1954	13/09/1962
Item Number	2	3	5	6
Date of Appointment	01/03/2014	30/11/2003	16/03/2015	16/03/2015
Relationship of Directors	Relative (Son of Mr. Amit Sangal)	Relative (Son of Mr. Himanshu Sangal)	NA	NA
Experience in Specific functional area	Operations, Raw Material and production Management Experience.	International Business, Marketing, Finance and Wide Business Administration Experience.	Finance, Taxation, Audit	Finance, Legal
Qualification	B.tech (Mechanical), MBA (Operation)	MBA (Finance)	Graduate	Graduate
Board Membership of Companies as on 31 st March, 2017	1. Sangal Papers Limited,	1. Sangal Papers Limited	1. Sangal Papers Limited,	1. Sangal Papers Limited,
Chairman/Member of the Committee of the Board of Director as on 31 st March, 2016	Sangal Papers Limited 1. Nomination and Remuneration Committee-Member	Sangal Papers Limited 1. Stakeholder Relationship Committee-Member	Sangal Papers Limited: -Audit Committee. -Nomination and Remuneration Committee. -Stakeholder Relationship Committee. (Chairman in all committee)	Sangal Papers Limited: -Audit Committee. -Nomination and Remuneration Committee. -Stakeholder Relationship Committee. (Member in all committee)
Number of Shares Held on 31 st March, 2018	80	38200 (shares held by individual)	Nil	Nil

A Route map showing directions to reach the venue of the Thirty Eighth (38th) Annual General Meeting is given on last page of this annual report as per the requirement of the Secretarial Standards -2 on "General Meeting" and SEBI (LODR) Regulation, 2015.

Place: Mawana
Date: 30/05/2018

By Order of the Board of Directors
For Sangal Papers Ltd.
CIN : L21015UP1980PLC005138

Reg. Office : 22 KM, Meerut - Mawana Road,
Mawana – 250 401, Distt. Meerut (U.P.)
PH- 01233- 271515, 274324
E- Mail : sangalinvestors1980@gmail.com

Himanshu Sangal
Chairman & Managing Director
(DIN – 00091324)

DIRECTORS' REPORT TO THE MEMBERS

To,

The Members,

We have pleasure in presenting Thirty Eighth (38th) annual report of business and operation of your Sangal Papers Limited ("The Company"), along with the standalone audited yearly financial statements for the financial year ended 31st March, 2018.

COMPANY OVERVIEW

The Sangal Papers Limited (herein after called "The Company") was incorporated in the year 1980. The Company engaged in Paper manufactured activity, The Company manufactures News Print, Writing Printing Paper and others quality paper on demand of customers. The Company faces many up and downs in its life, in starting years the company was faces many critical issues and one of them financials issue and the company approach and listed with The Board for Industrial and Financial Reconstruction (**BIFR**), as per order of BIFR in the year 2006, The paid up capital of the company reduce by 80%. We pray for better and bright future of the company. Our strategic objective is to build a sustainable organization that remains relevant to the agenda of our stakeholders and creating growth opportunities for our employee and increase the wealth of the company for our members.

The Sangal Papers Limited manufactures the paper on the demand of customers. The company is facing avoidable and unavoidable challenges and threats. The size of the company is negligible in the papers industry.

FINANCIAL RESULT

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 (including any modification if any). The financial statements for the Financial Year ended March 31, 2018, the Company's first Ind AS Audited Standalone Annual Financial Statements with comparative figures for the year ended March 31, 2018 also under Ind AS. The disclosure and effects of first time adoption of Ind AS are detailed in notes of financial statements and effects on the first time adoption of Ind AS. The standalone and consolidated financial highlights of your Company for the Financial Year ended March 31, 2018 are summarized as follow, details are based on:

Details of financials as per IND AS

PARTICULARS (Standalone)	31.03.2018 (Amount in Lakhs)	31.03.2017 (Amount in Lakhs)
Turnover Net (Revenue from operations)	12039.98	10710.56
Other Income	72.88	30.55
Profit Before Finance charge, Tax and Dep.	627.28	569.27
Financial Charges and Depreciation		
Financial Charges	163.28	214.02
Depreciation/ Amortization	100.75	93.28
PROFIT BEFORE TAX	363.25	261.97
Current Tax	82.84	73.60
MAT Credit Entitlement		0.50
Deferred Tax Liability	13.60	13.56
Income Tax (Related to Earlier Year)	6.65	3.40
PROFIT AFTER TAX	260.16	170.91

OPERATIONAL REVIEW

The Company is on its way to achieve its ultimate objectives i.e. to be economical and bring efficiency in the operations of the company and the company is moving fast in achieving its goal of maximization of shareholders wealth and objectives of the Company. The Company cares to all stakeholders.

