



43rd
(Forty-Third)

ANNUAL REPORT

F.Y. -1st APRIL 2022 TO 31st MARCH 2023

2022-2023

SANGAL PAPERS LIMITED

CIN: L21015UP1980PLC005138

BOARD OF DIRECTORS

Mr. Himanshu Sangal	Managing Director
Mr. Amit Sangal	Whole Time Director/CFO
Mr. Tanmay Sangal	Director/President Mktg.
Mr. Vinayak Sangal	Director/President Opr.
Mr. Prem Sethi	Ind. Director/Chairman
Mrs. Geeta Gupta	Ind. Women Director

Mr. Arpit Jain	Company Secretary Cum Compliance Officer (Upto-31/05/2023)
Mr. Anant Vats	Company Secretary Cum Compliance Officer (From-01/06/2023)

AUDIT COMMITTEE

Mrs. Geeta Gupta	Chairperson
Mr. Prem Sethi	Member
Mr. Himanshu Sangal	Member

STAKEHOLDER RELATIONSHIP COMMITTEE

Mrs. Geeta Gupta	Chairperson
Mr. Prem Sethi	Member
Mr. Himanshu Sangal	Member

NOMINATION AND REMUNERATION COMMITTEE

Mrs. Geeta Gupta	Chairperson
Mr. Prem Sethi	Member
Mr. Vinayak Sangal	Member

BANKER:

SBI, SME Branch, Begum Bridge,
Meerut- U.P.

Axis Bank,
Civil Lines, Boundary Road,
Meerut- U.P.

43rd ANNUAL GENERAL MEETING

Date: 24th Day of August, 2023

Day: Thursday

Time: 01.30 P.M.

Venue : Through Video Conferencing/OAVM

LISTED ON: BSE (Bombay Stock Exchange)

AUDITOR:

M/s Raj Viyom & Co., Chartered Accountants
Formerly known as (M/s RAJ SANDHYA & Co.)
572/7, Bhartiya Colony, Kukra Road,
Muzaffarnagar, U.P. - 251001

SECRETARIAL AUDITOR:

CS. D.K. GUPTA (D.K. Gupta & Co.),
Practicing Company Secretary,
164, Behind Baijal Bhawan, Civil Lines, Meerut, UP.

REGISTERED OFFICE:

Sangal Papers Limited,
Vill, Bhainsa, 22km stone, Meerut- Mawana Road,
Mawana, Meerut, UP- 250401

E-mail : accounts@sangalpapers.com or sangalinvestors1980@gmail.com **Website:** www.sangalpapers.com

Note : All the documents of this report are duly signed and stamped and kept with the Company.

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,
investor@masserv.com

Website: www.masserv.com

Phone No.: 011-26387281- 82-83

SCRIP CODE : 516096

SCRIP ID : SANPA

ISIN : INE384D01022

ISSUER CODE : 384D

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A message from Mr. Himanshu Sangal, Managing Director of the company

Dear Stakeholders,

My heartiest greetings to you on my personal behalf and on behalf of Sangal Papers Limited.

We have achieved the projection of achieving the turnover of Rs. 225 crores in this year. So many congratulations to Team Sangal Papers Limited. This would have been possible due to the dedicated team effort.

Once again, it is my pleasure to present before you the Annual Report of your Company for the F.Y-2022-23, focusing on the performance highlights of the year.

During the first and second wave of COVID 19 pandemic, where writing and printing paper demand contracted significantly due to close down of educational institutions and other organizations all over the country, the paper industry was backed by packaging paper demand in sectors like pharma, FMCG, e-commerce retail etc. which played a major role in driving growth during that time for the paper industry.

During the past 2 years after vaccination with the opening of industry and economy nationwide and globally, things are coming on track slowly and steadily. The proactive measures in supply chain management in ensuring availability of trucks, loading/unloading crew, etc. were put in place, which ensured the smoother flow of materials across the country.

With the above supported factors, your company achieved growth of 46% (approx.) in sales revenue as compared to last FY 2021-2022 and 106% (approx.) increase in Profit after Tax (PAT) as compared to FY 2021-2022.

With the increase in growth rate of organized sector, boost given by Government to MSME Sector, opening of schools and education hubs, offices, demand for the paper and paper products is also increasing. Let us hope that we would be able to give support from our side in the nation building process.