In the series of goals of the Sangal Papers Ltd., the company is regularly exploring and critically appraising its domestic and international market, over last few years the Company has been moving closer to the ultimate consumers and has remained successful in positioning its products in a way that consumers can connect with and aspire with in mind. The Company has maintained the world- wide standard in its products and engaged in it to give sharpness to the Company's marketing strategies. The Company has diversified its product line and gained a name in the market in colored verity writing printing paper in a very short span of time. As per industry conditions

and market demand, Company's main concern is on increase in production of colored verity writing printing paper. Presently colored verity writing printing paper is key product of the company and has been a main contributory factor in the increase in net profit of the Company, resulting in an increase in profit (PAT) by more than 52.22% (approx) as comparison last year.

Sangal Papers Ltd. has given its best performance in all area. During the year under review the Company has achieved a turnover (Net) of **Rs. (In lakhs) 12039.98** as against previous figure of **Rs. (In lakhs) 10710.56** increase in sale 12.41% (approx).

During the year under review PBT (profit before tax) were **Rs. (In lakhs) 363.25** as compared to previous year figure of **Rs. (In lakhs) 261.97**, posting an increase by **38.66 % (approx)** in PBT. Net profit and PAT (profit after tax) were **Rs. (In lakhs) 260.16** as compared to previous year figure of **Rs. (In lakhs) 170.91** reporting an increase of **52.22% (approx)** in net profit as compared to previous year. The operating and fixed expenses are increased during the financial year resulting in lower net profits after tax and therefore, Company's net profit could not post the corresponding increase.

SHARE CAPITAL

The paid up equity capital as on 31st March 2018 was Rs. 13,072,600/- (Rupees One Crore Thirty Lacs Seventy Two Thousand Six Hundred Only) divided into 13,07,260 Equity Shares of Rupees 10/- each. There is no change in Share Capital of the company during the financial year 2017-2018.

DIVIDEND

Board of Directors of the Company has opted to plough back the profits for future growth and do not recommend any Dividend for the financial year ending on 31/03/2018.

CASH AND EQUIVALENTS

Cash & Equivalents as on date 31st March, 2018 was Rs. 27.04 (In lakhs). The company continues to focus on judicious management of its working capital, receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

EARNING PER SHARE (EPS)

The earning per equity share of the company for the financial year ended on 31/03/2018 was Rs. 19.90/per share and pervious year was Rs. 13.07/per share. The Company has reported an increment of 52.26% in EPS for the said financial year.

CHANGES IN BANKER OF THE COMPANY

During the year under review, The Company has changed it lead Banker form Axis Bank Ltd, Boundary Road, Meerut to State Bank of India, Ganga Plaza, Begum Bridge Meerut to State Bank of India, Ganga Plaza, Meerut, UP. The terms and conditions of SBI are more favorable then Axis Bank Ltd.

DEPOSITS

The Company has not accepted any fixed deposits from public and as such, accordingly no amount, principal or interest amount was outstanding as on the date of the Balance Sheet.

CREDIT RATING

Your Company enjoys credit rating from Brickwork Ratings, The Brickwork Ratings has upgraded credit rating of upgraded the rating from **BWR BB+ (Pronounced as BWR Double B Plus), Outlook: Stable** to **BWR BBB- (Pronounced as BWR Triple B Minus), Outlook: Stable (Upgraded)** for Fund Based- Cash Credit and Term Loan (o/s) and **BWR A4+ (Pronounced as BWR A Four Plus) to BWR A3 (Pronounced as BWR, A Three) (upgraded)** for Non Fund Based: Bank Guarantee and ILC/FLC.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has not given any loans or guarantee covered under the provisions of section 186 of the Companies Act, 2013. Other details can find on the Notes to the financial statements of the Company.

MANAGEMENT'S DISCUSSION AND ANALYSIS:

In the term of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015, the Management Discussion and Analysis is set out in this Annual Report.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to Chairman of the Audit Committee and to the