Sincerely,
Himanshu Sangal
Managing Director

SANGAL PAPERS LIMITED

CIN : (L21015UP1980PLC005138)

Vill. Bhainsa, 22Km Meerut - Mawana Road, Mawana- 250 401, Distt. – Meerut (U.P)

E- Mail ID: sangalinvestors1980@gmail.com, Website: www.sangalpapers.com PH. No. : +91-1233-271515

NOTICE TO MEMBERS:

Notice is hereby given under the provision of section 101 of the Companies Act 2013, that Forty - Third (43rd) Annual General Meeting of SANGAL PAPERS LIMITED will be held on Thursday, **24th August, 2023 at 01:30 P.M.** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business :-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the company for the year ended 31st March 2023, together with the Report of the Board of Directors and the Auditors thereon.
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.

SPECIAL BUSINESS:

4. RATIFICATION OF REMUNERATION OF COST AUDITORS :

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 consent of the members of the Company be and is hereby accorded to the ratification of payment of 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), who has been 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, 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorized 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."

5. APPOINTMENT OF MR. SAPAN SODHI (DIN-10178992) AS INDEPENDENT NON-EXECUTIVE DIRECTOR:

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

"RESOLVED that pursuant to the provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 including any other Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the of Articles of

Association of the company, Mr. Sapan Sodhi (DIN:10178992), who was appointed as an Additional Director (in the capacity of a Non-Executive Independent Director) of the company by the Board of Directors at its meeting held on 27/05/2023 pursuant to section 161 of the Act and as recommended by the Nomination and Remuneration Committee and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his/ her candidature for the office of Director and who has submitted a declaration that he/ she meets the criteria for independence as provided in section 149(6) of the Act, be and is hereby appointed as an Independent Non-Executive Director of the company to hold office for a term of 5 (five) consecutive years commencing from 43rd Annual General Meeting ('AGM'), whose period of office will not be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. APPOINTMENT OF MRS. VARTIKA MALIK (DIN-00687839) AS INDEPENDENT NON-EXECUTIVE DIRECTOR:

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

"RESOLVED that pursuant to the provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 including any other Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the of Articles of Association of the company, Mrs. Vartika Malik (DIN:00687839), who was appointed as an Additional Director (in the capacity of a Non-Executive Independent Director) of the company by the Board of Directors at its meeting held on 27/05/2023 pursuant to section 161 of the Act and as recommended by the Nomination and Remuneration Committee and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his/ her candidature for the office of Director and who has submitted a declaration that he/ she meets the criteria for independence as provided in section 149(6) of the Act, be and is hereby appointed as an Independent Non-Executive Director of the company to hold office for a term of 5 (five) consecutive years commencing from 43rd Annual General Meeting ('AGM'), whose period of office will not be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

For Sangal Papers Limited

Date : 26th Day of July, 2023
Place : Mawana

For and on behalf of the Board of Directors

Sd/-
Anant Vats
Company Secretary cum Compliance Officer

NOTES:

1. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 and December 28, 2022 respectively issued by the Ministry

of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HODDHS/P/CIR/2022/0062, SEBI/HODDHS/P/CIR/2022/0063 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated May 12, 2020, January 15, 2021 and May 13, 2022, and January 5, 2023 respectively issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars'), holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the Members, is permitted. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations'), MCA Circulars and SEBI Circulars, the upcoming 43rd AGM of the Company will be held through VC/ OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.

2. A statement giving relevant details of the directors seeking appointment/ reappointment under Item No. 2, 5 and 6 of the accompanying notice, as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is annexed herewith as Annexure-A.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act, will not be available for the AGM and, hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The Board of Directors has appointed Shri Dinesh Kumar Gupta, Practicing Company Secretary (FCS No. 5226, CP No. 3599) as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
4. Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc) are required to send scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization be sent to the Scrutinizer by email through its registered email address to dkgupta08@yahoo.co.in with a copy marked to evoting@nsdl.co.in
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Members can login and join the AGM 30 minutes prior to the scheduled time to start the AGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members, on first-come-first-served basis. However, the participation of large members (members holding 2% or more shareholding), promoters, institutional investors,

directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors can attend the AGM without restriction of first-come-first served basis. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.

7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the aforesaid MCA and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
9. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send in their questions/ comments in advance mentioning their name, demat account number/ folio number, email id, mobile number at sangalinvestors1980@gmail.com. The same will be replied by the Company suitably. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
10. The Registers of Members and Share Transfer Books of the Company will remain closed from **Friday, August 18th 2023 to Thursday, August 24th, 2023** (both days inclusive) for the purpose of annual closure of books.
11. In accordance with SEBI LODR (Listing Obligations and Disclosure Requirements) (4th amendment) Regulations, 2018 notified on June 07, 2018 and further notification dated 30/11/2018 any request for physical transfer of shares shall not be processed w.e.f. April 01,2019

Further, in compliance with SEBI vide its circular SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:-

- i. Issue of duplicate share certificate
- ii. Claim from unclaimed suspense account
- iii. Renewal/Exchange of securities certificate
- iv. Endorsement
- v. Sub-division / splitting of securities certificate
- vi. Consolidation of securities certificates/folios
- vii. Transmission
- viii. Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company as well as on the website of MAS Services Ltd, Registrar and share transfer agent (RTA) at www.masserv.com under **download tab**. The aforementioned form shall be furnished in hard copy form.

Members holding shares in physical form are requested to dematerialize their holdings at the earliest.

12. The Securities and Exchange Board of India ('SEBI') vide its circular dated November 03, 2021 read with circular dated December 14, 2021 and 16/03/2023 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC (complete address with pin-code, bank detail with MICR-CODE & IFS CODE, Email-ID, Mobile Number) and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company. Effective from 1st January 2022. Registrar will not process, any service requests or complaints received from the member until unless above KYC and nomination will not be completed by shareholder and such shareholders holding will be freezed by RTA on or after 1st October 2023.

The shareholders holding shares in physical form are requested to note that in case of failure to provide required documents and details as per aforesaid SEBI circular, all folios of such shareholders shall be frozen on or after October 01, 2023 by the RTA. In view of the above, shareholders of the Company holding securities in physical form are requested to provide following documents/details to RTA:

- i. PAN; (using ISR-1)
- ii. Nomination in Form No.SH-13 or submit declaration to 'Opt-out' in Form ISR-3;
- iii. Contact details including Postal address with PIN code, Mobile Number, E-mail address;
- iv. Bank Account details including Bank name and branch, Bank account number, IFS code;
- v. Specimen signature. (using ISR-2)

Any cancellation or change in nomination shall be provided in Form No.SH-14

All of above required documents/details to be sent at the address of registered office of the RTA. The shareholders can download the forms mentioned in SEBI circular from the website of the Company or RTA website i.e www.masserv.com under **download tab**.

A separate communication has already been sent to the respective shareholders.

13. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report 2022- 23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling AGM along with the explanatory statement and Annual Report 2022-23 are available on the website of the Company at www.sangalpapers.com and on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com (the Authorised agency for providing voting through electronic means and AGM through VC/OAVM). Company's web-link on the above will also be provided in advertisement being published in Financial Express (English edition) and Jansatta (Hindi edition).
14. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to the Company/RTA if the shares are held by them in physical form.
15. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Notice of the AGM and Annual Report may temporarily get themselves registered with RTA if shares held in physical please register your email id at per procedure given in point no.12 above or shares are held in demat mode please update your email id and other details with your DP(Depository Participant).

Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.sangalpapers.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of NSDL <https://www.evoting.nsdl.com>.

16. In case a person has become a member of the Company after dispatch of the AGM Notice, but on or before the cut-off date for e-voting i.e. **Thursday, August 17th, 2023**, such person may generate as given in e-voting instructions below .
17. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.
18. In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders atleast 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no./ email ID with their respective depository participants.
19. Pursuant to Finance Act, 2020, dividend income will be taxable at the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to members at prescribed rates. For the prescribed rates for various categories the members are requested to refer to the Finance Act, 2020 and amendments thereto. The members are requested to update their PAN with Registrar and Transfer Agents (in case of shares held in physical mode) and depository participants (in case shares held in demat mode). However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received during FY 22-23 does not exceed Rs.5,000/-.

A resident individual shareholder with PAN who is not liable to pay income tax submit a yearly declaration in Form 15G/15H, to avail the benefit of non-deduction of tax at Company's RTA at investor@masserv.com. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

20. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, upto the date of meeting.